



**TECK GUAN PERDANA BERHAD**

199401021418 (307097-A)

A N N U A L   R E P O R T   2 0 2 5



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# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty-First (31st) Annual General Meeting of the Members of the Company will be held at the Xocolatt Hall, Ground Floor, Hotel Emas, Jalan Utara, 91000 Tawau, Sabah on Thursday, 26th June 2025 at 9.00 a.m. to transact the following:-

**AGENDA**

**AS ORDINARY BUSINESS:-**

- |   |                          |
|---|--------------------------|
| 1. To receive the Audited Financial Statements for the year ended 31 January 2025 together with the Reports of the Directors and Auditors thereon.      | <b>(Refer to Note 8)</b> |
| 2. To re-elect Mr. Wong Peng Mun who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution.             | <b>Resolution 1</b>      |
| 3. To re-elect Ms. Hong Kun Yee who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution.              | <b>Resolution 2</b>      |
| 4. To appoint Ms. Noor Fazarina Binti Tahah as Independent Non-Executive Director.  | <b>Resolution 3</b>      |
| 5. To appoint Ms. Connie Wong Jiin Yee as Independent Non-Executive Director.   | <b>Resolution 4</b>      |
| 6. To approve the payment of Directors' fees not exceeding the amount RM150,000 and any benefits payable for the financial year ending 31 January 2026. | <b>Resolution 5</b>      |
| 7. To approve a first and final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 January 2025.                        | <b>Resolution 6</b>      |
| 8. To re-appoint Messrs. PKF PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.                                   | <b>Resolution 7</b>      |

**AS SPECIAL BUSINESS:-**

To consider and, if thought fit, to pass the following resolutions with or without modification:-

- |   |                     |
|---|---------------------|
| 9. <b>ORDINARY RESOLUTION</b><br><b>Continuation in Office as Independent Non-Executive Directors</b>   |                     |
| “THAT approval be and is hereby given to Mr. Fung Hiuk Bing who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting.” | <b>Resolution 8</b> |



## NOTICE OF ANNUAL GENERAL MEETING

### 10. ORDINARY RESOLUTION

#### Authority for Directors to Allot and Issue Shares

“THAT, subject always to the Companies Act 2016 (“the Act”), the Company’s Constitution and approvals of the relevant authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company, or at the expiry of the period within which the next AGM of the Company is required by law to be held, whichever is the earlier, unless such approval is revoked or varied by the Company at a general meeting.”

#### Resolution 9

### 11. ORDINARY RESOLUTION

#### Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions and Shareholders’ Mandate for Additional Recurrent Related Party Transactions

“THAT subject always to the Companies Act 2016 (“the Act”), the Company’s Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing and additional recurrent related party transactions of a revenue or trading nature as set out in Section 3.2 of the Circular to Shareholders dated 29 May 2025 with the related parties mentioned therein, provided that such transactions are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company (“Shareholders’ Mandate”).

#### Resolution 10

THAT the Shareholders’ Mandate shall commence upon passing of this resolution and continue to be in force until:

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

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do such acts and things to give full effect to the transactions contemplated and/or authorised by this resolution.”

.....



## NOTICE OF ANNUAL GENERAL MEETING

### 12. NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a first and final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 January 2025, if approved, will be paid on 5 August 2025 to depositors registered in the Records of Depositors on 11 July 2025.

A depositor shall qualify for entitlement only in respect of:-

- i. Shares transferred into the Depositor's Securities Accounts before 5.00 p.m. on 11 July 2025 in respect of transfer; and
- ii. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

13. To transact any other business for which due notice shall have been given.

### BY ORDER OF THE BOARD

**SIM HUAN JILL** (MIA 45639) / SSM PC No.: 202108000597

Company Secretary

Tawau, Sabah.

Dated this 29 May 2025

### NOTES:-

1. A proxy may but need not be a member of the Company and there is no restriction as to the qualification of a proxy. Provided that, having appointed a proxy or an attorney to attend in his stead, if such member personally attends the meeting, his proxy or attorney shall be precluded from attending such meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
5. To be valid the duly completed proxy form must be deposited at the Registered Office of the Company at No.318, Teck Guan Regency, Jalan St. Patrick, Off Jalan Belunu, 91000 Tawau, Sabah or electronically via email [perdana@teckguan.com](mailto:perdana@teckguan.com) not less than forty-eight (48) hours before the time fixed for holding the Meeting.
6. Only members whose names appear in the Record of Depositors as at 19 June 2025, issued by Bursa Malaysia Depository Sdn. Bhd., will be entitled to attend and vote at the fully physical meeting or appoint proxy(ies) to attend and vote on their behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Annual General Meeting ("AGM") will be put to vote by way of poll.



# NOTICE OF ANNUAL GENERAL MEETING

## NOTES:- (CONTINUED)

### Explanatory Notes

8. Agenda item 1 is meant for discussion only as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders, and hence is not put forward for voting.
9. Re-election of Directors in accordance to Article 91 of the Company's Constitution.  
The proposed Ordinary Resolution 1 and 2 in items no.2 and 3 of the Agenda are to seek shareholders approval on the re-election of the retiring directors.

*"An election of Directors shall take place each year. One-third (1/3) of the Directors for the time being, or, if the number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at each Annual General Meeting. A Director retiring at a meeting shall retain office until the conclusion of the meeting."*

10. Appointment of Directors in accordance to Article 91 of the Company's Constitution.  
The proposed Ordinary Resolution 3 and 4 in items no.4 and 5 of the Agenda are to seek shareholders approval on the appointment of new directors.

*"An election of Directors shall take place each year. One-third (1/3) of the Directors for the time being, or, if the number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at each Annual General Meeting. A Director retiring at a meeting shall retain office until the conclusion of the meeting."*

11. Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting. The proposed Resolution 5 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current Board of Directors ("Board") size. In the event the proposed amount is insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

### Explanatory Notes on Special Business

12. Resolution 8

The proposed Resolution 8, if passed, will enable Mr. Fung Hiuk Bing to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.

The Board holds the view that Mr. Fung Hiuk Bing who has served as an Independent Non-Executive Director of the Company for a tenure exceeding a cumulative term of more than nine (9) years has remained objective and independent in carrying out his role and responsibility as member of the Board and Board Committees and the length of his service does not interfere with his ability and exercise of independent judgment as Independent Director. Therefore, the Board has recommended that the approval of the shareholders be sought on a voting process for him to continue to act in the capacity as the Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.



# NOTICE OF ANNUAL GENERAL MEETING

**NOTES:- (CONTINUED)**

13. Resolution 9

The proposed Resolution 9 is to renew the general mandate obtained in the last AGM. As at the date of this Notice, no new shares in the Company were issued pursuant to the existing general mandate which will lapse at the conclusion of this forthcoming AGM.

This proposed resolution, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment, working capital and/or acquisition(s), by the issuance of new shares (other than bonus or rights issue) in the Company to such persons at any time as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier.

14. Resolution 10

The proposed Resolution 10 is in relation to Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Shareholders' Mandate for Additional Recurrent Related Party Transactions which are necessary for the day-to-day operations of the Company. If approved by the shareholders, it will empower the Company to conduct transactions of revenue or trading nature with the parties related to the Company. Please refer to the Circular to Shareholders dated 29 May 2025 for more information.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents 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 the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



STATEMENT ACCOMPANYING  
**NOTICE OF ANNUAL GENERAL MEETING**  
(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF  
BURSA MALAYSIA SECURITIES BERHAD)

1. **Details of individuals who are standing for election as Directors at the Thirty-First (31st) AGM are set out in the Profiles of Directors section in the Annual Report 2025.**

The profiles of Ms. Noor Fazarina Binti Tahah and Ms. Connie Wong Jiin Yee who are standing for election as Directors at the Thirty-First (31st) Annual General Meeting ("31st AGM") of the Company as per Agenda 4 & 5 of the Notice of Thirty-First (31st) AGM can be found on page 15 and 16 of the Annual Report 2025.

2. **Details of the Directors who are standing for re-election at the Thirty-First (31st) AGM are set out in the Profiles of Directors section in the Annual Report 2025.**

Mr. Wong Peng Mun and Ms. Hong Kun Yee retire in accordance with Article 91 of the Constitution of the Company which provides that one-third of the directors, or if their number is not three or multiple of three, then the number nearest to one third should retire from office once at least every three years but shall be eligible for re-election. Their profiles are set out on page 11 and 13 in the Annual Report 2025.

3. **Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.**

Details of the general mandate to issue securities in the Company pursuant to Section 75 & 76 of the Companies Act 2016, are proposed under Resolution 10 in the Notice of 31st AGM of the Company. Further details of the said resolution are contained in Explanatory Note 13 of the Notice of the 31st AGM.





## CORPORATE INFORMATION

### BOARD OF DIRECTORS

<b>Wong Peng Mun</b>	Chairman and Non-Independent Non-Executive Director (redesignated on 24 January 2025)
<b>Datuk Hong Ngit Ming</b>	Managing Director
<b>Hong Kun Yee</b>	Executive Director
<b>Fung Hiuk Bing</b>	Independent Non-Executive Director
<b>Noor Fazarina Binti Tahah</b>	Independent Non-Executive Director (appointed on 24 January 2025)
<b>Connie Wong Jiin Yee</b>	Independent Non-Executive Director (appointed on 24 January 2025)

#### AUDIT & RISK MANAGEMENT COMMITTEE

Fung Hiuk Bing (Chairman)  
Noor Fazarina Binti Tahah  
Connie Wong Jiin Yee  
Wong Peng Mun  
(resigned on 24 January 2025)  
Tham Vui Vun  
(resigned on 24 January 2025)

#### NOMINATION COMMITTEE (formed on 24 January 2025)

Noor Fazarina Binti Tahah (Chairperson)  
Fung Hiuk Bing  
Connie Wong Jiin Yee

#### REMUNERATION COMMITTEE (Formed on 24 January 2025)

Connie Wong Jiin Yee (Chairperson)  
Fung Hiuk Bing  
Noor Fazarina Binti Tahah

#### COMPANY SECRETARY

Sim Huan Jill (MIA 45639)  
(appointed on 1 August 2024)  
Lee See Ley (MIA 49506)  
(appointed on 1 August 2024)

#### REGISTERED OFFICE

318, Teck Guan Regency,  
Jalan St. Patrick,  
Off Jalan Belunu,  
91000 Tawau, Sabah  
Tel: 6089-772275  
Fax: 6089-761052  
Email: perdana@teckguan.com

#### SHARE REGISTRAR

Bina Management (M) Sdn. Bhd.  
Lot 10, The Highway Centre,  
Jalan 51/205,  
46050 Petaling Jaya  
Selangor Darul Ehsan,  
Malaysia  
Tel: 603-77843922  
Fax: 603-77841988

#### AUDITORS

PKF PLT  
202206000012 (LLP0030836-LCA) & AF 0911  
Chartered Accountants

#### BANKERS

RHB Bank Berhad  
Malayan Banking Berhad  
Hong Leong Bank Berhad  
RHB Investment Bank Berhad  
Al Rajhi Banking & Investment  
Corporation (Malaysia) Berhad

#### SOLICITORS

RYCO Law Firm

#### STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad  
(Main Market)  
Stock Short Name: TECGUAN  
Stock Code : 7439

#### WEBSITE

[www.teckguan.com/tgp](http://www.teckguan.com/tgp)



# 5-YEAR FINANCIAL HIGHLIGHTS

FINANCIAL YEAR ENDED 31 JANUARY	2025 RM'000	2024 RM'000	2023 RM'000	2022 RM'000	2021 RM'000
<b>RESULTS OF OPERATIONS</b>					
Revenue	361,811	294,209	489,665	502,509	460,871
Pre-Tax Profit	25,143	11,022	40,878	24,831	10,802
After-Tax Profit	21,191	7,690	29,755	19,731	7,999
<b>FINANCIAL POSITION</b>					
Working Capital	78,321	59,062	55,471	52,286	33,447
Net Assets	132,408	112,820	107,135	78,583	58,853
Total Assets	189,733	163,467	174,450	219,014	137,657
Paid-up Capital	40,104	40,104	40,104	40,104	40,104
Shareholders' Funds	132,408	112,820	107,135	78,583	58,853
<b>PER SHARE (in SEN)</b>					
Net Assets	330.2	281.4	267.2	196.0	146.8
Profit Before Tax*	62.7	27.5	101.9	61.9	26.9
Profit After Tax*	52.9	19.2	74.2	49.2	19.9
Dividend – Final (Gross)	5.0**	4.0	5.0	3.0	0.0
* Calculated based on ordinary shares in issue throughout the financial year (unit)	40,096,902	40,096,902	40,096,902	40,096,902	40,096,902

\*\* In respect of the financial year ended 31 January 2025:  
First and final single-tier dividend of 5.0 sen ordinary share totaling RM2,004,845 on 40,096,902 ordinary shares, declared on 29 May 2025 and payable on 5 August 2025.

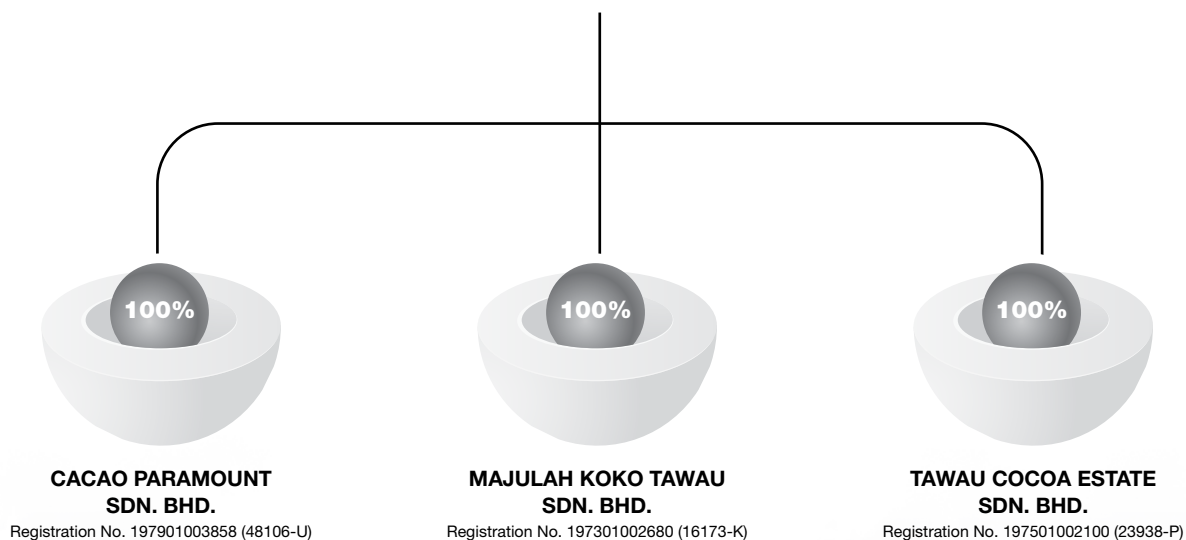
The financial statements for the current financial year do not reflect this first and final single-tier interim dividend. Such dividend will be accounted for in equity as an appropriation of retained profits in the next financial year ending 31 January 2026.

## CORPORATE STRUCTURE

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**TECK GUAN  
PERDANA BERHAD**  
Registration No. 199401021418 (307097-A)



## PROFILES OF DIRECTORS AND KEY SENIOR MANAGEMENT

### Mr. Wong Peng Mun

Chairman and Non-Independent  
Non-Executive Director

**Age** : 65

**Gender** : Male

**Nationality** : Malaysian

#### **Qualification:**

BSc. (Hons) in Physics, Diploma in Management Licensed Secretary (LS 003897)

#### **Working Experience:**

He was appointed as an Independent and Non-Executive Director of Teck Guan Perdana Berhad on 5 December 2008. On 24 January 2025, he was redesignated as a Non-Independent Non-Executive Director and appointed as Chairman of the Board. He has over 20 years of professional experience in auditing and corporate secretarial practices. He began his career as an Audit Senior with Ernst & Young, subsequently joined a secretarial firm where he served for 8 years and later founded Konsep Bisnes, a consultancy firm offering a full range of corporate secretarial services.

**Occupation:** Director

**Date first appointed to the Board:** 5 December 2008

**Date appointed as Board Chairman:** 24 January 2025

#### **Details of any Board Committee appointment:**

Audit & Risk Management Committee – Member (*resigned on 24 January 2025*)

Nomination & Remuneration Committee – Chairman (*resigned on 24 January 2025*)

**Directorship of other public companies and listed corporation:** NIL

**Family relationship with any directors and/or major shareholder of the Company:** NIL

**Conflict of interest with the Company:** NIL

**List of convictions for offences within the past 5 years (other than traffic offence) and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year:**

NIL

#### **Number of board meetings attended in the financial year:**

*Please refer to para A1.1 under the section on Corporate Governance Overview Statement of this Annual Report.*



## PROFILES OF DIRECTORS AND KEY SENIOR MANAGEMENT

### Datuk Hong Ngit Ming

Managing Director  
(Key Senior Management)

**Age** : 72

**Gender** : Male

**Nationality** : Malaysian

#### **Qualification:**

Enrolled in 1973 into the renowned Imperial College London and graduated in 1976 with two (2) qualifications: BSc. (Hons) and ACGI. He also earned a master degree in economics from the University Malaysia Sabah.

#### **Working Experience:**

He was appointed the Deputy Executive Chairman of Teck Guan Perdana Berhad on 18 June 1996 and its Executive Chairman on 20 April 1998. He was appointed the new Managing Director following his cessation as Executive Chairman on 15 April 2013. He joined Teck Guan Holdings Sdn. Bhd.'s Group of Companies on 1 October 1976 as a management trainee, based in the Agriculture Division. He was appointed a director in 1979 and in 1983, he became the Deputy Managing Director of the Teck Guan Holdings Group, a very large diversified multi-national company with worldwide operations in many countries.

He has excellent business acumen due to his multi-disciplinary background in business. His scientific knowledge has led him to revolutionise the cocoa industry in Malaysia when he pioneered "The Zero-Shade Cocoa Planting", which forever changed the entire cocoa cultivation industry. He has in the year 2002, published his works entitled "Development History of Zero-Shade Cocoa and Its Theories - Let There Be Light". Both local and international researchers have sought his advice on technical aspects of cocoa.

His lifelong dream for economic greatness has been fulfilled with his 2007 publication of his book entitled "Wealth Creation Mystery - You Win, I Win, Everyone Wins, Who Then Is the Loser" which shattered long held economic fundamentals on wealth creation and created tremendous excitement in the world of economics. His book is a must-read book on wealth creation.

He has great foresight in business and among the first to venture into the high-end oleo chemical fatty alcohol and his views are much sought after.

**Occupation:** Director

**Date first appointed to the Board:** 18 June 1996

**Date appointed as Board Chairman:** 15 April 2013

**Details of any Board Committee appointment:** NIL

**Directorship of other public companies and listed corporation:** NIL

#### **Family relationship with any directors and/or major shareholder of the Company:**

Datuk Hong Ngit Ming is deemed interested by virtue of his direct interest in shares in and being director of the holding company and his daughter, Ms. Hong Kun Yee is a member of the Board.

**Conflict of interest with the Company:** NIL

**List of convictions for offences within the past 5 years (other than traffic offence) and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year:**

NIL

**Number of board meetings attended in the financial year:**

*Please refer to para A1.1 under the section on Corporate Governance Overview Statement of this Annual Report.*



## PROFILES OF DIRECTORS AND KEY SENIOR MANAGEMENT

### Ms. Hong Kun Yee

Executive Director  
(Key Senior Management)

**Age** : 45

**Gender** : Female

**Nationality** : Malaysian

#### **Qualification:**

Bachelor of Science in Electrical Engineering from Purdue University, United States of America

#### **Working Experience:**

She was initially attached to the Teck Guan Holdings Sdn. Bhd.'s Group of Companies with the Industry Division as Engineer in January 2003 and subsequently assigned as Senior Engineer with Teck Guan Steel Sdn. Bhd. which manufactures steel bars, wire mesh and barbed wire. In May 2014, she took up the post of Branch Manager of Teck Guan Trading Sdn. Bhd. at Kota Kinabalu. Over the years, she has gained much experience in managing business activities involving both the manufacturing and trading sectors.

**Occupation:** Director

**Date first appointed to the Board:** 29 November 2019

**Details of any Board Committee appointment:** NIL

**Directorship of other public companies and listed corporation:** NIL

**Family relationship with any directors and/or major shareholder of the Company:**

Her father, Datuk Hong Ngit Ming is also a member of the Board.

**Conflict of interest with the Company:** NIL

**List of convictions for offences within the past 5 years (other than traffic offence) and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year:**

NIL

**Number of board meetings attended in the financial year:**

*Please refer to para A1.1 under the section on Corporate Governance Overview Statement of this Annual Report.*

## PROFILES OF DIRECTORS AND KEY SENIOR MANAGEMENT

### Mr. Fung Hiuk Bing

Independent  
Non-Executive Director

**Age** : 56

**Gender** : Male

**Nationality** : Malaysian

#### **Qualification:**

Fellow member of CPA Australia

Fellow member of Chartered Tax Institute of Malaysia (FCTIM)

Chartered Accountant of the Malaysian Institute of Accountants (MIA)

#### **Working Experience:**

He was appointed as an Independent and Non-Executive Director of Teck Guan Perdana Berhad on 19 December 2013. He is also a Chartered Accountant, Malaysia having more than twenty years working experience in both accounting and auditing fields and currently heads his own practice as HB Fung & Co. since 2007.

**Occupation:** Auditor

**Date first appointed to the Board:** 19 December 2013

#### **Details of any Board Committee appointment:**

Audit & Risk Management Committee – Chairman

Nomination Committee – Member

Remuneration Committee – Member

**Directorship of other public companies and listed corporation:** NIL

**Family relationship with any directors and/or major shareholder of the Company:** NIL

**Conflict of interest with the Company:** NIL

**List of convictions for offences within the past 5 years (other than traffic offence) and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year:**

NIL

**Number of board meetings attended in the financial year:**

*Please refer to para A1.1 under the section on Corporate Governance Overview Statement of this Annual Report.*



## PROFILES OF DIRECTORS AND KEY SENIOR MANAGEMENT

### Ms. Noor Fazarina Binti Tahah

(appointed on 24 January 2025)

Independent  
Non-Executive Director

**Age** : 39

**Gender** : Female

**Nationality** : Malaysian

#### **Qualification:**

Bachelor's Degree in Accountancy, University Putra Malaysia (UPM)

Chartered Accountant, (C.A(M))

Chartered Accountant of the Malaysian Institute of Accountants (MIA)

#### **Working Experience:**

She started her career in audit, progressing from an Audit Associate to Head of Audit between 2009 to 2013. She then served as a Group Accountant managing the finances of over 25 Companies for 11 years. In 2024, leveraging her extensive experience in corporate management, accounting and auditing. She established her own accounting practice.

**Occupation:** Accountant

**Date first appointed to the Board:** 24 January 2025

#### **Details of any Board Committee appointment:**

Audit & Risk Management Committee – Member (appointed on 24 January 2025)

Nomination Committee – Chairperson (appointed on 24 January 2025)

Remuneration Committee – Member (appointed on 24 January 2025)

**Directorship of other public companies and listed corporation:** NIL

**Family relationship with any directors and/or major shareholder of the Company:** NIL

**Conflict of interest with the Company:** NIL

**List of convictions for offences within the past 5 years (other than traffic offence) and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year:**

NIL

**Number of board meetings attended in the financial year:**

*Please refer to para A1.1 under the section on Corporate Governance Overview Statement of this Annual Report.*



## PROFILES OF DIRECTORS AND KEY SENIOR MANAGEMENT

### Ms. Connie Wong Jiin Yee

(appointed on 24 January 2025)

Independent  
Non-Executive Director

**Age** : 33

**Gender** : Female

**Nationality** : Malaysian

#### **Qualification:**

Bachelor of Laws (LLB), University of Sheffield  
Barrister-at-Law, Lincoln's Inn

#### **Working Experience:**

As an Advocate and Solicitor of High Court of Sabah and Sarawak, she has been actively involved in various areas of litigation and conveyancing including banking litigation, contract and commercial disputes, tort law, real estate disputes, landlord and tenant disputes, probate and succession matters, vetting and drafting agreements and non-banking debt recovery actions. With 8 years of experience in legal field, she brings extensive expertise and professionalism to her practice.

**Occupation:** Lawyer

**Date first appointed to the Board:** 24 January 2025

#### **Details of any Board Committee appointment:**

Audit & Risk Management Committee – Member (appointed on 24 January 2025)

Nomination Committee – Member (appointed on 24 January 2025)

Remuneration Committee – Chairperson (appointed on 24 January 2025)

**Directorship of other public companies and listed corporation:** NIL

**Family relationship with any directors and/or major shareholder of the Company:** NIL

**Conflict of interest with the Company:** NIL

**List of convictions for offences within the past 5 years (other than traffic offence) and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year:**

NIL

#### **Number of board meetings attended in the financial year:**

*Please refer to para A1.1 under the section on Corporate Governance Overview Statement of this Annual Report.*



## PROFILES OF DIRECTORS AND KEY SENIOR MANAGEMENT

### Mr. Tham Vui Vun

*(resigned on 24 January 2025)*

Chairman and Independent  
Non-Executive Director

**Age** : 68

**Gender** : Male

**Nationality** : Malaysian

#### **Qualification:**

Fellow Member of the Chartered Association of Certified Accountant, United Kingdom.

Chartered Accountant Malaysia (C.A.(M))

#### **Working Experience:**

He was appointed as an Independent and Non-Executive Director of Teck Guan Perdana Berhad on 15 November 2001. He was appointed the post of Chairman on 15 April 2013. He is also a Chartered Accountant, Malaysia having more than thirty years working experience in both accounting and auditing fields and heads his own practice as V.V. Tham & Co since 1998 and in 2018 as V.V. Tham & Partners PLT.

**Occupation:** Auditor

**Date first appointed to the Board:** 15 November 2001

**Date appointed as Board Chairman:** 15 April 2013

#### **Details of any Board Committee appointment:**

Audit & Risk Management Committee – Member (resigned on 24 January 2025)

Nomination & Remuneration Committee – Member (resigned on 24 January 2025)

**Directorship of other public companies and listed corporation:** NIL

**Family relationship with any directors and/or major shareholder of the Company:** NIL

**Conflict of interest with the Company:** NIL

**List of convictions for offences within the past 5 years (other than traffic offence) and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year:**

NIL

**Number of board meetings attended in the financial year:**

*Please refer to para A1.1 under the section on Corporate Governance Overview Statement of this Annual Report.*

## PROFILES OF DIRECTORS AND KEY SENIOR MANAGEMENT

### Mr. Chong Nyet Wui

Chief Financial Officer  
of the Group  
(Key Senior Management)

**Age** : 68

**Gender** : Male

**Nationality** : Malaysian

#### **Qualification:**

Fellow Member of the Chartered Association of Certified Accountant, United Kingdom.

Chartered Accountant Malaysia (C.A.(M))

#### **Working Experience:**

He has accumulated more than thirty years of working experience in auditing with Ernst & Young and KPMG for more than five years, an accountant with experience in accounting and finance with Pacific Hardwoods Sdn. Bhd. for six years and as commercial manager with Pamol Plantations Sdn. Bhd. for seven years. He was also the Group Accountant of Cepatwawasan Group Berhad for four years. Prior to his current position, he was the senior accountant with Teck Guan Holdings Sdn. Bhd., deemed related to the Company.

**Date appointed as Chief Financial Officer:** 26 March 2013

**Directorship of other public companies and listed corporation:** NIL

**Family relationship with any directors and/or major shareholder of the Company:** NIL

**Conflict of interest with the Company:** NIL

**List of convictions for offences within the past 5 years (other than traffic offence) and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year:**

NIL



## CHAIRMAN'S STATEMENT

On behalf of the Board of Directors of Teck Guan Perdana Berhad, I am pleased to present you the Annual Report and Audited Financial Statements of the Group and of the Company for the financial year ended 31 January 2025.

