

CORPORATE GOVERNANCE

Contents

Our Corporate Information	66
Our Board	67
Our Key Management	76
Our Group Senior Management	77
Governance	87
Audit Committee Report	95
Nomination Committee Report	99
Remuneration Committee Report	104
Directors' Responsibility Statement	108
Additional Compliance Information	109

Our Corporate Information

BOARD OF DIRECTORS

Yong Teck Ming (Re-designated on 31 October 2023)
Group Chair

Anton Syazi Dato' Ahmad Sebi
Group Executive Deputy Chair

Lee Su Nie
Group Managing Director

Puan Sri Datin Masri Khaw Abdullah
(Resigned on 31 October 2023)
Non-Independent Non-Executive Director

Aryati Sasya Dato' Ahmad Sebi
Non-Independent Non-Executive Director

Dr. Rali Mohd Nor (Resigned on 1 March 2024)
Independent Non-Executive Director

Chim Wai Khuan (Appointed on 7 April 2023)
Independent Non-Executive Director

Datuk Hardew Kaur a/p Hazar Singh
(Appointed on 7 April 2023)
Independent Non-Executive Director

Chew Lee Fong (Appointed on 31 October 2023)
Non-Independent Non-Executive Director

Loo Pak Soon (Appointed on 22 March 2024)
Independent Non-Executive Director

GROUP ADVISOR

Dato' Ahmad Sebi Bakar (Appointed on 31 October 2023)

AUDIT COMMITTEE

Chim Wai Khuan
Chair

Loo Pak Soon
Member
(Appointed on 22 March 2024)

**Datuk Hardew Kaur a/p
Hazar Singh**
Member

RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

Loo Pak Soon
Chair
(Appointed on 22 March 2024)

Aryati Sasya Dato' Ahmad Sebi
Member

**Datuk Hardew Kaur a/p
Hazar Singh**
Member

NOMINATION COMMITTEE

Datuk Hardew Kaur a/p Hazar Singh
Chair

Chew Lee Fong
Member

Loo Pak Soon
Member
(Appointed on 22 March 2024)

REMUNERATION COMMITTEE

Datuk Hardew Kaur a/p Hazar Singh
Chair
(Re-designated on 22 March 2024)

Aryati Sasya Dato' Ahmad Sebi
Member

Loo Pak Soon
Member
(Appointed on 22 March 2024)

COMPANY SECRETARY

Lim Lee Chin (MAICSA 7045204)

REGISTERED OFFICE

Ground Floor, Synergy 9
9 Jalan Kajibumi U1/70
Temasya Glenmarie
40150 Shah Alam
Selangor
Tel : 03-5192 8822
Fax : 03-5192 8811
Email : investor_relations@asb.com.my

SHARE REGISTRAR

Sectrars Management Sdn Bhd
Lot 9-7 Menara Sentral Vista
No. 150 Jalan Sultan Abdul Samad
Brickfields
50470 Kuala Lumpur
Tel : 03-2276 6138 / 6139 / 6130
Fax : 03-2276 6131
Email : sectrarsmg@gmail.com

AUDITORS

**Baker Tilly Monteiro Heng PLT
Chartered Accountants**
Baker Tilly Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Tel : 03-2297 1000
Fax : 03-2282 9980

PRINCIPAL BANKER

CIMB Bank Berhad Hong Leong Bank Berhad Affin Bank Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad

WEBSITE

www.asb.com.my

Our Board

Yong Teck Ming

Group Chair (age 70)

Mr Yong Teck Ming was appointed to the Board as an Independent Non-Executive Director and as Chair of the Audit Committee on 9 July 2007 until 7 April 2023. From 7 April 2023 he was re-designated as a Non-Independent Non-Executive Director and as a member of the Audit Committee. He also served as Chair of the Risk Management Committee from 1 October 2007 until 1 August 2021. On 31 October 2023, he was appointed as the Group Chair and ceased to be a member of the Audit Committee.

He holds a Bachelor of Commerce Degree from the University of Auckland, New Zealand. He is a member of Chartered Accountants Australia, New Zealand and a member of the Chartered Governance Institute (previously known as Institute of Chartered Secretaries and Administrators, United Kingdom).

Teck Ming started his career in New Zealand in 1973 and worked in several accounting positions before returning to Malaysia in February 1979. From March 1979 to January 1995, he served in various positions in the Berjaya Group of Companies including as Group Executive Director from February 1988 until January 1995. He currently is also a director of several private limited companies.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad. He has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Anton Syazi Dato' Ahmad Sebi

Group Executive Deputy Chair (age 46)

Mr Anton Syazi Dato' Ahmad Sebi was appointed to the Board on 27 February 2017 and was subsequently redesignated as Executive Deputy Chair on 1 September 2017.

Anton graduated from the London School of Economics, University of London, with a Bachelor of Science in Economics. He has a Master of Arts in Finance and holds an Investment Management Certificate awarded by the UK Society of Investment Professionals.

Anton is also Group Executive Director of Captii Limited ("Captii"), a 58.3%-owned subsidiary of Advance Synergy Berhad and Chair of Captii Ventures Pte Ltd and Postpay Sdn Bhd, both Captii subsidiaries. He has been a member of the Captii Board since 22 June 2006 and was previously Group Chief Executive Officer of Captii from 10 August 2010 to 31 August 2017 and Group Deputy Chief Executive Officer from December 2005 to 9 August 2010.

Anton is Chair of Paydee Sdn Bhd and Qurex Sdn Bhd, the fintech subsidiaries of Advance Synergy Berhad, and sits on the board of various other subsidiaries within the Group including subsidiaries under the Group's property investment unit. He has also been a Non-Executive Director of SJ Securities Sdn Bhd since 20 September 2005 and a Director of SJ Capital Berhad, a non-listed public company since 2 March 2020.

Prior to joining Advance Synergy Berhad in June 2001, Anton was with the South East Asia Investment Banking Division of Credit Suisse First Boston.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad, except that his father, Dato' Ahmad Sebi, is the Advisor of the Group and substantial shareholder of Advance Synergy Berhad. Anton is a director of Bright Existence Sdn Bhd and Suasana Dinamik Sdn Bhd, substantial shareholders of Advance Synergy Berhad. His father, Dato' Ahmad Sebi, is also a substantial shareholder and director of Bright Existence Sdn Bhd and Suasana Dinamik Sdn Bhd. His sister, Sasya, is also a Non-Independent Non-Executive Director of Advance Synergy Berhad. Anton has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Lee Su Nie

Group Managing Director (age 63)

Ms Lee Su Nie is a Non-Independent Director and the Group Managing Director of Advance Synergy Berhad. She was appointed to the Board on 9 July 2007 and redesignated from Executive Director/Chief Executive Officer to Group Managing Director on 28 September 2012.

Su Nie holds a Bachelor of Commerce (Accounting) degree from the University of Birmingham, United Kingdom and a Master of Science (Business Administration) from the University of Bath, United Kingdom. She is also a Fellow Member of The Association of Chartered Certified Accountants, United Kingdom.

In 1985, she joined Kassim Chan Management Consultants Sdn Bhd, where she provided management consultancy services. She joined the Corporate Finance Department of Rakyat Merchant Bankers Berhad in 1989. In 1991, she left Rakyat Merchant Bankers Berhad to join Perdana Merchant Bankers Berhad. She subsequently left her position as First Vice President, Corporate Finance of the Bank to join Advance Synergy Berhad in 1995 as Assistant General Manager, Corporate Planning & Finance. She was subsequently appointed the Group General Manager, Operations of Advance Synergy Berhad prior to her appointment as Chief Executive Officer on 22 April 2004.

She is a Non-Independent Non-Executive Director of Captii Limited, an indirect subsidiary of Advance Synergy Berhad, which is listed on the Singapore Exchange Securities Trading Limited. Su Nie has been a member of the Captii Limited Board since 18 December 2003 and was the Non-Executive Chairman of Captii Limited from 22 June 2006 to 10 August 2010. She also sits on the board of other subsidiaries of Advance Synergy Berhad including Cherating Holiday Villa Berhad, a non-listed public company.

She does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has she any conflict of interest with Advance Synergy Berhad. She has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Aryati Sasya Dato' Ahmad Sebi

Non-Independent Non-Executive Director (age 49)

Ms Aryati Sasya Dato' Ahmad Sebi is a Non-Independent Non-Executive Director of Advance Synergy Berhad. She was appointed to the Board on 7 March 2013.

Sasya holds a Bachelor of Commerce from Deakin University, Australia, a Diploma in Economics from La Trobe University, Melbourne and a Master of Finance from RMIT University, Melbourne.

Her early career included working as a Research Analyst at SJ Securities Sdn Bhd, a well-established stockbroking company in Malaysia. Her time there allowed her to develop her analytical skills, which she later applied in her work in the retailing and mining industries. In 2002, Sasya transitioned into the retail industry and took on a consulting position with a local specialised men's retailer in Melbourne. As part of her role, she was responsible for the day-to-day management of the company and prepared sales and market forecasts for the board of directors. This experience gave her valuable insights into the operations of a retail business, honed her management skills, and provided her an appreciation for the importance of understanding customer behaviour and market trends.

Within the same period, Sasya was appointed as a Director of Tantalum Australia NL, now known as Prodigy Gold NL, a public listed company in Australia. During her time on the board, she gained considerable knowledge of the mining sector and expanded her financial analysis skills to include some technical analysis of the commodities sector. Her experience in this role has given her a deep understanding of the intricacies and challenges of the mining industry. She resigned from the board in 2006.

In addition to her experience in corporate management and the mining industry, Sasya has gained valuable experience in events management and brand consultancy through her own company, which she founded in 2013. As the founder and CEO of this company, she was responsible for conceptualising and executing various events and marketing campaigns, and honed her skills in project management, marketing, and brand strategy.

Throughout her 20-year career, Sasya has demonstrated a proven track record of effectively managing diverse teams, fostering a positive company culture, implementing successful brand engagement programmes and providing a unique perspective on business operations.

Aryati Sasya Dato' Ahmad Sebi (continued)

Presently, she sits on the board of various companies incorporated in Malaysia (including Cherating Holiday Villa Berhad, a non-listed public company and subsidiary of Advance Synergy Berhad) and overseas. She continues to remain active in the corporate industry and also participates in various cultural arts engagement projects in a consulting capacity.

Sasya is the Chief Executive Officer of Metroprime Corporation Sdn Bhd (an education subsidiary of Advance Synergy Berhad); a member of the Risk Management and Sustainability Committee and Remuneration Committee of Advance Synergy Berhad.

She does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has she any conflict of interest with Advance Synergy Berhad, except that her father, Dato' Ahmad Sebi, is the Advisor of the Group and substantial shareholder of Advance Synergy Berhad. Her brother, Anton, is the Group Executive Deputy Chair and also a director of Bright Existence Sdn Bhd and Suasana Dinamik Sdn Bhd, both companies are substantial shareholders of Advance Synergy Berhad. Her father, Dato' Ahmad Sebi, is also a substantial shareholder and director of Bright Existence Sdn Bhd and Suasana Dinamik Sdn Bhd. She has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Chim Wai Khuan

Independent Non-Executive Director (age 73)

Mr Chim Wai Khuan is an Independent Non-Executive Director of Advance Synergy Berhad. He was appointed to the Board on 7 April 2023.

Mr Chim is a member of the Malaysian Institute of Accountants. He has vast experience in the areas of accounting, audit, tax and corporate secretarial as well as consultancy matters, having served in various capacities both in the United Kingdom and in Malaysia since 1975. Currently, he practices as a Corporate and Management Consultant and also manages his own audit practice under the name of WKC & Co.

Mr Chim is the Chair of the Audit Committee. He was formerly an Independent Non-Executive Director and member of the Audit Committee of Advance Synergy Berhad from December 2001 to March 2013.

Mr Chim is also a non-independent non-executive director of United U-Li Corporation Berhad. He also sits on the board of several private limited companies.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad. He has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Datuk Hardev Kaur Hazar Singh

Independent Non-Executive Director (age 74)

Datuk Hardev Kaur Hazar Singh (Datuk Hardev) is an Independent Non-Executive Director of Advance Synergy Berhad. She was appointed to the Board on 7 April 2023.

Datuk Hardev holds a Bachelor of Arts in Economics (Hons) from the University of Malaya and a Masters in Public Administration (MPA) from Harvard University, USA (1998).

She has extensive experience in journalism and communications since 1974, having worked in Radio Television Malaysia (RTM), Malaysian Business, Business Times newspaper and the New Straits Times. She was the editor of Business Times from 1994 to 2004, and from 1991 to 1992 was also the News and Current Affairs Manager of Sistem Televisyen Malaysia Bhd (TV3). She was the Group Editor, New Straits Times from 2004 to 2007 before moving to the Securities Commission as Head of Corporate Affairs from 2007 to 2009 and as Special Officer in the Prime Minister's office from 2009 to 2016.

Datuk Hardev has received numerous awards and recognition for her work in journalism. She was the recipient of the Editor of the Year award from the Manila-based The Press Foundation of Asia in 1983. She was conferred the Ahli Mangku Negara (A.M.N.) by the Yang di Pertuan Agong, Duli Yang Maha Mulia Tuanku Salahuddin Abdul Aziz Shah Ibni Al-Marhum Sultan Hisamuddin Alam Shah Al-Haj and subsequently, the Panglima Jasa Negara (P.J.N.) by the Yang di Pertuan Agong Duli Yang Maha Mulia Tuanku Mizan Zainal Abidin Ibni Al-Marhum Sultan Mahmud Al-Muktafi Billah Shah in 2010.

In addition to her professional experience, Datuk Hardev continues to be a member of the privately funded Orphanage Foundation of Malaysia (YATIM) since 1993 and has served as a Committee member of the Malaysian Women Journalist Association (PERTAMA) and the National Press Club in the 1980s.

Datuk Hardev is the Chair of the Nomination Committee and from 22 March 2024, she was re-designated as the Chair of Remuneration Committee and a member of the Audit Committee and Risk Management and Sustainability Committee.

She does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has she any conflict of interest with Advance Synergy Berhad. She has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Loo Pak Soon

Independent Non-Executive Director (age 61)

Mr Loo Pak Soon is an Independent Non-Executive Director of Advance Synergy Berhad. He was appointed to the Board on 22 March 2024.

Mr Loo graduated with a Bachelor of Commerce (Hons) with major in Finance from the University of Windsor Canada in 1984. He started his career as a banker in 1984 and has 8 years of commercial and merchant banking experience working with various banks. In 1992, he joined NCK Corporation Berhad and was involved in the restructuring and listing exercise of NCK Corporation Berhad onto the Main Board of the Kuala Lumpur Stock Exchange (“KLSE”).

Mr Loo joined Powernet Industries Sdn Bhd as a Financial Controller in 1993. While there, he was also a Director of Ken Holdings Berhad from 1996 to 2006. At Powernet Industries Sdn Bhd, he successfully assisted in turning the company around from a loss-making concern and got it listed onto the Second Board of the KLSE as Kumpulan Powernet Berhad in 2002. He was the Executive Director and Special Assistant to the Chairman cum Managing Director from 2002 to 2015. From October 2015 to February 2016, he remained in Kumpulan Powernet Berhad to handover outstanding matters to the new owners and management team. He was principally involved in the financial operations and strategic planning of Kumpulan Powernet Berhad. With his vast experience in various industries, finance background and corporate experience, he joined MTS Fibromat (M) Sd Bhd as the Chief Operating Officer in 2016. In May 2019, Fibromat (M) Berhad, through a restructuring exercise, acquired MTS Fibromat (M) Sdn Bhd and was listed on the LEAP Market of Bursa Malaysia Securities Berhad. On 22 August 2019, he was appointed as an Executive Director of Fibromat (M) Berhad and on 31 March 2021, he was re-designated as Non-Executive Director and subsequently as Independent Non-Executive Director on 31 March 2024. Mr Loo is also a Non-Independent Non-Executive Director of Ken Holdings Berhad and Independent Non-Executive Director of Malpac Holdings Berhad.

Mr Loo is a member of the Audit Committee, Nomination Committee and Remuneration Committee. He is also the Chair of the Risk Management and Sustainability Committee of Advance Synergy Berhad.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad. He has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Chew Lee Fong

Non-Independent Non-Executive Director (age 63)

Ms Chew Lee Fong is a Non-Independent Non-Executive Director of Advance Synergy Berhad. She was appointed to the Board on 31 October 2023.

Lee Fong holds a Bachelor of Science in Marketing from Southern Illinois University at Carbondale, USA.

