



**TOYO VENTURES HOLDINGS BERHAD**

Registration No. 202001001322 (1357641-P)



**ANNUAL REPORT 2025**

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## NOTICE OF THE FIFTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fifth Annual General Meeting (“5<sup>th</sup> AGM”) of TOYO VENTURES HOLDINGS BERHAD (“the Company”) will be held at Eugenia Ballroom (Ground Floor), Palm Garden Golf Club, IOI Resort City, 62502 Putrajaya on Thursday, 11 September 2025 at 10:00 a.m. or at any adjournment thereof, to transact the following businesses, with or without modifications:-

### AGENDA

#### AS ORDINARY BUSINESSES:-

- |   |  |
|---|--|
| 1. To receive the Audited Financial Statements for the financial period ended 31 March 2025 together with the Reports of the Directors and Auditors thereon.  | <b>Please refer to Explanatory Note 1</b>                        |
| 2. To approve the payment of additional Directors’ fees of RM305,129.03 for the period commencing from 1 October 2023 until the 5 <sup>th</sup> AGM.  | <b>(Ordinary Resolution 1)</b>                                   |
| 3. To approve the payment of additional Directors’ benefits of up to RM 137,419.36 for the period commencing from 14 March 2024, being the day after the last AGM, until the 5 <sup>th</sup> AGM.       | <b>(Ordinary Resolution 2)</b>                                   |
| 4. To approve the payment of Directors’ fees and/or benefits of up to RM600,000.00 for the period commencing from the date immediately after the 5 <sup>th</sup> AGM until the next AGM of the Company. | <b>(Ordinary Resolution 3)</b>                                   |
| 5. To re-elect the following Directors who retire by rotation pursuant to Clause 114 of the Company’s Constitution:-<br>(i) Ms. Chan Kee Eng<br>(ii) Ms. Low Mei Kheng                                  | <b>(Ordinary Resolution 4)</b><br><b>(Ordinary Resolution 5)</b> |
| 6. To re-elect Mr. Tham Weng Seng who retires pursuant to Clause 119 of the Company’s Constitution.   | <b>(Ordinary Resolution 6)</b>                                   |
| 7. To re-appoint TGS TW PLT as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.                                    | <b>(Ordinary Resolution 7)</b>                                   |

#### AS SPECIAL BUSINESS:-

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

- |  |                                |
|--|--------------------------------|
| 8. <b>GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“THE ACT”)</b> | <b>(Ordinary Resolution 8)</b> |
|--|--------------------------------|

“THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, and upon such terms and conditions and for such purposes and to such person(s) 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time (“Mandate”) AND the Directors be and also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares to be issued AND the Mandate shall continue in force until the conclusion of the Annual General Meeting (“AGM”) of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

## Notice of the Fifth Annual General Meeting (Cont'd)

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid before the date of allotment of such new Shares.”

### 9. **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

### Special Resolution

“THAT the proposed amendments to the Constitution of the Company as set out in “Appendix A”, be approved and adopted with immediate effect AND THAT the Directors and/or Secretaries of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company.”

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

By order of the Board,

**TEA SOR HUA (MACS 01324) (SSM PC NO. 201908001272)**  
**LIM KEE SAN (MAICSA 7067348) (SSM PC NO. 202308000295)**  
Company Secretaries

Petaling Jaya, Selangor Darul Ehsan  
31 July 2025

#### Notes:-

- (a) A member of the Company who is entitled to attend, participate, speak and vote at the 5<sup>th</sup> AGM (“Meeting”) shall be entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (c) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (d) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (e) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the share registrar, Insurban Corporate Services Sdn. Bhd., situated at 149, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63 of the Company’s Constitution to issue a General Meeting Record of Depositors as at 3 September 2025. Only members whose names appear in the General Meeting Record of Depositors as at 3 September 2025 shall be entitled to attend, participate, speak and vote at the Meeting.
- (g) All the resolutions set out in this Notice of Meeting will be put to vote by poll.





## Notice of the Fifth Annual General Meeting (Cont'd)

### EXPLANATORY NOTES TO ORDINARY/SPECIAL BUSINESS

#### 1. Item 1 of the Agenda - Audited Financial Statements for the financial period ended 31 March 2025

The Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require the formal approval of the shareholders for the audited financial statements. Hence, this Agenda is not put forward for voting.

#### 2. Item 2 of the Agenda – Additional Directors' Fees

At the 4<sup>th</sup> AGM of the Company held on 13 March 2024, the shareholders approved Directors' fees of up to RM195,000.00 in respect of the financial year ended 30 September 2024. However, following the change in the Company's financial year end from 30 September 2024 to 31 March 2025, coupled with an enlarged Board size, the approved amount has become insufficient to cover the extended financial reporting period.

Ordinary Resolution 1, under item 2 of the Agenda, seeks shareholders' approval for the payment of additional Directors' fees amounting to RM305,129.03, to cover the period from 1 October 2023 until the conclusion of the 5<sup>th</sup> AGM. This resolution is intended to regularise the Directors' fees payable for the revised financial year.

#### 3. Item 3 of the Agenda – Additional Directors' Benefits

At the 4<sup>th</sup> AGM, shareholders had approved the payment of Directors' benefits of up to RM300,000.00 for the period from 14 March 2024 (being the day after the 4<sup>th</sup> AGM) until the 5<sup>th</sup> AGM. However, due to subsequent changes in the composition of the Board and the extension of the financial year end to 31 March 2025, the approved amount is no longer sufficient to meet the anticipated benefits payable.

Ordinary Resolution 2, under item 3 of the Agenda, is to obtain shareholders' approval for the payment of additional Directors' benefits to cover the shortfall for the extended period leading up to the 5<sup>th</sup> AGM.

#### 4. Item 4 of the Agenda – Directors' Fees and/or Benefits

Ordinary Resolution 3 seeks shareholders' approval for the payment of Directors' fees and/or benefits (comprising meeting allowances, and other customary benefits) for the period from the conclusion of the 5<sup>th</sup> AGM until the next AGM to be held in 2026.

This resolution is intended to ensure the Company has the necessary approval to remunerate the Directors appropriately for their services during the period between AGMs. In the event that the approved amount is insufficient due to an increase in the number of meetings or expansion of the Board size, the Company will seek further approval for the shortfall at the next AGM.

#### 5. Items 5 and 6 of the Agenda – Re-election of Directors

Clause 114 of the Company's Constitution provide that one-third (1/3) of the Directors of the Company for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election PROVIDED ALWAYS that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Clause 119 of the Company's Constitution provides that the Directors shall have power at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next AGM, and shall be eligible for re-election but shall not be taken into account in determining the number of Directors to retire by rotation at such meeting.

Pursuant to Clause 114, Ms. Chan Kee Eng and Ms. Low Mei Kheng will retire by rotation, while Mr. Tham Weng Seng, having been appointed during the year, will retire in accordance with Clause 119 (collectively referred to as the "Retiring Directors"). The Retiring Directors, being eligible, have offered themselves for re-election at the 5<sup>th</sup> AGM.

The Board has endorsed the Nomination Committee's recommendation to seek shareholders' approval to re-elect the aforementioned Retiring Directors as they possess the required skill sets to facilitate and contribute to the Board's effectiveness and value.

The retiring Directors had abstained from all deliberations and decisions on their own eligibility to stand for re-election at the Board meeting.

The details and profiles of the Retiring Directors are provided in the Directors' Profile contained in the Company's Annual Report 2025.

## Notice of the Fifth Annual General Meeting (Cont'd)

### 6. Item 8 of the Agenda – General Authority for the Directors to issue and allot ordinary shares (“Shares”) pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 8 proposed under item 8 of the Agenda, is to seek a general mandate for the issuance and allotment of Shares by the Company pursuant to Sections 75 and 76 of the Act (“Mandate”). This Ordinary Resolution, if passed, will empower the Directors to issue and allot new Shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for such purposes and to such persons as the Directors consider would be in the interest of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The purpose of seeking the Mandate is to enable the Directors of the Company to have the flexibility to issue and allot new shares at any time for such purposes and to such persons in their absolute discretion without convening a general meeting for shareholders’ approval, thereby saving time and avoiding additional costs. This purpose of this Mandate is for any possible fundraising activities, including but not limited to further placing of shares for the purpose of funding current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

The Company had at its 4<sup>th</sup> AGM, obtained a general mandate pursuant to Sections 75 and 76 of the Act from its shareholders, to empower the Directors to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes, as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company at any point of time.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the general mandate granted to the Directors at the 4<sup>th</sup> AGM, which will lapse at the conclusion of the Meeting, and accordingly, no proceeds were raised.

### 7. Item 9 of the Agenda – Proposed Amendments to the Constitution of the Company

The Proposed Amendments to the Constitution of the Company under item 9 of the Agenda are mainly to streamline the Constitution with the relevant regulatory requirements as well as to enhance administrative efficiency.

The Proposed Amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five percent (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.



## Notice of the Fifth Annual General Meeting (Cont'd)

### APPENDIX A

#### PROPOSED AMENDMENTS TO THE CONSTITUTION OF TOYO VENTURES HOLDINGS BERHAD ("THE COMPANY")

This Appendix A shall be read together with Agenda 9 of the Notice of the Fifth Annual General Meeting of the Company dated 31 July 2025.

Clause No.	Existing Clause	Proposed Clause
16 (d)  <i>Issuance Offer of new shares</i>	Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the number of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution;	<p>Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the number of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Directors may dispose of those shares or securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new share or security which (by reason of the ratio which the new shares or securities bear to the shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution. <b>Notwithstanding the above, the Directors shall not be required to offer any new ordinary shares for the time being unissued and not allotted and any new shares or other convertible securities from time to time to be created to the holders of the existing shares where the said shares or securities are to be issued as consideration or part consideration for the acquisition of shares or assets by the Company.</b></p> <p><b>For the avoidance of doubt, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained for implementation of a scheme that involves a new issuance of shares or other convertible securities to employees of the Company and its subsidiaries and approval obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights above inapplicable.</b></p> <p><b>In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply and the Company is not required to offer new shares or convertible securities in proportion to the shareholdings of the existing Members.</b></p>

## Notice of the Fifth Annual General Meeting (Cont'd)

Clause No.	Existing Clause	Proposed Clause
123 <i>Meeting of Directors</i>	The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on his requisition summon a meeting of the Directors.	<p>(a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of any of the Directors, summon a meeting of the Directors.</p> <p>(b) The meeting of the Directors may be held by fully virtual or hybrid at more than one venue using any technology or method. A member of the Board or any invitees may participate in the meeting by means of a telephone conference or any other audio, or audio visual, or communication means which allows all persons participating in the meeting to hear and speak with each other and such Director or person shall be regarded for all purposes as personally attended such a meeting and such Director shall be counted in a quorum and be entitled to vote on the resolutions tabled at the meeting.</p>
131A <i>Participation at Committee Meeting by way of telephone and video conference</i>	New provision	Notwithstanding any provisions to the contrary contained in this Constitution, the committee meetings may be held by fully virtual or hybrid at more than one venue using any technology or method. A committee member or any invitees may participate in the meeting by means of a telephone conference or any other audio, or audio visual, or communication means which allows all persons participating in the meeting to hear and speak with each other and such committee member or person shall be regarded for all purposes as personally attended such a meeting and such committee member shall be counted in a quorum and be entitled to vote on the resolutions tabled at the committee meeting.
132A <i>Validity of Electronic / Digital Signature</i>	New provision	<p>For the avoidance of doubt, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature, including but not limited to signing with a platform such as DocuSign, of any of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a holder of Shares;</li> <li>(b) a Director (including Alternate Director);</li> <li>(c) a committee member;</li> <li>(d) in the case of a corporation, which is a holder of shares, its director or secretary or a duly appointed attorney or duly authorised representative,</li> </ul> <p>shall in the absence of express evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.</p>



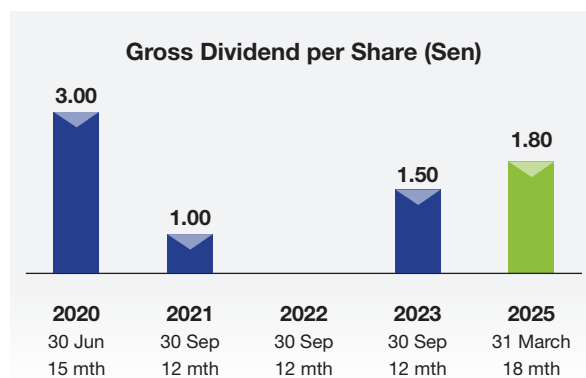
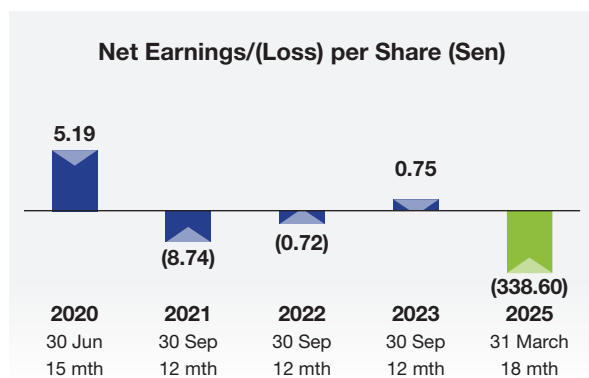
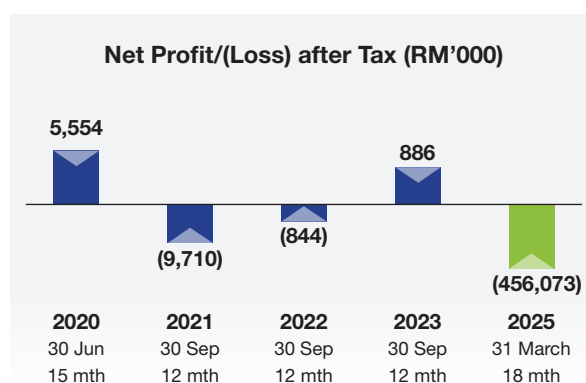
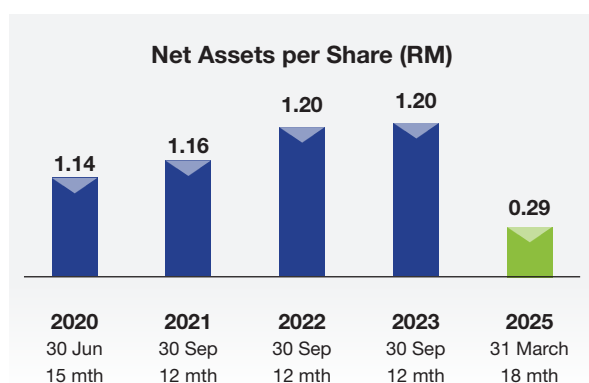
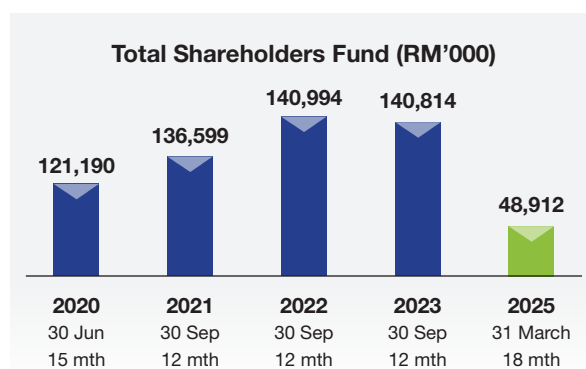
## Notice of the Fifth Annual General Meeting (Cont'd)

Clause No.	Existing Clause	Proposed Clause
160 <i>Presentation of accounts</i>	The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting audited financial statements and Directors reports as are referred to in the Act. The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months or such other period as may be directed by the Stock Exchange.	<b>The Directors shall from time to time in accordance with the Act cause to be prepared and circulated to every member and laid before the Company in general meeting the audited financial statements and the reports of the Directors and auditors thereon in accordance with the Act.</b> The interval between the close of a financial year of the Company and the issue of the annual audited financial statements, the Directors' and Auditors' reports shall not exceed four (4) months or such other period as may be <b>allowed by the Act and/or the provisions</b> directed by the Exchange.
161 <i>Circulating Copies of Audited Financial Statements and Directors' Report</i>	A copy of every audited financial statements, the Directors' and Auditors' reports (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting accompanied by a copy of the Directors' and Auditors' reports in printed form or in CD-ROM form or in such other form of electronic media shall, at least twenty-one (21) days before the date of the meeting, be delivered or sent by post to every Member and debenture holder of the Company of whose address the Company is aware, and to the Company's Auditors and the requisite number of copies of each of these documents shall at the same time be forwarded to the Stock Exchange upon which the Company's shares are listed.	<b>A copy of every audited financial statements , the Directors' and Auditors' reports (including every document required by law to be annexed thereto) in printed form or in CD-ROM form or in such other form of electronic media or means or any combination thereof as permitted under the Act and the Listing Requirements, shall not less than twenty-one (21) days before the date of the general meeting (or such shorter period as may be agreed by all Members entitled to attend and vote at the meeting), be sent or circulated to every Member of the Company, and to every holder of debentures of the Company, the auditors of the Company and every person who is entitled to receive notices of general meeting under the provision of the Act or of this Constitution, provided that this Clause shall not require a copy of these documents to be sent to any person of whose address the Company is not aware (or to the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise) and which does not appear on the Record of Depositors or the Register as the case may be, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy, free of charge on application at the Registered Office.</b>



# FINANCIAL HIGHLIGHTS

30 JUNE 2020 TO 31 MARCH 2025



	30 Jun 2020	30 Sep 2021	30 Sep 2022	30 Sep 2023	31 Mar 2025
	15 months	12 months	12 months	12 months	18 months
Group Turnover (RM'000)	98,862	99,639	101,170	81,496	128,379
Total Shareholders' Funds (RM'000)	121,190	136,599	140,994	140,814	48,912
Net Assets per Share (RM)	1.14	1.16	1.20	1.20	0.29
Net Profit/(Loss) after Tax (RM'000)	5,554	(9,710)	(844)	886	(456,073)
Net Earnings/(Loss) per Share (Sen)	5.19	(8.74)	(0.72)	0.75	(338.60)
Gross Dividend per Share (Sen)	3.00	1.00	-	1.50	1.80

## Notes

The Group's financial year end has been changed as follows:

- 31 March to 30 June, covering a period of fifteen (15) months from 1 April 2019 to 30 June 2020;
- 30 June to 30 September, covering a period of fifteen (15) months from 1 July 2020 to 30 September 2021; and
- 30 September to 31 March, covering a period of eighteen (18) months from 1 October 2023 to 31 March 2025.



## CHAIRMAN'S STATEMENT



***I wish to extend my heartfelt thanks to our shareholders, employees, business partners, and regulatory bodies for their continued support throughout the financial period ended 31 March 2025. Despite facing setbacks, particularly in our energy segment, your unwavering commitment remains a constant source of strength.***

As announced on Bursa Malaysia Securities Berhad, our indirect wholly-owned subsidiary, Song Hau 2 Power Company Limited (SH2P), received a termination letter from Vietnam's Ministry of Industry and Trade (MOIT), effectively terminating the Build, Operate and Transfer (BOT) contract for the Song Hau 2 Thermal Power Plant project (Song Hau 2 project).

While this outcome was disappointing, it followed several challenges beyond the Group's control, including external financing constraints and prolonged regulatory complexities. The Group has taken a prudent approach by fully impairing the development-related costs of the project in our financial statements. At the same time, we remain engaged in ongoing discussions with the relevant authorities and partners to evaluate available legal rights and explore potential alternative paths forward.

Importantly, this termination does not affect our Group's core businesses, which continue to operate as usual across our key segments: printing ink, automotive refinish products, and precision engineering. These divisions remain resilient and are supported by strategic collaborations and long-term industry demand.

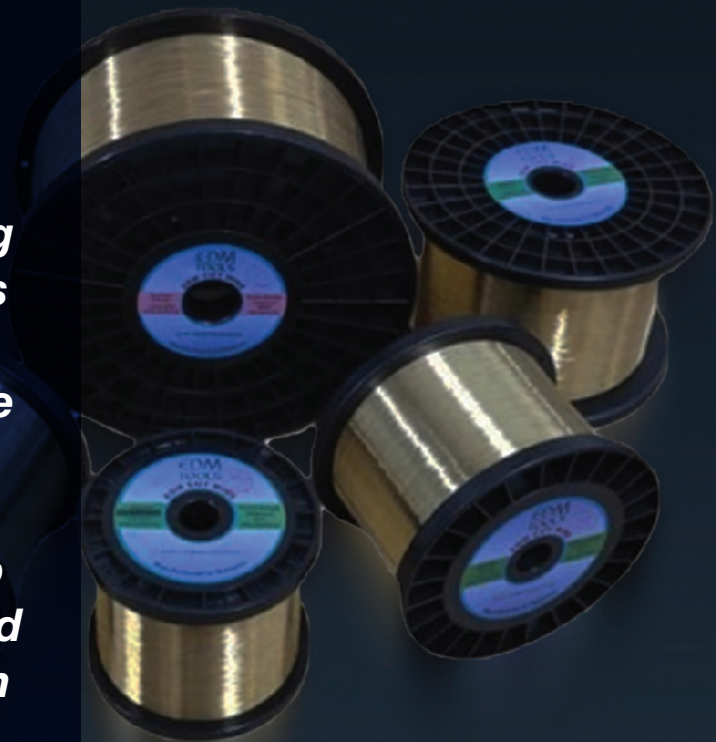
Although this phase of the Song Hau 2 project has terminated unfavourably, we are proud of the groundwork laid and the strong partnerships established, which position us well for future opportunities. We will continue to apply the lessons learned as we move forward, maintaining our focus on operational discipline and sustainable growth.

On behalf of the Board, I thank all stakeholders for their continued trust, patience, and support. We remain committed to delivering long-term value through strategic focus, diversification, and resilience.

## GROUP MANAGING DIRECTOR'S STATEMENT

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*I wish to extend my deepest gratitude to our dedicated staff for their unwavering commitment and perseverance throughout a financially challenging year. It is during times like these that the strength of our people and the resilience of our organisation truly shine. I am pleased to share key updates and our strategic direction as we move forward.*







## Group Managing Director's Statement (Cont'd)

In our **printing ink division**, we marked a significant milestone by entering into a joint venture to support our transition to water-based inks. This partnership combines the technical expertise, experience and resources of both parties, enabling us to penetrate the market more effectively, enhance operational efficiency, and develop innovative, eco-friendly products. It also aligns with our Environmental, Social and Governance ("ESG") aspirations, positioning us to offer end-to-end sustainable solutions from environmentally responsible inks to compatible printing machines which support both ecological goals and future business growth.

In the **automotive paint segment**, our partnership with Badische Anilin- und Soda-Fabrik ("BASF") through its Glasurit and Baslac brands, remains a core pillar of our value proposition. Our market research affirms the increasing ESG awareness among 4S centres and automotive OEMs across ASEAN. Leveraging BASF's comprehensive water-based solution and our technical expertise, we are well-positioned to drive sustainable transformation in the automotive refinish market. In line with our commitment to nurturing industry-ready talent, we have expanded our training efforts through a strategic collaboration with GIATMARA. This collaboration represents a significant investment in vocational education and training, covering the supply of advanced equipment, instructor training, curriculum development, and student enhancement programmes. Together with our earlier partnership, these efforts reflect Toyo Ventures Holdings Berhad (TVHB)'s long-term commitment to workforce development and continuity in the automotive refinishing sector. By combining technical knowledge with structured apprenticeships, we aim to elevate industry standards and prepare the next generation of professionals for a sustainable future.

In the **precision engineering sector**, although global market uncertainties and a cautious investment environment have affected short-term order flows, our long-term vision remains unchanged. We continue to invest in advanced CNC machinery and to develop turnkey automation systems tailored to the precision mould and tool-making industries. To address the persistent shortage of technical talent, we are expanding our partnerships with institutions such as VTAR and TARUMT. Through structured and hands-on training, we are cultivating a pipeline of skilled professionals to support Malaysia's growth as a high-value manufacturing hub, particularly in sectors such as semiconductors, aerospace, and medical devices.

In the **energy sector**, the Song Hau 2 Thermal Power Plant project in Vietnam faced an unexpected setback with the termination of the BOT Contract. This decision came amid tightening ESG financing standards and an increasingly complex regulatory environment. While this was a disappointing development, we are carefully reviewing our available options and remain guided by the insights and experience gained throughout the project's journey.

Although this period has presented numerous challenges, we continue to evolve and uncover new avenues for growth. We have taken proactive measures to strengthen operational efficiency, manage resources prudently, and focus on sustainable growth areas. With the solid foundation we have built, the dedication of our staff and the strategic partnerships we have formed, I believe we are now in a stronger position to navigate current challenges and deliver enduring value to our stakeholders.

***We MAKE THINGS HAPPEN!***

**DIRECTORS' PROFILE**

**TUAN HAJI IR.  
YUSOFF BIN DAUD**

Non-Independent Non-Executive Chairman

**AGED 80**

**MALE**

**MALAYSIAN**

Tuan Haji Ir. Yusoff Bin Daud ("Tuan Haji Ir. Yusoff") was appointed to the Board on 30 September 2020 as Independent Non-Executive Chairman and subsequently redesignated as Non-Independent Non-Executive Chairman on 29 March 2022.

Tuan Haji Ir. Yusoff graduated from the University of Brighton with a Bachelor of Science (Honours) Degree in Electrical Engineering in 1968. He joined the National Electricity Board (LLN), Kota Bharu immediately after his graduation and in 1970 he was posted to Kedah as Assistant Engineer, Consumers. In 1974, he was promoted to District Engineer where he was responsible for the planning and implementation of electricity supply for Northern Kedah and the State of Perlis. In 1977, he took the position of Senior District Manager, Kuala Terengganu, where he was responsible for the overall management and operations of electricity supply in the State of Terengganu. From 1979 to 1980 he was attached to Petronas in the Special Projects Department as its Deputy Head responsible for the planning of the Peninsula Gas Utilization Project.

Tuan Haji Ir. Yusoff was appointed as a Director of Zaidun-Leeng Sdn. Bhd. in 1981 and was appointed as Managing Director in 1994, a role he held until 2002. Following that, he was appointed as Chairman of the Board, serving in that capacity until his retirement in December 2022. He currently continues to contribute to the Company in an advisory role.

In addition, he has served as a Director of Lingkaran Trans Kota Holdings Berhad since 1995.

He attended all eight (8) Board of Directors' meetings held during the financial period ended 31 March 2025.



**CHEW CHEONG  
LOONG**

Group Managing Director

**AGED 58**

**MALE**

**MALAYSIAN**

Mr. Chew Cheong Loong ("Mr. Chew") was appointed to the Board on 22 March 2019 as an Executive Director and re-designated to the Group Managing Director on 29 March 2022. He is also a member of the Remuneration Committee.

Mr. Chew graduated from Institute Technology Jaya, Kuala Lumpur in 1988 with a Diploma in Electrical and Electronics Engineering and obtained certificate in Chartered Institute of Marketing from Stamford College in 1992. He started his career in JVC Electronics (M) Sdn. Bhd. in 1989 as Production Technician and promoted as Assistant Production line leader before joining EDM-Tools (M) Sdn. Bhd. ("ETSB") as Sales Engineer in January 1990.

He is the first employee in ETSB and responsible for business development in Malaysia for the Precision Mould, Tool & Die Industries. He went through the whole journey of the company's growth and expansion till present day. He is now responsible for overall business operations and performances of all subsidiaries of Toyo Venture Holdings Berhad.

He attended all eight (8) Board of Directors' meetings held during the financial period ended 31 March 2025.





## Directors' Profile (Cont'd)



### THAM KUT CHEONG

Executive Director

**AGED 79**

**MALE**

**MALAYSIAN**

Mr. Tham Kut Cheong ("Mr. Tham") was appointed as an Independent Non-Executive Director on 30 September 2020 and redesignated to Executive Director on 9 September 2022.

Mr. Tham graduated from University of Malaya in 1970 with a Bachelor's Degree in Economics. Subsequently, he took up Accounting in the Institute of Chartered Accountants in Ireland and completed his training in Deloitte & Co., United Kingdom. He was admitted to the Malaysian Institute of Accountants in 1980 as a Public Accountant and upon completion of his training he started his own practice, K. C. Tham & Co., in 1980.

He attended all eight (8) Board of Directors' meetings held during the financial period ended 31 March 2025.

Mr. Tham is the father of Mr. Tham Weng Seng, the Non-Independent Non-Executive Director of the Company.



### CHAN KEE ENG

Independent Non-Executive Director

**AGED 67**

**FEMALE**

**MALAYSIAN**

Ms. Chan Kee Eng ("Ms. Chan") was appointed to the Board on 1 March 2021 as an Independent Non-Executive Director. She is the Chairperson of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee.

Ms. Chan holds a Bachelor of Business (Business Administration) from Royal Melbourne Institute of Technology, Australia and a Diploma in Management from Malaysian Institute of Management. She was working in the banking and finance industry for more than 30 years.

In 1984, she joined MUI Finance, a member of Malayan United Industries Berhad, as Confidential Secretary to the Assistant General Manager. After several years, she was transferred to the Loans Department, as Loan Officer in the Credit Supervision Unit.

In 1994, MUI Finance was acquired by Advance Synergy Berhad and renamed as United Merchant Finance Berhad ("UMF"). Under UMF, she was appointed as Branch Manager for one of its branches in 1998. She was later transferred to Head Office to head the Credit Supervision Unit to handle corporate loans recovery.

In 2000, UMF was acquired by Southern Bank Berhad together with another two smaller finance companies, i.e. Perdana Finance and Cempaka Finance and renamed as Southern Finance Berhad, which later was acquired by CIMB Bank Berhad. In CIMB Bank Berhad, she was posted to various departments, viz., Credit Recovery, Legal Recovery, Loan Documentation and Administration. Her last position was Assistant Vice President, Credit Collection Agency Management and Legal, which involved liaising with solicitors on progress of litigation cases for vehicle and property loans, until her retirement in November 2017.

Ms. Chan currently sits on the Board of OCB Berhad and Ocean Fresh Berhad, listed on the Main Market and ACE Market of Bursa Malaysia Securities Berhad respectively.

She attended all eight (8) Board of Directors' meetings held during the financial period ended 31 March 2025.

## Directors' Profile (Cont'd)



### TAN POH LEE

Independent Non-Executive Director

**AGED 67**

**FEMALE**

**MALAYSIAN**

Ms. Tan Poh Lee ("Ms. Tan") was appointed to the Board on 1 December 2022 as an Independent Non-Executive Director. She is a member of the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee.

Ms Tan is a Certified Public Accountant by profession and is a member of The Malaysian Institute of Certified Public Accountants (MICPA). She has diverse experiences in Audit, Accounting, Financial Management and Financial Planning in both Public Accounting Firms and Private Commercial Enterprises in Malaysia throughout her entire career.

She began her accounting career in 1978 with Peat Marwick Mitchell & Co and later with SGV-KC Taxation Services Sdn. Bhd. during which she was involved in audit, taxation and company secretarial services.

In 1985, she ventured into private commercial firms at senior management level in various capacities. She was working with Hijjas Kasturi Associates Sdn. Bhd. (Architect firm) as Financial Controller and later Setegap Berhad Group also as Financial Controller in the road construction industry. Subsequently, she worked for Alquip Sdn. Bhd. (Heavy Equipment & Machinery firm) and L&M Corporation Berhad (a geotechnical firm) and was involved in Internal Audit.

In 2002, she co-founded DF Wealth Systems Sdn. Bhd, a company in the Financial Planning services and continued thereon until her retirement in 2014.

She attended all eight (8) Board of Directors' meetings held during the financial period ended 31 March 2025.



### LOW MEI KHENG

Independent Non-Executive Director

**AGED 45**

**FEMALE**

**MALAYSIAN**

Ms. Low Mei Kheng ("Ms. Low") was appointed to the Board on 29 March 2022 as an Independent Non-Executive Director. She is a member of the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee.

Ms. Low is a Chartered Accountant by profession. She is a Fellow of The Association of Chartered Certified Accountants (FCCA) and a member of the Malaysian Institute of Accountants. She has over 23 years of work experience, in accounting, finance, and assurance services. She joined Fraser & Neave Holdings Bhd as a Group Accountant in 2013 and is currently the Financial Controller, Corporate Reporting since 2022. She commenced her career in assurance services with EY (formerly Ernst & Young), Kuala Lumpur in 2002 and advanced to the position of Senior Manager, accumulating 11 years of professional experience, including an international secondment to EY London.

She attended all eight (8) Board of Directors' meetings held during the financial period ended 31 March 2025.



## Directors' Profile (Cont'd)



### THAM WENG SENG

Non-Independent Non-Executive Director

**AGED 34**

**MALE**

**MALAYSIAN**

Mr. Tham Weng Seng ("Mr. Weng Seng") was appointed to the Board on 10 May 2024 as a Non-Independent Non-Executive Director. He is a member of the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee.

Mr. Weng Seng began his internship with K.C. Tham & Co in 2016 to 2018 as an intern. Following the completion of his internship, in 2019, he was involved in the management of the following companies. Subsequently, he was appointed as their Director in 2023, where he was responsible for managing the daily operations and human resources.

1. Pembinaan Maju Wangi Sdn. Bhd.
2. Kimwood Corporation (M) Sdn. Bhd.
3. Proman Management Services (M) Sdn. Bhd.
4. Pak Choon Sdn. Bhd.
5. Big Achievement Sdn. Bhd.
6. Imsay Sdn. Bhd.

In 2024, he joined Progressive Surgical Healthcare Sdn. Bhd. as a Manager. In this role, he oversees day-to-day operations and play key role in the Payroll Administration and Human Resources Management.

He attended all five (5) Board of Directors' meetings held during his tenure in the financial period ended 31 March 2025, since his appointment on 10 May 2024.

Mr. Weng Seng is the son of Mr. Tham Kut Cheong, the Executive Director and substantial shareholder of the Company.

#### Notes:

- 1) Save as disclosed above, none of the Directors have family relationship with other Directors and/or major shareholders of the Company.
- 2) None of the Directors have any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries except as disclosed in the Notes of the Financial Statement of this Annual Report.
- 3) None of the Directors have been convicted of any offences in the past five (5) years or been imposed on any public sanction or penalty by relevant regulatory bodies during the financial period ended 31 March 2025, other than traffic offences (if any).
- 4) Save as disclosed above, none of the Directors hold any other directorship in public companies and listed issuers.

## PROFILES OF KEY SENIOR MANAGEMENT



**CHEONG POH LENG**

Group Admin and  
Human Resources Manager

**AGED 65**

**FEMALE**

**MALAYSIAN**

Ms. Cheong Poh Leng had been working with the Group for twenty-seven (27) years and she was appointed as the Group Admin and HR Manager on 1 February 2016.

She holds the London Chamber of Commerce and Industry Private Secretary's Full Certificate.

Prior to joining the Group, she had more than Nineteen (19) years of working experience in various types of industries like architectural firms, educational institutions, property developers, software system integrator and clearing house for Malaysia Commodity Exchange (formerly known as Malaysian Futures Clearing Corporation) holding position as Administrator, Senior Executive and reporting to top management.



**YAP KIM FATT**

General Manager & Director,  
EDM-Tools (M) Sdn. Bhd.

**AGED 49**

**MALE**

**MALAYSIAN**

Mr. Yap Kim Fatt is the General Manager of EDM-Tools (M) Sdn. Bhd. ("ETSB") and is responsible to assist the Managing Director on all matters within the subsidiaries.

He has more than twenty (20) years of experience in the wire-cut consumables, Precision Mould and Die related business. He started his career in 1995 at Multi-Purpose Holding Berhad before joining ETSB as Technical sales Executive in April 1996. In February 2010 he was promoted to Deputy General Manager of ETSB and subsequently promoted to his current position as General Manager on 1 April 2017. He was also appointed as a director for ETSB in April 2022. He holds a Certificates in Marketing and is currently pursuing a part time degree in Business Management at Wawasan Open University.





## Profiles of Key Senior Management (Cont'd)



**AGED 40**

**FEMALE**

**MALAYSIAN**

Ms. Teoh Chin Yee ("Ms. Teoh") is the General Manager of EDM Machining Solutions (M) Sdn. Bhd. ("EMSSB") responsible for the sales and operation activities of the subsidiary. She was appointed as a director for EDM Machining Solutions (M) Sdn. Bhd. in April 2022.

She joined the Company in November 2007 and has seventeen (17) years of experience in laser products, part machining, Precision Mould and Die related business. Ms. Teoh obtained a higher Diploma in Business Administration from Tunku Abdul Rahman College in 2004. She also obtained her Master of Business Administration from Inti International University in 2024.

### **TEOH CHIN YEE, JANE**

General Manager & Director,  
EDM Machining Solutions (M)  
Sdn. Bhd.



**AGED 61**

**MALE**

**MALAYSIAN**

Mr. Lim Kong Lon ("Mr. Lim") is the General Manager of Toyo Ink Sdn. Bhd. ("TISB") and is responsible for assisting the Group Managing Director on all matters within the subsidiaries.

He is also the Head of Internal Audit of the Company.

Mr. Lim holds a professional qualification in Chartered Institute of Management Accountant (CIMA) United Kingdom. He has more than twenty-five (25) years of experience in diversified industries. His experience includes working in trading business, manufacturing and servicing industry.

### **LIM KONG LON**

General Manager,  
Toyo Ink Sdn. Bhd.

He started his career in 1989 as an auditor in public accounting firm and joined the company in 2022 as the Finance and Operation Manager. He was promoted to General Manager on 1 October 2022. Currently his involvement in the Company includes strategic planning, resource allocation, team management and new business development.



## Profiles of Key Senior Management (Cont'd)



### HENG LAI KOU

General Sales Manager  
(Automotive Refinishes  
Product & Pre-Press  
Division), Toyo Ink Sdn. Bhd.

**AGED 58**
**MALE**
**MALAYSIAN**

Mr. Heng Lai Kou (“Mr. Heng”) had been working with the Group for more than eleven (11) years from Product Manager in charge of sale of machineries and printing consumables to Senior Manager in charge of Glasurit Car Paints and Pre-press Division. He was promoted to Senior Manager on 6 August 2015. In September 2022, Mr. Heng was promoted to General Sales Manager for Automotive Refinishes Product.

Prior to joining Toyo Ink Sdn. Bhd. he was working in DIC Machinery & Supplies Sdn. Bhd. since 1995, as Service Engineer for prepress solution and subsequently in 1997 he was transferred to sales department. He holds a Diploma in Electronics Engineering from Tunku Abdul Rahman University of Management and Technology.



### FIONA MAH LAY HONG

General Sales Manager (Head  
of Ink & Masterbatch Division),  
Toyo Ink Sdn. Bhd.

**AGED 50**
**FEMALE**
**MALAYSIAN**

Ms. Fiona Mah Lay Hong is currently the General Sales Manager for Ink and Masterbatch Division, a position she has held since 1 October 2024. She is responsible for the Company’s Sales & Marketing division. Adept at driving business growth and delivering excellence, she has established a culture of continuous improvement within the two divisions.

She has been with the Company for more than twenty-one (21) years. Prior to joining Toyo Ink Group, she has worked for BASF (Malaysia) Sdn. Bhd., Bayer Pharmaceutical & Antah Pharma. She holds a Masters in Business Administration from Lincoln University College in 2023.

## Profiles of Key Senior Management (Cont'd)



**TAN LING HUAI,  
KENJI**

Senior Manager Johor  
Branch, EDM Machining  
Solutions (M) Sdn. Bhd.

**AGED 41**

**MALE**

**MALAYSIAN**

Mr. Tan Ling Huai is a Senior Manager of EDM Machining Solutions (M) Sdn. Bhd. responsible for the sales and operation activities Johor branch. He was promoted to his current position on 1 June 2019. He joined the Company in 2004 and has more than twenty (20) years of experience in the wire-cut consumables, precision, mould and die related business. In 2017, he graduated with Executive Master in Management from Asia E University.



**CHIEW SIANG  
YOONG**

Senior Manager (Sales &  
Marketing), EDM Machining  
Solutions (M) Sdn. Bhd.

**AGED 51**

**MALE**

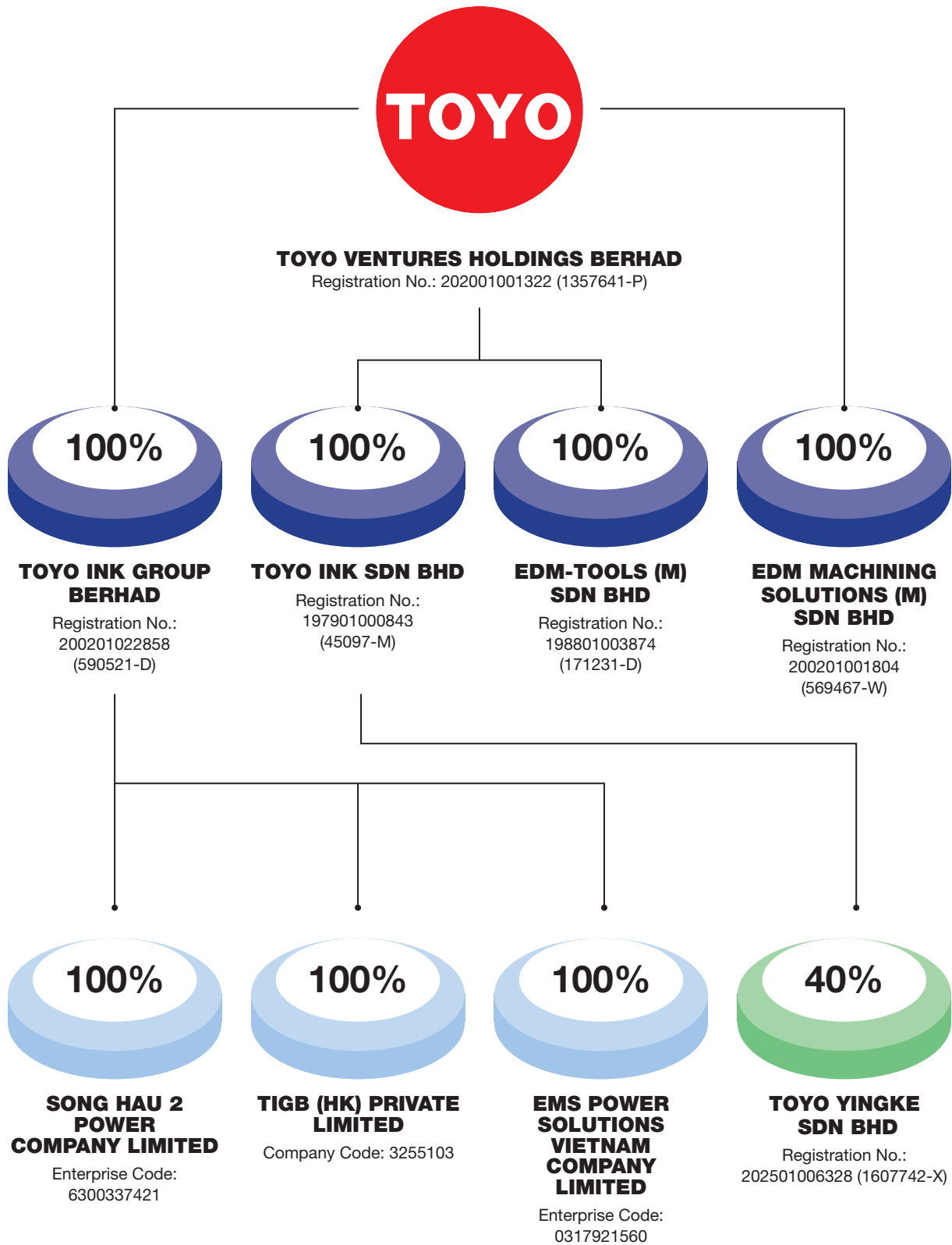
**MALAYSIAN**

Mr. Chiew Siang Yoong is a Senior Manager of Sales & Marketing division in EDM Machining Solutions (M) Sdn. Bhd. ("EMSSB"). He was promoted to his current position on 1 March 2010. He is responsible for the Graphite & Machining Division, a core product for the Company. He joined EMSSB in 2001 and responsible for everything relating to graphite materials and machining.

He has more than twenty (20) years of experience in Precision Mould & Die related business. He holds an International Diploma in Computer Studies from The National Centre for Information Technology, United Kingdom.

### **Notes:**

- (a) None of the key senior management holds any directorship in public companies and listed issuers.
- (b) None of the key senior management has any family directorship with any Directors and/or major shareholders of the Company.
- (c) None of the key senior management has any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries.
- (d) None of the key senior management has been convicted of any offences within the past five (5) years or been imposed on any public sanction or penalty by relevant regulatory bodies during the financial period ended 31 March 2025, other than for traffic offences (if any).