### FINANCIAL PERFORMANCE

For the year ended 31 January 2025, the Group registered a revenue of RM361.81 million, representing an increase of 22.98% compared to RM294.21 million in the preceding year. The higher revenue was mainly attributed by favourable palm oil product segment.

The Group registered a profit after tax of RM21.19 million as compared to RM7.69 million in the preceding year mainly due to higher operating margin.

The operating profit for palm oil products segment increased from RM8.50 million in the preceding year to RM13.02 million in the current year. The increase was primarily attributed to an increase in average selling price.

#### (b) Cocoa Products:

The operating profit for cocoa products segment increased from RM2.70 million in the preceding year to RM9.95 million in the current year. The increase was mainly attributed to an increase in average selling price.

### OPERATIONS REVIEW

#### (a) Oil Palm Products:

During the financial review, 75.93% of planted areas under oil palm segment of the Group have attained maturity with average crop age of 17 years. Fresh fruit bunches yield registered an increase of approximately 0.23%. The sales volume for crude palm kernel oil had registered a decrease of approximately 11.56% while an increase of 4.73% for palm kernel expeller as compared with the preceding year.

### DIVIDEND

In the financial year 2025, the Board of Directors has proposed a first and final single-tier dividend of 5 sen per ordinary share amounting to RM2,004,845 million for the financial year ended 31 January 2025.

The Group continues to be financially nimble by maintaining a high level of liquidity with cash and cash equivalents of RM50.63 million as at the end of FY2025. With continuous proactive capital management, the Group is prepared to capitalise on future investment opportunities and meet business challenges posed by unfavourable market conditions.





## CHAIRMAN'S STATEMENT

### SUSTAINABILITY

The Board reaffirms its unwavering commitment to responsible agricultural practices, with a strong emphasis on sustainability and exemplary corporate governance. The Group remains steadfast in its aspiration to achieve Roundtable on Sustainable Palm Oil (RSPO) certification by 2030. Our vision "Craving to Serve Humanity" and our mission "To Harness Abundant Wealth from Non-Earth Resources" are deeply embedded in our values and serves as essential drivers in creating shared value for all stakeholders.

We are equally encouraged by the sustained focus on mitigating human rights risks a critical issue across various sectors in Malaysia, particularly within the plantation industry.

To effectively identify key sustainability challenges and opportunities, we draw insights from a broad spectrum of internal and external sources. These include feedback from stakeholders, guidance from sustainability-focused departments, industry group consultations and adherence to internationally recognized standards. Among the most prominent frameworks we follow are the Malaysian Sustainable Palm Oil (MSPO), International Sustainability and Carbon Certification (ISCC-EU), Verified Deforestation-Free (VDF) and the European Union Deforestation Regulation (EUDR).

Teck Guan is actively progressing toward full compliance with the European Union Deforestation Regulation (EUDR), with a clear roadmap in place to achieve this milestone by the end of 2025. This reflects our strong commitment to traceability, deforestation-free supply chains and alignment with international expectations on environmental and social governance.

Following a comprehensive assessment of the company's risks and opportunities, our sustainability efforts are strategically aligned with the United Nations Sustainable Development Goals (SDGs), particularly those concerning human rights protection, occupational health and safety, environmental stewardship, social responsibility and stakeholder engagement.

Further details on our wide-ranging sustainability initiatives and our commitment to managing Environmental, Social and Governance (ESG) risks can be found in our Sustainability Statement on pages 50 to 66.

### PROSPECTS

The Group outperformed in the last quarter despite complex challenging operating environment throughout the entire financial year 2025. However, moving forward into new financial year 2026, the Board is confident that the palm-based industry remains optimistic and will position the company's ongoing mission to safeguard the Group future and well-being of the members.

Nevertheless, the Management is vigilantly alert on the long-term prospects of the palm business and will reinforce proactive measures to strengthen stronger growth amidst the current global uncertainties and emerging market challenges. In the face of the constantly changing global trade landscapes, the company will continue to forge ahead with its focus on optimizing all business operation in order to drive the enterprise to greater heights.

### APPRECIATION

On behalf of the Board, I wish to express my sincere appreciation to all our valued Shareholders, customers, business associates and suppliers for their continued support, mutual trust and utmost confidence in the Group.

My deepest appreciation to the Directors, management and employees at all levels for their contributions, dedication, loyalty and hard work in working together for the Group business sustainability as well as in building their career path with the Group.

### WONG PENG MUN

Chairman



# MANAGEMENT DISCUSSION AND ANALYSIS

## DESCRIPTION OF TECK GUAN PERDANA GROUP'S BUSINESS

Teck Guan Perdana Group is a palm oil and cocoa producer which involved the following business activities:

- Sale of plantation produce;
- Sale of crude palm kernel oil;
- Sale of palm kernel expeller;
- Trading of palm oil related products;
- Sale of cocoa products; and
- Sale of dried cocoa beans.

### A. Group Financial Review

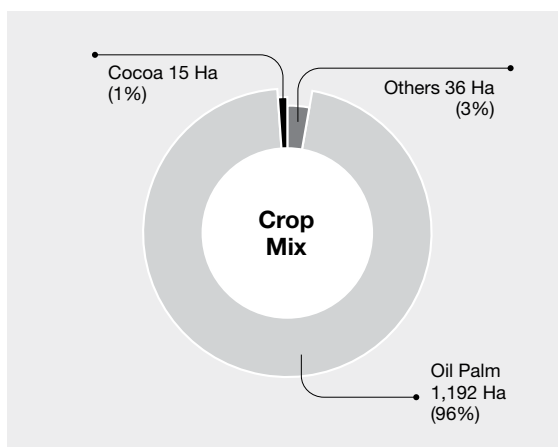
The Group's revenue and profit before tax for the financial year ended 31 January 2025 at RM361.81 million and RM25.14 million were higher than the last financial year by 22.98% and 128.13% respectively mainly attributed by favourable palm oil products segment. During the financial year, palm oil products segment reported a higher operating profit of RM13.02 million from RM8.50 million in the last financial year was mainly attributed by the increase in average selling price. Cocoa products segment has contributed operating profit of RM9.95 million as compared to RM2.70 million in the last financial year. The increase was primarily attributed to an increase in average selling price.

Consequently, the Group recorded a profit after tax for the financial year ended 31 January 2025 at RM21.19 million was higher than the last financial year's profit after tax of RM7.69 million.

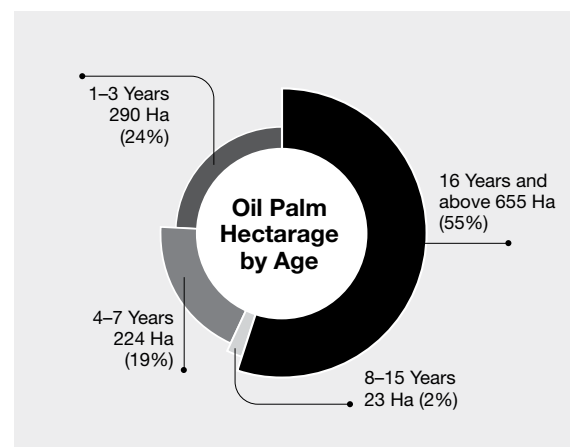
The Group's operations are mainly affected by seasonal crop production, climatic conditions, and fluctuating commodity prices. The palm oil products segment remains as significant contributors to the overall profitability of the Group.

Barring unforeseen circumstances, the Management is cautiously optimistic on the long term prospects of the palm-based industry and will continue to escalate its efforts and aggressively focus on enhancing productivity jointly with operating cost optimisation to mitigate the negative impact on its profitability and liquidity so as to achieve a sustainable future.

### B. Group Business Review – Oil Palm and Cocoa Plantations



Total Planted Area – 1,243 Ha

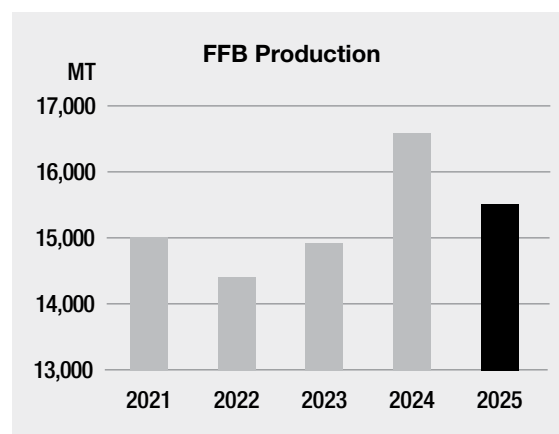
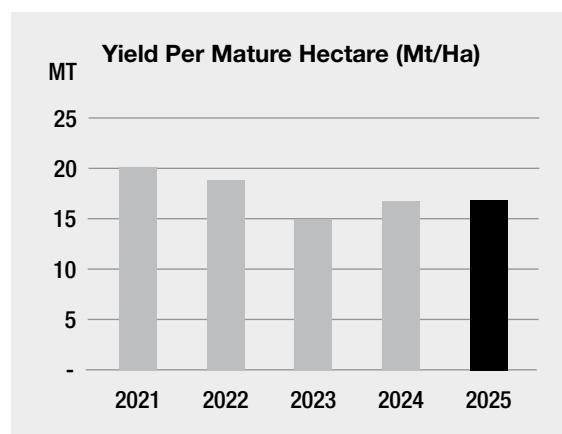


Total Oil Palm Planted Area – 1,192 Ha

## MANAGEMENT DISCUSSION AND ANALYSIS

### B. Group Business Review – Oil Palm and Cocoa Plantations (Continued)

#### OIL PALM PLANTATION



#### PLANTATION STATISTICS

##### Area Statement

	Unit	FY2025	FY2024	FY2023	FY2022	FY2021
<b>Oil Palm Area</b>						
Mature	Hectare	902	964	1,028	743	743
Immature	Hectare	290	229	190	123	–
Total	Hectare	1,192	1,193	1,218	866	743
<b>Cocoa Area</b>						
Mature	Hectare	15	15	15	15	15
Immature	Hectare	–	–	–	–	–
Total	Hectare	15	15	15	15	15
<b>Other Crops</b>	Hectare	36	57	42	42	–
<b>Total Planted Area</b>	Hectare	<b>1,243</b>	<b>1,265</b>	<b>1,275</b>	<b>923</b>	<b>758</b>
<b>Total Unplanted, Buildings and Infrastructure Areas</b>	Hectare	105	83	73	98	263
<b>Total Area</b>	Hectare	<b>1,348</b>	<b>1,348</b>	<b>1,348</b>	<b>1,021</b>	<b>1,021</b>



# MANAGEMENT DISCUSSION AND ANALYSIS

## B. Group Business Review – Oil Palm and Cocoa Plantations (Continued)

### PLANTATION STATISTICS

#### Crop Statement

	Unit	FY2025	FY2024	FY2023	FY2022	FY2021
<b>Oil Palm</b>						
FFB production	Tonne	15,530	16,566	14,908	14,429	14,976
Yield per mature hectare	Tonne	17.23	17.18	14.50	19.42	20.16
Average selling price	RM/ Tonne	800	684	911	835	494

As at 31 January 2025, the Group's total planted area owned by subsidiary companies stood at 1,243 hectares. Approximately 95.90% of the planted area owned by subsidiary companies are planted with oil palm. The Group has 8 estates and total oil palm planted area as at the end of the financial year stood at 1,192 hectares. Approximately 65.40% of the Group's oil palm and cocoa plantation holdings are located at Tawau, Sabah, 20.05% at Lahad Datu, Sabah and the remaining of 14.55% at Sandakan, Sabah. The Group's plantation produce is principally processed by palm oil mills owned by the related companies.

For the current year under review, 75.93% of the oil palm and cocoa planted areas have attained maturity. The Group's estates produced a total of 15,530MT of FFB which was about 6.25% lower than the previous financial year. FFB yield had increased to 17.23 MT as compared to 17.18 MT in the last financial year. Average FFB selling price in current financial year of RM800 per MT is about 16.96% higher than the the last financial year.

The Management is cautiously optimistic on the prospects of the plantation industry. Management will continue to focus on the cost efficiency and yield management in 2025.

## C. Group Business Review – Resource-Based Manufacturing

### 1. Operation of Palm Kernel Crushing Plant and Trading of Palm Oil Related Products

	Unit	FY2025	FY2024	FY2023	FY2022	FY2021
<b>Production</b>						
Crude Palm Kernel Oil	Tonne	37,323	39,255	42,937	44,346	42,561
Palm Kernel Expeller	Tonne	44,328	44,059	46,943	49,391	47,025
<b>Extraction Rates</b>						
Crude Palm Kernel Oil	%	43.60	45.00	46.40	46.10	46.70
Palm Kernel Expeller	%	51.80	50.50	50.70	51.60	51.60
<b>Average Selling Price (Per Tonne)</b>						
Crude Palm Kernel Oil	RM	5,969	4,258	7,834	6,622	3,223
Palm Kernel Expeller	RM	631	769	812	655	564
Trading of palm oil related products	RM	5,934	4,717	8,798	5,825	2,761



# MANAGEMENT DISCUSSION AND ANALYSIS

## C. Group Business Review – Resource-Based Manufacturing (Continued)

The Group owns one kernel crushing plant located at Tawau, Sabah. It has crushing capacity of 13,000 MT/ Month. The crushing plant is strategically located along the shipping routes with direct port access facility.

### 1. Operation of Palm Kernel Crushing Plant and Trading of Palm Oil Related Products (Continued)

This crushing plant produces crude palm kernel oil and palm kernel expeller mainly for export market. With the Group's integrated business model, the crushing plant plays an important role in the supply chain.

Extraction rate of the crude palm kernel oil for the current financial year has decreased to 43.60% as compared to last financial year, which was at 45.00%.

The overall financial performance for the operation of kernel crushing plant and trading of palm products in financial year 2025 was reasonably encouraging despite the challenging external environment on palm oil market. The Management is cautiously optimistic on the prospects of the palm oil industry and continue its management effort to mitigate these risks to ensure the Group remains competitive and to be resilient in the face of adversity.

### 2. Manufacturing and Trading of Cocoa Products

	Unit	FY2025	FY2024	FY2023	FY2022	FY2021
<b>Average Selling Price (Per Tonne)</b>						
Cocoa Products	RM	22,569	15,205	13,871	12,305	10,500
Chocolate Products	RM	16,744	13,752	12,638	11,920	11,710
<b>Sales Volume</b>						
Cocoa Products	Tonne	1,339	1,365	1,163	947	1,139
Chocolate Products	Tonne	180	196	164	167	127

Cocoa products' contribution of 9.19% to the revenue of current financial year.

During the financial year, the Group continued to market and ship cocoa products to overseas and local buyers. Exports of the cocoa products were mainly delivered to Pakistan, Jordan, Philippines, China, Sri Lanka and India.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors of Teck Guan Perdana Berhad is committed to comply with corporate governance standards at all times in conducting the business affairs of the Group with integrity, accountability and transparency which are the key components to building a sustainable business. These will protect and enhance shareholders' investment and value and the financial performance of the Group.

This Corporate Governance Overview statement provides information about the Company's corporate governance practices during the reporting financial year. The Board is pleased to report on how the Company and the Group have applied the principles and the extent of compliance with the best practices set out in the Malaysian Code on Corporate Governance ("the Code") issued by the Securities Commission.

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

#### A1 BOARD DYNAMICS AND STRUCTURE

##### A1.1 Members of the Board of Directors

The Company is headed by a dynamic Board consisting of 6 members at 31 January 2025 with more than half of the Board consist of Independent Non-Executive Directors ("Independent Directors") as follows:

Members of the Board	Designation	Number of Meetings		Attendance Record
		During the FY 2025		
		Attended	Held	
Mr. Wong Peng Mun (redesignated as Chairman on 24 January 2025)	Chairman, Non-Independent Director	5	5	100%
Datuk Hong Ngit Ming	Managing Director	5	5	100%
Ms. Hong Kun Yee	Executive Director	4	5	80%
Mr. Fung Hiuk Bing	Independent Director	5	5	100%
Ms. Noor Fazarina Tahah (appointed on 24 January 2025)	Independent Director	1	1	100%
Ms. Connie Wong Jiin Yee (appointed on 24 January 2025)	Independent Director	1	1	100%
Mr. Tham Vui Vun (resigned on 24 January 2025)	Chairman, Independent Director	4	4	100%

The profile of each of the Director can be found in the section on "Profiles of Directors and Key Senior Management" of this Annual Report.

##### A1.2 Separate Positions of the Board Chairman and the Managing Director for Accountability

The positions of Chairman and Managing Director are held by different individuals, and this separation of positions promotes accountability, facilitates the division of responsibilities between them and further enhances the existing balance of power and authority.

The previous Chairman, Mr. Tham Vui Vun, an independent non-executive member, served in the role until his resignation on 24 January 2025. In his capacity as an independent Chairman, he oversaw the management of the Group by providing timely and objective feedback, particularly in matters involving potential conflicts of interest or management oversight. He also facilitated impartial deliberation to the Board to enhance decision-making.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

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### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A1 BOARD DYNAMICS AND STRUCTURE (CONTINUED)

##### A1.2 Separate Positions of the Board Chairman and the Managing Director for Accountability (Continued)

The current Chairman of the Company, Mr. Wong Peng Mun who was appointed on 24 January 2025, is a non-independent non-executive member of the Board.

The Chairman is primarily responsible for matters pertaining to the Board, provides leadership in ensuring effective functioning of the Board as a whole, encourage active and fair participation from every Board member and instilling good corporate governance practices and overall conduct of the Group.

Datuk Hong Ngit Ming, an executive member of the Board, is the Managing Director and he focuses on the business and day-to-day management of the Company and of the Group with all powers, discretions and delegations authorised from time to time by the Board. He is primarily responsible for the implementation of the Board's policies and decisions, overseeing the Group's operations and developing the Group's business strategies.

##### A1.3 Presence of Independent Directors to Provide Objectivity

###### Role of Independent Directors

The Board recognises that the Independent Directors, who has no connection with the Company, bring dispassionate objectivity to the Company and significantly contribute to the Company's decision making by bringing in the quality of detached impartiality.

The Independent Directors are independent of management and have no relationship that could materially interfere with the exercise of their independent judgement. The Independent Directors are actively involved in the existing Board Committees of the Company for enhanced governance. They provide the relevant checks and balances for the effective functioning of the Board, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.

###### Composition of Independent Directors

The current Board size consists of 6 members comprising a Non-Independent Non-Executive Chairman, a Managing Director, an Executive Director and 3 other Independent Directors. The present composition reflects more than half of the Board members consist of Independent Directors. The present Board composition complies with both the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, that requires two directors or one-third of the Board whichever is higher, to be independent director and the Code's best practice of at least half of the Board comprises of independent directors.

###### Tenure of Independent Directors

The Board notes that the Code's practice prescribes that the tenure of an Independent Director does not exceed a cumulative term limit of nine (9) years. However, an Independent Director may continue to serve the Board upon reaching the 9-year limit subject to his re-designation as a Non-Independent Non-Executive Director. In the event the Board intends to retain such Director to be Independent Director, the Board shall justify the decision and seek annual shareholders' approval through voting process.

In the event the Board wishes to retain an Independent Director who exceeds the cumulative years of service tenure 12 years, the Independent Director concerned will be re-designated as Non-Independent Non-Executive Director. This practice is in-line with the MCCG recommendation.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A1 BOARD DYNAMICS AND STRUCTURE (CONTINUED)

##### A1.3 Presence of Independent Directors to Provide Objectivity

###### Tenure of Independent Directors (Continued)

The Company does not have a policy to limit the tenure of its Independent Directors to 9 years as it intends to seek shareholders' approval to retain Mr. Fung Hiuk Bing in his current capacity. Mr. Fung Hiuk Bing has served the Company as an Independent Director for a cumulative term exceeding 9 years. The Board proposes to continue his appointment as an Independent Director by obtaining shareholders' approval at the forthcoming AGM through voting process. This approach complies with the prescribed practice under the Code, which recommends a two-tier voting mechanism. However, the Board believes that all shareholders should have equal voting rights, with each share entitled to one vote.

##### A1.4 Board Diversity to Widen Perspective

The Board recognises that a diverse Board in the Company could offer greater depth and breadth compared to non-diverse Board whilst the diversity at senior management will provide constructive debates, which lead to better decisions. The Nomination Committee (NC, formerly known as NRC) in considering recommendation on new appointment to the Board are generally based on objective criteria with due regard to diversity in skills, knowledge, experience, ethnicity, age and gender. Notwithstanding the challenges in achieving the appropriate level of diversity on the Board and senior management, the Company will work towards addressing this as and when vacancies arise and suitable candidates are identified with the aim to select the best candidates available with necessary character that fits the Company's needs.

Furthermore, the Board is supportive of gender diversity in the Board composition and senior management, even though there is no specific gender policy and target set by the Company, as the Board believes that appointment to the Board and senior management should be based on the candidate's merit, qualification, experience and character. At present the Board has three female Board members as the Company is committed to have at least 30% female participation on the Board as specified in the Board Charter.

##### A1.5 Board Committees to Enhance Governance

The Board has established the following Board Committees from amongst the Board members to ensure good governance in decision making:

###### a. Audit & Risk Management Committee ("ARMC")

The primary objectives of the ARMC are to assist the Board in the oversight of financial reporting process, internal control system and risk management process and the internal audit function. The ARMC comprising solely of Independent Directors is chaired by Mr. Fung Hiuk Bing.

*(see the section on "Audit & Risk Management Committee Report" of this Annual Report for further details)*

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

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### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A1 BOARD DYNAMICS AND STRUCTURE (Continued)

##### A1.5 Board Committees to Enhance Governance (Continued)

b. Nomination Committee (“NC”)

The NC was established on 24 January 2025 following the demerge of the previously Nomination and Remuneration Committee (“NRC”) that merged on 22 January 2018. This restructuring was undertaken to strengthen the independence of each function, enhance oversight, and reduce potential conflicts of interest.

The NC is responsible for identifying, assessing, and recommending suitable candidates for directorship and Board Committees, reviewing Board composition and diversity, evaluating the performance of Directors and the Board as a whole, and ensuring effective succession planning. The Committee also reviews the tenure and independence of Independent Directors, and oversees the induction and continuing training of Directors to support Board effectiveness. The NC comprising solely of Independent Directors is chaired by Ms. Noor Fazarina Binti Tahah.

*(see the section on “Nomination & Remuneration Committee Report” of this Annual Report for further details)*

c. Remuneration Committee (“RC”)

The Remuneration Committee was formed concurrently on 24 January 2025 as part of the Board’s initiative to improve governance by decoupling nomination and remuneration functions. This separation aims to ensure greater objectivity and clarity in the evaluation and determination of Directors’ remuneration.

The RC is tasked with reviewing and recommending the remuneration framework and packages for Executive and Non-Executive Directors to ensure they are fair, competitive, and aligned with the Company’s strategic goals. The Committee ensures that the remuneration structure supports the Company’s long-term performance while reflecting the individual Directors’ contributions and responsibilities. All proposed Directors’ fees and benefits are subject to shareholders’ approval at the Annual General Meeting.

*(see the section on “Nomination & Remuneration Committee Report” of this Annual Report for further details)*

These Board Committees operate within specific terms of reference that were drawn up in accordance with best practices in the Code and function principally to assist the Board in the execution of its duties and responsibilities. The respective Board Committees’ terms of reference are available on the Company’s website at [www.teckguan.com/tgp](http://www.teckguan.com/tgp).

#### A2 CLEAR ROLES AND RESPONSIBILITY OF THE BOARD

##### A2.1 Demarcation of Responsibilities

There is a clear distinction between the roles and responsibilities of the Board, Board Committees, individual Directors and management. The primary role of the Board is to lead the Company and promote the long-term success of the Company and the oversight of the management. The management is responsible for the execution of activities to meet corporate plans as well as instituting various measures to ensure due compliance with various governing legislations. The Board Committees are established with specific tasks to assist the Board in the discharge of its oversight function.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A2 CLEAR ROLES AND RESPONSIBILITY OF THE BOARD (CONTINUED)

##### A2.1 Demarcation of Responsibilities (Continued)

Their respective responsibilities, authorities and expectations are encapsulated in the Board Charter of the Company.

The Board Charter provides guiding principles for the Board to achieve the objectives of the Company and serves as a reference point for the Board's activities by setting out the Board's strategic intent, authority and terms of reference. In the Board Charter, the Board has established clear functions in respect of the role and responsibilities of the Board, Board Committees, individual Directors and management. It also provides insights and guidance on the roles and responsibilities of the Chairman, Managing Director, Executive Director and Independent Directors. The Board Charter also specifies the key issues and decisions that are reserved for the Board.

The Board Charter which is reviewed periodically is available on the Company's website at [www.teckguan.com/tgp](http://www.teckguan.com/tgp).

##### A2.2 Board Leadership

The Board duly acknowledged that it bears the collective responsibility for the leadership, oversight, control, development and sustainable growth of the Group as well as inculcating the appropriate culture and values throughout the organization.

In performing its role in leading the Company, the Board is responsible for setting the strategic direction, goals and directs the policies, strategic action plans and stewardship of the Group's resources with the aim to achieve those goals. Where strategic planning, key decisions, policies and values are reserved for the Board, the Board delegates to the management the authority and responsibility for the day-to-day operations and affairs of the Company.

##### A2.3 Board Oversight

The Board oversight functions concerns the review of the management performance in which the Board is assisted by the ARMC that provides effective oversight of the management performance, risk assessment, controls over business operations and corporate governance. The Board, at its quarterly meetings, reviews business financial results, risk management initiatives, oversees the implementation and effectiveness of internal control systems as well as enforces the compliance of legal and statutory requirements within the Group.

##### A2.4 Board Values

The Board is committed to promoting good business conduct and maintaining a healthy corporate culture as it recognises that the Company's culture is largely shaped by its leadership. In recognising the need to have clear policies on what is considered acceptable behaviour and practice, the Company has adopted the following code and policy:

- a. The Code of Ethics and Conduct of the Company which outlines the standards or business conduct and ethical behavior for the Directors, officers and employees of the Company in the performance and exercise of their responsibilities and ensure accountability. The Code of Ethics and Conduct requires all employees and Directors to observe high ethical business standards, honesty and integrity and act in good faith in the best interest of the Company and its shareholders.
- b. The Whistleblowing Policy which is to assist and ensures that the Company's business and operations are conducted in an ethical, moral and legal manner. The Whistleblowing Policy is designed to encourage employees or external parties to disclose suspected malpractice or misconduct and to provide protection to employees or external parties who report allegations of such practices.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

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### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A3 BOARD PROCESS

##### A3.1 Recruitment and Appointment Process

The NC is responsible for making recommendations to the Board on the suitability of candidates nominated for appointment to the Board and Board Committees. In identifying candidates for appointment of directors, the Board does not solely rely on recommendations from existing Board members, management or major shareholders.

The NC is also authorised by the Board through its Terms of Reference to utilise independent sources (such as any available directors' registry, industry and professional associations, open advertisements or independent search firms) to identify suitable qualified candidates for directorship, where required and necessary.

The NC in considering such recommendation shall first evaluate the balance and composition including mix of skills, independence, experience and diversity (including gender diversity) of the Board. In making recommendation of suitable candidates, the NRC shall consider the following:

- i. skills, knowledge, expertise and experience;
- ii. time commitment and contribution;
- iii. honesty, integrity, professional conduct and business ethics/practices;
- iv. number of directorship in other companies and other external obligations which may affect his/her commitment; and
- v. for position of independent non-executive directors, the candidate shall be evaluated at minimum, with reference to the definition of "Independent Director" as stipulated by the MMLR.

The decision as to who should be appointed is the responsibility of the full Board after considering the recommendation of the NRC. The Company Secretary will ensure that all appointments are properly made; all necessary information is obtained as well as all legal and regulatory obligations are met. The NRC shall ensure all new directors participate in the board induction and mandatory accreditation programme as stipulated by the MMLR.