She joined Advance Synergy Berhad in 1991 as the Personal Assistant to the former Group Chair, Dato' Ahmad Sebi Bakar, and was promoted to Executive Assistant in 2000.

She also sits on the board of several subsidiaries of Advance Synergy Berhad.

Lee Fong is a member of the Nomination Committee of Advance Synergy Berhad.

She does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has she any conflict of interest with Advance Synergy Berhad. She has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Our Key Management

CORPORATE OFFICE

Dato' Ahmad Sebi Bakar
Group Advisor

Anton Syazi Dato' Ahmad Sebi
Group Executive Deputy Chair

Lee Su Nie
Group Managing Director

Sng Ngiap Koon
Chief Operating Officer – Asset Development

Yap Chee Kong
General Manager – Corporate Services

Aaron Wong Ching Ping
Senior Accounts Manager

Lim Lee Chin
Group Secretarial Manager

HEADS OF GROUP DIVISIONS

INFORMATION & COMMUNICATIONS TECHNOLOGY

• CAPTII LIMITED

Wong Tze Leng
Group Executive Chair

Anton Syazi Dato' Ahmad Sebi
Group Executive Director

TRAVEL & TOURS

• ORIENT ESCAPE TRAVEL SDN BHD

Cheah Ping Huey
Executive Director

• SYNERGY TOURS SDN BHD

Cheah Ping Huey
Chief Executive Officer

FINANCIAL SERVICES

• PAYDEE SDN BHD

Cheah Foo Choong
Executive Director & Chief Executive Officer

• PAYDEE NURA SDN BHD

Nicholas Ho Wei Kiat
Executive Director & Chief Executive Officer

• QUREX SDN BHD

Cheah Foo Choong
Executive Director

BUS-BODY FABRICATION

• AVIVA MASTER COACH TECHNOLOGY SDN BHD

Yap Chee Kong
Managing Director

PROPERTY DEVELOPMENT & INVESTMENT

PROPERTY DEVELOPMENT

• ADVANCE SYNERGY REALTY SDN BHD

Sng Ngiap Koon
Executive Director & Chief Operating Officer

PROPERTY INVESTMENT

• CHERATING HOLIDAY VILLA BERHAD

(Assets managed by Holiday Villa)

Sng Ngiap Koon
Director

• SHANGHAI HOLIDAY VILLA HOTEL CO. LTD.

(Assets managed by Holiday Villa)

Puan Sri Datin Masri Khaw Abdullah
Director

• 57-59 PHILBEACH GARDENS LIMITED

Anton Syazi Dato' Ahmad Sebi
Director

Angelo Grossi
General Manager

• YAP AH SHAK HOUSE SDN BHD

Anton Syazi Dato' Ahmad Sebi
Director

• OSTERIA GAMBERONI SDN BHD

Aryati Sasya Dato' Ahmad Sebi
Director

EDUCATION

• METROPRIME CORPORATION SDN BHD

Aryati Sasya Dato' Ahmad Sebi
Chief Executive Officer

• THE LANGUAGE HOUSE

Patricia Mary Jayasuriya @ Cecilia
Principal

Our Group Senior Management

Dato' Ahmad Sebi Bakar

Group Advisor (age 76)

Dato' Ahmad Sebi Bakar assumed the role of Group Advisor after he resigned as Non-Independent Non-Executive Director and Group Chair of Advance Synergy Berhad on 31 October 2023. He was appointed to the Board on 9 April 1991 and re-designated from Executive Chair to Group Executive Chair on 28 September 2012. On 1 September 2017, he was re-designated to Non-Executive Group Chair.

Dato' Ahmad Sebi holds a Bachelor of Arts (Hons) from the University of Malaya, Kuala Lumpur, a Diploma in Journalism from the Thomson Foundation, United Kingdom and a Master of Arts from Michigan State University, United States of America.

He was also the Non-Executive Chair of Unified Communications Holdings Limited (now known as Captii Limited), an indirect subsidiary of Advance Synergy Berhad which is listed on the Singapore Exchange Securities Trading Limited, from December 2003 to June 2006. Besides, he had held both the positions as Executive Chair and Managing Director of Kumpulan Powernet Berhad from 12 January 2002 to 28 August 2015.

He was conferred the Ahli Mangku Negara (A.M.N.) by the Yang Di-Pertuan Agong, DYMM Tuanku Haji Ahmad Shah Al-Mustain Billah Ibni Almarhum Sultan Abu Bakar in 1983, the Justice of Peace (J.P.) by DYMM Sultan Azlan Muhibbuddin Shah Ibni Almarhum Sultan Yusoff Izzuddin Shah Ghafarullah, Sultan of Perak, in 1986 and the Dato' Setia Diraja Kedah (D.S.D.K.) by DYMM Tuanku Alhaj Abdul Halim Mu'adzam Shah Ibni Almarhum Sultan Badlishah, Sultan of Kedah, in 1988.

He also sits on the board of various subsidiaries of Advance Synergy Berhad. He does not hold any directorship in public companies.

Dato' Ahmad Sebi is a substantial shareholder of Advance Synergy Berhad. He is also a substantial shareholder and a Director of Suasana Dinamik Sdn Bhd and Bright Existence Sdn Bhd, companies that are also substantial shareholders of Advance Synergy Berhad.

Except for his daughter, Sasya, who is a Non-Independent Non-Executive Director and his son, Anton, who is the Group Executive Deputy Chair, Dato' Ahmad Sebi does not have any family relationship with any other director or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad.

Dato' Ahmad Sebi has not been convicted for any offences within the past 5 years and no public sanction or penalty has been imposed by the relevant regulatory bodies during the financial year.

Wong Tze Leng (age 59)

• Group Executive Chair of Captii Limited

Mr Wong Tze Leng was appointed the Group Executive Chair of Captii Limited, a 58.3%-owned subsidiary of Advance Synergy Berhad which is listed on the Singapore Exchange Securities Trading Limited, on 10 August 2010. He previously served as Group Chief Executive Officer of Captii Limited, a position he held since 22 December 2002 until his appointment as Executive Chair.

Tze Leng has over 30 years' experience in the information technology industry, with specific expertise in the telecommunications sector. He started his career in 1988 as an Engineer in the Singapore Institute of Standards & Industrial Research's design and development centre. He gained specialised expertise in computer telephony technology when he joined Federal Computer Services Pte Ltd in 1990 as a Software Engineer and later progressed to the position of Software Manager.

In 1993, he joined Dialogic as an Applications Engineer and was later promoted to the position of Business Development Director for the Asia Pacific region. During his career with Dialogic, he established a close rapport and working relationship with numerous IT companies and telcos in the Asia Pacific region. In 1998, he left Dialogic and founded the Captii Limited Group.

Tze Leng graduated from Monash University, Victoria, Australia, with a Bachelor's degree in Computer Science in 1985 and subsequently obtained a Bachelor's degree in Electrical and Electronic Engineering in 1987 from the same university.

Tze Leng also sits on the board of various private limited companies including subsidiaries of Advance Synergy Berhad. He does not hold any directorship in other public companies.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad, save for his substantial shareholding in Captii Limited. He has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Sng Ngiap Koon (age 76)

- Chief Operating Officer - Asset Development of Advance Synergy Berhad
 - Executive Director/Chief Operating Officer of Advance Synergy Realty Sdn Bhd
-

Mr Sng Ngiap Koon was appointed the Executive Director/Chief Operating Officer of Advance Synergy Realty Sdn Bhd on 14 July 2007 and the Chief Operating Officer – Asset Development of Advance Synergy Berhad on 28 September 2012.

Ngiap Koon is an Associate Member of the Institute of Chartered Accountants in England and Wales.

Prior to 1984, he was working in London, England. Between 1984 to 1985, he was the Group Accountant of Innovest Berhad. He joined Advance Synergy Berhad in 1986 as the Group Accountant. In 1987, he was appointed the Group Financial Controller of Advance Synergy Berhad. Prior to his appointment as the Executive Director of Advance Synergy Berhad in 2003 till 2006, he held the positions of Senior Group General Manager and Company Secretary. He was also a Director of Advance Synergy Berhad from 1988 to early 1991.

Ngiap Koon currently sits on the board of various subsidiaries of Advance Synergy Berhad including Cherating Holiday Villa Berhad, a non-listed public company.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad. He has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Yap Chee Kong (age 56)

- *General Manager – Corporate Services of Advance Synergy Berhad*
 - *Financial Controller of Advance Synergy Capital Sdn Bhd*
 - *Managing Director of Aviva Master Coach Technology Sdn Bhd*
-

Mr Yap Chee Kong was appointed as a Financial Controller of Advance Synergy Capital Sdn Bhd in October 2001 and General Manager – Corporate Services of Advance Synergy Berhad on 28 September 2012. He was appointed as the Managing Director of Aviva Master Coach Technology Sdn Bhd on 27 March 2017.

He is a qualified accountant by training and prior to joining Advance Synergy Capital Sdn Bhd, he was an audit manager with PricewaterhouseCoopers. During his time with PricewaterhouseCoopers, he gained extensive experience in auditing where he held a portfolio of public listed companies involved in diverse range of industries, which included financial institutions and stock broking companies. He also has experience in financial advisory work and was actively involved in due diligence review, technical research, training and recruitment. He was also involved in special audit and special business approval certification of stock broking companies.

He also sits on the board of various subsidiaries and an associate company of Advance Synergy Berhad. He does not hold any directorship in public companies.

Chee Kong is a member of the Malaysian Institute of Accountants and a fellow member of the Association of Chartered Certified Accountants, England.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad. He has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Cheah Ping Huey (age 52)

- Executive Director of Orient Escape Travel Sdn Bhd
- Chief Executive Officer of Synergy Tours Sdn Bhd

Ms Cheah Ping Huey (Agnes) joined the Travel and Tours Division of Advance Synergy Berhad in 2004 and was appointed the Executive Director of Orient Escape Travel Sdn Bhd on 12 April 2007. Since joining the Group, she has held several positions in the Group including the current positions.

With over 20 years' working experience, Agnes has served at management level in various international hotels including Guoman Hotels Group and Nikko Hotel.

Upon graduating from Stamford College with a Diploma in Business Administration in early 90's, she began her career as a Banquet Sales Secretary in Istana Hotel. She accumulated her experience in sales as a Sales Executive and worked her way up the corporate ladder while studying Hotel Management Diploma Course. She was awarded the Youngest Director of Sales, Corporate Division by Nikko Hotel in 2000 and Most Outstanding Sales Achievement in 2001. Her other accomplishments include spearheading the hotels pre-opening Sales & Marketing Team of Guoman Hotels Group in Port Dickson and Hanoi.

In 2002, Agnes took on a new challenge and joined the travel industry. She was appointed as General Manager in a Japanese-owned travel agency, Intersect Travel and Tour Sdn Bhd. Her acute insight and quick execution was quickly noted and in 2004, she was appointed the General Manager of Orient Escape Travel Sdn Bhd, a subsidiary of Advance Synergy Berhad and has since grown the company into one of the leading travel agency in Malaysia. In 2007, she was promoted to her current position as the Executive Director of Orient Escape Travel Sdn Bhd. Agnes was appointed the Chief Executive Officer of Synergy Tours Sdn Bhd on 1 January 2016.

Agnes does not hold any directorship in public companies.

She does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has she any conflict of interest with Advance Synergy Berhad. She has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Cheah Foo Choong (age 50)

- Executive Director and Chief Executive Officer of Paydee Sdn Bhd
- Executive Director of Qurex Sdn Bhd

Mr Cheah Foo Choong (Darren) joined Qurex Sdn Bhd (“Qurex”) in August 2018 as General Manager of Business Development, he was also serving as Head of Merchant Business for Paydee Sdn Bhd (“Paydee”) since August 2018. In August 2019, he was appointed as Executive Director of Qurex and in December 2019, as Director of Paydee. Subsequently he was re-designated as Executive Director of Paydee in October 2020 and then as Executive Director and Chief Executive Officer of Paydee in December 2020.

Darren started his career in 1996 in the advertising and promotions department of The Store and progressed to the position of Assistant Manager of their loyalty rewards programme. In 2004, he joined Unrealmind Interactive Berhad, a pioneer in the premium SMS business in Malaysia as Manager in the Advertising & Promotions department where he led and managed the advertising and promotion activities of the company’s core products. In 2006, Darren was with R&D Media Malaysia Sdn Bhd, a Dutch premium SMS business as their Regional Manager-Marketing and Content. He then progressed to the position of General Manager in 2008, reporting to the Group CEO based in Amsterdam before joining the Captii Limited Group in June 2010 as General Manager for Mobilization Sdn Bhd (now known as Postpay Sdn Bhd) and was responsible for the overall business operations.

On 1 June 2017, Darren was appointed as the General Manager of Service Management under Unified Communications Sdn Bhd (“UC”) and was promoted to the position of Deputy Head of Business Development, and subsequently redesignated as Head of Business Development of UC and also the Country Head as well as Chief Executive Officer for UC Pakistan.

Darren holds a Masters in Business Administration (MBA) degree from Nottingham Trent University.

Darren does not hold any directorship in public companies.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad. Darren has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Nicholas Ho Wei Kiat (age 35)

- Executive Director and Chief Executive Officer of Paydee Nura Sdn Bhd
- Senior Manager – Investments & Innovation of Paydee Sdn Bhd

Mr Nicholas Ho Wei Kiat joined the Financial Services Division of Advance Synergy Berhad in October 2021 and was appointed the Executive Director and Chief Executive Officer of Paydee Nura Sdn Bhd (“MyNura”) in February 2024. Within the Financial Services Division, his responsibility includes strategy planning and execution, corporate developments and strategic mergers and acquisition (“M&A”) activities for the Division. Since joining, he has also assisted in establishing MyNura’s consumer lending operations.

Nicholas has more than thirteen years of professional experience in strategy, M&A and corporate finance. Nicholas started his career in 2011 with KPMG Deal Advisory. At KPMG, he was a Manager that specialised in M&A and buy-side financial due diligence for various multinational clients on local and cross-border M&A deals, in the consumer market, manufacturing, automotive and insurance sectors.

In 2016, he was recruited by Photobook Worldwide Sdn Bhd (“Photobook”), a leading business-to-consumer technology personalisation company in South East Asia as the Head of Strategy and Investment. At Photobook, Nicholas was responsible for strategy planning and execution, and fundraising activities.

After leaving Photobook and prior to joining the Group, he had a brief stint with UEM Edgenta Berhad’s Group Strategy Office, supporting the organisation on its ESG strategy planning and its goal of being included in the FTSE4Good Bursa Malaysia Index.

Nicholas holds a Bachelor of Commerce (Accounting & Finance) degree from University of Queensland, Australia. He is also a Certified Practising Accountant with CPA Australia.

Nicholas does not hold any directorship in public companies.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad. Nicholas has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Puan Sri Datin Masri Khaw Abdullah (age 71)

• Director of Shanghai Holiday Villa Hotel Co. Ltd.

Puan Sri Datin Masri was one of the first Asians to complete the General Manager's Programme at the Holiday Inn University in Memphis, USA in 1976. In 1982, she completed a summer course on Hotel Development & Design at Cornell University, USA and had undergone hotel training in Singapore and Canada.

She was awarded the Best Marketing Person of the Year for Holiday Inn Hotels Asia Pacific in 1985. Puan Sri Datin Masri played a key role when Antara Holiday Villas Sdn Bhd garnered several awards namely, the Special Award for Quality Management in the Industry Excellence Award 1997 (organised by the Ministry of International Trade and Industry and received this prestigious award from the former Prime Minister Tun Dr. Mahathir Mohamad on 18 December 1997), the National HR Excellence Award 2004 and the Industry Excellence Award 2005 – Export Excellence (Services). Her experience in the hotel industry dates back to 1969 and she has since contributed significantly to the development of new hotels. She was the co-founder of Holiday Villa chain in 1987 with the opening of the 1st Holiday Villa Cherating.

She also sits on the board of several subsidiaries of Advance Synergy Berhad under the hospitality unit. She does not hold any directorship in public companies.

She does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has she any conflict of interest with Advance Synergy Berhad. She has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Angelo Grossi (age 41)

• General Manager of 57-59 Philbeach Gardens Limited (“PGL”)

Mr Angelo Grossi joined the Property Development and Investment Division on 5 December 2022 as the General Manager of The Marloes, aparthotel property owned by PGL, where he is tasked to manage full spectrum of the Marloes’s operation.