**CORPORATE STRUCTURE**



## CORPORATE INFORMATION



### BOARD OF DIRECTORS

**Tuan Haji. Ir. Yusoff Bin Daud**  
(Non-Independent Non-Executive Chairman)

**Chew Cheong Loong**  
(Group Managing Director)

**Tham Kut Cheong**  
(Executive Director)

**Chan Kee Eng**  
(Independent Non-Executive Director)

**Low Mei Kheng**  
(Independent Non-Executive Director)

**Tan Poh Lee**  
(Independent Non-Executive Director)

**Tham Weng Seng**  
(Non-Independent Non-Executive Director)

#### Audit and Risk Management Committee

Chan Kee Eng (Chairperson)  
Low Mei Kheng  
Tan Poh Lee  
Tham Weng Seng

#### Nomination Committee

Chan Kee Eng (Chairperson)  
Low Mei Kheng  
Tan Poh Lee  
Tham Weng Seng

#### Remuneration Committee

Chan Kee Eng (Chairperson)  
Chew Cheong Loong  
Low Mei Kheng  
Tan Poh Lee  
Tham Weng Seng

#### Company Secretaries

Tea Sor Hua  
(MACS 01324)  
(SSM PC No.: 201908001272)

Lim Kee San  
(MAICSA 7067348)  
(SSM PC No.: 202308000295)

#### Registered Office

Third Floor, No. 77, 79 & 81  
Jalan SS21/60, Damansara Utama  
47400, Petaling Jaya  
Selangor Darul Ehsan  
Tel: 03-7725 1777  
Fax: 03-7722 3668  
Email: info@cospec.com.my

#### Solicitors

Tommy Thomas  
Watson Farley & Williams LVN  
The Chambers of R.Sivagnanam &  
Associates  
Tan Rajah & Cheah Advocates &  
Solicitors

#### Principal Place of Business

PT 3477, Jalan 6/1  
Kawasan Perusahaan  
Seri Kembangan  
43300 Seri Kembangan  
Selangor Darul Ehsan  
Tel: 03-8942 3335  
Fax: 03-8942 1161  
Email: toyo\_ir@toyoventures.com.my  
Website: www.toyoventures.com.my

#### Share Registrar

Insurban Corporate Services Sdn. Bhd.  
149, Jalan Aminuddin Baki  
Taman Tun Dr. Ismail  
60000 Kuala Lumpur  
Wilayah Persekutuan  
Tel: 03-7729 5529  
Fax: 03-7728 5948  
Email: insurban@gmail.com

#### Auditors

TGS TW PLT  
(Registration No.: 202106000004)  
(LLP0026851-LCA & AF002345)  
Chartered Accountants  
Unit E-16-2B, Level 16,  
ICON Tower (East)  
No. 1, Jalan 1/68F,  
Jalan Tun Razak  
50400 Kuala Lumpur  
Tel: 03-9771 4326  
Fax: 03-9971 4327

#### Principal Bankers

Ambank (M) Berhad  
Industrial and Commercial Bank  
of China  
Malayan Banking Berhad  
Public Bank Berhad  
United Overseas Bank (Malaysia) Bhd  
The JSC Bank for Foreign Trade of  
Vietnam (Vietcombank)  
Military Commercial Joint Stock  
Bank (MB Bank)

#### Stock Exchange Listing

Main Market of Bursa Malaysia  
Securities Berhad  
Stock Name: TOYOVEN  
Stock Code: 7173



## Corporate Information (Cont'd)



**TOYO VENTURES HOLDINGS BERHAD**  
**TOYO INK GROUP BERHAD**  
**TOYO INK SDN BHD**  
**TOYO YINGKE SDN BHD**

PT 3477, Jalan 6/1  
 Kawasan Perusahaan  
 Seri Kembangan  
 43300 Seri Kembangan, Selangor,  
 Malaysia  
 Tel: +603-8942 3335



### EDM-TOOLS (M) SDN BHD

No. 6 & 8, Jalan TPP 1/1A  
 Taman Industri Puchong  
 47160 Puchong, Selangor, Malaysia  
 Tel: +603-8062 5918



### EDM MACHINING SOLUTIONS (M) SDN BHD

No. 10, Jalan TPP 1/1A  
 Taman Industri Puchong  
 47160 Puchong, Selangor, Malaysia  
 Tel: +603-8060 2503



### TOYO INK SDN BHD (IPOH BRANCH)

14, Jalan Menglembu Impiana 33  
 Kawasan Perindustrian Menglembu Impiana,  
 31450, Perak, Malaysia  
 Tel: +603-8942 3335



### TOYO INK SDN BHD (PENANG BRANCH)

46 & 48, Lorong Mak Mandin 5/1  
 Kawasan Perindustrian Mak Mandin  
 13400 Butterworth, Penang, Malaysia  
 Tel: +604-324 4848





## Corporate Information (Cont'd)



### **EDM-TOOLS (M) SDN BHD EDM MACHINING SOLUTIONS (M) SDN BHD (PENANG BRANCH)**

No. 6, Lorong Industri Sungai Lokan 3  
Taman Industri Sungai Lokan  
13800, Butterworth, Pulau Penang, Malaysia  
Tel: +604-358 1833



### **EDM-TOOLS (M) SDN BHD (MELAKA BRANCH)**

No. 54, Jalan M6,  
Taman Merdeka, Fasa 2, Batu Berendam  
75350 Melaka, Malaysia  
Tel: +606-317 8828



### **TOYO INK SDN BHD (JOHOR BRANCH)**

8, Jalan Bayu 2/5  
Taman Perindustrian Tampoi Jaya  
81200 Johor Bahru, Johor, Malaysia  
Tel: +607-235 0903



### **EDM MACHINING SOLUTIONS (M) SDN BHD EDM-TOOLS (M) SDN BHD (JOHOR BRANCH)**

No. 36, Jalan Puncak  
Taman Perindustrian Puncak  
81800 Ulu Tiram, Johor, Malaysia  
Tel: +607-863 0963

## INK GROUP PRODUCTS AND SERVICES

### INK



### MASTERBATCH





A brand of  
BASF - We create chemistry



A brand of  
BASF - We create chemistry




AUTOMOTIVE REFINISH PRODUCTS





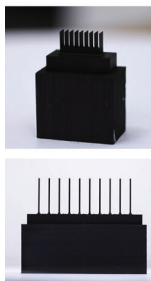
## EDM GROUP PRODUCTS AND SERVICES



EROWA<sup>®</sup>  
system solutions



THOME  
PRÄZISION



POCO  
GRAPHITE  
An Entegris Company

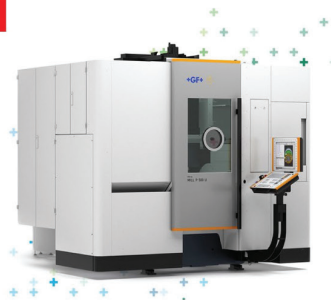


EDM Graphite Materials  
& Machining Services

TOYO TANSO  
Inspiration for Innovation



EMS



+GF+



TOYO  
LASER  
TECHNOLOGIES

## CORPORATE IDENTITY

# MAKE THINGS HAPPEN

- To be the preferred working partner in what we do best.
- To be loved for our quality, strong bonds, trustworthiness and the good we bring to the communities we are part of.

## VISION

## MISSION

- To provide our products and services of the highest quality.
- To keep up with the latest advancements and trend and to create value for our stakeholders.
- To recruit, train and develop the best and brightest talents to build the industry.
- To foster a culture of innovation, integrity and social responsibility as we work towards achieving our long-term vision.

## VALUES

Dedication

Teamwork

Integrity

Innovation

Growth

Systematic





## Corporate Identity (Cont'd)

### Overview

TVHB is the investment holding company listed on the Main Market of Bursa Malaysia Securities Berhad. TVHB wholly and directly owned all the active operating subsidiaries.

The operating subsidiaries of TVHB are organised into four (4) principal business entities:



## MANAGEMENT DISCUSSION AND ANALYSIS

### Toyo Ink Sdn Bhd ("TISB")

Toyo Ink Sdn Bhd holds a diverse portfolio in industrial colouring products, ranging from flexo/gravure printing ink, masterbatch plastic pigments, and automotive refinish products. True to its name, the company began with ink manufacturing and gradually diversified into manufacturing and trading a broader range of colour-related products. Today, Toyo Ink integrates its deep expertise in colour solutions across all areas of its operations.

The Ink Group organises its principal businesses into three (3) business divisions:



#### Ink Division

With over four decades of industry experience, our Ink Division has built a strong reputation as a market leader in the manufacturing of high-quality gravure, flexographic, and water-based inks. We take pride in providing innovative ink solutions to well-known consumer goods industries, industrial products, and printing sectors.

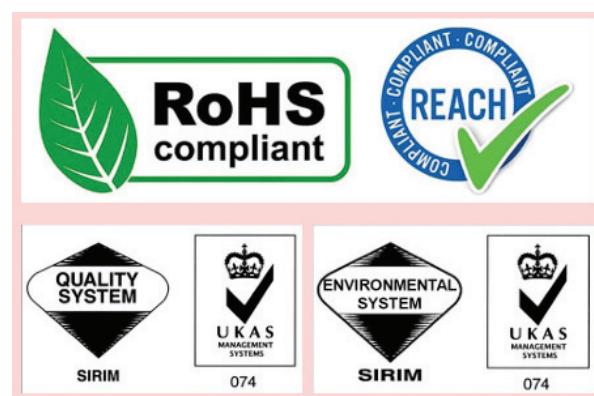
We operate a fully equipped Research and Development centre with the latest technology, enabling us to continuously improve our products and stay ahead of market trends. This commitment to innovation ensures that we can meet the evolving needs of our customers and provide them with cutting-edge solutions.

Our dedicated team is always on hand to deliver timely and effective responses to customer queries and requirements. We prioritise customer satisfaction and strive to provide the best solutions tailored to their specific needs.

Moreover, our ink products comply with stringent industry standards, including ROHS, REACH, ISO 9001:2015, and ISO 14001, ensuring that they meet the highest quality and safety benchmarks.

We are pleased to share that we have entered a joint venture to focus on water-based inks, which will be compliant with FDA and BRCGS standards. This initiative will allow us to cater specifically to the corrugated box and paper industries, further expanding our product offerings and reinforcing our commitment to sustainability.

At our Ink Division, we are dedicated to excellence, innovation, and customer satisfaction, ensuring that we remain at the forefront of the ink manufacturing industry.







## Management Discussion and Analysis (Cont'd)



### Masterbatch Division

Our Masterbatch Department specialises in the manufacturing of high-quality colour masterbatches specifically designed for polyolefin applications across various industries, including film blowing, injection moulding, blow moulding, and extrusion moulding. With over thirty (30) years of experience in producing customised masterbatches, we have honed our expertise to meet the diverse needs of our clients.

We pride ourselves on providing strong technical support, enabling us to offer tailored colour options and solutions that align with market standards and customer specifications. Our commitment to quality and innovation ensures that we deliver masterbatches that not only enhance the aesthetic appeal of products but also meet the rigorous performance requirements of various applications.

Our dedicated team works closely with clients to understand their unique needs, allowing us to create bespoke formulations that deliver consistent results. We leverage our extensive experience and technical knowledge to help customers achieve their desired outcomes while maintaining the highest standards of quality and reliability.

In the Masterbatch Department, we are committed to excellence and innovation, ensuring that we remain a trusted partner in the manufacturing of colour masterbatches for the polyolefin industry.

### Automotive Refinish Product Division

A rising division focusing on the trading of Automotive Refinish Products, which primarily include car paint of various layers for luxury automobile. We currently hold the world's top brand in car paint and recently expanded the coverage into quality paints for middle range vehicles. As the application of automotive refinish products require specific skills and tools, this division provide application training and certifications, support customers in application process and offers excellent colour matching services.



## EDM-Tools (M) Sdn Bhd (“ETSB”) & EDM Machining Solutions (M) Sdn Bhd (“EMSSB”)

EDM-Tools (M) Sdn Bhd and EDM Machining (M) Solutions Sdn Bhd, collectively referred to as EDM Group, primarily serve the Precision Mould, Tool and Die industry, also known as the Precision Engineering sector. With over thirty (30) years of experience, EDM Group is a specialised engineering solutions provider supporting front-end manufacturing companies across Malaysia.

Precision engineering is the foundation of all manufacturing processes. This sector produces moulds for mass production and individual components required in downstream manufacturing and assembly activities. Our core business is to deliver engineering solutions that enhance the manufacturing efficiency, accuracy and competitiveness of the precision mould, tool and die industry.

EDM Group’s major income streams are derived from the following divisions:

- Engineering Division
- Service, Maintenance & Assembly Division
- EDM Wire Manufacturing Division
- EDM Graphite Material & Machining Service Division
- Consumables Division





## Management Discussion and Analysis (Cont'd)

### Engineering Division

EDM Group represents multiple world-class brands in engineering automation, machinery, tooling and software. We have also developed and marketed proprietary automation, machinery and laser products under our in-house brands: ETSB, EMSSB and Toyo Laser. This division provides customised turnkey solutions to front-end manufacturers in the precision mould, tool and die industry by integrating best-fit technologies.

EDM Group is the exclusive distributor for leading international brands in precision manufacturing industry from Switzerland, Germany, Italy and Korea. Through EMS's long-term brand-building efforts, the Group has successfully established a strong market presence in Malaysia, growing alongside its partners and expanding its customer base across key manufacturing segments.

### Service, Maintenance and Assembly Division

To provide complete support throughout the equipment lifecycle, EDM Group operates a dedicated Service, Maintenance and Assembly Division. This division ensures the ongoing performance of deployed solutions and products. It supports the Engineering Division by providing technical and application support. Key functions include the assembly, modification and testing of machinery. With over 30 years of industry experience and a highly skilled application team, EDM Group has earned the trust of more than 1,000 customers across Malaysia. Notably, the EMSSB automation solution and Graphite CNC Milling machines were developed under this division.

### EDM Wire Manufacturing Division

This core division of ETSB has been producing EDM wire since 2002 and remains the only manufacturer of EDM wire in Malaysia. The monthly manufacturing capacity is supplied to both international and domestic markets. This division is ISO 9001:2015 certified.

In recent periods, EDM Brass Wire output experienced a decline, reflecting softened demand from the Electronics and Automotive sectors. Nevertheless, strict cost control measures helped preserve operational stability. Signs of recovery have started to emerge, particularly from projects related to electric vehicles.

### EDM Graphite Material and Machining Service Division

EDM graphite is the core product of this division within EMSSB, a key material for electrode machining. EMSSB is the largest stockist of EDM graphite in Malaysia, offering products from leading global manufacturers. To optimise graphite usage, EMSSB developed a dedicated CNC Graphite Milling machine. The division also provides graphite electrode machining services to demonstrate material capabilities. Electrode fabrication is ISO 9001:2015 certified.

### Consumables Division

This is EDM Group's longest-standing business unit, supplying essential consumables for Wirecut Electrical Discharge Machining (WEDM). The division began by selling consumables exclusively and continues to be a trusted supplier for high-quality WEDM consumables in Malaysia.



## Management Discussion and Analysis (Cont'd)

### Toyo Ink Group Berhad (“TIGB”) & Song Hau 2 Power Company Limited (the “BOT Company”/“SH2P”)



Toyo Ink Group Berhad, through its wholly owned subsidiary, Song Hau 2 Power Company Limited, undertook the development of the Song Hau 2 Thermal Power Plant in Hau Giang Province, Vietnam. The project involved the construction of a 2×1,060 MW ultra-supercritical coal-fired power plant under a Build–Operate–Transfer (BOT) arrangement. It was envisioned as a key part of the Group’s international strategy to expand into long-term infrastructure assets.

Over the past years, the Group made significant progress on the project. All major project agreements were executed, including the BOT contract, Power Purchase Agreement (“PPA”), Land Lease Agreement (“LLA”), Shared Facilities and Services Agreement (“SFSA”), Coal Supply and Transportation Agreement (“CSTA”), Engineering, Procurement, Construction and Commissioning Agreement (“EPCC”) with the Sunway Construction Sdn Bhd (“SunCon”) and Power Engineering Consulting Joint Stock Company 2 (“PECC2”) – a public listed company in the Socialist Republic of Vietnam, collectively known as Sunway-PECC Consortium, and Operation and Maintenance Contract (“O&M”) with PECC2. The Group also appointed Export-Import Bank of Malaysia (“EXIM Bank”) as the Mandated Lead Arranger and secured an equipment financing facility to support the capital expenditure requirements of the plant.

On 28 June 2024, the Group formally submitted the financial close documentation package to the Ministry of Industry and Trade (“MOIT”) of Vietnam. However, on 1 July 2024, MOIT issued a Notice of Termination of the BOT contract, which was received by the Group on 4 July 2024. The notice cited the Group has still not remedied the financial arrangement for the Project.

The Group considers this termination deeply regrettable, particularly given the extensive and commercially reasonable efforts undertaken to meet the financing conditions under a challenging environment. These include addressing ESG-related constraints in a tightening international financing landscape, complying with complex regulatory requirements and adapting to evolving government policy directions.

Although the BOT contract now stands terminated, the Group is currently assessing its legal and commercial options, including potential remedies available under the contractual framework. As at the date of this report, no construction works have commenced and the power plant development-related costs have been fully impaired in the Group’s financial statements.





## Management Discussion and Analysis (Cont'd)

### INK GROUP

#### Toyo Ink Sdn Bhd

##### Manufacturing Division - Flexo/Gravure Printing Ink

TISB remains a recognised brand with more than forty (40) years of experience in the printing ink industry. Looking ahead, we are increasing focus on R&D in water-based inks while continuing to enhance the performance of our solvent-based range.

Water-based inks represent a key part of our sustainability strategy, offering significantly lower VOC (Volatile Organic Compound) emissions. These inks promote a safer work environment and align with upcoming regulatory incentives. Their low-VOC nature also contributes to long-term cost efficiency by reducing the need for expensive ventilation systems or solvent recovery infrastructure. In addition, the reduced flammability of water-based inks minimises fire hazards during both storage and use. Our R&D efforts are positioning us to offer compliant, safe and cost-effective solutions as market preferences shift.

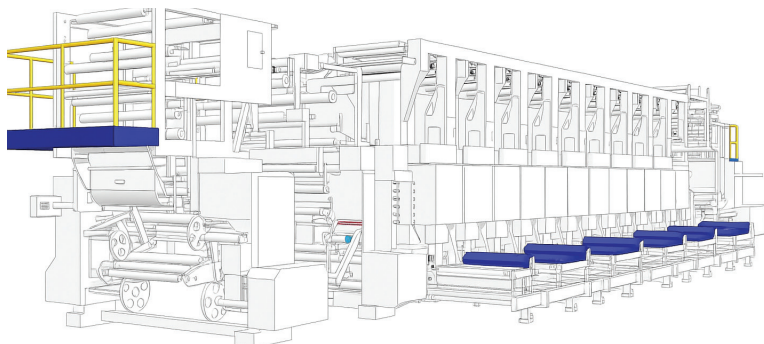
Solvent-based inks continue to be widely used in the Malaysian printing sector. We remain committed to strengthening our position in this segment by refining our supply chain, improving raw material sourcing, enhancing internal process control, and elevating our customer service experience.



##### Engineering & Machinery Division

To offer a full ecosystem for water-based ink adoption, we are exploring the integration of printing machinery sales and application services. Recognising that ink performance is closely tied to machine specifications, we aim to help customers transition effectively, even as they face the challenges of adapting to new processes.

By providing not only ink but also the appropriate machinery and end-to-end application support, TISB aims to be a comprehensive partner in the printing and packaging industries' shift toward safer and more sustainable solutions.



## Management Discussion and Analysis (Cont'd)

### Automotive Refinish Product Division

We continue to dedicate substantial attention and resources to the expansion of our Automotive Refinish Products Division. This division focuses primarily on Glasurit and baslac®, enabling us to serve both the premium and mainstream segments of the automotive paint market.

With the inclusion of baslac® in our product portfolio, we are enhancing our reach and diversifying our customer base within the automotive refinish segment, where we are already a well-established player. baslac® is a brand under BASF, the world's largest chemical manufacturer, which originated in Germany, while the baslac® product line itself was developed in France. As part of BASF's global network for automotive coatings, baslac® offers a modern and efficient refinishing system designed to deliver fast, high-quality results. It is supported by reliable colour competence, consistent product quality, and a digital-first customer service model rooted in German engineering and standards.

Meanwhile, under the Glasurit brand, we promote the establishment of authorised workshops among our customers. We will provide proper training on full set of Glasurit products and perform periodic audit on the spraying facilities and equipment to ensure the entire operations is compliance to Glasurit standards. When customers are equipped with the right tools, a proper working environment, and technical knowledge, we believe they are empowered to deliver results that drive customer satisfaction and brand loyalty.

This division is also actively focusing on penetrating into more 4S (sales, services, spare parts and body and paint services) centres to encourage and educate the proper handling method of our products. We will prove to our customers that we are not only providing world-class products, but also application support and technical know-how.

In line with the industry's shift towards sustainability, water-based products are becoming more noticeable in the market, more so among multinational companies and public listed companies. Aligning with our company's direction to promote water-based products, we are actively supporting customers with the technical approach, equipment and advisory service with the wealth of knowledge from our business partners.

As the exclusive importer of Glasurit and baslac®, we are preparing to expand our presence into East Malaysia and Brunei, which we believe hold untapped market potential. We are preparing our best to provide consistent and continuous support in these new territories.

In addition to our market expansion initiatives, we entered into a Memorandum of Understanding (MOU) with GIATMARA, under which we have been appointed as a member of their Technical Advisory Committee for electric vehicle (EV) paint repair work. Through this collaboration, we will provide advisory support on the selection of equipment and materials to be used at GIATMARA training centres. These centres will conduct training on refinishing and paint repair processes for GIATMARA instructors and a group of selected students who have demonstrated outstanding academic performance.





## Management Discussion and Analysis (Cont'd)

### EDM GROUP

#### EDM-Tools (M) Sdn Bhd



To diversify our portfolio and respond to evolving market demands, EDM-Tools (M) Sdn Bhd has entered the manufacturing machinery sales segment through a partnership with Korean machine tools manufacturer Hwacheon. Hwacheon is a pioneer and leader in the Korean machine tool industry, backed with over 80 years of experience, Hwacheon machines are fully designed, made and assembled in Korea. Key components like machine beds, spindles, gears, chucks, and cylinders are made in-house, ensuring that top-notch quality is achieved.



## Management Discussion and Analysis (Cont'd)

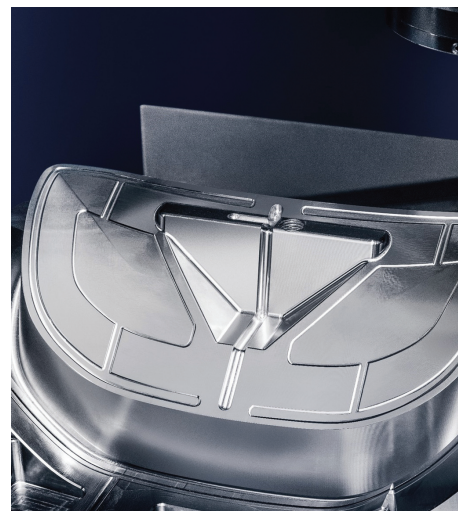
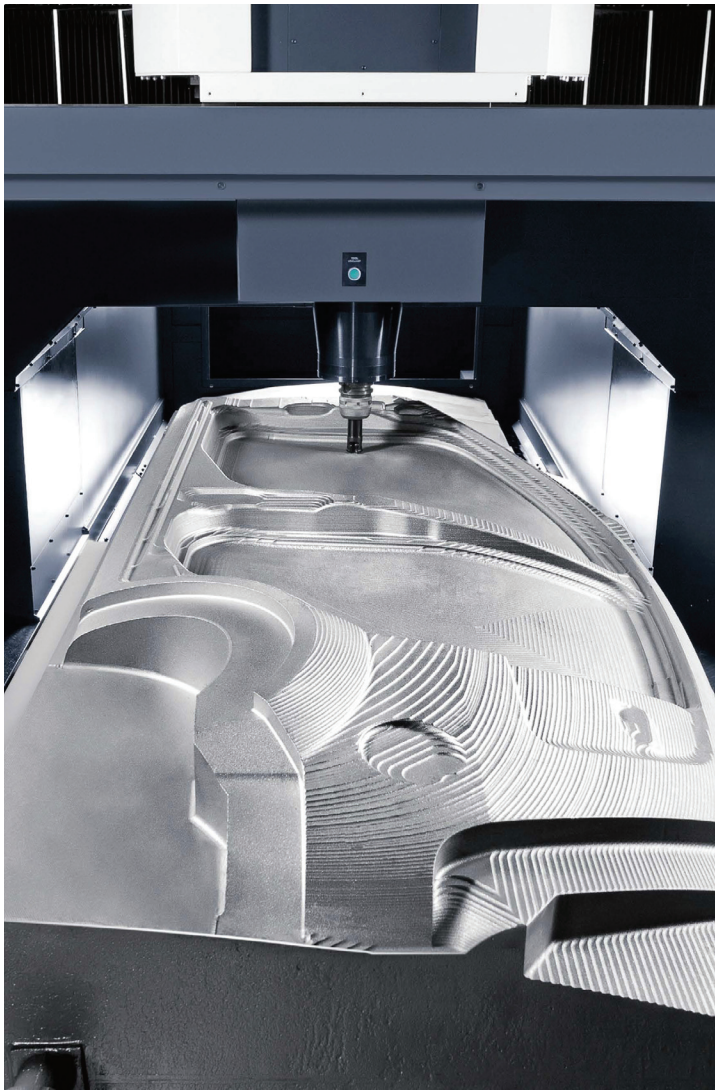
### Manufacturing Division - EDM Brass Wire Manufacturing

EDM Brass Wire manufacturing is the core business of ETSB, is a consumable primarily in the mould making process, and a substantial portion of Malaysia mould making projects originates from the Electronics industry and Automotive industry. During the financial period, demand from both industries remained relatively stable. While some automotive model launches resumed after earlier delays, sales were modest due to continued cautious activity in mould-making projects.

### Engineering & Machinery Division

The Engineering Division maintained steady performance during the financial period, with stable sales supported by consistent demand in EDM Wire Manufacturing. The Group continued to pursue strategic initiatives to respond to market conditions and ensure long-term resilience.

The introduction of Hwacheon machinery enables us to address the needs of customers engaged in mass production – a segment previously underserved. We are repositioning our Elbo Controlli Nikken tool management solutions to capitalise on increased customer focus on data-driven productivity. With more manufacturers investing in MES/ERP systems, the ability to integrate tool presetting into a connected ecosystem has become a key selling point.







## Management Discussion and Analysis (Cont'd)

### EDM Machining Solutions (M) Sdn Bhd

Recognising the importance of advanced CAM software, EDM Machining Solutions (M) Sdn Bhd partnered with OPEN MIND Asia Pacific to offer hyperMILL® in Malaysia.

OPEN MIND, originating from Germany, is the brand owner of hyperMILL®. The company is one of the world's most sought-after developers of powerful and innovative CAD/CAM solutions for machine and controller-independent NC programming.

With hyperMILL®, OPEN MIND offers customers from industry sectors one of the world's leading CAD/CAM solutions. Unique CAM functions ensure efficient 2.5D, 3D, 5-axis, HSC, HPC and mill turning machining. Its advanced functions meet the needs of high-precision industries, even complex 5-axis jobs can be implemented just as easily as 3D operations.

## hyperMILL® system 3R

To further enhance machining efficiency and automation, EMSSB became the exclusive Malaysian dealer for System 3R in 2019, a division of GF Machining Solutions. System 3R was a pioneer in the precision engineering tooling since 1967 in Stockholm, Sweden. System 3R enables manufacturers to reduce setup time and machine downtime by standardising references across manufacturing processes, allowing seamless integration with automation systems.

### Manufacturing Division - CNC Graphite Milling Machine Assembly

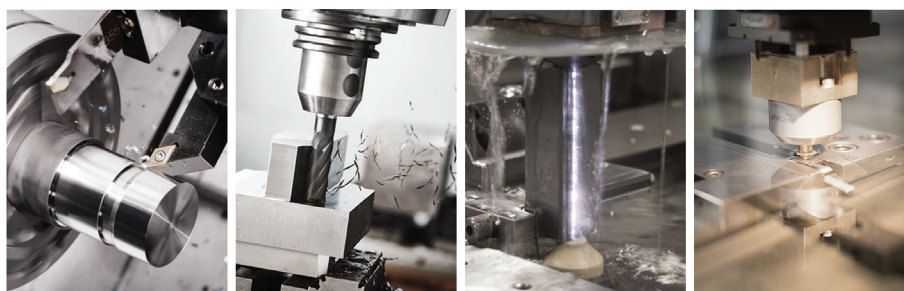
EMSSB's CNC Graphite Milling Machine was designed to address common machining challenges associated with EDM graphite material. Assembled by the EMS team in Malaysia, the machines incorporate a specially designed oil curtain system to effectively manage graphite dust during electrode fabrication. It was further customised and optimised through collaboration with Syntec CNC Machine Controller to enhance machining performance and precision. While traditional demand from Electronics and Automotive segments declined, which affected sales performance. Nonetheless, niche demand from semiconductor-related applications such as IC cavity bar electrodes, jigs, and fixtures continued to support utilisation of the machine.

### Manufacturing Division - CNC Machining Service

EDM graphite material sales softened due to weaker downstream activity. CNC Machining Services faced similar challenges, though EMSSB continued to prioritise graphite jigs and fixtures for semiconductor-related applications amid slower demand in the automotive mould segment.

### Engineering & Machinery Division

With a growing customer base in semiconductor, aerospace and medical sectors, EDM Group is positioned to support customers in adopting advanced manufacturing practices. Our bundled solutions comprising GFMS machines, hyperMILL® software, Syntec automated solutions and System 3R workholding, delivering comprehensive and future-ready smart factory manufacturing setups. These technologies enable customers to enhance productivity, precision and connectivity as they transition toward digitalised manufacturing environments.



## Management Discussion and Analysis (Cont'd)

### Training & Talent Development Division

EDM Group places strong emphasis on long-term talent development. We actively offer training opportunities to students, aiming to build a pipeline of skilled individuals and ensure business continuity in the precision engineering sector.

Our initiatives include HRDC claimable training programmes covering CAM software (hyperMILL), CNC programming and automation; the VTAR Technical Institute Program, which offers sponsored tuition, accommodation and monthly allowances for mould and die students; and a sponsorship to TARUMT comprising 25 hyperMILL licences alongside machine and software application training. We also conduct workshops focused on 5-axis machining, CAM optimisation and industry sharing sessions to further support skills enhancement and knowledge transfer.

We remain committed to supporting Malaysia's precision engineering landscape by enabling customers to scale, automate and digitalise their operations in line with global standards.







## Management Discussion and Analysis (Cont'd)

The operations of the Group are exposed to credit risk, foreign currency risk, interest rate risk and liquidity risk. The Group has adopted policies on financial risk management as disclosed in the Statement on Risk Management and Internal Control.

### LIQUIDITY AND CAPITAL MANAGEMENT

The Group maintains a healthy level of cash and cash equivalents and credit facilities from financial institutions to fund the Group's short term and long-term commitments.

The Group's long term and short-term borrowings are principally denominated in Ringgit Malaysia and amounting to RM12.81 million as at 31 March 2025.

As at 31 March 2025, the Group has cash and cash equivalents amounting to RM80.93 million as well as unutilised banking facilities amounting to RM5.75 million. The Group anticipates its cash and cash equivalents and available credit facilities to be sufficient to fund the working capital and capital expenditure for its business.

### Warrant 2020/2023 ("Warrant B")

As of 6 November 2023, a total of 6,162,200 units of the outstanding Warrant B of 53,497,495 were converted into new shares at an exercise price of RM1.50 per warrant and proceeds amounting to RM9,243,300 was fully credited to the share capital account of the Company in accordance with the Companies Act 2016 in Malaysia. Any warrants not exercised by the expiry date of 6 November 2023 ceased to be valid for any purpose.

The movements of the warrants during the financial period are as follows:

Date of issue	Exercise price	Number of Warrant B			
		At 01.10.2023	Exercised	Lapsed	At 31.03.2025
23-Oct-20	RM1.50	53,497,495	(6,162,200)	(47,335,295)	–

### Irredeemable Convertible Unsecured Loan Stocks ("ICULS")

On 27 December 2022, the Company proposes to settle RM354,000,000 ("Settlement Sum") out of the total outstanding debts as at 22 December 2022 of RM355,154,481 owing to non-current other payables related to a substantial shareholder through the issuance of 295,000,000 units of 5-year, zero coupon ICULS at RM1.20 each, with an aggregate nominal value of RM354,000,000 ("Proposed Settlement").

This Proposed Settlement has been approved by Bursa Securities vide its letter dated 8 November 2023 and was approved by the shareholders at an Extraordinary General Meeting ("EGM") held on 13 December 2023.

On 25 April 2024, 295,000,000 ICULS have been successfully issued. As such, the Proposed Settlement is deemed completed on even date.

On 10 January 2025, 33,000,000 units of ICULS at nominal value of RM1.20 each were converted into ordinary shares for a total amount of RM39,600,000.

	Exercise price	Number of ICULS			
		At 01.10.2023	Issued	Converted	At 31.03.2025
ICULS	RM1.20	–	295,000,000	(33,000,000)	262,000,000

## Management Discussion and Analysis (Cont'd)

### Employees' Share Scheme ("ESS")

On 7 September 2023, the Company proposes to undertake a proposed establishment of an employees' share scheme ("Scheme") of up to fifteen percent (15%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time during the duration of the Scheme to the eligible directors and employees of the Company and its subsidiaries (excluding dormant subsidiaries) ("Proposed ESS"). This Proposed ESS has been approved by Bursa Securities vide its letter dated 4 October 2023 and was approved by the shareholders at an EGM held on 13 December 2023.

On 5 February 2024, new ordinary shares at RM1.3874 per share (5-day volume weighted average market price immediately prior to the offer of Share Grants/ESOS Options) were awarded/offered as follows:

- i. 9,000,000 Share Grants awarded to executive directors at no payment, with immediate vesting period; and
- ii. 9,370,500 ESOS Options offered to eligible directors and employees of the Company to subscribe for new shares at the exercise price of RM1.25 per share, proportionately over a period of 5 years.

The ESS shall be in force for a duration of five (5) years commencing from 18 December 2023, the effective date of implementation of the ESS, which is the date of full compliance of the provisions as set out in Paragraph 6.43(1) of the Listing Requirements.

The ESS may be extended for a further period of up to 5 years at the discretion of the Board upon the recommendation of the ESS Committee, subject to a maximum aggregate of 10 years from the effective date.

The movements of the ESS during the interim period are as follows:

ESS	Exercise price	Number of Ordinary Shares					At 31.03.2025
		At 01.10.2023	Offered	Exercised	Vested	Lapsed	
Share Grants	Nil	–	9,000,000	(9,000,000)	–	–	–
ESOS Options	RM1.25	–	9,370,500	(36,260)	(1,615,440)	(1,976,200)	5,742,600



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of Toyo Ventures Holdings Berhad (“the Company”) acknowledges the importance of establishing and maintaining a high standard of corporate governance within the Company and its subsidiaries (“Group”). The Board remains committed to upholding the principles and best practices outlined in the Malaysian Code on Corporate Governance (“MCCG”) and the Main Market Listing Requirements (“MMLR” or “Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

This Corporate Governance Overview Statement provides a summary of the Group’s corporate governance practices during the financial period ended 31 March 2025 (“FPE 2025”) with reference to the three (3) key principles of good corporate practices as set out in the MCCG:-

- A. Board leadership and effectiveness;
- B. Effective audit and risk management; and
- C. Integrity in corporate reporting and meaningful relationships with stakeholders.

This Corporate Governance Overview Statement (“Statement”) is augmented with a Corporate Governance Report, which is prepared in the prescribed format in accordance with Paragraph 15.25(2) of the Listing Requirements to provide a detailed explanation of the Group’s application of the corporate governance principles and practices throughout the FPE 2025, as guided by the MCCG. The Corporate Governance Report is available on the Company’s website at [www.toyoventures.com.my](http://www.toyoventures.com.my), as well as via an announcement on the website of Bursa Securities.

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS

#### PART I – BOARD RESPONSIBILITIES

##### 1.1 Board and Board Committees

The Board leads the Group and exercises effective oversight and controls, making collective decisions and/or closely monitoring matters relating to strategy, performance, resource management, standards of conduct and financial matters.

The Board is responsible for directing the Group’s risk assessment, strategic planning, succession planning and financial and operational management to ensure its obligations to shareholders and other stakeholders are clearly understood and met. The Board provides the leadership necessary for the achievement of the Group’s business objectives within a framework of sound risk management and internal controls, as described in this Statement.

The Group is led by an effective and experienced Board comprising members with diverse expertise and qualifications.

To ensure the effective discharge of its fiduciary duties and execution of specific responsibilities, the Board has established the following Board Committees:-

- (a) Audit and Risk Management Committee (“ARMC”);
- (b) Nomination Committee (“NC”); and
- (c) Remuneration Committee (“RC”).

Each Committee operates under clearly defined Terms of Reference. These Committees are authorised by the Board to deal with and to deliberate on matters delegated to them within their respective Terms of Reference and report their findings and recommendations to the Board for approval.

The Committees also serve as reviewing bodies, assessing and recommending matters under their purview for the Board’s consideration and decision. The Board receives reports from the Chairman of each Committee during Board meetings on current activities. It is the general policy of the Company that all major decisions shall be reserved for consideration and approval by the Board as a whole.



## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART I – BOARD RESPONSIBILITIES (CONT'D)

##### 1.2 Chairman of the Board

The Chairman of the Board, Tuan Haji Ir. Yusoff Bin Daud, holds a Non-Independent Non-Executive position and is responsible for leading the Board to ensure its effectiveness and integrity and the entrenchment of good corporate guarantee practices within the Group.

In adherence to MCCG guidelines, the Chairman of the Board does not sit on any Board Committees, ensuring the maintenance of checks and balances as well as the preservation of objectivity.

##### 1.3 Chairman and Managing Director

In line with good corporate practices, there is a clear distinction between the roles of the Chairman of the Board and the Group Managing Director ("Group MD"). This separation is intended to ensure a balance of power and authority, promote accountability and prevent the concentration of unfettered decision-making authority.

The Chairman of the Board is responsible for the leadership, effectiveness, conduct and governance of the Board, as well as facilitating constructive deliberations on matters at hand. Meanwhile, the Group MD is responsible for the overall day-to-day management of the Group. The Group MD leads the Company's management team, oversees the operations of the business units, and ensures the effective implementation of strategies, policies and decisions approved by the Board. The Group MD is well-versed in the Company's performance and operations and possesses a strong understanding of matters affecting both the industry and the Company as a whole.

##### 1.4 Qualified and Competent Company Secretary

During the FPE 2025, the Corporate Secretarial functions of the Company were outsourced to T&S Secretarial Services Sdn. Bhd. The Company Secretary worked together with the Management to ensure timely and appropriate information flow to the Board and Board Committees.

On 1 April 2024, the Company appointed Cospec Management Services Sdn. Bhd. ("CMS") to assume the corporate secretarial functions of the Company.

The Board is supported by two (2) Company Secretaries nominated by CMS who are experienced and qualified to act as company secretaries under Section 235(2) of the Companies Act 2016 and are registered holders of the Practicing Certificate issued by the Companies Commission of Malaysia. All Directors have access to the advice and services of the Company Secretaries.

The Company Secretaries consistently participate in the relevant training programmes, conferences or seminars organised by the relevant authorities and/or professional bodies to keep themselves abreast with the latest developments in corporate governance developments and changes in regulatory requirements that are relevant to their role and enable them to provide the necessary advisory services to the Board.

The Board acknowledges that the Company Secretaries play an important role and will ensure that the Company Secretaries fulfil the functions for which they have been appointed.

During the FPE 2025, all Board and Board committee meetings were properly convened, accurate and proper records of the proceedings and resolutions passed were taken and maintained in the statutory records of the Company.



## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART I – BOARD RESPONSIBILITIES (CONT'D)

##### 1.5 Meeting of Board and Board Committees

To facilitate the Directors' time planning, an annual meeting calendar is prepared in advance of each new year by the Company Secretaries. The meeting calendar provides the Directors with scheduled dates for meetings of the Board and Board committees as well as the annual general meeting ("AGM"). The closed periods for dealings in securities by Directors and principal officers based on the scheduled dates of meetings for making announcements of the Group's quarterly results were also provided therein.

The notices of Board and Board Committees meetings together with the meeting papers are generally furnished to the Board members within five (5) business days prior to the dates of meetings. This is to ensure that the Directors have sufficient preparation time and information to make an informed decision at each meeting.

The deliberations and conclusions of matters discussed in the Board or Board Committees meetings are duly recorded in the minutes of meetings and kept at the registered office of the Company. The draft minutes are circulated for the Board or Committee Chairman's review within a reasonable timeframe after the meetings. The minutes of meetings accurately captured the deliberations and decisions of the Board and/or the Board Committees, including whether any Director abstains from voting or deliberating on a particular matter.

For matters which require the Board's decision on an urgent basis outside of Board Meetings, board papers along with Directors' Written Resolution will be circulated for the Board's consideration. All written resolutions approved by the Board will be tabled for notation at the next Board Meeting.

##### 1.6 Board Charter

The Company has formalised and adopted a Board Charter which sets out the Board's composition and balance, roles and responsibilities, as well as its operation and processes. Key matters reserved for the Board's approval include managing conflict of interest issues, approval of material acquisitions and disposal of assets, corporate plans, annual budgets, new ventures, authority level, dividend policy and significant treasury policies. The Board Charter also serves as a key reference document and primary induction literature, providing valuable insights to newly appointed Board members.

The Board Charter would be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

The Board Charter is published on the Company's website at [www.toyoventures.com.my](http://www.toyoventures.com.my).

## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART I – BOARD RESPONSIBILITIES (CONT'D)

##### 1.7 Code of Ethics and Conduct

The Group has established a Code of Ethics and Conduct which applies to all Directors, Management and employees of the Group.

This Code of Ethics and Conduct sets out the principles and standards of business ethics and conduct of the Group. The Code covers managing conflicts of interest, confidential information, insider information and securities trading, protection of assets and funds, business records and control, compliance with law, personal gifting, health and safety, sexual harassment, outside interest, fair and courteous behaviour and misconduct.

The Code of Ethics and Conduct will be reviewed from time to time to ensure the information remains relevant and appropriate. The Code of Ethics and Conduct is available on the Company's website at [www.toyoventures.com.my](http://www.toyoventures.com.my).

##### 1.8 Whistle Blowing Policy

The Group has established a Whistle Blowing Policy to uphold the Group's effort and commitment in doing business with ethics of honesty and integrity, henceforth, providing a transparent and confidential process in handling the whistleblowing reports.

The Whistle Blowing Policy provides a clear and confidential mechanism for all employees and stakeholders (shareholders, customers and suppliers) of the Group, as well as members of the public to report or disclose any violations or wrongdoings that may be observed in the Group without fear of retaliation should they act in good faith when reporting such concerns.

The Whistle Blowing Policy of the Group covers amongst others:-

- (a) Fraud;
- (b) Corruption, bribery or blackmail;
- (c) Criminal offences;
- (d) Failure to comply with a legal or regulatory obligation;
- (e) Miscarriage of justice;
- (f) Conflict of interest;
- (g) Sexual harassment;
- (h) Misuse of confidential information; and
- (i) Concealment of any or a combination of the above.

The Board is committed to reviewing the Whistle Blowing Policy at least once every three (3) years to ensure its continued relevance, effectiveness and alignment with governing legislation and regulatory requirements.

The Whistle Blowing Policy is published on the Company's website at [www.toyoventures.com.my](http://www.toyoventures.com.my).





## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART I – BOARD RESPONSIBILITIES (CONT'D)

##### 1.9 Anti-Bribery and Anti-Corruption Policy

In line with the Malaysian Anti-Corruption Commission (Amendment) Act 2018 ("MACC Act 2018"), the Company has adopted an Anti-Bribery and Anti-Corruption Policy ("ABAC Policy") to encourage a culture of integrity and transparency in all of the Group's activities.

This ABAC policy which adheres to the Listing Requirements of Bursa Securities and the Guidelines on Adequate Procedures issued pursuant to Section 17A(5) of the MACC Act 2018. It outlines the responsibilities of the Company and all individuals who work for the Group, in observing and upholding the Group's position on bribery and corruption and provides key anti-bribery and corruption principles that apply to all interactions with the Group's customers, business partners, and other third parties, as well as guidelines for the prevention, management, and remediation of bribery and corruption related risks.

The ABAC Policy will be reviewed at least once every three (3) years to ensure that they continue to remain relevant and appropriate. The ABAC Policy is published on the Company's website at [www.toyoventures.com.my](http://www.toyoventures.com.my).

##### 1.10 Directors' Fit and Proper Policy Procedures

In line with Paragraph 15.01A of the Listing Requirements of Bursa Securities, the Board had adopted a Directors' Fit and Proper Policy which serves as a guide to the NC and the Board in their review and assessment of the potential candidates for appointment as Directors and key senior management as well as the retiring Directors who are seeking re-election at the AGM.

The Directors' Fit and Proper Policy shall be reviewed periodically by the Board as it may deem necessary to ensure that they remain consistent with the Board's objectives, current law and practices. The Directors' Fit and Proper Policy is published on the Company's website at [www.toyoventures.com.my](http://www.toyoventures.com.my).