##### A3.2 Re-election of Directors

Any Director appointed during the year is required under the Company's Constitution to retire and seek re-election by the shareholders at the following Annual General Meeting ("AGM") immediately after their appointment. The Constitution also require one-third of the Directors including the Managing Director to retire by rotation and seek re-election at each AGM and that each Director are to retire from office at least once in three years but shall be eligible for re-election.

The performance of those Directors who are subject to re-election at the forthcoming AGM are assessed by the NC whereupon recommendations are submitted to the Board for decision on the tabling of the proposed re-election of the Directors concerned for shareholders' approval.

The directors retiring by rotation and eligible for re-election at the forthcoming AGM are Mr. Wong Peng Mun and Ms. Hong Kun Yee. In addition to the above, the newly appointed Directors during the year, namely Ms. Noor Fazarina Binti Tahah and Ms. Connie Wong Jiin Yee will be seeking shareholders' approval at the forthcoming AGM to continue serving as Independent Non-Executive Directors.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A3 BOARD PROCESS (CONTINUED)

##### A3.3 Board Evaluation

The Board regularly evaluates its performance and the governance processes that support the Board's work with the aim to improve individual contributions, effectiveness of the Board and the Board Committees. The annual evaluation conducted internally through a formal process, involves the Directors completing a set of assessment questionnaires and submitting the results to the NC for review who then reports the outcome of the evaluation to the Board for further consideration.

The effectiveness of the Board is assessed by all the Directors in terms of composition with regards to size and balance, mix of skills, governance, competencies, duties and responsibilities. The Board also assessed whether it has established the appropriate Board Committees to undertake the mandate from the Board. And also, all the Directors assessed the Board Committees on the adequacy of the terms of reference, composition, credentials of the members and appointment of committee chair, reporting process and responsibilities. In addition, each Board Committee has conducted self-assessment on the adequacy of its charter, role, responsibilities, functions, process and procedures in determining how the respective Board Committees had performed.

An assessment was also conducted on each and every Director involving self and peer review, where each individual Director will assess his/her own performance and that of his/her fellow Directors in the areas of integrity & ethics, governance, strategic perspective, judgement & decision making, teamwork, communication and leadership. These relate directly to areas in which a Director would be expected to contribute to the effectiveness of the Director individually and the Board as a whole.

The Directors who are the Independent Directors are further assessed on their independence and objectivity where the evaluation takes into account the individual Director's ability to exercise judgment at all times and that such Director continue to comply with the definition of "Independent Director" as stipulated in the MMLR.

In addition, all the Directors, saved for the respective Chairman and Managing Director where he is the subject of evaluation, were required to assess the performance of the Board Chairman and the Managing Director. The Chairman was assessed on his role and performance in leadership, working relationship, commitment and governance, whereas the Managing Director was assessed on areas such as leadership, communication, strategic planning, operational management and implementation of policies.

The Board is satisfied with the results of the annual assessment on the effectiveness of the Board and that its composition in terms of size, balance between Executive and Independent Directors and mix of skills is adequate. The Board is also satisfied with the Board Committees having discharged their duties and responsibilities effectively, the performance of the individual Directors, the Chairman and the Managing Director, and that all the Independent Directors remain objective and independent.

##### A3.4 Information and Support for Directors

The Board has full and timely access to information concerning the Company and the Group. The Board is provided with the relevant agenda and board papers at least one week before the meeting for their review and facilitate informed decision making. However, materials on certain items which are sensitive in nature are distributed only during the respective meetings. Minutes of the Board meetings are maintained by the Company Secretary and circulated to all members of the Board.

The Board has unrestricted access to all information within the Company including access to the advice of Company Secretary and other senior management, whether as a full board or in their individual capacity, which is necessary for discharge of its responsibilities and may obtain independent professional advice at the Company's expense in furtherance of their duties.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

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### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A3 BOARD PROCESS (CONTINUED)

##### A3.4 Information and Support for Directors (Continued)

###### The Company Secretaries

The Board has ready and unrestricted access to the advice and services of the Company Secretaries who are suitably qualified under Section 235(2) of the Companies Act, 2016. The Board is satisfied with the competency, performance and support rendered by the Company Secretaries, who play a vital role in advising the Board on corporate governance matters, ensuring the effective functioning of the Board and that applicable statutory and regulatory requirements are complied with.

The Company Secretaries ensure that all Board and Board Committees deliberations and resolutions are properly and accurately minuted and regularly updates the Board during meetings and via emails, on any development in corporate governance and any changes to the statutory and regulatory requirements and the resultant implications on such changes to the Company and Directors in relation to their duties and responsibilities.

##### A3.5 Board Induction and Training

New appointees to the Board are given an introduction to familiarize with the Company's corporate governance, culture and business operations as it is vital for new members to orientate themselves in new environment in order to contribute to the Board.

All the present Directors have completed the Mandatory Accreditation Programme (MAP) as required by the MMLR for first time directors of listed issuer. The Directors of the Company continuously update and upgrade their knowledge and exposure through attending trainings, seminars, conferences, trade fairs and conventions and have attended the following during the financial year are as follows:

- Bursa Malaysia- POC2025
- ACCA Virtual Seminar: Post Budget 2025
- CTIM: National Tax Conference 2024
- MIA Public Practice Programme 2024 (Non Audit)
- MIA Webinar Series: Data Compliance Report 2024- The Essentials and Preparations Before Submission
- MIA Webinar Series: An Overview of The Malaysian Private Entities Reporting Standards (MPERS)- Practical Approach to Recognition and Measurement Principles Including Updates
- MIA Webinar Series: Practical Approach to Accounting Principles and Practices Series- Professional Level
- MIA e-Learning Series: Introduction to Public Practice



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A3 BOARD PROCESS (CONTINUED)

##### A3.5 Board Induction and Training (Continued)

- MIA - e-Invoicing Solutions : Simplified Tax Compliance
- LHDN: Seminar Percukaian Kebangsaan 2024 (Belanjawan 2025)
- ICDM: Mandatory Accreditation Programme (MAP 1)
- GST Tax Consultancy Sdn. Bhd.: Roadmap for E-invoicing Implementation and Transformation Strategies
- MMC : Business Budgeting Program
- Finspark Business Strategy Institute: Business Budgeting Program- Business Budgeting Training
- Synergy TAS PLT- Minimum Transfer Pricing 2024: Get Your Practical Guidance to Analyse, Prepare and Writing the Complete Minimum TP Documentation
- SHELL Advance: Master Mechanic Program 2024- Mastering Your Skills & Elevate Your Personality
- Malaysia International Halal Showcase (MIHAS) : Globalising Halal Innovations
- China (Jiangsu) - Malaysia : Economic and Trade Cooperation Conference

#### A4 REMUNERATION

##### A4.1 Remuneration Policy

The Board recognises that the level and composition of remuneration of Directors and senior management should consider the Company's desire to attract and retain the right talent in the Board and senior management to drive the company's long-term objectives.

Therefore, the Company has in place policies and procedures to determine the remuneration of Directors and senior management, which takes into account the demands, complexities and performance of the Company as well as skills and experience required. The objective of the Company's remuneration policy is to attract and retain the Directors and senior management required to lead and control the Group effectively. In the case of Executive Directors and senior management, the components of the remuneration package are linked to corporate and individual performance. For Non-Executive Directors, the level of remuneration is reflective of their experience and level of responsibilities.

Furthermore, in line with the MMLR, the salaries payable to the Executive Directors do not include a commission or percentage of turnover, while fees payable to the Independent Directors take the form of a fixed sum and not a commission or percentage of profits or turnover. In compliance with the provisions of the Companies Act 2016, the fees and any benefits payable to Directors are subject to annual approval at general meetings.

The process of reviewing and recommending matters relating to the remuneration of the Board is undertaken by the RC.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### A4 REMUNERATION

##### A4.2 Disclosure of Remuneration;

The Board acknowledged that disclosure of remuneration of the Directors and senior management on an individual basis provides transparency and enable the stakeholders to assess whether the remuneration commensurate with their individual performance, taking into consideration of the Company's performance. However, the Board also understand that such disclosure at employee level for senior management have to be considered in terms of how its affect the dynamics of the workforce internally which may yield unintended outcome among the employees, who themselves are part of the Company's stakeholders, and for this reason has not adopted any disclosure of such employees' remuneration.

The remuneration of the Directors of the Company for the reporting financial year is as follow:

	Fees	Salaries & Allowances	Bonuses	Others*	Total
Datuk Hong Ngit Ming	–	315,000	50,000	44,593	409,593
Ms. Hong Kun Yee	–	124,800	10,000	17,413	152,213
Mr. Fung Hiuk Bing	18,000	–	–	–	18,000
Mr. Tham Vui Vun	18,000	–	–	–	18,000
Mr. Wong Peng Mun	18,000	–	–	–	18,000
	54,000	439,800	60,000	62,006	615,806

\* Others consist of contributions to defined contribution plan, social security and employment insurance scheme

\*\* None of the Directors of the Company received any remuneration from the Group's subsidiary companies

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### B1 AUDIT & RISK MANAGEMENT COMMITTEE

##### B1.1 Integrity in Financial Reporting

The Board aims to present a balanced and understandable assessment of the Group's financial performance and prospects, primarily through the presentation of annual audited financial statements and the unaudited quarterly financial results announced to the shareholders.

To enable the Board to objectively review the Company's financial statement so as to ensure that it is a reliable source of information, the Board has established the ARMC to assist the Board by reviewing the information to be disclosed in the financial statements, to ensure completeness, accuracy, adequacy and compliance with applicable financial reporting standards.

In ensuring that the ARMC remains effective and independent, the said Committee comprises solely of Independent Directors and that it is not chaired by the Board Chairman nor does the present ARMC has any former key audit partner as its member. All members of the ARMC are financially literate and are able to understand matters under the purview of the Committee including financial reporting process and have undertaken continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.





## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)

#### B1 AUDIT & RISK MANAGEMENT COMMITTEE (CONTINUED)

##### B1.1 Integrity in Financial Reporting (Continued)

In addition, the ARMC has oversight of the following:

##### External Auditors

Through the ARMC, the Company has established an appropriate and transparent relationship with the Group's external auditors. The external auditors of the Company fulfill an essential role on behalf of the Company in giving assurance to the shareholders and others, of the reliability of the financial statements of the Company.

From time to time, the external auditors highlighted to the ARMC on matters that requires the Board's attention. The Company maintains a transparent relationship with the external auditors in seeking professional advice and ensuring compliance with applicable approved financial reporting standards in Malaysia. Key features underlying the relationship of the ARMC and the external auditors are set out in the section on "Audit & Risk Management Committee Report" of this Annual Report.

The ARMC has considered the non-audit services provided by the external auditors during the reporting financial year. The ARMC had concluded that these services have not compromised the external auditors' independence and objectivity as the amount of non-audit fee paid was not significant as compared to the total fees paid/payable. The fees for such non-audit services as referred to in the table below comprising mainly on the review of the statement on risk management and internal control.

The amount of audit fee incurred for services rendered by the external auditors during the financial year are as follows:-

Amount in RM	Company	Group
Audit Fees	73,000	143,000

The ARMC has also obtained assurance from the external auditors confirming their independence throughout the conduct of the audit engagement in accordance to the terms of all relevant professional and regulatory requirements. The ARMC has evaluated the performance of the external auditors and made recommendations to the Board on their re-appointment and audit fees. The Board had noted that the external auditors had expressed their willingness to continue in office for the ensuing year and having reviewed the suitability and independence of the external auditors, the Board recommends the re-appointment of the external auditors to the shareholders at the forthcoming AGM.

##### Internal Audit Function

The Group has in place an in-house Internal Audit Department which is independent of the activities that it audits. The internal auditor is provided with sufficient resources to carry out his audit work. Mr. Jimmy Lu, from the Internal Audit Department reports directly to the ARMC and he is free from any relationships or conflict of interest, which could impair his objectivity. The risk-based internal audit plan that comprises of internal audit coverage and scope of work are presented to the ARMC for approval annually and the audit is conducted in accordance with recognised framework. Internal audit reports encompassing audit findings together with recommendations are presented to the ARMC during its quarterly meetings.

To further enhance audit quality and reinforce the independence of the Internal Audit Department, the Company also engaged an outsourced internal auditor, JETA PLT, to perform targeted audits in specific high-risk areas. This complementary approach has helped improve the quality of audit findings and provides an additional layer of independent assurance to the ARMC and the Board.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

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### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)

#### B1 AUDIT & RISK MANAGEMENT COMMITTEE (CONTINUED)

##### B1.2 Managing Risk

The Board has ultimate responsibility for reviewing the Company's risks, approving the risk management procedures and policies, and overseeing the Company's strategic risk management and internal control basis. The Group has in place an on-going risk management process consist of Risk and Sustainability Department that coordinates with the risk owners to identify and documenting major risks, assessing the potential impact and likelihood of occurrence and mitigating controls through the adoption of risk management methodology and approach.

The Board is required under the MMLR to provide a statement about the state of risk management and internal control of the Group, which has been reviewed by the external auditors, is presented under the section on "Statement of Risk Management and Internal Control" of this Annual Report.

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

#### C1 COMMUNICATION WITH STAKEHOLDERS

##### C1.1 Integrity in Corporate Reporting

The Company is committed to provide shareholders and other stakeholders with comprehensive, accurate and quality information on a timely and even basis. It adheres to the Corporate Disclosure Policy & Procedures in disseminating information to the stakeholders and the public at large.

This Policy which applies to all Company's Directors, management, officers and employees of the Group, establishes procedures to ensure that Directors and employees are aware of the Company's disclosure obligations and procedures, and have accountability for the Company's compliance with those obligations. This policy covers the means and method of communication, persons responsible to communicate with stakeholders, handling and maintaining confidentiality of information, obligation to disclose material information on timely basis with a level of clarity and reliability, and that stakeholders and public at large shall have equal access to material information.

In addition, the Board is required under the MMLR to provide a statement explaining the Directors' responsibilities for preparing the annual audited financial statements which can be found in the section on "Statement of Directors' Responsibilities in respect of the Audited Financial Statements" of this Annual Report.

##### C1.2 Timely and Regular Dissemination of Information

The Board acknowledges the need for shareholders to be informed on all material business developments affecting the Group's state of affairs. To ensure shareholders and other stakeholders are well informed, information are disseminated through various disclosures and announcement to Bursa Malaysia Securities Berhad. This includes timely release of quarterly financial results on the Group's performance and operations. The circulation of the Company's annual reports, relevant announcements made through Bursa Malaysia Securities Berhad and the Company's website are currently the primary means of communication between the Company, its shareholders, other stakeholders and the general public.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

### PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONTINUED)

#### C2 GENERAL MEETINGS OF THE COMPANY

##### C2.1 Shareholders Participation at General Meetings

General meetings of the Company represent the principal forum for dialogue between shareholders and the Company. Shareholders are encouraged to attend and participate at these meetings.

In an effort to encourage greater shareholders' participation at general meeting, the Board takes cognisance in serving longer than the required minimum notice for general meeting by giving at least 28 days' notice prior to the meeting (as proposed by the Code), where possible. To further promote participation of the members, the Chairman of the meeting will brief the members, corporate representatives or proxies present at the meeting of their rights to speak and vote on the resolutions set forth in the general meeting.

The shareholders are given the opportunity to seek clarification on any matters pertaining to the business and financial performance of the Company. The Board endeavors to ensure that all Board members including the chair of the Board Committees, the Chief Financial Officer and the external auditors are present at the Company's Annual General Meetings to answer questions raised at the meeting. Extraordinary General Meetings are held as and when required and if necessary, the financial advisors will also be present to attend to shareholders' queries at these meetings.

##### C2.2 Voting

Pursuant to MMLR, any resolution set out in the notice of any general meetings, or in any notice or resolution which may properly be moved and is intended to be moved at any general meeting, must be voted by poll for all general meetings since 1 July 2016 onwards. Hence, voting for all resolutions set out in the forthcoming and future general meetings will be conducted as such. An independent scrutineer will be appointed to validate the votes cast at the general meetings.

The Board is cognisant of the advantages of poll voting and electronic voting at general meetings to ensure the accuracy, transparency and efficiency of the voting process and the outcomes at general meetings. Going forward, the Board will consider the electronic voting should the need arise.

#### CORPORATE GOVERNANCE REPORT

The Board recognises the importance of good corporate governance towards long term sustainability of the Group. To this end, the Board always strives to adopt the principles and practices promoted by the Code. Save as disclosed within this Annual Report, the Company has, and will continue to apply the principles and practices as set out in the Code where practical and appropriate. The detailed application for each practice as sets out in the Code is disclosed in the "Corporate Governance Report 2025" which is available on the Company's website at [www.teckguan.com/tgp](http://www.teckguan.com/tgp).



# NOMINATION & REMUNERATION COMMITTEE REPORT

## CONSTITUTION, COMPOSITION AND MEETINGS

On 17 January 2025, the Board had restructured the previously combined Nomination & Remuneration Committee—which was established on 22 January 2018—into two distinct committees: the Nomination Committee (NC) and the Remuneration Committee (RC). This separation was undertaken to strengthen the independence and effectiveness of each function, enhance oversight and reduce potential conflicts of interest.

The composition of the newly formed NC and RC have complied with the requirements on its memberships as stated in its terms of reference and in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and also applied the practice as set out in the Malaysian Code on Corporate Governance (“the Code”):

- The Committee members are appointed from amongst its directors by the Board;
- The Committee shall consist of no less than three (3) members and all members of the Committee must be non-executive directors, with a majority being independent directors; and
- The Committee shall elect a chairman from amongst its member who is an independent director.

The membership and the number of meetings held for the reporting financial year together with the detail of attendance of each committee member are as follows:

- a. The former Nomination & Remuneration Committee (demerged on 24 January 2025)

Name of Director	Committee Position	Number of Meetings		Attendance Record
		Attended	Held	
Mr. Wong Peng Mun	Chairman	1	1	100%
Mr. Tham Vui Vun (MIA 3667*)	Member	1	1	100%
Mr. Fung Hiuk Bing (MIA 11342*)	Chairman	1	1	100%

\* denotes the membership number of the Malaysian Institute of Accountants

- b. The present Nomination Committee (formed on 24 January 2025)

Name of Director	Committee Position	Number of Meetings		Attendance Record
		Attended	Held	
Ms. Noor Fazarina Binti Tahah (MIA 37260*)	Chairperson	1	1	100%
Ms. Connie Wong Jiin Yee	Member	1	1	100%
Mr. Fung Hiuk Bing (MIA 11342*)	Member	1	1	100%

\* denotes the membership number of the Malaysian Institute of Accountants



## NOMINATION & REMUNERATION COMMITTEE REPORT

### CONSTITUTION, COMPOSITION AND MEETINGS (CONTINUED)

c. The present Remuneration Committee (formed on 24 January 2025)

Name of Director	Committee Position	Number of Meetings		Attendance Record
		Attended	Held	
Ms. Connie Wong Jiin Yee	Chairperson	1	1	100%
Ms. Noor Fazarina Binti Tahah (MIA 37260*)	Member	1	1	100%
Mr. Fung Hiuk Bing (MIA 11342*)	Member	1	1	100%

\* denotes the membership number of the Malaysian Institute of Accountants

Ms. Noor Fazarina Binti Tahah and Ms. Connie Wong Jiin Yee were appointed as members of the NC & RC on 24 January 2025, replacing Mr. Tham Vui Yun and Mr. Wong Peng Mun, who resigned from their roles in the former NRC.

### OBJECTIVE, POWERS AND DUTIES

The principal functions of the NC are to assist the Board primarily in:

- Board Recruitment, Appointment and Re-election Process – to identify, review and recommend candidatures for appointment to the Board and/or Board Committees; and to review the annual retirement of Directors by rotation and recommend the same for re-election by shareholders, including the review and recommending to the Board if the Company intends to seek shareholders' approval to retain an Independent Director to continue in that capacity beyond the 9 years prescribed limit by the Code.
- Board Composition and Performance Evaluation – to conduct annual evaluation on the performance of individual Directors and other key officers, Board Committees and the effectiveness of the Board as a whole including the Board size, balance and mix of skills.
- Resources and Support – to obtain internal or external management/professional advice where necessary and utilise independent sources (such as any available directors' registry, industry and professional associations, open advertisements or independent search firms) to identify suitable candidates for directorship.

The principal functions of the RC are to assist the Board primarily in:

- Board Remuneration – to review and recommend to the Board, the remuneration package of the Directors with due consideration to the individual and senior management team responsibilities and expertise, complexity of the Company's activities and is structured to align with the business strategy and long-term objectives of the Company.
- Fairness and Competitiveness – to ensure that remuneration practices are fair, competitive and able to attract and retain high-calibre Directors, while safeguarding shareholders' interests.

## NOMINATION & REMUNERATION COMMITTEE REPORT

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### SUMMARY OF WORK OF THE NOMINATION & REMUNERATION COMMITTEE

Prior to the dissolution of the NRC, the summary of work and the main matters that the NRC considered during the reporting financial year are described below:

#### a. Annual Evaluation of the Directors and the Board

The Company has conducted the annual evaluation exercise of the Board whereby the NRC reviewed the performance of the individuals Directors, the Board Committees and the effectiveness of the Board including the its size, balance and mix of skills. Furthermore, the NRC has also reviewed the performance of the Board Chairman, the Managing Director and evaluated the independence of the Independent Directors. The evaluation process and assessment criteria are disclosed in para A3.3 under section on 'Corporate Governance Overview Statement' of the Annual Report. Besides the evaluation carried out on the Directors, the Chief Financial Officer was also assessed on his competency, contribution and character by all Directors, and the results were submitted to the NRC for review during the year.

The NRC had reviewed the annual evaluation and reported the outcome to the Board accordingly in which the Board is satisfied with the overall results of the annual evaluation above.

#### b. Board Recruitment, Appointment and Re-election Process

During this reporting period, the NRC Committee has reviewed and recommended the following to the Board:

- i. to seek the re-election of Mr. Wong Peng Mun and Ms. Hong Kun Yee in which the Board has included these in the agenda at the forthcoming Annual General Meeting ("AGM");
- ii. to retain Mr. Fung Hiuk Bing in the capacity as Independent Director, in which the Board has also included these in the agenda at the forthcoming AGM.
- iii. to appoint Ms. Noor Fazarina Binti Tahah and Ms. Connie Wong Jiin Yee as Independent Non-Executive Directors, in which the Board has also included these in the agenda at the forthcoming AGM.

#### c. Board Remuneration

During the reporting period, the NRC had reviewed the remuneration package of the Managing Director, Executive Director and the Directors' fee, in which the Board has proposed to seek shareholders' approval for the payment of the Directors fee for the next financial year, at the forthcoming AGM, whereas the detailed remuneration of the Managing Director, Executive Director as well the Directors' fee for the current financial year are disclosed in para A4.2 under the section on "Corporate Governance Overview Statement" of this Annual Report.





## AUDIT & RISK MANAGEMENT COMMITTEE REPORT

### CONSTITUTION, COMPOSITION AND MEETINGS

The Board has established the Audit Committee and the Risk Management Committee on 15 June 1996 and 23 December 2003 respectively and subsequently these two committees were merged into the present Audit & Risk Management Committee (“ARMC” or “the Committee”) on 22 January 2018.

The composition of the ARMC has complied with the requirements and/or restrictions on its memberships as stated in its terms of reference and in accordance with the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and also applied the practice as set out in the Malaysian Code on Corporate Governance (“the Code”):

- The Committee members are appointed from amongst its directors by the Board;
- The Committee shall consist of no less than three (3) members and all members of the Committee must be non-executive directors, with a majority being independent directors;
- The Committee shall consist of at least one (1) member who is a member of Malaysian Institute of Accountants or complied with the conditions stipulated in the MMLR or as prescribed or approved by Bursa Malaysia;
- No alternate director of the Board shall be appointed as a member of the Committee;
- The Committee shall elect a chairman from amongst its member who is an independent director;
- The chairman of the Committee is not the chairman of the Board.

The membership and the number of meetings held for the reporting financial year together with the detail of attendance of each committee member are as follows:

Name of Independent Non-Executive Director	Committee Position	Number of Meetings		Record Attendance
		Attended	Held	
Mr. Fung Hiuk Bing (MIA 11342*)	Chairman	5	5	100%
Mr. Tham Vui Vun (MIA 3667*) (resigned on 24 January 2025)	Member	4	4	100%
Mr. Wong Peng Mun (resigned on 24 January 2025)	Member	4	4	100%
Ms. Noor Fazarina Binti Tahah (MIA 37260*) (appointed on 24 January 2025)	Member	1	1	100%
Ms. Connie Wong Jiin Yee (appointed on 24 January 2025)	Member	1	1	100%

\* denotes the membership number of the Malaysian Institute of Accountants

Ms. Noor Fazarina Binti Tahah and Ms. Connie Wong Jiin Yee were appointed during the year, replacing the resigning members- Mr. Tham Vui Vun and Mr. Wong Peng Mun. The new composition of the ARMC was restructured on 24 January 2025.

### OBJECTIVE, POWERS AND DUTIES

The principal objective of the ARMC is to assist the Board in fulfilling its fiduciary responsibilities and overall responsibilities of the Group’s activities, primarily to provide oversight of the financial reporting process, the audit process, internal control system and risk management process, corporate governance matters and compliance with laws and regulations.

The ARMC has the authority to investigate any matters within its terms of reference and shall report to the Board on matters considered and any recommendations thereof. It shall have the necessary resources to perform its duties and have the unrestricted access to any information of the Group and direct communication channel with internal auditors and external auditors, discretion to invite any directors and employees of the Group to attend its meetings and is able to obtain independent professional advice.

Where the ARMC is of the view that a matter reported by it to the Board has not been satisfactory resolved resulting in a breach of MMLR, the ARMC has a duty to report such matter to Bursa Malaysia.

## AUDIT & RISK MANAGEMENT COMMITTEE REPORT

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### SUMMARY OF WORK OF THE AUDIT & RISK MANAGEMENT COMMITTEE

The summary of work and the main matters that the ARMC considered during the reporting financial year are as follow:

#### 1. Oversight of the Financial Reporting Process

During the financial year, the ARMC has discussed and reviewed the:

- Unaudited Interim Financial Statements for each quarter ended during the financial year;
- The Audited Annual Financial Statements; and
- Internal Audit Report

In reviewing the Financial Statements, the ARMC had focused on the following key areas:

- changes in or implementation of major accounting policy changes;
- compliance with accounting standards and other legal requirements;
- significant matters highlighted including financial reporting issues, significant judgements made by management, significant and unusual events or transaction and how these matters are addressed, if any;
- any significant adjustment arising from audit; and
- follow up implementation as recommended by Internal Auditors.

The ARMC had carried out the review of the Interim and Annual Financial Statements on a timely basis and make recommendation to the Board for approval of the said Financial Statements. The ARMC had also noted that the Financial Statements were released or announced within the time stipulated in the MMLR.

#### 2. Oversight of the External Audit Function

The ARMC had reviewed with the external auditors, their audit plan prior to commencement of audit for the financial year, outlining the audit scope, methodology and timetable, audit materiality, area of focus, fraud considerations and risk of management override and the proposed audit fees.

The ARMC had reviewed the external audit reports, discussed and considered the audit findings and management response thereto. It also had met with the external auditor in the financial year without the presence of the management to discuss privately on any audit issues concerning the Group.

It had evaluated the performance of the external auditors covering areas such as the quality of audit team, adequacy of resources, the skills and knowledge including knowledge of the business and industry in which the Group operates, their demonstration of objectivity and independence throughout the audit as well as the level of audit and non-audit fees of the external auditors.

The ARMC having been satisfied with the suitability and independence of the external auditors had recommended to the Board to seek shareholders' approval at the forthcoming Annual General Meeting to re-appoint the external auditors, PKF PLT for the ensuing financial year audit.