Angelo brings close to 2 decades of hotel operations and management experience, serving many roles from Hotel Management including Front Office Manager and Night Duty Manager, Guest Services Manager, Revenue Management to Director level. His experience spans across boutique hotels, short let service apartments to 5 stars hotels, in London and Italy and remotely support hotel operations in USA, UK and other European countries. Angelo started his career as Guest Relations and Duty Manager of Crowne Plaza London – The City in the Financial District in March 2006 and moved to the Ritz, London in March 2010 as Night Manager, responsible for the overall night operations of a 5-star hotel with four F&B outlets with 134 keys. In June 2012, Angelo returned to Crowne Plaza London – The City (IHG) as Front Office Manager a 203-bedroom hotel with five F&B outlets.

In June 2013, he joined Armani Hotel, Milano as a Director of Lifestyle. He managed 30 staff and 95 luxury hotel rooms with two F&B outlets reporting to the Regional General Manager in Dubai. He also spent a month as well in Armani Hotel Dubai (160 luxury rooms and 144 luxury apartments) as part of his development program. He left and launched his own company, AG Hotels on the Italian Riviera in Italy in June 2014 managing two hotel properties of 80 rooms each. In June 2020, with his company, AG Business Services Management, he worked as Property Manager during Covid-19 pandemic and remotely partnered with UK, Europe & USA businesses, overseeing contracted services for various companies in property management and digital marketing. In July 2022, he joined the Emotion Hotel Group as a Booking & Revenue Manager and managed 20 staff, 4 properties in the Italian Riviera overseeing reservations, sales, customer service and maintenance operations and management.

Angelo holds a Bachelor of Arts – BA, Tourism and Hospitality from London South Bank University in 2010. He also received a Hotel Revenue Management certificate from Cornell University, New York USA in 2020.

Angelo does not hold any directorship in public companies.

He does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has he any conflict of interest with Advance Synergy Berhad. Angelo has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Patricia Mary Jayasuriya @ Cecilia (age 67)

• *Principal of The Language House*

Ms Patricia Mary Jayasuriya is the Principal of The Language House (“TLH”), the education unit of Advance Synergy Berhad.

Patricia brings almost four decades of experience in education both in Malaysia and Hong Kong to TLH.

A psychology graduate of the University of Manchester, Patricia went on to take a postgraduate qualification in business administration from Cranfield University. She has both professional and academic qualifications in Teaching of English as a Second Language and has successfully completed the American Hotel and Lodging Institute’s Certified Hospitality Educator programme.

Patricia takes a hands-on approach in management and is passionate about maintaining quality in education especially in teaching standards and curricular.

Patricia does not hold any directorship in public companies.

She does not have any family relationship with any director and/or major shareholder of Advance Synergy Berhad, nor has she any conflict of interest with Advance Synergy Berhad. She has no convictions for any offences within the past 5 years and no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Notes:

The key senior management are all Malaysian except Mr Angelo Grossi who is Italian. The profiles of the following key senior management who are also Directors of Advance Synergy Berhad are set out in the Directors’ Profile on pages 67 to 75 of this Annual Report:

1. Mr Anton Syazi Dato’ Ahmad Sebi

- *Group Executive Director of Captii Limited*
- *Chair of Paydee Sdn Bhd and Qurex Sdn Bhd*
- *Director of 57-59 Philbeach Gardens Limited and Yap Ah Shak House Sdn Bhd*

2. Ms Aryati Sasya Dato’ Ahmad Sebi

- *Chief Executive Officer of Metroprime Corporation Sdn Bhd*
- *Director of Osteria Gamberoni Sdn Bhd*

Governance

The Board has included **gender balance** as one of the main criteria for appointment of new directors to promote the representation of women in the composition of the Board. Currently, we have four (4) women directors representing 50% of the Board of eight (8) members.

COMMITTED TO THE HIGHEST STANDARDS

Responsibility for good governance lies with the Board. The Board is accountable to shareholders and is committed to the highest standards of corporate governance as set out in the Malaysian Code on Corporate Governance 2021 (“the Code”). This Corporate Governance Overview Statement describes how the Board has applied the main practices of good governance, as set out in the Code, during the year under review.

HOW WE GOVERN THE COMPANY

The Board leads the Group’s governance framework; it is responsible for setting the strategic targets for the Group, monitoring progress made, approving proposed actions and for ensuring that the appropriate internal controls are in place and that they are operating effectively.

The Board is assisted by four (4) principal committees (Audit, Nomination, Remuneration, and Risk Management and Sustainability), each of which is responsible for reviewing and dealing with matters within its own terms of reference (“TOR”). At scheduled Board meetings, the minutes of all committee meetings are circulated. All the non-executive directors are members of all principal committees. The Chair of the Board is not a member of the Audit Committee, Nomination Committee, Remuneration Committee or Risk Management and Sustainability Committee. Individual reports from each principal committee can be found on pages 95 to 107 of this Annual Report.

The roles and responsibilities of the Board and the Board Committees as well as the relationship with the management are clearly set out and with clear accountability.

BOARD COMPOSITION AND SUCCESSION

The Board is made up of eight (8) members, comprising the Group Chair, Group Executive Deputy Chair, Group Managing Director, two (2) Non-Independent Non-Executive Directors and three (3) Independent Non-Executive Directors. The age of our Board members ranges from 46 to 74 years. The current Directors bring a wide range of business and financial experience, skills and knowledge necessary for the effective stewardship of the Group. Profiles of the Directors are set out on pages 67 to 75 of this Annual Report.

Each of the Independent Non-Executive Directors is considered independent of management and free of any relationship that could materially interfere with the exercise of their independent judgement. The Board considers that each Independent Non-Executive Director brings their own senior level of experience, gained within their field.

Succession planning for the Board is an on-going process to ensure the Board's continued effective performance through leadership continuity. The Board assesses the competencies and composition of the Board taking into consideration the challenges faced by the businesses of the Group and also assesses the competencies of each existing director. Succession planning at executive management level is also being reviewed on an on-going process basis and at present is stable.

Diversity and gender balance

The Board recognises diversity in the boardroom as a critical element for efficient functioning of the Board and good governance practices. The Board also believes that diversity leads to the consideration of all facets of an issue and, consequently, better decisions and performance. Hence, the appointment of Board members and senior management not only takes into consideration the objective criteria and merit but also gives due regard for diversity in skills, experience, age, cultural background and gender.

The Board has included gender balance as one of the main criteria for appointment of new directors to promote the representation of women in the composition of the Board. Currently, we have four (4) women directors representing 50% of the Board of eight (8) members.

The remuneration for all Directors including Executive Directors is determined at levels so as to ensure that the Company attracts and retains the right calibre of Directors needed for the successful performance of the Group. The Remuneration Committee Report is set out on pages 104 to 107 of this Annual Report.

LEADERSHIP AND RESPONSIBILITIES

The Board is committed to ensure that it provides leadership to the business as a whole, having regards to the interests and views of its shareholders and other stakeholders. It is also responsible for setting the Group's strategy, value and standards.

LEADERSHIP AND RESPONSIBILITIES

(continued)

The Board has a formal schedule of matters reserved for its decision which includes:

- Strategy setting, implementation and supervisory
- Board membership
- Financial reporting and controls
- Corporate governance
- Contracts/acquisitions/disposals
- Dividend policy
- Capital structure
- Sustainability
- Risk management and internal controls

The Board together with Management take responsibility for the effective governance and management of sustainability initiatives and practices of the Group which may include setting the Group's sustainability strategies, priorities and targets. Material sustainability issues, considerations, risks and opportunities of the Group are set out in the Sustainability Statement on pages 22 to 52 of this Annual Report.

The Board also acknowledges its overall responsibility for maintaining a sound risk management and sustainability framework and internal control system to safeguard shareholders' investments and the Company's assets. The Board through the Risk Management and Sustainability Committee and Audit Committee will review the adequacy, integrity and effectiveness of the Group's risk management and sustainability framework and internal control system periodically. The Risk Management and Sustainability Committee and Audit Committee reports can be found on pages 53 to 64 and pages 95 to 98 respectively of this Annual Report.

The presence of three (3) Independent Non-Executive Directors making up at least one-third (1/3) of the total number of Directors fulfills a pivotal role in ensuring that there is balance of power and authority. Although all the Directors have an equal responsibility for the Group's operations, the role of these Independent Non-Executive Directors is particularly important in ensuring that the strategies proposed by the executive management are fully deliberated upon, and take into account the long term interests of the shareholders, employees, customers, suppliers and the communities in which the Group conducts its business. Together, their representations on the Board fairly reflect the investment of the minority shareholders of the Company and in addition carry sufficient weight for decision making.

INDEPENDENCE OF DIRECTORS

The Board, through the Nomination Committee, evaluates the independence of its independent directors annually in accordance with the criteria as prescribed by the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Independent Directors are required to affirm their commitment to bring independent and objective judgement upon their appointments and annually thereafter.

During the financial year ended 31 December 2023, the Board, through the Nomination Committee, has conducted such assessment on all the Independent Directors and each Independent Director has confirmed his/her independence to the Nomination Committee. Based on the said assessment, the Board is satisfied with the level of independence demonstrated by all the Independent Directors and their ability to act in the best interest of the Company during deliberation at meetings of the Board and Board Committees.

INDEPENDENCE OF DIRECTORS

(continued)

The Code stipulates that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to re-designation as a Non-Independent Director. In addition, pursuant to Bursa Malaysia Berhad's letters dated 19 January 2022 and 25 May 2022 on the tenure of an independent director, all long-serving Independent Directors of more than twelve (12) years must resign or be redesignated as Non-Independent Directors by 1 June 2023.

That notwithstanding, the Nomination Committee may assess and assist the Board in recommending, and providing justification for shareholders' consideration and approval through a two-tier voting process in the event the Board intends to retain an Independent Director after serving a cumulative nine-year term.

Subsequent to 31 December 2023, Dr. Rali Mohd Nor has on 1 March 2024 resigned as an Independent Non-Executive Director of the Company due to personal reasons and consequentially to relinquish his position as the Chair of the Remuneration Committee and Risk Management and Sustainability Committee, and a member of Audit Committee and Nomination Committee ("Dr. Rali's Resignation").

Following Dr. Rali's Resignation, the Nomination Committee had via a Nomination Committee Circular Resolution passed on 22 March 2024 recommended the following changes to the Board and Board Committees:

- (i) Mr Loo Pak Soon to be appointed as an Independent Non-Executive Director, the Chair of the Risk Management and Sustainability Committee and a member of the Audit Committee, Nomination Committee and Remuneration Committee; and
- (ii) Datuk Hardeew Kaur a/p Hazar Singh to be re-designated from a member of the Remuneration Committee to the Chair of the Remuneration Committee.

After having considered the mix of skills, experience, qualification and other qualities required to meet the Group's needs and based on the recommendation of the Nomination Committee, the Board has on 22 March 2024 unanimously resolved to effect the aforesaid changes to the Board and Board Committees on 22 March 2024.

Arising from the above changes, the new composition of the Audit Committee comprises three (3) members, all are Independent Non-Executive Directors which complied with Paragraph 15.09(1)(b) of the Listing Requirements of Bursa Securities (i.e. Audit Committee members must be non-executive directors, with a majority of independent directors) and Step-Up Practice 9.4 of the Code (i.e. Audit Committee should comprise solely independent directors).

SUFFICIENT PROVISIONS

The Company recognises that its Directors may be invited to become directors of other companies and the Directors are therefore at liberty to accept other Board appointments so long as such appointments are not in conflict with the business of the Group and do not adversely affect the Directors' performance as a member of the Board. In maintaining and monitoring the limitation on directorship as required by the Listing Requirements of Bursa Securities, the Directors upon appointment, and from time to time during their tenure, will notify the Company Secretary of their directorship in other companies for disclosure to the Board at Board meetings.

The Board is of the opinion that the provisions of the Companies Act 2016 ("Act") and Listing Requirements of Bursa Securities are sufficient to ensure adequate commitment given by the Directors to perform their duties without it being formally regulated.

To facilitate the Directors' time planning, a planned annual meetings calendar is prepared and circulated to them before the beginning of each year. It provides the scheduled dates for meetings of the Board and Board Committees as well as the AGM.

The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities and this is demonstrated by the attendance record of the Directors at the meetings of the Board and Board Committees for the financial year ended 31 December 2023 as set out below:

Name of Directors	Board	Audit Committee	Nomination Committee	Remuneration Committee	Risk Management and Sustainability Committee
Yong Teck Ming <i>(Re-designated as Non-Independent Non-Executive Director and as Group Chair on 7 April 2023 and 31 October 2023 respectively, and resigned as a member of the Audit Committee on 31 October 2023)</i>	5 / 5	4 / 4	-	-	-
Dato' Ahmad Sebi Bakar <i>(Resigned on 31 October 2023)</i>	4 / 4 & * 1 / 1	-	-	-	-
Anton Syazi Dato' Ahmad Sebi	5 / 5	-	-	-	* 1 / 1
Lee Su Nie	5 / 5	* 5 / 5	-	-	* 4 / 4
Aryati Sasya Dato' Ahmad Sebi	5 / 5	* 4 / 4	-	2 / 2	4 / 4
Chew Lee Fong <i>(Appointed on 31 October 2023)</i>	1 / 1	-	1 / 1	-	-
Puan Sri Datin Masri Khaw Abdullah <i>(Resigned on 31 October 2023)</i>	4 / 4	-	1 / 1	-	-
Dr. Rali Mohd Nor <i>(Resigned on 1 March 2024)</i>	5 / 5	5 / 5	2 / 2	2 / 2	4 / 4
Chim Wai Khuan <i>(Appointed on 7 April 2023)</i>	3 / 3	3 / 3	-	-	-
Datuk Hardew Kaur a/p Hazar Singh <i>(Appointed on 7 April 2023)</i>	3 / 3	3 / 3	1 / 1	1 / 1	3 / 3
Kam Kin Foong <i>(Resigned on 7 April 2023)</i>	2 / 2	2 / 2	1 / 1	1 / 1	1 / 1

* Attended the meeting(s) by invitation.

CONTINUAL TRAINING FOR DIRECTORS

The Board acknowledges the importance of continual education and training to enhance its competencies, to broaden its perspectives, skills and knowledge, and to keep abreast of the relevant changes in law, regulations and the business environment.

The Directors have been regularly updated on developments in corporate governance, relevant laws, regulations and business practices and attended relevant courses/seminar as a continuing effort to train and equip themselves to effectively discharge their duties. The Board also evaluates the training needs of its members on a continuous basis pursuant to the Listing Requirements of Bursa Securities and is updated on quarterly basis on the training programmes/courses/seminars attended by Directors.

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

For corporate reporting to our shareholders and stakeholders, our Board ensures that information are complete and accurate and are disseminated in a timely manner. The Company has established a dedicated section for investor on its website. This section provides information relating to corporate governance, annual reports, announcements to Bursa Securities and Board Charter. Contact details are provided on the Company's website to address queries from its shareholders and stakeholders.

The Board acknowledges the importance of establishing a direct line of communication with shareholders and investors through timely dissemination of information on the Group's performance and operations via distribution of annual reports and relevant circulars, and release of quarterly financial results, press releases and announcements.

The AGM is the principal forum for dialogue with shareholders. There is an open 'question and answer' session in which shareholders may pose questions regarding the resolutions being proposed at the meeting and also on matters relating to the Group's businesses and affairs.

The Board members are in attendance at general meetings to provide explanations to all shareholders' queries and shareholders are encouraged to participate in discussions and to give their views to the Directors. The Chair of the Audit, Nomination, Remuneration and Risk Management and Sustainability Committees are also in attendance to provide meaningful response to questions.

Service providers were engaged to provide secured facilities for our virtual 99th AGM in 2023, whereby shareholders participated in such meeting remotely, submitted their questions online and carried out the electronic voting using the remote participation and voting facilities. The forthcoming 100th AGM in 2024 will also be conducted in the same manner.

ACTIVITIES AND FOCUS OF THE BOARD DURING THE YEAR AND FOR THE COMING YEAR

During the financial year ended 31 December 2023, five (5) Board meetings were held where the Board deliberated upon and considered a variety of matters including the Group's corporate developments, financial results, investments, performance of various business units, short and long term plans of the Group, frameworks, policies and procedures to enhance good governance systems and business behaviour, and reports on risk management and internal audits of the Group. For Board meetings, the Directors received complete meeting materials within a reasonable period prior to the meeting. All proceedings from the Board meetings were minuted and signed by the Chair of the meeting.