##### 1.11 Conflict of Interest Policy

The Board had adopted a Conflict of Interest Policy which sets out the guidelines and procedures for identifying, disclosing, and managing conflicts of interest that may arise within the Group. This ensures that any actual, potential and perceived conflicts of interest are properly addressed and mitigated. The policy is also intended to ensure compliance with the Listing Requirements of Bursa Securities and the provisions under the Companies Act 2016, while upholding the highest standards of corporate governance and transparency.

The Board will review the Conflict of Interest Policy from time to time and make any necessary amendments to ensure it remains consistent with the Board's objectives, applicable laws, and evolving best practices.

## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART I – BOARD RESPONSIBILITIES (CONT'D)

##### 1.12 Sustainability Governance

The Board recognises that sustainable business practices are essential for long-term value creation and believes that responsible business practices are fundamental to achieving operational excellence.

The Board is committed to overseeing sustainability strategies, priorities, and targets, with management responsibility for the operational execution of Environmental, Social, and Governance (ESG) factors as part of the Group's corporate strategy. As fiduciaries to the company's shareholders, the Board is dedicated to upholding exemplary corporate governance practices that prioritize ethics, integrity, and corporate responsibility.

The Board ensures that the Company's internal and external stakeholders are well-informed about the sustainability strategies, priorities, targets, and overall performance. This Annual Report provides a detailed articulation of the Company's sustainability efforts.

The Board reviewed and approved relevant amendments by incorporating an assessment of their understanding of sustainability issues in the annual performance evaluation, which is critical to the Company's performance. The Board remains committed to continuously reviewing and enhancing its sustainability practices to ensure alignment with best practices and to create long-term value for all stakeholders.

#### PART II – BOARD COMPOSITION

##### 2.1 Board Composition and Balance

The Board currently comprises seven (7) members and the composition of the current Board is set out in the table below:-

No.	Names	Designation
1.	Tuan Haji Ir. Yusoff Bin Daud	Non-Independent Non-Executive Chairman
2.	Chew Cheong Loong	Group Managing Director
3.	Tham Kut Cheong	Executive Director
4.	Chan Kee Eng	Independent Non-Executive Director
5.	Tan Poh Lee	Independent Non-Executive Director
6.	Low Mei Kheng	Independent Non-Executive Director
7.	Tham Weng Seng	Non-Independent Non-Executive Director

This current Board composition complies with Paragraph 15.02 of the Listing Requirements of Bursa Securities, which requires that at least two (2) Directors or one-third (1/3) of the Board, whichever is the higher, are Independent Directors, and that there is at least one (1) woman Director.

The Board members have diverse backgrounds and experiences in various fields. Collectively, they bring a wide range of skills, experience and knowledge to manage the Group's business. The profiles of these Directors are provided in this Annual Report.



## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART II – BOARD COMPOSITION (CONT'D)

##### 2.2 Tenure of Independent Directors

The Board acknowledges that the tenure of an Independent Non-Executive Director shall not exceed a cumulative term of nine (9) years as recommended by the MCCG. However, if the Board intends to retain an Independent Non-Executive Director who has served the Board for a cumulative term of more than nine (9) years, the Board must justify its decision and seek the shareholders' approval through a two-tier voting process at a general meeting. Furthermore, the Board recognises that under the Listing Requirements of Bursa Securities, the tenure of an Independent Director should not exceed a cumulative term of twelve (12) years.

Based on the assessment carried out during the financial period under review, the Board is satisfied with the level of independence demonstrated by all the Independent Non-Executive Directors and their abilities to act in the best interest of the Company.

The Company has not adopted a policy that limits the tenure of its Independent Directors to nine (9) years, being a step-up practice. Notwithstanding that, the assessment of the independence of Independent Non-Executive Directors will be conducted annually via the Annual Evaluation of Independence of Directors to ensure that they are independent of Management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement or the ability to act in the best interests of the Company.

During the financial period under review, none of our Directors has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years.

##### 2.3 Appointment of Board

The principal function of making recommendations for new appointments or re-election of retiring Directors has been delegated to the NC.

The evaluation of suitable candidate is not only based on academic but also through experience in this industry to ensure that valuable contribution which will be beneficial to the Company can be given to encourage growth of the Company. In making a recommendation to the Board on the candidates for directorship, the NC will consider and nominate the candidates based on the objective criteria, including:- (a) skills, knowledge, expertise and experience; (b) professionalism; (c) integrity; (d) time commitment to the Company based on the number of directorships held; and (e) in the case of candidates for the position of Independent Non-Executive Directors, the NC will also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors. All Directors shall not hold more than five (5) directorships in listed issuers as required under Paragraph 15.06 of the Listing Requirements of Bursa Securities.

During the financial period under review, there was one (1) new appointment of Director as recommended by NC, which is:-

Name of Director	Date of Appointment	Designation
Tham Weng Seng	10 May 2024	Non-Independent Non-Executive Director



## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART II – BOARD COMPOSITION (CONT'D)

##### 2.4 Board Diversity and Senior Management Team

The Board acknowledges the importance of Board and Senior Management Team composition diversity as recommended by the MCCG. In pursuing diversity agenda, the Directors and Senior Management are sourced from a diverse pool and recruited based on objective criteria, merit and with due regard for diversity in skills, knowledge, experience, age, cultural background, gender and contribution.

In line with the recommendation under the MCCG for gender diversity, the Board has established and adopted a Gender Diversity Policy, which provides a framework for the Company to improve its gender diversity at the Board and senior management levels. The policy emphasises the importance of diversity among Board members, including race, ethnicity, age, gender, skills, competencies, experiences and expertise. The Gender Diversity Policy aims to enhance diversity not only at the Board level but also within the senior management.

Currently, there are three (3) female Directors on the Board, namely, Ms. Chan Kee Eng, Ms. Low Mei Kheng and Ms. Tan Poh Lee.

##### 2.5 Board Committees

The Board Committees are set up to manage specific tasks for which the Board is responsible within clearly defined Terms of Reference. This ensures that the Board members can spend their time more efficiently while the Board Committees are entrusted with the authority to examine particular issues.

The Board has established three (3) Board Committees and the membership of each committee is set out in the table below:-

Composition	ARMC	NC	RC
Chan Kee Eng (Independent Non-Executive Director)	Chairperson	Chairperson	Chairperson
Low Mei Kheng (Independent Non-Executive Director)	Member	Member	Member
Tan Poh Lee (Independent Non-Executive Director)	Member	Member	Member
Tham Weng Seng (Non-Independent Non-Executive Director)	Member	Member	Member
Chew Cheong Loong (Group Managing Director)	–	–	Member



## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART II – BOARD COMPOSITION (CONT'D)

##### 2.6 NC & RC

Currently, the composition of the NC & RC complies with the MMLR and comprises a majority of Independent Directors.

The NC will scrutinise the candidates and recommend the same for the Board's approval. In discharging this duty, the Committees will undertake a thorough review of the candidate's criteria, amongst others, qualifications, skills, knowledge, expertise, experience, personal attributes and the capability to devote the necessary time and commitment to the role.

The Board believes that individuals with diverse backgrounds, independence, competencies and diversity represented on the Board could improve its effectiveness and bring different perspectives to its deliberations and decision-making processes.

The above composition ensures that any decisions made are impartial and in the best interest of the Company without any element of fear or favor.

In furtherance to that, the RC will also recommend to the Board the framework of the remuneration package for Executive Directors based on their duties and responsibilities. It is nevertheless the ultimate decision of the entire Board to approve the appointment and remuneration of new directors and the directors do not participate in a decision on their own remuneration package. The Directors' fees are approved at the AGM annually by the shareholders, based on the recommendation from the Board.

The NC & RC meet as and when required at least once every financial year.

The activities undertaken by the NC for the FPE 2025 are as follows:-

- (a) Evaluated the balance of skills, knowledge and experience of the Board. Carried out the assessment and rating of each Director's performance against the criteria as set out in the annual assessment form. The performance of Non-Executive Directors was also carefully considered, including whether he could devote sufficient time to the role.
- (b) Undertaken an effectiveness evaluation exercise of the Board and its Committees as a whole with the objective of assessing its effectiveness.
- (c) Reviewed and recommended to the Board the term of office and performance of the ARMC.
- (d) Reviewed and recommended to the Board the re-election of the Directors who retired pursuant to the Company's Constitution at the AGM.
- (e) Reviewed and assessed the independence of the Independent Directors of the Company.
- (f) Reviewed and recommended to the Board for consideration, the appointment of new Director to the Board.

## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART II – BOARD COMPOSITION (CONT'D)

##### 2.7 Board Appointment and Re-appointment Process

The NC is tasked by the Board to make independent recommendations for appointments to the Board. In evaluating the suitability of candidates, the NC considers, inter-alia, the character, experience, integrity, commitment, competency, qualification and track record of the proposed new nominee for appointment to the Board. In the case of a nominee for the position of Independent Non-Executive Director, NC evaluates the nominee's ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors. The Board has, in the review of the skills of Directors, included information technology, legal, public relations and experience in the retailing industry as the matrix of skills of Directors that would be prioritised when selecting candidates for appointment to the Board.

In accordance with the Listing Requirements of Bursa Securities and the Company's Constitution, one-third (1/3) of the Directors of the Company for the time being shall retire at the AGM of the Company provided always that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election at the AGM. Additionally, the Directors appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the conclusion of the next AGM and shall be eligible for re-election.

In assessing the candidates' eligibility for re-election, the NC considers their competencies, commitment, contribution, and performance based on their respective performance evaluation to the Board and their ability to act in the best interest of the Company.

Upon the recommendation of the NC and the Board, Ms. Chan Kee Eng, Ms. Low Mei Kheng and Mr. Tham Weng Seng will be retiring and seeking re-election at the forthcoming Annual General Meeting. The details of the Directors are disclosed in the Profile of Directors section in this Annual Report.

##### 2.8 Annual Assessment of the Board and Board Committees as a whole

The Board recognises the importance of assessing the effectiveness of the Board and Board Committees as a whole as well as the individual director's performance. Facilitated by the NC, the Company conducted an annual assessment to determine the effectiveness of the Board and Board Committees as a whole as well as the contribution of each individual Director. The process was carried out by sending the following customised annual assessment forms to the Directors:-

- (i) Performance of the Group Managing Director and Executive Director;
- (ii) Performance of Non-Executive Chairman;
- (iii) Performance of Non-Executive Directors;
- (iv) Independence of the Independent Directors;
- (v) Performance of the ARMC; and
- (vi) Effectiveness of the Board and Board Committees as a whole.

The annual assessment was facilitated by the Company Secretaries and conducted on a peer and self-evaluation basis through questionnaires circulated to the Directors.

The annual assessment forms for the FPE 2025, duly completed by the Directors and/or ARMC were collated and tabled to the NC for deliberations and subsequently escalated to the Board for consideration on the key issues arising thereon, if any.





## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART II – BOARD COMPOSITION (CONT'D)

##### 2.9 Attendance of Board and Board Committees' Meetings

The Board meets at least once every quarter on a scheduled basis and additional meetings are to be convened as and when deemed necessary by the Board. All the Directors have attended all Board meetings held during the FPE 2025 and complied with the Listing Requirements on attendance at Board meetings.

The attendance record of each Board members at the Board and Board Committees meetings held during the FPE 2025 are as follows:-

Name of Directors	Board	ARMC	NC	RC
Tuan Haji Ir. Yusoff Bin Daud (Non-Independent Non-Executive Chairman)	8/8	–	–	–
Chew Cheong Loong (Group Managing Director)	8/8	–	–	4/4
Tham Kut Cheong (Executive Director)	8/8	–	–	–
Chan Kee Eng (Independent Non-Executive Director)	8/8	6/6	1/1	4/4
Tan Poh Lee (Independent Non-Executive Director)	8/8	6/6	1/1	3/4
Low Mei Kheng (Independent Non-Executive Director)	8/8	6/6	1/1	3/4
Tham Weng Seng <sup>(1)</sup> (Non-Independent Non-Executive Director)	5/5	5/5	–	2/2

**Note:-**

<sup>(1)</sup> Mr. Tham Weng Seng was appointed as a Non-Independent Non-Executive Director of the Company and a member of the ARMC, NC and RC on 10 May 2024.

## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART II – BOARD COMPOSITION (CONT'D)

##### 2.10 Directors' Training

The Directors have attended courses/conferences and/or in-house training from time to time to enhance their skills and knowledge and to keep abreast with the relevant changes in laws, listing requirements, regulations and business environment in order to discharge their duties more effectively.

The training programmes, seminars and/or conferences attended by the Directors during the financial period are as follows:-

Directors	Title of Seminar/Training/Workshop
Tuan Haji Ir. Yusoff Bin Daud	<ul style="list-style-type: none"> <li>• Amendments to MMLR of Bursa Securities relating to Enhanced Sustainability Reporting Framework and Conflict of Interest</li> <li>• Beneficial Ownership Reporting</li> <li>• What Board Ought to Know About The MCCG</li> <li>• Risk Assessment Training and Workshop</li> <li>• Key Amendments to the MMLR of Bursa Securities</li> <li>• Mandatory Accreditation Program Part II: Leading for Impact</li> </ul>
Chew Cheong Loong	<ul style="list-style-type: none"> <li>• Amendments to MMLR of Bursa Securities relating to Enhanced Sustainability Reporting Framework and Conflict of Interest</li> <li>• Mandatory Accreditation Program Part II: Leading for Impact</li> <li>• Beneficial Ownership Reporting</li> <li>• What Board Ought to Know About The MCCG</li> <li>• Risk Assessment Training and Workshop</li> <li>• Key Amendments to the MMLR of Bursa Securities</li> </ul>
Tham Kut Cheong	<ul style="list-style-type: none"> <li>• Amendments to MMLR of Bursa Securities relating to Enhanced Sustainability Reporting Framework and Conflict of Interest</li> <li>• Mandatory Accreditation Program Part II: Leading for Impact</li> <li>• Beneficial Ownership Reporting</li> <li>• What Board Ought to Know About The MCCG</li> <li>• Risk Assessment Training and Workshop</li> <li>• Key Amendments to the MMLR of Bursa Securities</li> </ul>
Chan Kee Eng	<ul style="list-style-type: none"> <li>• Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>• Amendments to MMLR of Bursa Securities relating to Enhanced Sustainability Reporting Framework and Conflict of Interest</li> <li>• Webinar on Economic Updates</li> <li>• Bursa Academy: Conflict of Interest and Governance of Conflict of Interest</li> <li>• Beneficial Ownership Reporting</li> <li>• Bursa Malaysia's Building Sustainable Credibility: Assurance, Greenwashing and The Rise of Green-Hushing</li> <li>• Board Ethics: Growing Concerns from New Technology, stakeholder Interests &amp; Conflict of Interest</li> <li>• What Board Ought to Know About The MCCG</li> <li>• Risk Assessment Training and Workshop</li> <li>• Audit Oversight Board Conversation with Audit Committees</li> <li>• Key Amendments to the MMLR of Bursa Securities</li> </ul>

## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART II – BOARD COMPOSITION (CONT'D)

##### 2.10 Directors' Training (Cont'd)

The training programmes, seminars and/or conferences attended by the Directors during the financial period are as follows:- (Cont'd)

Directors	Title of Seminar/Training/Workshop
Tan Poh Lee	<ul style="list-style-type: none"> <li>• Mandatory Accreditation Programme Part II: Leading for Impact (LIP)</li> <li>• Amendments to MMLR of Bursa Securities relating to Enhanced Sustainability Reporting Framework and Conflict of Interest</li> <li>• Beneficial Ownership Reporting</li> <li>• SIDC Business Foresight Forum 2024 – Investing in MSMEs for Impact (Physical)</li> <li>• Bursa Academy: Conflict of Interest and Governance of Conflict of Interest</li> <li>• Building Sustainable Credibility: Assurance, Greenwashing and The Rise of Green-Hushing</li> <li>• What Board Ought to Know About The MCCG</li> <li>• Risk Assessment Training and Workshop</li> <li>• Key Amendments to the MMLR of Bursa Securities</li> </ul>
Low Mei Kheng	<ul style="list-style-type: none"> <li>• Amendments to MMLR of Bursa Securities relating to Enhanced Sustainability Reporting Framework and Conflict of Interest</li> <li>• Beneficial Ownership Reporting</li> <li>• What Board Ought to Know About The MCCG</li> <li>• Risk Assessment Training and Workshop</li> <li>• Briefing on BEPS 2.0</li> <li>• Key Amendments to the MMLR of Bursa Securities</li> <li>• Mandatory Accreditation Program Part II: Leading for Impact</li> <li>• CEO Action Network (CAN): Peer Sharing Session on Sustainability Reporting &amp; Assurance</li> <li>• Strategic Leadership in the Age of AI &amp; RPA</li> <li>• 5th Future CFO Malaysia Conference 2025 - Pathways Towards Differentiated Success</li> </ul>
Tham Weng Seng	<ul style="list-style-type: none"> <li>• Amendments to MMLR of Bursa Securities relating to Enhanced Sustainability Reporting Framework and Conflict of Interest</li> <li>• Mandatory Accreditation Program</li> <li>• Beneficial Ownership Reporting</li> <li>• What Board Ought to Know About The MCCG</li> <li>• Risk Assessment Training and Workshop</li> <li>• Key Amendments to the MMLR of Bursa Securities</li> <li>• Mandatory Accreditation Program Part II: Leading for Impact</li> </ul>

In order to effectively carry out their roles and duties, the Directors are committed to participating in professional development programs as necessary. This ongoing commitment to professional development ensures that the Directors stay up-to-date with best practices and emerging trends in their respective areas of expertise. The Company encourages and supports the Directors' participation in such programs, recognising the importance of maintaining a skilled and knowledgeable Board.



## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART III – REMUNERATION

##### 3.1 Policies and Procedures to Determine the Remuneration of Directors and Senior Management

The Board had through the RC, established a formal Policies and Procedures to determine the remuneration of Directors and senior management (“Policies and Procedures”).

The RC assists the Board in implementing its policies and procedures on remuneration, which includes reviewing and recommending the proposed remuneration packages of the Directors and senior management of the Company. The RC is also responsible for ensuring that the remuneration packages are commensurate with the expected responsibility and contribution by the Directors and link to the strategic objectives of the Company.

The Board will determine the remuneration package of the Executive Directors, taking into consideration the recommendations of the RC for the Executive Directors. The remuneration packages for the Executive Directors are structured in such a way that they link rewards to both corporate and individual performance.

The Non-Executive Directors of the Company will be paid a basic fee as ordinary remuneration based on their responsibilities in Committees and the Board, their attendance and/or the special skills and expertise they bring to the Board. The fee shall be fixed in sum and not by a commission on or percentage of profits or turnover. Apart from Directors’ fees, all Non-Executive Directors are entitled to meeting allowances for attending Board and Board Committee meetings. Each Director shall abstain from the deliberation and voting on matters pertaining to their own remuneration.

The Policies and Procedures is available on the Company’s website at [www.toyoventures.com.my](http://www.toyoventures.com.my).



## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART III – REMUNERATION (CONT'D)

##### 3.2 Remuneration of Directors

The detailed remuneration of each individual Director of the Company and the Group for the FPE 2025 are as follows:-

##### The Company

Name of Directors	Fees RM	Allowance RM	Salary RM	Bonus RM	Benefits in Kind RM	Others Emoluments RM	Total RM
Tuan Haji Ir. Yusoff Bin Daud	39,000	83,000	-	-	-	-	122,000
Chew Cheong Loong	54,000	9,000	-	-	-	-	63,000
Tham Kut Cheong	54,000	-	-	-	-	-	54,000
Chan Kee Eng	39,000	92,000	-	-	-	-	131,000
Tan Poh Lee	39,000	92,000	-	-	-	-	131,000
Low Mei Kheng	39,000	92,000	-	-	-	-	131,000
Tham Weng Seng (Appointed as Director on 10.05.2024)	17,129	31,419	-	-	-	-	48,548
Lim Kee Min (Retired as Director on 13.03.2024)	18,000	10,000	-	-	-	-	28,000
Lim Guan Lee (ceased as Alternate Director on 13.03.2024)	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>299,129</b>	<b>409,419</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>708,548</b>

## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART III – REMUNERATION (CONT'D)

##### 3.2 Remuneration of Directors (Cont'd)

###### The Group

Name of Directors	Fees RM	Allowance RM	Salary RM	Bonus RM	Benefits in Kind RM	Others Emoluments RM	Total RM
Tuan Haji Ir. Yusoff Bin Daud	61,500	83,000	–	–	–	–	144,500
Chew Cheong Loong	130,500	36,000	1,672,500	114,500	–	275,887	2,229,387
Tham Kut Cheong	130,500	–	695,500	57,000	–	41,779	924,779
Chan Kee Eng	39,000	92,000	–	–	–	–	131,000
Tan Poh Lee	39,000	92,000	–	–	–	–	131,000
Low Mei Kheng	39,000	92,000	–	–	–	–	131,000
Tham Weng Seng (Appointed as Director on 10.05.2024)	17,129	31,419	–	–	–	–	48,548
Lim Kee Min (Retired as Director on 13.03.2024)	18,000	10,000	–	–	–	–	28,000
Lim Guan Lee (ceased as Alternate Director on 13.03.2024)	–	–	–	–	–	–	–
<b>TOTAL</b>	<b>474,629</b>	<b>436,419</b>	<b>2,368,000</b>	<b>171,500</b>	<b>–</b>	<b>317,666</b>	<b>3,768,214</b>





## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

#### PART III – REMUNERATION (CONT'D)

##### 3.3 Remuneration of Senior Management

The remuneration of the Senior Management of the Group for the FPE 2025 as follows:-

Range of Remuneration	No. of Senior Management Officers
RM200,001 to RM250,000	2
RM250,001 to RM300,000	1
RM300,001 to RM350,000	4
RM350,001 to RM400,000	2
RM600,001 to RM650,000	1

- Successive bands of RM50,001 to RM200,000, and RM400,001 to RM600,000 are omitted as there are no senior management officers in these bands.

Due to the confidentiality and sensitivity of the remuneration packages of Senior Management as well as security concerns, the Board opts not to disclose the Senior Management's remuneration components on a named basis in the bands of RM50,000.

The Board is of the view that the disclosure of the remuneration of Senior Management on a named basis would not be in the best interest of the Company given the competitive human resources environment that may give rise to recruitment and talent retention issues. The Board is of the opinion that the disclosure of Senior Management's aggregated remuneration on an unnamed basis in the bands of RM50,000 is adequate.

### PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

#### PART I – ARMC

##### 4.1 Effective and Independent ARMC

The primary objective of the ARMC is to assist the Board in discharging its responsibilities relating to financial accounting and reporting matters. It also relied upon the Board to, amongst others, provide advice in the areas of financial reporting, external audits, internal controls environment and internal audit process, review of related party transactions as well as conflict of interest situations. The ARMC also undertakes to provide oversight on the risk management framework of the Group.

The ARMC is chaired by an Independent Non-Executive Director, namely Ms. Chan Kee Eng who is distinct from the Chairman of the Board. In compliance with the MMLR and the MCCG, the ARMC comprises four (4) Non-Executive Directors with a majority of whom are Independent Directors.

The ARMC members possess the necessary skills and knowledges to discharge their duties in accordance with the Terms of Reference of the ARMC and they are able to understand matters under the purview of the ARMC including the financial reporting process.

## Corporate Governance Overview Statement (Cont'd)

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

#### PART I – ARMC (CONT'D)

##### 4.1 Effective and Independent ARMC (Cont'd)

The ARMC will observe a cooling-off period of at least three (3) years in the event any potential candidate to be appointed as a member of the ARMC was a former key audit partner. This policy had been codified in the Terms of Reference of ARMC of the Company. Currently, none of the members of the ARMC is a former key audit partner.

The term of office and performance of the ARMC and its members are reviewed by the NC annually to determine whether such ARMC and members have carried out their duties in accordance with the terms of reference.

The membership of the ARMC, summary of the works, the function of the ARMC in relation to the external auditors and the number of meetings held since the previous financial year end as well as the attendance of each member are shown in the Audit and Risk Management Committee Report of the Annual Report.

##### 4.2 External Auditors

The Group has established a transparent and appropriate relationship with the External Auditors which has been accorded the authority to communicate directly with the External Auditors. The External Auditors, in turn, are able to highlight matters which require the attention of the Board to the ARMC in terms of compliance with the accounting standards and other related regulatory requirements.

The Board has established the External Auditors Assessment Policy together with the Annual Performance Evaluation Form. The said policy aims to outline the guidelines and procedures for ARMC to review, assess and monitor the performance, suitability and independence of the External Auditors. The factors considered by the ARMC in its assessment include the adequacy of professionalism and experience of the staff, the resources of the External Auditors, fees, independence, and the level of non-audit services rendered to the Group.

The ARMC had carried out an annual performance assessment of the External Auditors for the FPE 2025 and concluded that the External Auditors were of competence and had provided the necessary quality of service to continue serving the Company and the Group.

The ARMC is satisfied with the performance, suitability and independence of the External Auditors of the Company, TGS TW PLT. Having assessed their performance, the ARMC had recommended to the Board, the re-appointment of the External Auditors upon which the shareholders' approval will be sought at the forthcoming AGM of the Company.

#### PART II - RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

##### 5.1 Risk Management and Internal Control Framework

The Board is updated on the Group's internal controls system which encompasses risk management practices as well as financial, operational and compliance controls on a quarterly basis. Ongoing reviews are performed throughout the year on quarterly basis to identify, evaluate, monitor and manage significant risks affecting the business and ensure that adequate and effective controls are in place. Such continuous review processes are conducted by the Group's independent and sufficiently resourced Internal Audit Function as well as the Company's management team.

Details of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in this Annual Report.



## Corporate Governance Overview Statement (Cont'd)

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

#### PART II - RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (CONT'D)

##### 5.2 Internal Audit Function

The Group's Internal Audit Function for the FPE 2025 was outsourced to IA Essential Sdn. Bhd., an independent internal audit consulting firm to assist the Board in maintaining a system of internal control to safeguard shareholders' investment and the Group's assets. The internal audit findings and investigations of business units of the Group will be reported directly to the ARMC.

The Internal Auditors are free from any relationship or conflict of interest, which could impair their objectivity and independence.

The ARMC had obtained assurance from the Internal Auditors confirming that they are, and have been, independent throughout the conduct of the internal audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

The internal audit functions and activities carried out during the FPE 2025 are disclosed in the ARMC Report in this Annual Report.

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

#### PART I – ENGAGEMENT WITH STAKEHOLDERS

##### 6.1 Continuous Communication with Stakeholders

The Board recognises the need for stakeholders and the wider investment community to ensure that they are kept informed of all material business matters affecting the Group. This is done through the timely dissemination of information on the Group's performance and major developments which are communicated via the following channels:-

- (a) the Annual Report and relevant circulars published on the Company's website and Bursa Securities' website;
- (b) the convening of AGM and/or Extraordinary General Meeting;
- (c) the release of various disclosures and announcements including quarterly financial results; and
- (d) press releases.

The Board adheres strictly to the Bursa Securities disclosure framework to provide investors and the public with accurate and complete information on a timely basis and not merely to meet the minimum regulatory requirements for disclosure. The Board ensures that confidential information is handled properly by authorised personnel to avoid leakage and improper use of such information. The Board is also mindful that information which is expected to be material must be announced immediately.

The Company's website at [www.toyoventures.com.my](http://www.toyoventures.com.my) also serves as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, news and events relating to the Group.



## Corporate Governance Overview Statement (Cont'd)

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

#### PART II – CONDUCT OF GENERAL MEETINGS

##### 7.1 Conduct of General Meetings

The AGM remains the principal forum for dialogue with shareholders where they may seek clarification on the Company's business and reports. Shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions.

The notice of the 4<sup>th</sup> AGM held on 13 March 2024 was circulated to shareholders more than twenty-eight (28) days before the AGM which gives shareholders sufficient time to prepare themselves to attend the AGM or to appoint a proxy to attend and vote on their behalf.

At the AGM, the shareholders are encouraged to participate in discussing the resolutions proposed or future developments of the Group's operations in general. The Board, the Management team and the Company's External Auditors, are present to answer the questions raised and provide clarification as requested by the shareholders.

All resolutions set out in the notice of the 4<sup>th</sup> AGM were put to vote by poll and the votes cast were validated by an independent scrutineer appointed by the Company. The outcome of all resolutions proposed at the general meetings is announced to Bursa Securities at the end of the meeting day.

##### 7.2 Effective Communication and Proactive Engagement

All the Directors had attended the 4<sup>th</sup> AGM of the Company on a fully virtual basis and be accountable to the shareholders for their stewardship of the Company. The Chairman of the Board and its Board Committees' members were available to respond to shareholders' queries concerning the Company and the Group in the 4<sup>th</sup> AGM. The External Auditors were also invited to attend the 4<sup>th</sup> AGM and assist the Board in addressing relevant queries made by the shareholders.

From the Company's perspective, the AGM also serves as a forum for Directors to engage with the shareholders personally to understand their needs and seek their feedback. The Board welcomes questions and feedback from the shareholders during and at the end of shareholders' meetings and ensures their queries are responded to properly and systematically.

The Chairman ensures that a reasonable time is provided to the shareholders for discussion at the AGM before each resolution is proposed. The summary of the key matters discussed at the 4<sup>th</sup> AGM was also published on the Company's website for the shareholders' information.

#### STATEMENT BY THE BOARD ON CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board has deliberated, reviewed and approved this Statement. The Board considers and is satisfied that to the best of its knowledge, the Company has fulfilled its obligations under the MCCG, the relevant chapters of the Listing Requirements of Bursa Securities on corporate governance and all applicable laws and regulations throughout the FPE 2025, except for the departures set out in the Corporate Governance Report.

The Board shall continue to strive for high standards of corporate governance throughout the Group, and the highest level of integrity and ethical standards in all of its business dealings.



## AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

### A. OBJECTIVES

The Audit and Risk Management Committee (“ARMC” or “the Committee”) was established to assist the Board of Directors (“the Board”) of Toyo Ventures Holdings Berhad (“the Company”) in discharging its statutory duties and responsibilities, among others, providing additional assurance to the Board by giving an objective and independent review of financial, operational and administrative controls and procedures, establishing and maintaining internal controls, reinforce the independence of the Company’s External Auditors, evaluate the quality of the Internal Auditors and oversee compliance with laws and regulations together with observance of proper code of conduct.

### B. COMPOSITION OF THE COMMITTEE

The members of the Committee are as follows:-

Committee Members	Designation and Directorship
Chan Kee Eng	Chairperson, Independent Non-Executive Director
Low Mei Kheng	Member, Independent Non-Executive Director
Tan Poh Lee	Member, Independent Non-Executive Director
Tham Weng Seng (Appointed on 10 May 2024)	Member, Non-Independent Non-Executive Director

The Company complies with Paragraph 15.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), which requires all members of the ARMC to be Non-Executive Directors, with a majority of them being Independent Directors. Additionally, one of the ARMC members, Ms. Low Mei Kheng, is a member of the Malaysian Institute of Accountants.

The authorities and duties of the Committee are governed by the Terms of Reference of the Committee. The Terms of Reference of the Committee can be accessed from the corporate website of the Company at [www.toyoventures.com.my](http://www.toyoventures.com.my).

### C. MEETINGS

During the financial period under review, the ARMC held a total of eight (8) meetings. The details of attendance of each member are as follows:

Committee Members	No. of ARMC Meetings Attended/ Held
Chan Kee Eng	8/8
Low Mei Kheng	8/8
Tan Poh Lee	8/8
Tham Weng Seng (Appointed on 10 May 2024)	5/5

The presence of the External Auditors and/or the Internal Auditors at the Committee meetings can be requested if required by the Committee. Other members of the Board and officers of the Company and the Group may attend the meeting (specific to the relevant meeting and the matters being discussed) upon the invitation of the Committee.

## Audit and Risk Management Committee Report (Cont'd)

### **D. SUMMARY OF WORKS OF THE COMMITTEE FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2025**

The summary of the works undertaken by the Committee for the financial period ended 31 March 2025, amongst others, included the following:-

1. In overseeing the Company's financial reporting, the ARMC reviewed the quarterly unaudited financial results and annual audited financial statements of the Group and of the Company, including the announcements pertaining thereto. The discussion focused particularly on any change in accounting policies and practices, significant adjustments arising from the audit and compliance with accounting standards and other legal requirements before recommending to the Board for approval and release of the announcements to Bursa Securities.
2. Reviewed the External Auditors' Audit Planning Memorandum covering the audit objectives and approach, audit plan, key audit areas, accounting standards and proposed audit and non-audit fees.
3. Reviewed the External Auditors' Audit Review Memorandum upon completion of the annual audit, covering findings on the results and issues from their audit of the financial statements of the Group and their resolutions of such issues highlighted in their report to the ARMC.
4. Reviewed with the External Auditors, the annual audited financial statements of the Company and the Group and issues arising from the audit of the financial statements highlighted by the External Auditors.
5. Met with the External Auditors without the presence of Executive Directors and Management to discuss audit findings, assistance given by the Management to the External Auditors or any observations noted during the audit process.
6. Considered and recommended the re-appointment of TGS TW PLT as the External Auditors and their audit fee to the Board for consideration based on annual assessment of the competency, efficiency, performance and transparency as demonstrated by the External Auditors during their audit.
7. Reviewed with the Internal Auditors, the internal audit plan, work done and reports, for the internal audit function and considered the findings of internal audit reviews and management responses thereon, and ensure that appropriate actions were taken in addressing the issues reported by the Internal Auditors.
8. Evaluated the performance of the External Auditors and Internal Auditors of the Company.
9. Self-appraised the performance of the ARMC and submitted the evaluation form to the Nomination Committee for assessment.
10. Reviewed if there were any related party transactions and/or recurrent related party transactions that transpired within the Group to ensure that the transactions entered into were at arm's length basis and on normal commercial terms.
11. Reviewed the conflict of interest questionnaires submitted by the Directors and key members of senior management of the Group. Based on this review, no significant conflicts of interest were identified that would necessitate further examination and implementation of specific mitigation measures.
12. Reviewed the Corporate Governance Overview Statement, Sustainability Statement, ARMC Report, Statement on Risk Management and Internal Control as well as Additional Compliance Information to ensure adherence to legal and regulatory requirements before recommending to the Board for approval for inclusion in the Company's Annual Report.



## Audit and Risk Management Committee Report (Cont'd)

### **D. SUMMARY OF WORKS OF THE COMMITTEE FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2025 (CONT'D)**

13. Reviewed the Corporate Governance Report before recommending it to the Board for approval.
14. Reviewed and verified the allocation and granting of new ordinary shares in the Company under the Employees' Share Scheme granted to the eligible Directors and employees of the Group.
15. Reviewed the updated Terms of Reference of the ARMC for adoption by enhancing and incorporating the sustainability component.

### **E. INTERNAL AUDIT FUNCTION**

The Group has outsourced its internal audit function to IA Essential Sdn. Bhd., an independent internal audit consulting firm. This arrangement ensures an objective and independent assessment to assist the ARMC in assessing the adequacy and effectiveness of the Group's governance and internal control system. Additionally, the Internal Auditors present significant audit findings and offer recommendations for continuous enhancement of the system.

The cost incurred for the outsourced internal audit functions for the financial period ended 31 March 2025 amounted to RM187,052.

The principal responsibility of the internal auditors is to conduct regular and systematic review of the internal control systems, risk management process and compliance with the Group's established policies and procedures. These reviews are designed to provide reasonable assurance that the Group's systems continue to operate satisfactorily and effectively. Functionally, the Internal Auditors review and assess the Group's internal control systems and report directly to the ARMC. Before the commencement of audit reviews for the financial year, an audit plan is prepared and submitted to the ARMC for review and approval. This ensures that the audit focus aligns with the ARMC's expectations.

During the financial period under review, the ARMC reviewed the following internal audit reports:-

- i) Information Technology General Control of EDM Tools Sdn. Bhd. ("ETSB"), EDM Machining Solution (M) Sdn. Bhd. ("EMSSB") and Toyo Ink Sdn. Bhd. ("TISB")
- ii) Sales & Credit Control of ETSB, EMSSB and TISB
- iii) Production and Inventory of ETSB
- iv) Follow-Up Audit Reports
- v) Production and Inventory of EMSSB
- vi) Report on Corporate Governance Review
- vii) Risk Assessment Report

Final reports containing the audit findings and recommendations, along with Management's responses, were circulated to all ARMC members. Areas for improvement identified were communicated to Management for appropriate follow-up action. All internal audit reports were reviewed and discussed at ARMC Meetings, and the Committee ensured that the necessary actions were taken by Management. Follow-up reviews were subsequently carried out to assess the implementation status of the recommended corrective action for improvements.



## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Statement on Risk Management and Internal Control is presented pursuant to paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and is guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers and the suggested disclosures under the Malaysian Code on Corporate Governance.

### BOARD’S RESPONSIBILITIES

The Board understands the principal risks of the business the Group is engaged in and accepts that all business ventures involve risk. The Board collectively reviews the conduct of the Group’s business while the Group Managing Director, Executive Director, and management implement measures and controls to ensure that risks are effectively managed.

The Board is assisted by the Audit and Risk Management Committee (“ARMC”) in reviewing the adequacy and effectiveness of the Group’s risk management framework, internal control systems and related governance processes. The following are the review mechanisms applied by the ARMC in deriving its comfort on the state of internal control and risk management of the Group:

- i. Understanding the Group’s performance and effectiveness of management in managing the Group’s operations when reviewing the Group’s quarterly financial performance and results, and the ongoing development and status of the independent power plant project in Vietnam presented by the management;
- ii. Obtaining feedback from External Auditors on risk and control issues noted by them during their statutory audit concerning potential financial and operational impact on the Group’s financial position, the integrity of the accounting system and results generated by the system thereof annually;
- iii. Receiving Management’s assurance that the Group’s risk management and internal control systems are adequate and effective in all material respects; and
- iv. Assessing the adequacy and effectiveness of internal controls based on the internal audit findings presented by the Internal Auditors during the quarterly ARMC meetings.

### RISK MANAGEMENT

During the financial period, the Board formalised the Group Risk Management Policy. This Policy outlines the Risk Management Framework, risk appetite, risk identification, assessment and reporting, Board oversight and assurance, internal control systems, and training and development.

As part of this framework, several key challenges faced by the respective divisions of the Group were identified, along with the corresponding mitigation measures as follows:

- i. The Group has established a joint venture entity, Toyo Yingke Sdn Bhd, to tackle the lack of economies of scale. The focus is on trading water-based inks and exploring future manufacturing opportunities to support long-term growth and diversification;
- ii. In response to the challenge of an inadequately trained technical team, structured in-house training programmes have been implemented for new hires, and supplemented by regular assessments of staff technical competencies; and
- iii. To ensure a succession plan for the operational team, the Group has adopted several initiatives, including benchmarking market compensation to offer competitive remuneration packages, providing clear career advancement pathways, and implementing performance-based bonuses and incentive schemes.



## Statement on Risk Management and Internal Control (Cont'd)

### RISK MANAGEMENT (CONT'D)

#### *Power Plant Project*

The Ministry of Industry and Trade of Vietnam terminated the Group's Build-Operate-Transfer contract for the Song Hau 2 Thermal Power Plant project due to unmet financing requirements. In response, the Group issued a notice of dispute and actively engaged with the authorities to seek an amicable resolution. Additionally, the Group has undertaken the following mitigation measures:

- Escalating the board's oversight of the project process;
- Exploring new financing options to revive the project; and
- Conducting impairment assessments to evaluate and address potential financial implications

### INTERNAL CONTROLS

The Group implemented the following internal control procedures, review mechanisms and information systems to complement its risk management functions:

- i) Defined the authority and responsibilities of the Board and management, established various Board Committees, and ensured the presence of independent directors to oversee financial, compliance, and operational performance management;
- ii) Organisational structure outlining the lines of responsibilities and hierarchical structure for the sales, marketing, production, administration and human resources, and accounts and finance functions;
- iii) Regular meetings led by the Group Managing Director, including department heads and credit progress reviews, provide a platform to discuss, monitor, and evaluate the Group's business and financial performance. These meetings are informed by data from the Group's management information systems;
- iv) The Group implements quality management procedures, with third-party surveillance audits verifying compliance with ISO standards. Key subsidiaries are certified under ISO 9001:2015 for Quality Management and ISO 14001:2015 for Environmental Management;
- v) Yearly Group Budget detailing the availability of funds and estimation of revenue and expenditures of the Group, which is subject to review and approval by the Group Managing Director;
- vi) The yearly sales budget is established and monitored closely, serving as a target, KPI and alert to management;
- vii) The ARMC also discusses with the External Auditors on key audit concerns and findings at the audit planning, interim and final audit stages, as well as internal control deficiencies, if any;
- viii) The Internal Audit Function supports the ARMC and the Board in independently assessing the internal control systems. Internal audit reports emphasise significant findings and deficiencies that require management's attention and improvement. Follow-up audits are conducted to ensure that management implements appropriate corrective action plans;
- ix) Risk Management Team is established to review the operational matters and identify potential risks in financial and operational performance, sales and market environment, personnel and administration and the action plans designed and implemented to address these operational risks;

## Statement on Risk Management and Internal Control (Cont'd)

### INTERNAL CONTROLS (CONT'D)

The Group implemented the following internal control procedures, review mechanisms and information systems to complement its risk management functions: (Cont'd)

- x) The Staff Handbook provides information on employment terms and conditions in addition to compensation, leaves, health benefits, staff claims, long service awards, group personal accidents, overtime, and conflicts of interest;
- xi) The Group's Code of Conduct and Business Ethics provides an ethical framework to guide the actions and behaviours of its directors and employees;
- xii) Establishing an internal control peer review mechanism across departments provides a multi-faceted approach to identifying risks and strengthening processes;
- xiii) The Anti-Bribery and Anti-Corruption Policy to guide staff members, employees, and business associates in taking appropriate measures and steps to prevent bribery activities. The policy was reviewed and assessed against the Guidelines of Adequate Procedures on anti-bribery and corruption at least once every three (3) years;
- xiv) Insurance policies to minimise the Group's financial exposures and losses resulting from the risk of fire, perils, consequential fire loss, machine and equipment, burglary, money, public liability, fidelity guarantee, group personal accident, All-Risk, machinery breakdown, as well as director and officers liability; and
- xv) Security controls at the premises of the Company and its subsidiaries.

### MANAGEMENT ACCOUNTABILITY AND ASSURANCE

Management is accountable to the Board for:

- Identifying risks relevant to the Group's business objectives and ensuring the achievement of its objectives;
- Designing, implementing, monitoring the risk management actions and achieving the Group's objectives within its risk appetite;
- Assuring the effectiveness and adequacy of the risk management and internal control systems; and
- Reporting to the Board on significant control deficiencies and changes in risks that could significantly affect the Group's achievement of its objectives.

Before producing this Statement, the Board received assurance from the Group Managing Director and Executive Director that, to the best of their knowledge, the Group's risk management and internal control systems are operating adequately and effectively in all material aspects.



## Statement on Risk Management and Internal Control (Cont'd)

### BOARD ASSURANCE AND LIMITATION

The Board recognises that the risk management and systems of internal control should be continuously improved. It should also be noted that all risk management material and internal control systems could only manage rather than eliminate risks of failure to achieve business objectives. Therefore, these systems can only provide reasonable but not absolute assurance against material misstatements, frauds and losses.

For the financial period under review, the Board is satisfied with the effectiveness and adequacy of the Group's existing risk management and internal control systems.

### REVIEW OF STATEMENT ON INTERNAL CONTROL BY EXTERNAL AUDITORS

Pursuant to Paragraph 15.23 of Main Market Listing Requirement of Bursa Securities and AAPG 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control, issued by Malaysia Institute of Accountants, the External Auditors have performed a limited assurance engagement on the Statement on Risk Management and Internal Control for the inclusion in this Annual Report for the financial period ended 31 March 2025.

The External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in this Annual Report. They have reported to the Board that nothing has come to their attention that causes them to believe that this Statement is inconsistent with their understanding of the process adopted by the Board and management in reviewing the adequacy and integrity of the risk management and effectiveness of the systems of risk management and internal control systems of the Group.

This Statement on Risk Management and Internal Control is made in accordance with a resolution of the Board dated 15 July 2025.



## SUSTAINABILITY STATEMENT

The printing and precision manufacturing industries are evolving alongside technological and environmental advancements. At Toyo Ventures Holdings Berhad (“TVHB” or “the Group”), we are committed to providing high-quality, sustainable solutions across our key operating business segments. Our wholly owned subsidiary, Toyo Ink Sdn Bhd, brings over 40 years of experience in manufacturing inks and distributing printing materials to sectors such as consumer goods, industrial products, and printing. EDM-Tools (M) Sdn Bhd, Malaysia’s only Electrical Discharge Machining (“EDM”) brass wire manufacturer, has over 15 years of production expertise and more than 30 years serving the precision mould, tool, and die industry. Through innovation and responsible practices, we strive to reduce our environmental impact and create lasting value for our stakeholders.

### ABOUT THIS STATEMENT

Our sustainability journey commenced with a thorough review and alignment of our sustainability policies and governance structure to meet national and international regulatory requirements and best practices. In the period under review, we have performed a review of our material sustainability matters to ensure that we thoroughly address these concerns and contribute to the development of a sustainable industry. The following pages of this Sustainability Statement discuss our efforts in greater detail.