#### 3. Oversight of Internal Audit Function

During the reporting financial year, the ARMC had reviewed and approved the Internal Audit Plan prepared by in-house internal auditor for the financial year to ensure there is adequate scope, sufficient coverage over the activities of the Group and the resources are adequate and available to perform the audit activities for each audit cycle.

The audit work conducted by the Internal Auditor (as disclosed herein below under the heading "Summary of Work of the Internal Audit Function") were reviewed by the ARMC on a quarterly basis through meetings held with the Internal Auditor and management to discuss and consider the internal audit reports, the internal audit findings and recommendations to improve weaknesses or non-compliance, the management responses thereto and sought updates from the Internal Auditor on the status of implementation of post-audit recommendations which has been agreed by the management or the Board.



## AUDIT & RISK MANAGEMENT COMMITTEE REPORT

### SUMMARY OF WORK OF THE AUDIT & RISK MANAGEMENT COMMITTEE (CONTINUED)

#### 3. Oversight of Internal Audit Function (Continued)

The ARMC has also carried out an annual assessment of the internal audit function, obtained the confirmation of the in-house internal auditor's organizational independence, the independence and objectivity of the internal audit team and conformance with recognized framework in carrying out the internal audit. It has also held a private meeting with the internal auditor to discuss any audit issues without the presence of management.

The ARMC having evaluated the performance of the internal audit function in areas of the scope, functions, competency, independence, resources, communication and reporting process is satisfied with the adequacy and effectiveness of the internal audit function of the Company.

#### 4. Oversight of Risk Management

The ARMC reviewed the adequacy and effectiveness of risk management, internal control and governance systems of the Group through quarterly meeting held with Risk Management Department.

The ARMC also make report to the Board, whenever deemed necessary, on issues of materials risk identified, or initiate discussion with Board on mitigation strategies.

It should be acknowledged that the risk management system is designed to manage rather than to eliminate the risk of failure in achieving strategic and business objectives, and can only provide reasonable, but not absolute, assurance against material loss or misstatement.

In 2026, the ARMC proposed to review the Group's Enterprise Risk Management (ERM) Framework to ensure it remains appropriate, relevant and effective. The updated ERM Framework will be formally adopted and imposed across the Group, reinforcing the Group's commitment to structured and proactive risk management.

#### 5. Other Oversight Activities

##### 5.1 Related Party Transactions

The ARMC reviewed the related party transactions entered into by the Group and any conflict-of-interest situation that may arise within the Group and ensured that such transactions are at arms length's basis and considered whether such transactions will require the necessary announcement and shareholders' approval.

During the reporting financial year, the ARMC reviewed the related party transactions and adequacy of the Group's procedures and processes in identifying, monitoring, reporting and reviewing related party transactions in a timely and orderly manner.

It had reviewed the draft circular to shareholders in relation to the proposed renewal of shareholders' mandate and shareholders' mandate for additional Recurrent Related Party Transactions and recommended the same for Board approval.

##### 5.2 Annual Report

The ARMC reviewed and recommended the "Audit & Risk Management Committee Report" and the "Statement on Risk Management and Internal Control" in respect of the financial year ended 31 January 2025 to the Board for consideration and approval for inclusion in the Annual Report.

## AUDIT & RISK MANAGEMENT COMMITTEE REPORT

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### SUMMARY OF WORK OF THE INTERNAL AUDIT FUNCTION

In discharging the ARMC's duties and responsibilities, the ARMC is supported by an in-house internal audit that is independent of the activities that it audits. During the financial year under review, the Group also engaged Messrs Jeta PLT ("Jeta PLT") as outsourced internal auditor to provide additional support to the inhouse internal audit team. The cost incurred for the internal audit function in respect of the financial year under review amounted to RM99,842.

The ARMC has full access to the internal auditors and has received reports at its quarterly meeting on audit performed during the financial year on the following areas:

- comparison of prices of purchase of palm kernels from related companies, sales of fresh fruit bunches and sales of crude palm kernel oil to related companies;
- comparison of actual recurrent related party transactions against those transactions which are comprised in the Mandate approved by shareholders of the Group to ensure established procedures are strictly followed and adhered to including any variations of 10% or more;
- comparison of actual related party transaction (other than revenue nature) against an annual limit of RM500,000 to ensure detection and announcement disclosure can be made in a timely manner; and
- adequacy, integrity and adherence to internal control system, focusing on key internal controls pertaining to the core business process namely inventory management of the Industry Division.
- Performed interim and year end stock take and physical verification of fixed assets in Tawau Cocoa Estate Sdn Bhd, Majulah Koko Tawau Sdn Bhd. and Cacao Paramount Sdn. Bhd.



## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors (“the Board”) of Teck Guan Perdana Berhad is pleased to provide the following Statement on Risk Management and Internal Control (“the Statement”) pursuant to paragraph 15.26(b) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad which outlines the nature and state of risk management and internal control of the Group for the financial year ended 31st January 2025. This is in accordance with the guidelines as contained in the publication “Statement on Risk Management & Internal Control – Guidelines for Directors of Listed Issuers”.

### BOARD RESPONSIBILITIES

The Board recognizes its responsibility for the establishment of the Group’s system of risk management and internal control to safeguard Group’s interest, shareholder’s values and business assets while pursuing its business objectives. The Board also acknowledges that such a system can only reduce but not eliminate the possibility of poor judgement in decision making, as well as human error, unforeseeable events and circumvention of control by employees. The Group understand the inherent limitations of risk management and internal control systems, and within the practical magnitude of cost of control procedures should not exceed the expected benefits, such systems should expect to provide only reasonable but not absolute assurance against material misstatement, operational failure and fraudulent activities. The Board did recognize that risk management is a concerted and continuing process hence regular review and continuous improvement is essential to ensure the adequacy, integrity, relevancy and efficiency of the Group’s system of risk management and internal control.

### RISK MANAGEMENT

The Group recognizes risk management as an integral part of system of strategic control and good management practice in pursuit of its business objectives. The Board is assisted by the Audit & Risk Management Committee (“ARMC”) to undertake the audit and risk oversight role within the Group.

The ARMC consists of three (3) independent non-executive directors. The ARMC oversees all aspects of risk management function and meets at regular intervals to update itself on new developments that may affect the Group’s risk profiles, and to response according if necessary.

During the year and up to the date this statement is approved for inclusion in the 2025 Annual Report, the ARMC had received periodic risk management reports of different business units, presented by Risk & Internal Audit Department personnel. The meeting was also supported by presence and input, if any, of senior management staffs from corporate head office and business units.

The Group has established the Enterprise Risk Management Framework which provide a structured approach towards identifying, measuring, managing and reporting key risks affecting the Group’s business operations. The Group also in progress to evaluate and update, the existing Enterprise Risk Management Framework (ERMF) against the latest published international standards to ensure the relevancy and effectiveness of the risk management practices remains in place. The referencing international risk management standards are COSO 2017 and ISO:31000 (2018) and the Group’s ERMF will build upon the relevant and practical elements of this standards. The ARMC has approved the ERMF revision plan and the Group anticipate to complete the ERMF revision in FY 2026.



## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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### RISK MANAGEMENT (CONTINUED)

The Group's financial performance and operations are influenced by a vast range of risk factors. Under the risk management policies and procedures, the Group aims to manage and monitor the following principal risks through regular review and reporting:

- a. The Group's day-to-day operational risks includes those relating to supply chain, production, marketing, safety & health and compliance with laws and regulations and various certifications and quality accreditations are mainly managed at the business and support unit level and guided by standard operating procedures. Whereas the operational risks that cut across the organization include those relating to resource planning, treasury management and group sustainability are coordinated centrally.
- b. The Group is exposed to various financial risks relating to credit, liquidity, interest rates, foreign currency exchange rates, and market prices. The Group's risk management objectives and policies, coupled with the required quantitative and qualitative disclosures relating to its financial risks are set out in Note 32 to the Financial Statements of this Annual Report.

### INTERNAL CONTROL SYSTEM

Some key aspects of the Group's system of internal control are as follows: -

- The ARMC monitors the effectiveness of the entire Group's system of internal control. ARMC comprises of all non-executive directors, all of whom are independent and holds regular meetings throughout the financial year. The current composition of members, with two who are members of an accounting association or body, brings with them a wide variety of experience from different fields and background. Members have full and unrestricted access to both the internal and external auditors during the financial year;
- ARMC reviews and approves the yearly Audit Plan;
- ARMC members are briefed and updated on the matters of corporate governance practice, legal and regulatory matters. The Risk and Internal Audit Department reports directly to the ARMC on internal control issues identified. The ARMC then reports to the Board on the findings and makes recommendations on possible action plans to improve and tighten the system of internal control of the Group;
- Regular meetings are held to assess performance and controls on all areas of operations with recommendations for improvements;
- Clear lines of responsibilities and appropriate authority levels are in place for the Management and operating units including matters requiring Board's approval. Key functions within the Group such as Sales and Marketing, Finance and Procurement are appropriately staffed by qualified staff in achieving business objectives;
- Regular and comprehensive information provided to the Management and the Board, encompassing financial and operational performance for monitoring and decision making. The Finance and Accounts Department adheres closely to the monthly closing and reporting period, timely transaction recording, full compliance to acceptable reporting standards, and ensuring proper cash flow and capital requirements;
- Purchasing procedures are documented and monitored;
- A set of documented internal policies and procedures in relation to matters on human resource is distributed to various sections for their execution and monitoring; and
- The quarterly financial results and yearly audited financial statements are reviewed by the ARMC prior to their approval by the Board.





## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

### ADEQUACY AND EFFECTIVENESS OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

A number of minor internal control weaknesses were identified during the year, most of which has been or in process to be addressed. None of the weaknesses have resulted in any material losses, contingencies or uncertainties that would require a disclosure in the Annual Report. The Board has received assurance from the Managing Director and the Group Chief Financial Officer that the Group's risk management and internal control system is operating adequately and effectively in all material aspects. It is of the view that the risk management and internal control system in place for the whole financial year under review with regular review by the Board, is satisfactory and no material internal control failures nor have any of the reported weaknesses resulted in material losses or contingencies during the financial year under review.

### REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors have reviewed this Statement on Risk Management & Internal Control pursuant to the scope set out in the Audit and Assurance Practice Guide 3 ("AAPG 3"), Guidance for Auditors on Engagements to Report on Statement on Risk Management and Internal Control issued by the Malaysian Institute of Accountants for inclusion in the Annual Report of the Group for the year ended 31st January 2025, and reported to the Board that nothing has come to their attention that caused them to believe that the Statement intended to be included in the Annual Report of the Group, in all material aspects:

- (a) has not been prepared in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers; or
- (b) is factually inaccurate.

AAPG 3 does not require the External Auditors to consider whether the Directors' Statement on Risk Management and Internal Control covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Board and Management thereon. The Auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the Annual Report will, in fact, remedy the problems.

## STATEMENT OF **DIRECTORS' RESPONSIBILITIES** IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

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**The Board of Directors is required under Paragraph 15.26 (a) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad to issue a statement on its responsibility in the preparation of the annual audited financial statements.**

The Directors are responsible for ensuring the financial statements for the year ended 31 January 2025 are drawn up in accordance with the provisions of the Companies Act 2016, the applicable Financial Reporting Standards in Malaysia and Main Market Listing Requirements of Bursa Malaysia Securities Berhad so as to give a true and fair view of the state of affairs of the Group and the Company as at the end of accounting year and the results and cash flows for the year then ended.

The Directors consider that, in preparing those financial statements, the Group and Company have used appropriate accounting policies and applied them consistently and make judgement and estimates that are reasonable and prudent. The Directors also confirm that the financial statements have been prepared on a going concern basis.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and the Company and which enable them to ensure that the financial statements comply with the provisions of the Companies Act, 2016 and applicable approved accounting standards in Malaysia.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and the Company and to prevent and detect fraud and other irregularities.

The Board has also ensured that the quarterly and annual financial statements of the Group and Company are released to the Bursa Malaysia Securities Berhad in a timely manner in order to keep our investing public informed of the Group's latest development.



## ADDITIONAL COMPLIANCE INFORMATION

### 1. UTILISATION OF PROCEEDS

The Company did not raise any fund through any corporate proposal during the reporting financial year.

### 2. MATERIAL CONTRACTS INVOLVING DIRECTORS AND MAJOR SHAREHOLDERS

There are no material contracts (including contracts not reduced into writing), other than those entered into the ordinary course of business, entered into by the Company and/or its subsidiaries.

The Board of Directors (save for Datuk Hong Ngit Ming and Ms. Hong Kun Yee) has considered all aspects of the RPT and is of the opinion that the transaction is fair, reasonable, on normal commercial terms and not detrimental to the interest of the minority shareholders and that the RPT is in the best interest of the Group.

There were no contracts relating to loans entered by the Company and its subsidiaries involving the directors and major shareholders' interests.

### 3. RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE NATURE

At the last Annual General Meeting of the Company held on 27th June 2024, the Company had obtained a Mandate from its shareholders to allow the Group to enter into recurrent related party transactions of revenue or trading nature. The details of the recurrent related party transactions conducted pursuant to the shareholders' mandate during the reporting financial year are set out in Note 29 to the Financial Statements of this Annual Report, disclosing the type of recurrent related party transactions, the parties involved and the relationship with the Company.

### 4. EMPLOYEE SHARE SCHEME

There was no Employee Share Scheme implemented by the Company during the reporting financial year.



# SUSTAINABILITY STATEMENT

## 1. INTRODUCTION

### ABOUT THIS STATEMENT

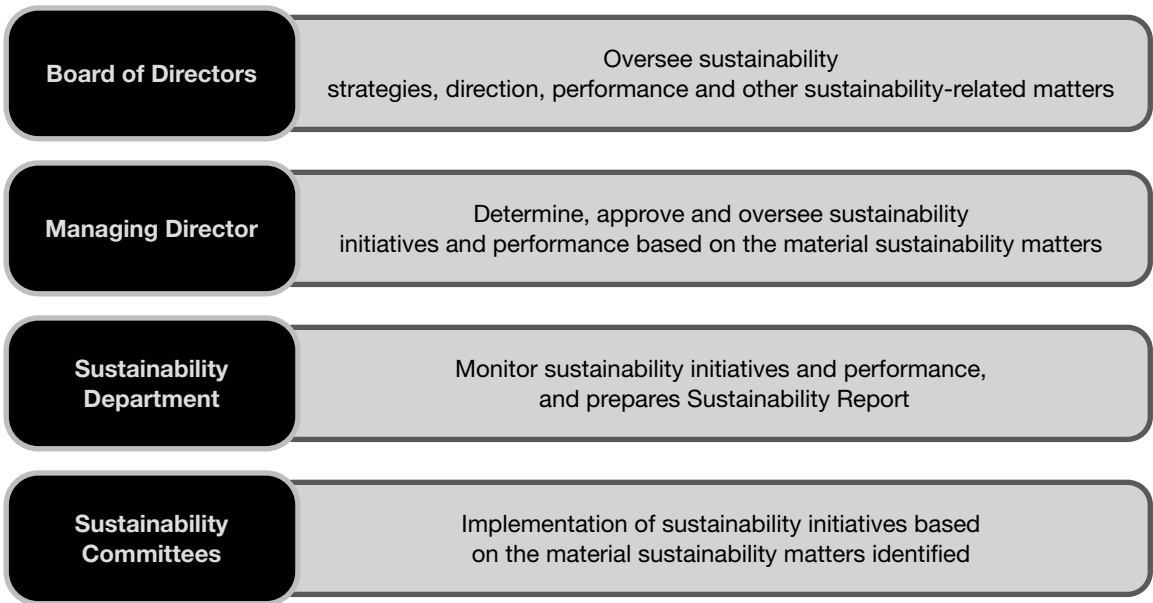
This Statement presents Teck Guan Perdana Berhad's (TGP) environmental, social and governance (ESG) initiatives and performance for the financial year ending 31 January 2025. It has been prepared in accordance with Bursa Malaysia's Main Market Listing Requirements and with reference to the Sustainability Reporting Guide (3rd Edition), covering both quantitative and qualitative disclosures.

The Statement highlights sustainability progress across the company's two core divisions – Cacao Paramount and Tawau Cocoa Estate. Another division, Majulah Koko Tawau has been excluded from the scope of this Statement due to its immaterial contribution to total revenue and its designation as a non-core business activity.

The data disclosed in this Statement has not been subjected to assurance by either internal or external parties. However, we recognise the importance of assurance in enhancing data accuracy and credibility and will evaluate the need to undertake an assurance exercise for our sustainability reporting in the coming years.

### SUSTAINABILITY GOVERNANCE

In line with the best practices outlined in the Malaysian Code on Corporate Governance (MCCG) 2021, our Board of Directors has assumed ultimate accountability for sustainability and ESG oversight, ensuring that these considerations are embedded in the company's strategy, operations and decision-making processes. At the operational level, the Managing Director is responsible for executing sustainability initiatives and monitoring performance, supported by the Sustainability Department. Progress is further supported by the Risk & Sustainability Committee, which comprises working-level representatives from various departments involved in on-the-ground implementation.



# SUSTAINABILITY STATEMENT

## 1. INTRODUCTION (CONT'D)

### SUSTAINABILITY FOCUS AREAS AND TARGETS

We have identified four key sustainability focus areas – Responsible Business, Environmental Stewardship, People and Communities, and Sustainable Supply Chain. These priorities are informed by the material sustainability matters surfaced through our materiality assessment and are grounded in our Group's vision of "Craving to Serve Humanity". Each focus area is also mapped against the United Nations Sustainable Development Goals (UNSDGs), ensuring our efforts contribute meaningfully to the global sustainability agenda. To drive progress, we have set relevant targets for each focus area and track our performance accordingly. These initiatives are executed through cross-functional collaboration, led by the Risk & Sustainability Committee members from various business units.

Focus Areas	Target	Status FYE 2025	UN SDGs Contributions
Responsible Business	Maintain certification of Malaysian Sustainable Palm Oil ("MSPO") Standards and MSPO Supply Chain Certification Standard ("SCCS")	The certification under the Malaysian Sustainable Palm Oil (MSPO) Standards and the MSPO Supply Chain Certification Standard (SCCS) has been successfully upheld. This achievement demonstrates a continued commitment to sustainable practices, validated through rigorous external audits and strong internal compliance measures.	SDG 12 SDG 17
	<ul style="list-style-type: none"> <li>Legal compliance to water resources, biodiversity, environment and safety &amp; health rules, regulations and guidelines</li> </ul>	Full compliance with all relevant statutory and regulatory requirements – covering water resource management, biodiversity conservation, environmental stewardship, and occupational health and safety – was consistently maintained. This was supported by robust compliance protocols, regular assessments, and active engagement with regulatory authorities, reflecting a strong commitment to sustainable and lawful operations.	SDG 3 SDG 6 SDG 12 SDG 14 SDG 15
Environmental Stewardship	<ul style="list-style-type: none"> <li>Protect forest reserve adjacent to Quion Hill estate by maintaining forest reserve buffer zone</li> </ul>	The commitment to protecting the forest reserve and wildlife corridor adjacent to the Quion Hill estate has been rigorously upheld through the continuous maintenance of the designated buffer zone. This effort aligns with core environmental stewardship principles, reinforcing the dedication to biodiversity conservation and the preservation of vital ecosystems in the region.	SDG 15



# SUSTAINABILITY STATEMENT

## 1. INTRODUCTION (CONT'D)

### SUSTAINABILITY FOCUS AREAS AND TARGETS (CONT'D)

Focus Areas	Target	Status FYE 2025	UN SDGs Contributions
Environmental Stewardship	<ul style="list-style-type: none"> <li>Monitor Rare, Threatened and Endangered (“RTE”) policy to protect wildlife at all estates</li> </ul>	The implementation of the Rare, Threatened, and Endangered (RTE) species protection policy has been consistently monitored across all estates. Through systematic surveillance, regular wildlife assessments, and coordinated conservation efforts, this initiative ensures the ongoing protection of at-risk species and supports the preservation of ecological balance within operational areas.	SDG 15
	<ul style="list-style-type: none"> <li>Maintain zero burning at all estates</li> </ul>	Strict adherence to a zero-burning policy has been maintained across all estates, with the use of fire in land preparation and maintenance activities completely prohibited. This commitment is upheld through continuous monitoring, comprehensive employee training, and the adoption of alternative, sustainable land management practices—reflecting a strong dedication to environmental protection and climate change mitigation.	SDG 13 SDG 15
People and Communities	<ul style="list-style-type: none"> <li>Protective Personal Equipment (“PPE”) are provided free of charge to all our employees</li> </ul>	Protective Personal Equipment (PPE) has been consistently provided to all employees at no cost, in line with the commitment to ensuring their safety and well-being. This initiative is reinforced by regular safety assessments, structured training programs, and the strict enforcement of health and safety regulations, underscoring the priority placed on a secure working environment.	SDG 3



## SUSTAINABILITY STATEMENT

### 1. INTRODUCTION (CONT'D)

#### SUSTAINABILITY FOCUS AREAS AND TARGETS (CONT'D)

Focus Areas	Target	Status FYE 2025	UN SDGs Contributions
People and Communities	<ul style="list-style-type: none"> <li>Achieve zero fatalities in all operational units</li> </ul>	The goal of zero fatalities has been successfully maintained across all operational units. This outcome is driven by a robust safety framework, regular risk assessments, ongoing employee training, and the implementation of preventive measures to mitigate hazards – demonstrating an unwavering focus on employee health and safety.	SDG 3
	<ul style="list-style-type: none"> <li>Training on an annual basis by Sustainability Department to achieve minimal injuries and zero fatalities</li> </ul>	Annual training sessions conducted by the Sustainability Department have been diligently implemented to reduce workplace injuries and uphold the zero-fatality objective. These sessions equip employees with critical knowledge on safety protocols, risk identification, and emergency preparedness, while outcome assessments support continuous improvement in workplace safety.	SDG 3
	<ul style="list-style-type: none"> <li>Maintain physical security to ensure no theft or criminal case</li> </ul>	Strong physical security has been ensured across all locations to prevent theft and criminal activity. This is accomplished through the deployment of trained security personnel, modern surveillance systems, and routine security checks—fostering a safe environment for both employees and company assets.	SDG 3
People and Communities/ Sustainable Supply Chain	<ul style="list-style-type: none"> <li>Comply with International Labour Organisation (“ILO”) guiding principles on human rights and child labour</li> </ul>	Full compliance with International Labour Organization (ILO) principles on human rights and the elimination of child labour has been maintained. This is supported by clear internal policies, regular monitoring, and strict agreements with suppliers to uphold fair labour practices. Continuous training and oversight further promote ethical, safe working conditions across operations and the supply chain.	SDG 3 SDG 8





# SUSTAINABILITY STATEMENT

## 1. INTRODUCTION (CONT'D)

### STAKEHOLDER ENGAGEMENT

Stakeholder engagement is a key component of our strategy planning, enabling us to remain relevant by continuously delivering value to our stakeholders. Through regular, open and transparent communication, we deepen our understanding of their concerns and the issue that matter most to them. This proactive approach allows us to address these issues more effectively and mitigate potential risks.

Below is a summary table outlining key engagements in FY2025:

Stakeholder Groups	Engagement Platform	Frequency of Engagement	Key Concerns
Government Bodies and Regulatory Agencies	<ul style="list-style-type: none"> <li>Meeting</li> <li>Site inspection and audit assessment</li> <li>Information session and instructional program</li> </ul>	Annually or as necessary	<ul style="list-style-type: none"> <li>Adhering to legal compliances</li> <li>Guidelines and adoption of best practice</li> </ul>
Clients/ Customers	<ul style="list-style-type: none"> <li>Site visit</li> <li>Meeting</li> <li>Email</li> <li>Contractual terms negotiation</li> </ul>	Annually or as necessary	<ul style="list-style-type: none"> <li>Contentment with contract services</li> <li>Prompt delivery and shipping</li> </ul>
Investors	<ul style="list-style-type: none"> <li>Site visit</li> <li>Meeting</li> <li>Email</li> </ul>	Annually or as necessary	<ul style="list-style-type: none"> <li>Financial performance</li> <li>Sustainability performance</li> </ul>
Suppliers/ Consultants	<ul style="list-style-type: none"> <li>Site visit</li> <li>Meeting</li> <li>Email</li> <li>Contractual terms negotiation</li> </ul>	Annually or as necessary	<ul style="list-style-type: none"> <li>Contentment with contract services</li> <li>Prompt delivery and shipping</li> </ul>
Employees	<ul style="list-style-type: none"> <li>Meeting</li> <li>Training</li> <li>Performance review</li> <li>Company event</li> </ul>	<p>Quarterly or as needed for overall workforce.</p> <p>Monthly basis training for select group</p> <p>In-house sustainability training on personal and environmental safety, once a year.</p>	<ul style="list-style-type: none"> <li>Individual progress and professional growth</li> <li>Staff welfare and perks</li> <li>Safety and well-being in the workplace</li> <li>Ensure compliance on the training requirement</li> </ul>
Non-Governmental Organisations	<ul style="list-style-type: none"> <li>Meeting</li> <li>Documentation review</li> </ul>	As needed	<ul style="list-style-type: none"> <li>Sustainability commitment</li> <li>Human and workers' rights</li> </ul>



# SUSTAINABILITY STATEMENT

## 1. INTRODUCTION (CONT'D)

### MATERIAL SUSTAINABILITY MATTERS

We conducted a review of common sustainability matters as well as sector-specific topics, guided by Bursa Malaysia's Sustainability Reporting Guide. This review was also cross-checked against stakeholders' concerns raised throughout the year to ensure relevance and consistency. The following matters were adopted, with similar themes consolidated to form our key focus areas:

Material Sustainability Matters	Key Focus Areas
Anti-Corruption	Responsible Business
Data Privacy and Security	
Labour Practices and Standards	People and Communities
Health and Safety	
Community/Society	
Supply Chain Management	Sustainable Supply Chain
Energy Management	Environmental Stewardship
Water	
Waste Management	
Emissions Management	
Biodiversity	
Materials	

We aim to undertake a comprehensive materiality assessment in the coming years to further refine and prioritise our material sustainability matters, enabling stronger alignment with evolving stakeholder expectations, regulatory developments, and emerging ESG trends.

### CERTIFICATIONS

We are committed to building a traceable, transparent and sustainable production, processing and manufacturing through certifications. Below are the certifications we have obtained to date, along with those we plan to acquire:

Business Units	Certifications Obtained	Certifications Planned
Agriculture	<ul style="list-style-type: none"> <li>Malaysian Sustainable Palm Oil ("MSPO Part 3: General Principles for Palm Plantation and Organised Smallholders.") – all estates (since 2019)</li> </ul>	<ul style="list-style-type: none"> <li>Roundtable Sustainable Palm Oil ("RSPO") – certified expected by 2028.</li> </ul>



# SUSTAINABILITY STATEMENT

## 1. INTRODUCTION (CONT'D)

### CERTIFICATIONS (CONT'D)

Business Units	Certifications Obtained	Certifications Planned
Industry	<ul style="list-style-type: none"> <li>International Sustainability &amp; Carbon Certification ("ISCC") : EU Point of Origin (POME OIL)</li> <li>Malaysian Sustainable Palm Oil (MSPO Part 4: General Principles for Oil Palm Mills)</li> <li>Makanan Selamat Tanggungjawab Industri ("MeSTI")</li> <li>Halal Certification</li> <li>Kosher Certification</li> <li>Verified Deforestation Free (VDF)</li> </ul>	<ul style="list-style-type: none"> <li>Roundtable Sustainable Palm Oil ("RSPO") – certified expected by 2028.</li> </ul>
Export and Marketing	<ul style="list-style-type: none"> <li>International Sustainability &amp; Carbon Certification ("ISCC")</li> </ul>	n/a

## 2. RESPONSIBLE BUSINESS

Conducting business in a responsible manner is essential for building trust, managing risks and laying the foundation for long-term success. At Teck Guan Perdana, we uphold this commitment through a zero-tolerance approach toward corruption, bribery, and unethical conduct. This is reflected in our Anti-Bribery and Corruption Policy, as well as Code of Ethics and Conduct, which outline the ethical standards expected from our Board of Directors, management and employees. Additionally, a whistleblowing policy has been established to ensure that any concerns can be raised in a safe and confidential manner.