The Board, through the Nomination Committee, also reviewed the training programmes/courses/seminars attended by the Directors to keep abreast with the current developments in laws, regulations, corporate governance and business practices to aid the Directors in discharging their duties; and the re-election of Directors as set out in the Nomination Committee Report on pages 99 to 103 of this Annual Report.

The Remuneration Committee met to review the annual fixed fee structure of members of the Board taking into consideration the increasing responsibilities and time commitment expected from the Directors and the remuneration packages of the Group Executive Deputy Chair, Group Managing Director and senior management of the Company

to ensure that the Executive Directors and senior management are fairly remunerated or rewarded for their contributions or individual roles and level of responsibilities and advised the Board accordingly.

During the financial year ended 31 December 2023, the Audit Committee met with the external auditors three (3) times without the presence of the Executive Directors to discuss the Directors' statement on risk management and internal control, audit plan, audit findings, auditing and accounting issues, fraud related matters, adequacy of management's response and/or other key matters arising from the statutory audit for the financial years ended 31 December 2022 and 2023, and the Company's consolidated audited financial statements.

The Risk Management and Sustainability Committee assisted the Board in assessing the risks including risks with economic, environmental and social ("EES") aspects, key risk areas and internal controls to ensure that the Group Risk Management and Sustainability Framework was sufficiently robust in addressing and mitigating various risks of the Group. This includes monitoring the impact of COVID-19 pandemic to the Group businesses and reviewing the risk registers to ensure the controls in place as stated in the risk registers are executed accordingly by the management. Besides, the Risk Management and Sustainability Committee also assisted the Board in the assessment of anti-bribery and anti-corruption risk as well as whistleblowing incidents to ensure adequate processes are in place for monitoring of such risk as part of the Group risk management and sustainability exercise.

ACTIVITIES AND FOCUS OF THE BOARD DURING THE YEAR AND FOR THE COMING YEAR (continued)

The Board has in November 2023 included but not limited to the following in the Board Charter which is also available on the Company's website:

1. The terms of reference of the Whistleblowing Committee which was established previously to review and investigate any misconduct and/or corruption arising from complaints received and make appropriate recommendations to the Board or take the necessary actions.
2. Additional responsibilities of the Board on sustainability matters to be in line with the Code.
3. The declarations, disclosures, notifications and measures to identify, resolve, eliminate, mitigate, manage and monitor the conflict of interest and/or potential conflict of

interest situation as described in the Group Conflict of Interest Policy & Procedures.

4. Code of conduct pursuant to the Code of Ethics For Director & Company Secretary published by the Suruhanjaya Syarikat Malaysia ("SSM") in 2023 which is accessible at the SSM's website.
5. Additional criteria in determining whether a Director is fit and proper in terms of conflict of interest.

For the coming year, the Board will continue with assessment, implementation and monitoring of strategies and plans that are in place for the turnaround and growth of the Group businesses. This includes on-going assessment of the business risks, adequacy and effectiveness of the governance, risk management and sustainability framework and internal control system as well as the material EES issues against the changing business environment, stakeholder opinions, and emerging global and local trends in order to keep abreast of critical issues.

This report is to be read together with the Corporate Governance Report 2023 of the Company which is available on the Company's website. The Corporate Governance Report 2023 provides the details on how the Company has applied each practice as set out in the Code during the financial year 2023.

Audit Committee Report

Key objectives are the provision of effective governance over the appropriateness of the Group's financial reporting, including the adequacy of related disclosures, the performance of both the internal and external audit functions, and the management of the Group's systems of internal control, business risks and related compliance activities.

COMPOSITION

For the financial year ended 31 December 2023, the Audit Committee comprises a Chair, and two (2) members as follows, all of whom are independent non-executive directors duly appointed by the Board following recommendations by the Nomination Committee after the annual Board performance evaluation:

Chim Wai Khuan

Chair

Dr. Rali Mohd Nor

Member

Datuk Hardew Kaur a/p Hazar Singh

Member

Subsequent to the financial year ended 31 December 2023, the composition of the Audit Committee is as follows with the appointment

of Mr Loo Pak Soon as an Independent Non-Executive Director on 22 March 2024 in place of Dr. Rali Mohd Nor who resigned on 1 March 2024:

Chim Wai Khuan

Chair

Datuk Hardew Kaur a/p Hazar Singh

Member

Loo Pak Soon

Member

(Appointed on 22 March 2024)

Each member of the Audit Committee brings an appropriate balance of senior level financial and commercial experience combined with a good understanding of the Group's business and is therefore considered by the Board to be competent. Members of the Audit Committee also undertake ongoing training as required.

OBJECTIVES

The Audit Committee's key objectives are the provision of effective governance over the appropriateness of the Group's financial reporting, including the adequacy of related disclosures, the performance of both the internal and external audit functions, and the management of the Group's systems of internal control, business risks and related compliance activities.

TERMS OF REFERENCE ("TOR") OF AUDIT COMMITTEE

The duties and functions of the Audit Committee are set out in its TOR under Schedule 1 of the Board Charter. The Board Charter is accessible via the Company's website at www.asb.com.my by referring to the 'Corporate Governance' section.

MEETINGS AND ATTENDANCE

The Audit Committee met five (5) times during the financial year under review and members' attendance at the meetings is set out in the table below:

Name of Directors	Attended
Chim Wai Khuan <i>Chair</i> <i>(Appointed on 7 April 2023)</i>	3 / 3
Dr. Rali Mohd Nor <i>Member</i>	5 / 5
Datuk Hardeew Kaur a/p Hazar Singh <i>Member</i> <i>(Appointed on 7 April 2023)</i>	3 / 3
Yong Teck Ming <i>Chair/Member</i> <i>(Re-designated as member on 7 April 2023 and subsequently resigned on 31 October 2023)</i>	4 / 4
Kam Kin Foong <i>Member</i> <i>(Resigned on 7 April 2023)</i>	2 / 2

SUMMARY OF ACTIVITIES

During the financial year ended 31 December 2023, the principal activities of the Audit Committee comprised:

(a) Financial Reporting

- (i) Reviewed the quarterly unaudited financial results and turnaround plan for non-performing subsidiaries prior to tabling of the same to the Board for approval.
- (ii) Reviewed the draft announcements on quarterly and yearly unaudited financial results of the Group prior to tabling the same to the Board for approval.
- (iii) Reviewed the annual audited financial statements for the financial year ended 31 December 2022 prior to submission to the Board for approval.
- (iv) Reviewed the applicability of the new accounting standards and new financial reporting regime issued by the Malaysian Accounting Standards Board.

(b) Internal Audit

- (i) Reviewed and approved the objectives, adequacy and coverage of the internal audit ("IA") activities of the IA Plan for 2023 after taking into consideration the risk based approach based on the Group businesses and activities. A total of twenty five (25) IA assignments were approved for the 2023 IA Plan.
- (ii) Reviewed on a quarterly basis the IA reports and follow-up audits presented by the Internal Auditors (outsourced).
- (iii) Reviewed the resource requirements of the IA function.

SUMMARY OF ACTIVITIES (continued)**(b) Internal Audit** (continued)

- (iv) Reviewed a subsidiary's compliance on Anti-Money Laundering and Counter Financing of Terrorism polices, process and procedures.
- (v) Reviewed the results arising from the Evaluation/Performance of the Internal Audit Functions for the financial year ended 31 December 2022.

(c) External Audit

- (i) Convened meetings with the external auditors on 24 February 2023, 29 March 2023 and 29 November 2023 without the presence of the management to review and deliberate on various matters including Directors' statement on risk management and internal control, audit planning memorandum and audit review memorandum. These audit memorandums included significant audit findings, auditing and accounting issues, fraud related matters, adequacy of management's response and/or other key matters arising from the statutory audit for the financial years ended 31 December 2022 and 2023.
- (ii) Reviewed the audit fees payable to the external auditors.
- (iii) Considered and recommended to the Board the re-appointment of external auditors.

- (iv) Reviewed the results arising from the Evaluation/Performance of the External Auditors for the financial year ended 31 December 2022.

(d) Related Party Transactions and Recurrent Related Party Transactions

Reviewed the Group's related party transactions and recurrent related party transactions as well as conflict of interest situations that may arise within the Company or the Group and to ensure that the transactions are conducted in the best interest of the Company, on fair and reasonable as well as on normal commercial terms and are not detrimental to the interest of the minority shareholders.

(e) Risk Management

Reviewed the matters arising from the Risk Management and Sustainability Committee meetings relating to the adequacy of the risk management policies and procedures implemented within the Company and the Group.

(f) Audit Committee Report

Reviewed the Audit Committee Report and recommended to the Board for inclusion in the Annual Report for the financial year ended 31 December 2023.

(g) Audit Committee Members' Self and Peer Evaluation

Reviewed the results arising from the Audit Committee Members' Self and Peer Evaluation/Performance for the financial year ended 31 December 2022.

INTERNAL AUDIT FUNCTION

The Audit Committee has adopted a top-down, risk-based approach in the implementation and monitoring of internal controls of the Group. This approach was achieved through critical in-depth review and deliberation of the reports and relevant issues presented during the Audit Committee meetings. This top-down, risk-based approach has enabled the Audit Committee to identify any major weaknesses in the risk management and internal controls of the Group and any major areas for improvement, and to make the necessary recommendations to address the issues.

The Audit Committee is assisted by the Internal Auditor (outsourced) to provide an independent appraisal and assurance to ensure the maintaining of a sound system of internal control to safeguard shareholders' investment. The Internal Auditor conducts regular systematic reviews of the system of controls in accordance with the IA Plan approved by the Audit Committee and

independently reports directly to the Audit Committee.

During the financial year ended 31 December 2023, the Internal Auditor carried out various operational, system and risk assessment reviews to review and appraise the adequacy and effectiveness of the risk management and internal control processes within the Group. Follow-up audits were also performed by the Internal Auditor to ensure that audit recommendations and corrective action plans were implemented accordingly. A total of eighteen (18) IA reports in relation to IA Plan for year 2023 were presented to the Audit Committee during the financial year ended 31 December 2023. The Internal Auditor also reviewed the related party transactions and recurrent related party transactions entered into by the Company and its subsidiaries to ensure that the transactions were carried out on an arm's length basis.

The costs incurred for the internal audit function of the Group in respect of the financial year ended 31 December 2023 was RM109,545.

Nomination Committee Report

The Nomination Committee considers candidates for directorship proposed by existing Board members, management or major shareholders, and when appropriate, utilises independent sources to identify suitable candidates.

COMPOSITION

For the financial year ended 31 December 2023, the Nomination Committee consists of three (3) Non-Executive Directors:

Datuk Hardew Kaur a/p Hazar Singh
Chair, Independent Non-Executive Director

Chew Lee Fong
Member, Non-Independent Non-Executive Director

Dr. Rali Mohd Nor
Member, Independent Non-Executive Director

Subsequent to the financial year ended 31 December 2023, the composition of the Nomination Committee is as follows with the appointment of Mr Loo Pak Soon on 22 March 2024 in place of Dr. Rali Mohd Nor who resigned on 1 March 2024:

Datuk Hardew Kaur a/p Hazar Singh
Chair, Independent Non-Executive Director

Chew Lee Fong
Member, Non-Independent Non-Executive Director

Loo Pak Soon
*Member, Independent Non-Executive Director
(Appointed on 22 March 2024)*

The details of the aforesaid changes are stated in the Governance Report on page 90 of this Annual Report.

The Nomination Committee's role is to review the structure, size and composition of the Board, considers succession planning, and makes recommendations to the Board for approval on suitably qualified candidates for new appointment and/or re-appointment/re-election of director(s) and/or senior management. Its key objective is to ensure that the Board comprises individuals with the necessary character, skills, experience, expertise, knowledge, professionalism, integrity, competencies, time commitment, and other qualities (including diversity in gender, age, cultural background and ethnicity and meeting the fit and proper criteria as set out in Schedule 7 of the Board Charter to ensure that the Board is effective in discharging its responsibilities. The Nomination Committee also assists to assess the independence of all the independent directors, and the contribution of each Director on an on-going basis.

COMPOSITION (continued)

The Chair of our Nomination Committee is an Independent Non-Executive Director. The Board believes that the Chair of the Nomination Committee is competent to chair the Nomination Committee by virtue of her vast experience and is capable to lead the Nomination Committee in ensuring that the Board composition meets the needs of the Company.

With the establishment of the Nomination Committee, a formal transparent procedure is in place for the appointment of new directors to the Board. The Nomination Committee is responsible for making recommendations on any nomination to the Board and to Committees of the Board. The Nomination Committee considers candidates for directorship proposed by existing Board members, management or major shareholders, and when appropriate, utilises independent sources to identify suitable candidates. This procedure involves identification of candidates for directorship, evaluation of suitability of candidates, deliberation by the Nomination Committee and recommendation to the Board.

DUTIES AND FUNCTIONS

The duties and functions of the Nomination Committee are set out in its TOR which is reviewed by the Nomination Committee to comply with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other applicable laws and regulations from time to time where appropriate, and the same be approved by the Board before uploading to the Company’s website under Schedule 1 of the Board Charter.

The Nomination Committee will assess annually, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual director.

The Board, through the Nomination Committee, reviews annually its required mix of skills, knowledge, experience, independent element and other qualities, including core competencies, which directors should bring to the Board.

The Nomination Committee will also review the term of office and performance of the Audit Committee and each of its members annually to ensure that the Audit Committee has carried out their duties in accordance with their TOR.

SUMMARY OF ACTIVITIES

During the financial year ended 31 December 2023, the Nomination Committee assisted the Board to carry out the following principal activities:

- (i) Reviewed the term of office and performance of the Audit Committee and each of its members to ensure that the Audit Committee carried out their duties in accordance with their TOR.

SUMMARY OF ACTIVITIES (continued)

- (ii) Reviewed the structure, size and composition of the Board to ensure that the Board comprises individuals with necessary skills, experience, expertise, knowledge, professionalism, integrity, competencies, time commitment, and other quality (including diversity in gender, age, cultural background and ethnicity).
- (iii) Recommended to the Board for approval, the suitable candidates for appointment as Director and member of Board Committees.
- (iv) Recommended to the Board for approval the re-designation of any Independent Non-Executive Director who had served the Company for a cumulative term of more than fifteen (15) years as Non-Independent Non-Executive Director.
- (v) Assessed the effectiveness of the Board, Board Committees, and individual directors including the directors standing for election and re-election and recommended to the Board for approval of the retiring directors to be re-elected as they met the criteria of character, experience, integrity, competency and time commitment that will enable them to discharge their respective role as director of the Company effectively.
- (vi) Reviewed the Nomination Committee Report and recommended to the Board for approval be included in the Company's 2022 Annual Report.
- (vii) Assessed the independence of independent directors taking into consideration their tenure as independent directors, the Bursa Securities' requirement applicable to an independent director after serving nine (9) years and twelve (12) years and the affirmation received from the independent directors on their independence.