#### Scope and Boundary

This statement covers the business operations and activities of TVHB as well as all Malaysian-based entities which the Group has direct control of. This includes:



It does not encompass the Group’s overseas operations due to insufficient data at present.

#### Reporting Period and Cycle

Due to the change in our financial year end from 30 September to 31 March, this statement covers our performance over an extended period of 18 months, from 1 October 2023 to 31 March 2025 (“FPE 2025”). Thereafter, the Group’s financial year will return to a standard 12-month cycle ending on 31 March. Accordingly, future sustainability statements will align with this annual reporting cycle. Where relevant, historical data has been included to provide context and identify trends relevant to our sustainability goals and strategy.

#### Reporting Guidelines

- Bursa Malaysia’s Sustainability Reporting Guide (3<sup>rd</sup> Edition)
- Malaysian Code on Corporate Governance 2021

Looking ahead, we are aligning our reporting with the National Sustainability Reporting Framework, which incorporates standards from the International Financial Reporting Standards (“IFRS”), the International Sustainability Standards Board (“ISSB”) S1 and S2, and the Sustainability Accounting Standards Board (“SASB”).

#### Assurance Statement

The data and information presented in this sustainability statement have been reviewed and validated by senior management and the respective data custodians. The statement has also been reviewed by the Internal Auditor and has received formal approval from the Board.



## Sustainability Statement (Cont'd)

### Feedback and Inquiries

We welcome and value your feedback. Please write to us at [toyo\\_ir@toyoventures.com.my](mailto:toyo_ir@toyoventures.com.my).

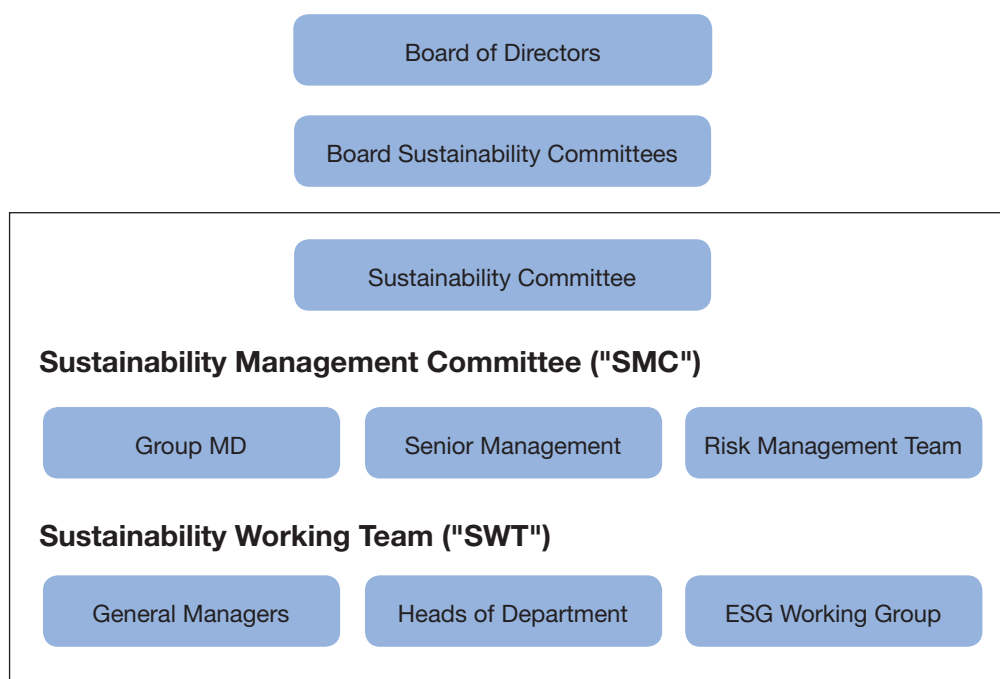
## OUR APPROACH TO SUSTAINABILITY

At TVHB, our commitment to sustainability is driven from the top, with a dedicated governance structure that oversees and guides our sustainability-related initiatives and their impact. Recognising the complexity and challenges of the current market environment, we take a proactive approach to managing sustainability by continuously engaging with our stakeholders. These ongoing conversations help us to better understand their concerns, expectations, and emerging trends. By identifying potential risks and opportunities, we are able to align our strategies with evolving industry standards and societal needs.

We have also developed a comprehensive sustainability framework through which we assess, track, and improve our efforts over time. This framework supports our commitment to driving positive change, fostering innovation, and ensuring that sustainability is deeply embedded in every aspect of our operations. By focusing on continual progress, we strive to create lasting value for both our business and the communities we serve.

### SUSTAINABILITY GOVERNANCE

TVHB's sustainability governance structure sees our Board and senior management firmly at the forefront of driving our sustainability strategy and making strategic decisions that align with our commitments:



### Board Of Directors

- Oversees TVHB's sustainability initiatives, which include the Group's overall sustainability strategy and targets, materiality assessment and identification of climate-related risks and opportunities.
- Ensures the integration of sustainability principles into all aspects of the Group's operations, thereby fostering a robust sustainability culture within the Group.

## Sustainability Statement (Cont'd)

### Board Sustainability Committee (“BSC”)

TVHB's BSC consists of the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee. Their respective roles and functions are as follows:

#### Audit and Risk Management Committee

- Oversees and reviews the development and implementation of the Group's sustainability vision, strategy, framework, initiatives, policies and practices, and explores ways to incorporate them into the Group's overall operations and business goals.
- Evaluates the Group's sustainability framework and key issues to ensure they align with emerging local and global trends, while also assessing their feasibility given the Group's prevailing resources and capabilities.
- Supports the Board in the preparation of the Sustainability Statement for inclusion in the Group's Annual Report, as well as in its assurance process.

#### Remuneration Committee

- Reviews the Board's and Key Management Team's performance against agreed-upon sustainability-linked key performance indicators.

#### Nomination Committee

- Oversees the selection and nomination of new Board members, ensuring the Board possesses a diverse mix of skills, gender, knowledge, expertise, experience, age, and cultural background.

### Sustainability Committee

The Group's Sustainability Committee comprises the Sustainability Management Committee (“SMC”) and the Sustainability Working Team (“SWT”). The Sustainability Committee reports to and periodically updates the Board on the Group's sustainability status. The SMC, headed by the Group Managing Director (“Group MD”), drives the implementation of sustainability strategies that have been approved by the Board. It also:

- Recommends, reviews the effectiveness and monitors the adequacy of resources allocated to achieve sustainability compliance and align the Group's sustainability policies, strategies, targets and performance;
- Ensures sustainability risks are properly reflected and considered in the Group's risk profile;
- Monitors the overall management of stakeholder engagement and its outcomes, including ensuring mechanisms for sustainability-related grievances are in place; and
- Identifies material risks and opportunities and the plans undertaken to address these risks.

The SWT, consisting of the General Managers, Heads of Department and ESG Working Group, is responsible for implementing sustainability-related initiatives. The ESG Working Group coordinates with and supports TVHB's various departments in identifying and managing material sustainability matters, including overseeing stakeholder engagements, materiality assessments and reporting to the SMC.

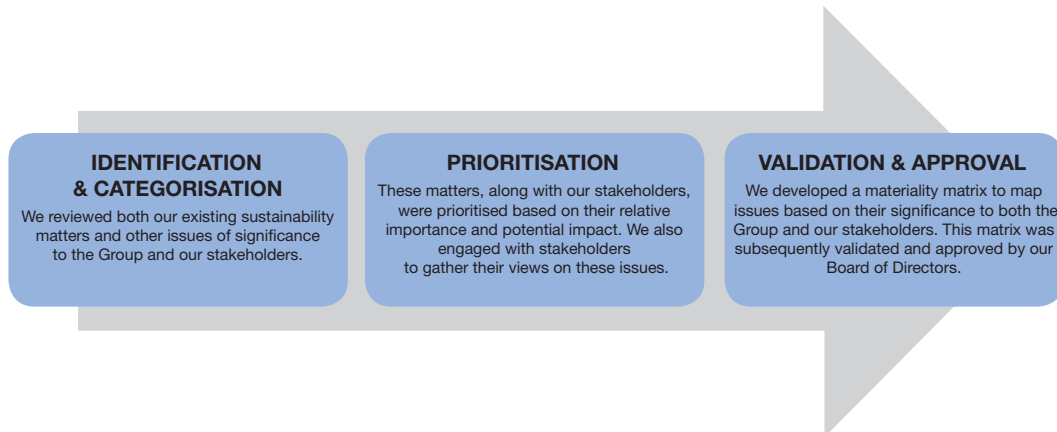
### MATERIALITY ASSESSMENT

- Materiality assessments help us to identify and evaluate risks and opportunities in our sustainability journey. Our engagements with stakeholders for this purpose aid us in understanding how we can best address matters that are important to them. This helps to ensure that the growth we strive to achieve is both inclusive and sustainable.

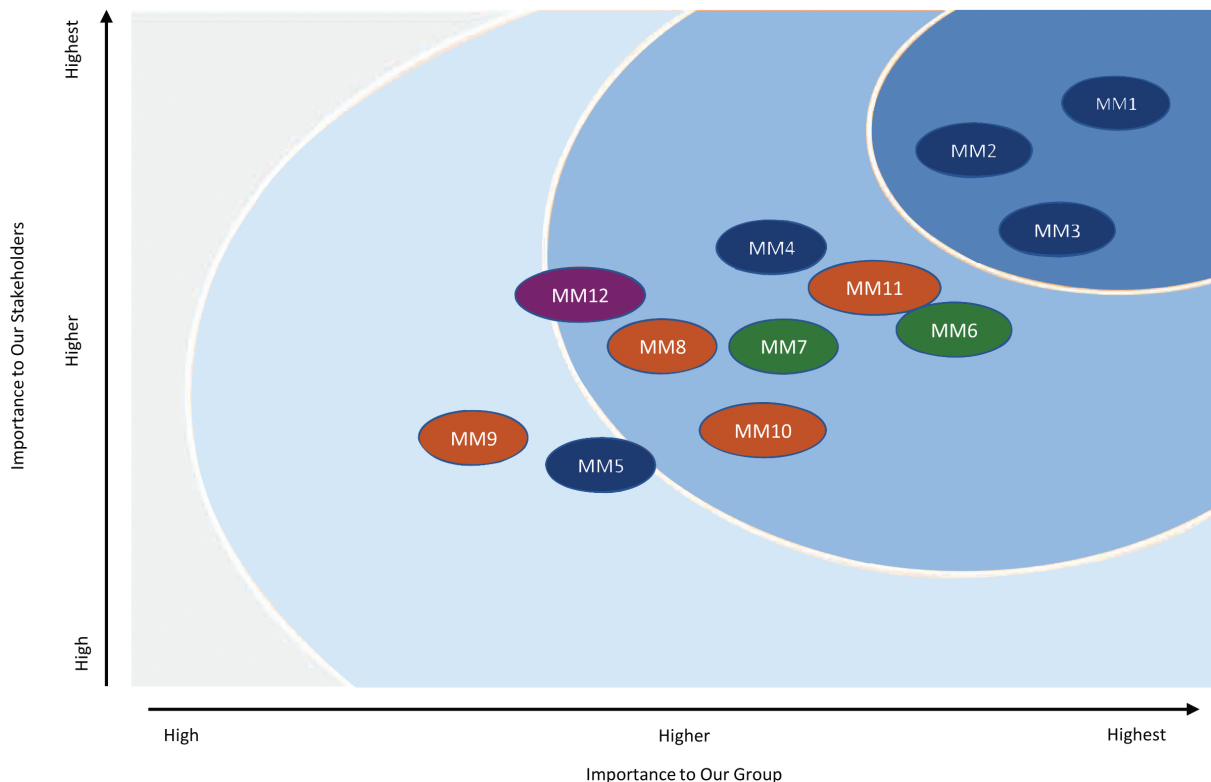
## Sustainability Statement (Cont'd)

### Materiality Process

- In the period under review, we conducted such an assessment to determine if the material sustainability matters we had earlier identified remained relevant to our business and stakeholder groups. Our materiality identification and prioritisation process comprised the following stages:



### Materiality Matrix



#### MATERIAL MATTERS

##### Economic

- MM1: Business Continuity
- MM2: Product Quality and Safety
- MM3: Customer Satisfaction
- MM4: Technology and Innovation
- MM5: Responsible Procurement

##### Environment

- MM6: Energy Management
- MM7: Waste and Effluents Management

##### Social

- MM8: Occupational Health and Safety
- MM9: Fair Employment Practices
- MM10: Employee Training and Development
- MM11: Community Contributions and Development

##### Governance

- MM12: Business Ethics and Compliance



## Sustainability Statement (Cont'd)

The matters appearing in the upper-right area of the matrix are perceived as most significant by both our Group and our stakeholders. As such, our top four material matters are Business Continuity, Product Quality and Safety, Customer Satisfaction, and Technology and Innovation. All these are under Economic because they directly impact TVHB's ability to create and sustain long-term value, drive competitive advantage, and ensure operational resilience. These matters influence our financial performance, market reputation, and stakeholder confidence, which are critical to the sustainable growth and profitability of our business.

The material matters that appear closer to the lower-left area of the matrix are Fair Employment Practices and Responsible Procurement. While these matters are perceived to be of relatively lower priority by stakeholders, our Group continues to allocate meaningful resources toward them. We remain fully compliant with all applicable labour laws and regulations, and uphold fair employment practices across our operations. Although our industry has low exposure to human rights risks, we proactively maintain strong governance structures to mitigate potential issues. In the area of procurement, we have implemented policies—such as the Anti-Bribery and Anti-Corruption Policy—that promote transparency and accountability in our procurement practices.

### SUSTAINABILITY RISKS AND OPPORTUNITIES

Identifying, assessing, and addressing the sustainability-related risks and opportunities that can impact our long-term success are crucial to ensure that potential risks are mitigated and opportunities for positive impact are maximised. By integrating sustainability into our risk management consideration, we build resilience, enhance stakeholder trust, and drive responsible growth in an increasingly interconnected and environmentally-conscious world.

The table below outlines our material matters, the associated risks, and the opportunities we aim to leverage to create long-term value and support a sustainable future.

Material Matters	Risks	Opportunities
<b>ECONOMIC</b>		
MM1: Business Continuity	Poor business performance may threaten the Group's ability to continue as a going concern, with potential impacts on the livelihoods of both employees and suppliers.	Sustainable financial performance positions TVHB as an attractive investment opportunity and reinforces its role as a key value creator for stakeholders.
MM2: Product Quality and Safety	Failure to meet customer expectations for quality and safe products may lead to loss of market share and adverse financial impacts.	Striving for product quality and safety enhances TVHB's image and attracts attention from potential customers and investors.
MM3: Customer Satisfaction	Inability to meet customers' expectations can affect their confidence and decision to continue doing business with TVHB.	Consistently meeting customers' expectations drives loyalty and business growth.
MM4: Technology and Innovation	Outdated technology can lead to operational inefficiencies and increase vulnerability to emerging competitive innovative products and cybersecurity threats.	Embracing innovation encourages employees to explore new approaches, driving efficiencies. The adoption of advanced technology also helps to compete with innovative products in the market, mitigate cybersecurity risks and reduce the likelihood of customer data breaches.
MM5: Responsible Procurement	Unexpected delays in the delivery of materials will affect production activities and sales.	Effective stock and logistics management will minimise risk of stockouts and reduce inventory holding costs.



## Sustainability Statement (Cont'd)

### SUSTAINABILITY RISKS AND OPPORTUNITIES (CONT'D)

ENVIRONMENTAL		
MM6: Energy Management	Inefficient energy resource utilisation results in waste and higher costs than necessary.	Effective energy management optimises TVHB's spending on energy and helps promote its green credentials.
MM7: Waste and Effluents Management	Non-compliance with best practices in waste and effluent management can result in legal consequences and damage to the Group's reputation.	Effective waste and effluents management enhances TVHB's environmental credentials and attracts environmentally conscious customers and investors.
SOCIAL		
MM8: Occupational Health and Safety	Incidents related to workplace health and safety may result in operational disruptions, reputational harm and legal repercussions.	Strong adherence to health and safety best practices boosts employee morale and productivity.
MM9: Fair Employment Practices	Employees who perceive unfairness in the Group's dealings with them could exhibit poor productivity and morale.	Fair and transparent talent management can boost productivity and foster a high-performance culture.
MM10: Employee Training and Development	Insufficient training opportunities may lead to employee demotivation, which can negatively impact performance.	Regular training and development upskill employees and spur their desire for continuous improvement.
MM11: Community Contributions and Development	Ineffective engagements with the community can breed distrust and resentment among community partners.	Meaningful contributions to and development of surrounding communities can foster strong ties and generate support for the Group's initiatives.
GOVERNANCE		
MM12: Business Ethics and Compliance	Poor governance and compliance practices can affect the Group's image and long-term business viability.	Strong governance and regulatory compliance enhance TVHB's reputation and help attract potential customers and investors.

## Sustainability Statement (Cont'd)

### SUSTAINABILITY FRAMEWORK

At the core of our approach to sustainability is a robust framework centred around our sustainability strategy, which not only drives our sustainability performance, but also fosters active engagement with both internal and external stakeholders. This framework ensures that we remain aligned with our sustainability goals while continuously evaluating and improving our practices.

By prioritising transparency, collaboration, and accountability, we aim to create lasting value and demonstrate our commitment to sustainability across all levels of our Group and beyond.



**Outcomes:** Achieve Sustainable Development Goals ("SDGs") and contribute to the national agenda.



### PERFORMANCE SCORECARD

To monitor and evaluate our progress in achieving our sustainability objectives, we have in the period under review established a sustainability performance scorecard. This tool offers a clear, data-driven snapshot of key sustainability indicators, allowing us to assess our performance across our various sustainability initiatives.

By utilising this scorecard, we can pinpoint our strengths and areas for improvement, ensuring we remain aligned with our sustainability goals. This tool also promotes transparency and accountability, providing stakeholders with a clear understanding of the Group's impact and advancements toward a more sustainable future.

Performance data presented in this scorecard reflects an 18-month period, in alignment with our financial reporting cycle. To ensure continued relevance and effectiveness, the targets will be reviewed every three years, allowing us to adapt to emerging trends, stakeholder expectations, and evolving regulatory requirements.



## Sustainability Statement (Cont'd)

### PERFORMANCE SCORECARD (CONT'D)

Theme	Targets	Progress in FPE 2025
<b>ECONOMIC</b>	<p><i>Sustainable procurement</i></p> <ul style="list-style-type: none"> <li>Ensure 35% of total spending is on local suppliers</li> </ul> <p><b>EDM Machining Solutions (M) Sdn Bhd</b></p> <ul style="list-style-type: none"> <li>Annual average customer satisfaction rating of 80%</li> <li>Annual average rating in the "Good" category or above for supplier re-evaluations</li> <li>Annual customer rejection rate of less than 2%</li> <li>Wastage from graphite and machining operations of less than 2% of total output</li> </ul> <p><b>EDM Tools (M) Sdn Bhd</b></p> <ul style="list-style-type: none"> <li>Monthly supplier non-conformance of less than 3 cases</li> <li>Less than 7 customer complaints per month</li> <li>Monthly production yield of more than 95%</li> <li>Monthly machine efficiency of more than 85%</li> <li>Monthly wastage of less than 1.5%</li> <li>Monthly rejection rate of less than 2.5%</li> <li>Monthly wire underweight of less than 1.5%</li> </ul> <p><b>Toyo Ink Sdn Bhd</b></p> <ul style="list-style-type: none"> <li>Maximum of 3 Corrective Action Requests ("CARs") per year for identical or similar quality issues from the same customer</li> <li>Maximum of 2 repeated non-conformance issues per raw material, per vendor, per year</li> <li>Maximum of 4 in-house reject cases per division annually</li> <li>Maximum of 1.9% of deliveries late per month</li> <li>At least 160 active customers who purchase at least once every two months over a 12-month period</li> </ul>	<ul style="list-style-type: none"> <li>40% of total spending is on local suppliers</li> </ul> <p><b>EDM Machining Solutions (M) Sdn Bhd</b></p> <ul style="list-style-type: none"> <li>Achieved 80.67%</li> <li>Achieved "Good"</li> <li>Recorded 0.00032%</li> <li>Recorded wastage of 0.066% of total output</li> </ul> <p><b>EDM Tools (M) Sdn Bhd</b></p> <ul style="list-style-type: none"> <li>Recorded 1 case</li> <li>Received 1 customer complaint per month</li> <li>Achieved monthly production yield of 98.29%</li> <li>Achieved monthly machine efficiency of 85%</li> <li>Recorded monthly wastage of 0.52%</li> <li>Recorded monthly rejection rate of 0.88%</li> <li>Achieved monthly wire underweight of 0.29%</li> </ul> <p><b>Toyo Ink Sdn Bhd</b></p> <ul style="list-style-type: none"> <li>Recorded 4 CARs</li> <li>Recorded 2 repeated non-conformance issues</li> <li>Recorded 2 in-house reject cases per division</li> <li>Recorded an average of 0.62% late deliveries per month</li> <li>Served 132 active customers</li> </ul>



## Sustainability Statement (Cont'd)

### PERFORMANCE SCORECARD (CONT'D)

Theme	Targets	Progress in FPE 2025
<b>ENVIRONMENTAL</b>	<p><i>Waste management</i></p> <ul style="list-style-type: none"> <li>Maintain zero cases of non-compliance with environmental laws and regulations</li> </ul> <p><i>Resource management</i></p> <ul style="list-style-type: none"> <li>Utilise renewable energy sources for 14% of total energy consumption by 2030 (baseline: 2025)</li> </ul> <p><i>Carbon emissions</i></p> <ul style="list-style-type: none"> <li>Reduction of greenhouse gas ("GHG") emissions intensity by 15% by 2027 (baseline: 2025)</li> <li>5% reduction in paper usage per year from September 2022</li> <li>Limit of 2 chemical spillages (each less than 95 kg) annually</li> </ul>	<ul style="list-style-type: none"> <li>Recorded zero cases of non-compliance</li> <li>Renewable energy utilised for 9% of total energy consumption</li> <li>Baseline established in 2025. Monitoring and performance tracking will commence in 2026 to assess progress toward the 2027 target</li> <li>Achieved a reduction of approximately 34%</li> <li>Recorded 0 chemical spillages</li> </ul>
<b>SOCIAL</b>	<p><i>Community development</i></p> <ul style="list-style-type: none"> <li>Invest RM10,000 in community projects per year</li> <li>Train up to 72 students per year under the VTAR Training Programme, with actual intake dependent on student availability and enrolment</li> </ul> <p><i>Labour management and practices</i></p> <ul style="list-style-type: none"> <li>Maintain zero confirmed reports of discrimination, harassment, violence, forced labour and child labour at the workplace</li> </ul> <p><i>Diversity and inclusivity</i></p> <ul style="list-style-type: none"> <li>Achieve at least 30% female representation in management</li> </ul> <p><i>Safety and health</i></p> <ul style="list-style-type: none"> <li>Maintain zero work-related fatalities</li> <li>Maintain zero Lost Time Incident Rate ("LTIR")</li> </ul> <p><i>Cybersecurity</i></p> <ul style="list-style-type: none"> <li>Maintain zero substantiated cases of cybersecurity complaints</li> </ul> <p><b>EDM Machining Solutions (M) Sdn Bhd</b></p> <ul style="list-style-type: none"> <li>Minimum 8 hours of training per employee per year</li> </ul>	<ul style="list-style-type: none"> <li>Invested RM29,815 in community projects</li> <li>Trained 8 students as provided by VTAR</li> <li>Recorded zero reports</li> <li>Recorded 38% female representation</li> <li>Maintained zero fatalities</li> <li>Maintained zero LTIR</li> <li>Maintained zero cases</li> </ul> <p><b>EDM Machining Solutions (M) Sdn Bhd</b></p> <ul style="list-style-type: none"> <li>Achieved 8 hours of training per employee</li> </ul>



## Sustainability Statement (Cont'd)

### PERFORMANCE SCORECARD (CONT'D)

Theme	Targets	Progress in FPE 2025
<b>GOVERNANCE</b>	<ul style="list-style-type: none"> <li>Achieve 100% employee participation in anti-bribery and corruption training</li> <li>Assess 100% of operations for corruption-related risks by 2028</li> <li>Maintain zero confirmed incidents of corruption</li> <li>Maintain zero cases of non-compliance with prevailing laws and regulations</li> </ul>	<ul style="list-style-type: none"> <li>Achieved 100% participation</li> <li>Planned for FYE 2026</li> <li>Maintained zero incidents</li> <li>Maintained zero cases</li> </ul>

### STAKEHOLDER ENGAGEMENT

The Group recognises that the business environment is constantly evolving. To stay aligned with its strategic objectives, the organisation must continuously adapt to changes in the business environment's priorities and practices. In response, the Group upholds an open-door policy and places strong emphasis on continuous stakeholder engagement. Through regular interactions, we identify emerging risks and opportunities and ensure alignment with current best practices. This year-long proactive engagement helps us to better understand stakeholders' expectations and enables us to respond effectively to their evolving concerns.

The following table illustrates how we respond to our stakeholders' concerns and the engagement approaches we undertake:

<b>EMPLOYEES</b>	<b>Concerns / Issues</b> <ul style="list-style-type: none"> <li>Occupational health and safety</li> <li>Training</li> <li>Personal and career growth</li> <li>Rewards</li> </ul>
<b>Our Responses and Engagement Approach</b> <ul style="list-style-type: none"> <li>Established Occupational Safety &amp; Health Committee</li> <li>Continually update and promote health and safety measures</li> <li>Provide comprehensive and structured training opportunities</li> <li>Engage in regular conversations on goal-setting and performance</li> <li>Regularly benchmark salary scale against industry peers to ensure competitiveness</li> </ul>	
<b>SHAREHOLDERS/INVESTORS</b>	<b>Concerns / Issues</b> <ul style="list-style-type: none"> <li>Group financial performance</li> <li>Business ethics</li> <li>Risk management</li> <li>Transparent and timely updates</li> </ul>
<b>Our Responses and Engagement Approach</b> <ul style="list-style-type: none"> <li>Continuously improve and innovate to increase performance efficiencies</li> <li>Identify new business opportunities and strategies</li> <li>Implement measures to reinforce business resilience amidst challenges</li> <li>Actively promote and enforce governance policies</li> <li>Encourage shareholder attendance and participation in annual general meetings</li> <li>Make timely announcements and disclosures on the website and Bursa Malaysia</li> </ul>	

## Sustainability Statement (Cont'd)

### STAKEHOLDER ENGAGEMENT (CONT'D)

<b>SUPPLIERS</b>	<b>Concerns / Issues</b> <ul style="list-style-type: none"> <li>• Group financial performance</li> <li>• Business ethics and integrity</li> <li>• Committed and long-term business relationship</li> </ul>
<b>Our Responses and Engagement Approach</b> <ul style="list-style-type: none"> <li>- Established fair and ethical procurement process and performance evaluation</li> <li>- Maintain open communication channels with suppliers to foster transparent, two-way engagement and collaborative problem-solving</li> </ul>	
<b>COMMUNITY</b>	<b>Concerns / Issues</b> <ul style="list-style-type: none"> <li>• Community welfare</li> <li>• Environmental preservation</li> <li>• Community health and safety</li> <li>• Local procurement and hiring</li> </ul>
<b>Our Responses and Engagement Approach</b> <ul style="list-style-type: none"> <li>- Regularly engage with community partners to understand their issues</li> <li>- Participate in community welfare projects</li> <li>- Adhere strictly to policies pertaining to waste, emissions and health and safety management</li> <li>- Promote local products and employment</li> <li>- Offer targeted training programmes to enhance machining capabilities among suitable talent</li> </ul>	
<b>CUSTOMERS</b>	<b>Concerns / Issues</b> <ul style="list-style-type: none"> <li>• Timely delivery</li> <li>• Product quality and safety</li> <li>• After-sales service</li> <li>• Innovation</li> <li>• Data privacy and cybersecurity</li> </ul>
<b>Our Responses and Engagement Approach</b> <ul style="list-style-type: none"> <li>- Practise strict quality control through ISO 9001</li> <li>- Continually educate employees on the importance of product quality and safety</li> <li>- Maintain open communication with customers</li> <li>- Conduct annual customer surveys</li> <li>- Strive for product innovation to enhance quality and reduce safety issues</li> <li>- Upgrade IT systems to safeguard against cybersecurity threats</li> <li>- Offer product training through EDM Machining Solutions to familiarise customers with their new machinery</li> </ul>	
<b>GOVERNMENT/ REGULATORY AUTHORITIES</b>	<b>Concerns / Issues</b> <ul style="list-style-type: none"> <li>• Business ethics</li> <li>• Environmental preservation</li> <li>• Employee health and safety</li> <li>• Compliance with rules and regulations</li> </ul>
<b>Our Responses and Engagement Approach</b> <ul style="list-style-type: none"> <li>- Monitor operations to ensure compliance with the relevant rules and regulations</li> <li>- Promote governance policies</li> <li>- Conduct training regularly for employees</li> </ul>	

## Sustainability Statement (Cont'd)

### SUSTAINABILITY POLICIES

To help us achieve our sustainability strategy, we have a number of policies and plans in place. This is to enable us to be accountable in all our dealings with our stakeholder groups. We regularly review and update them to ensure they reflect the current practices of our operating environment and are in alignment with prevailing regulatory requirements.



### ECONOMIC



One of TVHB's foundational principles is to foster inclusive economic growth that drives progress, creates decent jobs, and improves the living standards of the communities in which we operate. We collaborate with our stakeholders by pooling resources, knowledge, and expertise to contribute to SDGs 9 and 17.

The Group's direct and indirect economic contributions are linked to the sustainability matters and SDGs listed below:

Economic Material Matters	SDGs
<b>MM1:</b> Business Continuity <b>MM2:</b> Product Quality and Safety <b>MM3:</b> Customer Satisfaction <b>MM4:</b> Technology and Innovation <b>MM5:</b> Responsible Procurement	<b>SDG 9:</b> Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation. <b>SDG 17:</b> Strengthen the means of implementation and revitalise the Global Partnership for Sustainable Development.

#### *Economic Impacts*

At TVHB, one of our core principles is to drive economic growth that supports long-term progress, generates meaningful employment, and improves the quality of life in the communities where we operate. Our commitment to social and economic inclusion aligns with key national priorities, including the Malaysia Madani policy framework and the Twelfth Malaysia Plan. These agendas collectively aim to position Malaysia as a competitive, innovation-led economy while ensuring broader societal well-being.

Our business generates direct economic impact through the revenue earned from the sale of our products and services, as well as the financial resources allocated to support our operations. This includes expenditures such as employee salaries, procurement of supplies and raw materials, and other operating costs, all of which have tangible financial implications for our stakeholders. In addition, we create indirect economic impact through payments made to our suppliers, which stimulate further economic activity and multiplier effects across the local and regional economies.



Sustainability Statement  
(Cont'd)

The following table illustrates our businesses' direct economic contributions:

Direct Economic Contributions (MYR)			
	FPE 2025	FYE 2023	FYE 2022
Revenue	256,642,711.46	89,525,865.67	125,517,184.36
Tax Expenses	613,954.08	1,304,144.00	722,726.42
<i>Investments in Technology and Innovation (e.g., equipment and machinery purchases)</i>	580,392.21	134,526.40	1,567,517.95
Dividend Payments	14,829,565.00	3,995,537.46	5,100,000.00
No. of Employees	169	176	178
<i>Employee Wages</i>	23,821,082.03	14,031,637.39	13,724,515.70

**MM1: BUSINESS CONTINUITY**

Business continuity and financial stability are imperative for our Group to meet the needs of our stakeholders. It is only when we continue to be in operation that we are able to make a meaningful impact on our stakeholders.

We have dedicated personnel responsible for the strategic diversification and expansion of our portfolio of products and services. Their commitment enables the Group to quickly capitalise on opportunities to enter new markets and expand our presence in existing markets whenever they arise. We also continually strive to elevate our operational efficiencies and constantly cultivate relationships with financial market stakeholders and ensure good credit ratings to tap the capital markets for our expansion.

Our risk management team continuously monitors the operating landscape to mitigate potential disruptions from internal or external factors. We place strong emphasis on ensuring operational continuity during crises, such as natural disasters or public health emergencies, and regularly conduct preparedness exercises to maintain readiness.

**MM2: PRODUCT QUALITY AND SAFETY***ISO Certification*

Our mission is to provide top-tier products and services of the highest quality. In alignment with this mission, the Group prioritises product and service excellence, having achieved ISO 9001:2015 Quality Management System ("QMS") certification for the following subsidiaries:

- o Toyo Ink Sdn Bhd ("TISB")
- o EDM Machining Solutions (M) Sdn Bhd ("EMSSB")
- o EDM-Tools (M) Sdn Bhd ("ETSB")

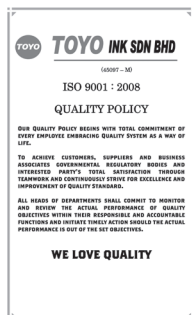


The certification empowers us to enhance performance, meet customers' expectations, and reinforce our commitment to quality. By adhering to ISO standards, we continuously improve our products and services. We are committed to maintaining our ISO 9001:2015 certification, which ensures consistent product and service quality while reinforcing our focus on customer satisfaction. In this regard, the establishment of the R&D centre assists us to improve continuously and stay ahead of the competition.



## Sustainability Statement (Cont'd)

### Quality Policy and Accountability



Our Quality Policy was established as an expression of our commitment to embracing our QMS. All heads of department are responsible for monitoring and reviewing the actual performance of quality objectives within their respective department and to initiate timely action should actual performance fall short of the set objectives. The Policy also recognises that teamwork is important to achieve customer, supplier, business associate and regulator satisfaction as we strive for excellence and continually improve our quality standards.

### Rigorous Quality Assurance and Control

The Group supplies high-quality wires equivalent to European and worldwide copper and copper alloy grades. All manufactured wires undergo rigorous quality assurance testing before mass production and individual spool inspection to ensure excellence. Approximately 2% of our raw materials are dedicated to quality assurance and control.

Our Computer Numerical Control (“CNC”) graphite milling machines undergo comprehensive accuracy testing before final assembly, including milling aluminium material to verify precision.

To protect the health and safety of our customers who use our ink products, we have established controls to ensure that our inks are produced in compliance with the European Union (“EU”)’s Restriction on Hazardous Substances (“RoHS”) as well as Registration, Evaluation, Authorisation and Restriction of Chemicals (“REACH”), the main EU law safeguarding human health and the environment from chemical risks. Our ink products also come with proper safety labels and Safety Data Sheets (“SDS”).

#### Why is RoHS compliance important?



The restricted materials pose significant environmental hazards, contributing to pollution in landfills. They also present occupational risks during manufacturing and recycling processes, potentially exposing workers to harmful substances.

<https://www.rohsguide.com/rohs-faq.htm>



**REACH** requires industry to manage chemical risks and provide safety information on substances. The REACH system manages the databases, coordinates the in-depth evaluation of the information provided on chemicals, and runs a public database where consumers and professionals can find hazard information.

[https://environment.ec.europa.eu/topics/chemicals/reach-regulation\\_en](https://environment.ec.europa.eu/topics/chemicals/reach-regulation_en)

### Sustainable Product Development

We are leveraging our standing with our ink customers to drive the market’s adoption of water-based inks, which forms a core component of our sustainability strategy. Water-based inks offer significantly lower volatile organic compound (“VOC”) emissions, making them safer for both human health and the environment. Their use also supports a safer workplace by reducing flammability risks during storage and application. Furthermore, the lower VOC content helps reduce reliance on costly ventilation systems and solvent recovery infrastructure, contributing to long-term cost efficiency. As regulatory trends increasingly favour safer and greener materials, our commitment to water-based solutions enhances our compliance readiness while strengthening our credentials as a sustainable market leader.

## Sustainability Statement (Cont'd)

### MM3: CUSTOMER SATISFACTION

Customer satisfaction lies at the heart of everything we do at TVHB. Our approach centres on listening to our customers, understanding their evolving needs, and building lasting relationships by delivering timely, high-quality, and sustainable solutions. We believe our success is deeply tied to that of our customers, and this philosophy has earned us a strong reputation across key global markets, including Japan, Europe, the United States (“US”), Thailand, and India.

#### *Customer Satisfaction Survey*

We conduct customers’ surveys to gather valuable insights into customers’ experiences, satisfaction, and preferences. The collected data helps us identify areas for improvement, better understand customer needs, and adapt to market trends.

We are pleased to report that customer satisfaction for ETSB exceeded 80% in its FPE 2025 survey. Furthermore, ETSB received fewer than 10 complaints throughout the year—well below our target of no more than 10 complaints per month—highlighting our commitment to quality and customer care. EMSSB also achieved a satisfaction rating of above 80%, with rejection damages maintained at just 1.6% of total machining turnover, meeting our internal quality objective of keeping rejection rates below 2%.

While overall customer satisfaction for our Ink and Masterbatch Division declined modestly by 6 percentage points to 70% in FPE 2025—primarily due to pricing concerns—our after-sales service and technical/sales support continued to receive “Very Good” ratings from the majority of customers, affirming the strength of our customer engagement and service delivery.

Our Automotive Refinish Products (“ARP”) business also recorded a solid satisfaction rating of 87.50%, with customers awarding above “Very Good” scores for both product quality and product practicality, reinforcing our position as a trusted provider in the automotive refinishing segment.

#### *Product Support*



**Machine Service  
and Repairs**



**Graphite Electrodes  
and Parts Fabrication**



**Product  
Training**

We provide comprehensive training and technical support to help our customers maximise the performance and longevity of our machine products. Our team of skilled engineers offers expert guidance on the correct usage, maintenance, and optimisation of our engineering solutions, ensuring customers gain full value from their investment.

To further enhance the quality and reliability of our range of products, we have partnered with BASF, a globally renowned leader in the chemical industry. Selected car paint products under this partnership come with a warranty certificate, offering customers additional assurance and peace of mind.

#### **ACHIEVEMENTS:**

##### **ETSB**

- >80% customer satisfaction
- <10 complaints

##### **EMSSB**

- >80% customer satisfaction
- rejection damages <2%

##### **Ink and Masterbatch**

- “Very Good” for after-sales and technical/sales support

##### **ARP**

- “Very Good” and above for product quality and product practicality



## Sustainability Statement (Cont'd)

During the period under review, we also enhanced engagement with our automotive refinishing customers, particularly those using our Glasurit brand. We actively encouraged them to attain “Authorised Workshop” status, a designation that enhances their credibility, assures quality standards, and sets them apart in a competitive market. This initiative not only strengthens customer loyalty, but also promotes consistent application of high-quality refinishing practices aligned with international standards.

### MM4: TECHNOLOGY & INNOVATION

This material matter aligns with SDG 9 as well as Malaysia’s National Fourth Industrial Revolution (“4IR”) Policy. The introduction of 4IR will further advance the nation through greater productivity and adoption of emerging technologies.



MM4 is aligned with the Group’s mission to stay ahead of emerging trends and innovations while creating value for stakeholders. It also supports the National Science, Technology and Innovation Policy (“NSTIP” or DSTIN) 2021–2030, which aims to transform Malaysia into a high-tech nation by 2030 through the development and application of local advanced technologies. This initiative promotes long-term economic sustainability, driven by science, technology, and innovation. Key focus areas include empowering local talent, advancing

R&D in strategic sectors, updating regulations, and upgrading technology infrastructure, particularly in digital technologies.

#### *Local to Global*

In line with our mission to foster a culture of innovation, the Group has actively developed and marketed automation systems, machinery, and laser-based products under our own brands, offering technologically advanced solutions tailored to evolving industry needs. TVHB is also proud to be the only wire manufacturer in Malaysia with a monthly production capacity of 60 tonnes. More than half of this output is exported to key international markets, including Japan, South Korea, United States, and Indonesia, underscoring our global competitiveness and reputation for quality.

Through our precision engineering capabilities and ability to produce complex, high-tolerance components, the Group is also contributing to Malaysia’s ambition to ascend the global value chain. By empowering local manufacturers to meet stringent international standards, TVHB is not only enhancing domestic capabilities, but also reinforcing Malaysia’s position as a strategic player in global supply networks.



## Sustainability Statement (Cont'd)

### Global to Local

TVHB is proud to also partner with global manufacturers and act as an instrument of technology transfer, enabling our customers to obtain new technology and expertise to improve efficiency, reduce costs, and maintain a competitive edge. This partnership helps to advance technology and innovation in Malaysia and the countries where our customers operate. We actively market automation, machinery and laser products from the following brands:

No.	Brand	Description
1	Georg Fischer AG ("GF")	GF's CNC Milling and CNC EDM machines enable manufacturers to create intricate and delicate components with tight tolerances. Their laser technologies allow for advanced cutting, welding, and surface treatment of materials, making them a versatile choice for diverse manufacturing needs. GF's innovations in these areas support increased productivity, reduced cycle times, and higher-quality production, making them a key player in the global manufacturing landscape.
2	Hwacheon	Hwacheon's focus on precision engineering and innovation has enabled it to produce cutting-edge solutions for industries like aerospace, automotive, and heavy machinery. Their machines deliver outstanding reliability, performance, and efficiency, and by manufacturing parts in-house, they can ensure that every component meets the strictest quality standards.
3	hyperMILL	An advanced Computer-Aided Manufacturing ("CAM") software developed by Open Mind Technologies in Germany, hyperMILL allows manufacturers to programme and control highly complex machining processes with ease and precision, crucial for creating intricate parts with complex geometries, for use in industries like aerospace, automotive, medical, and mould-making.
4	Elbo Controlli Nikken	Elbo Controlli Nikken's tool presetters enable manufacturers to ensure that tools are accurately calibrated before being installed on CNC machines, which in turn reduces the chances of mistakes during the actual machining process. This ability to perform off-machine tool checks significantly boosts machine productivity since it reduces the need for frequent tool changeovers and adjustments, which can often result in lost time and potential errors. Their solutions also enhance quality control, ensuring that parts are produced with high precision from the outset.

Through advanced automation, sophisticated software, and cutting-edge machinery, these companies and technologies streamline production while ensuring higher quality standards, highlighting the strong link between technological advancement and product excellence. Their solutions empower manufacturers to deliver consistent quality, remain competitive, and meet the evolving demands of complex markets. This aligns with Malaysia's National Industrial Master Plan 2030, which emphasises growth in high-technology sectors such as aerospace, semiconductors, and healthcare.

### MM5: RESPONSIBLE PROCUREMENT

#### *Integrity in the Supply Chain*

TVHB's responsibility extends beyond delivering top-tier products and collaborating with world-class suppliers. We are committed to building and maintaining long-term, value-driven partnerships across our supply chain. We adopt a collaborative approach that emphasises mutual growth, expecting our partners to align with the values outlined in our sustainability and governance policies. Through regular engagement—including information sharing, feedback resolution, and joint strategy development—we ensure alignment, anticipate market shifts, and respond swiftly to emerging challenges.



## Sustainability Statement (Cont'd)

Trust is the cornerstone of our supplier relationships. We uphold ethical, fair, and transparent vetting and bidding processes, and require all suppliers to comply with applicable laws and regulations, particularly in areas such as ethical labour practices, environmental responsibility, and fair trade principles. Supplier facilities must prioritise safety and provide sanitary, well-maintained accommodations that support employee health and well-being.

We also require all suppliers to uphold the integrity and transparency standards outlined in our Code of Conduct as well as Anti-Bribery and Anti-Corruption Policy. We reserve the right to inspect relevant facilities, and any failure to meet standards – after due process – may result in contract termination. We commit to conducting all assessments fairly and in accordance with local laws and regulations.

### *Commitment to Local Hiring and Procurement*

Local sourcing plays a vital role in supporting sustainable communities and reducing our environmental footprint. By prioritising local suppliers, we minimise transportation-related emissions and reinforce our ties with the communities where we operate. Our engagement with these suppliers not only supports their businesses directly, but also generates positive multiplier effects, stimulating broader economic activity, creating jobs, and fostering local enterprise growth.

In line with this commitment, the Group supports local employment by hiring predominantly Malaysian nationals across our operations. We recognise that building a sustainable supply chain includes strengthening the communities in which we operate through job creation and skills development.

The table below outlines the proportion of our spending on local suppliers:

Proportion of Spending on Local Suppliers			
Period	Total Amount of Spending on All Suppliers (MYR)	Total Amount of Spending on Local Suppliers (MYR)	Proportion of Spending on Local Suppliers
FPE 2025	107,026,637	43,129,170	40%
FYE 2023	58,486,722	22,788,219	39%
FYE 2022	82,519,305	32,255,891	39%

## ENVIRONMENT



Caring for the environment is essential to securing a sustainable future for generations to come.

At TVHB, we believe that prioritising environmental protection not only reduces our ecological footprint, but also preserves vital natural resources and mitigates the effects of climate change. In collaboration with our

stakeholders, we actively manage key environmental issues to safeguard ecosystems, build industry resilience, and promote long-term economic and social well-being—aligned with the ambitions of SDGs 3 (Good Health and Well-being), 6 (Clean Water and Sanitation), and 13 (Climate Action).