The proliferation of digitalisation in business has further expanded the scope of corporate responsible, prompting us to also prioritise the privacy and security of data entrusted to the organisation. In this regard, we adhere to the Personal Data Protection Act ("PDPA"), which requires explicit consent for data collection and mandates the implementation of appropriate measures to safeguard personal data, including that of our employees and customers.

### ANTI-CORRUPTION

In FY2025, we continue our efforts to conduct training and awareness programs related to anti-corruption. In January of 2025, employees had undertaken an Anti-Bribery & Anti-Corruption program with the Tawau Malaysian Anti-Corruption Commission (MACC). Additionally, regular audits and industry certification processes serve as mechanisms to deter corruption in our operations. We also conduct supplier due diligence and adopt transparent contract arrangements to further safeguard against corruption.

The relevant performance of our FY2025 efforts is detailed in the table below:

Indicator	Performance
Percentage of employees who have received training on anti-corruption by employee category:	– 100%
– Management	– 100%
– Executive	– 100%
– Non-Executive	– 100%
– General Workers	– 100%



## SUSTAINABILITY STATEMENT

### 2. RESPONSIBLE BUSINESS (CONT'D)

#### ANTI-CORRUPTION (CONT'D)

Indicator	Performance
Percentage of operations assessed for corruption-related risks	0%
Confirmed incidents of corruption and action taken	0

#### DATA PRIVACY AND SECURITY

We remain vigilant against cyberattacks and have implemented network and system security measures to protect data. Additionally, we have established access control and user authentication protocols. Moving forward, these initiatives will be complemented by training and awareness programs to enhance our employees' understanding of cybersecurity.

Indicator	Performance
Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	0

### 3. ENVIRONMENTAL STEWARDSHIP

As we operate in a sector that is highly reliant on natural resources, environmental stewardship is a critical priority for us – not only to meet regulatory and market expectations, but also to ensure the long-term resilience of our operations and the ecosystems we depend on. We are committed to complying with all applicable local, federal, and international environmental regulations, while continuing enhancing our efforts to preserve nature and minimise the environmental impact of our operations.

The following are the key environmental regulations we comply with:

- Environment Protection Enactment 2002 – Environment Protection Department
- Environmental Quality Act 1974 – Department of Environment
- Forest Enactment 1968 – Sabah Forestry Department
- Wildlife Enactment 1997 – Sabah Wildlife Department
- Sabah Biodiversity Enactment 2000 – Natural Resources Office Sabah
- Water Resources Enactment 1998 – Drainage and Irrigation Department
- Pesticides Act 1974 – Agriculture Department
- Parks Enactment 1984 – Sabah Parks
- Stockholm Conference 1972 – United Nations



# SUSTAINABILITY STATEMENT

## 3. ENVIRONMENTAL STEWARDSHIP (CONT'D)

### ENERGY MANAGEMENT

To manage our energy consumption effectively, we have implemented preventive maintenance and energy usage monitoring across our operations. Preventive maintenance helps ensure equipment runs efficiently and reduces unnecessary energy waste, while regular monitoring of energy usage enables us to track performance, identify inefficiencies and implement timely corrective actions.

During the year under review, TGP's total energy consumption amounted to 9,549 MWh.

Indicators	Cocoa Paramount	Tawau Cocoa Estate	Total Mega Watt Hours (MWh)
Purchased Electricity (kWh)	6,071,141	88,742	6,160
Renewable Fuel Consumed (kWh)	–	2,432	2,432
Non-Renewable Fuel Consumed	–	–	–
Petrol(litres)	–	578	4
Diesel (litres)	–	92,760	953

### WATER

Throughout the reporting period, Teck Guan Perdana consumed 6.295 Megalitres of Water. In the interest of optimising our consumption, we have implemented several measures across our operations, particularly in our oil palm estates, which are often located in remote areas with limited access to third party water sources:

- Rainwater harvesting is utilised at our Group's oil palm estates to reduce reliance on external water supply
- Stacking of oil palm fronds along the inter-rows helps retain soil moisture and reduce evaporation
- Application of Empty Fruit Bunch ("EFB") as mulch conserves soil moisture and enhances water retention
- Buffer zones and riparian reserves are maintained to reduce soil run-off and act as natural filters, minimising pollution to nearby waterways
- Crude palm kernel oil loading onto sea vessels is done by conducted using piping system instead of container tanks (flexibags), reducing the risk of water contamination from spills
- Regular maintenance of drainage and water piping systems is carried out at our estates and kernel crushing plant to ensure efficient water use and prevent leakages

### MATERIALS AND WASTE MANAGEMENT

A key aspect of holistic environmental stewardship is the efficient use of resources beyond direct energy and water consumption, as well as the responsible management of operational waste. At TGP, we strive to utilise every part of the oil palm to minimise waste. For instance, 100% of palm fronds are repurposed and composed for use as fertiliser. Additionally, all by-products from our palm kernel crushing operations are further processed or sold for downstream use, maximising resource value.



## SUSTAINABILITY STATEMENT

### 3. ENVIRONMENTAL STEWARDSHIP (CONT'D)

#### MATERIALS AND WASTE MANAGEMENT (CONT'D)

For domestic and scheduled waste, we engage licensed collectors for proper disposal. Additionally, recycling stations have been set up at our offices and plants to encourage the collection and segregation of recyclable materials.

#### BIODIVERSITY

As part of our commitment to environmental stewardship, TGP places strong emphasis on preserving biodiversity within and around our operational areas. Our key initiatives include:

- High Conservation Value (“HCV”) assessment and monitoring to identify and protect areas with significant ecological, cultural and social value
- Ongoing awareness programmes and regular monitoring to ensure that the HCV areas are respected and preserved by all stakeholders
- Establishment of riparian buffer zones along waterways to support natural water filtration, prevent erosion, and serve as critical habitats for various flora and fauna
- No open burning policy to prevent air pollution and protect forest ecosystems from unintended damage
- Zero tolerance on illegal hunting to safeguard native wildlife and support ecological balance
- Adoption of the No Deforestation, Peat and Exploitation (“NDPE”) Policy to reinforce our goal of sustainable and ethical operations across the supply chain

Indicators	Cocoa Paramount	Tawau Cocoa Estate
Percentage of existing operations or projects assessed for biodiversity risks	Not applicable	10%
Size and location of all habitat areas protected or restored	Not applicable	46.69 Ha
Total number of International Union of Conservation of Nature (IUCN) Red List of Threatened Species and national conservation list species with habitats in areas affected by the operations of the company	Not applicable	44

#### EMISSIONS MANAGEMENT

While a robust emissions calculation mechanism is not yet in place, TGP is committed to strengthening its approach in the near future. In the meantime, we focus on minimising emissions through preventive maintenance, energy efficiency, proper waste management, and adherence to relevant environmental regulations. We aim to enhance monitoring and set reduction targets as part of our ongoing sustainability journey.

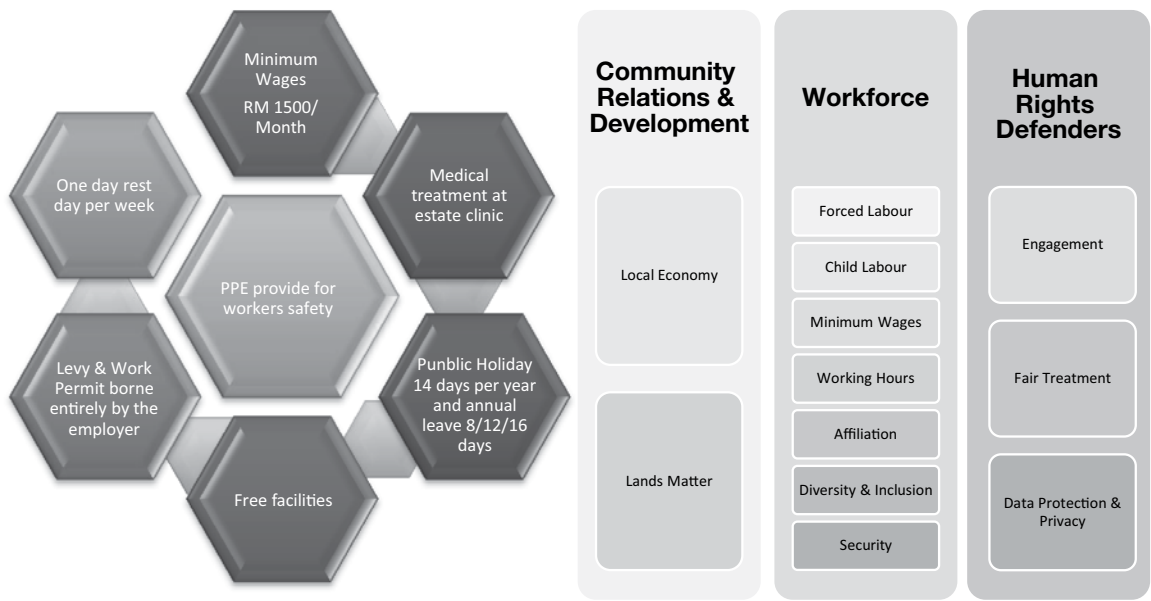


SUSTAINABILITY  
STATEMENT

4. PEOPLE AND COMMUNITIES

A company’s success is closely linked to the wellbeing, support, and trust of its employees, customers, and the communities in which it operates. At TGP, we uphold the principles of justice, equality, and non-discrimination across our workforce. All employees are treated fairly, regardless of their physical attributes, identity, or background. We respect individual rights of individual and strive to foster a merit-based approach, creating an empowering environment where employees can develop and grow.

Our approach is summarised as follows:



DIVERSITY

Due to the nature of the industry, female employees currently make up only 23% of our total workforce. Nonetheless, we remain committed to creating an inclusive workplace culture, upholding gender equality through fair compensation and equal opportunities for all.

	Male	Female
Management	3 (100%)	0 (0%)
Executives	4 (80%)	1 (20%)
Non-Executives	26 (65%)	14 (35%)
General Workers	154 (79%)	42 (21%)





## SUSTAINABILITY STATEMENT

### 4. PEOPLE AND COMMUNITIES (CONT'D)

#### DIVERSITY (CONT'D)

	Under 30 Years Old	30-50 Years Old	Over 50 Years Old
Management	0 (0%)	1 (33%)	2 (67%)
Executives	0 (0%)	4 (80%)	1 (20%)
Non-Executives	6 (15%)	28 (70%)	6 (15%)
General Workers	54 (27%)	113 (58%)	29 (15%)

For further details on our Board diversity, please refer to page 25 of the 2025 Annual Report.

#### LABOUR PRACTICES AND STANDARDS

Our employment policies and practices are fully aligned with the Malaysian Employment Act 1955, Sabah Labour Ordinance, and other relevant labour regulations. This includes ensuring fair wages, reasonable working hours, proper employment documentation for foreign workers, safe accommodation and access to good healthcare.

We strictly prohibit any form of forced labour, child labour, human trafficking, or workplace discrimination. Our commitment extends to respecting freedom of association and the right to collective bargaining. To date, there have been no substantiated complaints concerning human rights violations within our operations.



Senior Leadership of Teck Guan Perdana attending sustainability training at the Tawau Blue Sustainability Forum – November 2024

## SUSTAINABILITY STATEMENT

### 4. PEOPLE AND COMMUNITIES (CONT'D)

#### LABOUR PRACTICES AND STANDARDS (CONT'D)

At the same time, we continue to invest in the growth and development of our employees through structured training and capacity-building programmes. These initiatives aim to enhance job efficiency, technical skills, leadership capabilities, and personal development – supporting both the company's long-term goals and our employees' career aspirations through a culture of continuous learning.

In addition to the reported hours, senior leadership also engage in external training deemed effective for the organisation”

	Total hours of training
Management	47
Executives	168.5
Non-Executives	1121
General Workers	6861.50
Total number of employee turnover	
Management	1
Executives	4
Non-Executives	7
General Workers	12
Permanent vs. Temporary Employees	
Permanent	218
Temporary	6



## SUSTAINABILITY STATEMENT

### 4. PEOPLE AND COMMUNITIES (CONT'D)

#### HEALTH AND SAFETY

Every individual has the right to work in a safe and healthy environment. At Teck Guan Perdana Berhad's ("TGP"), we place strong emphasis on workplace safety and employee wellbeing, recognising that a safe environment not only protects our people but also reduces absenteeism and boosts productivity. In compliance with the Occupational Safety and Health Act ("OSHA") 1994, we have established the following structures and measures to maintain a secure and healthy work environment:

- A dedicated unit oversee all matters concerning employee safety and health
- An Occupational Safety and Health ("OSH") Policy outlines our commitment
- Quarterly safety committee meetings between management and workers' representatives
- Internal audits and inspections conducted by in-house safety officers to ensure compliance with safety regulations across all operations
- Trend analysis of accidents, near-miss incidents, dangerous occurrences, occupational poisoning, and disease
- Provision of personal protective equipment ("PPE") to all employees, contractors, and visitors exposed to hazards, with strict daily enforcement
- Implementation of a Hazard Identification, Risk Assessment and Risk Control ("HIRARC") system to eliminate or mitigate workplace risks
- Regular medical check-ups for employees exposed to noise or chemicals
- Ongoing safety training, including an annual emergency drill to ensure employee awareness of procedures and OSHA requirements, and to strengthen the overall safety-first culture

Indicator	Performance
Number of work-related fatalities	0
Lost time incident rate	2.0
Number of employees trained on health and safety standards	244

#### COMMUNITY

We are committed to maintaining strong relationship with the communities where we operate by implementing targeted development initiatives that enhance essential infrastructures and services. At the same time, we support inclusive economic growth through job creation and skill development. Key initiatives include:

- Supporting the development of roads and electricity access in remote areas
- Enhancing local health and education facilities through the provision of clinics and community learning centres
- Provide training and upskilling programmes to equip individuals with the knowledge and capabilities needed to thrive in the palm oil industry and beyond

Indicator	Performance
Total amount invested in the community where the target beneficiaries are external to the listed issuers	RM22,025
Total of number of beneficiaries of the investment in communities	35

SUSTAINABILITY  
STATEMENT

5. SUSTAINABLE SUPPLY CHAIN

A sustainable supply chain is crucial for palm oil industry players to meet global sustainability standards and stakeholders’ expectations for responsibly sourced palm oil. It helps reduce environmental impact, promotes fair labour practices, and ensures the long-term availability of resources, while also enhancing our reputation.

Our approach is grounded in the Malaysian Sustainable Palm Oil (“MSPO”) framework. As a certified producer, we hold both the MSPO Standards and MSPO Supply Chain Certification Standard (“SCCS”). To ensure suppliers compliance with environmental and social standards, we have implemented several measures, including supplier registration, self-declarations, communication of our Environmental Policy, due diligence, and regular supplier audits and certification monitoring. Currently, 90% of the palm kernels used at Cocoa Paramount are sourced from sustainable and certified suppliers.

SUPPLY CHAIN MANAGEMENT

We recognise that supporting local suppliers can contribute to local economic development and strengthen community relations. While our procurement decisions are based on merit, we actively invite local suppliers to participate and maximise our engagement with them whenever possible.

Indicator	Performance
Proportion of spending on local suppliers	100%



# SUSTAINABILITY STATEMENT

Indicator	Measurement Unit	2025
<b>Bursa (Anti-corruption)</b>		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	100.00
Executive	Percentage	100.00
Non-executive/Technical Staff	Percentage	100.00
General Workers	Percentage	100.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
<b>Bursa (Community/Society)</b>		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	22,025.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	35
<b>Bursa (Diversity)</b>		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Under 30	Percentage	0.00
Management Between 30-50	Percentage	33.00
Management Above 50	Percentage	67.00
Executive Under 30	Percentage	0.00
Executive Between 30-50	Percentage	80.00
Executive Above 50	Percentage	20.00
Non-executive/Technical Staff Under 30	Percentage	15.00
Non-executive/Technical Staff Between 30-50	Percentage	70.00
Non-executive/Technical Staff Above 50	Percentage	15.00
General Workers Under 30	Percentage	27.00
General Workers Between 30-50	Percentage	58.00
General Workers Above 50	Percentage	15.00
Gender Group by Employee Category		
Management Male	Percentage	100.00
Management Female	Percentage	0.00
Executive Male	Percentage	80.00
Executive Female	Percentage	20.00
Non-executive/Technical Staff Male	Percentage	65.00
Non-executive/Technical Staff Female	Percentage	35.00
General Workers Male	Percentage	79.00
General Workers Female	Percentage	21.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	50.00
Female	Percentage	50.00
Under 30	Percentage	0.00
Between 30-50	Percentage	50.00
Above 50	Percentage	50.00
<b>Bursa (Energy management)</b>		
Bursa C4(a) Total energy consumption	Megawatt	7,120.00
<b>Bursa (Health and safety)</b>		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	2.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	244
<b>Bursa (Labour practices and standards)</b>		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	47
Executive	Hours	169
Non-executive/Technical Staff	Hours	1,121
General Workers	Hours	6,862
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	2.46

Internal assurance External assurance No assurance (\*)Restated



# SUSTAINABILITY STATEMENT

Indicator	Measurement Unit	2025
<b>Bursa C6(c) Total number of employee turnover by employee category</b>		
Management	Number	1
Executive	Number	4
Non-executive/Technical Staff	Number	7
General Workers	Number	12
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
<b>Bursa (Supply chain management)</b>		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	100.00
<b>Bursa (Data privacy and security)</b>		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
<b>Bursa (Water)</b>		
Bursa C9(a) Total volume of water used	Megalitres	6.295000
<b>Bursa (Waste management)</b>		
Bursa C10(a) Total waste generated	Metric tonnes	2.45
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	0.00
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	2.45
<b>Bursa (Emissions management)</b>		
Bursa C11(a) Scope 1 emissions in tonnes of CO <sub>2</sub> e	Metric tonnes	248.00
Bursa C11(b) Scope 2 emissions in tonnes of CO <sub>2</sub> e	Metric tonnes	3,234.00
Bursa C11(c) Scope 3 emissions in tonnes of CO <sub>2</sub> e (at least for the categories of business travel and employee commuting)	Metric tonnes	0.00

Internal assurance External assurance No assurance (\*)Restated



## ANALYSIS OF SHAREHOLDINGS

AS AT 29 APRIL 2025

Total Number of Issued Shares	:	40,096,902
Issued Share Capital	:	RM40,103,902
Class of Shares	:	Ordinary
Voting Rights	:	One vote per ordinary share

### DISTRIBUTION OF SHAREHOLDINGS

Size of Holdings	No. of Holders	%	No. of Shares	%
Less than 100	7	0.66	119	0.00
100 – 1,000	182	17.01	123,801	0.31
1,001 – 10,000	683	63.83	2,676,400	6.68
10,001 – 100,000	170	15.89	5,210,300	12.99
100,001 – 2,004,844 (less than 5% of issued shares)	27	2.52	8,109,300	20.22
≥ 2,004,845 (5% and above of issued shares)	1	0.09	23,976,982	59.80
<b>TOTAL</b>	<b>1,070</b>	<b>100.00</b>	<b>40,096,902</b>	<b>100.00</b>

### SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
HTG Holdings Sdn. Bhd.	23,976,982	59.80	2,001,200*	4.99

\* Deemed interested by virtue of shares held by Teck Guan Development (Sabah) Sdn. Bhd., a subsidiary of HTG Holdings Sdn. Bhd.

### DIRECTORS' SHAREHOLDING IN THE COMPANY

Name of Directors	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Datuk Hong Ngit Ming	–	–	25,978,182*	64.79
Fung Hiuk Bing	–	–	–	–
Hong Kun Yee	–	–	–	–
Wong Peng Mun	–	–	–	–
Noor Fazarina Binti Tahah	–	–	–	–
Connie Wong Jiin Yee	–	–	–	–

\* Deemed interested by virtue of his indirect interests in shares (direct and indirect) held by HTG Holdings Sdn. Bhd., its holding company.



# ANALYSIS OF SHAREHOLDINGS

AS AT 29 APRIL 2025

## DIRECTORS' SHAREHOLDING IN ITS RELATED COMPANY (HTG HOLDINGS SDN. BHD.)

### 10% Cumulative Preference Shares

Name of Directors	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Datuk Hong Ngit Ming	100,000	17.30	–	–
Fung Hiuk Bing	–	–	–	–
Hong Kun Yee	–	–	–	–
Wong Peng Mun	–	–	–	–
Noor Fazarina Binti Tahah	–	–	–	–
Connie Wong Jiin Yee	–	–	–	–

Note: The Directors of the Company do not hold any ordinary shares in HTG Holdings Sdn. Bhd.

## LIST OF TOP 30 SECURITIES ACCOUNT HOLDERS

No.	Name	No. of Shares	%
1.	HTG Holdings Sdn. Bhd.	23,976,982	59.80
2.	Teck Guan Development (Sabah) Sdn. Bhd.	2,001,200	4.99
3.	Chor King Chun	601,400	1.50
4.	Tan Ai Leng	580,000	1.45
5.	Chong Chiew Tshung	483,000	1.20
6.	Public Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Beh Ah Choo	428,400	1.07
7.	Maybank Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Mokhtar Bin MD Isa	384,700	0.96
8.	Chee Sai Mun	318,300	0.80
9.	Kenanga Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Ting Tie Hau	310,000	0.78
10.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account for Goalkey System Sdn. Bhd.	294,000	0.73
11.	Lee Chee Beng	253,500	0.63
12.	Starview Restoran Sdn. Bhd.	250,000	0.62
13.	Ng Sey Hoe	215,300	0.54
14.	Muhamad Aloysius Heng	195,900	0.49
15.	Choo Woon Meng	170,000	0.42
16.	Chiam Yeong Hock	164,500	0.41
17.	Te Kim Leng	145,000	0.36
18.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Oii Hock Lai	135,600	0.34



# ANALYSIS OF SHAREHOLDINGS

AS AT 29 APRIL 2025

## LIST OF TOP 30 SECURITIES ACCOUNT HOLDERS (CONTINUED)

No.	Name	No. of Shares	%
19.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Soon Mui Yen @ Soon Nyuk Hen	130,000	0.32
20.	Moomoo Nominees (Asing) Sdn. Bhd. Pledged Securities Account for Robert Lichota	127,600	0.32
21.	HLIB Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Chor King Chun	126,000	0.31
22.	RHB Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Yee Lee Ying	123,700	0.31
23.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Exempt an for CGS Intenational Securities Singapore PTE. LTD. (Retail Clients)	120,000	0.30
24.	Teoh Chiew Hong	120,000	0.30
25.	Tan Kim Huat & Sons Motor Sdn. Bhd	110,000	0.27
26.	Wong Kat Sion	110,000	0.27
27.	Adikin Wong Shyh Chyi	108,000	0.27
28.	Ng Chee Peng	103,200	0.26
29.	Public Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Sin Huan Kwang (E-Twu)	100,000	0.25
30.	RHB Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Go Ah Yong	100,000	0.25
	Total	32,286,282	80.52

## LIST OF PROPERTIES

AS AT 31 JANUARY 2025

Item No.	Location	Tenure (Date of Expiry)	Land Area/ Build up Area sq.m	Existing use/ Description	Net Book Value As At 31-Jan-25	Age of Building	Tenure of Leasehold Land	Date of Acquisition
1	CL 105339053 Mile 2 ½, Tanjung Batu Laut, Tawau, Sabah.	Leasehold (08.10.2902)	19,627	Cocoa processing factory and office	965,578	47	877	20-11-1974
2	CL 105312703 Quion Hill, Apas Road, Tawau, Sabah.	Leasehold (28.02.2057)	4,028,645	Cocoa/Oil palm	2,575,804	30	32	19-10-1978
3	CL 105339099 Brantian, Merotai Road, Tawau, Sabah.	Leasehold (31.12.2073)	400,234	Oil palm estate	10,213	–	48	11-06-1979
4	CL 105334996 Brantian, Merotai Road, Tawau, Sabah.	Leasehold (31.12.2072)	1,211,629	Oil palm	85,536	18	47	27-01-1977
5	CL 245316849 (115316848/old) Tingkayu, Lahad Datu/Tawau, Sabah.	Leasehold (31.12.2071)	1,216,485	Oil palm	361,196	11	46	28-07-1979
6	CL 105436299 Quion Hill, Apas Road, Tawau, Sabah.	Leasehold (31.12.2079)	16,147	Oil palm	10,574	–	54	18-08-1987
7	CL 105347493 Quion Hill, Apas Road, Tawau, Sabah.	Leasehold (31.12.2069)	81,261	Oil palm estate and Cocoa	39,006	–	44	20-01-1981
8	CL 105354050 Balung, Apas Road, Tawau, Sabah.	Leasehold (31.12.2073)	651,706	Oil palm	681,436	20	48	06-08-1976



## LIST OF PROPERTIES

AS AT 31 JANUARY 2025

Item No.	Location	Tenure (Date of Expiry)	Land Area/ Build up Area sq.m	Existing use/ Description	Net Book Value As At 31-Jan-25	Age of Building	Tenure of Leasehold Land	Date of Acquisition
9	CL 105439138 Quion Hill, Apas Road, Tawau, Sabah.	Leasehold (31.12.2083)	13,553	Oil palm estate	5,693	–	58	31-03-1989
10	CL 10105339071 Mile 21/2, Tanjung Batu Laut, Tawau, Sabah	Leasehold (08.10.2902)	25,616	Cocoa processing factory and office	5,250,486	30	877	22-11-1989
11	CL 105368607 Sebatik Island, Tawau, Sabah	Leasehold (31.12.2078)	513,951	Cocoa/ Oil palm estate	526,665	–	53	20-01-2000
12	CL 245361862 Tingkayu, Lahad Datu, Tawau, Sabah	Leasehold (31.12.2087)	13,395	Oil palm estate	1,588	–	62	10-12-2003
13	CL 105311260 Merotai, Tawau, Sabah	Leasehold (31.12.2067)	2,066,325	Fruits and oil palm estate	12,860,762	–	42	02-09-2020
14	CL 115349936 Segama, Lahad Datu, Sabah	Leasehold (31.12.2077)	1,238,338	Oil palm estate	9,189,765	–	52	04-01-2022
15	CL 1075323661 Mile 32, Labuk Road, Sandakan, Sabah	Leasehold (31.12.2070)	2,025,452	Oil palm estate	15,154,709	–	45	07-06-2022





## FINANCIAL STATEMENTS

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## DIRECTORS' REPORT

The Directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 January 2025.

### PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of administrative services to its subsidiaries.

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

### FINANCIAL RESULTS

	Group RM	Company RM
Profit for the financial year attributable to: Owners of the Company	21,191,368	11,588,675

### RESERVES AND PROVISIONS

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

### DIVIDENDS

Since the end of the previous financial year, the dividends declared by the Company were as follows:

In respect of the financial year ended 31 January 2024:

First and final single-tier dividend of 4.0 sen per ordinary share totalling RM1,603,876 on 40,096,902 ordinary shares, declared on 9 May 2024 and paid on 12 August 2024.

Subsequent to the end of the current financial year, the Board approved the following dividends:

In respect of the financial year ended 31 January 2025:

First and final single-tier dividend of 5.0 sen per ordinary share totalling RM2,004,845 on 40,096,902 ordinary shares, declared on 29 May 2025 and payable on 5 August 2025.

The financial statements for the current financial year do not reflect this first and final single-tier interim dividend. Such dividend will be accounted for in equity as an appropriation of retained profits in the next financial year ending 31 January 2026.