The Nomination Committee also reviewed the following training programmes/courses/seminars attended by directors and concluded that all directors have attended programmes/courses/seminars to keep abreast with the current developments in laws, regulations, corporate governance and business practices to aid them in discharging their duties:

Directors	Date	Programmes/courses/seminars/ conferences attended	Organiser
Yong Teck Ming	13.04.2023	Webinar on "Future-Proofing Your Organisation"	IMD (International Institute for Management Development)
	06 - 07.11.2023	Online training on "Mandatory Accreditation Programme Part II : Leading for Impact"	Bursa Malaysia Berhad

SUMMARY OF ACTIVITIES (continued)

Directors	Date	Programmes/courses/seminars/ conferences attended	Organiser
Anton Syazi Dato' Ahmad Sebi	20.09.2023	Training on " Employment Act 1955 (Act 265) inclusive of Employment (Amendment) Act 2002 (Act A1615) – Sexual Harassment"	Malaysian Employers Federation
Lee Su Nie	14.03.2023	Webinar on "Baker Tilly Malaysia Tax & Budget"	Baker Tilly Monteiro Heng PLT
	08.06.2023	Webinar on "Unveiling the New Transfer Pricing Rules for 2023"	Crowe CPE Sdn Bhd
	13 - 14.09.2023	Online training on "Mandatory Accreditation Programme Part II : Leading for Impact"	Bursa Malaysia Berhad
	17.10.2023	Training on "Occupational First Aid Skill and Cardiopulmonary Resuscitation Course"	Safety and Fire Academy
Aryati Sasya Dato' Ahmad Sebi	August 2022 to February 2023	Online Course on "OpenLearning Ambassador Program"	OpenLearning
	22 - 23.08.2023	Online training on "Mandatory Accreditation Programme Part II : Leading for Impact"	Bursa Malaysia Berhad
Chew Lee Fong	17.10.2023	Training on "Occupational First Aid Skill and Cardiopulmonary Resuscitation Course"	Safety and Fire Academy
	07.12.2023	Webinar on "MFRS Updates 2023"	KPMG Malaysia
Dr. Rali Mohd Nor	13.03.2023	Seminar on "Bursa Malaysia Immersive Session : The Board Agender"	Bursa Malaysia Berhad
	13 - 14.09.2023	Online training on "Mandatory Accreditation Programme Part II : Leading for Impact"	Bursa Malaysia Berhad
	01.04.2022 - 29.09.2023	Course on "Doctor of Business Administration"	Asia e University

SUMMARY OF ACTIVITIES (continued)

Directors	Date	Programmes/courses/seminars/ conferences attended	Organiser
Chim Wai Khuan	12.09.2023	Online training on “Advocacy Sessions for Directors and CEOs of Main Market Listed Issuers”	Bursa Malaysia Berhad
	01.12.2023	Webinar on “Climate Change & Carbon Footprint – Getting the Right Financial Risk & Reporting Perspectives”	Institute of Corporate Directors Malaysia
	21 - 22.12.2023	Webinar on “Blended Learning Series : Applying MFRS 15 and MPERS S34 Construction Contracts and Property Development Activities”	Malaysian Institute of Accountants
Datuk Hardew Kaur a/p Hazar Singh	05 - 06.07.2023	Online Training on “Mandatory Accreditation Program”	Bursa Malaysia Berhad
	22.09.2023	PLC Transformation Programme Webinar on “Self-Healing Network : The Future of Autonomous Operations”	Bursa Malaysia Berhad

DIVERSITY

The Nomination Committee and the Board have sought to ensure that the best and suitable candidates are appointed to the Board and the appointments are based on objective criteria and merit, and with due regard for diversity in skills, experience, age, cultural background and gender for the benefits of the Group.

Further information regarding Board diversity can be found on page 88 and gender diversity in the Group as a whole on page 88.

LOOKING AHEAD

In the year ahead, the Nomination Committee will continue to assess the Board composition and how it may be enhanced.

Remuneration Committee Report

The policy framework for variable compensation is to recognise corporate performance and individual achievement of objectives through discretionary bonus.

COMPOSITION

For the financial year ended 31 December 2023, the Remuneration Committee consists of three (3) Non-Executive Directors:

Dr. Rali Mohd Nor

Chair, Independent Non-Executive Director

Aryati Sasya Dato' Ahmad Sebi

Member, Non-Independent Non-Executive Director

Datuk Hardeew Kaur a/p Hazar Singh

Member, Independent Non-Executive Director

Subsequent to the financial year ended 31 December 2023, the composition of the Remuneration Committee is as follows with the resignation of Dr. Rali Mohd Nor as the Chair of the Remuneration Committee on 1 March 2024, the appointment of Mr Loo Pak Soon as a member of the Remuneration Committee on 22 March 2024, and the re-designation of Datuk Hardeew Kaur a/p Hazar Singh from a member to the Chair of the Remuneration Committee on 22 March 2024:

Datuk Hardeew Kaur a/p Hazar Singh

*Chair, Independent Non-Executive Director
(Re-designated on 22 March 2024)*

Aryati Sasya Dato' Ahmad Sebi

Member, Non-Independent Non-Executive Director

Loo Pak Soon

*Member, Independent Non-Executive Director
(Appointed on 22 March 2024)*

The Remuneration Committee is responsible for setting the remuneration policy framework for directors and senior management. The Remuneration Committee ensures that the Directors and senior management are fairly remunerated or rewarded for the contributions or individual roles and level of responsibilities. Additionally, the Remuneration Committee is responsible for determining the overall remuneration policy framework applied to the Group, including the quantum of variable remuneration and the method of delivery. In carrying out its delegated responsibilities, the Remuneration Committee receives advice, when they consider it to be appropriate, on remuneration, tax, accounting and regulatory issues from external advisers and internally from the Human Resources, Compliance, Risk and Finance departments.

REMUNERATION POLICY FRAMEWORK FOR EXECUTIVES

The Remuneration Committee believes strongly that total remuneration should take into account the competition for talent in an industry where successful people are rewarded and mobile. The Group compensates employees through both fixed and variable compensation.

REMUNERATION POLICY FRAMEWORK FOR EXECUTIVES (continued)

Fixed compensation comprises principally base salaries and the Remuneration Committee reviews these as part of their overall annual review taking into account the performance of the individual, comparisons with peer group companies within the industry, the experience of the individual and their roles and level of responsibilities. Other elements related to base salary include an employer's contribution to the Employees Provident Fund.

The policy framework for variable compensation is to recognise corporate performance and individual achievement of objectives through discretionary bonus. Discretionary variable compensation can be delivered in two main forms:

- Annual cash bonus; and
- Long-term incentive award.

The executive directors and other senior management assess individual performance through clearly defined objectives and structured process of review and feedback. In particular, the aggregate fixed and variable remuneration by individual is determined with regard to the complexity of the business performance in managing material sustainability risks and opportunities, performance of the individual, performance of the area or function of the business in which the individual works or for which the individual is responsible, the profitability of the Group and levels of reward for comparable roles in the external market.

Executive directors and members of the senior management team do not participate in decisions concerning their own remuneration.

REMUNERATION FOR THE YEAR

The remuneration breakdown of individual Directors and senior management which includes fees, allowance, salary, bonus, benefits-in-kind and other emoluments for the financial year ended 31 December 2023 are as follows:

(a) Remuneration of Directors received from the Company:

Name of Director	Fees RM	Allowance RM	Salary RM	Bonus RM	Benefits- in-kind RM	Other Emoluments RM	Total RM
Executive							
Anton Syazi Dato' Ahmad Sebi	-	96,000	534,000	-	-	75,600	705,600
Lee Su Nie	-	96,000	630,000	-	52,200	127,120	905,320
Sub-total	-	192,000	1,164,000	-	52,200	202,720	1,610,920
Non-Executive							
Dato' Ahmad Sebi Bakar <i>(Resigned on 31 October 2023)</i>	124,521	-	-	-	15,500	76,986	217,007
Yong Teck Ming <i>(Re-designated as Non-Independent Non-Executive Director and as Group Chair on 7 April 2023 and 31 October 2023 respectively)</i>	44,203	-	-	-	-	-	44,203

REMUNERATION FOR THE YEAR (continued)**(a) Remuneration of Directors received from the Company:** (continued)

Name of Director	Fees RM	Allowance RM	Salary RM	Bonus RM	Benefits- in-kind RM	Other Emoluments RM	Total RM
Non-Executive (continued)							
Aryati Sasya Dato' Ahmad Sebi	30,000	-	-	-	-	-	30,000
Puan Sri Datin Masri Khaw Abdullah <i>(Resigned on 31 October 2023)</i>	26,564	-	-	-	-	-	26,564
Chew Lee Fong <i>(Appointed on 31 October 2023)</i>	5,096	-	270,000	-	25,000	52,400	352,496
Dr. Rali Mohd Nor	48,000	-	-	-	-	-	48,000
Chim Wai Khuan <i>(Appointed on 7 April 2023)</i>	30,953	-	-	-	-	-	30,953
Datuk Hardeew Kaur a/p Hazar Singh <i>(Appointed on 7 April 2023)</i>	33,164	-	-	-	-	-	33,164
Kam Kin Foong <i>(Resigned on 7 April 2023)</i>	11,836	-	-	-	-	-	11,836
Sub-total	354,337	-	270,000	-	40,500	129,386	794,223
Grand total	354,337	192,000	1,434,000	-	92,700	332,106	2,405,143

(b) Remuneration of Directors received from the Group:

Name of Director	Fees RM	Allowance RM	Salary RM	Bonus RM	Benefits- in-kind RM	Other Emoluments RM	Total RM
Executive							
Anton Syazi Dato' Ahmad Sebi	-	138,000	534,000	-	-	81,060	753,060
Lee Su Nie	-	96,000	630,000	-	52,200	127,120	905,320
Sub-total	-	234,000	1,164,000	-	52,200	208,180	1,658,380
Non-Executive							
Dato' Ahmad Sebi Bakar <i>(Resigned on 31 October 2023)</i>	124,521	-	240,000	-	22,700	122,586	509,807
Yong Teck Ming <i>(Re-designated as Non-Independent Non-Executive Director and as Group Chair on 7 April 2023 and 31 October 2023 respectively)</i>	44,203	-	-	-	-	-	44,203
Aryati Sasya Dato' Ahmad Sebi	30,000	-	60,000	-	-	7,800	97,800
Puan Sri Datin Masri Khaw Abdullah <i>(Resigned on 31 October 2023)</i>	26,564	-	-	-	-	-	26,564

REMUNERATION FOR THE YEAR (continued)**(b) Remuneration of Directors received from the Group:** (continued)

Name of Director	Fees RM	Allowance RM	Salary RM	Bonus RM	Benefits- in-kind RM	Other Emoluments RM	Total RM
Non-Executive (continued)							
Chew Lee Fong <i>(Appointed on 31 October 2023)</i>	5,096	-	270,000	-	25,000	52,400	352,496
Dr. Rali Mohd Nor	48,000	-	-	-	-	-	48,000
Chim Wai Khuan <i>(Appointed on 7 April 2023)</i>	30,953	-	-	-	-	-	30,953
Datuk Hardeew Kaur a/p Hazar Singh <i>(Appointed on 7 April 2023)</i>	33,164	-	-	-	-	36,000	69,164
Kam Kin Foong <i>(Resigned on 7 April 2023)</i>	11,836	-	-	-	-	-	11,836
Sub-total	354,337	-	570,000	-	47,700	218,786	1,190,823
Grand total	354,337	234,000	1,734,000	-	99,900	426,966	2,849,203

(c) Remuneration of top five (5) senior management:

In view of the competitive nature of the human resource market, the remuneration of the top five (5) senior management which includes salary, bonus, benefits in-kind and other emoluments for the financial year ended 31 December 2023 is disclosed in bands of RM50,000:

Remuneration Range	Number of Senior Management staff
Between RM350,001 - RM400,000	1
Between RM400,001 - RM450,000	1
Between RM500,001 - RM550,000	1
Between RM550,001 - RM600,000	1
Between RM1,000,001 - RM1,050,000	1

Directors' responsibility statement

in respect of the audited financial statements

In presenting the annual financial statements and quarterly announcement of results, the Board aims to present a balanced and understandable assessment of the Group's position and prospects. This also applies to other price sensitive public reports and reports to regulators. The Audit Committee assists the Board in scrutinising such reports to ensure accuracy and adequacy. The Audit Committee meets on a quarterly basis to review the integrity and reliability of the quarterly announcement of results. At least twice a year, the Audit Committee will meet to review the integrity and reliability of the Group's annual financial results in the presence of the external auditors without the management, prior to recommending them for the Board's approval and issuance to shareholders.

As part of the Directors' responsibility for preparing financial statements, the Directors are required by the Act to prepare financial statements for each financial year which have been made out in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Act so as to give a true and fair view of the financial position of the Group and the Company as at the end of the financial year and the financial performance and cash flows of the Group and the Company for the financial year. The Directors have the responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Group and the Company and which enable them to ensure that the financial statements comply with the Act.

In preparing the financial statements, the Directors have:

- Selected suitable accounting policies and applied them consistently;
- Made judgments and estimates that are reasonable and prudent;
- Ensured that all applicable financial reporting standards have been followed; and
- Prepared financial statements on a going concern basis as the Directors have a reasonable expectation, having made enquiries that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future.

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

Additional Compliance Information

1. UTILISATION OF PROCEEDS

- a. As at 31 December 2023, the status of utilisation of proceeds raised from the disposal of a property, Wisma Synergy, by AESBI Power Systems Sdn Bhd, an indirect wholly-owned subsidiary of the Company is as follows:

	Proposed Utilisation RM'000	Utilisation to-date RM'000	Balance Unutilised RM'000	Intended timeframe for Utilisation from 08.11.2019	Extended timeframe for Utilisation
Repayment of borrowings	61,340	*61,336	-	Within 3 months	-
Working capital of the Group	51,900	*43,654	8,250	Within 12 months	Additional 48 months
Expenses for the disposal	10,760	10,760	-	Within 3 months	-
	124,000	115,750	8,250		

* The remaining amount of RM4,000 which was not utilised for repayment of borrowing was utilised for working capital of the Group.

- b. As at 31 December 2023, the status of utilisation of proceeds raised from the disposal of hotel management agreements, licensing agreements and trademarks of Alangka-Suka Hotels and Resorts Sdn Bhd Group is as follows:

	Proposed Utilisation RM'000	Utilisation to-date RM'000	Balance Unutilised RM'000	Intended timeframe for Utilisation from 03.12.2021
Working capital of the Group	4,844	*4,857	-	<u>Proceeds of RM4.844 million</u> - Within 24 months
	2,000	1,600	400	<u>Proceeds of RM200,000 per quarter totaling RM2.0 million for Remaining Balance</u> - Within 3 months from the receipt of the quarterly payment
Expenses for the disposal	156	*143	-	Within 12 months
	7,000	6,600	400	

* The remaining amount of RM13,000 which was not utilised for expenses in relation to the disposal was utilised for working capital of the Group.

1. UTILISATION OF PROCEEDS (continued)

c. As at 31 December 2023, the status of utilisation of proceeds raised from the Rights Issue is as follows:

	Proposed Utilisation RM'000	Utilisation to-date RM'000	Balance Unutilised RM'000	Intended timeframe for Utilisation from 04.11.2022
Investment in existing businesses and/or future business expansion/ new strategic investment	53,200	37,407	15,793	Within 36 months
Working capital	25,600	*25,618	-	Within 36 months
Expenses for the Rights Issue	1,200	*1,182	-	Immediately
	80,000	64,207	15,793	

* The remaining amount of RM18,000 which was not utilised for expenses in relation to the Rights Issue was utilised for working capital of the Group.

2. AUDIT AND NON-AUDIT FEES PAID OR PAYABLE TO EXTERNAL AUDITORS

For the financial year ended 31 December 2023, the following audit and non-audit fees are paid or payable by the Company and the Group:

Description	Company	Group
Audit Fees paid or payable to the external auditors, Messrs Baker Tilly Monteiro Heng PLT ("BTMH")	RM143,000	RM536,000
Non-Audit Fees paid or payable to BTMH, or a firm or corporation affiliated to BTMH (Note 1)	RM20,000	RM114,100

Note 1 The amount disclosed included non-audit fees incurred for reviewing the statement on risk management and internal control, agreed upon procedures and tax filing.

3. MATERIAL CONTRACTS INVOLVING THE INTERESTS OF THE DIRECTORS, CHIEF EXECUTIVE WHO IS NOT A DIRECTOR OR MAJOR SHAREHOLDERS

There were no material contracts entered into by the Group which involved the interest of the directors, chief executive who is not a director or major shareholders, either still subsisting at the end of the financial year ended 31 December 2023 or if not then subsisting, entered into since the end of the previous financial year.

FINANCIAL STATEMENTS

Contents

Directors' Report	112
Statements of Financial Position	124
Statements of Comprehensive Income	126
Statements of Changes in Equity	129
Statements of Cash Flows	134
Notes to the Financial Statements	140
Statement by Directors	260
Statutory Declaration	261
Independent Auditors' Report	262

Directors' Report

The Directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activities of the Company are that of investment holding and the provision of full corporate and financial support to its subsidiaries. The principal activities of the Company's subsidiaries are disclosed in Note 10 to the financial statements.

There have been no significant changes in the nature of these principal activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
(Loss)/Profit for the financial year, net of tax	(80,625)	3,206
Attributable to:		
Owners of the Company	(49,339)	3,206
Non-controlling interests	(31,286)	-
	<u>(80,625)</u>	<u>3,206</u>

DIVIDENDS

Since the end of the previous financial year, a first and final single tier dividend of 0.10 sen per ordinary share totalling RM2,529,195 in respect of the financial year ended 31 December 2022 was paid on 18 August 2023.

At the forthcoming Annual General Meeting, a first and final single tier dividend of 0.05 sen per ordinary share in respect of the financial year ended 31 December 2023 will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the next financial year ending 31 December 2024.

RESERVES AND PROVISIONS

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

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps 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 had satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts.

At the date of this report, the Directors are not aware of any circumstances which would render the amount written off for bad debts or the amount of allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent.