As part of this commitment, we have adopted the Low Carbon Operating System (“LCOS”)—a cloud-based carbon management platform that enables companies to measure, monitor, and reduce carbon emissions efficiently. For TVHB, LCOS strengthens our environmental performance tracking, supports compliance with evolving sustainability standards, and empowers data-driven decision-making. It reflects our dedication to low-carbon growth and reinforces our goal of creating lasting value through responsible and sustainable business practices.

Environmental Material Matters	SDGs
<b>MM6:</b> Energy Management <b>MM7:</b> Waste and Effluents Management	<b>SDG 3:</b> Ensure healthy lives and promote well-being for all at all ages. <b>SDG 6:</b> Ensure availability and sustainable management of water and sanitation for all. <b>SDG 13:</b> Take urgent action to combat climate change and its impacts.

## Sustainability Statement (Cont'd)

### Excerpt from the Group Environmental Policy

TVHB is committed to protecting the environment by minimising the impact of our operations and complying with all relevant environmental laws and regulations. We continuously strive to operate efficiently while meeting stakeholder expectations.

Our key environmental commitments include:

- Full compliance with environmental laws and standards
- Reducing waste and virgin material use through the 4Rs (Reduce, Reuse, Recycle, Recover)
- Optimising raw material and energy use
- Cutting greenhouse gas emissions via renewable energy and efficient technologies
- Preventing pollution with advanced control systems and regular emissions monitoring
- Promoting environmental awareness through education, training, and open communication
- Setting climate and environmental targets aligned with best practices and national goals

To view our full policy, please visit:

<https://toyoverventures.com.my/wp-content/uploads/2024/12/Sustainability-Policy-2.pdf>

### *Sustainable Energy Partnership*

In line with our vision to be the preferred working partner in what we do best, TVHB has entered into a collaboration agreement with China Energy Engineering Investment Corporation Ltd. This strategic partnership aims to explore and develop opportunities in the areas of power, new infrastructure, and emerging industries.

Specifically, the cooperation will cover projects such as gas-fired power plants, wind farms, solar photovoltaic stations, energy storage systems, and waste-to-energy facilities, among others. These initiatives support our long-term commitment to sustainable development, energy transition, and value creation for all stakeholders.

### **MM6: ENERGY MANAGEMENT**

At TVHB, effective energy management is one of our strategic priorities, enabling us to reduce operational costs while minimising our environmental impact. Prioritising energy conservation is not only a business imperative, but also a vital contribution to building a sustainable future. It strengthens our resource resilience, aligns with global climate action goals, and enhances long-term value creation.

### *Solar Energy*

TVHB actively supports Malaysia's national sustainability agenda by aligning our initiatives with the National Energy Transition Roadmap and the National Climate Change Policy, and Green Investment Tax Allowance. One of our key contributions is the generation of solar power for self-consumption and to supply excess energy to the national grid under the Net Offset Virtual Aggregation ("NOVA") scheme. Through this initiative, ETBSB's rooftop solar photovoltaic system delivers clean energy to Tenaga Nasional Berhad ("TNB") under Category A Net Offset Contract which enables excess electricity to be credited at the prevailing system marginal price.

In FPE 2025 alone, ETBSB's solar photovoltaic system generated a total of 915.39 GJ of clean energy, of which 233.64 GJ was exported to TNB and the remainder consumed internally by its manufacturing operations. The energy exported to the national grid earned ETBSB rebates on its electricity bills, supporting both environmental and cost-efficiency objectives. This initiative not only reduces operational costs but also reinforces our contribution to Malaysia's transition toward a low-carbon, sustainable economy.

Since the commissioning of ETBSB's solar panels in July 2022, the system has generated a cumulative total of 1,635.5 GJ of solar energy. These achievements reflect our continued support for the government's renewable energy agenda and our ongoing efforts to embed sustainability into our operational footprint.



## Sustainability Statement (Cont'd)

Our initiation of Scopes 1, 2 and 3 GHG emissions data collection in FPE 2025 lays the groundwork for establishing a credible emissions baseline. This will enable meaningful future comparisons, enhance transparency, and support the setting of targets and continuous performance monitoring in line with Bursa Malaysia's and global sustainability expectations. This table summarises TVHB's GHG emissions by scope, based on the GHG Protocol:

GHG Emissions (tCO <sub>2</sub> e)			
Period	Scope 1	Scope 2	Scope 3
FPE 2025	4,097.18	2,230.93	171,577.28
GHG Definitions			
Scope 1	Mobile combustion and process sources		
Scope 2	Purchased electricity from Tenaga Nasional Berhad		
Scope 3	Emissions generated in operation, business travel and employee commuting		
GHG Framework: GHG Protocol			
Emission Factors:			
Scope 1:			
2006 IPCC Guidelines for National Greenhouse Gas Inventories, US Environmental Protection Agency			
Scope 2:			
Malaysia Grid Emissions Factor, US Environmental Protection Agency			
Scope 3:			
US Environmental Protection Agency; Department for Environment, Food & Rural Affairs; CIDB Malaysia			

The following table shows our Group's total energy consumption for the past three reporting periods:

Total Energy Consumption								
Period	Total Non-Renewable Energy (GJ)			Total Renewable Energy (GJ)		Total Energy Input (GJ)	Total Percentage of Renewable Energy Input (GJ)	Total Energy Input (Megawatts)
	Electricity	Fuel <sup>1</sup>	Gas	Solar	Others			
FPE 2025	8,260.96	1,371.93	–	898.38	–	10,531.27	9%	2,925.36
FYE 2023	6,187.63	–	–	576.11	–	6,763.74	9%	1,878.82
FYE 2022	2,689.81	–	–	272.56	–	2,962.37	9%	822.88
<b>Note:</b>								
<sup>1</sup> : The Group initiated systematic fuel consumption data collection in FPE 2025 to establish a baseline for tracking operational energy use. This will enable meaningful year-on-year comparisons and support the development of targeted energy efficiency and decarbonisation initiatives.								

### Efficient Products and Services

We also contribute to climate action indirectly by offering products and services that help our customers reduce their energy consumption. Through energy-efficient solutions and operational enhancements, we enable them to minimise waste, lower emissions, and improve overall sustainability performance.

Our engineers work closely with clients to assess their specific needs and provide tailored automation solutions that optimise energy use and minimise production downtime. By improving workflow efficiency, reducing unnecessary machine idling, and identifying opportunities for resource conservation, we enable our customers to lower their operational costs and carbon footprint. These efforts not only contribute to more sustainable industrial practices, but also reinforce our position as a trusted partner in delivering value-driven, energy-conscious solutions.



## Sustainability Statement (Cont'd)

### *Behavioural Change*

Climate change requires not just technical solutions, but also shifts in behaviours and values, bringing together individuals, communities, and organisations in a shared effort.

At TVHB, we recognise that our employees are increasingly motivated by environmental concerns, and we are committed to cultivating a workplace culture that reflects this awareness. We actively promote environmentally responsible mindsets and behaviours among our workforce through a variety of practical initiatives aimed at reducing energy consumption and environmental impact in our daily operations.

These efforts include encouraging responsible printing practices (e.g., double-sided printing and digital documentation), switching off lights and office equipment when not in use, and promoting recycling through clearly labelled waste segregation stations. We also invest in energy-saving infrastructure, including the installation of energy-efficient LED lighting, modern air-conditioning systems with inverter technology, and maximising the use of natural daylight to reduce dependency on artificial lighting.

### **MM7: WASTE AND EFFLUENTS MANAGEMENT**

Waste and effluent management involves the systematic collection, treatment, and disposal of waste materials and industrial byproducts to minimise environmental impact. Effective management of these byproducts is also crucial in safeguarding the health and well-being of our surrounding communities.

At TVHB, we are committed to reducing pollution through responsible waste and effluent management practices. In line with regulatory requirements, all our subsidiaries classify waste as scheduled and non-scheduled. Scheduled waste is managed in accordance with the Environment Quality (Scheduled Wastes) Regulations 2005, with disposal handled by licensed contractors approved by the Department of Environment. Non-scheduled waste is collected by waste collectors appointed by local authorities, ensuring safe and compliant disposal. We have also implemented effluent management practices to ensure compliance with environmental regulations and minimise our impact on surrounding ecosystems. These include regular monitoring, treatment of wastewater before discharge, and continuous improvement of our processes to reduce effluent volume and pollutant load.

### *Waste Reduction*

ETSB's EDM Cut Wire is packaged in durable plastic spools that can be reused up to two times. To reduce waste and enhance sustainability, we have dedicated teams that collect and clean used spools from customers, allowing them to be reused with fresh wire. This initiative significantly reduces waste generation and supports our ongoing efforts to promote a circular economy.

Our EMS Graphite CNC Milling Machine, developed by EMSSB, is a testament to our commitment to innovation and environmental responsibility. This machine, engineered specifically for optimal performance with EDM graphite materials, incorporates an advanced oil curtain design. The oil curtain effectively captures graphite dust emissions during machining by continuously applying a fine veil of EDM oil, which washes away the dust. This innovative design not only helps create a cleaner and safer working environment, but also enhances the machine's precision and longevity, while minimising the environmental and health risks associated with airborne graphite particles. We have also instituted robust processes that enabled us to achieve a wastage rate of just 0.066% of total output, successfully meeting our FPE 2025 target of keeping wastage below 2%.





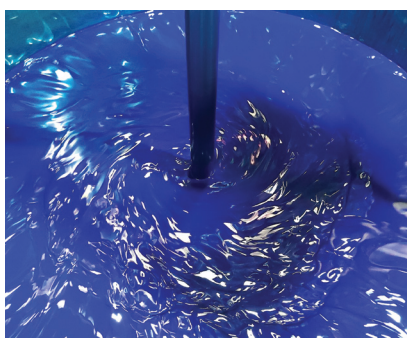
## Sustainability Statement (Cont'd)

The following table outlines the total amount of waste generated by the Group, as well as the percentage of waste that has been recycled or diverted from disposal, for the past three periods:

Total Waste Generated (Metric Tonnes)							
Period	Hazardous Waste	General Waste	Total	Recycled (Diverted from Disposal)	Non-Recycled (Directed to Disposal)	Total	Percentage of Waste Recycled vs. Generated
FPE 2025	105.49	234.71	340.20	77.02	263.18	340.20	22.64%
FYE 2023	73.73	156.00	229.73	52.12	177.61	229.73	22.69%
FYE 2022	103.68	156.00	259.68	74.83	184.85	259.68	28.82%

We continue to monitor and improve our waste management practices to ensure that we reduce, reuse, and recycle as much as possible, aligning with our sustainability goals and commitments.

### Eco-Friendly Paint and Ink



The growing global demand for environmentally friendly and sustainable ink solutions is driven by increasing awareness of the environmental impact of traditional ink products and the need for safer alternatives. In response, TISB has committed significant resources to the research and development of water-based inks for surface, specifically targeting the flexo and gravure printing sectors. These inks are designed to provide a safer and more eco-friendly option for both users and the environment.

Unlike solvent-based inks, which contain higher levels of VOCs that contribute to air pollution and health risks, water-based inks are formulated with fewer VOCs, making them a more sustainable alternative. This formulation significantly reduces harmful emissions during both production and application.

On 11 April 2025, TISB took an exciting step forward by forming a joint venture—Toyo Yingke Sdn. Bhd.—to pursue the development of water-based inks. Following the establishment of the joint venture, we conducted thorough testing to ensure the inks deliver top-notch quality, performance, and reliability. This partnership will kick off by trading these eco-friendly inks, with an eye on expanding into manufacturing down the line. By combining the strengths and know-how of everyone involved, we're aiming to grow the business, work more efficiently, and explore new markets—all while staying true to our commitment to sustainability and helping reduce the environmental impact of the ink industry.

### Environmental Compliance

In the period under review, we are pleased to report full compliance with all relevant statutory laws and regulations. We have not incurred any penalties or fines related to environmental matters. Furthermore, we are proud to note that there were no environmental-related complaints from our stakeholders, reflecting our commitment to responsible environmental stewardship and sustainable practices.

**0**  
Cases of Non-compliance with  
Environmental Regulations

### Water Consumption Data

Water is integral to various stages of our production. As such, we are dedicated to minimising the consumption of this precious resource while upholding our high production standards.

The table below provides an overview of our water consumption for the past three reporting periods. This data highlights the water usage associated with the manufacturing of EDM brass wires, inks, and other critical processes within the Group.

Sustainability Statement  
(Cont'd)

Total Volume of Water Used (Megalitres)				
Period	Surface Water, Groundwater (Wells, Boreholes), Harvested Rainwater	Municipal Potable Water	Others	Total
FPE 2025	0	9.46	0	9.46
FYE 2023	0	5.76	0	5.76
FYE 2022	0	5.54	0	5.54

**CLIMATE-RELATED DISCLOSURE**

Malaysia is a signatory to the Conference of Parties (“COP”) to the United Nations Framework Convention on Climate Change (“UNFCCC”). The country’s Nationally Determined Contribution (“NDC”) targets a reduction of GHG emission intensity of Gross Domestic Product (“GDP”) by up to 45% by 2030, compared to 2005 levels.

The Group has initiated energy reduction programmes to contribute to the NDC. We also look forward to adapting our climate change disclosures to the National Sustainability Reporting Framework. However, given that climate-related issues can influence several vital factors of the Group’s financial performance and position at present and in the future, we need time to adjust our internal processes before we can fulfil all the disclosure requirements.

Below is our initial statement, structured in the four thematic areas that represent the basic elements of tackling climate change: *Governance, Strategy, Risk Management, and Metrics*.

**Governance**

Our Sustainability Committee is directly involved in evaluating the financial impacts, risks and opportunities and reporting metrics for compliance with the national reporting requirements.

**Strategy**

The Group will plan a course of action based on our organisational and national climate risk scenarios. We will assess our resilience against various climate risk probabilities and mitigate our impacts. We will also set achievable and meaningful sector-related targets.

**Metrics**

The Group and its subsidiaries initiated Scopes 1, 2 and 3 GHG emissions data collection in FPE 2025 to establish a credible emissions baseline, thereby enabling meaningful future comparisons and supporting the setting of targets and continuous performance monitoring.



## Sustainability Statement (Cont'd)

### Climate Risk and Opportunities

The table below outlines our climate-related risks and opportunities, along with their corresponding financial impacts as we transition towards more climate-resilient operations.

Transition Risks	Potential Financial Impacts
<b>Policy and Legal Risks</b> <ul style="list-style-type: none"> <li>- Emission reporting guidelines</li> <li>- Changes in national and international regulatory requirements</li> </ul>	Malaysia has established various climate-related policies and cascaded these policies to all local governments, ministries, and organisations. This move can potentially impact how we operate and report to all stakeholders.
<b>Technology Risks</b> <ul style="list-style-type: none"> <li>- Transitioning to lower-emission technologies</li> </ul>	Our climate change investments will primarily focus on adopting new technologies aimed at reducing emissions and ensuring compliance with evolving regulatory and statutory standards. While these investments are essential for our long-term sustainability, the return on investment may take time. Furthermore, with the rapid development of emerging green technologies, there is inherent uncertainty about the effectiveness of the technologies we choose to adopt.
<b>Market Risks</b> <ul style="list-style-type: none"> <li>- Changes in customer behaviour</li> </ul>	Shifting customer preferences towards lower-emission products will drive us to invest in sustainable solutions, ensuring that we meet their expectations and maintain long-term customer loyalty.
<b>Reputational Risks</b> <ul style="list-style-type: none"> <li>- Increasing stakeholder concerns</li> </ul>	If the Group fails to address climate change, stakeholders' concerns will grow, potentially impacting our reputation and long-term viability.
<b>Physical Risks</b> <ul style="list-style-type: none"> <li>- Acute Risks</li> <li>- Chronic Risks</li> </ul>	Physical climate risks can be acute or chronic, both carrying financial consequences. Chronic risks, like rising temperatures, can impact employee health, increase healthcare costs, and raise energy consumption. Acute risks, such as floods or hurricanes, can disrupt supply chains and delay production, affecting resource availability.

Opportunities	Potential Financial Impacts
<b>Resource Efficiency</b> <ul style="list-style-type: none"> <li>- Technology</li> </ul>	Operational costs can be reduced through efficiency improvements and cost-saving measures. Resource-efficient technologies attract customers by helping them lower energy consumption.
<b>Energy Source</b> <ul style="list-style-type: none"> <li>- Renewable energy</li> </ul>	Government incentives for renewable energy adoption can help offset initial solar panel installation costs.
<b>Access to New Markets</b> <ul style="list-style-type: none"> <li>- Green products</li> </ul>	Product diversification, including renewable energy solutions, can provide new revenue streams while contributing to mitigating climate change impacts.



## Sustainability Statement (Cont'd)

### SOCIAL



At TVHB, we recognise that a strong and inclusive society is a prerequisite for the long-term success of our business.

We prioritise the physical, mental and emotional well-being of our employees by fostering a workplace built on diversity, equity, and inclusion, while ensuring fair wages and a safe, supportive environment. Our dedication extends beyond the workplace, as we actively invest in community development programmes that promote education, health, and social welfare. By addressing these social issues, we strive to create a positive impact that not only benefits our stakeholders, but also strengthens the fabric of society as a whole, paving the way for a more sustainable and equitable future.

The Group's direct and indirect social impacts are linked to these sustainability matters and SDGs:

Social Material Matters	SDGs
<b>MM8:</b> Occupational Health and Safety <b>MM9:</b> Fair Employment Practices <b>MM10:</b> Employee Training and Development <b>MM11:</b> Community Contributions and Development	<b>SDG 3:</b> Ensure healthy lives and promote well-being for all at all ages. <b>SDG 4:</b> Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all. <b>SDG 5:</b> Achieve gender equality and empower all women and girls. <b>SDG 8:</b> Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all. <b>SDG 10:</b> Reduce inequality within and among countries.

### MM8: OCCUPATIONAL HEALTH AND SAFETY

#### Excerpt from the Group Health and Safety Commitments

At TVHB, we are committed to fostering a safe, healthy workplace that protects our employees and supports long-term sustainability. We enforce strict compliance with all relevant health and safety regulations and work to:

- Maintain a safe work environment and prevent occupational hazards
- Conduct regular risk assessments and take corrective action when needed
- Promote a strong safety culture through training, awareness, and open communication
- Strive for zero incidents and minimise impacts on employees, stakeholders, and communities
- Set clear health and safety targets and monitor our progress

By prioritising well-being, we reduce risks, boost productivity, and create a culture of care and shared responsibility.

To view our full policy, please visit:

<https://toyoventures.com.my/wp-content/uploads/2024/12/Sustainability-Policy-2.pdf>



## Sustainability Statement (Cont'd)

While the Group Sustainability Policy provides overarching guidance for all employees, we recognise that some operational environments demand more specialised attention. Different subsidiaries face distinct safety challenges based on the nature of their work. For example, in TISB, where daily operations involve the handling of hazardous chemicals, flammable materials, and heavy machinery, industrial safety is of paramount importance. In such settings, the risks of spills, equipment-related injuries, and exposure to harmful substances require a more rigorous and targeted approach.

To address these specific concerns, we have implemented dedicated safety and health policies that go beyond the general framework. These include more frequent safety drills, strict chemical storage protocols, emergency response procedures, and specialised training for employees working in high-risk areas. By tailoring our safety policies to the operational realities of each subsidiary, we ensure that all employees—regardless of role or location—have the right safeguards and support systems in place to protect their health and well-being.

<div><div><div>TOYO</div><div>INK</div><div>SDN BHD</div><div>197901000843</div><div>(45097-M)</div></div><div><div>TOYO</div></div></div>	<div><div>SAFETY</div><div>AND HEALTH</div><div>MANUAL</div></div>	DOCUMENT NO.	SHM-01
		DATE	10 May 2024
		REVISION NO.	02
		PAGE NO.	Page 1 of 2
TITLE	SAFETY AND HEALTH POLICY STATEMENT		

### Health and Safety Training

During the reporting period, TVHB continued to perform bi-yearly assessments of the personal protective equipment that keep our employees safe as they undertake their R&D, quality control and production work. For fire safety, the Group collaborated with the Fire and Rescue Department to organise semi-annual fire drills as well as training on fire hose usage and firefighting. We also evaluate our employees' chemical spillage preparedness on a yearly basis and perform periodic maintenance of our firefighting equipment.

The following table illustrates our efforts to promote workplace safety, with a significant increase in the number of employees trained on health and safety standards in FPE 2025. The total number of employees trained has increased to 62, and we have maintained zero work-related fatalities and lost-time injuries.

Number of Employees Trained on Health and Safety Standards		
Period	Total Number of Employees	Total Number of Employees Trained on Health and Safety Standards
FPE 2025	169	62
FYE 2023	176	4
FYE 2022	178	2

Employees				
Period	Total Number of Hours Worked in the Reporting Period	Number of Lost Time Injuries	Lost Time Incident Rate ("LTIR")	Work-Related Fatalities
FPE 2025	420,890	0	0.00	0
FYE 2023	383,809	0	0.00	0
FYE 2022	377,882	0	0.00	0

## Sustainability Statement (Cont'd)

Contractors & Subcontractors				
Period	Total Number of Hours Worked in the Reporting Period	Number of Lost Time Injuries	Lost Time Incident Rate ("LTIR")	Work-Related Fatalities
FPE 2025	79,350	0	0.00	0
FYE 2023	48,725	0	0.00	0
FYE 2022	32,975	0	0.00	0

**Note:**  
LTIR is calculated as:  $A/B \times 200,000$ , where:

A: Number of lost time injuries in the reporting period; and  
B: Total number of hours worked in the reporting period

The value of 200,000 represents a standardised value of the total number of hours that 100 employees work weekly for 40 hours, for a duration of 50 weeks ( $100 \times 40 \times 50 = 200,000$ ).

These are the health and safety trainings our employees attended during the review period:

1. Occupational Safety and Health Act 1994 & Occupational Safety and Health Act (Amendment) 2022
2. Basic Occupational First Aid, CPR & AED Training
3. Occupational Safety & Health Awareness
4. Occupational Safety and Health Coordinator
5. Safe Chemical Handling Training
6. Occupational Safety and Health Coordinator (OSH-C) Programme
7. Hazard Identification, Risk Assessment and Risk Control Training
8. Latihan Keselamatan Kebakaran Dan Penyelamatan (ERT)
9. Basic Safe Handling of Forklift Truck

Due to our proactive safety measures and strict adherence to protocols, we did not encounter any health and safety incidents or chemical spillages during the reporting period, successfully meeting our targets for the period.

**0**  
Health and Safety Incidents or  
Chemical Spillages

### MM9: FAIR EMPLOYMENT PRACTICES

#### Excerpt from the Group Commitment to Fair Employment Practices

At TVHB, we are committed to a fair, inclusive, and respectful workplace where everyone can thrive. We promote equal opportunity and do not tolerate discrimination in any form.

Our key principles include:

- Treating all employees with dignity and respect, regardless of their race, gender, age, nationality, religion, political beliefs, disability or ethnic origin
- Fostering an inclusive, harassment-free environment
- Ensuring fair, unbiased hiring and advancement practices
- Providing equitable pay and strong support for employee development

We uphold a zero-tolerance policy on discrimination and require all subcontractors to comply with national labour laws.



## Sustainability Statement (Cont'd)

### *Labour Management*

TVHB is fully committed to operating in compliance with all applicable national laws and regulations, ensuring that our employees, irrespective of their background, are treated with respect, valued for their work and ideas, and empowered to perform their duties effectively.

Through our Sustainability Policy, TVHB has established robust labour standards that guide both our internal operations and those of our suppliers. These standards are designed to drive continuous improvement in social compliance and uphold the highest ethical practices across our workforce and supply chain.

We strictly meet the requirements of Malaysia's Children and Young Persons (Employment) Act 1966 and fully uphold the Children's Rights and Business Principles. Child labour in any form is strictly prohibited. Further reinforcing our commitment to protecting children's rights is our alignment with SDG 16, which aims to end abuse, exploitation, trafficking, and all forms of violence against and torture of children.

TVHB is committed to upholding the rights of all employees in accordance with Malaysian labour laws, including the freedom to form and join trade unions and to engage in collective bargaining. We are dedicated to treating our workforce with dignity and respect and maintain a zero-tolerance stance against modern slavery, forced labour, and human trafficking.

To prevent such practices, we have implemented the following measures:

- Ensure the ethical and humane treatment of foreign workers, including fair and transparent contractual terms;
- Assess our supply chain to identify risks of forced labour and trafficking;
- Enforce a zero-tolerance policy for corporal punishment, and all forms of abuse - physical, sexual, psychological, or verbal - as well as any form of intimidation;
- Provide workers with safe, clean, and hygienic conditions that meet or exceed regulatory requirements;
- Guarantee that no individual is forced to work against their will or under conditions of coercion, debt bondage, or captivity; and
- Practise ethical sourcing and reject the use of materials or products linked to human rights violations.

To reinforce our commitment, we have plans in place to conduct regular audits and inspections across our supply chain to monitor compliance with these standards and address any risks proactively.

In compliance with national regulations, we adhere to legal standards governing working hours, overtime, rest periods, and holiday entitlements. We believe in fair and equitable compensation, ensuring wages reflect employee contributions and meet or exceed legal requirements. Remuneration and benefits are determined based on employees' merit and performance, supported by structured performance evaluations. This comprehensive approach promotes fairness, transparency, and equal opportunity throughout our organisation.

### *Human Rights*

TVHB's Human Rights Policy is aligned with internationally recognised frameworks, including the UN Guiding Principles on Business and Human Rights, the International Labour Organization's Core Conventions, and the Universal Declaration of Human Rights. We expect all entities within the Group, as well as our external stakeholders, to uphold these principles and maintain a zero-tolerance approach to any form of human rights violation.

Number of Substantiated Human Rights Complaints	
<b>FPE 2025</b>	0
<b>FYE 2023</b>	0
<b>FYE 2022</b>	0

As of the reporting period, we are pleased to report that no substantiated human rights complaints were recorded within the Group or across our supply chain, underscoring our ongoing commitment to ethical practices and responsible business conduct.





## Sustainability Statement (Cont'd)

Percentage of Employees by Gender & Age Group Category			
	FPE 2025	FYE 2023	FYE 2022
Gender			
Male	63%	65%	63%
Female	37%	35%	37%
Percentage of Employees by Gender & Age Group Category			
	FPE 2025	FYE 2023	FYE 2022
Age			
<30 Years	24%	23%	22%
30-50 Years	57%	58%	61%
>50 Years	19%	19%	17%

Percentage of Employees by Gender & Age Group Category					
FPE 2025	Gender		Age		
	Male	Female	<30 Years	30-50 Years	>50 Years
Senior Management	58%	42%	0%	58%	42%
Management	56%	44%	6%	63%	31%
Executive	42%	58%	22%	65%	13%
Non-Executive	77%	23%	33%	52%	15%
Total	63%	37%	22%	58%	20%
FYE 2023	Gender		Age		
	Male	Female	<30 Years	30-50 Years	>50 Years
Senior Management	54%	46%	0%	54%	46%
Management	56%	48%	0%	72%	28%
Executive	52%	48%	29%	59%	12%
Non-Executive	76%	24%	34%	55%	11%
Total	65%	35%	24%	59%	17%
FYE 2022	Gender		Age		
	Male	Female	<30 Years	30-50 Years	>50 Years
Senior Management	50%	50%	0%	71%	29%
Management	59%	41%	0%	68%	32%
Executive	53%	47%	22%	61%	17%
Non-Executive	71%	29%	33%	57%	10%
Total	63%	37%	22%	61%	17%

Percentage of Employees by Ethnicity			
	FPE 2025	FYE 2023	FYE 2022
Malay	43%	39%	39%
Chinese	46%	49%	49%
Indian	7%	6%	5%
Other Ethnic Minorities	0%	0%	0%
Non-Malaysian	4%	6%	7%



## Sustainability Statement (Cont'd)

Percentage of Directors by Gender & Age Group			
Gender			
	FPE 2025	FYE 2023	FYE 2022
Male	57%	57%	57%
Female	43%	43%	43%
Age Group			
Age	FPE 2025	FYE 2023	FYE 2022
<30	0%	0%	0%
31-50	29%	29%	14%
>51	71%	71%	86%

Percentage of Directors by Ethnicity			
	FPE 2025	FYE 2023	FYE 2022
Malay	14%	14%	14%
Chinese	86%	72%	72%
Indian	0%	0%	0%
Other Ethnic Minorities	0%	0%	0%
Non-Malaysian	0%	14%	14%

In terms of employment type, the Group has demonstrated a consistent preference for permanent contracts, with permanent employees comprising 95% of our workforce in FPE 2025.

Percentage of Employees by Employment Type			
	FPE 2025	FYE 2023	FYE 2022
Contractual	5%	2%	4%
Permanent	95%	98%	96%
Total	100%	100%	100%

Our employee turnover has been kept at manageable levels in the past three reporting periods. Turnover also indicates that our employees are sufficiently equipped to transition to new opportunities when they arise. This reflects the high level of training and development provided to our employees, ensuring they are not only skilled for their current roles but also prepared for future career advancements. By fostering a culture of growth and learning, we empower our employees to thrive both within and outside the organisation, while keeping turnover rates within a healthy range.

Total Number of Employee Turnover			
	FPE 2025	FYE 2023	FYE 2022
Senior Management	4	2	1
Management	13	10	3
Executive	14	10	6
Non-Executive	21	21	25

### MM10: EMPLOYEE TRAINING AND DEVELOPMENT

Employee training and development are essential for fostering a skilled and motivated workforce. At TVHB, we provide ongoing opportunities for learning so that our employees can enhance their abilities, stay updated on industry trends, and advance in their careers. Training not only improves their job performance, but also boosts their job satisfaction and employee retention, as individuals feel valued and supported in their professional growth.

## Sustainability Statement (Cont'd)

### Training

In FPE 2025, our employees collectively completed a total of 2,356 hours of training, averaging approximately 13.4 hours per employee. This significant increase from previous years is attributed to several key factors:

- **Higher recruitment activity** during the year, resulting in more new hires requiring onboarding and compliance training;
- **Extension of the financial year** from 12 months to 18 months, naturally allowing for more training opportunities;
- **E-invoicing implementation**, which required in-house training sessions for relevant staff across headquarters and branches;
- **ISO 9001 and ISO 14001 training**, conducted both as induction for new recruits and refresher courses for existing employees; and
- **Fire drill and emergency response training**, rolled out to all staff to strengthen our safety preparedness.

Total Hours of External Training by Employee Category					
Period	Senior Management	Management	Executive	Non-Executive	Total Training Hours
FPE 2025	220	652	822	662	2,356
FYE 2023	546	40	14	28	628
FYE 2022	232	103	166	47	548

The types of training undertaken during the financial period were as follows:

Types of Training	No. of Hours	No. of Employees
Health and Safety	1,121	62
Environment	305	22
Career Development (with certification)	365	24
Operations (e.g. finance, technical, risk management and IT)	565	44
<b>Total</b>	<b>2,356</b>	<b>152</b>

### Work-Life Balance

Taking a holistic approach to employee development means recognising that employees are not just workers, but individuals with diverse needs and aspirations.

A key element of this approach that TVHB takes is promoting work-life balance, which supports both personal well-being and professional growth. In so doing, we create an environment where employees feel supported in all aspects of their lives. This balance leads to higher job satisfaction, increased productivity, and stronger long-term commitment to the Group, as employees are better equipped to thrive both personally and professionally.

Throughout the year, the Group organises recreational activities that foster camaraderie both within teams and across departments. TVHB also celebrates our cultural diversity by coming together to observe various festivals. Additionally, we support our male Muslim employees by granting two hours off on Fridays for them to fulfil their religious duties.

### Employee Benefits

At TVHB, we view competitive employee benefits as an integral part of our commitment to employee development and well-being. In compliance with all relevant regulations on wages, working hours, and overtime, our benefits are designed not only to support our employees' current needs, but also to foster their long-term growth and job satisfaction.



## Sustainability Statement (Cont'd)

We recognise that employee health and well-being are essential to a productive and supportive workplace. As part of our commitment, we provide periodic medical surveillance for all employees to monitor and maintain their health. All employees are covered under Group Personal Accident Insurance and are eligible for prolonged illness leave of up to six months, following the utilisation of their 60-day hospitalisation leave entitlement.

In addition to medical-related benefits, we also offer marriage leave, compassionate leave, and the option to apply for unpaid leave once annual leave entitlements have been exhausted, supporting our employees through significant personal events and challenges.

### MM11: COMMUNITY CONTRIBUTIONS AND DEVELOPMENT

At TVHB, we take pride in being responsible and engaged members of the communities in which we operate. Our community engagement strategy is rooted in transparent communication and the cultivation of long-term, mutually beneficial partnerships. We prioritise building strong relationships with local stakeholders by actively listening, collaborating, and contributing to initiatives that deliver enduring impact.

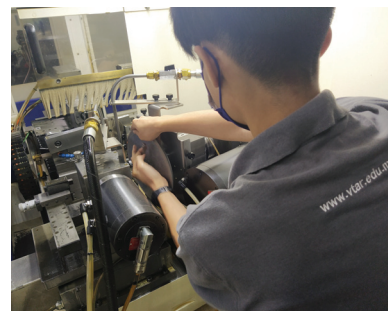
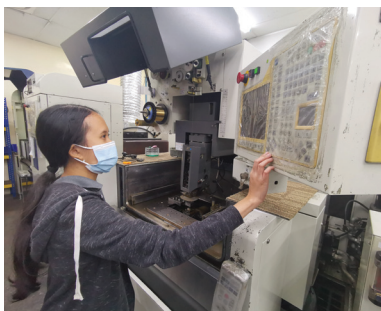
As part of our broader commitment to social responsibility, we also encourage employees to participate in local initiatives and volunteer programmes. Their time and effort not only help to meet community needs, but also foster a sense of purpose, pride, and belonging within our workforce. Through these collective efforts, we strive to create lasting, positive change for both the communities we support and the people who represent our organisation.

The community initiatives we undertook in FPE 2025 are as follows:

#### *VTAR Training Programme*

EMSSB continued to work with Vocational Tunku Abdul Rahman ("VTAR") and industrial partners to cultivate talent in the field of machining through our six-month training programme.

Fully sponsored with accommodation and monthly allowances by EMSSB and training partners, trainees receive exposure to actual working conditions with short theory classes slotted in daily. After completing the standard trainings, they will be guided to specialise in functions that suit them best. Upon completion, the trainees will be absorbed into the payroll of our training partners. The training programme, supported by a RM300,000 budget, targets up to 72 trainees per year, depending on student availability. In FPE 2025, the programme produced eight trainees as provided by VTAR.



#### *TAR UMT Collaboration*

The Group also contributed financial resources in support of community welfare. In July 2024, EMSSB entered into a collaboration agreement with Tunku Abdul Rahman University of Management and Technology ("TAR UMT") to support the development of future talent in precision engineering.

As part of this initiative, EMSSB partnered with its suppliers to sponsor engineering software valued at RM700,000, aimed at supporting the training and upskilling of engineering students through access to industry-relevant tools and technologies. This initiative is designed to strengthen students' practical knowledge and improve their career readiness.



Sustainability Statement  
(Cont'd)

## GIATMARA



In addition, TISB entered into a meaningful collaboration with GIATMARA, a government-linked skills training institution with 231 centres across Malaysia. Of these, only 23 centres are currently equipped with automotive refinishing facilities, limiting their ability to provide hands-on training in this specialised field.

To support the enhancement of automotive refinishing education, selected GIATMARA centres will procure the Glasurit water-based system (Line 90) from the Group for instructional use. As of now, four centres have installed the system, with additional installations planned pending management budget approvals. To ensure effective teaching of the new system, TISB will also provide Glasurit Process Education training to GIATMARA instructors on a per-person basis.

One of the centres, located in Bagan Datuk, has been upgraded into a Malaysia-China Institute to train students under the Technical and Vocational Education and Training initiative. Glasurit has been selected as the preferred partner for this programme, contributing to the enhancement of the Body and Paint curriculum, particularly in relation to Electric Vehicles ("EV"). This collaboration aims to elevate the quality of training by integrating advanced refinishing technologies and techniques aligned with the evolving demands of the EV sector.

Beyond product provision, TISB is collaborating with GIATMARA to strengthen the automotive refinishing curriculum across 23 centres nationwide, ensuring it remains aligned with the evolving needs of the industry. As part of this initiative, a three-month enhancement programme is conducted at one selected centre for students upon their graduation, equipping them with advanced, hands-on skills.

To bridge the gap between training and employment, TISB also facilitates industry connections by linking graduates with potential employers, including authorised dealers of Mercedes-Benz, BMW, and other 4S centres. This effort aims to create direct pathways to meaningful job opportunities within the automotive refinishing sector. For the current batch, five students have been selected for advanced training, with enrolment numbers for the upcoming batch to be determined at a later date.





## Sustainability Statement (Cont'd)

This collaboration represents a significant investment in vocational education and training, with costs covering advanced equipment supply, instructor training, curriculum development, and student enhancement programmes.

### Impacting Our Communities

Over and above our three core collaborations highlighted earlier, TVHB remains committed to making a broader social impact through meaningful community contributions. We believe that supporting the communities in which we operate not only strengthens our social license to perform our work, but also aligns with our long-term vision for sustainable development.

The following table summarises our community investments and the corresponding number of beneficiaries over the past three reporting periods:

Period	Total Amount Invested in the Community where the Target Beneficiaries are External to the Listed Issuer (MYR)	Total Number of Beneficiaries of the Investment in Communities
FPE 2025	<p><i>Donations</i> 860</p> <p><i>Educational Initiatives</i> VTAR Training Programme: 16,360 GIATMARA: 12,595</p> <p>Total: 29,815</p>	<p>2</p> <p>8 Trainees</p> <p>–</p>
FYE 2023	<p><i>Educational Initiatives</i> VTAR Training Programme: 41,350</p>	26 Trainees
FYE 2022	<p><i>Donations</i> 500</p> <p><i>Educational Initiatives</i> VTAR Training Programme: 16,300</p> <p>Total: 16,800</p>	<p>1</p> <p>10 Trainees</p>

## GOVERNANCE



Governance encompasses the systems, processes, and practices that direct and control our Group, ensuring accountability and transparency across all levels—from strategic decision-making to day-to-day operations. Strong governance is essential for promoting long-term sustainability, minimising risks, and ensuring compliance with legal and regulatory standards. By upholding these principles, we foster trust and confidence among our stakeholders in TVHB's leadership and operations.

The Group's governance impact, both direct and indirect, is closely tied to the sustainability matter and SDG outlined below:

Governance Material Matter	SDG
<b>MM12:</b> Business Ethics and Compliance	<b>SDG 16:</b> Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels.

## Sustainability Statement (Cont'd)

### MM12: BUSINESS ETHICS AND COMPLIANCE

#### *Our Commitment to Ethics, Integrity and Accountability*

At TVHB, ethics and compliance form the foundation of our integrity, trust, and accountability. We are committed to conducting all business with honesty, fairness, and full compliance with applicable laws and regulations.

We expect the highest ethical standards from all individuals and partners connected to our Group and support this through:

- Strict compliance with laws and regulations;
- Alignment with international standards,
- Tools and resources to monitor compliance; and
- A culture of honesty, integrity, and transparency in all dealings.

#### *Anti-Bribery and Anti-Corruption Policy*

Our Anti-Bribery and Anti-Corruption (“ABAC”) Policy and its Standard Operating Procedures are a crucial component of our commitment to maintaining ethical business practices and ensuring compliance with legal standards.

Aligned with the Guidelines on Adequate Procedures and the Malaysian Anti-Corruption Commission (Amendment) Act 2018, our ABAC Policy specifies clear guidelines that prohibit bribery, corruption, and unethical practices in all forms, whether in our dealings with government officials, business partners, or employees. The Policy also emphasises transparency, accountability, and the fair treatment of all stakeholders, aiming to prevent any actions that could compromise the integrity of TVHB.

The Policy is available for public viewing on our website at <https://toyovenures.com.my/wp-content/uploads/2024/12/Anti-Bribery-Anti-Corruption-Policy.pdf>.

As part of our commitment to maintaining practices aligned with the ISO 37001 Anti-Bribery Management System, all stakeholders are required to adhere to our ABAC Policy in their interactions with the Group. To ensure compliance and foster a strong understanding of this policy, we organised training sessions throughout the year aimed at raising awareness about its key provisions and the importance of maintaining ethical conduct in all business dealings.

Percentage of Employees who have Received Training on Anti-Corruption by Employee Category				
Period	Employee Category	Total Number of Employees	Number of Employees who Received Training	Percentage of Employees who Received Training
<b>FPE 2025</b>	Senior Management	12	12	100%
	Management	36	36	100%
	Executives	40	40	100%
	Non-Executives	81	81	100%
<b>FYE 2023</b>	Senior Management	13	0	0%
	Management	32	2	6%
	Executives	42	1	2%
	Non-Executives	89	0	0%



## Sustainability Statement (Cont'd)

Percentage of Employees who have Received Training on Anti-Corruption by Employee Category				
Period	Employee Category	Total Number of Employees	Number of Employees who Received Training	Percentage of Employees who Received Training
FYE 2022	Senior Management	14	5	36%
	Management	34	11	32%
	Executives	36	25	69%
	Non-Executives	94	50	53%

As an extension to our Group carrying out internal audits on the effectiveness of the execution of our ABAC Policy, our subsidiaries also perform monthly interdepartmental audits to strengthen and improve our operational processes. Both executive and managerial staff take turns to audit and be audited, thereby closing the understanding gap between departments.

### Whistle-Blowing Policy



To encourage our employees and stakeholders to report unethical behaviour, illegal activities or violations of our policies, we have instituted the Whistle-Blowing Policy, which provides a safe and confidential channel for individuals to raise concerns without fear of retaliation or harm.

This Policy helps us to maintain a culture of integrity and trust within TVHB by fostering transparency and accountability. It outlines the types of issues that should be reported, the process for making a report, and the protections in place to safeguard whistleblowers. The Policy can easily be accessed on our website at <https://toyoverventures.com.my/wp-content/uploads/2025/06/Whistleblowing-policy.pdf>.

We are pleased to report that no incidents of corruption were recorded during the period under review.

**0**  
Incidents of corruption

Confirmed Incidents of Corruption and Action Taken		
Period	Confirmed Incidents of Corruption	Number of Action(s) Taken
FPE 2025	0	0
FYE 2023	0	0
FYE 2022	0	0

In addition, TVHB did not make any financial contributions or provide support to political parties, candidates, or related organisations. This underscores the Group's commitment to political neutrality and ethical business practices, ensuring that our operations remain unencumbered by political influence.

### Commitment to Customer Privacy and Cybersecurity

We take the privacy of our customer information and cybersecurity with the utmost seriousness, prioritising the protection of sensitive data in every aspect of our operations. We are committed to protecting customer information and have implemented robust security measures to prevent unauthorised access, breaches, or misuse.

Our team continuously monitors and updates our cybersecurity protocols to stay ahead of evolving threats, ensuring that customer data remains secure and confidential at all times. These efforts have helped us to maintain our record of no reported breaches of customer data privacy.

Number of Substantiated Cybersecurity Complaints	
FPE 2025	0
FYE 2023	0
FYE 2022	0



## Sustainability Statement (Cont'd)

### BURSA LINK PERFORMANCE DATA

Indicator	Measurement Unit	2025
<b>Bursa (Anti-corruption)</b>		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Senior Management	Percentage	100.00
Management	Percentage	100.00
Executive	Percentage	100.00
Non-executive	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	29,815.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	10
<b>Bursa (Diversity)</b>		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Senior Management Under 30	Percentage	0.00
Senior Management Between 30-50	Percentage	58.00
Senior Management Above 50	Percentage	42.00
Management Under 30	Percentage	6.00
Management Between 30-50	Percentage	63.00
Management Above 50	Percentage	31.00
Executive Under 30	Percentage	22.00
Executive Between 30-50	Percentage	65.00
Executive Above 50	Percentage	13.00
Non-executive Under 30	Percentage	33.00
Non-executive Between 30-50	Percentage	52.00
Non-executive Above 50	Percentage	15.00
Gender Group by Employee Category		
Senior Management Male	Percentage	58.00
Senior Management Female	Percentage	42.00
Management Male	Percentage	56.00
Management Female	Percentage	44.00
Executive Male	Percentage	42.00
Executive Female	Percentage	58.00
Non-executive Male	Percentage	77.00
Non-executive Female	Percentage	23.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	57.00
Female	Percentage	43.00
Under 30	Percentage	0.00
Between 30-50	Percentage	29.00
Above 50	Percentage	71.00
<b>Bursa (Energy management)</b>		
Bursa C4(a) Total energy consumption	Megawatt	2,925.36
<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	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	62

Internal assurance    External assurance    No assurance

(\*)Restated



## Sustainability Statement (Cont'd)

### BURSA LINK PERFORMANCE DATA (CONT'D)

Indicator	Measurement Unit	2025
<b>Bursa (Labour practices and standards)</b>		
Bursa C6(a) Total hours of training by employee category		
Senior Management	Hours	220
Management	Hours	652
Executive	Hours	822
Non-executive	Hours	662
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	5.00
Bursa C6(c) Total number of employee turnover by employee category		
Senior Management	Number	4
Management	Number	13
Executive	Number	14
Non-executive	Number	21
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	40.30
<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	9.460000
<b>Bursa (Waste management)</b>		
Bursa C10(a) Total waste generated	Metric tonnes	340.20
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	77.02
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	263.18
<b>Bursa (Emissions management)</b>		
Bursa C11(a) Scope 1 emissions in tonnes of CO <sub>2</sub> e	Metric tonnes	4,097.18
Bursa C11(b) Scope 2 emissions in tonnes of CO <sub>2</sub> e	Metric tonnes	2,230.93
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	171,577.28

Internal assurance    External assurance    No assurance

(\*)Restated

## ADDITIONAL COMPLIANCE INFORMATION

### 1. UTILISATION OF PROCEEDS FROM CORPORATE PROPOSAL

The Company did not raise funds through any corporate exercise during the financial period ended 31 March 2025 ("FPE 2025").