# DIRECTORS' REPORT

## DIRECTORS

The Directors who have held office during the financial year and up to the date of this report are:

Datuk Hong Ngit Ming  
Fung Hiuk Bing  
Hong Kun Yee \*  
Wong Peng Mun  
Connie Wong Jiin Yee (Appointed on 24 January 2025)  
Noor Fazarina Binti Tahah (Appointed on 24 January 2025)  
Tham Vui Vun \* (Resigned on 24 January 2025)

\* These Directors are also Directors of all subsidiaries of the Company.

Pursuant to Section 253 of the Companies Act, 2016 in Malaysia, the Directors of subsidiaries during the financial year and up to the date of this report, who are not also the Directors of the Company, are as follows:

Ozie Hong  
Chin Fui Lan

## DIRECTORS' INTERESTS IN SHARES

The holdings and deemed holdings in the ordinary shares of the Company and its related corporations (other than wholly-owned subsidiaries) of those who were Directors at the end of the financial year, as recorded in the Register of Directors' Shareholding kept under Section 59 of the Companies Act, 2016 in Malaysia are as follows:

	At 1.2.2024	Number of ordinary shares		At 31.1.2025
		Bought	Sold	

### The Company

#### Indirect interest:

Datuk Hong Ngit Ming	25,978,182	–	–	25,978,182
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#### The holding company, HTG Holdings Sdn. Bhd.

#### Direct interest:

Datuk Hong Ngit Ming	100,000	–	–	100,000
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By virtue of Datuk Hong Ngit Ming's interest in the ordinary shares of the Company, he is deemed to have interests in shares in its related corporations during the financial year to the extent of the Company's interests in accordance with Section 8 of the Companies Act, 2016.

None of the other Directors holding office at the end of the financial year had any interest in the ordinary shares of the Company and its related corporations during the financial year.





## DIRECTORS' REPORT

### DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as disclosed in the financial statements or the fixed salary of a full-time employee of the Company or related corporations) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, except as disclosed in Note 29 to financial statements.

There were no arrangements during and at the end of the financial year, which had the object of enabling the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

### DIRECTORS' REMUNERATION

The remuneration paid to or receivable by the Directors of the Group and of the Company during the financial year amounted to RM1,086,381 and RM615,805 respectively.

### INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

There was no indemnity given to or liability insurance effected for any Director, officer or auditor of the Group or of the Company during the financial year.

### SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 16 to the financial statements.

### ISSUES OF SHARES AND DEBENTURES

The Company did not issue any new shares or debentures during the financial year.

### OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial year.

### OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- (i) all known bad debts had been written off and adequate allowance had been made for doubtful debts; and
- (ii) any current assets which were unlikely to realise their book values in the ordinary course of business had been written down to an amount which they might be expected so to realise.

# DIRECTORS' REPORT

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## OTHER STATUTORY INFORMATION (CONTINUED)

At the date of this report, the Directors are not aware of any circumstances:

- (i) which would render it necessary to write off any bad debts, or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
- (ii) which would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading; or
- (iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (iv) not otherwise dealt with in this report or the financial statements, which would render any amount stated in the financial statements of the Group and of the Company misleading.

As at the date of this report, there does not exist:

- (i) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person; or
- (ii) any contingent liability in respect of the Group and of the Company that has arisen since the end of the financial year.

No contingent liability or other liability of the Group and of the Company has become enforceable, or is likely to become enforceable within the period of twelve (12) months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 January 2025 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of the financial year and the date of this report.

## HOLDING COMPANY

The Directors regard HTG Holdings Sdn. Bhd., a private limited liability company incorporated and domiciled in Malaysia, as the holding company of the Company.



## DIRECTORS' REPORT

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### AUDITORS

The auditors, PKF PLT, have indicated their willingness to continue in office.

During the financial year, the total amount of fees paid to or receivable by the auditors as remuneration for their services as auditors of the Group and of the Company amounted to RM143,000 and RM73,000 respectively.

Signed on behalf of the Board  
in accordance with a resolution of the Directors,

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DATUK HONG NGIT MING  
Director

---

WONG PENG MUN  
Director

Dated 9 May 2025

STATEMENT OF  
**DIRECTORS**  
PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT, 2016

In the opinion of the Directors, the accompanying financial statements set out on pages 82 to 132 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 31 January 2025 and of their financial performance and cash flows for the financial year ended on that date.

Signed on behalf of the Board  
in accordance with a resolution of the Directors,

DATUK HONG NGIT MING  
Director

WONG PENG MUN  
Director

Dated 9 May 2025

STATUTORY  
**DECLARATION**  
PURSUANT TO SECTION 251(1)(B) OF THE COMPANIES ACT, 2016

I, DATUK HONG NGIT MING, being the Director primarily responsible for the financial management of TECK GUAN PERDANA BERHAD, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements set out on pages 82 to 132 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 in Malaysia.

Subscribed and solemnly declared by )  
the abovenamed DATUK HONG NGIT MING )  
at Tawau in the state of Sabah )  
on 9 May 2025 )

DATUK HONG NGIT MING

Before me,

COMMISSIONER FOR OATHS



# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TECK GUAN PERDANA BERHAD (INCORPORATED IN MALAYSIA)

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of TECK GUAN PERDANA BERHAD, which comprise the statements of financial position as at 31 January 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 82 to 132.

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 31 January 2025, and of their financial performance and their cash flows for the financial 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 opinion.

### *Independence and Other Ethical Responsibilities*

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. We have determined that there are no key audit matters to be communicated in our report.

### Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company 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 and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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



## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TECK GUAN PERDANA BERHAD (INCORPORATED IN MALAYSIA)

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### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

#### Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, 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 scepticism throughout the audit. We also:

- (i) 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.
- (ii) 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 the Company's internal control.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (iv) 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.
- (v) 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.
- (vi) 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.

# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TECK GUAN PERDANA BERHAD (INCORPORATED IN MALAYSIA)

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

### Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

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

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

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current 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.

### Other Matter

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

PKF PLT  
202206000012 (LLP0030836-LCA) & AF0911  
CHARTERED ACCOUNTANTS

Kota Kinabalu

Dated 9 May 2025

CHAU MAN KIT  
02525/03/2026 J  
CHARTERED ACCOUNTANT





## STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

		Group		Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
Revenue	5	361,811,433	294,209,352	3,405,200	840,000
Cost of sales		(318,781,097)	(263,083,781)	(1,222,304)	(1,162,922)
<b>Gross profit/(loss)</b>		43,030,336	31,125,571	2,182,896	(322,922)
Other operating income	6	2,214,840	2,708,891	10,574,696	3,743,826
Reversal/(Allowance) for expected credit losses	20	1,089,860	(1,647,836)	–	–
Selling and distribution expenses		(12,434,690)	(12,030,716)	–	–
Administrative expenses		(6,974,210)	(7,221,186)	(254,979)	(177,814)
Other expenses	7	(175,584)	(226,910)	–	–
<b>Profit from operations</b>	10	26,750,552	12,707,814	12,502,613	3,243,090
Finance costs	11	(1,607,450)	(1,686,218)	(686,996)	(517,153)
<b>Profit before taxation</b>		25,143,102	11,021,596	11,815,617	2,725,937
Income tax expense	12	(3,951,734)	(3,331,554)	(226,942)	(7,739)
<b>Profit for the financial year/Total comprehensive income for the financial year</b>		21,191,368	7,690,042	11,588,675	2,718,198
<b>Profit/Total comprehensive income attributable to:</b>					
Owners of the Company		21,191,368	7,690,042	11,588,675	2,718,198
<b>Earnings per share attributable to owners of the Company (sen per share)</b>					
Basic and diluted	13	52.85	19.18		

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



# STATEMENTS OF FINANCIAL POSITION

AS AT 31 JANUARY 2025

		Group		Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	14	19,005,485	20,011,802	6	6
Right-of-use assets	15	48,883,681	51,293,278	–	–
Investments in subsidiaries	16	–	–	66,628,478	56,987,205
Deferred tax assets	17	95,935	95,935	–	–
		67,985,101	71,401,015	66,628,484	56,987,211
<b>Current assets</b>					
Biological assets	18	567,717	325,628	–	–
Inventories	19	62,804,500	30,459,229	–	–
Trade and other receivables	20	7,292,350	4,236,716	18,436,119	17,652,567
Tax recoverable		458,714	375,996	198,711	193,652
Cash and bank balances	21	50,625,062	56,668,786	443,677	313,093
		121,748,343	92,066,355	19,078,507	18,159,312
<b>TOTAL ASSETS</b>		189,733,444	163,467,370	85,706,991	75,146,523
<b>EQUITY AND LIABILITIES</b>					
<b>Equity attributable to owners of the Company</b>					
Share capital	22	40,103,902	40,103,902	40,103,902	40,103,902
Retained profits	23	92,303,722	72,716,230	32,887,665	22,902,866
<b>Total equity</b>		132,407,624	112,820,132	72,991,567	63,006,768
<b>Non-current liabilities</b>					
Loans and borrowings	24	3,800,733	5,703,031	–	–
Deferred tax liabilities	17	4,052,756	4,074,170	–	–
Lease liability	25	6,044,851	7,865,444	–	–
		13,898,340	17,642,645	–	–
<b>Current liabilities</b>					
Loans and borrowings	24	8,537,259	5,445,146	–	–
Lease liability	25	1,820,594	1,731,292	–	–
Trade and other payables	26	31,823,594	25,399,403	12,715,424	12,139,755
Derivative liabilities	27	24,842	–	–	–
Taxation		1,221,191	428,752	–	–
		43,427,480	33,004,593	12,715,424	12,139,755
<b>Total liabilities</b>		57,325,820	50,647,238	12,715,424	12,139,755
<b>TOTAL EQUITY AND LIABILITIES</b>		189,733,444	163,467,370	85,706,991	75,146,523

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

# STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

		<--- Attributable to owners of the Company ---> <-- Non-distributable --> Share capital RM	<-- Distributable --> Retained profits RM	Total equity RM
	Note			
<b>Group</b>				
At 1 February 2023		40,103,902	67,031,033	107,134,935
Profit for the financial year/ Total comprehensive income for the financial year		–	7,690,042	7,690,042
Transactions with owners of the Company				
- Dividend on ordinary shares	28	–	(2,004,845)	(2,004,845)
At 31 January 2024		40,103,902	72,716,230	112,820,132
Profit for the financial year/ Total comprehensive income for the financial year		–	21,191,368	21,191,368
Transactions with owners of the Company				
- Dividend on ordinary shares	28	–	(1,603,876)	(1,603,876)
At 31 January 2025		40,103,902	92,303,722	132,407,624
<b>Company</b>				
At 1 February 2023		40,103,902	22,189,513	62,293,415
Profit for the financial year/ Total comprehensive income for the financial year		–	2,718,198	2,718,198
Transactions with owners of the Company				
- Dividend on ordinary shares	28	–	(2,004,845)	(2,004,845)
At 31 January 2024		40,103,902	22,902,866	63,006,768
Profit for the financial year/ Total comprehensive income for the financial year		–	11,588,675	11,588,675
Transactions with owners of the Company				
- Dividend on ordinary shares	28	–	(1,603,876)	(1,603,876)
At 31 January 2025		40,103,902	32,887,665	72,991,567

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



# STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

Note	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
<b>Cash flows from operating activities</b>				
Profit before taxation	25,143,102	11,021,596	11,815,617	2,725,937
Adjustments for:				
Depreciation of property, plant and equipment	2,274,905	2,130,533	–	–
Depreciation of right of use assets	2,585,227	2,571,334	–	–
Fair value (gain)/loss on biological assets	(242,089)	125,099	–	–
Gain on disposal of property, plant and equipment	(76,863)	(21,000)	–	–
Interest expenses	1,607,450	1,686,218	686,996	517,153
Interest income	(1,142,964)	(883,711)	(933,423)	(846,051)
Inventories written off	–	100,580	–	–
Net fair value loss/(gain) on realised derivatives	24,842	(5,799)	–	–
Property, plant and equipment written off	3	1,231	–	–
Reversal of impairment loss on investments in subsidiaries	–	–	(9,641,273)	(2,897,775)
(Reversal)/Allowance for expected credit losses	(1,089,860)	1,647,836	–	–
Unrealised loss/(gain) on foreign exchange	49,868	(258,993)	–	–
<b>Operating profit/(loss) before working capital changes</b>	<b>29,133,621</b>	<b>18,114,924</b>	<b>1,927,917</b>	<b>(500,736)</b>
Change in inventories	(32,345,271)	2,087,300	–	–
Change in receivables	(1,943,457)	7,477,618	–	–
Change in payables	6,271,039	(8,163,602)	23,897	13,197
<b>Cash from/(used in) operation</b>	<b>1,115,932</b>	<b>19,516,240</b>	<b>1,951,814</b>	<b>(487,539)</b>
Income tax paid	(3,263,427)	(5,513,151)	(232,001)	(120,415)
Income tax refunded	–	107,229	–	–
Interest paid	(1,607,450)	(1,686,218)	(686,996)	(517,153)
Interest received	1,142,964	883,711	933,423	846,051
<b>Net cash (used in)/from operating activities</b>	<b>(2,611,981)</b>	<b>13,307,811</b>	<b>1,966,240</b>	<b>(279,056)</b>

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

# STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025  
(Continued)

		Group		Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment		(1,368,511)	(2,552,351)	–	–
Acquisition of right-to-use assets		(175,630)	(1,315,582)	–	–
Advances to subsidiaries		–	–	(783,552)	(932,327)
Advances to related companies		(74,833)	(30,777)	–	–
Proceeds from disposal of property, plant and equipment		176,783	21,002	–	–
<b>Net cash used in investing activities</b>		(1,442,191)	(3,877,708)	(783,552)	(932,327)
		(4,054,172)	9,430,103	1,182,688	(1,211,383)
<b>Cash flows from financing activities</b>					
Advances from holding company		42,562	248,003	42,557	248,003
Advances from related companies		110,590	72,143	4,921	25
Advances from subsidiaries		–	–	504,294	1,697,521
Dividend paid		(1,603,876)	(2,004,845)	(1,603,876)	(2,004,845)
Net increase in/(payment of) bankers' acceptance		3,126,000	(1,658,000)	–	–
Repayment of lease liability		(1,731,291)	(1,646,372)	–	–
Repayment of term loan		(1,910,004)	(1,910,004)	–	–
<b>Net cash used in financing activities</b>		(1,966,019)	(6,899,075)	(1,052,104)	(59,296)
<b>Net (decrease)/increase in cash and cash equivalents</b>		(6,020,191)	2,531,028	130,584	(1,270,679)
Effect of foreign exchange translation		2,648	93,393	–	–
<b>Cash and cash equivalents at beginning of financial year</b>		56,642,605	54,018,184	313,093	1,583,772
<b>Cash and cash equivalents at end of the financial year</b>	21	50,625,062	56,642,605	443,677	313,093

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



## STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025  
(Continued)

### Reconciliation of liabilities arising from financing activities

	1 February RM	Cash flows RM	31 January RM
<b>Group</b>			
<b>2025</b>			
Amount due to holding company	10,246,149	42,562	10,288,711
Amounts due to related parties	1,009,807	110,590	1,120,397
Bankers' acceptances	3,482,000	3,126,000	6,608,000
Lease liability	9,596,736	(1,731,291)	7,865,445
Term loan	7,639,996	(1,910,004)	5,729,992
	31,974,688	(362,143)	31,612,545
<b>2024</b>			
Amount due to holding company	9,998,146	248,003	10,246,149
Amounts due to related parties	937,664	72,143	1,009,807
Bankers' acceptances	5,140,000	(1,658,000)	3,482,000
Lease liability	11,243,108	(1,646,372)	9,596,736
Term loan	9,550,000	(1,910,004)	7,639,996
	36,868,918	(4,894,230)	31,974,688
<b>Company</b>			
<b>2025</b>			
Amount due to a fellow subsidiary	1,697,521	504,294	2,201,815
Amount due to holding company	10,246,149	42,557	10,288,706
Amounts due to related parties	3,260	4,921	8,181
	11,946,930	551,772	12,498,702
<b>2024</b>			
Amount due to a fellow subsidiary	–	1,697,521	1,697,521
Amount due to holding company	9,998,146	248,003	10,246,149
Amounts due to related parties	3,235	25	3,260
	10,001,381	1,945,549	11,946,930

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



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 1. GENERAL INFORMATION

The Company is a public limited liability company that is incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The principal activities of the Company are investment holding and provision of administrative services to its subsidiaries. The principal activities of the subsidiaries are set out in Note 16 to the financial statements.

The registered office and principal place of business of the Company are located at No. 318, Teck Guan Regency, Jalan St. Patrick, Off Jalan Belunu, 91000, Tawau, Sabah, Malaysia.

The Directors regard HTG Holdings Sdn. Bhd., a private limited liability company incorporated and domiciled in Malaysia, as the holding company of the Company.

These financial statements were authorised for issue by the Directors in accordance with a resolution of the Board of Directors dated 9 May 2025.

## 2. BASIS OF PREPARATION

### (a) Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with the Malaysian Financial Reporting Standards ("MFRSs") issued by Malaysian Accounting Standards Board ("MASB"), International Financial Reporting Standards ("IFRSs") and the requirements of the Companies Act, 2016 in Malaysia.

### (b) Basis of measurement

The material accounting policies adopted by the Group and the Company are consistent with those adopted in previous financial year unless otherwise stated.

The financial statements of the Group and of the Company have been prepared under the historical cost convention, unless otherwise indicated in the material accounting policies.

### (c) Functional and presentation currency

The financial statements are prepared in Ringgit Malaysia (RM) which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

### (d) Adoption of new and revised MFRS

During the financial year, the Group and the Company have adopted the following amendments to standards issued by the MASB that are mandatory for current financial year:

- Amendments to MFRS 16 Leases: Lease Liability in a Sale and Leaseback
- Amendments to MFRS 101 Presentation of Financial Statements: Non-current Liabilities with Covenants
- Amendments to MFRS 107 Statement of Cash Flows and MFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements

The adoption of the amendments to standards did not have any significant impact on the financial statements of the Group and of the Company.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 2. BASIS OF PREPARATION (CONTINUED)

#### (e) Standards issued but not yet effective

Certain new accounting standards and interpretations have been issued but not yet effective for 31 January 2025 reporting periods and have not been early adopted by the Group and the Company. These standards are not expected to have a material impact on the financial statements of the Group and of the Company in the current or future reporting periods.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's and the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

#### (a) Judgements made in applying accounting policies

In the process of applying the Group's and the Company's accounting policies, management has made the following judgement, apart from those involving estimations, which could have a significant effect on the amounts recognised in the consolidated financial statements.

##### Operating segments

The segments disclosed in Note 35 to the financial statements have been determined by distinguishing the business activities from which the Group earns revenues and incurs expenses. The economic characteristics of the operating segments have been reviewed and operating segments have been grouped based on the reporting to the chief operating decision maker.

#### (b) 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) Depreciation of property, plant and equipment

The estimates for the residual values, useful lives and related depreciation charges for the property, plant and equipment are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions.

The Group and the Company anticipate that the residual values of their property, plant and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. The management estimates the useful lives of the property, plant and equipment to be within five (5) to fifty (50) years. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (b) Key sources of estimation uncertainty (Continued)

##### (ii) Income taxes

There are certain transactions and computations for which the ultimate tax determination may be different from the initial estimate. The Group and the Company recognise tax liabilities based on its understanding of the prevailing tax laws and estimates of whether such taxes will be due in the ordinary course of business. Where the final outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the period in which such determination is made.

##### (iii) Impairment of property, plant and equipment and right-of-use assets

The Group reviews the carrying amount of property, plant and equipment and right-of-use assets at each reporting date to assess whether there is any indication of impairment. If any such indication exists, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal ("FVLCD") and its value in use ("VIU").

##### (iv) Biological assets

The biological assets of the Group comprise of fresh fruit bunches (FFB) prior to harvest. To arrive at the fair value of FFB prior to harvest, the management considers the oil content of the unripe FFB. It is assumed that the net cash flow to be generated from FFB in excess of four (4) weeks prior to harvest to be negligible and are accordingly excluded from valuation. The fair value of FFB prior to harvest is computed based on market approach and takes into consideration the market price of harvested FFB, adjusted to the estimated oil content of unharvested FFB less harvesting, transport and other costs to sell.

##### (v) Deferred tax assets and liabilities

Deferred tax implications arising from the changes in corporate income tax rates are measured with reference to the estimated realisation and settlement of temporary differences in the future periods in which the tax rates are expected to apply, based on the tax rates enacted or substantively enacted at the reporting date. While management's estimates on the realisation and settlement of temporary differences are based on the available information at the reporting date, changes in business strategy, future operating performance and other factors could potentially impact on the actual timing and amount of temporary differences realised and settled. Any difference between the actual amount and the estimated amount would be recognised in the statement of profit or loss and other comprehensive income in the period in which actual realisation and settlement occurs.

Deferred tax assets are recognised for all deductible temporary differences, unutilised tax credits and unutilised tax losses to the extent that it is probable that taxable profit will be available against which these items can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amount of recognised and unrecognised deferred tax assets are disclosed in Note 17 to the financial statements.

Assumptions about generation of future taxable profits would depend on the achievability of projected profits and this requires judgement of the management. These assumptions and judgement are subject to risks and uncertainty, hence there is possibility that changes in circumstances will alter expectations, which may impact on the amount of deferred tax assets recognised.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

#### (b) Key sources of estimation uncertainty (Continued)

##### (vi) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

##### (vii) Leases

The measurement of the right-of-use asset and lease liability for leases where the Group is lessee requires the use of judgements and assumptions, such as lease term and incremental borrowing rate. In determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise an extension option. Extension options are only included in the lease term if the lease is reasonably certain to be extended. The incremental borrowing rate is the interest rate that the Group would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

### 4. MATERIAL ACCOUNTING POLICIES

Certain immaterial accounting policies have been voluntarily disclosed to ensure completeness in the financial statements of the Group.

#### (a) Basis of consolidation

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

##### (i) Subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investments includes transaction costs.

##### (ii) Business combinations

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 4. MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (b) Foreign currencies

#### Functional and presentation currencies

The Group's consolidated financial statements are presented in Ringgit Malaysia (RM), which is also the Company's functional currency. Each entity in the Group determines its own company's functional currency and items included in the financial statements of each entity are measured using that functional currency.

#### Foreign currency transactions

The principal closing rate used in translating the foreign currency amounts is as follows:

	2025 RM	2024 RM
United States Dollar ("USD")	4.42	4.73

### (c) Revenue recognition

Revenue from contracts with customers is measured at its transaction price, being the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, net of discounts. The transaction price is allocated to each distinct good or service promised in the contract. Depending on the terms of the contract, revenue is recognised when the performance obligation is satisfied, which may be a point in time or over time.

#### (i) Sale of goods

Revenue from sale of goods is recognised net of discount and taxes at the point in time when control of the goods has transferred to the customers. The transaction price is allocated to each performance obligation based on the standalone selling price of the goods. There is no element of financing present as the sale of goods are either on cash terms (immediate payment or advance payment not exceeding 30 days) or on credit terms of up to 60 days.

#### (ii) Freight income

The Group recognises revenue from freight services over time as the customer simultaneously receives and consumes the benefits provided by the Group. The output method is used to measure the stage of completion of the services.

#### (iii) Administrative fee

Administrative fee is recognised net of service taxes as and when the services are rendered.

#### (iv) Other income

Revenue from other sources are recognised as follows:

- (a) interest income is recognised on a time proportion basis that reflects the effective yield on the assets; and
- (b) rental income is accounted for on a straight-line basis over the lease terms.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 4. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (d) Employee benefits

##### (i) Short term benefits

Wages and salaries are usually accrued and paid on a monthly basis and are recognised as an expense, unless they relate to cost of producing inventories or other assets.

Paid absences (annual leave, maternity leave, paternity leave, sick leave, etc.) are accrued in each period if they are accumulating paid absences that can be carried forward, or in the case of non-accumulating paid absences, recognised as and when the absences occur.

Bonus payments are recognised when, and only when, the Group and the Company have a present legal or constructive obligation to make such payment as a result of past events and a reliable estimate of the obligation can be made.

##### (ii) Post-employment benefits (defined contribution plans)

The Group and the Company make statutory contributions to the approved provident funds and the contributions made are charged to profit or loss in the period to which they relate. When the contributions have been paid, the Group and the Company have no further payment obligations.

#### (e) Tax assets and liabilities

A current tax liability/(asset) is measured at the amount the entity expects to pay/(recover) using tax rates and laws that have been enacted or substantially enacted by the reporting date.

Deferred taxes are measured using tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred taxes reflects the tax consequences that would follow from the manner in which the Group and the Company expect, at the end of the reporting period, to recover or settle the carrying amount of its assets or liabilities.

#### (f) Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares ("EPS"). Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

#### (g) Property, plant and equipment

All items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Bearer plants of oil palms consists of accumulated plantation development costs incurred from land clearing to the point of maturity of the crop cultivated. Capitalisation of plantation development and other operating costs ceases upon commencement of commercial harvesting, which is approximately 3 years. When a bearer crop has reached the end of its useful life and is replanted, the carrying amount of the old bearer plants are derecognised, and the costs of the new bearer plants are treated as a replacement of the old bearer plants and capitalised.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 4. MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (g) Property, plant and equipment (Continued)

Capital work-in-progress is not depreciated as these assets are not available for use. Depreciation will commence on these assets when they are ready for their intended use.

Property, plant and equipment are depreciated on a straight-line basis to write off the cost of the property, plant and equipment over the term of their estimated useful lives. The principal annual rates of depreciation used are as follows:

Buildings	10 - 50 years
Bearer plants	25 years
Equipment, furniture and fixtures	10 years
Plant and machinery	5 - 20 years
Tractors and motor vehicles	5 years

### (h) Biological assets

Biological assets comprise the oil palm produce growing on bearer plants. 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.

Biological assets are classified as current assets as they are expected to be harvested and sold or used for production on a date not more than four (4) weeks after the reporting date.

### (i) Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average cost method.

### (j) Financial instruments

#### (i) Financial assets

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.

The Group and the Company only have financial assets measured at amortised cost (debt instruments).

#### Financial assets at amortised cost (debt instrument)

The Group's and the Company's financial assets at amortised cost include trade and other receivables and cash and bank balances.

#### (ii) Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

The Group and the Company only have financial liabilities measured at amortised cost.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 4. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (j) Financial instruments

##### (ii) Financial liabilities (Continued)

##### Financial liabilities measured at amortised cost

The Group's and the Company's financial liabilities measured at amortised cost include trade and other payables, loans and borrowings and lease liability.

#### (k) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, at banks, deposits with licensed banks with maturity not exceeding three (3) months and short-term, highly liquid investments which are readily convertible to cash with short periods to maturity and are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts, if any.

#### (l) Impairment

##### (i) Impairment of financial assets

The Group and the Company recognise an allowance for expected credit losses (ECLs) 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 effective interest rate. 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.

For trade receivables and contract assets, 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 recognises 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.

For debt instruments considered to have low credit risk, the Group and the Company apply the low credit risk simplification. At every reporting date, the Group and the Company evaluate whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group and the Company reassess the internal credit rating of the debt instrument.

In addition, the Group and the Company consider that there has been a significant increase in credit risk when contractual payments are more than one (1) year past due. It is the Group's and the Company's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

The Group and the Company consider a financial asset in default when contractual payments are one (1) year 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.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 4. MATERIAL ACCOUNTING POLICIES (CONTINUED)

### (l) Impairment (Continued)

#### (ii) Impairment of non-financial assets

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

### (m) Equity instruments

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Dividends on ordinary shares are recognised as an appropriation of retained profits upon declaration, and are only taken up as liabilities upon the necessary approval being obtained.

### (n) Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset.

All other borrowings costs are recognised in profit or loss in the period they are incurred. Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds.