CURRENT ASSETS

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company had been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

VALUATION METHODS

At the date of this report, the Directors are not aware of any circumstances which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

CONTINGENT AND OTHER LIABILITIES

At the date of this report, there does not exist:

- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; and

CONTINGENT AND OTHER LIABILITIES (CONTINUED)

At the date of this report, there does not exist: (Continued)

- (ii) any contingent liabilities in respect of the Group or of the Company which has arisen since the end of the financial year.

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

CHANGE OF CIRCUMSTANCES

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

AUDITORS' REMUNERATION AND INDEMNITY

The auditors' remuneration of the Group and the Company during the financial year are RM1.23 million and RM0.14 million respectively.

The Company has agreed to indemnify the auditors of the Company as permitted under Section 289 of the Companies Act 2016 in Malaysia.

ITEMS OF MATERIAL AND UNUSUAL NATURE

In the opinion of the Directors,

- (i) the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

ISSUE OF SHARES AND DEBENTURES

During the financial year, no new ordinary shares of the Company was granted or vested to the eligible persons pursuant to the share grant scheme ("SGS") as detailed in the financial statements during the financial year.

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

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company in the eligible persons pursuant to the share grant scheme ("SGS") as detailed in Note 20 to the financial statements during the financial year.

DIRECTORS

The Directors of the Company in office during the financial year and during the period from the end of the financial year to the date of this report are:

Anton Syazi Dato' Ahmad Sebi	
Aryati Sasya Dato' Ahmad Sebi	
Lee Su Nie	
Chim Wai Khuan	
Datuk Hardeew Kaur a/p Hazar Singh	
Yong Teck Ming	(Re-designated as Non-Independent Non-Executive Director on 7 April 2023 and as Group Chair on 31 October 2023)
Chew Lee Fong	(Appointed on 31 October 2023)
Loo Pak Soon	(Appointed on 22 March 2024)
Dato' Ahmad Sebi Bakar	(Resigned on 31 October 2023)
Puan Sri Datin Masri Khaw Abdullah	(Resigned on 31 October 2023)
Dr. Rali Mohd Nor	(Resigned on 1 March 2024)

The Directors of the Company's subsidiaries in office during the financial year and during the period from the end of the financial year to the date of this report are:

Alain Cheseaux
Ann Wan Kuan
Anton Syazi Dato' Ahmad Sebi
Arnedah Haji Udin
Aryati Sasya Dato' Ahmad Sebi

DIRECTORS (CONTINUED)

The Directors of the Company's subsidiaries in office during the financial year and during the period from the end of the financial year to the date of this report are:
(Continued)

Cheah Foo Choong
 Chee Chong Fatt
 Chew Lee Fong
 Chin Wei Li
 Chuah Seong Phaik
 Dato' Ahmad Sebi Bakar
 Datuk Hardew Kaur a/p Hazar Singh
 Frank Michael Turrisi
 Ho Ting Sai
 Ir. Haji Mansor Salleh @ Md Salleh
 Karen Khoo Kah Mei
 Lee Buck Chye
 Lee Chien Siong
 Lee Su Nie
 Lim Hong Hoo
 Md Nazirul Mubin Julkiflee
 Ng Sai Kit
 Nina Karina Azman Shah
 Phang Deng Sheng
 Phuah Peng Hock
 Puan Sri Datin Masri Khaw Abdullah
 Sng Ngiap Koon
 Tan Sri Dato' Azman Shah Haron
 Wong Kwai Yim, Woo
 Wong Tze Leng
 Yap Chee Kong
 Yong Choon Vooi
 Dr. Rali Mohd Nor
 Nicholas Ho Wei Kiat

(Resigned on 1 March 2024)
 (Appointed on 1 February 2024)

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for setting the remuneration policy framework for directors and senior management. The Remuneration Committee ensures that the Directors are fairly remunerated or rewarded for the contributions or individual roles and level of responsibilities. Additionally, the Remuneration Committee is responsible for determining the overall remuneration policy framework applied to the Group, including the quantum of variable remuneration and the method of delivery.

REMUNERATION COMMITTEE (CONTINUED)

The members of the Remuneration Committee at the end of the financial year ended 31 December 2023 are as follows:

- Dr. Rali Mohd Nor (Chair, Independent Non-Executive Director)
(Resigned on 1 March 2024)
- Aryati Sasya Dato' Ahmad Sebi (Member, Non-Independent Non-Executive Director)
- Kam Kin Foong (Member, Independent Non-Executive Director)
(Resigned on 7 April 2023)
- Datuk Hardew Kaur a/p Hazar Singh (Member, Independent Non-Executive Director)
(Appointed on 7 April 2023 and re-designated as Chair on 22 March 2024)

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings required to be kept by the Company under Section 59 of the Companies Act 2016 in Malaysia, the interests of the Directors in office at the end of the financial year in the shares of Advance Synergy Berhad ("ASB") and its related corporations during the financial year were as follows:

	Number of ordinary shares			At 31.12.2023
	At 1.1.2023	Bought	Sold	
The Company				
Direct Interests				
Aryati Sasya Dato' Ahmad Sebi	66,924,000	-	-	66,924,000
Deemend Interests				
Anton Syazi Dato' Ahmad Sebi	*191,401,000	-	-	*191,401,000
Lee Su Nie	*21,095,000	-	-	*21,095,000

DIRECTORS' INTERESTS (CONTINUED)

	Number of ordinary shares			At 31.12.2023
	At 1.1.2023	Bought	Sold	
Subsidiary				
Captii Limited ("Captii")				
Direct Interests				
Anton Syazi Dato'	517,600	-	-	517,600
Ahmad Sebi				
Lee Su Nie	20,000	-	-	20,000
Segi Koleksi Sdn. Bhd. ("SKSB")				
Deemed Interests				
Anton Syazi Dato'	* ³ 1,586,013	* ³ 84,783	-	* ³ 1,670,796
Ahmad Sebi				
Aryati Sasya Dato'	* ³ 1,586,013	* ³ 84,783	-	* ³ 1,670,796
Ahmad Sebi				
Metroprime Corporation Sdn. Bhd. ("MCSB")				
Deemed Interests				
Anton Syazi Dato'	* ⁴ 350,000	* ⁴ 6,325,227	-	* ⁴ 6,675,227
Ahmad Sebi				
Aryati Sasya Dato'	* ⁴ 350,000	* ⁴ 6,325,227	-	* ⁴ 6,675,227
Ahmad Sebi				
Temasya House Sdn. Bhd.				
Deemed Interests				
Anton Syazi Dato'	* ⁵ 150,000	-	-	* ⁵ 150,000
Ahmad Sebi				
Aryati Sasya Dato'	* ⁵ 150,000	-	-	* ⁵ 150,000
Ahmad Sebi				
Yap Ah Shak House Sdn. Bhd.				
Deemed Interests				
Anton Syazi Dato'	* ⁵ 15,000	* ⁵ 1,258,565	-	* ⁵ 1,273,565
Ahmad Sebi				
Aryati Sasya Dato'	* ⁵ 15,000	* ⁵ 1,258,565	-	* ⁵ 1,273,565
Ahmad Sebi				

DIRECTORS' INTERESTS (CONTINUED)

	Number of ordinary shares			At 31.12.2023
	At 1.1.2023	Bought	Sold	
Subsidiary (Continued)				
Primo Espresso Sdn. Bhd.				
Deemed Interests				
Anton Syazi Dato'	*5600,000	*571,687	-	*5671,687
Ahmad Sebi				
Aryati Sasya Dato'	*5600,000	*571,687	-	*5671,687
Ahmad Sebi				
Osteria Gamberoni Sdn. Bhd.				
Deemed Interests				
Anton Syazi Dato'	*5345,000	*5677,964	-	*51,022,964
Ahmad Sebi				
Aryati Sasya Dato'	*5345,000	*5677,964	-	*51,022,964
Ahmad Sebi				
Alma Dining Sdn. Bhd. ("Alma")				
Deemed Interests				
Anton Syazi Dato'	*530	-	-	*530
Ahmad Sebi				
Aryati Sasya Dato'	*530	-	-	*530
Ahmad Sebi				
Jiwa Baru Sdn. Bhd. ("JBSB")				
Deemed Interests				
Anton Syazi Dato'	*6800,040	-	-	*6800,040
Ahmad Sebi				
Aryati Sasya Dato'	*6800,040	-	-	*6800,040
Ahmad Sebi				

DIRECTORS' INTERESTS (CONTINUED)

		Number of ordinary shares		
		At		At
		1.1.2023	Bought	31.12.2023
Subsidiary (Continued)				
Acrylic Synergy Sdn. Bhd.				
Direct Interests				
	Anton Syazi Dato'	1	-	1
	Ahmad Sebi			
		Number of ordinary shares of CHF500.00 each		
		At		At
		1.1.2023	Bought	31.12.2023
Posthotel Arosa AG ("Arosa")				
Deemed Interests				
	Anton Syazi Dato'	* ⁵ 3,150	-	* ⁵ 3,150
	Ahmad Sebi			
	Aryati Sasya Dato'	* ⁵ 3,150	-	* ⁵ 3,150
	Ahmad Sebi			
		Number of ordinary shares of GBP1.00 each		
		At		At
		1.1.2023	Bought	31.12.2023
57-59 Philbeach Gardens Limited ("PGL")				
Deemed Interests				
	Anton Syazi Dato'	* ⁷ 100	-	* ⁷ 100
	Ahmad Sebi			
	Aryati Sasya Dato'			
	Ahmad Sebi	* ⁷ 100	-	* ⁷ 100
Beaver Hotels Limited ("BHL")				
Deemed Interests				
	Anton Syazi Dato'	* ⁸ 1,100	-	* ⁸ 1,100
	Ahmad Sebi			
	Aryati Sasya Dato'	* ⁸ 1,100	-	* ⁸ 1,100
	Ahmad Sebi			

DIRECTORS' INTERESTS (CONTINUED)

- *1 By virtue of his interest in Eighth Review (M) Sdn. Bhd. ("ERSB"), Mr Anton Syazi Dato' Ahmad Sebi is deemed to be interested in the ordinary shares of ASB to the extent that ERSB has an interest.
- *2 This is her spouse's interest in the ordinary shares of ASB which shall be treated as her interest in the ordinary shares of ASB pursuant to Section 59(11)(c) of the Companies Act 2016 in Malaysia.
- *3 By virtue of their interest in Pacific Existence Sdn. Bhd. ("PESB"), Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that PESB has an interest in SKSB.
- *4 By virtue of their interest in SKSB via PESB, Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that SKSB has an interest in MCSB.
- *5 By virtue of their interest in Kibar Konsep Sdn. Bhd. ("KKSB"), Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that KKSB has an interest in Temasya House Sdn. Bhd., Yap Ah Shak House Sdn. Bhd., Primo Espresso Sdn. Bhd., Osteria Gamberoni Sdn. Bhd., Arosa and Alma.
- *6 By virtue of their interest in Campbell House Sdn. Bhd. ("CHSB"), Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that CHSB has an interest in JBSB.
- *7 By virtue of their interest in Arosa via KKSB, Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that Arosa has an interest in PGL.
- *8 By virtue of their interest in PGL via Arosa, Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that PGL has an interest in BHL.

Other than as disclosed above, none of the other Directors in office at the end of the financial year had any interest in the securities of the Company and shares of its related corporations during the financial year.

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 benefits included in the aggregate amount of emoluments received or due and receivable by the 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 other than any deemed benefit which may arise from transactions as disclosed in Note 35 to the financial statements.

The Directors' benefits of the Group and of the Company are as follows:

	Group RM'000	Company RM'000
Directors of the Company		
Executive directors		
- Other emoluments	1,658	1,611
Non-executive directors		
- Fees	354	354
- Other emoluments	837	440
	1,191	794
	2,849	2,405

Neither during, nor at the end of the financial year, was the Company a party to any arrangements where the object is 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.

INDEMNITY TO DIRECTORS AND OFFICERS

During the financial year, the total amount of indemnity insurance coverage and insurance premium paid for the Directors and officers of the Company were RM30 million and RM39,650 respectively.

SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 10 to the financial statements.

The available auditors' reports on the accounts of the subsidiaries did not contain any qualification.

SIGNIFICANT EVENTS DURING AND SUBSEQUENT TO THE FINANCIAL YEAR

Details of the significant event during and subsequent to the financial year are disclosed in Note 39 to the financial statements.

AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng PLT, have expressed their willingness to continue in office.

This report was approved and signed on behalf of the Board of Directors in accordance with a resolution of the Directors.

ANTON SYAZI DATO' AHMAD SEBI

Director

LEE SU NIE

Director

Selangor

Date: 15 April 2024

Statements of Financial Position

as at 31 December 2023

	Note	Group			Company	
		31.12.2023 RM'000	31.12.2022 RM'000 (Restated)	1.1.2022 RM'000 (Restated)	31.12.2023 RM'000	31.12.2022 RM'000
ASSETS						
Non-current assets						
Property, plant and equipment	5	239,114	250,182	243,305	54	56
Right-of-use assets	6	47,741	66,511	41,416	3,305	3,880
Investment properties	7	16,300	16,100	18,630	-	-
Intangible assets	8	41,983	81,183	89,949	-	-
Investment in subsidiaries	10	-	-	-	482,670	632,587
Investment in associates	11	3,933	3,971	3,858	-	-
Investment in a joint venture	12	-	-	-	-	-
Investment securities	13	70,715	92,200	106,306	-	-
Deferred tax assets	14	4,230	4,627	5,189	-	-
Inventories	15	4,699	4,635	4,634	-	-
Total non-current assets		428,715	519,409	513,287	486,029	636,523
Current assets						
Inventories	15	45,016	35,989	37,295	-	-
Trade and other receivables	16	131,935	84,650	71,098	14,890	111
Other assets	17	23,751	13,965	10,298	-	-
Current tax assets		1,362	2,287	2,662	-	-
Investment securities	13	2,323	2,532	4,189	432	424
Financial assets held for trading	18	47	22	*	-	-
Cash and fixed deposits	19	114,264	175,103	126,693	16,315	74,709
Total current assets		318,698	314,548	252,235	31,637	75,244
TOTAL ASSETS		747,413	833,957	765,522	517,666	711,767

* Represented by amount less than RMI,000.

as at 31 December 2023 (continued)

	Note	Group			Company	
		31.12.2023 RM'000	31.12.2022 RM'000 (Restated)	1.1.2022 RM'000 (Restated)	31.12.2023 RM'000	31.12.2022 RM'000
EQUITY AND LIABILITIES						
Equity attributable to owners of the Company						
Share capital	20	461,377	461,377	381,377	461,377	461,377
Other reserves	21	23,354	25,288	28,346	-	-
(Accumulated losses)/						
Retained earnings	21	(64,092)	1,692	38,078	17,271	16,594
Shareholders' funds		420,639	488,357	447,801	478,648	477,971
Non-controlling interests	10(f)	67,593	75,202	81,571	-	-
Total equity		488,232	563,559	529,372	478,648	477,971
Non-current liabilities						
Borrowings	22	85,632	90,116	61,631	-	-
Lease liabilities	23	26,497	38,539	45,069	2,935	3,492
Deferred tax liabilities	14	4,368	3,925	4,358	-	-
Provision for retirement benefit obligations	24	-	1,294	1,413	-	-
Trade and other payables	25	6,384	8,526	8,945	-	-
Total non-current liabilities		122,881	142,400	121,416	2,935	3,492
Current liabilities						
Borrowings	22	49,302	48,799	43,719	-	-
Lease liabilities	23	3,985	5,812	7,058	557	537
Current tax liabilities		868	1,186	1,697	2	2
Trade and other payables	25	77,754	67,114	58,230	35,524	229,765
Other liabilities	17	4,391	5,087	4,030	-	-
Total current liabilities		136,300	127,998	114,734	36,083	230,304
Total liabilities		259,181	270,398	236,150	39,018	233,796
TOTAL EQUITY AND LIABILITIES		747,413	833,957	765,522	517,666	711,767

The accompanying notes form an integral part of these financial statements.