### 2. AUDIT AND NON-AUDIT FEES

The amount of audit and non-audit fees paid or payable to the Company's External Auditors, or a firm or corporation affiliated to the external auditors' firm by the Company and the Group for the FPE 2025 are as follows:-

Details of fees	Company RM'000	Group RM'000
Audit Fees	110	395
Non-Audit Fees	5	5

### 3. MATERIAL CONTRACTS

There were no material contracts entered by the Company and its subsidiaries which involved Directors' and/or major shareholders' interests, either still subsisting at the end of FPE 2025 or entered into since the end of the previous financial year.

### 4. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND TRADING NATURE

There were no recurrent related party transactions of a revenue and trading nature entered by the Group during FPE 2025.

### 5. EMPLOYEES' SHARE SCHEME ("ESS")

The ESS was approved by the Company's shareholders at the Extraordinary General Meeting held on 13 December 2023, for the establishment of an ESS of up to 15% of the total number of issued shares of the Company (excluding treasury shares), to the eligible Directors and employees of the Company and its subsidiaries ("the Group"). The ESS, comprising the employees' share option scheme ("ESOS") and share grant ("Share Grant"), was implemented on 18 December 2023 and is in force for a period of five (5) years.

Details of the ESS as at 31 March 2025 are as follows:-

	ESOS		Share Grant	
	Since Commencement of ESS	During FPE 2025	Since Commencement of ESS	During FPE 2025
Total number of options or shares granted	9,370,500	9,370,500	9,000,000	9,000,000
Total number of options exercised or shares vested	(1,651,700)	(1,651,700)	9,000,000	9,000,000
Total number of options lapsed or shares not accepted	(1,976,200)	(1,976,200)	–	–
Total options or shares outstanding	5,742,600	5,742,600	–	–



## Additional Compliance Information (Cont'd)

### 5. EMPLOYEES' SHARE SCHEME ("ESS") (CONT'D)

On 5 February 2024, the Company allocated and granted:-

- i) 9,370,500 options pursuant to the ESOS ("ESOS Options") to the eligible Directors and employees of the Group, at an exercise price of RM1.25 per option; and
- ii) 9,000,000 new ordinary shares pursuant to the Share Grant ("SG Shares") to the eligible Executive Directors of the Company.

The total number of ESOS Options or SG Shares granted, exercised/vested and outstanding during the FPE 2025 are as follows:

Category of Participants	Total number of ESOS Options granted			Total number of ESOS Options exercised			Total number of ESOS Options outstanding
	Number	%	No. of Participants	Number	%	No. of Participants	As at FPE 2025
Executive Directors	1,500,000	16	2	–	–	–	1,500,000
Non-Executive Directors	2,300,000	24	5	–	–	–	2,300,000
Senior Management	2,674,200	29	12	10,000	28	1	2,664,200
Middle Management	1,393,500	15	13	23,700	65	1	1,369,800
Junior Management	812,800	9	16	2,560	7	1	810,240
Executive	416,000	4	38	–	–	–	416,000
Non-Executive	274,000	3	54	–	–	–	274,000
<b>Total</b>	<b>9,370,500</b>	<b>100</b>	<b>140</b>	<b>36,360</b>	<b>100</b>	<b>3</b>	<b>9,334,240</b>

Category of Participants	Total number of SG Shares granted			Total number of SG Shares vested			Total number of SG Shares outstanding
	Number	%	No. of Participants	Number	%	No. of Participants	As at FPE 2025
Executive Directors	9,000,000	100	2	9,000,000	100	2	–
<b>Total</b>	<b>9,000,000</b>	<b>100</b>	<b>2</b>	<b>9,000,000</b>	<b>100</b>	<b>2</b>	<b>–</b>



## Additional Compliance Information (Cont'd)

### 5. EMPLOYEES' SHARE SCHEME ("ESS") (CONT'D)

The options or shares granted to the Directors and Senior Management during the FPE 2025 and since the commencement of the ESS:

	Aggregate maximum allocation	Actual percentage granted (%)	
		Since the commencement of the ESS	During the FPE 2025
Directors and senior management	80%	69%	69%

The breakdown of the ESOS Options granted to and exercised by the Non-Executive Directors in respect of the FPE 2025 is as follows:

Non-Executive Directors	Amount of ESOS Options	
	Granted	Exercised
Tuan Haji Ir. Yusoff bin Daud	1,000,000	–
Chan Kee Eng	150,000	–
Low Mei Kheng	100,000	–
Tan Poh Lee	50,000	–
Lim Kee Min (Retired as Director on 13.03.2024)	1,000,000	–

*Note: No Share Grants were allocated and granted to the Non-Executive Directors of the Company.*



## STATEMENT OF DIRECTORS' RESPONSIBILITY

In connection with the preparation of the annual audited financial statements of the Company and its subsidiaries ("the Group"), the Board of Directors ("Board") is responsible for ensuring that the financial statements are prepared in accordance with the provisions of the Companies Act 2016 ("Act"), Malaysian Financial Reporting Standards and International Financial Reporting Standards, so as to give a true and fair view of the state of affairs of the Group as at 31 March 2025 and of the results and cash flows of the Company and the Group for the financial year then ended.

In preparing the financial statements, the Board has undertaken the following measures:-

- Ensured that the Group and the Company have applied relevant and appropriate accounting policies consistently and in line with applicable approved accounting standards in Malaysia;
- Ensured proper accounting records are kept, which disclose the financial position of the Group with reasonable accuracy;
- Made judgements and estimates that are prudent and reasonable;
- Ensured applicable financial reporting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepared the financial statements on a going concern basis, unless it is inappropriate to presume that the Group and the Company will continue in business.

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

Furthermore, the Board ensures that the Group maintains proper accounting records in accordance with the Act. The Board is also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

# FINANCIAL STATEMENTS

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## DIRECTORS' REPORT

The Directors hereby present their report together with the audited financial statements of the Group and of the Company for the financial period ended 31 March 2025.

### PRINCIPAL ACTIVITIES

The principal activities of the Company are engaged in investment holding and provision of management services. The principal activities of its subsidiaries are disclosed in Note 5 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and its subsidiaries during the financial period.

### CHANGE OF FINANCIAL YEAR END

The Group and the Company have changed their financial year end from 30 September to 31 March. Accordingly, the current financial statements are prepared for eighteen months from 1 October 2023 to 31 March 2025, while the previous financial statements were prepared for twelve months from 1 October 2022 to 30 September 2023. As a result, the comparative figures stated in the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows and the related notes are not comparable.

### FINANCIAL RESULTS

	Group	Company
	RM'000	RM'000
Loss for the financial period	456,073	464,118
Attributable to:		
- Owners of the Company	456,073	464,118

### RESERVES AND PROVISIONS

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

### DIVIDENDS

Since the end of the previous financial year, the Company paid:

	RM'000
A first and final single-tier dividend for RM0.018 per ordinary share in respect of the financial period ended 31 March 2025 on 23 January 2024	2,230

The Board of Directors does not recommend any final dividend in respect of the current financial period.





## Directors' Report (Cont'd)

### ISSUE OF SHARES AND DEBENTURES

During the financial period, the Company issued:

- (a) 6,162,200 new ordinary shares pursuant to the exercise of Warrants 2020/2023 at the exercise price of RM1.50 per warrant for total cash consideration of RM9,243,300;
- (b) 9,000,000 new ordinary shares pursuant to the Share Grant under Employees' Share Scheme ("ESS") granted to the eligible Directors of the Company at an issue price of RM1.3874 per ordinary share;
- (c) 36,260 new ordinary shares pursuant to the exercise of Employees Share Options Scheme ("ESOS") Options under the ESS to the eligible Directors and employees of the Company at an exercise price of RM1.25 per ordinary share for total cash consideration of RM45,325; and
- (d) 33,000,000 new ordinary shares pursuant to the conversion of 5-Year Zero Coupon Irredeemable Convertible Unsecured Loan Stock ("ICULS") at the conversion price of RM1.20 per ordinary share for a total amount of RM39,600,000. The issuance expenses related to these amounted to RM287,000.

The new ordinary shares issued during the financial period shall rank *pari passu* in all respects with the existing ordinary shares of the Company.

There was no issuance of debentures during the financial period.

### WARRANTS 2020/2023 ("WARRANTS B")

The salient terms of Warrants B are disclosed in Note 13(c) to the financial statements. During the financial period, the movement of the outstanding warrants is as follows:

Date of issue	Exercise price	Number of Warrants B outstanding			
		At 1.10.2023	Exercised	Lapsed	At 31.3.2025
23 October 2020	RM1.50	53,497,495	(6,162,200)	(47,335,295)	–

### OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial period apart from the issue of options pursuant to the ESOS Options under the ESS.

At the Extraordinary General Meeting ("EGM") held on 13 December 2023, the Company's shareholders approved the establishment of an ESS of up to fifteen percent (15%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time during the duration of the ESS to the eligible Directors and employees of the Company and its subsidiaries (excluding dormant subsidiaries) effective 5 years. The duration of the ESS may be extended for a further period of up to 5 years at the discretion of the Board upon the recommendation of the ESS Committee, subject to a maximum aggregate of 10 years from the effective date. The salient features and other terms of the ESS are disclosed in the Note 15(b) to the financial statements.



## Directors' Report (Cont'd)

### OPTIONS GRANTED OVER UNISSUED SHARES (CONT'D)

As at 31 March 2025, the options offered to take up unissued ordinary shares and the exercise price are as follows:

Date of offer	Exercise price RM	Number of options over ordinary shares					At 31.03.2025
		At 1.10.2023	Offered	Exercised	Vested	Lapsed	
5 February 2024	RM1.25	–	9,370,500	(36,260)	(1,615,440)	(1,976,200)	5,742,600

### DIRECTORS

The Directors in office during the financial period until the date of this report are:

Tuan Haji Ir. Yusoff Bin Daud\*

Chew Cheong Loong\*

Tham Kut Cheong\*

Chan Kee Eng

Low Mei Kheng

Tan Poh Lee

Tham Weng Seng (appointed on 10 May 2024)

Lim Guan Lee (resigned as Director and appointed as Alternate Director to Lim Kee Min on 10 November 2023 and ceased as Alternate Director to Lim Kee Min on 13 March 2024)

Lim Kee Min (resigned as Alternate Director to Lim Guan Lee and appointed as Director on 10 November 2023 and retired due to re-election as Director at the 4<sup>th</sup> Annual General Meeting was not carried on 13 March 2024)

\* Directors of the Company and its certain subsidiaries.

The Directors who held office in the subsidiaries (excluding Directors who are also Directors of the Company) during the financial period until the date of this report are:

Yap Kim Fatt

Teoh Chin Yee

Lim Sew Yang (resigned on 19 September 2024)

Oh Gek Soon<sup>#</sup> (ceased on 4 June 2024)

<sup>#</sup> Ceased as Director when the subsidiary was struck off.

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 in Malaysia is deemed incorporated herein by such reference to the financial statements of the respective subsidiaries and made a part hereof.



## Directors' Report (Cont'd)

### DIRECTORS' INTERESTS IN SHARES

The interests and deemed interests in the shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial period end according to the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares			
	At 1.10.2023	ESS Granted	Sold	At 31.3.2025
<b>Interests in the Company</b>				
<b>Direct interests</b>				
Tuan Haji Ir. Yusoff Bin Daud	280,864	–	–	280,864
Chew Cheong Loong	1,200,000	4,500,000	–	5,700,000
Tham Kut Cheong*	–	4,500,000	–	4,500,000
Chan Kee Eng	1,000	–	–	1,000
Tham Weng Seng	7,469,132	–	–	7,469,132
<b>Indirect interests</b>				
Chew Cheong Loong*	1,380,000	–	–	1,380,000
Tham Kut Cheong*	15,734,330	–	–	15,734,330

\* Deemed interest pursuant to Section 59(11)(c) of the Companies Act 2016 in Malaysia.

Other than as disclosed above, none of the other Directors in office at the end of the financial period have any interest in shares in the Company or its related corporations during the financial period.

### DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors as shown below) 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.

The Directors' remuneration for the Group and for the Company as set out in Note 31(c) to the financial statements are RM16,505,000 and RM13,522,000 respectively.

Neither during nor at the end of the financial period, was the Company a party to any arrangement whose object was to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate other than the issuance of ESS.

### INDEMNITY AND INSURANCE COSTS

During the financial period, the total amount of indemnity coverage for the Directors and certain officers of the Company was RM10,000,000 with insurance premium paid of RM11,500. No indemnity was given to or insurance effected for auditors of the Group and of the Company during the financial period.



## Directors' Report (Cont'd)

### OTHER STATUTORY INFORMATION

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
- (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that adequate allowance had been made for doubtful debts and there were no bad debts to be written off; and
  - (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.
- (b) 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 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 values attributed to current assets in the financial statements of the Group and of the Company misleading; or
  - (iii) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading; or
  - (iv) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (c) At the date of this report, there does not exist:
- (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial period which secures the liabilities of any other person; or
  - (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial period.
- (d) In the opinion of the Directors:
- (i) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial period which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due;
  - (ii) the results of the operations of the Group and of the Company during the financial period were not substantially affected by any item, transaction or event of a material and unusual nature, except for as disclosed in Note 4 to the financial statements; and
  - (iii) there has not arisen in the interval between the end of the financial period and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial period in which this report is made.



**Directors' Report  
(Cont'd)****SUBSIDIARIES**

The details of the subsidiaries are disclosed in Note 5 to the financial statements.

**SUBSEQUENT EVENTS**

The details of the subsequent events are disclosed in Note 36 to the financial statements.

**AUDITORS**

The Auditors, Messrs. TGS TW PLT (202106000004 (LLP0026851-LCA) & AF002345), have expressed their willingness to continue in office.

Auditors' remuneration for the Group and for the Company as set out in Note 24 to the financial statements are as follows:

	Group	Company
	RM'000	RM'000
TGS TW PLT	395	110
Other auditors	180	–
	575	110

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 15 July 2025.

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**CHEW CHEONG LOONG**

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**THAM KUT CHEONG**

KUALA LUMPUR



## STATEMENT BY DIRECTORS

PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, the undersigned, being two of the Directors of the Company, do hereby state that, in the opinion of the Directors, the financial statements set out on pages 124 to 200 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 March 2025 and of their financial performance and cash flows for the financial period then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 15 July 2025.

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**CHEW CHEONG LOONG**

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**THAM KUT CHEONG**

KUALA LUMPUR

## STATUTORY DECLARATION

PURSUANT TO SECTION 251(1) OF THE COMPANIES ACT 2016

I, Chew Cheong Loong, being the Director primarily responsible for the financial management of Toyo Ventures Holdings Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 124 to 200 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by )  
the abovenamed at Kuala Lumpur in the )  
Federal Territory on 15 July 2025 )

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**CHEW CHEONG LOONG**

Before me,

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Commissioner for Oaths  
SHI' ARATUL AKMAR BINTI SAHARI  
(No. W788)

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF TOYO VENTURES HOLDINGS BERHAD

#### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

##### Opinion

We have audited the financial statements of Toyo Ventures Holdings Berhad, which comprise the statements of financial position as at 31 March 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 financial period then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 124 to 200.

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 March 2025, and of their financial performance and their cash flows for the financial period 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.

##### Emphasis of matter

We draw attention in Note 4 to the financial statements which disclose the current status of the Group's Power Plant Development Project in Hau Giang Province, Vietnam. Our opinion is not modified in respect of this matter.



## Independent Auditors' Report (Cont'd)

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

#### 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 financial period. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How we addressed the key audit matters
<p><b>Recoverability of trade and other receivables</b></p> <p>The Group's trade and other receivables amounted to RM19,059,000 and RM146,081,000 respectively, representing approximately 6.69% and 51.31% of the Group's total assets as at 31 March 2025.</p> <p>The assessment of recoverability of receivables involved significant judgements and estimation uncertainty in analysing historical bad debts, customer concentration, customer creditworthiness and customer payment terms.</p>	<p>We obtained the understanding of the Group's credit risk policy, and tested the processes used by management to assess credit exposures.</p> <p>We assessed the reasonableness of the methods and assumptions used by management in estimating the recoverable amount and expected credit loss, which include consideration of the current economic.</p> <p>We tested the accuracy and completeness of the data used by the management.</p> <p>We reviewed the adequacy of the amount of expected credit loss and inquired the management regarding the recoverability of a sample of trade receivables that are past due but not impaired accounts and review of customers' correspondence.</p> <p>We evaluated the appropriateness and adequacy of the disclosures of expected credit loss in accordance with MFRS 9 Financial Instruments.</p>

There are no key audit matters in relation to the financial statements of the Company.



## Independent Auditors' Report (Cont'd)

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

#### 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 the other information, we are required to report that fact. We have nothing to report in this regard.

#### 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 and the Company or to cease operations, or have no realistic alternative but to do so.

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

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



## Independent Auditors' Report (Cont'd)

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

#### Auditors' responsibilities for the audit of the financial statements (Cont'd)

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: (Cont'd)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and 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 and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the Group's financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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



## Independent Auditors' Report (Cont'd)

### REPORT ON THE LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 5 to the financial statements.

### OTHER MATTERS

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

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#### **TGS TW PLT**

202106000004 (LLP0026851-LCA) & AF002345  
Chartered Accountants

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#### **LIM GE RU**

03360/03/2026 J  
Chartered Accountant

KUALA LUMPUR  
15 July 2025



## STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2025

		Group		Company	
	Note	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	3	19,478	21,162	14	–
Power plant development project	4	–	316,344	–	–
Investment in subsidiaries	5	–	–	42,683	149,075
Other receivables	6	582	–	–	–
Goodwill on consolidation	7	–	–	–	–
		20,060	337,506	42,697	149,075
<b>Current assets</b>					
Inventories	8	17,014	18,743	–	–
Trade receivables	9	19,059	16,245	–	–
Other receivables	6	145,499	112,311	126	2,054
Amount due from subsidiaries	10	–	–	2,696	1,150
Tax recoverable		1,301	913	–	–
Fixed deposits with licensed banks	11	969	916	–	–
Cash and bank balances		79,965	87,199	67	129
		263,807	236,327	2,889	3,333
Assets held for sale	12	831	–	–	–
		264,638	236,327	2,889	3,333
<b>Total assets</b>		<b>284,698</b>	<b>573,833</b>	<b>45,586</b>	<b>152,408</b>

## Statements of Financial Position (Cont'd)

		Group		Company	
	Note	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
<b>EQUITY</b>					
Share capital	13	192,698	131,605	192,698	131,605
Irredeemable Convertible Unsecured Loan Stock ("ICULS") equity	14	312,124	–	312,124	–
Reserves	15	714	7,530	961	–
(Accumulated losses)/ Retained earnings		(456,624)	1,679	(461,847)	4,501
<b>Total equity</b>		48,912	140,814	43,936	136,106
<b>LIABILITIES</b>					
<b>Non-current liabilities</b>					
Lease liabilities	16	170	438	–	–
Loan and borrowings	17	2,843	3,715	–	–
Other payables	18	203,072	406,359	1,342	–
Deferred tax liabilities	19	910	1,012	–	–
		206,995	411,524	1,342	–
<b>Current liabilities</b>					
Lease liabilities	16	360	347	–	–
Loan and borrowings	17	9,962	5,454	–	–
Trade payables	20	13,079	12,443	–	–
Other payables	18	4,928	3,006	308	164
Amount due to subsidiaries	10	–	–	–	16,138
Contract liabilities	21	462	245	–	–
		28,791	21,495	308	16,302
<b>Total liabilities</b>		235,786	433,019	1,650	16,302
<b>Total equity and liabilities</b>		284,698	573,833	45,586	152,408

The accompanying notes form an integral part of the financial statements.





# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2025

	Note	Group		Company	
		1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Revenue	22	128,379	81,496	13,896	3,094
Cost of sales		(102,323)	(62,353)	–	–
Gross profit		26,056	19,143	13,896	3,094
Other income		114,117	3,248	*	–
Administrative expenses		(122,135)	(9,576)	(2,803)	(1,385)
Selling and distribution expenses		(14,566)	(9,245)	–	–
Other expenses		(457,238)	(699)	(119,844)	–
Net reversal/(loss) on impairment of financial assets		56	–	(355,350)	–
<b>(Loss)/Profit from operations</b>		(453,710)	2,871	(464,101)	1,709
Finance costs	23	(1,749)	(681)	–	–
<b>(Loss)/Profit before tax</b>	24	(455,459)	2,190	(464,101)	1,709
Taxation	25	(614)	(1,304)	(17)	(47)
<b>(Loss)/Profit for the financial period/year</b>		(456,073)	886	(464,118)	1,662
<b>Other comprehensive (loss)/income</b>					
<u>Item that may be reclassified subsequently to profit or loss</u>					
Exchange differences on translation of foreign operations		(7,777)	700	–	–
<b>Total comprehensive (loss)/income for the financial period/year</b>		(463,850)	1,586	(464,118)	1,662

## Statements of Profit or Loss and Other Comprehensive Income (Cont'd)

		Group		Company	
		1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
	Note				
<b>(Loss)/Profit for the financial period/ year attributable to:</b>					
Owners of the Company		(456,073)	886	(464,118)	1,662
<b>Total comprehensive (loss)/income for the financial period/year attributable to:</b>					
Owners of the Company		(463,850)	1,586	(464,118)	1,662
<b>(Loss)/Earnings per share:</b>					
Basic (sen)	27	(338.60)	0.75		
Diluted (sen)	27	(114.97)	0.75		

\* Amount below RM1,000

The accompanying notes form an integral part of the financial statements.



## STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2025

		Attributable to owners of the Company			
		Non-distributable		Distributable	
	Note	Share capital RM'000	Translation reserve RM'000	Retained earnings RM'000	Total equity RM'000
<b>Group</b>					
<b>At 1 October 2022</b>		131,605	6,830	2,559	140,994
Profit for the financial year		–	–	886	886
Other comprehensive income for the financial year		–	700	–	700
<b>Total comprehensive income for the financial year</b>		–	700	886	1,586
<b>Transaction with owners:</b>					
Dividend	26	–	–	(1,766)	(1,766)
<b>At 30 September 2023</b>		131,605	7,530	1,679	140,814

# Statements of Changes in Equity (Cont'd)

		Attributable to owners of the Company		Distributable			
		Non-distributable					
		Share capital RM'000	ICULS equity RM'000	ESOS Options reserve RM'000	Translation reserve RM'000	Retained earnings/ (Accumulated losses) RM'000	Total equity RM'000
Note							
Group (Cont'd)							
At 1 October 2023							
	Loss for the financial period	131,605	-	-	7,530	1,679	140,814
	Other comprehensive loss for the financial period	-	-	-	-	(456,073)	(456,073)
		-	-	-	(7,777)	-	(7,777)
Total comprehensive loss for the financial period							
		-	-	-	(7,777)	(456,073)	(463,850)
Transactions with owners:							
26	Dividend	-	-	-	-	(2,230)	(2,230)
15(b)	Employees Share Options Scheme ("ESOS") Options granted	-	-	1,058	-	-	1,058
15(b)	ESOS Options lapsed	-	-	(92)	-	-	(92)
14	ICULS issued	-	354,000	-	-	-	354,000
14	ICULS issuance expenses	-	(2,563)	-	-	-	(2,563)
13	Issuance of share pursuant to: - Exercise of warrants	9,243	-	-	-	-	9,243
13	- Share grant under Employees' Share Scheme ("ESS")	12,487	-	-	-	-	12,487
13, 15(b)	- Exercise of ESOS Options	50	-	(5)	-	-	45
13	- Conversion of ICULS	39,313	(39,313)	-	-	-	-
Total transactions with owners							
		61,093	312,124	961	-	(2,230)	371,948
At 31 March 2025							
		192,698	312,124	961	(247)	(456,624)	48,912



## Statements of Changes in Equity (Cont'd)

		— Attributable to owners of the Company —				
		Non-distributable			Distributable	
	Note	Share capital RM'000	ICULS equity RM'000	ESOS Options reserve RM'000	Retained earnings/ (Accumulated losses) RM'000	Total equity RM'000
<b>Company</b>						
<b>At 1 October 2022</b>		131,605	—	—	4,605	136,210
Profit for the financial year, representing total comprehensive income for the financial year		—	—	—	1,662	1,662
<b>Transaction with owners:</b>						
Dividend	26	—	—	—	(1,766)	(1,766)
<b>At 30 September 2023</b>		131,605	—	—	4,501	136,106
<b>At 1 October 2023</b>		131,605	—	—	4,501	136,106
Loss for the financial period, representing total comprehensive loss for the financial period		—	—	—	(464,118)	(464,118)
<b>Transactions with owners:</b>						
Dividend	26	—	—	—	(2,230)	(2,230)
ESOS Options granted	15(b)	—	—	1,058	—	1,058
ESOS Options lapsed	15(b)	—	—	(92)	—	(92)
ICULS issued	14	—	354,000	—	—	354,000
ICULS issuance expenses	14	—	(2,563)	—	—	(2,563)
Issuance of share pursuant to:						
- Exercise of warrants	13	9,243	—	—	—	9,243
- Share grant under ESS	13	12,487	—	—	—	12,487
- Exercise of ESOS options	13, 15(b)	50	—	(5)	—	45
- Conversion of ICULS	13	39,313	(39,313)	—	—	—
<b>Total transactions with owners</b>		61,093	312,124	961	(2,230)	371,948
<b>At 31 March 2025</b>		192,698	312,124	961	(461,847)	43,936

The accompanying notes form an integral part of the financial statements.





## STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2025

	Group		Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Note				
<b>Cash flows from operating activities</b>				
(Loss)/Profit before tax	(455,459)	2,190	(464,101)	1,709
Adjustments for:				
Allowance for expected credit losses on amount due from a subsidiary	–	–	355,350	–
Discount on non-current financial assets	477	–	–	–
Dividend income	–	–	(12,600)	(2,230)
Depreciation of property, plant and equipment	2,554	1,571	4	–
ESOS	966	–	358	–
Gain on early termination of lease contract	(2)	*	–	–
Gain on remeasurement of lease contract	–	*	–	–
Government grant income	(493)	–	–	–
Interest expenses	1,272	681	–	–
Interest income	(292)	(28)	–	–
Inventories written off	14	–	–	–
Impairment losses on investment in a subsidiary	–	–	107,000	–
Impairment losses on power plant development cost project	439,139	–	–	–
Impairment losses on prepayments for development project	105,539	–	–	–
Loss on disposal of other investment	–	370	–	–
Reversal of allowance for expected credit losses on trade receivables	(56)	–	–	–
Provision for obsolete inventories	34	–	–	–
Property, plant and equipment written off	12	53	–	–
Reversal of inventories written off	(122)	–	–	–
Share grant under ESS	12,487	–	12,487	–
Unrealised loss/(gain) on foreign exchange	1,936	(2,046)	–	–
Unwinding of discount on non-current financial assets	(60)	–	–	–
Waiver of debts from other payables	(108,903)	–	–	–
Operating (loss)/profit before working capital changes	(957)	2,791	(1,502)	(521)



## Statements of Cash Flows (Cont'd)

		Group		Company	
		1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
	Note				
<b>Cash flows from operating activities (Cont'd)</b>					
Operating (loss)/profit before working capital changes (Cont'd)		(957)	2,791	(1,502)	(521)
Changes in working capital:					
Inventories		1,617	2,240	–	–
Receivables		(146,840)	5,386	1,928	(1,983)
Payables		260,433	66,930	1,486	(125)
Contract liabilities		217	(1,318)	–	–
		115,427	73,238	3,414	(2,108)
Cash generated from/ (used in) operations		114,470	76,029	1,912	(2,629)
Tax paid		(1,344)	(1,093)	(17)	(47)
Tax refunded		240	–	–	–
Net cash from/(used in) operating activities		113,366	74,936	1,895	(2,676)
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment	A	(1,203)	(2,743)	(18)	–
Additions of power plant development project		(123,967)	(3,996)	–	–
Advance to subsidiaries	B	–	–	(7,689)	(1,006)
Dividend received		–	–	14,830	–
Interest received		292	28	–	–
Proceeds from disposal of other investment		–	320	–	–
Proceeds from disposal of property, plant and equipment		*	–	–	–
Net cash (used in)/from investing activities		(124,878)	(6,391)	7,123	(1,006)



## Statements of Cash Flows (Cont'd)

		Group		Company	
		1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
	Note				
<b>Cash flows from financing activities</b>					
Dividend paid		(2,230)	(1,766)	(2,230)	(1,766)
Drawdown of bankers' acceptances		16,293	12,466	–	–
Drawdown of letter of credit		9,596	–	–	–
Drawdown of term loans		1,000	1,500	–	–
Government grant received		493	–	–	–
Interest paid		(1,272)	(681)	–	–
Placement of fixed deposits pledged with licensed banks		(53)	(16)	–	–
Proceeds from exercise of warrants		9,243	–	9,243	–
Proceeds from exercise of ESOS Options		45	–	45	–
Repayments of bankers' acceptances		(16,818)	(14,532)	–	–
Repayments to letter of credit		(8,474)	–	–	–
Repayments of lease liabilities	C	(577)	(450)	–	–
Repayments of term loans		(1,570)	(769)	–	–
(Repayment to)/Advance from subsidiaries		–	–	(16,138)	5,136
Net cash from/(used in) financing activities		5,676	(4,248)	(9,080)	3,370
<b>Net (decrease)/increase in cash and cash equivalents</b>					
Effects of foreign exchange translation		(5,836)	64,297	(62)	(312)
Cash and cash equivalents at the beginning of the financial period/year		(5,007)	2,677	–	–
		85,165	18,191	129	441
<b>Cash and cash equivalents at the end of the financial period/year</b>					
		74,322	85,165	67	129
<b>Cash and cash equivalents at the end of the financial period/year comprises:</b>					
Cash and bank balances		79,965	87,199	67	129
Fixed deposits with licensed banks		969	916	–	–
Less: Bank overdrafts	17	80,934	88,115	67	129
Less: Fixed deposits pledged with licensed banks	11	(5,643)	(2,034)	–	–
		(969)	(916)	–	–
		74,322	85,165	67	129

\* Amount below RM1,000



## Statements of Cash Flows (Cont'd)

### NOTES TO THE STATEMENTS OF CASH FLOWS

#### A. Acquisition of property, plant and equipment

	Note	Group		Company	
		1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Total addition	3	1,547	3,037	18	–
Acquisition through lease arrangements		(344)	( 294)	–	–
Total cash payment		1,203	2,743	18	–

#### B. Advance to subsidiaries

	Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Net changes during the financial period/year	(356,896)	(3,236)
Settlement to non-trade payables	351,437	–
Dividend receivable	(2,230)	2,230
	(7,689)	(1,006)

#### C. Cash outflows for leases as a lessee

	Group	
Note	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
<u>Included in net cash from/(used in) operating activities:</u>		
Payment relating to low-value assets	24	3
Payment relating to short-term leases	24	66
	69	61
<u>Included in net cash from/(used in) financing activities:</u>		
Payment of lease liabilities		577
Payment on interest of lease liabilities	23	62
	639	514
	708	575

The accompanying notes form an integral part of the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

31 MARCH 2025

## 1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities").

The registered office of the Company is located Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan.

The principal place of business of the Company is located at PT 3477, Jalan 6/1, Kawasan Perusahaan Seri Kembangan, 43300 Seri Kembangan, Selangor Darul Ehsan.

The principal activities of the Company are engaged in investment holding and provision of management services. The principal activities of its subsidiaries are disclosed in Note 5 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and of its subsidiaries during the financial period.

## 2. BASIS OF PREPARATION

### (a) Statement of compliance

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

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 policy information in the respective notes.

The Group and the Company have consistently applied the accounting policies throughout all periods presented in the financial statements unless otherwise stated.

### (i) Adoption of new and amended standards

During the financial period, the Group and the Company have adopted the following amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for current financial period:

MFRS 17	Insurance Contracts
Amendments to MFRS 17	Insurance Contracts
Amendments to MFRS 17	Initial Application of MFRS 17 and MFRS 9 - Comparative Information
Amendments to MFRS 101	Disclosure of Accounting Policies
Amendments to MFRS 108	Definition of Accounting Estimates





## Notes to the Financial Statements (Cont'd)

### 2. BASIS OF PREPARATION (CONT'D)

#### (a) Statement of compliance (Cont'd)

##### (i) Adoption of new and amended standards (Cont'd)

During the financial period, the Group and the Company have adopted the following amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for current financial period: (Cont'd)

Amendments to MFRS 112	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
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Amendments to MFRS 112	International Tax Reform - Pillar Two Model Rules
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The adoption of the new and amendments to MFRSs did not have any significant impact on the financial statements of the Group and of the Company, except for:

##### Amendments to MFRS 101 Presentation of Financial Statements - Disclosure of Accounting Policies

The amendments require the disclosure of "material", rather than "significant", accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

Although the amendments did not result in any changes to the Group's and the Company's accounting policies, it impacted the accounting policy information disclosed in the financial statements. The material accounting policy information is disclosed in the respective notes to the financial statements where relevant.

## Notes to the Financial Statements (Cont'd)

### 2. BASIS OF PREPARATION (CONT'D)

#### (a) Statement of compliance (Cont'd)

##### (ii) Standard issued but not yet effective

The Group and the Company have not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group and for the Company:

		Effective dates for financial periods beginning on or after
Amendments to MFRS 16	Lease Liability in a Sales and Leaseback	1 January 2024
Amendments to MFRS 101	Non-current Liabilities with Covenants	1 January 2024
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to MFRS 107 and MFRS 7	Supplier Finance Arrangements	1 January 2024
Amendments to MFRS 121	Lack of Exchangeability	1 January 2025
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements - Volume 11	Amendments to MFRS 1 Amendments to MFRS 7 Amendments to MFRS 9 Amendments to MFRS 10 Amendments to MFRS 107	1 January 2026
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 10 and MFRS 128	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The Group and the Company intend to adopt the above new and amendments to MFRSs when they become effective.

The initial applications of the above-mentioned new and amendments to MFRSs are not expected to have any significant impacts on the financial statements of the Group and of the Company.



## Notes to the Financial Statements (Cont'd)

### 2. BASIS OF PREPARATION (CONT'D)

#### (b) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM and has been rounded to nearest thousand, unless otherwise stated.

#### (c) Significant accounting judgements, estimates and assumptions

The preparation of the Group's and of 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.

##### Judgements

The following are the judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements:

##### Determining the lease term of contracts with renewal and termination options - Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if they are reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if they are reasonably certain not to be exercised.

The Group has several lease contracts that includes extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group includes the renewal period as part of the lease term for leases of land and building with non-cancellable period included as part of the lease term as these are reasonably certain to be exercised because there will be a significant negative effect on operation if a replacement asset is not readily available. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

##### Satisfaction of performance obligations in relation to contracts with customers

The Company is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method for recognising revenue. This assessment was made based on the terms and conditions of the contracts, and the provisions of relevant laws and regulations.

## Notes to the Financial Statements (Cont'd)

### 2. BASIS OF PREPARATION (CONT'D)

#### (c) Significant accounting judgements, estimates and assumptions (Cont'd)

##### Judgements (Cont'd)

##### Satisfaction of performance obligations in relation to contracts with customers (Cont'd)

The Company recognises revenue over time in the following circumstances:

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

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point of time, the Company assesses each contract with customers to determine when the performance obligation of the Company under the contract is satisfied.

##### **Key sources of estimation uncertainty**

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

##### Useful lives of property, plant and equipment

The Group and the Company regularly review the estimated useful lives of property, plant and equipment based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment would increase the recorded depreciation and decrease the value of property, plant and equipment. The carrying amount at the reporting date for property, plant and equipment are disclosed in Note 3 to the financial statements.

##### Impairment of power plant development project

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceed its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating units and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Group's assets within the next financial period.

As at reporting date, full impairment loss has been recognised on the power plant development project as the Project has stand terminated as disclosed in Note 4 to the financial statements.



## Notes to the Financial Statements (Cont'd)

### 2. BASIS OF PREPARATION (CONT'D)

#### (c) Significant accounting judgements, estimates and assumptions (Cont'd)

##### Key sources of estimation uncertainty (Cont'd)

###### Deferred tax assets

Deferred tax assets are recognised for all unutilised business losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unutilised business losses, unabsorbed capital allowances and other deductible temporary differences 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 unrecognised deferred tax assets is disclosed in Note 25 to the financial statements.

###### Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected selling prices. Demand levels and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's products, the Group might be required to reduce the value of their inventories. Details of inventories are disclosed in Note 8 to the financial statements.

###### Determination of transaction prices

The Group is required to determine the transaction price in respect of each of its contracts with customers. In making such judgement the Group assesses the impact of any variable consideration in the contract due to discounts or penalties in the contract.

There is no estimation required in determining the transaction price, as revenue from sale of goods are based on invoiced values. Discounts are not considered as they are only given in rare circumstances.

###### Provision for expected credit loss of financial assets at amortised cost

The Group and the Company review the recoverability of their receivables at each reporting date to assess whether an impairment loss should be recognised. The impairment provisions for receivables are based on assumptions about risk of default and expected loss rates. The Group and the Company use judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's and Company's past history and existing market conditions at the end of each reporting period.

The Group and the Company use a provision matrix to calculate expected credit loss for receivables. The provision rates are based on number of days past due.

The provision matrix is initially based on the Group's and the Company's historical observed default rates. The Group and the Company will calibrate the matrix to adjust the historical credit loss experience. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate.

The carrying amounts at the reporting date for receivables are disclosed in Notes 6, 9 and 10 to the financial statements respectively.



## Notes to the Financial Statements (Cont'd)

### 2. BASIS OF PREPARATION (CONT'D)

#### (c) Significant accounting judgements, estimates and assumptions (Cont'd)

##### Key sources of estimation uncertainty (Cont'd)

###### Impairment of investment in subsidiaries

The Company reviews its investment in subsidiaries when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. Estimating the recoverable amount requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to determine a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount at the reporting date for investment in subsidiaries is disclosed in Note 5 to the financial statements.

###### Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. 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.

###### Employee share options

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. Details of assumptions made in respect of the share-based payment scheme are disclosed in Note 15(b) to the financial statements.

###### Income taxes

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

The Group and the Company recognise liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. As at 31 March 2025, the Group has tax recoverable of RM1,301,000 (30.9.2023: RM913,000).

## Notes to the Financial Statements (Cont'd)

### 3. PROPERTY, PLANT AND EQUIPMENT

	Freehold lands RM'000	Freehold buildings RM'000	Leasehold lands and buildings RM'000	Plant, machinery and equipment RM'000	Motor vehicles RM'000	Office equipment RM'000	Furniture and fittings, renovation and signboard RM'000	Hostels RM'000	Office RM'000	Total RM'000
<b>Group Cost</b>										
At 1 October 2022	3,891	2,331	12,816	14,914	1,309	2,430	2,432	91	988	41,202
Additions	1,155	845	-	189	-	213	517	44	74	3,037
Reclassification to inventories	-	-	-	(15)	-	-	-	-	-	(15)
Remeasurement of lease contracts	-	-	-	-	-	-	-	(9)	-	(9)
Early termination of lease contract	-	-	-	-	-	-	-	-	(28)	(28)
Expiration of lease contract	-	-	-	-	-	-	-	-	(23)	(23)
Written off	-	-	-	(394)	-	(104)	-	-	-	(498)
At 30 September 2023	5,046	3,176	12,816	14,694	1,309	2,539	2,949	126	1,011	43,666
Additions	-	-	-	574	-	291	624	58	-	1,547
Reclassification from inventories	-	-	-	186	-	-	-	-	-	186
Disposals	-	-	-	-	-	(4)	-	-	-	(4)
Early termination of lease contract	-	-	-	-	-	-	-	-	(59)	(59)
Expiration of lease contract	-	-	-	-	-	-	-	(37)	-	(37)
Written off	-	-	-	(437)	-	(173)	(15)	-	-	(625)
Transfer to assets held for sale	(500)	(390)	(520)	-	-	-	-	-	-	(1,410)
At 31 March 2025	4,546	2,786	12,296	15,017	1,309	2,653	3,558	147	952	43,264

## Notes to the Financial Statements (Cont'd)

### 3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Freehold lands RM'000	Freehold buildings RM'000	Leasehold lands and buildings RM'000	Plant, machinery and equipment RM'000	Motor vehicles RM'000	Office equipment RM'000	Furniture and fittings, and renovation signboard RM'000	Hostels RM'000	Office RM'000	Total RM'000
<b>Group (Cont'd)</b>										
<b>Accumulated depreciation</b>										
At 1 October 2022	-	516	4,554	11,804	983	1,734	1,352	14	480	21,437
Charge for the financial year	-	64	233	528	105	252	201	44	144	1,571
Remeasurement of lease contracts	-	-	-	-	-	-	-	(11)	-	(11)
Early termination of lease contract	-	-	-	-	-	-	-	-	(25)	(25)
Expiration of lease contract	-	-	-	-	-	-	-	-	(23)	(23)
Written off	-	-	-	(348)	-	(97)	-	-	-	(445)
At 30 September 2023	-	580	4,787	11,984	1,088	1,889	1,553	47	576	22,504
Charge for the financial period	-	93	362	835	128	434	388	96	218	2,554
Disposals	-	-	-	-	-	(4)	-	-	-	(4)
Early termination of lease contract	-	-	-	-	-	-	-	-	(39)	(39)
Expiration of lease contract	-	-	-	-	-	-	-	(37)	-	(37)
Written off	-	-	-	(425)	-	(173)	(15)	-	-	(613)
Transfer to assets held for sale	-	(169)	(410)	-	-	-	-	-	-	(579)
At 31 March 2025	-	504	4,739	12,394	1,216	2,146	1,926	106	755	23,786
<b>Carrying amount</b>										
At 31 March 2025	4,546	2,282	7,557	2,623	93	507	1,632	41	197	19,478
At 30 September 2023	5,046	2,596	8,029	2,710	221	650	1,396	79	435	21,162



## Notes to the Financial Statements (Cont'd)

### 3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Office equipment RM'000
<b>Company</b>	
<b>Cost</b>	
At 1 October 2022/30 September 2023	–
Additions	18
At 31 March 2025	18
<b>Accumulated depreciation</b>	
At 1 October 2022/30 September 2023	–
Charge for the financial period	4
At 31 March 2025	4
<b>Carrying amount</b>	
At 31 March 2025	14
At 30 September 2023	–

(a) Material accounting policy information

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised in profit or loss on a straight-line basis to write off the cost of each asset to its residual value over its estimated useful life. Freehold lands with indefinite useful life is not depreciated.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Freehold buildings	2%
Leasehold lands and buildings	Over the remaining lease period
Plant, machinery and equipment	10% - 25%
Motor vehicles	20%
Office equipment	10% - 25%
Furniture and fittings, renovation and signboard	10% - 25%
Hostels	Over the lease term
Office	Over the lease term

## Notes to the Financial Statements (Cont'd)

### 3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(b) Including in net carrying amount of property, plant and equipment are right-of-use assets as follows:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Leasehold lands and buildings	7,557	8,029
Plant, machinery and equipment	132	293
Motor vehicles	–	53
Office equipment	–	72
Furniture and fittings, renovation and signboard	302	–
Hostels	41	79
Office	197	435
	8,229	8,961

(c) Depreciation charge of right-of-use assets are as follows:

	Group	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Leasehold lands and buildings	362	233
Plant, machinery and equipment	104	77
Motor vehicles	40	27
Office equipment	72	66
Furniture and fittings, renovation and signboard	16	–
Hostels	96	44
Office	218	144
	908	591





## Notes to the Financial Statements (Cont'd)

### 3. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

- (d) Additions of right-of-use assets are as follows:

	Group	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Furniture and fittings, renovation and signboard	318	176
Hostels	58	44
Office	—	74
	376	294

- (e) Property, plant and equipment pledged to licensed bank as security for the related borrowings as disclosed in Note 17 to the financial statements are as follows:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Freehold lands	2,626	3,126
Freehold buildings	1,213	1,491
Leasehold lands and buildings	7,557	8,029
	11,396	12,646

- (f) The leasehold buildings of the Group are not separable from its leasehold lands. Hence, depreciation was charged at the aggregate amount of leasehold lands and buildings.
- (g) Disposal of property, plant and equipment

On 22 October 2024 and 30 December 2024, the Group has entered into three sale and purchase agreements ("SPA") to dispose its freehold land and building, and two of its leasehold lands and buildings for total cash consideration of RM2,050,000 and RM2,000,000 respectively.