### (o) Leases

#### Group as a lessee

##### Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. These assets are depreciated on a straight-line basis over the shorter of the lease term or the estimated useful lives of the assets, as follows:

Leasehold land	44 – 926 years
Buildings	10 years

##### Lease liabilities

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

### (p) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Chief Financial Officer ("CFO"), to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 4. MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### (q) Fair value measurement

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

### 5. REVENUE

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
<b>Revenue from contracts with customers</b>				
Administrative fees from subsidiaries	–	–	840,000	840,000
Dividend income	–	–	2,565,200	–
Freight income	9,537,271	10,205,282	–	–
Sale of:				
- cocoa products	32,776,332	22,459,520	–	–
- crude palm kernel oil	244,299,375	195,879,795	–	–
- dried cocoa beans	23,183	7,513	–	–
- palm kernel expeller	28,608,538	33,266,350	–	–
- palm oil related products	34,138,443	21,052,520	–	–
- plantation produce	12,428,291	11,338,372	–	–
	361,811,433	294,209,352	3,405,200	840,000
<b>Timing of revenue recognition</b>				
Point in time	352,274,162	284,004,070	–	–
Over time	9,537,271	10,205,282	3,405,200	840,000
	361,811,433	294,209,352	3,405,200	840,000

There are no unfulfilled performance obligations, whether satisfied or partially satisfied, that require revenue recognition in subsequent periods.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 6. OTHER OPERATING INCOME

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Fair value gain on biological assets (Note 18)	242,089	–	–	–
Gain on disposal of property, plant and equipment	76,863	21,000	–	–
Interest income				
– Amounts due from subsidiaries	–	–	927,110	832,265
– Banks	1,142,964	883,711	6,313	13,786
Miscellaneous income	565,199	116,794	–	–
Net fair value gain on realised derivatives	–	5,799	–	–
Realised gain on foreign exchange	–	1,231,428	–	–
Rental income	187,725	191,166	–	–
Reversal of impairment loss on investments in subsidiaries (Note 16)	–	–	9,641,273	2,897,775
Unrealised gain on foreign exchange	–	258,993	–	–
	2,214,840	2,708,891	10,574,696	3,743,826

## 7. OTHER EXPENSES

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Fair value loss on biological assets (Note 18)	–	125,099	–	–
Inventories written off	–	100,580	–	–
Loss on foreign exchange				
- realised	100,871	–	–	–
- unrealised	49,868	–	–	–
Net fair value loss on realised derivatives	24,842	–	–	–
Property, plant and equipment written off	3	1,231	–	–
	175,584	226,910	–	–



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 8. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Salaries, wages, bonuses, allowances and incentives	8,207,091	7,898,102	1,076,084	1,029,673
Contributions to defined contribution plan	542,145	560,587	104,408	98,310
Employment Insurance				
System contributions	5,716	5,924	497	475
Social Security contributions	84,802	79,225	6,731	6,388
	8,839,754	8,543,838	1,187,720	1,134,846

Included in employee benefits expense of the Group and of the Company are Executive Directors' remuneration amounting to RM1,032,381 (2024: RM1,012,357) and RM561,805 (2024: RM533,739) respectively as further disclosed in Note 9 to the financial statements.

### 9. DIRECTORS' REMUNERATION

The details of remuneration received and receivable by Directors of the Group and of the Company during the financial year are as follows:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Executive Directors' remuneration (Note 8)				
- Salaries and other emoluments	832,953	800,931	441,829	421,673
- Bonus	89,403	102,794	60,000	54,572
- Allowance	–	500	–	500
- Contributions to defined contribution plan	110,025	108,132	59,976	56,994
	1,032,381	1,012,357	561,805	533,739
Non-executive Directors' remuneration				
- Fee	54,000	54,000	54,000	54,000
	1,086,381	1,066,357	615,805	587,739

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 10. PROFIT FROM OPERATIONS

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Other than as disclosed in Notes 6 to 9, profit from operations is arrived at after charging:				
Auditors' remuneration				
- Statutory audit				
- Current year	143,000	143,000	73,000	73,000
- Under provision in prior year	–	18,500	–	4,800
Depreciation of property, plant and equipment (Note 14)	2,274,905	2,130,533	–	–
Depreciation of right-of-use assets (Note 15)	2,585,227	2,571,334	–	–
Rental of computer *	113,764	109,133	9,532	8,105
Rental expenses *	122,722	118,992	19,200	19,200

\* Expenses relating to short-term lease accounted for applying the recognition exception of MFRS 16 Leases. There are no material expense relating to low value assets.

## 11. FINANCE COSTS

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Interest expenses:				
- Amount due to holding company	521,326	509,632	521,326	509,632
- Amount due to a subsidiary	–	–	165,670	7,521
- Bankers' acceptances	286,245	217,947	–	–
- Lease liability	434,948	519,869	–	–
- Onshore foreign currency loan	55,454	56,785	–	–
- Term loan	309,477	381,985	–	–
	1,607,450	1,686,218	686,996	517,153

## 12. INCOME TAX EXPENSES

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Current income tax expense	4,038,699	2,664,331	180,235	7,739
Deferred taxation (Note 17)	(21,414)	738,711	–	–
	4,017,285	3,403,042	180,235	7,739
(Over)/Under provision in prior year				
- Current income tax expense	(65,551)	(71,488)	46,707	–
	(65,551)	(71,488)	46,707	–
	3,951,734	3,331,554	226,942	7,739



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 12. INCOME TAX EXPENSES (CONTINUED)

A reconciliation of income tax expense applicable to profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Profit before taxation	25,143,102	11,021,596	11,815,617	2,725,937
Taxation at Malaysian statutory tax rate of 24%	6,034,344	2,645,183	2,835,748	654,225
Non-deductible expenses	999,607	790,496	274,041	48,980
Non-taxable income	(264,197)	–	(2,929,554)	(695,466)
Effect of unrecognised temporary differences	(2,752,469)	(32,637)	–	–
	4,017,285	3,403,042	180,235	7,739
(Over)/Under provision in prior year				
- Current income tax expense	(65,551)	(71,488)	46,707	–
	(65,551)	(71,488)	46,707	–
	3,951,734	3,331,554	226,942	7,739

### 13. EARNINGS PER SHARE

#### (a) Basic

Basic earnings per share is calculated by dividing profit for the financial year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	2025	Group 2024
Profit net of tax attributable to owners of the Company (RM)	21,191,368	7,690,042
Weighted average number of ordinary shares in issue	40,096,902	40,096,902
Basic earnings per share (sen)	52.85	19.18

#### (b) Diluted

There is no dilution in the earnings per share of the current and previous financial year end as there are no dilutive potential ordinary shares outstanding at the end of the reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 14. PROPERTY, PLANT, AND EQUIPMENT

Group	Buildings RM	Bearer plants RM	Equipment, furniture and fixtures RM	Plant and machinery RM	Tractors and Motor vehicle RM	Work-in- progress RM	Total RM
<b>Cost</b>							
At 1 February 2023	14,865,948	13,994,152	2,298,321	47,071,510	2,967,330	197,240	81,394,501
Additions	568,331	804,631	120,424	611,750	447,215	—	2,552,351
Disposal	—	—	—	—	(279,600)	—	(279,600)
Written off	—	(509,946)	(10,338)	—	—	—	(520,284)
At 31 January 2024	15,434,279	14,288,837	2,408,407	47,683,260	3,134,945	197,240	83,146,968
Additions	36,122	1,188,273	30,000	19,529	30,092	64,495	1,368,511
Disposal	—	—	—	—	(366,752)	—	(366,752)
Written off	—	—	(8,500)	—	—	—	(8,500)
At 31 January 2025	15,470,401	15,477,110	2,429,907	47,702,789	2,798,285	261,735	84,140,227
<b>Accumulated depreciation</b>							
At 1 February 2023	9,198,678	5,523,445	1,714,643	42,700,089	2,666,429	—	61,803,284
Charge for the financial year (Note 10)	490,466	739,191	96,613	651,750	152,513	—	2,130,533
Disposal	—	—	—	—	(279,598)	—	(279,598)
Written off	—	(509,946)	(9,107)	—	—	—	(519,053)
At 31 January 2024	9,689,144	5,752,690	1,802,149	43,351,839	2,539,344	—	63,135,166
Charge for the financial year (Note 10)	517,168	831,747	99,323	683,820	142,847	—	2,274,905
Disposal	—	—	—	—	(266,832)	—	(266,832)
Written off	—	—	(8,497)	—	—	—	(8,497)
At 31 January 2025	10,206,312	6,584,437	1,892,975	44,035,659	2,415,359	—	65,134,742
<b>Net book value</b>							
At 31 January 2024	5,745,135	8,536,147	606,258	4,331,421	595,601	197,240	20,011,802
At 31 January 2025	5,264,089	8,892,673	536,932	3,667,130	382,926	261,735	19,005,485



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 14. PROPERTY, PLANT, AND EQUIPMENT (CONTINUED)

	Office equipment, furniture and fixture RM
<b>Company</b>	
<b>Cost</b>	
At 1 February 2023/31 January 2024/31 January 2025	16,258
<b>Accumulated depreciation</b>	
At 1 February 2023/31 January 2024/31 January 2025	16,252
<b>Net book value</b>	
At 31 January 2024	6
At 31 January 2025	6

### 15. RIGHT-OF-USE ASSETS

	Leasehold land RM	Building RM	Total RM
<b>Cost</b>			
At 1 February 2023	54,112,416	17,059,687	71,172,103
Additions	1,315,582	–	1,315,582
At 31 January 2024	55,427,998	17,059,687	72,487,685
Additions	175,630	–	175,630
At 31 January 2025	55,603,628	17,059,687	72,663,315
<b>Accumulated depreciation</b>			
At 1 February 2023	11,799,199	6,823,874	18,623,073
Charge for the financial year (Note 10)	865,365	1,705,969	2,571,334
At 31 January 2024	12,664,564	8,529,843	21,194,407
Charge for the financial year (Note 10)	879,258	1,705,969	2,585,227
At 31 January 2025	13,543,822	10,235,812	23,779,634
<b>Net book value</b>			
At 31 January 2024	42,763,434	8,529,844	51,293,278
At 31 January 2025	42,059,806	6,823,875	48,883,681



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 15. RIGHT-OF-USE ASSETS (CONTINUED)

The Group leases leasehold land and building of which the leasing activities are summarised below:

- (i) Leasehold land: The Group entered into non-cancellable lease agreements for 15 (2024: 15) parcels of leasehold land. The leases have lease terms of between 99 to 999 years with no renewal or purchase option.
- (ii) Building: Building comprises warehouse, kernel crushing plant, silo and tank for a period of ten (10) years with an option to renew.

The leasehold land with carrying amount of RM11,407,417 (2024: RM11,673,221) has been pledged to a licensed bank as security for banking facility granted to the Group as disclosed in Note 24 to the financial statements.

## 16. INVESTMENTS IN SUBSIDIARIES

	Company	
	2025 RM	2024 RM
Unquoted shares, at cost	37,563,852	37,563,852
Capital contribution	41,594,233	41,594,233
	79,158,085	79,158,085
Less: Accumulated impairment losses	(12,529,607)	(22,170,880)
<b>Net carrying amount</b>	<b>66,628,478</b>	<b>56,987,205</b>

Movement in accumulated impairment losses account:

	Company	
	2025 RM	2024 RM
At 1 February	22,170,880	25,068,655
Reversal during the financial year (Note 6)	(9,641,273)	(2,897,775)
At 31 January	12,529,607	22,170,880

Capital contribution represents amount capitalised on debt due from a subsidiary waived by the Company.

The Company recorded a reversal of impairment on investment in Majulah Koko Tawau Sdn. Bhd. of RM9,641,273 (2024: RM2,897,775) based on its recoverable amount, determined based on the subsidiary's net assets.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 16. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows:

Name of subsidiaries Held by the Company	Country of incorporation	Proportion of ownership interest		Principal activities
		2025 %	2024 %	
Cacao Paramount Sdn. Bhd.	Malaysia	100	100	Operation of palm kernel crushing plant, trading of palm oil related products and operation of oil palm plantations
Majulah Koko Tawau Sdn. Bhd.	Malaysia	100	100	Processing and sale of cocoa powder and other cocoa products and the export of trading produce
Tawau Cocoa Estate Sdn. Bhd.	Malaysia	100	100	Operation of oil palm and cocoa plantations

## 17. DEFERRED TAX ASSETS/(LIABILITIES)

	Group	
	2025 RM	2024 RM
At 1 February	(3,978,235)	(3,239,524)
Recognised in profit or loss (Note 12)	21,414	(738,711)
At 31 January	(3,956,821)	(3,978,235)

The components of deferred tax assets and liabilities as at the end of the financial year prior to offsetting are as follows:

	Group	
	2025 RM	2024 RM
<b>Deferred tax assets</b>		
Unutilised tax losses	285,935	285,935
<b>Deferred tax liabilities</b>		
Property, plant and equipment	(4,106,504)	(4,186,019)
Biological assets	(136,252)	(78,151)
	(4,242,756)	(4,264,170)
Deferred tax liabilities recognised	(3,956,821)	(3,978,235)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 17. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

Presented after appropriate offsetting as follows:

	2025 RM	Group 2024 RM
Deferred tax assets	95,935	95,935
Deferred tax liabilities	(4,052,756)	(4,074,170)
	(3,956,821)	(3,978,235)

No deferred tax asset has been recognised for the following item:

	2025 RM	Group 2024 RM
Unutilised tax losses	13,959,441	25,428,063
Tax rate	24%	24%
Deferred tax assets not recognised	3,350,266	6,102,735

Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits.

Year of expiry of unutilised tax losses is analysed as follows:

	2025 RM	Group 2024 RM
Expiry by 2028	13,237,662	25,083,316
Expiry by 2029	93,227	93,227
Expiry by 2033	251,520	251,520
Expiry by 2034	377,032	–
	13,959,441	25,428,063
Tax rate	24%	24%
Deferred tax assets not recognised	3,350,266	6,102,735

The unutilised tax losses is available to be carried forward up to the maximum of ten (10) years, subject to no substantial change in shareholdings of these subsidiaries under the Income Tax Act, 1967 and guidelines issued by the tax authority.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 18. BIOLOGICAL ASSETS

	Group	
	2025 RM	2024 RM
<b>At fair value</b>		
At 1 February	325,628	450,727
Movement during the financial year (Notes 6 and 7):		
Harvest	(325,628)	(450,727)
Fair value gain	567,717	325,628
Net fair value gain/(loss)	242,089	(125,099)
At 31 January	567,717	325,628

	2025 MT	2024 MT
<b>Physical quantities:</b>		
At 31 January	737	521
Production/Sold during the financial year	15,530	16,566

The biological assets of the Group comprise of oil palm fresh fruit bunches (“FFB”) prior to harvest. The valuation model to be adopted by the Group considers the present value of the net cash flows expected to be generated from the sale of FFB.

To arrive at the fair value of FFB prior to harvest, the management considered the oil content of the unripe FFB and derived the assumptions that the net cash flows to be generated from FFB in excess of four (4) weeks prior to harvest to be negligible, therefore quantity of unripe FFB on bearer plants of up to four (4) weeks prior to harvest was used for valuation purpose. The net present value of cash flows is then determined with reference to the market value of crude palm oil at the date of harvest, adjusted for costs to sell at the point of harvest. Costs to sell, which include harvesting and transport cost, are deducted in arriving at the net cash flows to be generated.

The relationship of the unobservable inputs to changes in fair value, with all other variables held constant is as follows:

	Fair value gain/(loss)			
	2025		2024	
	Increase by 10% RM	Decrease by 10% RM	Increase by 10% RM	Decrease by 10% RM

#### Unobservable inputs

FFB price	62,849	(62,849)	36,626	(36,626)
Production volume	56,772	(56,772)	32,563	(32,563)
Harvest and transportation costs	(6,077)	6,077	(4,063)	4,063

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 19. INVENTORIES

	2025 RM	Group 2024 RM
<b>Cost</b>		
Finished goods	38,079,005	16,325,291
Raw materials	2,357,519	4,860,585
Trading goods	21,071,072	7,835,315
Stores and supplies	1,296,904	1,438,038
	62,804,500	30,459,229

During the financial year, the amount of inventories recognised as an expense in cost of sales of the Group was RM282,080,206 (2024: RM240,451,821).

## 20. TRADE AND OTHER RECEIVABLES

	2025 RM	Group 2024 RM	Company 2025 RM	2024 RM
<b>Trade receivables</b>				
Related parties	2,108,473	1,388,862	–	–
Third parties	3,406,368	3,467,061	–	–
	5,514,841	4,855,923	–	–
Less: Allowance for expected credit losses	(557,976)	(1,647,836)	–	–
Trade receivable, net	4,956,865	3,208,087	–	–
<b>Other receivables</b>				
Other receivables				
- Related parties	185,779	110,946	–	–
- Third parties	1,151,850	106,737	–	–
Amounts due from subsidiaries	–	–	18,416,736	17,633,184
Deposits	697,340	699,739	1,050	1,050
Prepayments	300,516	111,207	18,333	18,333
	2,335,485	1,028,629	18,436,119	17,652,567
<b>Total trade and other receivables</b>	7,292,350	4,236,716	18,436,119	17,652,567

Trade receivables are non-interest bearing and are generally on 30 to 60 days (2024: 30 to 60 days) terms. Other credit terms are assessed and approved on a case-by-case basis. They are recognised at their original invoice amounts which represented their fair values on initial recognition.

Amounts due from subsidiaries are unsecured, bear interest at the rate of 5.04% (2024: ranging from 4.79% to 5.04%) per annum and are repayable on demand.

Amounts due from related parties are unsecured, interest free and repayable on demand.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 20. TRADE AND OTHER RECEIVABLES (CONTINUED)

During the financial year, the following losses/(gains) were recognised in profit or loss in relation to impaired financial assets:

	Trade receivables RM
<b>Group</b>	
At 1 February 2023	–
Charge for the financial year	1,647,836
At 31 January 2024	1,647,836
Reversal for the financial year	(1,089,860)
At 31 January 2025	557,976

Information about the Group's exposure to credit risks and expected credit losses for trade receivables is included in Note 32 to the financial statements.

### 21. CASH AND CASH EQUIVALENTS

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Cash in hand	5,300	5,600	–	–
Cash at banks	28,762,734	9,862,785	13,677	13,093
Deposits with licensed banks	21,857,028	46,800,401	430,000	300,000
<b>Cash and bank balances</b>	50,625,062	56,668,786	443,677	313,093
Less: Bank overdraft (Note 24)	–	(26,181)	–	–
<b>Cash and cash equivalents</b>	50,625,062	56,642,605	443,677	313,093

The deposits earn interests at the respective banks' deposit rates. They are made for varying periods of between two (2) days to seven (7) days (2024: one (1) day to seven (7) days) depending on the immediate cash requirements of the Group. The weighted average effective interest rate as at year end of the Group was 4.32% (2024: 3.52%) per annum.

### 22. SHARE CAPITAL

	No. of ordinary shares		Group/Company	
	2025	2024	2025 RM	2024 RM
<b>Issued and fully paid:</b>				
At 1 February/31 January	40,096,902	40,096,902	40,103,902	40,103,902

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 22. SHARE CAPITAL (CONTINUED)

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

## 23. RETAINED PROFITS

The Group's and the Company's policy is to treat all gains and losses that pass through the statements of profit or loss and other comprehensive income (i.e. non-owner transactions or events) as revenue reserves. Other than retained profits, all other revenue reserves are regarded as non-distributable in the form of cash dividends to shareholders.

## 24. LOANS AND BORROWINGS

	2025 RM	Group 2024 RM
<b>Non-current</b>		
Secured: Term loan	3,800,733	5,703,031
<b>Current</b>		
Secured: Bankers' acceptances	6,608,000	3,482,000
Bank overdraft (Note 21)	–	26,181
Term loan	1,929,259	1,936,965
	8,537,259	5,445,146
<b>Total loans and borrowings</b>		
Secured: Bankers' acceptances	6,608,000	3,482,000
Bank overdraft (Note 21)	–	26,181
Term loan	5,729,992	7,639,996
	12,337,992	11,148,177
<b>Maturity structure of loans and borrowings</b>		
Within one year	8,537,259	5,445,146
Between one to five years	1,909,667	1,909,667
More than five years	1,891,066	3,793,364
	12,337,992	11,148,177



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 24. LOANS AND BORROWINGS (CONTINUED)

The interest rate structures are as follows:

	Effective interest rate per annum	
	2025	2024
Bankers' acceptances	3.64%	3.69%
Bank overdraft	Nil%	7.29%
Term loan	4.69%	4.69%

The loans and borrowings are secured by the followings:

- (i) Corporate guarantee given by the Company; and
- (ii) Legal charge over leasehold land as disclosed in Note 15 to the financial statements.

### 25. LEASE LIABILITY

	2025 RM	Group 2024 RM
Current	1,820,594	1,731,292
Non-current	6,044,851	7,865,444
	7,865,445	9,596,736

#### Maturity structure of lease liability:

Within one year	1,820,594	1,731,292
Between two to five years	6,044,851	7,865,444
	7,865,445	9,596,736

The Group has lease contract of building used in its operations as disclosed in Note 15 to the financial statements. Lease of building has lease term of 10 years. The discount rate implicit in the lease is 5.04% (2024: 5.04%) per annum.

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised in the statement of financial position:

Right-of-use asset	No. of right-of-use assets leased	Range of remaining term	Average remaining lease term	No. of leases with extension options	No. of leases with variable payment	No. of leases with termination option
Building	1	4 years	4 years	1	–	–

There were no leases with residual value guarantee or leases which have yet to commence of which the Group and the Company have committed.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 26. TRADE AND OTHER PAYABLES

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
<b>Trade payables</b>				
Related parties	9,879,522	7,103,238	–	–
Third parties	8,513,003	4,668,541	–	–
	18,392,525	11,771,779	–	–
<b>Other payables</b>				
Other payables				
- Related parties	1,120,397	1,009,807	8,181	3,260
- Third parties	530,831	878,699	–	–
Amount due to a subsidiary	–	–	2,201,815	1,697,521
Amount due to holding company	10,288,711	10,246,149	10,288,706	10,246,149
Accruals	1,490,530	1,492,369	216,722	192,825
Deposits received	600	600	–	–
	13,431,069	13,627,624	12,715,424	12,139,755
<b>Total trade and other payables</b>	31,823,594	25,399,403	12,715,424	12,139,755

The normal trade credit terms granted to the Group are 30 to 60 (2024: 30 to 60) days.

Amounts due to a subsidiary and holding company are unsecured, bear interest at the rate of 5.04% (2024: ranging from 4.79% to 5.04%) per annum and are repayable on demand.

Amounts due to related parties are unsecured, interest free and repayable on demand.

## 27. DERIVATIVES LIABILITIES

	Contract/Notional amount		Group	
	2025 RM	2024 RM	2025 RM	2024 RM
Forward currency contracts	2,220,000	–	24,842	–

Forward currency contracts are used to manage the Group's sales denominated in United States Dollar (USD) for which firm commitments existed at reporting date. These contracts are not designated as cash flow or fair value hedges.

Forward currency contracts are valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing model, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 28. DIVIDEND

	Group/Company	
	2025 RM	2024 RM
<b>Recognised during the financial year</b>		
Dividend on ordinary shares:		
First and final single-tier dividend of 4.0 sen (2024: 5.0 sen) per ordinary share	1,603,876	2,004,845

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS

#### (a) Identities of related parties

Parties are considered to be related to the Group and to the Company if the Group and the Company have the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control or common significant influence. Related parties could be individuals or other entities.

#### (b) Related parties' transactions

The aggregate value of transactions of the related parties of the Group and of the Company were as follows:

Name of related parties	Type of transactions	Transaction value	
		2025 RM	2024 RM
Group			
Entities under common control:			
Andum Sdn. Bhd.	Purchase of labour and materials	79,586	41,861
Atlantica Sdn. Bhd.	Purchase of palm kernel	18,828,851	16,774,609
	Rental income	(12,000)	(12,000)
	Sale of fresh fruit bunches	–	(3,989)
Branko Sdn. Bhd.	Hiring and transport expenses	7,431	–
	Purchase of labour and materials	287,985	375,305
Brantian Palm Oil Sdn. Bhd.	Miscellaneous income	(15,315)	(18,304)
	Purchase of goods	–	10
	Purchase of palm kernel	12,208,180	11,058,229
	Rental income	(12,000)	(12,000)
	Sale of store and supplies	(3,480)	(2,048)
Cahaya Setia Resources Sdn. Bhd.	Purchase of goods	19,866	35,550

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

### (b) Related parties' transactions (Continued)

The aggregate value of transactions of the related parties of the Group and of the Company were as follows (Continued):

Name of related parties	Type of transactions	Transaction value	
		2025 RM	2024 RM
Group			
Entities under common control: (Continued)			
Evergreen Intermerge Sdn. Bhd.	Miscellaneous income	(2,843)	–
	Purchase of fertilisers	936,683	892,626
	Utilities expenses	810,000	91,147
Fidelity Nova Sdn. Bhd.	Purchase of fuel and oil	37,792	80,228
Happy Valley Sdn. Bhd.	Purchase of goods	–	79
Hoko Sdn. Bhd.	Miscellaneous expenses	5,028	3,604
	Rental expenses	113,764	109,133
Hotel Emas Sdn. Bhd.	Purchase of goods	28,464	23,152
	Sale of fruits	(1,467)	(2,738)
Jolly Land Sdn. Bhd.	Rental expenses	44,400	44,400
	Utilities expenses	46,920	46,920
Konsep Muktamad Sdn. Bhd.	Purchase of palm acid oils	718,840	–
	Purchase of palm kernel	13,539,044	10,851,049
	Rental income	(101,400)	(101,400)
	Sale of fresh fruit bunches	(3,039,604)	(2,767,892)
	Utilities expenses	36,295	73,705
Ladang Subur Sdn. Bhd.	Hiring and transport income	(86)	(4,420)
	Labour and store supplies income	(21,710)	(42,363)
Prosperous Sebatik Sdn. Bhd.	Plantation administrative fees	36,000	36,000
	Purchase of fertilisers	165,402	179,367
	Purchase of palm kernel	8,470,917	10,687,247
	Purchase of palm acid oils	–	4,440,835
	Rental income	(82,797)	(41,975)
	Sale of fresh fruit bunches	(662,233)	(765,169)
Semporna Estate Sdn. Bhd.	Miscellaneous income	(562)	(3,717)
	Purchase of goods	98	–
	Rental income	–	(2,500)



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

#### (b) Related parties' transactions (Continued)

The aggregate value of transactions of the related parties of the Group and of the Company were as follows (Continued):

Name of related parties	Type of transactions	Transaction value	
		2025 RM	2024 RM
Group			
Entities under common control: (Continued)			
Stellar Domain Sdn. Bhd.	Labour and store supplies income	(402,154)	–
	Rental income	(14,400)	(8,400)
	Sale of cocoa powder	(2,710)	(804)
	Sale of fruits	(3,351)	–
Stellar Energy Sdn. Bhd.	Hiring and transport income	(163)	(1,980)
	Labour and store supplies income	(206,960)	(366,429)
	Purchase of labour and materials	22,792	24,115
	Purchase of fresh fruit bunches	–	15,431
	Purchase of wet cocoa beans	2,803	1,925
Sudutjasa Sdn. Bhd.	Sale of palm kernel expeller	(138,090)	(389,317)
	Labour and store supplies income	(133,568)	(121,949)
	Purchase of labour and materials	33,685	–
Sungai Burung Industries. Sdn Bhd.	Rental income	(12,000)	(12,000)
	Purchase of goods	228	326
	Purchase of palm acid oils	758,120	–
	Purchase of palm kernel	23,466,734	17,300,953
	Sale of fresh fruit bunches	(5,843,308)	(5,726,247)
Syarikat Padi Sawa Sdn. Bhd.	Purchase of fuels and oils	34,357	30,160
	Maintenance expenses	261	594
Teck Guan (China) Ltd.	Sale of crude palm kernel oil	(253,386,631)	(204,404,159)
	Sale of palm oil related products	(12,514,457)	–
Teck Guan Development Sabah Sdn. Bhd.	Labour and store supplies income	(640)	(2,890)
	Miscellaneous income	7	–
Teck Guan Fertilizers Sdn. Bhd.	Purchase of fertilisers	589,830	399,413
	Sale of palm kernel expeller	(237,246)	–
Teck Guan Holdings Sdn. Bhd.	Insurance expenses	–	966
	Purchase of labour and materials	5,171	4,190

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

### (b) Related parties' transactions (Continued)

The aggregate value of transactions of the related parties of the Group and of the Company were as follows (Continued):

Name of related parties	Type of transactions	Transaction value	
		2025 RM	2024 RM
Group			
Entities under common control: (Continued)			
Teck Guan Industries Sdn. Bhd.	Miscellaneous income	(6,390)	(2,387)
	Purchase of fertilisers	16,275	26,906
	Lease payments	2,166,240	2,166,240
	Welding works, hiring of vehicles and general repairs	11,418	–
Teck Guan Plantations Sdn. Bhd	Purchase of labour and materials	184,472	488,594
	Purchase of palm kernel	17,796,464	14,271,848
	Sale of fresh fruit bunches	(1,201,331)	(458,227)
	Miscellaneous expenses	2,983	5,415
	Hiring and transport expenses	33,997	23,116
Teck Guan Sdn. Bhd.	Insurance expenses	276,773	240,519
	Purchase of goods	357,275	395,133
	Rental income	(18,000)	(18,000)
Teck Guan Steel Sdn. Bhd.	Purchase of goods	461	–
Teck Guan Trading Sdn. Bhd.	Hiring and transport expenses	39,188	48,211
	Miscellaneous income	(469)	(1,531)
	Purchase of fertilisers	237,680	363,908
	Purchase of labour and materials	–	121,210
	Sale of cocoa beans	(457)	–
	Sale of cocoa powder	(1,217,861)	(462,580)
	Sale of cocoa products	(3,010,933)	(2,701,104)
TG.Com Sdn. Bhd.	Insurance expenses	53,182	5,177
Tri-Grow Sdn. Bhd.	Sale of fresh fruit bunches	(218,244)	–
Utas Sutera Sdn. Bhd.	Insurance expenses	35,541	98,454
	Sale of fresh fruit bunches	(134,305)	(122,276)
Wawasan Megaprima Sdn. Bhd.	Sale of palm kernel expeller	–	(23,200)
Wise Mission Sdn. Bhd.	Hiring and transport expenses	20,608	29,857
Holding company:			
HTG Holdings Sdn. Bhd.	Interest expenses	521,326	509,632



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

#### (b) Related parties' transactions (Continued)

The aggregate value of transactions of the related parties of the Group and of the Company were as follows (Continued):

Name of related parties	Type of transactions	Transaction value	
		2025 RM	2024 RM
Company			
Subsidiaries:			
Cacao Paramount Sdn. Bhd.	Administrative fees	(420,000)	(420,000)
	Dividend income	(2,565,200)	–
	Interest expenses	101,315	–
Majulah Koko Tawau Sdn. Bhd.	Administrative fees	(120,000)	(120,000)
	Interest income	(11,393)	–
	Interest expenses	64,355	7,521
Tawau Cocoa Estate Sdn. Bhd.	Administrative fees	(300,000)	(300,000)
	Interest income	(915,716)	(832,265)
Holding company:			
HTG Holdings Sdn. Bhd.	Interest expenses	521,326	509,632
Entities under common control:			
Hoko Sdn. Bhd.	Miscellaneous expenses	353	313
	Rental expenses	9,531	8,105
Hotel Emas Sdn. Bhd.	Purchase of goods	2,475	2,174
Jolly Land Sdn. Bhd.	Utilities expenses	11,640	11,640
	Rental expenses	19,200	19,200
Teck Guan Holdings Sdn. Bhd.	Insurance expenses	60	60
Teck Guan Sdn. Bhd.	Purchase of goods	750	–
Teck Guan Trading Sdn. Bhd.	Purchase of goods	70	–
Utas Sutera Sdn. Bhd.	Insurance expenses	423	423

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONTINUED)

### (b) Related parties' transactions (Continued)

Related companies are companies within the HTG Holdings Sdn. Bhd. group.