Statements of Comprehensive Income

for the financial year ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	2022 RM'000 (Restated)	2023 RM'000	2022 RM'000
Revenue	26	287,566	243,102	15,921	18,349
Cost of sales	27	(219,933)	(176,486)	-	-
Gross profit		67,633	66,616	15,921	18,349
Other operating income		53,131	6,480	8	23
Distribution costs		(5,799)	(5,539)	-	-
Administrative expenses		(48,098)	(48,357)	(5,342)	(6,350)
(Impairment losses)/Reversal of impairment losses on financial instruments and contract assets		(1,614)	-	(113)	3,186
Other operating expenses		(131,882)	(55,171)	(4,554)	(8,357)
Operating (loss)/profit	28	(66,629)	(35,971)	5,920	6,851
Finance income	29	1,248	1,312	-	-
Finance costs	30	(11,416)	(6,714)	(2,591)	(2,502)
Share of results of associates		(38)	113	-	-
(Loss)/Profit before tax		(76,835)	(41,260)	3,329	4,349
Income tax expense	31	(3,790)	(3,171)	(123)	(48)
(Loss)/Profit for the financial year		(80,625)	(44,431)	3,206	4,301

for the financial year ended 31 December 2023 (continued)

	Group		Company	
	2023	2022	2023	2022
Note	RM'000	RM'000	RM'000	RM'000
	(Restated)			
Other comprehensive				
income/(loss), net of tax				
<i>Items that will not be reclassified</i>				
<i>subsequently to profit or loss:</i>				
Fair value loss on equity instruments designated at fair value through other comprehensive income	(161)	(81)	-	-
Revaluation of land and buildings, net of deferred tax	-	(433)	-	-
	<u>(161)</u>	<u>(514)</u>	<u>-</u>	<u>-</u>
<i>Items that may be reclassified</i>				
<i>subsequently to profit or loss:</i>				
Exchange differences on translation of foreign operations	7,442	52	-	-
	<u>7,281</u>	<u>(462)</u>	<u>-</u>	<u>-</u>
Other comprehensive income/(loss) for the financial year				
	<u>(73,344)</u>	<u>(44,893)</u>	<u>3,206</u>	<u>4,301</u>
Total comprehensive (loss)/income for the financial year				

for the financial year ended 31 December 2023 (continued)

	Group		Company	
	2023	2022	2023	2022
Note	RM'000	RM'000	RM'000	RM'000
		(Restated)		
(Loss)/Profit attributable to:				
Owners of the Company	(49,339)	(35,291)	3,206	4,301
Non-controlling interests	(31,286)	(9,140)	-	-
	<u>(80,625)</u>	<u>(44,431)</u>	<u>3,206</u>	<u>4,301</u>
Total comprehensive (loss)/income attributable to:				
Owners of the Company	(51,092)	(38,212)	3,206	4,301
Non-controlling interests	(22,252)	(6,681)	-	-
	<u>(73,344)</u>	<u>(44,893)</u>	<u>3,206</u>	<u>4,301</u>
Loss per ordinary share attributable to ordinary equity holders of the Company (sen)				
- Basic	32	(1.95)	(2.94)	
- Diluted	32	(1.95)	(2.94)	

The accompanying notes form an integral part of these financial statements.

Statements of Changes In Equity

for the financial year ended 31 December 2023

Group	Share Capital RM'000	Revaluation Reserve RM'000	Foreign Currency Translation Reserve RM'000	Fair Value Reserve RM'000	Retained Earnings/ Accumulated Losses RM'000	Total RM'000	Non-Controlling Interests RM'000	Total Equity RM'000
At 1 January 2023								
- As previously reported	461,377	16,594	9,487	(793)	7,240	493,905	77,468	571,373
- Prior year adjustments	-	-	-	-	(5,548)	(5,548)	(2,266)	(7,814)
Restated balance at 1 January 2023	461,377	16,594	9,487	(793)	1,692	488,357	75,202	563,559
Loss for the financial year	-	-	-	-	(49,339)	(49,339)	(31,286)	(80,625)
Fair value of equity instruments through other comprehensive income	-	-	-	(161)	-	(161)	-	(161)
Crystallisation of revaluation reserve	-	(181)	-	-	181	-	-	-
Exchange differences on translation of foreign operations	-	-	(1,592)	-	-	(1,592)	9,034	7,442
Total comprehensive loss for the financial year	-	(181)	(1,592)	(161)	(49,158)	(51,092)	(22,252)	(73,344)

At 1 January 2023

- As previously reported
- Prior year adjustments

Restated balance at 1 January 2023

- Loss for the financial year
- Fair value of equity instruments through other comprehensive income
- Crystallisation of revaluation reserve
- Exchange differences on translation of foreign operations

Total comprehensive loss for the financial year

for the financial year ended 31 December 2023 (continued)

Group	Share Capital RM'000	Revaluation Reserve RM'000	Foreign Currency Translation Reserve RM'000	Fair Value Reserve RM'000	Retained Earnings/ (Accumulated Losses) RM'000	Total RM'000	Non-Controlling Interests RM'000	Total Equity RM'000
	-	-	-	-	(2,529)	(2,529)	-	(2,529)
	-	-	-	-	-	-	(1,547)	(1,547)
	-	-	-	-	(14,097)	(14,097)	14,097	-
	-	-	-	-	-	-	2,093	2,093
	-	-	-	-	(16,626)	(16,626)	14,643	(1,983)
	461,377	16,413	7,895	(954)	(64,092)	420,639	67,593	488,232

Transactions with owners:

Dividends paid (Note 33)
 Dividends paid to non-controlling interests of a subsidiary
 Acquisition of additional interest in a subsidiary from non-controlling interest
 Additional interest in subsidiaries
 Total transactions with owners

At 31 December 2023

for the financial year ended 31 December 2023 (continued)

Group	Share Capital		Foreign Currency		Fair Value		Retained Earnings		Non-Controlling Interests		Total Equity
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
At 1 January 2022	381,377	17,164	11,894	(712)	43,626	453,349	83,837	537,186			
- As previously reported	-	-	-	-	(5,548)	(5,548)	(2,266)	(7,814)			
- Prior year adjustments	381,377	17,164	11,894	(712)	38,078	447,801	81,571	529,372			
Restated balance at 1 January 2022											
Loss for the financial year	-	-	-	-	(35,291)	(35,291)	(9,140)	(44,431)			
Fair value of equity instruments through other comprehensive income	-	-	-	(81)	-	(81)	-	(81)			
Crystallisation of revaluation reserve	-	(137)	-	-	137	-	-	-			
Revaluation gain on land and buildings net of deferred tax	-	(433)	-	-	-	(433)	-	(433)			
Exchange differences on translation of foreign operations	-	-	(2,407)	-	-	(2,407)	2,459	52			
Total comprehensive loss for the financial year	-	(570)	(2,407)	(81)	(35,154)	(38,212)	(6,681)	(44,893)			

for the financial year ended 31 December 2023 (continued)

Group	Share Capital RM'000	Revaluation Reserve RM'000	Foreign Currency		Fair Value Reserve		Retained Earnings RM'000	Total RM'000	Non-Controlling Interests		Total Equity RM'000
			Translation Reserve RM'000	Translation Reserve RM'000	Reserve RM'000	Reserve RM'000			Interests RM'000	Interests RM'000	
	-	-	-	-	-	(1,394)	(1,394)	(1,394)	-	-	(1,394)
	-	-	-	-	-	-	-	-	(1,758)	(1,758)	(1,758)
	80,000	-	-	-	-	-	80,000	80,000	-	-	80,000
	-	-	-	-	-	-	-	-	2,281	2,281	2,281
	-	-	-	-	-	162	162	162	(211)	(211)	(49)
	80,000	-	-	-	-	(1,232)	78,768	78,768	312	312	79,080
At 31 December 2022											
	461,377	16,594	9,487	(793)	7,240	493,905	493,905	493,905	77,468	77,468	571,373
	-	-	-	-	(5,548)	(5,548)	(5,548)	(5,548)	(2,266)	(2,266)	(7,814)
	461,377	16,594	9,487	(793)	1,692	488,357	488,357	488,357	75,202	75,202	563,559
Restated balance at 31 December 2022											

Transactions with owners:

Dividends paid (Note 33)
 Dividends paid to non-controlling interests of a subsidiary
 Issuance of ordinary shares
 Non-controlling interest arising from acquisition of new subsidiaries
 Acquisition of a subsidiary
 Total transactions with owners

At 31 December 2022

- As previously reported
 - Prior year adjustments

Restated balance at 31 December 2022

for the financial year ended 31 December 2023 (continued)

Company	Share Capital RM'000	Retained Earnings RM'000	Total RM'000
At 1 January 2022	381,377	13,687	395,064
Total comprehensive income for the financial year	-	4,301	4,301
Transaction with owners:			
Dividends paid (Note 33)	-	(1,394)	(1,394)
Issuance of ordinary shares	80,000	-	80,000
Total transactions with owners	80,000	(1,394)	78,606
At 31 December 2022	461,377	16,594	477,971
Total comprehensive income for the financial year	-	3,206	3,206
Transaction with owners:			
Dividends paid (Note 33)	-	(2,529)	(2,529)
Total transactions with owners	-	(2,529)	(2,529)
At 31 December 2023	461,377	17,271	478,648

The accompanying notes form an integral part of these financial statements.

Statements of Cash Flows

for the financial year ended 31 December 2023

	Group		Company	
	2023	2022	2023	2022
Note	RM'000	RM'000	RM'000	RM'000
Cash flows from operating activities:				
(Loss)/Profit before tax	(76,835)	(41,260)	3,329	4,349
Adjustments for:				
Amortisation of intangible assets	707	784	-	-
Depreciation of property, plant and equipment	7,858	8,014	14	18
Depreciation of right-of-use assets	7,622	7,174	575	575
Dividends from quoted investment securities	(54)	(119)	-	-
Effect of modification to lease terms	(2,968)	(92)	-	-
Fair value (gain)/loss in:				
- investment properties	(200)	(250)	-	-
- property, plant and equipment	15,707	-	-	-
- quoted investment securities	205	1,075	(7)	119
- unquoted investment securities	25,871	11,608	-	-
Loss/(Gain) on disposal of:				
- property, plant and equipment	2,942	(22)	-	-
- quoted investment securities	(1)	128	-	(1)
- investment properties	-	(167)	-	-
Net gain on termination of lease	(38,600)	-	-	-
Impairment losses/(Reversal of impairment losses) on:				
- goodwill	39,465	8,962	-	-
- right-of-use assets	6,000	-	-	-
- investment in subsidiaries	-	-	3,963	7,212
- trade and other receivables	1,727	-	113	-
- amount owing by subsidiaries	-	-	-	(3,186)

for the financial year ended 31 December 2023 (continued)

	Group		Company	
	2023	2022	2023	2022
Note	RM'000	RM'000	RM'000	RM'000
Cash flows from operating activities: (continued)				
Interest expenses	11,416	6,714	2,591	2,502
Interest income	(2,345)	(1,648)	(1,097)	(336)
Inventories written down	1,664	-	-	-
Net unrealised loss on foreign exchange	215	1,791	-	-
Property, plant and equipment written off	402	443	-	-
Provision for retirement benefits plan obligations	-	127	-	-
Share of results in associates	38	(113)	-	-
Operating profit before working capital changes	836	3,149	9,481	11,252
Changes in working capital:				
Inventories	(10,755)	1,306	-	-
Receivables	(21,561)	(18,445)	(34,639)	17,752
Financial assets at fair value through profit or loss	(25)	(22)	-	-
Payables	7,506	8,982	(28,541)	(661)
Net cash (used in)/generated from operations	(23,999)	(5,030)	(53,699)	28,343
Retirement benefits paid	(25)	(52)	-	-
Tax paid	(2,342)	(3,177)	(123)	(48)
Net cash (used in)/generated from operating activities	(26,366)	(8,259)	(53,822)	28,295

for the financial year ended 31 December 2023 (continued)

	Group		Company	
	2023	2022	2023	2022
Note	RM'000	RM'000	RM'000	RM'000
Cash flows from investing activities:				
Acquisition of:				
- additional interest in subsidiaries	-	(51)	-	(30,802)
- intangibles assets	(1,008)	(1,078)	-	-
- quoted investment securities	-	(156)	-	(32)
- unquoted investment securities	(1,151)	(160)	-	-
Change in deposit placed				
with licensed banks	81,120	(85,522)	71,000	(71,000)
Dividend income received	54	119	-	-
Interest received	2,345	1,648	1,097	336
Withdrawal of pledged deposits	6,701	829	-	-
Proceeds from disposal of:				
- hotel management services contracts	800	800	-	-
- investment property	-	2,947	-	-
- property, plant and equipment	1,167	24	-	-
- quoted investments securities	-	658	-	20
- unquoted investment securities	460	7,855	-	-
Purchase of:				
- right-of-use assets	(a) -	(7,573)	-	-
- property, plant and equipment	(b) (10,545)	(19,508)	(12)	(12)
Net cash generated from/(used in) investing activities	79,943	(99,168)	72,085	(101,490)

for the financial year ended 31 December 2023 (continued)

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash flows from financing activities:	(c)				
Dividends paid		(2,529)	(1,394)	(2,529)	(1,394)
Dividends paid to non-controlling interests of a subsidiary		(1,547)	(1,758)	-	-
(Repayment)/Drawdown of term loans		(4,428)	5,727	-	-
Interest paid		(11,416)	(6,714)	(2,591)	(2,502)
Payments of lease liabilities		(6,128)	(9,260)	(537)	(519)
Proceeds from issuance of ordinary shares		-	80,000	-	80,000
(Repayment)/Drawdown of revolving credit		(1,000)	1,400	-	-
Net cash (used in)/generated from financing activities		(27,048)	68,001	(5,657)	75,585
Effects of exchange rate changes		(2,218)	352	-	-
Net change in cash and cash equivalents		24,311	(39,074)	12,606	2,390
Cash and cash equivalents at the beginning of the financial year					
As previously reported		61,101	97,146	3,709	1,319
Effect of exchange rate changes		2,672	3,029	-	-
		63,773	100,175	3,709	1,319
Cash and cash equivalents at the end of the financial year	19	88,084	61,101	16,315	3,709

for the financial year ended 31 December 2023 (continued)

(a) Purchase of right-of-use assets

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Purchase of right-of-use asset	-	32,973	-	-
Financed by term loans	-	(25,400)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Cash payments on purchase of right-of-use asset	-	7,573	-	-
	<hr/>	<hr/>	<hr/>	<hr/>

(b) Purchase of property, plant and equipment

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Cash payments on purchase of property, plant and equipment	10,545	19,508	12	12
	<hr/>	<hr/>	<hr/>	<hr/>

for the financial year ended 31 December 2023 (continued)

(c) Reconciliation of liabilities arising from financial liabilities

	At 1 January RM'000	Cash flows RM'000	Lease modific- ation RM'000	Addition RM'000	Exchange differ- ence RM'000	At 31 December RM'000
2023						
Revolving credit	40,000	(1,000)	-	-	-	39,000
Term loans	98,915	(5,689)	-	1,261	1,447	95,934
Lease liabilities	44,351	(6,128)	(9,120)	-	1,379	30,482
	<u>183,266</u>	<u>(12,817)</u>	<u>(9,120)</u>	<u>1,261</u>	<u>2,826</u>	<u>165,416</u>
2022						
Revolving credit	38,600	1,400	-	-	-	40,000
Term loans	66,512	31,127	-	-	1,276	98,915
Lease liabilities	52,127	(9,260)	(2,243)	1,703	2,024	44,351
	<u>157,239</u>	<u>23,267</u>	<u>(2,243)</u>	<u>1,703</u>	<u>3,300</u>	<u>183,266</u>

- (d) During the financial year, the Group and the Company had total cash outflows for leases of RM6,690,000 and RM683,000 (2022:RM10,335,000 and RM683,000) respectively.

The accompanying notes form an integral part of these financial statements.

Notes to the Financial Statements

31 December 2023

1. GENERAL INFORMATION

The principal activities of the Company during the financial year are that of investment holding and the provision of full corporate and financial support to its subsidiaries. The principal activities of the Company's subsidiaries are disclosed in Note 10 to the financial statements. There have been no significant changes in the nature of these principal activities during the financial year.

The Company is a public limited liability company, incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities").

The registered office of the Company is located at Ground Floor, Synergy 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie, 40150 Shah Alam, Selangor.

The principal place of business of the Company is located at Synergy 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie, 40150 Shah Alam, Selangor.

The financial statements were approved and authorised for issue by the Board of Directors in accordance with a resolution of the directors on 15 April 2024.

2. BASIS OF PREPARATION

2.1 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.