## Notes to the Financial Statements (Cont'd)

### 4. POWER PLANT DEVELOPMENT PROJECT

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period/year	316,344	311,977
Additions	123,967	3,996
Foreign currency translation	(1,172)	371
	439,139	316,344
Less: Accumulated impairment losses	(439,139)	–
At end of the financial period/year	–	316,344

The amount of borrowing costs capitalised during the financial period was RM1,086,000 (30.9.2023: RM1,316,000). The rate used to determine the amount of borrowing costs eligible for capitalisation was 4.34% to 5.72% (30.9.2023: 4.50% to 4.66%) per annum, which is the effective interest rate of the specific borrowing.

The movements in the accumulated impairment losses of power plant development project during the financial period/year is as follow:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period/year	–	–
Additions	439,139	–
At end of the financial period/year	439,139	–

Development costs are stated at cost less accumulated amortisation and impairment loss, if any. Development costs are amortised from the commencement of the income recognition.

The power plant development project represents expenditure and incidental costs incurred for the development of the 2 units of 1,060 MW Thermal Power Plant Project at Song Hau Power Complex in Hau Giang Province, Vietnam ("the Project"). The construction of the 2 units of the 1,060 MW Thermal Power Plant Project is expected to take 5 periods from the commencement of contract with investment capital of approximately USD3.2 billion.



## Notes to the Financial Statements (Cont'd)

### 4. POWER PLANT DEVELOPMENT PROJECT (CONT'D)

On 9 May 2008, a wholly owned subsidiary of the Company, Toyo Ink Group Berhad ("TIGB"), had entered into a Memorandum of Understanding ("MOU") with Power Engineering Consulting Joint Stock Company 2 ("PECC2") to develop and expand a framework of cooperation with each other in the interest of fulfilling strategic plans on the Projects in the South of Vietnam.

On 7 December 2011, TIGB had received letter issued from the office of the Government of the Socialist Republic of Vietnam to the Ministry of Industry and Trade, People's Committee of Hau Giang Province, that the Deputy Prime Minister, has agreed:

- (i) to let TIGB has research and development of the Project, capacity of 2 X 1000 MW at Song Hau Power Center, Hau Giang Province; and that
- (ii) the Ministry of Industry and Trade will preside, co-operate with People's Committee of Hau Giang Province in providing guidance to TIGB in the setting up of the investment project and implementation of next steps of the Project, organisation of assessment and submission for approval as required by laws.

On 12 January 2012, TIGB had entered into a contract to appoint PECC2 as the Consultant to provide consultancy services for the Feasibility Study Package in relation to the development of the Project.

On 1 August 2013, a MOU was signed between the Ministry of Industry and Trade of the Socialist Republic of Vietnam ("MOIT") and TIGB for the construction of the project on a "Build, Operate and Transfer" ("BOT") basis.

On 23 September 2015, TIGB had entered into a Consultancy Services Agreement ("CSA") with Phu My Vinh Consulting Investment & Trading Service Company Limited ("PMV") to advice TIGB on research and support the negotiation on the BOT, Power Purchase Agreement ("PPA") and Land Leases Agreement ("LLA") pertaining to the Power Plant with the relevant authorities in Vietnam.

On 28 November 2016, TIGB had signed the agreement on extension of the Memorandum of Understanding ("MOU Extension") with MOIT. Both parties had agreed that the amendments made to the MOU are effective from the dates of the MOU Extension.

On 16 January 2017, TIGB had entered into a Memorandum of Agreement ("MOA") with the Department of Natural Resources and Environment of Hau Giang Province ("Hau Giang DONRE") whereby, both parties had confirmed their agreement to the terms and conditions of the LLA on the lease of the project site land for the development.

On 27 October 2017, 24 September 2018 and 30 August 2019, TIGB had entered into a new MOA with Hau Giang DONRE with revised terms and conditions of the LLA.

## Notes to the Financial Statements (Cont'd)

### 4. POWER PLANT DEVELOPMENT PROJECT (CONT'D)

On 31 August 2020, the relevant authorities and Government agencies in Vietnam entered into various MOA with TIGB to confirm the terms and conditions of the documents as follows:

- (i) MOA with MOIT, in relation to the BOT Contract, where the parties confirmed their agreement on all terms of the BOT Contract.
- (ii) MOA with Electricity of Vietnam ("EVN"), in relation to the Power Purchase Agreement ("PPA") where the parties confirmed their agreement to the terms and conditions to the PPA subject to the finalisation of the BOT Contract, including without limitation the tariff stated therein.
- (iii) MOA with Coal Orbis Trading GmbH in relation to the Coal Supply and Transportation Agreement ("CSTA") whereby the parties confirmed their agreement to the terms and conditions to the CSTA, including without limitation the coal price as stated therein.
- (iv) MOA with the Hau Giang People's Committee, in relation to the LLA whereby the parties confirmed their agreement to the terms and conditions for the lease of the project site land.

On 29 December 2020, TIGB and its wholly owned subsidiary, Song Hau 2 Power Company Limited ("SH2P"), entered into BOT Contract with MOIT and the Government Guarantee ("GGU") with the Government of the Socialist Republic of Vietnam to undertake the investment and development of the Project on the BOT basis for a concession period of 25 periods.

On 30 December 2020, SH2P entered into Shared Facilities and Services Agreement ("SFSA") with Vietnam Oil and Gas ("PVN").

On 31 December 2020, SH2P entered into Power Purchase Agreement ("PPA") with Electricity of Vietnam ("EVN").

On 31 December 2020, SH2P entered into Land Leases Agreement ("LLA") with Department of Natural Resources and Environment of Hau Giang Province.

On 14 April 2022, SH2P entered into Coal Supply and Transportation Agreement ("CSTA") with Coal Orbis Trading GmbH.

According to the BOT contract, for the purpose of achieving the Financial Close ("FC"), the preconditions are:

- (i) The payment of the initial drawdown proceeds under the financing documents into the direct investment capital foreign currency account has occurred.
- (ii) The following project agreements have been entered into by SH2P and other relevant parties and approved and/or notarised and/or registered, if required in accordance with the laws of Vietnam or the express terms of this BOT contract, and all conditions for effectiveness have been satisfied or waived, except any condition for the effectiveness of this BOT contract:
  - (a) PPA;
  - (b) CSTA;
  - (c) LLA; and
  - (d) financing documents including security agreements, to the extent required to achieve initial drawdown of funds under the financing documents.



## Notes to the Financial Statements (Cont'd)

### 4. POWER PLANT DEVELOPMENT PROJECT (CONT'D)

According to the BOT contract, for the purpose of achieving the Financial Close ("FC"), the preconditions are: (Cont'd)

- (iii) The following documents have been issued, executed and remain valid and in full force and effect:
  - (a) the GGU; and
  - (b) the legal opinion issued by the Vietnam Ministry of Justice.
- (iv) All material government authorisations and approvals from the applicable Vietnam State Bodies necessary under the laws of Vietnam for SH2P to be able to achieve the financial closing date and for the implementation of the financing documents have been obtained.

On 24 June 2022, TIGB was in the midst to prepare relevant documents to meet FC which was extended to 24 June 2022 by MOIT. However, on 29 June 2022, SH2P received notification from MOIT and Electricity and Renewable Energy Authority of the Socialist Republic of Vietnam ("EREA") on the progress of the FC. The FC was delayed due to the delay in opening bank account in Singapore for the Special Purpose Vehicle subsidiary incorporated in Singapore due to Environmental, Social and Governance issue. The bank account was successfully open in Malaysia on 4 July 2022 and TIGB's Project lawyers informed MOIT accordingly.

On 14 July 2022, TIGB's Project lawyer had on behalf of SH2P submitted a letter justifying Force Majeure Event ("FME") to the MOIT and the EREA.

On 22 July 2022, EREA gives opinion that MOIT does not recognise the FC of the Project. TIGB's Project lawyer is making arrangements to meet the relevant Vietnamese Officials to determine the mitigating measures to recognise the FC.

On 25 October 2022, TIGB had entered into a Term Sheet for Key Commercial Terms with PECC2 ("the Contractor") in relation to the Engineering, Procurement and Construction, Commissioning and Start Up of the Project. The Term Sheet set out all the negotiated terms and mutual agreement of the responsibilities of the respective parties and the condition precedents, contract price, terms of payment and other terms of agreements.

On 7 December 2022, SH2P received an English translation of MOIT letter in Vietnamese version dated 2 December 2022. The said MOIT letter served a notice that SH2P has not complied with one of the material provisions of the BOT contract, which is the FC date has not been reached before or on the required FC date (ie., 24 June 2022) to able to fulfil its payment obligations under the project contracts. SH2P is entitled up to 180 days to remedy the default of the BOT contract.

On 28 December 2022, TIGB and SH2P had entered into an Interim Engineering Procurement Construction Agreement ("Interim EPC Agreement") with Sunway-PECC2 Consortium, an unincorporated consortium comprising Sunway Construction Sdn. Bhd. ("Sunway Construction"), a wholly-owned subsidiary of Sunway Construction Group Berhad and PECC2 to serve as a framework for negotiations to established the detailed terms and conditions pending the finalisation and execution of the EPC Contract.

The previous Term Sheet with PECC2 was not executed as it has been replaced with the execution of the Interim EPC Agreement.



## Notes to the Financial Statements (Cont'd)

### 4. POWER PLANT DEVELOPMENT PROJECT (CONT'D)

On 1 March 2023, SH2P entered into a Contract Agreement with Sunway Construction and PECC2 (the "Contractor") for the Project. The Contract Agreement sets out the details of the respective parties obligation, responsibilities, rights and liabilities in relation to the Contractor's performance in design, engineering, procurement, manufacture, supply, construction, erection, testing and commissioning for the Project.

On 9 March 2023, SH2P entered into Operation and Maintenance ("O&M") Contract with PECC2 to provide operation and maintenance services for the Project. The stipulation, terms and conditions are set out in the O&M Contract.

On 29 March 2023, SH2P received a letter issued by MOIT and EREA, with the following comments:

- (i) The MOIT does not object to SH2P selecting Vietnam International Law Firm ("VILAF") as an Independent Legal Consultant;
- (ii) The Independent Consultant's opinion on extending the cure period under the BOT Contract must be well-grounded, based on the legal constraints between the parties involved in financial arrangements for the project; and
- (iii) The MOIT reserves the right to send a "Notice of Intention to Terminate" in case the opinion does not meet the requirements.

On 11 May 2023, SH2P received an Indicative Principal Terms and Conditions for the Project syndicated loan.

On 5 October 2023, SH2P entered into an Addendum No. 1 to Contract Agreement ("the Addendum") with Sunway Construction and PECC2 to amend certain terms of the Contract Agreement signed on 1 March 2023.

On 9 November 2023, TIGB received a letter issued by MOIT which officially notified TIGB and SH2P that the project has been granted an extension for the financial arrangement recovery period until 30 June 2024. MOIT will exercise its right to issue the "Notice of Intention to Terminate" on 1 April 2024 and subsequently send the "Notice of Termination" on 1 July 2024. This action will be taken if, by those specified dates, SH2P has not successfully rectified the financial arrangement, as mandated by the BOT Contract and the prevailing regulations of Vietnamese law.

On 28 November 2023, TIGB received the Mandate Letter dated 23 November 2023 from Export-Import Bank of Malaysia Berhad ("EXIM") to appoint EXIM as the exclusive Mandated Lead Arranger ("MLA") to arrange the Proposed Syndicated Financing Facilities of up to USD2.42 billion ("Proposed Financing") for the Project. The Mandate Letter is confirmed and accepted by SH2P as the borrower.

On 30 November 2023, the Company had entered into a collaboration agreement with China Energy Engineering Investment Corporation Limited to cooperate with each other in the sectors of power, infrastructure and other new industries under multiple means with each other's respective advantages.

On 7 June 2024, SH2P had accepted an equipment procurement financing facility of up to USD980,000,000 ("Equipment Facility") granted by i-Power Solutions Pte Ltd for the Project which was arranged, coordinated and facilitated by EXIM as the Mandated Lead Arranger, as part of the project financing exercise.

On 12 June 2024, SH2P had entered into a Grid Connection Agreement with the National Power Transmission Corporation on grid connection to the Vietnam National Power System through the 500kV Switchyard of the Song Hau Power Complex.



## Notes to the Financial Statements (Cont'd)

### 4. POWER PLANT DEVELOPMENT PROJECT (CONT'D)

On 28 June 2024, SH2P had issued a notification letter to MOIT. The notification letter serves to inform MOIT that SH2P has successfully achieved the Financial Closing Date for the Project pursuant to Article 1.1 of the BOT Contract and the subsequent extension under Decision 500/QD-TTg of the Prime Minister of Vietnam dated 15 May 2023.

On 1 July 2024, SH2P had entered into Addendum No. 2 to the Contract Agreement with Sunway Construction and PECC2 to amend certain terms of the Contract Agreement.

On 4 July 2024, SH2P had received a letter from MOIT notifying that the 90-day period since the issuance of the "Notice of Intention to Terminate" by the MOIT has expired, however, SH2P has still not remedied the financial arrangement for the Project. Therefore, the BOT Contract for the Project stands terminated.

On 9 July 2024, SH2P had received a letter from the legal counsel of i-Power Solutions Pte Ltd citing since the Project now stands terminated, there is no longer any applicable purpose for the Equipment Facility of USD980,000,000 granted.

On 14 January 2025, MOIT informs SH2P that the Initial Security Deposit ("ISD") amount has been received in the USD account of the Department of Electricity and Renewable Energy. The ISD is intended to secure the BOT and TIGB's obligation to achieve the Financial Closing Date by the Required Financial Closing Date. TIGB and SH2P have notified MOIT of a dispute between the Parties and requested MOIT to place the amount of the ISD in a segregated account held by MOIT while the resolution of the dispute between parties is pending pursuant to the BOT Contract.

On 10 April 2025, MOIT agrees with the extension of the period for good faith discussions beyond forty-five (45) days and acknowledges that the ISD has been placed into a segregated account in accordance with the BOT Contract.

On 24 April 2025, SH2P received a letter from EXIM, notifying the termination of the Mandate Letter dated 23 November 2023. The termination will take effect on 10 June 2025, being thirty (30) business days from the notice date.

An impairment has been recognised following the termination of the Project by MOIT. Notwithstanding this, the Group is currently in negotiations with MOIT to evaluate potential options for the project moving forward.

### 5. INVESTMENT IN SUBSIDIARIES

	Company	
	31.3.2025 RM'000	30.9.2023 RM'000
Unquoted shares in Malaysia, at cost	149,075	149,075
Less: Accumulated impairment losses	(107,000)	–
	42,075	149,075
Equity contribution in respect of ESOS granted to subsidiaries	608	–
	42,683	149,075

## Notes to the Financial Statements (Cont'd)

### 5. INVESTMENT IN SUBSIDIARIES (CONT'D)

The movements in the accumulated impairment losses of investment in subsidiaries during the financial period/year is as follow:

	Company	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period/year	–	–
Additions	107,000	–
At end of the financial period/year	107,000	–

Investment in subsidiaries are stated at cost less accumulated impairment losses.

During the financial period, the Company recognised an impairment loss of RM107,000,000 on its investment in a subsidiary, TIGB. This was due to the recoverable amount of this investment in the subsidiary, estimated using the value in use method, was determined to be RMNil.

The impairment loss was recognised in other expenses in the statements of profit or loss and other comprehensive income.

Details of the subsidiaries are as follows:

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		31.3.2025	30.9.2023	
Toyo Ink Group Berhad ("TIGB")	Malaysia	100	100	Investment holdings and development of power plant project
Toyo Ink Sdn. Bhd. ("TISB")	Malaysia	100	100	Ink manufacturers, masterbatch manufacturers, trading of automotive refinish products and prepress related products.
EDM Tools (M) Sdn. Bhd. ("ETSB")	Malaysia	100	100	Sales and distribution of electrical discharge machining tools, manufactures, importers, exporters and dealers of electrical and electronic component and wiring accessories.
EDM Machining Solutions (M) Sdn. Bhd. ("EMSSB")	Malaysia	100	100	Manufacturing and fabrication of metal and graphite parts, and training and consulting services.



## Notes to the Financial Statements (Cont'd)

### 5. INVESTMENT IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		31.3.2025	30.9.2023	
Held through TIGB:				
Song Hau 2 Power Company Limited* (“SH2P”)	Vietnam	100	100	Development of power plant project in Vietnam.
Song Hau 2 Financing Pte. Ltd.# (“SH2F”)	Singapore	–	100	Under members’ voluntary winding-up
TIGB (HK) Private Limited^ (“TIGBHK”)	Hong Kong	100	100	Trading in machinery and equipment.
EMS Power Solutions Vietnam Company Limited^ (“EPSV”)	Vietnam	100	100	Provide technical consulting services; management consulting services; implementation export and import rights, wholesale distribution rights, commission agency services for goods; rental services related to construction equipment or dismantling demolishing construction works.

\* Subsidiaries not audited by TGS TW PLT.

^ Not required to be audited under the laws of the country of incorporation as at 31 March 2025 because it is newly incorporated and insignificant to the Group.

# Subsidiary had been struck off during the financial period under Members' Voluntary Winding- up.

Notes to the Financial Statements  
(Cont'd)**5. INVESTMENT IN SUBSIDIARIES (CONT'D)****Acquisition/Incorporation of subsidiaries**

On 27 March 2023 and 7 July 2023, TIGB, incorporated two 100% owned subsidiaries, TIGBHK in Hong Kong and EPSV in Vietnam, with cash consideration of RM641 and RM10,196 respectively.

On 1 November 2023, TIGB acquired an additional newly issued ordinary shares of SH2P for RM84,049,300, by way of capitalisation of debt owing by SH2P, which did not result in changes in equity interest.

**Winding up of subsidiaries**

On 4 June 2024, SH2F was officially struck off from the Register of Companies. Accordingly, SH2F ceased to be a subsidiary of the Company with effect from that date.

In the previous financial year, the Company had wound up one of its subsidiary namely EDM- Tools (Penang) Sdn. Bhd. ("ETPG").

**6. OTHER RECEIVABLES**

	Group		Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
<b>Non-current</b>				
Non-trade receivable	582	–	–	–
<b>Current</b>				
Non-trade receivables	106	96	–	–
Deposits	144,558	313	101	–
Prepayments	784	2,362	25	2,054
Advance to suppliers	51	355	–	–
Prepayments for development project	105,539	109,185	–	–
	251,038	112,311	126	2,054
Less: Accumulated impairment losses				
- Prepayments for development project	(105,539)	–	–	–
	145,499	112,311	126	2,054
	146,081	112,311	126	2,054

Non-current non-trade receivables represent insurance premium paid for keyman life insurance which shall be refundable when the Company surrenders the insurance policy upon its maturity dates in 10 years' time. These amounts have been discounted to their respective present value.



## Notes to the Financial Statements (Cont'd)

### 6. OTHER RECEIVABLES (CONT'D)

The commitment related to the land lease payment for power plant development project is RMNil (30.9.2023: RM71,806,000 (VND365.5 million)).

Included in deposits of the Group is an amount of RM144,143,000 (equivalent to USD32,428,200) (30.9.2023: RMNil) represent the ISD placed into a segregated account with MOIT in relation to the Project.

The movements in the accumulated impairment losses on prepayments for development project during the financial period/year is as follow:

	Group		Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period/year	–	–	–	–
Additions	105,539	–	–	–
At end of the financial period/year	105,539	–	–	–

### 7. GOODWILL ON CONSOLIDATION

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
<b>Cost</b>		
At beginning of the financial period/year	8,630	10,852
Written off during the financial period/year	–	(2,222)
At end of the financial period/year	8,630	8,630
<b>Accumulated impairment losses</b>		
At beginning of the financial period/year	(8,630)	(10,852)
Written off during the financial period/year	–	2,222
At end of the financial period/year	(8,630)	(8,630)
<b>Carrying amount</b>	–	–

Goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment annually or more frequent when there is objective evidence that the carrying amount may be impaired.

Goodwill has been allocated to the Group's cash-generating unit ("CGU"), ETSB and EMSSB. The Group undertakes an amount for impairment evaluation. Full impairment losses was required for the goodwill on consolidation as their carrying value was in excess of its recoverable value.

## Notes to the Financial Statements (Cont'd)

### 8. INVENTORIES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
<b>At cost</b>		
Raw materials	4,813	5,135
Consumables	2,755	1,076
Work-in-progress	9	12
Finished goods	9,466	12,377
Good-in-transit	5	143
	17,048	18,743
Less: Provision for obsolete inventories	(34)	–
	17,014	18,743

	Group	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
<b>Recognised in profit or loss:</b>		
Inventories recognised as cost of sales	92,910	55,877
Reversal of inventories written off	122	–
Inventories written off	14	–
Provision for obsolete inventories	34	–

Inventories are stated at lower of cost and net realisable value.

The costs of inventories are determined on a weighted average basis.

The inventories written down is made when the related inventories were obsolete. The reversal of inventories written down was made when the related inventories were sold above their carrying amounts.

### 9. TRADE RECEIVABLES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Trade receivables	19,158	16,400
Less: Allowance for expected credit losses ("ECLs")	(99)	(155)
	19,059	16,245



## Notes to the Financial Statements (Cont'd)

### 9. TRADE RECEIVABLES (CONT'D)

Trade receivables are non-interest bearing and are generally on cash term to 180 days (30.9.2023: cash term to 90 days). They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Movements in the allowance for ECLs are as follows:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period/year	155	155
Reversal for the financial period/year	(56)	–
At end of the financial period/year	99	155

The following table provides information about the exposure to credit risk and allowance for ECLs for trade receivables:

	Gross amount RM'000	ECLs RM'000	Net amount RM'000
<b>Group</b>			
<b>31.3.2025</b>			
Not past due	7,019	(32)	6,987
Past due:			
Less than 30 days	9,045	(19)	9,026
31 to 60 days	1,346	(10)	1,336
61 to 90 days	742	(15)	727
More than 90 days	1,006	(23)	983
	19,158	(99)	19,059
<b>30.9.2023</b>			
Not past due	5,813	(55)	5,758
Past due:			
Less than 30 days	4,002	(37)	3,965
31 to 60 days	2,305	(19)	2,286
61 to 90 days	940	(20)	920
More than 90 days	3,340	(24)	3,316
	16,400	(155)	16,245

Notes to the Financial Statements  
(Cont'd)**10. AMOUNT DUE FROM/(TO) SUBSIDIARIES**

	Company	
	31.3.2025 RM'000	30.9.2023 RM'000
<b>Amount due from subsidiaries</b>		
Non-trade related	358,046	1,150
Less: Allowance for ECLs	(355,350)	–
	2,696	1,150
<b>Amount due to subsidiaries</b>		
Non-trade related	–	(16,138)

Amount due from/(to) subsidiaries are unsecured, non-interest bearing and repayable on demand.

Movements in the allowance for ECLs are as follows:

	Company	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period/year	–	–
Charge for the financial period/year	355,350	–
At end of the financial period/year	355,350	–

**11. FIXED DEPOSITS WITH LICENSED BANKS**

Fixed deposits with licensed banks of the Group amounting to RM969,000 (30.9.2023: RM916,000) are pledged to licensed bank as security for the related borrowings granted to the subsidiaries as disclosed in Note 17 to the financial statements.

The interest rates of the fixed deposits with licensed banks of the Group are at 2.50% to 3.30% (30.9.2023: 2.85%) per annum and the maturity of fixed deposits is 31 to 365 days (30.9.2023: 365 days).



## Notes to the Financial Statements (Cont'd)

### 12. ASSETS HELD FOR SALE

	Group			
	Freehold land RM'000	Freehold building RM'000	Leasehold lands and buildings RM'000	Total RM'000
At 1 October 2022/ 30 September 2023	–	–	–	–
Transfer from property, plant and equipment	500	221	110	831
At 31 March 2025	500	221	110	831

On 22 October 2024, the Group has entered into a SPA with an individual to dispose its leasehold lands and buildings for a total cash consideration of RM2,000,000. The transaction is not completed as at the reporting date and was subsequently completed on 3 June 2025.

On 30 December 2024, the Group has entered into two SPA with an individual to dispose its freehold land and building for a total cash consideration of RM2,050,000. The transaction is not completed as at the reporting date and was subsequently completed on 17 June 2025.

### 13. SHARE CAPITAL

	Group and Company			
	Number of ordinary shares		Amount	
	31.3.2025 Units'000	30.9.2023 Units'000	31.3.2025 RM'000	30.9.2023 RM'000
<b>Issued and fully paid</b>				
At beginning of the financial period/year	117,703	117,703	131,605	131,605
Issuance of shares pursuant to:				
- Exercise of warrants (e)(i)	6,162	–	9,243	–
- Shares grant under ESS (e)(ii)	9,000	–	12,487	–
- Exercise of ESOS Options (e)(iii)	36	–	50	–
- Conversion of ICLUS (e)(iv)	33,000	–	39,313	–
At end of the financial period/year	165,901	117,703	192,698	131,605



## Notes to the Financial Statements (Cont'd)

### 13. SHARE CAPITAL (CONT'D)

- (a) The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.
- (b) On 23 October 2020, the Company issued 53,499,995 warrants 2020/2023 ("Warrants B").
- (c) The terms of warrants are as follows:

Terms	Details
Form	The Warrants were issued in registered form and constituted by the Deed Poll.
Board lot	For the purpose of trading on Bursa Securities, a board lot of Warrants shall be 100 or such other number of units as may be prescribed by Bursa Securities from time to time.
Listing	Approval has been obtained from Bursa Securities on 26 October 2020 for the admission of the Warrants to the Official List of Bursa Securities, and for the listing of and quotation for the new shares arising from the exercise of the Warrants.
Expiry date	Five (5) years period expiring on 6 November 2023 ("Exercise Period").
Exercise period	The period of three (3) years commencing on, an inclusive of, the Issue Date on the Expiry Date, provided that if such day falls on a day which is not a Market Day, then it will be the Market Day immediately preceding the said non-Market Day.
Exercise price	RM1.50 payables in full upon exercise of each Warrant.
Exercise rights	Each Warrant carries the entitlement, at any time during the Exercise Period, to subscribe for one (1) new ordinary share in the Company at the Exercise Price.
Participating rights	The Warrant holders are not entitled to vote in any general meetings of the Company or participation in any form of distribution other than on winding-up, compromise or arrangement of Company and/or in any offer or further securities in the Company until and unless the Warrant holder becomes a shareholder of Company by exercising his/her Warrants into new Company's Shares or unless otherwise resolved by Company in a general meeting.
Ranking of new Company's shares	The new Company's shares to be issued arising from the exercise of the Warrants shall, upon allotment and issue, rank pari passu in all respects with the existing Company's shares, save and except that the new Company's shares will not be entitled to any dividends, rights, allotments and/or distributions declared by the Company, which entitlement date thereof precedes the allotment date of the new shares to be issued pursuant to the exercise of the Warrants.
Governing law	Laws and regulations of Malaysia.



## Notes to the Financial Statements (Cont'd)

### 13. SHARE CAPITAL (CONT'D)

(d) The movements of the warrants during the financial period/year are as follows:

	1.10.2023 Unit'000	Exercise Unit'000	Lapsed Unit'000	31.3.2025 Unit'000
Warrants B	53,497	(6,162)	(47,335)	–

	1.10.2022 Unit'000	Exercise Unit'000	Lapsed Unit'000	30.9.2023 Unit'000
Warrants B	53,497	–	–	53,497

(e) During the financial period, the Company issued:

- (i) 6,162,200 new ordinary shares pursuant to the exercise of Warrants 2020/2023 at the exercise price of RM1.50 per warrant for total cash consideration of RM9,243,300;
- (ii) 9,000,000 new ordinary shares pursuant to the Share Grant under Employees' Share Scheme ("ESS") granted to the eligible Directors of the Company at an issue price of RM1.3874 per ordinary share;
- (iii) 36,260 new ordinary shares pursuant to the exercise of Employees Share Options Scheme ("ESOS") Options under the ESS to the eligible Directors and employees of the Company at an exercise price of RM1.25 per ordinary share total cash consideration of RM45,325; and
- (iv) 33,000,000 new ordinary shares pursuant to the conversion of 5-Year Zero Coupon Irredeemable Convertible Unsecured Loan Stock ("ICULS") at the conversion price of RM1.20 per ordinary shares for a total amount of RM39,600,000. The issuance expenses related to these are amounted to RM287,000.

The new ordinary shares issued during the financial period shall rank pari passu in all respects with the existing ordinary shares of the Company.

### 14. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK ("ICULS") EQUITY

	Group and Company	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period/year	–	–
ICULS issued	354,000	–
ICULS issuance expenses	(2,563)	–
Conversion of ICULS	(39,313)	–
At end of the financial period/year	312,124	–

## Notes to the Financial Statements (Cont'd)

### 14. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK ("ICULS") EQUITY (CONT'D)

On 27 December 2022, the Company entered into the settlement agreement with non-current other payables related to a substantial shareholder for the proposed settlement of RM354,000,000 ("Settlement Sum") out of the total outstanding debts as at 22 December 2022 of RM355,154,481. In accordance to the settlement agreement, the Settlement Sum shall be fully settled through the issuance of 295,000,000 units of ICULS at RM1.20 per ICULS with an aggregate nominal value of RM354,000,000 to the creditors.

On 25 April 2024, the issuance of 295,000,000 ICULS have been successfully issued and the proposed settlement is deemed completed.

On 10 January 2025, 33,000,000 units of ICULS were converted into ordinary shares upon receipt of conversion notice from a creditor.

The salient terms of ICULS are as follows:

Terms	Details
Form and denomination	The ICULS will be issued in registrable form and in denomination of RM1.20 each and multiples thereof, and constituted by the trust deed.
Mode of issue	The ICULS will be: (i) issued and/or tendered on the fully automated system for issuing/tendering; and (ii) issued on scripless basis, deposited and settled in the real time electronic transfer of funds and securities system which is operated by Payments Network Malaysia Sdn. Bhd..
Maturity date	The date immediately preceding the fifth (5th) anniversary date of first issue of the settlement ICULS, and if such date is not a market day, then on the immediate preceding market day.
Basis of allotment	RM1.20 nominal value of settlement ICULS for every RM1.20 of debts owing to the creditors.
Coupon rate	Zero coupon.
Conversion mode	The settlement ICULS are convertible into new ordinary shares of the Company by surrendering one (1) settlement ICULS for one (1) new ordinary share in the Company without payment of any cash consideration.
Conversion rights	The settlement ICULS holders shall have the right at any time during the conversion period to convert such amount of settlement ICULS held into new ordinary shares based on the conversion mode. Any remaining settlement ICULS not converted at the end of the conversion period shall be mandatorily converted into new ordinary shares on the Maturity Date. Any fractional new ordinary shares arising from the conversion of the settlement ICULS will be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interests of the Company.

## Notes to the Financial Statements (Cont'd)

### 14. IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK ("ICULS") EQUITY (CONT'D)

The salient terms of ICULS are as follows: (Cont'd)

Terms	Details
Conversion period	The settlement ICULS shall be convertible into new ordinary shares on any market day from and including the issue date of the settlement ICULS up to and including the maturity date.
Status of Settlement ICULS	The Settlement ICULS shall constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and subject to the provisions contained in the Trust Deed, must at all times rank equally, without discrimination, preference or priority between themselves and must rank at least equally with all present and future direct, unconditional, unsecured and unsubordinated debts and obligations of the Company except for those which are preferred by law.
Ranking of new ordinary shares to be issued pursuant to the conversion of the Settlement ICULS	The new ordinary shares to be issued pursuant to the conversion of the Settlement ICULS shall, upon issue and allotment, rank equally in all respects with the then existing ordinary shares, save and except that such new ordinary shares to be issued arising from the conversion of the settlement ICULS shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid, where the entitlement date of which is prior to the date of allotment of such new ordinary shares to be issued arising from the conversion of the settlement ICULS.
Rights of the Settlement ICULS holders	The settlement ICULS holders are not entitled to any voting rights and shall not have any participating rights in any distribution and/or offer of securities in the Company until and unless such settlement ICULS holders convert their settlement ICULS into new ordinary shares.
Listing	The Settlement ICULS will not be listed, quoted or traded on bursa Securities. However, an application for approval of Bursa Securities will be made for the listing of and quotation for the new ordinary shares to be issued arising from the conversion of the settlement ICULS on the Main Market of Bursa Securities.
Rights of the settlement ICULS holders on liquidation	In the event of the settlement ICULS becoming payable upon the occurrence of an event of default, the amount which is immediately due and payable by the Company to the holders of the settlement ICULS or which the holders of the settlement ICULS may prove for in the liquidation shall be the nominal value of the outstanding settlement ICULS.

### 15. RESERVES

		Group		Company	
	Note	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Translation reserve	(a)	(247)	7,530	–	–
ESOS Options reserve	(b)	961	–	961	–
		714	7,530	961	–

## Notes to the Financial Statements (Cont'd)

### 15. RESERVES (CONT'D)

(a) Translation reserve

Translation reserve of the Group represents foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries whose functional currencies are different from that of the Group's functional currency.

(b) ESOS Options reserve

ESOS Options reserve represents the equity-settled share options granted to employees. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry or exercise of the share options.

At the Extraordinary General Meeting held on 13 December 2023, the Company's shareholders approved the establishment of ESOS Options for eligible Directors and employees of the Group.

The salient features of the ESOS Options are as follows:

- (i) any employee of the Group shall be eligible if as at the date of offer, the employee:
  - (a) has attained at least eighteen (18) years of age;
  - (b) is not undischarged bankrupt;
  - (c) is an employee in a company within the Group, which is not dormant belonging to such categories of employment as determined by the Option Committee; and
  - (d) who falls under such categories and criteria that the Option Committee may decide at its absolute discretion from time to time.
- (ii) any Director of the Group shall be eligible if as at the date of offer, the Director:
  - (a) is at least eighteen (18) years of age; and
  - (b) is not undischarged bankrupt;
  - (c) has been appointed as a Director of a company within the Group, which is not dormant.
  - (d) who falls under such categories and criteria that the Option Committee may decide at its absolute discretion from time to time.
- (iii) The maximum number of new shares to be issued pursuant to the exercise of the ESOS Options which may be granted under the ESS Shares shall not exceed fifteen percent (15%) of the total issued and paid-up share capital (excluding treasury shares, if any) of the Company at any point of time throughout the duration of the ESS.
- (iv) The options granted may be exercised any time upon the satisfaction of vesting conditions of each offer.
- (v) The ESS shall be in force for a duration of five (5) years commencing from the effective date. The ESS may be extended for a further period of up to five (5) years at the discretion of the Board upon the recommendation of the ESS Committee, subject to a maximum aggregate of ten (10) years from the effective date.
- (vi) The options granted to eligible Directors and employees will lapse when they are no longer in employment of the Group.



## Notes to the Financial Statements (Cont'd)

### 15. RESERVES (CONT'D)

#### (b) ESOS Options reserve (Cont'd)

Details of ESOS Options outstanding at end of the financial period are as follows:

Date of offer	Exercise price RM	Number of Ordinary Shares					At 31.03.2025
		At 1.10.2023	Offered	Exercised	Vested	Lapsed	
5 February 2024	RM1.25	–	9,370,500	(36,260)	(1,615,440)	(1,976,200)	5,742,600

The fair value of services received in return for share options granted during the financial period is based on the fair value of share options granted, estimated by the independent valuer using Black-Scholes-Merton model, taking into account the terms and conditions upon which the options were granted. The fair value of share options measured at grant date and the assumptions are as follows:

	Group	
	31.3.2025 RM	30.9.2023 RM
Fair value of share options granted	1.3874	–
Weighted average share price at grant date	1.380	–
Expected volatility (%)	36.582	–
Expected life (years)	5	–
Risk free rate (%)	3.818	–
Expected dividend yield (%)	Nil	–

The expected life of the share options is based on historical data, has been adjusted according to management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting the market conditions attached to the option), and behavioural considerations. The expected volatility is based on the historical share price volatility, adjusted for unusual or extraordinary volatility arising from certain economic or business occurrences which is not reflective of its long-term average level. While the expected volatility is assumed to be indicative of future trends, it may not necessarily be the actual outcome. No other features of the option grant were incorporated into the measurement of fair value.

The total expenses recognised in profit or loss for ESOS during the financial period are disclosed in Note 24 to the financial statements.

## Notes to the Financial Statements (Cont'd)

### 16. LEASE LIABILITIES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Non-current	170	438
Current	360	347
	530	785

The maturity analysis of lease liabilities at the end of the reporting period are as follows:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Within 1 year	385	388
Between 2 - 5 years	178	468
	563	856
Less: Future finance charges	(33)	(71)
Present value of lease liabilities	530	785

The Group leases various properties, motor vehicles, plant, machinery and equipment, furniture and fittings, renovation and signboard, and office equipment. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

### 17. LOAN AND BORROWINGS

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
<b>Secured</b>		
Term loans	4,019	4,589
Bankers' acceptances	2,021	2,546
Bank overdrafts	5,643	2,034
Letter of credit	1,122	–
	12,805	9,169



## Notes to the Financial Statements (Cont'd)

### 17. LOAN AND BORROWINGS (CONT'D)

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
<b>Non-current</b>		
Term loans	2,843	3,715
<b>Current</b>		
Term loans	1,176	874
Bankers' acceptances	2,021	2,546
Bank overdrafts	5,643	2,034
Letter of credit	1,122	–
	9,962	5,454
	12,805	9,169

The loan and borrowings are secured by the followings:

- legal charges over freehold lands and buildings, and leasehold lands and buildings of the Group as disclosed in Note 3 to the financial statements;
- corporate guarantee by the Company;
- jointly and severally guaranteed by certain Directors of the Company;
- fixed deposits with licensed banks of the Group as disclosed in Note 11 to the financial statements;
- corporate guarantee (non-bank) unlisted issued by a related company; and
- facility/loan agreement.

The repayment term and interest rates range per annum are as follows:

Term loans bear interest at rates ranged from 4.02% to 7.50% (30.9.2023: 4.45% to 7.5%) per annum. The term loans are repayable by 60 to 240 months (30.9.2023: 60 to 240 months).

Bankers' acceptances facilities are repayable within 100 days to 150 days to (30.9.2023: 64 days) and bears interest at effective interest rates of 4.45% to 4.71% (30.9.2023: 2.86% to 4.60%) per annum.

Bank overdraft facilities are repayable on demand and bears interest at effective interest rates of 6.70% to 7.70% (30.9.2023: 6.45% to 6.70%) per annum.

Letter of credit facilities are repayable within 61 days to 80 days (30.9.2023: Nil days) and bears interest at effective interest rates of 1.20% (30.9.2023: Nil%) per annum.

## Notes to the Financial Statements (Cont'd)

### 18. OTHER PAYABLES

	Group		Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
<b>Non-current</b>				
Non-trade payables (Note (a))	203,072	406,359	1,342	–
<b>Current</b>				
Non-trade payables	3,402	919	237	*
Accruals	1,113	2,050	71	164
Deposits received (Note (b))	413	37	–	–
	4,928	3,006	308	164
	208,000	409,365	1,650	164

\* Amount below RM1,000

- (a) Non-current non-trade payables are in respect of the amounts due to a substantial shareholder and parties related to the substantial shareholder of the Company. These advances are used for the funding of the investment and development of the power plant project in Vietnam as disclosed in Note 4 to the financial statements. These amounts are unsecured and have no fixed terms of repayment. Included in these amounts of the Group is an amount of RM4,306,000 (30.9.2023: RM29,797,000) which bears interest at interest rate of 4.34% to 5.72% (30.9.2023: 4.50% to 4.66%) per annum.
- (b) Included in deposit received of the Group is an amount of RM405,000 (30.9.2023: RMNil) represents deposit received for the disposal of property, plant and equipment classified as assets held for sale.
- (c) As disclosed in Note 14 to the financial statements, RM354,000,000 have been settled through the issuance of 295,000,000 units of ICULS at RM1.20 each with an aggregate nominal value of RM354,000,000.



## Notes to the Financial Statements (Cont'd)

### 19. DEFERRED TAX LIABILITIES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period/year	1,012	935
Recognised in profit or loss	(102)	77
At end of the financial period/year	910	1,012

The components of deferred tax liabilities are made up of temporary differences arising from:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Property, plant and equipment	995	1,103
Provision	(85)	(91)
	910	1,012

### 20. TRADE PAYABLES

The normal trade credit terms granted to the Group ranged from cash term to 90 days (30.9.2023: cash term to 90 days) depending on the term of the contracts.

### 21. CONTRACT LIABILITIES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
<b>Current</b>		
Advance received from customers	462	245

The contract liabilities primarily relate to advance consideration received from customers for goods or services of which the Group has not satisfied the performance obligation and are expected to be recognised as revenue within one year.

The revenue recognised in the current financial period/year that was included in the contract liabilities balance at the beginning of the financial period/year is RM245,000 (1.10.2022 to 30.9.2023: RM1,563,000).



## Notes to the Financial Statements (Cont'd)

### 22. REVENUE

	Group		Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
<b>Revenue from contracts with customers:</b>				
- Sales of goods	128,279	81,496	–	–
- Management fees	–	–	1,296	864
- Training services	100	–	–	–
	128,379	81,496	1,296	864
<b>Revenue from other source:</b>				
- Dividend income	–	–	12,600	2,230
	128,379	81,496	13,896	3,094
<b>Timing of revenue recognition:</b>				
- At a point of time	128,379	81,496	–	–
- Over time	–	–	1,296	864
	128,379	81,496	1,296	864

#### Sales of goods

The Group manufactures and sells electrical discharge machining tools, manufactures, importers, exporters and dealers of electrical and electronic component and wiring accessories in the wholesale market. Revenue from sale of goods is recognised at a point in time when control of the products has transferred, being when the products are delivered to the customer.

Following delivery of the goods to the wholesaler's specific location, the wholesaler has full discretion over the manner of distribution and price to sell the goods, and bears the risk of obsolescence and loss in relation to the goods.

Revenue is recognised based on the price specified in the contract net of the rebates, discounts and taxes.

A receivable is recognised by the Group when the goods are delivered as this represents the point in time at which the right to consideration is unconditional, because only the passage of time is required before payment is due. No element of financing is deemed present as the revenue recognised with a credit term of cash term to 180 days, which is consistent with market practice.



## Notes to the Financial Statements (Cont'd)

### 22. REVENUE (CONT'D)

#### Training services

The Group provides non-recurring training services to customers, primarily relating to software applications and machining processes. These services are rendered as standalone engagements and are not part of an ongoing service arrangement.

Revenue from training services is recognised at a point in time, which is when the Group has fulfilled its performance obligation by completing the delivery of the training session. At this point, control of the service is deemed to have transferred to the customer, as the customer obtains the ability to direct the use of, and obtain substantially all of the remaining benefits from, the service.

Upon completion of the training session, the Group has no further obligations to the customer under the contract. Accordingly, revenue is recognised when the service has been fully rendered.

#### Management fee

Management fee is recognised over time when the services is rendered.

#### Dividend income

Dividend income is recognised when the right of the Company to receive payment is establish, which is generally when shareholders approve the dividend.

### 23. FINANCE COSTS

	Group	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Interest expenses on:		
- lease liabilities	62	64
- term loans	446	239
- bank overdrafts	423	182
- bankers' acceptance	284	179
- letter of credit	57	17
	1,272	681
Discount on non-current financial assets	477	-
	1,749	681

## Notes to the Financial Statements (Cont'd)

### 24. (LOSS)/PROFIT BEFORE TAX

(Loss)/Profit before tax is determined after charging/(crediting) amongst others, the following items:

	Group		Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Auditors' remuneration:				
- statutory audit	575	313	110	65
- non-statutory audit	5	5	5	5
Allowance for ECLs on amount due from a subsidiary	—	—	355,350	—
Depreciation of property, plant and equipment	2,554	1,571	4	—
ESOS	966	—	358	—
Gain on early termination of lease contract	(2)	*	—	—
Gain on remeasurement of lease contract	—	*	—	—
Government grant income	(493)	—	—	—
Interest income	(292)	(28)	—	—
Inventories written off	14	—	—	—
Impairment losses on power plant development cost project	439,139	—	—	—
Impairment losses on investment in a subsidiary	—	—	107,000	—
Impairment losses on prepayments for development project	105,539	—	—	—
(Gain)/Loss on foreign exchange				
- realised	(6,505)	121	—	—
- unrealised	1,936	(2,046)	—	—
Loss on disposal of other investment	—	370	—	—
Lease expenses relating to:				
- low-value assets (a)	3	—	—	—
- short-term leases (a)	66	61	—	—
Property, plant and equipment written off	12	53	—	—
Provision for obsolete inventories	34	—	—	—
Reversal of allowance for ECLs on trade receivables	(56)	—	—	—
Reversal of inventories written off	(122)	—	—	—
Share grant under ESS	12,487	—	12,487	—
Distribution income of surplus of assets from winding up a subsidiary	(66)	—	—	—
Unwinding of discount on non-current financial assets	(60)	—	—	—
Waiver of debts from other payables	(108,903)	—	—	—

\* Amount below RM1,000

(a) The Group leases a number of properties and equipment with value of the asset is less than RM20,000 when it is new or contract terms of not more than one year. These leases are low-value assets and short-term leases. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.