- (i) Interest income and interest expenses arose from amounts due from/(to) subsidiaries and amount due to holding company.
- (ii) Sale of products and rendering of services to related companies were made according to the published prices and conditions offered to the major customers of the Group, except that a longer credit period is normally granted.
- (iii) Purchase of products and services from related companies were made according to the published prices and conditions offered by these related companies to their major customers, except that a longer credit period is normally granted.
- (iv) Administrative fees received were according to the monthly rate agreed between both parties for the services rendered.

Information regarding outstanding balance arising from related party transactions as at 31 January 2025 are disclosed in Notes 20 and 26 to the financial statements.

### (c) Compensation of key management personnel

The remuneration of Directors and other member of key management personnel during the financial year was as follows: -

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Short-term employee benefits	1,121,549	1,103,268	701,022	675,788
Contributions to defined contribution plan	115,833	113,940	65,784	62,802
	1,237,382	1,217,208	766,806	738,590
Included in the key management personnel are:				
Directors' remuneration (Note 9)	1,086,381	1,066,357	615,805	587,739
Key management personnel's remuneration	151,001	150,851	151,001	150,851
	1,237,382	1,217,208	766,806	738,590

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly, including any Director of the Group and of the Company.

The terms and conditions and prices of the above transactions are mutually agreed between the parties.



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 30. FINANCIAL GUARANTEES

The fair value of financial guarantees provided by the Company to the banks to secure banking facilities granted to subsidiaries as disclosed in Note 24 to the financial statements with nominal amount of RM250,350,000 (2024: RM250,350,000) are negligible as the probability of the financial guarantees being called is remote as those subsidiaries will be able to meet their short-term loans and borrowings obligations as and when they are due.

## 31. CAPITAL COMMITMENT

	2025 RM	Group 2024 RM
Approved and contracted for:		
- Property, plant and equipment	737,654	811,124

## 32. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

	2025 RM	Group 2024 RM	Company 2025 RM	2024 RM
<b>Financial assets</b>				
<u>Measured at amortised cost</u>				
Trade and other receivables	6,294,494	3,425,770	18,416,736	17,633,184
Cash and bank balances	50,625,062	56,668,786	443,677	313,093
	56,919,556	60,094,556	18,860,413	17,946,277
<b>Financial liabilities</b>				
<u>Measured at amortised cost</u>				
Trade and other payables	31,823,594	25,399,403	12,715,424	12,139,755
Loans and borrowings	12,337,992	11,148,177	—	—
Lease liability	7,865,445	9,596,736	—	—
	52,027,031	46,144,316	12,715,424	12,139,755



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 32. FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Categories of financial instruments (Continued)

A reconciliation of trade and other receivables financial assets to the amounts reflected in the statements of financial position is as follows:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
<b>Trade and other receivables</b>				
As reflected in the statements of financial position (Note 20)	7,292,350	4,236,716	18,436,119	17,652,567
Less: Deposits	(697,340)	(699,739)	(1,050)	(1,050)
Prepayments	(300,516)	(111,207)	(18,333)	(18,333)
	6,294,494	3,425,770	18,416,736	17,633,184

### (b) Financial risk management

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk and foreign currency risk.

The Board of Directors reviews and agrees on policies and procedures for the management of these risks, which are executed by Chief Financial Officer. The audit committee provides independent oversight to the effectiveness of the risk management process.

It is, and has been throughout the current and previous financial years, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

#### (i) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and bank balances), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties.

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 32. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management (Continued)

##### (i) Credit risk (Continued)

As 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; and
- a nominal amount of RM250,350,000 (2024: RM250,350,000) relating to corporate guarantees provided by the Company to the banks to secure banking facilities granted to its subsidiaries.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 120 days when they fall due, which are derived based on the Group's historical information.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Actual or expected change in external or internal credit rating;
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- Actual or expected significant changes in the operating results of the borrower;
- Significant increases in credit risk on other financial instruments of the same borrower; and
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 90 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower;
- A breach of contract, such as a default or past due event;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- There is a disappearance of an active market for that financial asset because of financial difficulty.

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 180 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

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# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 32. FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Financial risk management (Continued)

#### (i) Credit risk (Continued)

##### (a) Trade receivables

As there are only a few customers, the Group assessed the risk of loss of each customer individually based on their financial information, past trend of payments and external credit ratings, where applicable. These customers have low risk of default.

The ageing analysis of the Group's trade receivables as at the reporting date is as follows:

	Gross amount RM	Expected credit losses RM	Carrying value RM
<b>2025</b>			
Not past due	4,549,530	–	4,549,530
Past due:			
- less than 30 days	401,805	–	401,805
- between 31 to 60 days	5,530	–	5,530
- between 61 to 90 days	–	–	–
- more than 90 days	557,976	(557,976)	–
	965,311	(557,976)	407,335
	5,514,841	(557,976)	4,956,865
<b>2024</b>			
Not past due	2,969,170	–	2,969,170
Past due:			
- less than 30 days	235,544	–	235,544
- between 31 to 60 days	–	–	–
- between 61 to 90 days	–	–	–
- more than 90 days	1,651,209	(1,647,836)	3,373
	1,886,753	(1,647,836)	238,917
	4,855,923	(1,647,836)	3,208,087

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

The Group has trade receivables amounting to RM407,335 (2024: RM238,917) that are past due at the reporting date but not impaired. These receivables are unsecured in nature.



NOTES TO THE  
**FINANCIAL STATEMENTS**  
FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

**32. FINANCIAL INSTRUMENTS (CONTINUED)**

**(b) Financial risk management (Continued)**

**(i) Credit risk (Continued)**

**(b) Other receivables**

For other receivables, a lifetime expected credit losses are assessed for those counterparties that show significant increase in credit risk as at the end of the reporting period, and impairment made based on objective evidence of impairment.

**(c) Amounts due from subsidiaries**

Generally, the Company considers the amounts due from subsidiaries have low credit risk. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries outstanding balances when they are payable, the Company considers the amounts due from subsidiaries to be in default when the subsidiaries are not able to pay when demanded.

The Company considers the amount due from subsidiary to be credit impaired when:

- The subsidiary is unlikely to repay its outstanding balances to the Company in full; or
- The subsidiary is continuously loss making and is having a deficit shareholders' fund.

**(d) Cash and cash equivalents**

The cash and cash equivalents are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. Consequently, the Group and the Company are of the view that loss allowance is not material and hence, it is not provided for.

**(e) Financial guarantees**

At the reporting date, the Company's maximum exposure to credit risk is represented by the nominal amount of RM250,350,000 (2024: RM250,350,000) relating to corporate guarantees provided by the Company to banks for banking facilities granted to its subsidiaries. The Company monitors the ability of the subsidiaries to service their loans on an individual basis. The Company determines the probability of default of the guaranteed loans individually using internal information available.

As at the end of the reporting period, there is no indication that the subsidiaries would default on repayment, and accordingly no expected credit losses were recognised.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 32. FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Financial risk management (Continued)

#### (i) Credit risk (Continued)

##### Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the reporting date is as follows:

	2025		2024	
	RM	% of total	RM	% of total
<b>Group/Company</b>				
<b>By country:</b>				
Germany	–	–	3,403	–
Malaysia	2,203,503	44	1,571,942	49
Pakistan	2,753,362	56	1,632,742	51
	4,956,865	100	3,208,087	100

As at reporting date, the Group has significant concentration of credit risk in the form of outstanding balance due from 2 (2024: 2) overseas customers representing 51% (2024: 51%) of the total trade receivables.

#### (ii) Liquidity risk

Liquidity risk is the risk that the Group and 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.

As part of its overall liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities at a reasonable level to its overall debt position. As far as possible, the Group raises committed funding from financial institutions and balances its portfolio with some short term funding so as to achieve overall cost effectiveness.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 32. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management (Continued)

##### (ii) Liquidity risk (Continued)

The following table sets out the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period):

	Contractual interest rate %	Carrying amount RM	Contractual undiscounted cashflows RM	Within one (1) year RM	One (1) to five (5) years RM	Over five (5) years RM
<b>Group</b>						
<b>2025</b>						
<b>Financial liabilities</b>						
Trade and other payables	–	31,823,594	31,823,594	31,823,594	–	–
Loans and borrowings	3.64 – 4.69	12,337,992	12,750,125	8,764,508	2,046,899	1,938,718
Lease liability	5.04	7,865,445	8,664,960	2,166,240	6,498,720	–
		52,027,031	53,238,679	42,754,342	8,545,619	1,938,718
<b>2024</b>						
<b>Financial liabilities</b>						
Trade and other payables	–	25,399,403	25,399,403	25,399,403	–	–
Loans and borrowings	3.69 – 7.29	11,148,177	11,875,478	5,761,790	2,136,132	3,977,556
Lease liability	5.04	9,596,736	10,831,200	2,166,240	8,664,960	–
		46,144,316	48,106,081	33,327,433	10,801,092	3,977,556

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 32. FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Financial risk management (Continued)

#### (ii) Liquidity risk (Continued)

The following table sets out the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period) (Continued):

	Contractual interest rate %	Carrying amount RM	Contractual undiscounted cashflows RM	Within one (1) year RM	One (1) to five (5) years RM	Over five (5) years RM
<b>Company</b>						
<b>2025</b>						
<b>Financial liabilities</b>						
Trade and other payables	–	12,715,424	12,715,424	12,715,424	–	–
Financial guarantees*		250,350,000	250,350,000	250,350,000	–	–
		263,065,424	263,065,424	263,065,424	–	–
<b>2024</b>						
<b>Financial liabilities</b>						
Trade and other payables	–	12,139,755	12,139,755	12,139,755	–	–
Financial guarantees*		250,350,000	250,350,000	250,350,000	–	–
		262,489,755	262,489,755	262,489,755	–	–

\* The maximum amount of the issued financial guarantee contracts is allocated to the earliest period in which the guarantees could be called.

#### (iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's and the Company's exposure to interest rate risk arises mainly from their loans and borrowings and loans at fixed rate from subsidiaries and holding company. Most of the Group's and the Company's loans and borrowings are charged a fixed interest rate plus the financial institutions' cost of fund per annum. The fixed interest rate is reviewed annually. Whilst, the cost of fund used by the financial institutions vary according to the rates set by the respective financial institutions. Meanwhile, interest rate charged on lease liability is fixed at the inception of the lease arrangement. The investments in financial assets are mainly short term in nature and have been mostly placed in fixed deposits.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 32. FINANCIAL INSTRUMENTS (CONTINUED)

#### (b) Financial risk management (Continued)

##### (iii) Interest rate risk (Continued)

The Group's policy is to manage interest cost using a mix of fixed and floating rate debts.

The following table details the sensitivity analysis to a reasonably possible change in the interest rates as at the end of the reporting period, with all other variables held constant:

Effects on profit after taxation	Group (Decrease)/Increase		Company (Decrease)/Increase	
	2025 RM	2024 RM	2025 RM	2024 RM
Increase of 60 bp (2024: 60 bp)	(100,368)	(107,459)	(55,710)	(50,027)
Decrease of 60 bp (2024: 60 bp)	100,368	107,459	55,710	50,027

##### (iv) 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 change in foreign exchange rate.

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than in RM. The foreign currency in which the transactions are denominated are mainly US Dollars ("USD").

Approximately 94% (2024: 94%) of the Group's sales are denominated in foreign currencies and 83% (2024: 88%) of cost of sales are denominated in RM. 56% (2024: 51%) of the Group's trade receivables as at reporting date are denominated in foreign currencies.

The Group also holds cash and cash equivalents denominated in foreign currencies for working capital purposes. At the reporting date, such foreign currency balances (mainly in USD) amounted to RM19,660,087 (2024: RM3,369,728).

The Group uses forward currency contracts to eliminate the currency exposures on transactions for which payment is anticipated more than one month after the Group has entered into a firm commitment for a sale or purchase. It is the Group's policy not to enter into forward contracts until a firm commitment is in place. These contracts are not designated as cash flow or fair value hedges. Most of the financial exchange contracts have maturities of less than one (1) year after the end of the reporting period.

The following table demonstrates the sensitivity of the Group's profit after tax to a reasonably possible change in the USD exchange rate against the functional currency of the Group, with all other variables held constant:

Effects on profit after taxation	Group (Decrease)/Increase	
	2025 RM	2024 RM
USD/RM		
- strengthened 5% (2024: 5%)	842,229	190,057
- weakened 5% (2024: 5%)	(842,229)	(190,057)



# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 33. FAIR VALUE INFORMATION

The financial assets and financial liabilities maturing within the next twelve (12) months approximated their fair values due to the relatively short-term maturity of the financial instruments.

The carrying amount of the variable rate term loan approximated its fair value as the loan will be re-priced to market interest rate on or near reporting date.

As at the reporting date, the Group held the following at fair value in the statement of financial position:

	Note	Carrying amount RM	Level 1 RM	Level 2 RM	Level RM
<b>2025</b>					
<b>Asset/(Liability) measured at fair value</b>					
Biological assets	18	567,717	–	–	567,717
Derivative liabilities	27	(24,842)	–	(24,842)	–
		542,875	–	(24,842)	567,717

## 2024

### Asset measured at fair value

Biological assets	18	325,628	–	–	325,628
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There have been no transfers between the levels during the current and previous financial years.

### Financial guarantees

The fair value of financial guarantees is determined based on probability weighted discounted cash flow method. The probability has been estimated and assigned using the following key assumptions:

- The likelihood of the guaranteed party defaulting within the guaranteed period;
- The exposure on the portion that is not expected to be recovered due to the guaranteed party's default; and
- The estimated loss exposure if the guaranteed party were to default.

The financial guarantees have not been recognised in the financial statements of the Company as the requirements to reimburse are remote and the Company does not expect to incur material losses under these corporate guarantees. As at 31 January 2025, there was no indication that the subsidiaries would default on payments.

## 34. CAPITAL MANAGEMENT

The primary objective of the Group's and of the Company's capital management is to ensure that they maintain a strong credit rating and healthy capital ratios in order to support their businesses and maximise shareholders' value.



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 34. CAPITAL MANAGEMENT (CONTINUED)

The Group and the Company manage their capital structure, and make adjustment to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group and the Company may adjust dividend payment to shareholders, return capital to shareholders or issue new shares. The Group's strategies were unchanged from the previous financial year.

The Group and the Company monitor capital using gearing ratio. The gearing ratio is calculated as net debt divided by total equity. Net debt is calculated as borrowings plus payables less cash and bank balances.

The gearing ratio of the Group and of the Company as at the end of the reporting period was as follows:

	Group		Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Loans and borrowings	12,337,992	11,148,177	–	–
Lease liability	7,865,445	9,596,736	–	–
Trade and other payables	31,823,594	25,399,403	12,715,424	12,139,755
Less: Cash and bank balances	(50,625,062)	(56,668,786)	(443,677)	(313,093)
Net debt	1,401,969	(10,524,470)	12,271,747	11,826,662
Total equity	132,407,624	112,820,132	72,993,160	63,006,768
<b>Gearing ratio</b>	1%	–	17%	19%

The Group maintains a gearing ratio that complies with the applicable debt covenant as at the reporting date. The Group is not subject to any other externally imposed capital requirements.

### 35. SEGMENT INFORMATION

#### (i) Operating segment

For management purposes, the Group is organised into business units based on its products and services, and has three (3) reportable operating segments as follows:

- (i) Cocoa products segment – manufacturing and sale of cocoa products and trading and sale of dried cocoa beans;
- (ii) Oil palm products segment – Operation of oil palm plantations, operation of kernel crushing plant; and
- (iii) Corporate segment – Group-level corporate service and treasury functions.

Except as indicated above, no other operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which, in certain respects as explained in the table below, is measured differently from operating profit or loss in the consolidated statement of profit or loss and other comprehensive income. Group financing (including finance costs) and income taxes are managed on a group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

During the financial year ended 31 January 2025, revenue derived from sale of crude palm kernel oil to Teck Guan (China) Ltd. amounted to RM253,386,631 (2024: RM204,404,159) representing 70% (2024: 69%) of total revenue of the Group.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 35. SEGMENT INFORMATION (CONTINUED)

### (i) Operating segment (Continued)

	Cocoa products		Oil palm products		Corporate		Adjustments and eliminations		Note	Per consolidated financial statements	
	2025 RM	2024 RM	2025 RM	2024 RM	2025 RM	2024 RM	2025 RM	2024 RM		2025 RM	2024 RM
<b>Revenue:</b>											
External customers	33,249,530	23,462,056	328,561,903	270,747,296	-	-	-	-		361,811,433	294,209,352
Inter-segment	472	1,257	-	-	840,000	840,000	(840,472)	(841,257)	(a)	-	-
<b>Total revenue</b>	<b>33,250,002</b>	<b>23,463,313</b>	<b>328,561,903</b>	<b>270,747,296</b>	<b>840,000</b>	<b>840,000</b>	<b>(840,472)</b>	<b>(841,257)</b>	<b>(b)</b>	<b>361,811,433</b>	<b>294,209,352</b>
<b>Results:</b>											
Interest income	221,217	135,095	1,081,104	742,351	933,422	846,051	(1,092,779)	(839,786)		1,142,964	883,711
Finance costs	(11,393)	-	(2,001,840)	(2,008,851)	(686,996)	(517,153)	1,092,779	839,786		(1,607,450)	(1,686,218)
Depreciation of property, plant and equipment	110,354	73,115	2,164,551	2,057,418	-	-	-	-		2,274,905	2,130,533
Depreciation of right-of-use assets	1,127	1,127	2,584,100	2,570,207	-	-	-	-		2,585,227	2,571,334
(Reversal)/Allowance for expected credit losses	-	-	(1,089,860)	1,647,836	-	-	-	-		(1,089,860)	1,647,836
Segment profit/(loss)	9,945,224	2,695,978	13,023,535	8,497,456	2,174,343	(171,838)	-	-		25,143,102	11,021,596
<b>Assets:</b>											
Additions to non-current assets	24,906	764,407	1,519,235	3,103,526	-	-	-	-	(c)	1,544,141	3,867,933
Segment assets	32,234,083	22,635,807	159,042,543	142,038,270	76,060,660	75,146,523	(77,603,842)	(76,353,230)	(d)	189,733,444	163,467,370
<b>Liabilities:</b>											
Segment liabilities	322,587	736,043	64,928,472	57,116,505	12,715,424	12,139,755	(20,640,663)	(19,345,065)	(e)	57,325,820	50,647,238



## NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

### 35. SEGMENT INFORMATION (CONTINUED)

#### (i) Operating segment (Continued)

(a) Inter-segment revenue are eliminated on consolidation.

(b) Timing of revenue recognition:

	2025		2024	
	Cocoa products RM	Oil palm products RM	Cocoa products RM	Oil palm products RM
At a point in time	32,799,515	319,474,647	22,467,033	261,537,037
Over time	450,015	9,087,256	995,023	9,210,259
	33,249,530	328,561,903	23,462,056	270,747,296

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

	2025 RM	2024 RM
Property, plant and equipment	1,368,511	2,552,351
Right-of-use assets	175,630	1,315,582
	1,544,141	3,867,933

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

	2025 RM	2024 RM
Deferred tax assets	95,935	95,935
Tax recoverable	458,714	375,996
	554,649	471,931

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

	2025 RM	2024 RM
Deferred tax liabilities	4,052,756	4,074,170
Taxation	1,221,191	428,752
	5,273,947	4,502,922

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 JANUARY 2025

## 35. SEGMENT INFORMATION (CONTINUED)

### (ii) Geographical information

Revenue information based on the geographical location of customers are as follows:

	Revenue	
	2025 RM	2024 RM
China	276,360,035	239,652,989
Hong Kong	279,045	144,518
India	966,167	203,076
Iran	–	520,857
Iraq	7,720,094	12,217,269
Korea	10,695,951	15,947,251
Malaysia	21,314,869	18,211,931
Pakistan	16,542,870	6,423,290
Philippines	2,505,303	547,002
Russia	–	1,122
Singapore	735,726	–
Sri Lanka	715,974	238,161
Switzerland	11,224,362	–
Taiwan	2,050,251	–
Turkey	–	101,886
United Kingdom	2,844,269	–
United States	7,856,517	–
	361,811,433	294,209,352

### (iii) Major customers

Revenue from 1 (2024: 1) major customer amounted to RM253,386,631 (70% of revenue) (2024: RM204,404,159 (69% of revenue)) arising from oil palm products segment.



**TECK GUAN PERDANA BERHAD**

Registration No. 199401021418 (307097-A) (Incorporated in Malaysia)

Registered Office: 318, Teck Guan Regency, Jalan St. Patrick, Off Jalan Belunu, 91000 Tawau, Sabah.

**FORM OF PROXY**I/We \_\_\_\_\_  
(Please use block letters)of \_\_\_\_\_  
(Full address)

being a member/members of TECK GUAN PERDANA BERHAD hereby appoint \_\_\_\_\_

email \_\_\_\_\_ contact no. \_\_\_\_\_

or failing him/her \_\_\_\_\_

email \_\_\_\_\_ contact no. \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the Thirty-First Annual General Meeting of the Company, to be held at Xocolatt Hall, Ground Floor, Hotel Emas, Jalan Utara, 91000 Tawau, Sabah on Thursday 26 June 2025 at 9.00 a.m. and at any adjournment thereof.

		For	Against
Resolution 1	To re-elect Mr. Wong Peng Mun who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution.		
Resolution 2	To re-elect Ms. Hong Kun Yee who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution.		
Resolution 3	To appoint Ms. Noor Fazarina Binti Tahah as Independent Non-Executive Director		
Resolution 4	To appoint Ms. Connie Wong Jiin Yee as Independent Non-Executive Director		
Resolution 5	To approve the payment of Directors' fees not exceeding the amount RM150,000 and any benefits payable for the financial year ending 31 January 2026.		
Resolution 6	To approve a first and final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 January 2025.		
Resolution 7	To re-appoint Messrs. PKF PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
Resolution 8	To approve Mr. Fung Hiuk Bing who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non Executive Director		
Resolution 9	Authority for Directors to Allot and Issue New Ordinary Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016.		
Resolution 10	Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Shareholders' Mandate for Additional Recurrent Related Party Transactions		

(Please indicate with an "X" in the appropriate box against each resolution how you wish your proxy to vote. If this proxy form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he/she thinks fit.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

**CDS Account No:****Number of Shares Held:**\_\_\_\_\_  
Signature/Common Seal of Member

For appointment of two (2) proxies, percentage of shareholdings to be represented by each proxy is as follow:

	No. of Shares	Percentage (%)
Proxy 1		
Proxy 2		
Total		



Notes:

1. A proxy may but need not be a member of the Company and there is no restriction as to the qualification of a proxy. Provided that, having appointed a proxy or an attorney to attend in his stead, if such member personally attends the meeting, his proxy or attorney shall be precluded from attending such meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
5. To be valid the duly completed proxy form must be deposited at the Registered Office of the Company at 318, Teck Guan Regency, Jalan St. Patrick, Off Jalan Belunu, 91000 Tawau, Sabah or electronically via email [perdana@teckguan.com](mailto:perdana@teckguan.com) not less than forty-eight (48) hours before the time fixed for holding the Meeting.
6. Only members whose names appear in the Record of Depositors as at 19 June 2025, issued by Bursa Malaysia Depository Sdn. Bhd., will be entitled to attend and vote at the fully physical meeting or appoint proxy(ies) to attend and vote on their behalf.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Annual General Meeting ("AGM") will be put to vote by way of poll.
8. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/ service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the AGM and any adjournment thereof.

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AFFIX  
STAMP

The Company Secretary  
**TECK GUAN PERDANA BERHAD**  
[Registration No. 199401021418 (307097-A)]  
318, Teck Guan Regency  
Jalan St. Patrick, Off Jalan Belunu  
91000 Tawau, Sabah  
Malaysia

2nd Fold Here

Fold This Flap For Sealing



**TECK GUAN PERDANA BERHAD**

199401021418 (307097-A)