## Notes to the Financial Statements (Cont'd)

### 25. TAXATION

	Group		Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
<b>Tax expenses recognised in profit or loss</b>				
<b>Current tax</b>				
- Current financial period/year provision	699	1,053	–	–
- Under provision in prior financial period/year	17	174	17	47
	716	1,227	17	47
<b>Deferred tax</b>				
- Origination and reversal of temporary differences	(135)	76	–	–
- Under provision in prior financial period/year	33	1	–	–
	(102)	77	–	–
	614	1,304	17	47

## Notes to the Financial Statements (Cont'd)

### 25. TAXATION (CONT'D)

A reconciliation of income tax expenses applicable to (loss)/profit before tax at the statutory tax rate to income tax expenses at the effective income tax of the Group and of the Company are as follows:

	Group		Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
(Loss)/Profit before tax	(455,459)	2,190	(464,101)	1,709
At Malaysian statutory tax rate of 24%	(109,310)	525	(111,384)	410
Expenses not deductible for tax purposes	139,487	1,588	114,408	125
Income not subject to tax	(29,957)	(994)	(3,024)	(535)
Movement of deferred tax assets not recognised	344	10	–	–
Under provision of current tax in prior financial period/year	17	174	17	47
Under provision of deferred tax in prior financial period/year	33	1	–	–
	614	1,304	17	47

The Group has estimated unutilised business losses of RM2,102,000 (30.9.2023: RM636,000) for carry forward to offset against future taxable profits. These amounts are subject to approval by the tax authorities.

Unutilised business losses for which no deferred tax asset was recognised expire as follows:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Expiring on 2033	636	636
Expiring on 2035	1,466	–
	2,102	636

Based on the current legislation, any unutilised business losses shall be carried forward for a maximum period of ten consecutive years of assessment immediately following that year of assessment.





## Notes to the Financial Statements (Cont'd)

### 25. TAXATION (CONT'D)

#### Unrecognised deferred tax assets

Deferred tax assets (stated at gross) have not been recognised in respect of the following items:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Property, plant and equipment	(260)	(350)
Provision	336	458
Unutilised business losses	2,102	636
	2,178	744

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or they have arisen in subsidiaries that have a recent history of losses.

### 26. DIVIDEND

	Group and Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
<u>In respect of financial year ended 30 September 2022</u>		
A final single-tier dividend for RM0.015 per ordinary share declare on 25 January 2023	–	1,766
<u>In respect of financial period ended 31 March 2025</u>		
A first and final single-tier dividend for RM0.018 per ordinary share declare on 23 January 2024	2,230	–
	2,230	1,766

The Board of Directors does not recommend any final dividend in respect of the current financial period.

## Notes to the Financial Statements (Cont'd)

### 27. (LOSS)/EARNINGS PER SHARE

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

The basic (loss)/earnings per share are calculated based on the consolidated profit or loss for the financial period/year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the financial period/year as follows:

	Group	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
(Loss)/Profit attributable to owners of the Company	(456,073)	886
Weighted average number of ordinary shares in issue (units'000)	134,694	117,703
Basic (loss)/earnings per ordinary shares (in sen)	(338.60)	0.75

#### (b) Diluted (loss)/earnings per share

For the purpose of calculating diluted (loss)/earnings per share amount is calculated by dividing profit or loss for the financial period/year attributable to owners of the Company by the weighted average number of ordinary shares that would be issued on the conversion of all dilutive potential ordinary shares as follows:

	Group	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
(Loss)/Profit attributable to owners of the Company	(456,073)	886
Weighted average number of ordinary shares in issue (units'000)	134,694	117,703
Effect of ICULS outstanding (units'000)	262,000	–
	396,694	117,703
Diluted (loss)/earnings per ordinary shares (in sen)	(114.97)	0.75

There is no dilutive effect on the ESOS Options outstanding as they are not likely to be exercised.



## Notes to the Financial Statements (Cont'd)

### 28. STAFF COSTS

	Group		Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Salaries and other emoluments	19,942	12,556	866	438
Defined contribution plans	2,245	1,369	83	34
Social security contributions	244	155	6	2
Share grant under ESS	12,487	–	12,487	–
ESOS	814	–	206	–
Other benefits	298	294	–	–
	36,030	14,374	13,648	474

### 29. CORPORATE GUARANTEE

	Company	
	31.3.2025 RM'000	30.9.2023 RM'000
Guarantee given to financial institutions for banking facilities granted to subsidiaries	13,196	9,296

Notes to the Financial Statements  
(Cont'd)**30. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**

The table below shows the detailed changes in the liabilities of the Group and of the Company arising from financing activities, including both cash and non-cash changes:

	At 1.10.2023 RM'000	New lease RM'000	Financing cash flows (i) RM'000	Other changes (ii) RM'000	At 31.3.2025 RM'000
<b>Group</b>					
Lease liabilities	785	344	(577)	(22)	530
Term loans	4,589	–	(570)	–	4,019
Bankers' acceptances	2,546	–	(525)	–	2,021
Letter of credit	–	–	1,122	–	1,122
	7,920	344	(550)	(22)	7,692

<b>Company</b>					
Amount due to subsidiaries	16,138	–	(16,138)	–	–

	At 1.10.2022 RM'000	New lease RM'000	Financing cash flows (i) RM'000	Other changes (ii) RM'000	At 30.9.2023 RM'000
<b>Group</b>					
Lease liabilities	942	294	(450)	(1)	785
Term loans	3,858	–	730	1	4,589
Bankers' acceptances	4,612	–	(2,066)	–	2,546
	9,412	294	(1,786)	–	7,920

<b>Company</b>					
Amount due to subsidiaries	13,232	–	5,136	(2,230)	16,138

- (i) The cash flows from borrowings make up the net amount of proceeds from or repayments of borrowings in the statement of cash flows.
- (ii) Other changes include remeasurement of lease contracts, early termination of lease contracts, interest payable and dividend received from the subsidiaries.



## Notes to the Financial Statements (Cont'd)

### 31. RELATED PARTY DISCLOSURES

#### (a) Identifying related parties

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

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly. The key management personnel comprise the Directors and management personnel of the Group and of the Company, having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company directly or indirectly.

#### (b) Significant related party transactions

Related party transactions have been entered into in the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transactions of the Company are as follows:

	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
<b>Group</b>		
<b>Transactions with a substantial shareholder and parties related to the substantial shareholder</b>		
Waiver of debts	108,903	–
Borrowing costs	1,086	1,316
<b>Company</b>		
<b>Transactions with subsidiaries</b>		
Dividend income	12,600	2,230
Management fee income	1,296	864
Equity contribution in respect of ESOS granted	608	–



## Notes to the Financial Statements (Cont'd)

### 31. RELATED PARTY DISCLOSURES (CONT'D)

#### (c) Compensation of key management personnel

The compensation of Directors and other key management personnel are as follows:

	Group		Company	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
<b>Executive Directors</b>				
Salaries and other emoluments	2,589	1,357	9	6
Defined contribution plans	217	124	–	–
Social security contributions	10	6	–	–
Fee	207	138	108	72
Share grant under ESS	12,487	–	12,487	–
ESOS	175	–	175	–
	15,685	1,625	12,779	78
<b>Non-executive Directors</b>				
Other emoluments	400	306	400	244
Fee	268	228	191	174
ESOS	152	–	152	–
	820	534	743	418
	16,505	2,159	13,522	496
<b>Other key management personnel</b>				
Salaries and other emoluments	3,095	1,909	498	360
Defined contribution plans	357	215	46	34
Social security contributions	19	11	2	2
Fee	66	48	–	–
ESOS	253	–	31	–
	3,790	2,183	577	396



## Notes to the Financial Statements (Cont'd)

### 32. SEGMENT INFORMATION

Segmental information is prepared on the basis of the “management approach”, which requires presentation of the segments on the basis of internal reports about the components of the entity.

For management purposes, the Group is organised into business units based on their products and services, and has three reportable operating segments as follows:

- |       |                           |  |
|-------|---------------------------|--|
| (i)   | Manufacturing and trading | Ink manufacturers, masterbatch manufacturers, trading of automotive refinish products and prepress related products, sales and distribution of electrical discharge machining tools, manufactures, importers, exporters and dealers of electrical and electronic component and wiring accessories, manufacturing and fabrication of metal and graphic parts, trading in machinery and equipment, providing, technical consulting services, management consulting services, export and import includes wholesales distribution rights and commission agent services, rental services related to construction and civil engineering works. |
| (ii)  | Investment holding        | Investment holding of the investments in subsidiaries.   |
| (iii) | Energy                    | Investment and development of power plant project in Vietnam.  |

For each of the operating segments, the Group Managing Director as the Chief Operation Officer reviews the internal management reports on a monthly basis and conducts performance dialogues with the divisions on a regular basis. The Group assesses the performance of the operating segments based on measure of revenue and profit before tax.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, liabilities, income and expenses.

Transfer prices between business segments are on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, expenses and results include transfer between business segments. These transfers are eliminated on consolidation.

## Notes to the Financial Statements (Cont'd)

### 32. SEGMENT INFORMATION (CONT'D)

	Manufacturing and trading RM'000	Investment holding RM'000	Energy RM'000	Adjustments and eliminations RM'000	Note	Consolidated RM'000
<b>Group</b>						
<b>31.3.2025</b>						
Revenue						
External customers	128,379	–	–	–		128,379
Inter-segment sales	–	13,896	–	(13,896)	<b>A</b>	–
<b>Total revenue</b>	<b>128,379</b>	<b>13,896</b>	<b>–</b>	<b>(13,896)</b>		<b>128,379</b>
<b>Results:</b>						
Interest expenses	(1,554)	–	–	282		(1,272)
Interest income	573	–	1	(282)		292
Depreciation	(2,579)	(4)	(1)	30		(2,554)
Other material non-cash items	(299)	(12,844)	(143,556)	(294,269)	<b>B</b>	(450,968)
Segment (loss)/profit	(498,956)	(464,101)	(143,658)	652,236	<b>C</b>	(454,479)
Additions to property, plant and equipment	1,538	18	–	(9)		1,547
Segment assets	260,087	45,586	78,603	(100,879)	<b>D</b>	283,397
Segment liabilities	(608,373)	(1,650)	(54,531)	429,678	<b>E</b>	(234,876)

## Notes to the Financial Statements (Cont'd)

### 32. SEGMENT INFORMATION (CONT'D)

	Manufacturing and trading RM'000	Investment holding RM'000	Energy RM'000	Adjustments and eliminations RM'000	Note	Consolidated RM'000
<b>Group (Cont'd)</b>						
<b>30.9.2023</b>						
Revenue						
External customers	81,496	–	–	–		81,496
Inter-segment sales	–	3,094	–	(3,094)	<b>A</b>	–
<b>Total revenue</b>	<b>81,496</b>	<b>3,094</b>	<b>–</b>	<b>(3,094)</b>		<b>81,496</b>
<b>Results:</b>						
Interest expenses	(948)	–	–	267		(681)
Interest income	291	–	2	(265)		28
Depreciation	(1,602)	–	(4)	35		(1,571)
Other material non-cash items	2,068	–	(445)	–	<b>B</b>	1,623
Segment (loss)/profit	3,050	–	(657)	450	<b>C</b>	2,843
<b>Addition to property, plant and equipment</b>	<b>3,037</b>	<b>–</b>	<b>–</b>	<b>–</b>		<b>3,037</b>
<b>Segment assets</b>	<b>610,305</b>	<b>152,408</b>	<b>228,699</b>	<b>(418,492)</b>	<b>D</b>	<b>572,920</b>
<b>Segment liabilities</b>	<b>(445,612)</b>	<b>(16,302)</b>	<b>(137,242)</b>	<b>167,149</b>	<b>E</b>	<b>(432,007)</b>

## Notes to the Financial Statements (Cont'd)

### 32. SEGMENT INFORMATION (CONT'D)

**Notes** Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements.

**A** Inter-segment revenues are eliminated on consolidation.

**B** Other material non-cash income/(expenses) consist of the following items as presented in the respective notes to the financial statements:

	Group	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Discount on non-current financial assets	(477)	—
ESOS	(966)	—
Gain on early termination of lease contract	2	*
Gain on remeasurement of lease contract	—	*
Government grant income	493	—
Inventories written off	(14)	—
Impairment losses on power plant development cost project	(439,139)	—
Loss on disposal of other investment	—	(370)
Property, plant and equipment written off	(12)	(53)
Provision for obsolete inventories	(34)	—
Reversal of allowance for ECLs on trade receivables	56	—
Reversal of inventories written off	122	—
Unrealised (loss)/gain on foreign exchange	(1,936)	2,046
Unwinding of discount on non-current financial assets	60	—
Share grant under ESS	(12,487)	—
Impairment losses on prepayments for development project	(105,539)	—
Waiver of debts from other payables	108,903	—
	(450,968)	1,623

\* Amount below RM1,000





## Notes to the Financial Statements (Cont'd)

### 32. SEGMENT INFORMATION (CONT'D)

**Notes** Nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements. (Cont'd)

**C** The following items are added to/(deducted from) segment (loss)/profit to arrive at profit after tax reported in the consolidated statements of profit or loss and other comprehensive income.

	Group	
	1.10.2023 to 31.3.2025 RM'000	1.10.2022 to 30.9.2023 RM'000
Segment (loss)/profit	(454,479)	2,843
Interest expenses	(1,272)	(681)
Interest income	292	28
(Loss)/Profit before tax	(455,459)	2,190

**D** The following items are added to segment assets to arrive at total assets reported in the consolidated statement of financial position.

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Segment assets	283,397	572,920
Tax recoverable	1,301	913
Total assets	284,698	573,833

**E** The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position.

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Segment liabilities	234,876	432,007
Deferred tax liabilities	910	1,012
Total liabilities	235,786	433,019

## Notes to the Financial Statements (Cont'd)

### 32. SEGMENT INFORMATION (CONT'D)

#### Geographical segments

Segmental information is presented in respect of the Group's geographical segments based on the Group's management and internal reporting structure.

In presenting information on the basis of geographical segments, segment revenue is based on geographical location of customers. Segment assets are based on location of the assets.

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
<b>Non-current assets</b>		
Malaysia	20,060	302,402
Vietnam	–	35,104
	20,060	337,506

All the revenue are derived from Malaysia.

#### Major customer

There was no single customer that contributed 10% or more of the Group's revenue for the financial period/ year ended 31 March 2025 and 30 September 2023.



## Notes to the Financial Statements (Cont'd)

### 33. FINANCIAL INSTRUMENTS

#### (a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost.

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	Group		Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
<b>At amortised cost</b>				
<b>Financial assets</b>				
Trade receivables	19,059	16,245	–	–
Other receivables	145,246	409	101	–
Amount due from subsidiaries	–	–	2,696	1,150
Fixed deposits with licensed banks	969	916	–	–
Cash and bank balances	79,965	87,199	67	129
	245,239	104,769	2,864	1,279
<b>At amortised cost</b>				
<b>Financial liabilities</b>				
Loan and borrowings	12,805	9,169	–	–
Trade payables	13,079	12,443	–	–
Other payables	207,595	409,365	1,650	164
Amount due to subsidiaries	–	–	–	16,138
	233,479	430,977	1,650	16,302

## Notes to the Financial Statements (Cont'd)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management objectives and policies

The Group's and the Company's financial risk management policy are to ensure that adequate financial resources are available for the development of the Group's and of the Company's operation whilst managing their credit, liquidity and market risks. The Group and the Company operate within clearly defined guidelines that are approved by the Board and the Group's and the Company's policy are not to engage in speculative transactions.

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 a financial loss to the Group and the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from trade and other receivables, fixed deposits with licensed banks, and cash and bank balances. The Company's exposure to credit risk arises principally from other receivables, amount due from subsidiaries, and cash and bank balances. There are no significant changes as compared to previous financial year.

The Group and the Company have adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposits with banks with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

The Company provides unsecured advances to subsidiaries. It also provides unsecured financial guarantees to banks for banking facilities granted to certain subsidiaries. The Company monitors on an ongoing basis the result of the subsidiaries and repayments made by the subsidiaries.

At each reporting date, the Group and the Company assess whether any of the receivables are credit impaired.

The gross carrying amounts of credit impaired receivables are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, receivables that are written off could still be subject to enforcement activities.

The carrying amounts of the financial assets recorded on the statements of financial position at the end of the financial period/year represent the Group's and the Company's maximum exposure to credit risk except for financial guarantees provided to banks for banking facilities.

There are no significant changes as compared to previous financial year.

As at the end of the financial period/year, the Group has 1 (30.9.2023: 1) major customers and accounted for approximately 19% (30.9.2023: 11%) of the trade receivables outstanding respectively.

## Notes to the Financial Statements (Cont'd)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management objectives and policies (Cont'd)

##### (ii) Liquidity risk

Liquidity risk refers to the risk that the Group and the Company will encounter difficulty in meeting its financial obligations as they fall due. 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 funding requirement and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group and the Company finance their liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

	On demand or within 1 year RM'000	2 to 5 years RM'000	More than 5 years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
<b>Group</b>					
<b>31.3.2025</b>					
<u>Non-derivative</u>					
<u>financial liabilities</u>					
Lease liabilities	385	178	–	563	530
Loan and borrowings	10,130	1,938	1,581	13,649	12,805
Trade payables	13,079	–	–	13,079	13,079
Other payables	4,523	–	203,072	207,595	207,595
	28,117	2,116	204,653	234,886	234,009
<b>30.9.2023</b>					
<u>Non-derivative</u>					
<u>financial liabilities</u>					
Lease liabilities	388	468	–	856	785
Loan and borrowings	5,723	2,921	1,748	10,392	9,169
Trade payables	12,443	–	–	12,443	12,443
Other payables	3,006	–	406,359	409,365	409,365
	21,560	3,389	408,107	433,056	431,762



## Notes to the Financial Statements (Cont'd)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management objectives and policies (Cont'd)

##### (ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. (Cont'd)

	On demand or within 1 year RM'000	2 to 5 years RM'000	More than 5 years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
<b>Company</b>					
<b>31.3.2025</b>					
<u>Non-derivative</u> <u>financial liabilities</u>					
Other payables	308	–	1,342	1,650	1,650
Financial guarantee*	13,196	–	–	13,196	
<b>30.9.2023</b>					
<u>Non-derivative</u> <u>financial liabilities</u>					
Other payables	164	–	–	164	164
Amount due to subsidiaries	16,138	–	–	16,138	16,138
	16,302	–	–	16,302	16,302
Financial guarantee*	9,296	–	–	9,296	

\* Based on the maximum amount that could be called for under the financial guarantee.

##### (iii) Market risk

###### (a) Foreign currency risk

The Group is exposed to foreign currency risk on transactions that are denominated in currency other than the functional currency of the Group. The currencies give rise to this risk are primarily United States Dollar ("USD"), Euro ("EUR"), Singapore Dollar ("SGD"), Chinese Yuan ("CNY"), Swiss Franc ("CHF"), Japanese Yen ("JPY") and Vietnamese Dong ("VND"). Exposure to foreign currency risk is monitored on an ongoing basis to ensure that the exposure is at an acceptable level.

The Group has not entered into any derivative instruments for hedging or trading purposes as the net exposure to foreign currency risk is not significant. However, the exposure to foreign currency risk is monitored from time to time by management.



## Notes to the Financial Statements (Cont'd)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management objectives and policies (Cont'd)

##### (iii) Market risk (Cont'd)

##### (a) Foreign currency risk (Cont'd)

The carrying amounts of the Group's foreign currency denominated financial assets and liabilities at the end of the reporting period are as follows:

	Denominated in						
	USD RM'000	EUR RM'000	SGD RM'000	CNY RM'000	CHF RM'000	JPY RM'000	VND RM'000
<b>Group</b>							
<b>31.3.2025</b>							
<b>Financial assets</b>							
Trade receivables	1,455	–	60	–	–	–	–
Other receivables	144,143	–	–	–	–	–	–
Cash and bank balances	318	–	107	1	–	308	*
	145,916	–	167	1	–	308	*
<b>Financial liabilities</b>							
Trade payables	(6,576)	(432)	–	(693)	(35)	(553)	–
Other payables	(43)	–	–	–	–	–	–
	(6,619)	(432)	–	(693)	(35)	(553)	–
	139,297	(432)	167	(692)	(35)	(245)	*
<b>30.9.2023</b>							
<b>Financial assets</b>							
Trade receivables	213	11	52	–	–	–	–
Other receivables	–	11	–	160	–	–	–
Cash and bank balances	1,097	–	69	1	–	74	*
	1,310	22	121	161	–	74	*
<b>Financial liabilities</b>							
Trade payables	(5,173)	(1,386)	(4)	(515)	(91)	(389)	–
Other payables	(479)	–	–	–	–	(20)	–
	(5,652)	(1,386)	(4)	(515)	(91)	(409)	–
	(4,342)	(1,364)	117	(354)	(91)	(335)	*

\* Amount below RM1,000



## Notes to the Financial Statements (Cont'd)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management objectives and policies (Cont'd)

##### (iii) Market risk (Cont'd)

##### (a) Foreign currency risk (Cont'd)

##### The foreign currency sensitivity analysis

The following table demonstrates the sensitivity of the Group's (loss)/profit before tax to a reasonably possible change in the USD, EUR, SGD, CNY, CHF, JPY and VND against RM with all other variables held constant.

		Effect on (loss)/ profit before tax	
Change in currency rate		31.3.2025 RM'000	30.9.2023 RM'000
USD	Strengthened 1% (30.9.2023: 1%)	1,393	(43)
	Weakened 1% (30.9.2023: 1%)	(1,393)	43
EUR	Strengthened 1% (30.9.2023: 1%)	(4)	(14)
	Weakened 1% (30.9.2023: 1%)	4	14
SGD	Strengthened 1% (30.9.2023: 1%)	2	1
	Weakened 1% (30.9.2023: 1%)	(2)	(1)
CNY	Strengthened 1% (30.9.2023: 1%)	(7)	(4)
	Weakened 1% (30.9.2023: 1%)	7	4
CHF	Strengthened 1% (30.9.2023: 1%)	*	(1)
	Weakened 1% (30.9.2023: 1%)	*	1
JPY	Strengthened 1% (30.9.2023: 1%)	(2)	(3)
	Weakened 1% (30.9.2023: 1%)	2	3
VND	Strengthened 1% (30.9.2023: 1%)	*	*
	Weakened 1% (30.9.2023: 1%)	*	*

\* Amount below RM1,000

## Notes to the Financial Statements (Cont'd)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management objectives and policies (Cont'd)

##### (iii) Market risk (Cont'd)

##### (b) Interest rate risk

The Group's fixed deposits placed with licensed banks and borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The Group manages the interest rate risk of its deposits with licensed banks by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long-term deposits.

The Group manages its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group constantly monitors its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group does not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period are:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
<b>Fixed rate instruments</b>		
<u>Financial asset</u>		
Fixed deposits with licensed banks	969	916
<u>Financial liabilities</u>		
Lease liabilities	(530)	(785)
Term loans	(1,820)	(3,089)
Bankers' acceptances	(2,021)	(2,546)
Letter of credit	(1,122)	–
	(5,493)	(6,420)
Net financial liabilities	(4,524)	(5,504)
<b>Floating rate instruments</b>		
<u>Financial liabilities</u>		
Term loans	(2,199)	(1,500)
Bank overdrafts	(5,643)	(2,034)
Other payables	(4,306)	(29,797)
	(12,148)	(33,331)

## Notes to the Financial Statements (Cont'd)

### 33. FINANCIAL INSTRUMENTS (CONT'D)

#### (b) Financial risk management objectives and policies (Cont'd)

##### (iii) Market risk (Cont'd)

##### (b) Interest rate risk (Cont'd)

##### Interest rate risk sensitivity analysis

##### Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

##### Cash flow sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/decreased the Group's (loss)/profit before tax by RM121,000 and (30.9.2023: RM333,000), arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

#### (c) Fair value of financial instruments

The carrying amounts of short-term receivables, payables, cash and bank balances and short-term borrowings approximate their fair value due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.



## Notes to the Financial Statements (Cont'd)

### 34. CAPITAL MANAGEMENT

The Group's and the Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholder and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividend paid to shareholder, return capital to shareholder, issue new shares or sell assets to reduce debt.

The Group monitors capital using a gearing ratio. The Group's policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirement. The gearing ratio at end of the reporting period are as follows:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Loan and borrowings	12,805	9,169
Lease liabilities	530	785
	13,335	9,954
Less: Fixed deposits with licensed banks	(969)	(916)
Less: Cash and bank balances	(79,965)	(87,199)
Net cash	(67,599)	(78,161)
Total equity	48,912	140,814
Gearing ratio	N/A	N/A

N/A - the gearing ratio may not provide a meaningful indicator of the risk of borrowings.

There were no changes in the Group's approach to capital management during the financial period/year.



## Notes to the Financial Statements (Cont'd)

### 35. MATERIAL LITIGATION

#### **High Court of Malaya Writ of Summons and Statement of Claim No. WA-22NCVC-202- 04/2023: K.S. LEE ENERGY LLP ("KSLE") V TIGB**

On 28 April 2023, TIGB had been served with a Writ of Summons and Statement of Claim No. WA-22NCVC-202-04/2023 ("Suit 1") filed by K.S. LEE ENERGY LLP ("KLSE"), for the followings:

- (a) the sum of USD10,363,516 being the "Equity Success Fee" and "Debt Success Fee" ("Success Fee Claim") payable to KLSE under the Project Success Fee Agreement dated 28 January 2018; or
- (b) alternatively, the sum of USD8,839,948 being the professional fees which KLSE would have ordinarily entitled to earn and loss of business opportunity; or
- (c) alternatively, damages on quantum meruit basis based on Section 71 of the Contracts Act 1950 to be assessed.

On 15 June 2023, TIGB filed an Application to refer certain preliminary issues for the determination of the Court, the determination of which will result in a summary disposal of the Suit 1 without having to go to full trial. TIGB's Application was heard by the Judge on 15 and 21 September 2023.

On 4 October 2023, the High Court of Malaya issued judgment in favour of TIGB and ordered that the action commenced by KSLE be dismissed with costs. The Court also ordered KSLE to pay TIGB a total sum of RM60,000.00, comprising the followings:

- (a) RM30,000.00 costs for the action; and
- (b) RM30,000.00 costs for TIGB's Application.

On 30 November 2023, KSLE paid RM62,400 including Allocatur Fees of RM2,400 to TIGB's solicitors.

On 2 November 2023, KSLE lodged an Appeal to the Court of Appeal against the decision of the High Court made on 4 October 2023.

At the Case Management on 31 January 2024, the Registrar directed that KSLE refile its Records of Appeal to match the Court's prescribed formatting, and fixed the next Case Management on 11 March 2024 for KSLE to update the Court on the Record of Appeal.

On 21 March 2024, the Court of Appeal Registrar has given fresh directions as follows:

- (i) Written Submissions by 11 November 2024;
- (ii) Reply Submissions by 25 November 2024;
- (iii) Case Management on 27 November 2024 to update on status of submissions; and
- (iv) Physical hearing on 9 December 2024 at the Court of Appeal in Putrajaya.

The Appeal was heard by the Court of Appeal on 9 December 2024 with its decision reserved. The Court of Appeal has fixed the delivery of its decision on 12 March 2025.

On 12 March 2025, the Court of Appeal has dismissed KSLE's Appeal, and awarded TIGB RM20,000 in costs.



## Notes to the Financial Statements (Cont'd)

### 35. MATERIAL LITIGATION (CONT'D)

#### **High Court of Malaya Writ of Summons and Statement of Claim No. WA-22NCVC-470- 08/2023: PHU MY VINH CONSULTING INVESTMENT & TRADING SERVICE COMPANY LIMITED ("PMV") V TIGB**

On 29 August 2023, TIGB had been served with a Writ of Summons and Statement of Claim No. WA-22NCVC-470-08/2023 ("Suit 2") filed by PHU MY VINH CONSULTING INVESTMENT & TRADING SERVICE COMPANY LIMITED ("PMV"), for the followings:

- (a) the sum of USD7,657,150 being the alleged outstanding balance of the consulting fees payable to PMV under an Agreement dated 28 September 2015;
- (b) interest at the rate of 5% per annum on the sum of USD7,657,150 from the date of commencement of this action to the date of full settlement;
- (c) an order that the judgement sums in USD be converted to RM by applying the foreign currency exchange rate of Malayan Banking Berhad at the date of the execution/enforcement of this judgement, if required;
- (d) costs; and
- (e) other reliefs that his Honourable Court deems appropriate and fair.

On 23 October 2023, TIGB has filed the following Applications in the High Court:

- (a) an Application to Strike Out the endorsement on the Writ of Summons and the Statement of Claim, and for an Order to dismiss the action; and
- (b) an Application for security for costs of RM125,000 to be furnished by PMV to TIGB's solicitors.

Both Applications were initially fixed for hearing before the Judge on 24 January 2024.

However, PMV reduced its claim from USD7,657,150 to USD3,190,975 in Affidavit in Reply affirmed by Nguyen Hung Viet on 12 December 2023.

In respect of Application (b) the security for costs, PMV and the Company had agreed to a reduced security for costs of RM50,000 payable by PMV, on the basis of its reduced claim.

In respect of Application (a) the Striking Out Application, PMV had sought permission from the Court to file a further affidavit in reply. The Court allowed PMV's request to file a further affidavit in reply by 12 January 2024, and directed that TIGB file its affidavit in reply by 2 February 2024.

At the hearing on 24 January 2024, the outcome are as follows:

#### 1. Security for cost

A Consent Order was recorded before the Judge. In summary, under the terms of the Order, PMV must pay security of RM50,000 to the Company's solicitors within 7 days, failing which their action will be struck out without liberty to file afresh.

The amount was paid by PMV on 30 January 2024.

#### 2. Striking Out Application

- (i) Hearing was fixed on 23 May 2024; and
- (ii) Written Submissions to be filed by 1 April 2024, and Reply Submissions by 22 April 2024.

## Notes to the Financial Statements (Cont'd)

### 35. MATERIAL LITIGATION (CONT'D)

#### **High Court of Malaya Writ of Summons and Statement of Claim No. WA-22NCVC-470- 08/2023: PHU MY VINH CONSULTING INVESTMENT & TRADING SERVICE COMPANY LIMITED ("PMV") V TIGB (Cont'd)**

The hearing previously scheduled for 23 May 2024, was vacated by the court. A case management session was held via e-Review, during which the court rescheduled the hearing. The physical hearing was fixed for 30 August 2024 at the Kuala Lumpur High Court.

The hearing previously scheduled for 30 August 2024 was vacated by the court and the same date was fixed for case management via e-review before Court Registrar.

At the case management via e-review on 30 August 2024, the Striking Out Application has been fixed for physical hearing on 7 November 2024.

The Court has notified that the hearing of the Striking Out Application in the PMV case on 7 November 2024 has been vacated by the Court on its own initiative. The Court has fixed a case management by way of e-review on 28 October 2024.

At the case management by way of e-review on 28 October 2024, the outcome are as follows:

1. Striking Out Application
  - (i) Hearing is now fixed on 20 January 2025: and
  - (ii) Written submission and Scott Schedule to be filed by 6 January 2025.
2. The Court has given pre-trial directions to the parties.

Following the Court's suggestion at the case management on 20 January 2025, both parties will attend a Court-assisted mediation on 25 March 2025. If the mediation is unsuccessful, the hearing of the Striking Out Application will proceed on the same day.

The Court dismissed the Striking Out Application on 25 March 2025 and awarded RM10,000 in costs to PMV. The Trial has been fixed for 26 to 30 January 2026.

The Directors, as advised by TIGB's solicitors, are of the opinion that the Suit 2 will not have any impact to the Company as TIGB has paid all sum as agreed under the PMV Agreement and no amount is owing to PMV.

### 36. SUBSEQUENT EVENTS

On 11 April 2025, TISB, a wholly-owned subsidiary of the Company, entered into a Shareholders Agreement with Dongguan Yunying Industrial Investment Co., Ltd, Brandon Loo Woon Hinn and Wong Jing Zhan to establish a joint venture company, Toyo Yingke Sdn. Bhd. The joint venture will be involved in the trading of water-based inks with plans to expand into manufacturing in the future.



## Notes to the Financial Statements (Cont'd)

### 37. COMPARATIVE INFORMATION

The Group and the Company have changed their financial year end from 30 September to 31 March. Accordingly, the current financial statements are prepared for eighteen months from 1 October 2023 to 31 March 2025, while the previous financial statements were prepared for twelve months from 1 October 2022 to 30 September 2023. As a result, the comparative figures stated in the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows and the related notes are not comparable.

### 38. DATE OF AUTHORISATION FOR ISSUE

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 15 July 2025.



## ANALYSIS OF SHAREHOLDINGS

AS AT 30 JUNE 2025

Class of equity securities	:	Ordinary shares ("Shares")
Total number of issued Shares	:	165,900,962 Shares
Voting rights	:	One (1) vote for every Share held

### DISTRIBUTION SCHEDULE OF SHAREHOLDERS

Size of Holdings	No. of Holders	%	No. of Shares	% <sup>^</sup>
Less than 100	297	11.49	1,489	0.00
100 - 1,000	520	20.12	267,466	0.16
1,001 - 10,000	955	36.94	5,216,750	3.14
10,001 - 100,000	697	26.96	22,706,600	13.69
100,001 – less than 5% of issued Shares	113	4.37	72,696,392	43.82
5% and above of issued Shares	3	0.12	65,012,265	39.19
<b>TOTAL:</b>	<b>2,585</b>	<b>100.00</b>	<b>165,900,962</b>	<b>100.00</b>

### SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

(As per the Register of Substantial Shareholders)

No.	Name of Shareholders	Direct Interest	No. of Shares Held		%
			%	Indirect Interest	
1.	Eng Lian (L) Inc	42,728,525	25.76	–	–
2.	Eng Lian Enterprise Sdn. Bhd.	–	–	52,853,525	31.86 <sup>(a)</sup>
3.	Yvonne Po Leng Lam	150,000	0.09	52,853,525	31.86 <sup>(b)</sup>
4.	Ng Earn Chin	–	–	52,853,525	31.86 <sup>(b)</sup>
5.	Bukit Asa Sdn. Bhd.	10,125,000	6.10	–	–
6.	Pembinaan Maju Wangi Sdn. Bhd.	12,158,740	7.33	–	–
7.	Fong Siew Ching	–	–	12,344,240	7.44 <sup>(c)</sup>
8.	Lam Peng Kee	185,500	0.11	12,158,740	7.43 <sup>(d)</sup>
9.	Tham Kut Cheong	4,500,000	2.71	15,734,330	9.48 <sup>(e)</sup>

#### Notes:

- (a) Deemed interested by virtue of its interest in Eng Lian (L) Inc and Bukit Asa Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 ("Act").
- (b) Deemed interested by virtue of his/her interest in Eng Lian Enterprise Sdn. Bhd. pursuant to Section 8 of the Act.
- (c) Deemed interested by virtue of her interest in Pembinaan Maju Wangi Sdn. Bhd. pursuant to Section 8 of the Act and the shareholdings of her spouse, Lam Peng Kee in the Company.
- (d) Deemed interested by virtue of his interest in Pembinaan Maju Wangi Sdn. Bhd. pursuant to Section 8 of the Act.
- (e) Deemed interested by virtue of the shareholdings of his children, namely Tham Yik Ming, Tham Yik Seng and Tham Weng Seng in the Company.



## Analysis of Shareholdings (Cont'd)

### DIRECTORS' SHAREHOLDINGS

(As per the Register of Directors' Shareholdings)

No.	Name of Directors	Direct Interest	No. of Shares Held		%
			%	Indirect Interest	
1.	Tuan Haji Ir. Yusoff Bin Daud	280,864	0.17	—	—
2.	Chew Cheong Loong	5,700,000	3.44	1,380,000 <sup>(a)</sup>	0.83
3.	Tham Kut Cheong	4,500,000	2.71	15,734,330 <sup>(b)</sup>	9.48
4.	Chan Kee Eng	1,000	*—	—	—
5.	Low Mei Kheng	—	—	—	—
6.	Tan Poh Lee	—	—	—	—
7.	Tham Weng Seng	7,469,132	4.50	—	—

**Notes:-**

\* Negligible

(a) Deemed interested through the shareholdings of his spouse, Foo Fong Lee's interest in the Company.

(b) Deemed interested by virtue of the shareholdings of his children, namely Tham Yik Ming, Tham Yik Seng and Tham Weng Seng in the Company.

Name of Directors	No. of Options granted under Employees' Share Option Scheme (ESOS)
Tuan Haji Ir. Yusoff Bin Daud	1,000,000
Chew Cheong Loong	750,000
Tham Kut Cheong	750,000
Chan Kee Eng	150,000
Low Mei Kheng	100,000
Tan Poh Lee	50,000
Tham Weng Seng	—





## Analysis of Shareholdings (Cont'd)

### 30 LARGEST SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS

(Without aggregating securities from different securities accounts belonging to the same registered holder)

No.	Name	Holdings	%
1.	Eng Lian (L) Inc	42,728,525	25.76
2.	Pembinaan Maju Wangi Sdn.Bhd.	12,158,740	7.33
3.	Bukit Asa Sdn. Bhd.	10,125,000	6.10
4.	Tham Weng Seng	7,469,132	4.50
5.	Ng Tze Woei	7,229,843	4.36
6.	Chew Cheong Loong	5,700,000	3.44
7.	Tham Kut Cheong	4,500,000	2.71
8.	Tham Yin Ming	4,323,522	2.61
9.	CIMSEC Nominees (Tempatan) Sdn. Bhd. <i>CIMB For Calibre Wealth Management Sdn. Bhd. (PB)</i>	4,250,000	2.56
10.	Tham Yik Seng	3,941,676	2.38
11.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Yap Chiat Bine</i>	2,090,000	1.26
12.	Lee Chee Beng	2,000,000	1.21
13.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Chan Choong Kong</i>	1,500,000	0.90
14.	Foo Fong Lee	1,380,000	0.83
15.	Chu Chee Choon	1,354,200	0.82
16.	Ng Lu Siong @ Ng Soon Huat	1,055,555	0.64
17.	Wong Wai Ming	1,006,200	0.61
18.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Hiew Wai Kong (E-BPJ)</i>	1,000,000	0.60
19.	Sim Mui Khee	854,400	0.52
20.	Koh Kim Hoon	850,000	0.51
21.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Lee Lian Seng (6000082)</i>	750,000	0.45
22.	Chong Voon Sing	711,500	0.43
23.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Phang Ah Kheon (E-BPJ)</i>	670,000	0.40
24.	Wong Wai Sam	662,700	0.40
25.	Jait Bin Aziz @ Azis	600,000	0.36
26.	Tay Mong Kwee	600,000	0.36
27.	Yong Chau Chin	451,000	0.27
28.	Apex Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Lee Soon Yen</i>	433,500	0.26
29.	Ong Jian Chyang	408,100	0.25
30.	Pang Sai Chun	407,000	0.25



## LIST OF PROPERTIES

AS AT 31 MARCH 2025

Item	Property	Description/ Existing Use	Approximate Age of Building	Tenure	Land Area (Sq/ft)	Built-up Area (Sq/ft)	Net Book Value as at 31/3/2025	Date of Acquisition*/ Valuation**	
1	PT No. 3477, Mukim of Petaling, District of Petaling, State of Selangor.	Industrial building with a 3-storey office and single-storey factory annexe	20 years	99 years leasehold expiring on 10 January 2089	119,113	78,792	6,854,524	3 August 2023**	
2	GRN 369740, Lot No.111298, Mukim of Tebrau, District of Johor Bahru, State of Johor.	1½-storey terrace industrial building	29 years	Freehold	3,091	2,400	346,594	17 November 2021**	#
3	GRN 369744, Lot No.111299, Mukim of Tebrau, District of Johor Bahru, State of Johor.	1½-storey terrace industrial building	29 years	Freehold	3,091	2,400	374,667	17 November 2021**	#
4	Lot No. 212808 & 212809, Mukim of Hulu Kinta, District of Kinta, State of Perak.	Two (2) adjoining units of 1½-storey semi-detached industrial buildings	30 years	90 years leasehold expiring on 3 May 2084	4,500 and 4,500	2,910 and 2,910	469,583 and 469,583	16 March 2021**	#
5	Lot No. 2788 and 2789, Bandar Butterworth Seksyen 3, District of Perai Utara, State of Pulau Pinang.	Two (2) adjoining units of 1½-storey terrace industrial buildings	31 years	99 years leasehold expiring on 3 May 2069	2,250 and 2,250	2,850 and 2,850	587,365 and 587,365	15 December 2021**	
6	Lot PT 22 & PT 23, Mukim Dan Daerah Pelaling, No. 6 & 8, Jln TPP 1/1A, Taman Industrial Puchong, State of Selangor.	1½-storey freehold semi-detached light industrial building	22 years	Freehold	22,000	15,000	1,880,637	24 April 2002* 8 June 2022**	



## List of Properties (Cont'd)

Item	Property	Description/ Existing Use	Approximate Age of Building	Tenure	Land Area (Sq/ft)	Built-up Area (Sq/ft)	Net Book Value as at 31/3/2025	Date of Acquisition*/ Valuation**
7	GRN 169419, PT No. 6379, Lot 10146, District of Seberang Perai Utara, State of Pulau Pinang.	1½-storey semi-freehold semi-detached light industrial factory	5 years	Freehold	9,085	4,168	2,990,170	22 February 2019* 29 November 2021**
8	GRN 4187, Lot No. 218679, No. 36, Jalan Puncak, Taman Perindustrian Puncak, 81800 Ulu Tiram, Johor, State of Johor.	1 single-storey semi-detached factory with a 2-storey office	3 years	Freehold	10,517	8,082	1,957,736	11 August 2021* 3 July 2023**
					<b>Grand Total</b>		<b>16,518,224</b>	

# Classified as asset held for sale as at 31 March 2025

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**TOYO VENTURES HOLDINGS BERHAD**  
202001001322 (1357641-P)  
(Incorporated in Malaysia)

**PROXY FORM**

<b>CDS Account No.</b>
<b>No. of Shares held</b>

I/We\* \_\_\_\_\_ NRIC/Passport/Registration No.\* \_\_\_\_\_  
(Full name in block)

of \_\_\_\_\_  
(Address)

with email address \_\_\_\_\_ mobile phone no. \_\_\_\_\_

being a member/members\* of **TOYO VENTURES HOLDINGS BERHAD** ("the Company") hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.*	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

\*and/or failing him/her

Full Name (in Block)	NRIC/Passport No.*	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

or failing him/her\*, the Chairman of the Meeting as my/our\* proxy to vote for me/us\* on my/our\* behalf at the Fifth Annual General Meeting ("5<sup>th</sup> AGM") of the Company to be held at Eugenia Ballroom (Ground Floor), Palm Garden Golf Club, IOI Resort City, 62502 Putrajaya on Thursday, 11 September 2025 at 10:00 a.m. or at any adjournment thereof.

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. If no specific direction as to vote is given, the Proxy will vote or abstain from voting at his/her discretion.

No.	Ordinary Resolutions	For	Against
1.	To approve the payment of additional Directors' fees of RM305,129.03 for the period commencing from 1 October 2023 until the 5 <sup>th</sup> AGM.		
2.	To approve the payment of additional Directors' benefits of up to RM137,419.36 for the period commencing from 14 March 2024, being the day after the last AGM, until the 5 <sup>th</sup> AGM.		
3.	To approve the payment of Directors' fees and/or benefits of up to RM600,000.00 for the period commencing from the date immediately after the 5 <sup>th</sup> AGM until the next AGM of the Company.		
4.	To re-elect Ms. Chan Kee Eng as Director of the Company.		
5.	To re-elect Ms. Low Mei Kheng as Director of the Company.		
6.	To re-elect Mr. Tham Weng Seng as Director of the Company.		
7.	To re-appoint TGS TW PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.		
8.	To approve the authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.		

No.	Special Resolution	For	Against
1.	To approve the Proposed Amendments to the Constitution of the Company.		

\* delete whichever is not applicable

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of Member(s) / Common Seal



**Notes:**

- (a) A member of the Company who is entitled to attend, participate, speak and vote at the 5<sup>th</sup> AGM ("Meeting") shall be entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- (c) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (d) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (e) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the share registrar, Insurban Corporate Services Sdn. Bhd., situated at 149, Jalan Aminuddin Baki, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (f) For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 63 of the Company's Constitution to issue a General Meeting Record of Depositors as at 3 September 2025. Only members whose names appear in the General Meeting Record of Depositors as at 3 September 2025 shall be entitled to attend, participate, speak and vote at the Meeting.
- (g) All the resolutions set out in this Notice of Meeting will be put to vote by poll.

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AFFIX  
STAMP

The Share Registrar

**TOYO VENTURES HOLDINGS BERHAD**

c/o Insurban Corporate Services Sdn. Bhd.  
149, Jalan Aminuddin Baki,  
Taman Tun Dr. Ismail,  
60000 Kuala Lumpur,  
Wilayah Persekutuan

2nd Fold Here

Fold This Flap For Sealing





**Toyo Ventures Holdings Berhad**

Registration No. 202001001322 (1357641-P)

PT 3477, Jalan 6/1  
Kawasan Perusahaan Seri Kembangan  
43300 Seri Kembangan  
Selangor Darul Ehsan, Malaysia

**Tel** : 603-8942 3335

**Fax** : 603-8942 1161

**Email** : toyo\_ir@toyoventures.com.my

**[www.toyoventures.com.my](http://www.toyoventures.com.my)**