31 December 2023 (continued)

2. BASIS OF PREPARATION (CONTINUED)

2.2 Adoption of new MFRS, amendments to MFRSs and explanation of change in accounting policy

(a) Adoption of new MFRS and amendments to MFRSs

The Group and the Company have adopted the following applicable new MFRS and amendments to MFRSs for the current financial year:

New MFRS

MFRS 17 Insurance Contracts

Amendments to MFRSs

MFRS 101 Presentation of financial statements

MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors

MFRS 112 Income Taxes

The adoption of the above new MFRS and amendments to MFRSs did not have any significant effect on the financial statements of the Group and of the Company and did not result in significant changes to the Group's and the Company's existing accounting policies.

Amendments to MFRS 101 Presentation of Financial Statements

The amendments require an entity to disclose its material accounting policy information rather than significant accounting policies. The amendments, amongst other, also include examples of circumstances in which an entity is likely to consider an accounting policy information to be material to its financial statements.

Accordingly, the Group and the Company disclosed their material accounting policy information in these financial statements. However, the amendments did not result in changes to the accounting policies of the Group and of the Company.

2. BASIS OF PREPARATION (CONTINUED)

2.3 Amendments to MFRSs that have been issued, but yet to be effective

- (a) The Group and the Company have not adopted the following amendments to MFRSs that have been issued, but yet to be effective:

		Effective for financial periods beginning on or after
<i>Amendments to MFRSs</i>		
MFRS 7	Financial Instruments: Disclosures	1 January 2024
MFRS 10	Consolidated Financial Statements	Deferred
MFRS 16	Leases	1 January 2024
MFRS 101	Presentation of Financial Statements	1 January 2024
MFRS 107	Statement of Cash Flows	1 January 2024
MFRS 121	The Effects of Changes in Foreign Exchanges Rates	1 January 2025
MFRS 128	Investments in Associates and Joint Ventures	Deferred

- (b) The Group and the Company plan to adopt the above applicable amendments to MFRSs when they become effective. A brief discussion on the above significant amendments to MFRSs that may be applicable to the Group and the Company are summarised below.

Amendments to MFRS 16 Leases

The amendments clarify how an entity should subsequently measure the leaseback liability that arise in a sale and leaseback transaction. Although MFRS 16 includes requirements on how to account for a sale and leaseback at the date the transaction takes place, it has not specified how to measure the sale and leaseback transaction when reporting after that date.

The amendments add subsequent measurement requirements for the right-of-use assets and lease liability arising from a sale and leaseback transaction by clarifying that a seller-lessee in a sale and leaseback transaction shall apply paragraphs 29 to 35 to the right-of-use asset arising from the leaseback and paragraphs 36 to 46 to the lease liability arising from the leaseback. The amendments will not change the accounting for leases other than those arising in a sale and leaseback transaction.

31 December 2023 (continued)

2. BASIS OF PREPARATION (CONTINUED)

2.3 Amendments to MFRSs that have been issued, but yet to be effective (Continued)

- (b) The Group and the Company plan to adopt the above applicable amendments to MFRSs when they become effective. A brief discussion on the above significant amendments to MFRSs that may be applicable to the Group and the Company are summarised below. (Continued)

Amendments to MFRS 101 Presentation of Financial Statements

The amendments include specifying that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period; clarifying that classification of liability is unaffected by the likelihood of the entity to exercise its right to defer settlement of the liability for at least twelve months after the reporting period; clarifying how lending conditions affect classification of a liability; and clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments.

The latest amendments to MFRS 101 clarify how conditions with which an entity must comply within 12 months after the reporting period affect the classification of a liability. As such, the amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about the covenants in the notes to the financial statements.

Amendments to MFRS 107 Statement of Cash Flows and MFRS 7 Financial Instruments: Disclosures

Amendments to MFRS 107 and MFRs 7 respond to investors' concerns that some supplier finance arrangement – also referred to as supply chain finance, trade payables finance or reverse factoring arrangements – used by entities are not sufficiently visible, hindering investors' analysis.

The disclosure requirements require entities to disclose information that would enable users of financial statements to assess how supplier finance arrangements affect an entity's operations; including the effect supplier finance arrangements have on an entity's liability, cash flows and exposures to liquidity risk. The new disclosure requirements would also inform users of financial statements on how an entity might be affected if the arrangements were no longer available to it.

2. BASIS OF PREPARATION (CONTINUED)

2.3 Amendments to MFRSs that have been issued, but yet to be effective (Continued)

- (b) The Group and the Company plan to adopt the above applicable amendments to MFRSs when they become effective. A brief discussion on the above significant amendments to MFRSs that may be applicable to the Group and the Company are summarised below. (Continued)

Amendments to MFRS 121 The Effects of Changes in Foreign Exchange Rates

Amendments to MFRS 121 respond to stakeholder feedback and concerns about diversity in practice in accounting for a lack of exchangeability between currencies.

Applying the Amendments, entities will be applying a consistent approach in determining if a currency can be exchanged into another currency. These amendments provide guidance on the spot exchange rate to use when a currency is not exchangeable into another currency and the disclosures entities need to provide to enable users of financial statements to understand the impact on the entities financial performance, financial position and cash flows as a result of a currency being no exchangeable into another currency.

2.4 Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which they operate (“the functional currency”). The consolidated financial statements are presented in Ringgit Malaysia (“RM”), which is also the Company’s functional currency, and has been rounded to the nearest thousand, unless otherwise stated.

2.5 Basis of measurement

The financial statements of the Group and of the Company have been prepared on the historical cost basis, except as otherwise disclosed.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Unless otherwise stated, the following material accounting policy information have been applied consistently to all the financial years presented in the financial statements of the Group and of the Company.

31 December 2023 (continued)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.1 Basis of consolidation

(a) Subsidiaries and business combination

The Group applies the acquisition method to account for business combinations from the acquisition date.

Acquisition of entities under reorganisation scheme does not result in any change in economic substance. Accordingly, the consolidated financial statements of the Company are continuation of the acquired entity and is accounted for as follows:

- the assets and liabilities of the acquired entity are recognised and measured in the consolidated financial statements as the pre-combination carrying amounts, without restatement to fair value;
- the retained earnings and other equity balances of acquired entity immediately before the business combination are those of the Group; and
- the equity structure, however, reflects the equity structure of the Company and the differences arising from the change in equity structure of the Group will be accounted for in other reserves.

(b) Non-controlling interests

At the acquisition date, components of non-controlling interest of the Group are measured at the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

(c) Associates

Investment in associates is accounted for in the consolidated financial statements of the Group using the equity method.

(d) Joint arrangements

The Group classifies its joint arrangements as disclosed in Note 12 as "joint venture" for Unified Telecom Private Limited and accounts its interests using the equity method as the Group has rights to the net assets of the arrangements.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.1 Basis of consolidation (Continued)

(e) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity-accounted associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.2 Separate financial statements

In the Company's statement of financial position, investment in subsidiaries, joint ventures and associates are measured at cost less any accumulated impairment losses.

Contributions to subsidiaries are amounts which the settlement is neither planned nor likely to occur in the foreseeable future is, in substance, considered as part of the Company's investment in the subsidiaries.

3.3 Financial instruments

Financial assets — subsequent measurement and gains and losses

Financial assets at fair value through profit or loss

The Group and the Company subsequently measure these assets at fair value. Net gains and losses, including any interest and dividend income, are recognised in profit or loss.

Debt instruments at amortised cost

The Group and the Company subsequently measure these assets at amortised cost under the effective interest method. The gross carrying amount is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

31 December 2023 (continued)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.3 Financial instruments (Continued)

Financial assets – subsequent measurement and gains and losses (Continued)

Equity instruments at fair value through other comprehensive income

The Group and the Company subsequently measure all equity investments at fair value. Upon initial recognition, the Group and the Company have made an irrevocable election to classify its equity investments as disclosed in Note 13 to the financial statements that are not held for trading as equity instruments designated at fair value through other comprehensive income. The classification is determined on an instruments-by-instrument basis.

Gain and losses on these financial assets are not recycled to profit or loss. Dividends are recognised as other income in the profit or loss when the right of payment has been established, except when the Group and the Company benefit from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity instruments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial liabilities – subsequent measurement and gains and losses

The Group and the Company subsequently measure other financial liabilities at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

3.4 Property, plant and equipment

Property, plant and equipment (other than certain freehold land and buildings and right-of-use assets) are measured at cost less accumulated depreciation and any accumulated impairment losses.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.4 Property, plant and equipment (Continued)

Certain freehold lands and buildings are measured at fair value, based on valuations by external independent valuers, less accumulated depreciation on buildings and any impairment losses recognised after the date of revaluation. Valuations are performed with sufficient regularity to ensure that the fair value of the freehold lands and buildings does not differ materially from the carrying amount. Any accumulated depreciation as at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

The revaluation reserve is transferred to retained earnings as the assets are used. The amount of revaluation reserve transferred is the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost.

Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to retained earnings.

Freehold land has an unlimited useful life and therefore is not depreciated. Assets under construction included in property, plant and equipment are not depreciated as these assets are not available for use.

All other property, plant and equipment (other than right-of-use assets as disclosed in Note 3.5 to the financial statements) are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

Hotel properties (buildings)	50 years
Buildings	2%-5%
Plant and machinery	10%-20%
Motor vehicles	20%
Furniture, fittings and equipment	10%-25%
Renovation	10%-20%
Computer equipment and software	20%-33.33%
Crockeries, glassware, cutleries, linen and kitchen utensils	10%
Telecommunications, research and development equipment	20%-33.33%

31 December 2023 (continued)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.5 Leases

(a) Lessee accounting

The Group and the Company present right-of-use assets and lease liabilities as separate lines in the statements of financial position.

Short-term leases and leases of low value assets

The Group and the Company have elected not to recognise right-of-use assets and lease liabilities for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. Accordingly, the Group and the Company recognise the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use assets

The right-of-use assets are measured at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities. The right-of-use assets are depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the incremental borrowing rate.

The Group and the Company have elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

(b) Lessor accounting

The Group recognises lease payments received from investment properties under operating leases as income on a straight-line basis over the lease term as part of revenue. Rental income from sublease properties which is recognised as other income.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)**3.6 Investment properties**

Investment properties are measured at fair value with gains and losses arising from changes in the fair values of investment properties in profit or loss for the period in which they arise.

3.7 Intangible assets

Intangible assets, other than goodwill, that are acquired by the Group and the Company, which have finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The amortisation methods used and the estimated useful lives are as follows:

	Method	Useful lives (year)
Deferred development costs	Straight-line	2
Licenses	Straight-line	5

3.8 Inventories

Inventories are measured at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- raw materials: purchase costs on a first-in first-out basis.
- finished goods and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a weighted average cost basis.

Property under development and completed properties

The cost of property under development recognised in profit or loss is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative sale value of the property sold.

The cost of unsold completed properties is determined on a specific identification basis.

31 December 2023 (continued)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.9 Revenue and other income

Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer (which excludes estimates of variable consideration that are subject to constraints), net of any related taxes and excluding any amounts collected on behalf of third parties. An asset (goods or services) is transferred when or as the customer obtains control of that asset. As a practical expedient the effects of any significant financing component is not adjusted if the payment for the good or service will be within one year.

(a) Sales of goods

Revenue is recognised at a point in time when the performance obligation is satisfied by transferring a promised good to the customer. Control of the goods is transferred to the customer, generally on delivery of the goods (in this respect, incoterms are considered).

The credit terms offered by the Group range from 30 to 90 days (2022: 30 to 90 days).

(b) Rendering of Services

Revenue from service orders and term projects is recognised when the entity satisfies the performance obligation at a point in time generally when the significant acts have been completed and when transfer of control occurs. For services that are not material transactions revenue is recognised as the services are provided.

Distinct goods or services in a series

For distinct goods or services in a series such as routine or recurring service contracts where the promise under the contract is for a specified quantity of goods or services that meets the over-time criteria or is a stand-ready or single continuous service and if the nature of each good or service is distinct, substantially the same and has the same pattern of transfer or each time increment is distinct, then revenue is recognised at the amount that the entity has the right to bill a fixed amount for each unit of goods or service provided.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)**3.9 Revenue and other income (Continued)****(b) Rendering of Services (Continued)***Distinct goods or services created over time*

For long-term service contracts and projects for constructing, manufacturing or developing an asset the value to the customer is created over time during the contract period and it is accounted for as a single performance obligation that is satisfied over time. This is because the customer simultaneously receives and consumes the benefits of the entity's performance in processing each transaction as and when each transaction is processed; the performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or the performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date. The revenue is recognised over time by using the input method. For the input method the revenue is recognised on the basis of the efforts or inputs to the satisfaction of a performance obligation such as costs incurred relative to the total expected inputs to the satisfaction of that performance obligation.

Sale of tickets

The Group is also involved in retail and wholesales of airline tickets to their leisure travel customers and travel agents. The Group sells the airlines tickets to their leisure travel customers as part of their travel packages, while their travel agents customers act as a form of distribution channel to other retail customers. Principal and agent relationship have been taken into consideration and the Group is acting as a principal in this regard.

The price of the sale of ticketing is based on an actual cost incurred plus a predetermined mark-up rate.

Ticket refund occurs when there is a cancellation of flight or a change of date on the flight tickets, mainly referring to refund of airport taxes.

Revenue from sale of ticketing is recognised at a point in time upon issuance of the tickets.

31 December 2023 (continued)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.9 Revenue and other income (Continued)

(b) Rendering of Services (Continued)

Sale of tour packages

Sale of tour packages consist of inbound and outbound tour packages. The inbound tour is the tour packages within Malaysia, whereas outbound tour is the tour packages to foreign countries. Accordingly, contracts for sale of tour package comprises multiple deliverables which includes significant integration service and are therefore recognised as a single performance obligation. Principal and agent relationship have been taken into consideration and the Group is acting as a principal in this regard.

Revenue from the sale of tour package is recognised based on the fixed price specified in the contract. Agent companies are entitled for corporate discounts and revenue derived from agent companies represent tour charges and sales of air tickets less discounts and refunds.

Tour refund refers to cancellation of tour due to several reasons. For example, travel alert, terrorism, not meeting minimum number of pax of travellers, and also customers' personal reasons. Sales vouchers will be given to customers under the circumstances when the customers intend to cancel or change the tour date to a later date.

Revenue from sale of tour package is recognised point in time based on the commencement of the tour.

Consistent with market practise, the Group collects deposits from customers for the sale of tour packages. A contract liability is recognised for the customer deposits as the Group has an obligation to render service to the customer in respect of deposit received which is presented in the statement of financial position within other payables as contract liabilities. Customer deposits would be recognised as revenue when the related services are rendered.

(c) Property development

The Group develops and sells residential and commercial properties.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.9 Revenue and other income (Continued)

(c) Property development (Continued)

For practical expediency, the Group and the Company apply revenue recognition to a portfolio of contracts (or performance obligations) with similar characteristics in the property development business if the Group and the Company reasonably expect that the effects on the financial statements would not differ materially from recognising revenue on each individual contracts (or performance obligations) within that portfolio.

Revenue from residential and commercial properties are recognised as and when the control of the asset is transferred to the customer. Based on the terms of the contract and the laws that apply to the contract, control of the asset is transferred over time as the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. The progress towards complete satisfaction of a performance obligation is determined by the proportion of property development costs incurred for work performed to date bear to the estimated total property development costs (an input method).

The consideration is due based on the scheduled payments in the contract, therefore, no element of financing is deemed present. When a particular milestone is reached in excess of the scheduled payments, a contract asset will be recognised for the excess of revenue recognised to date under the input method over the progress billings to-date and include deposits or advances received from customers. When the progress billings to-date and include deposits or advances received from customers exceeds revenue recognised to date then the Group recognise a contract liability for the difference.

Consistent with market practice, the Group collects deposit from customers for sale of properties. A contract liability is recognised for the customer deposits as the Group has obligations to transfer the goods or services to the customer in respect of deposits received. Customer deposits would be recognised as revenue upon transfer of goods or services to the customer.

31 December 2023 (continued)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.9 Revenue and other income (Continued)

(c) Property development (Continued)

For residential properties, as part of the statutory requirements, the Group's and the Company's obligations are to rectify any defects that become apparent within the defect liability period 24 months after the customer takes vacant possession of the building. No provision for rectification costs has been made as the end of the financial year as there has been no known material defect reported and only minimal costs have been incurred in the past.

(d) Hotel revenue

The Group recognised the revenue received from guests on the services rendered which including room sales, food and beverage and other ancillary services. These are distinct performances obligations, for which prices invoiced to the guests are representative of their stand-alone selling price. These obligations are fulfilled over time when they related to room sales, along the stay in the hotel, and at a point in time for other goods or services, when they have been delivered or rendered.

(e) Bus-body fabrication

The Group manufactures bus bodies and assembles buses. Contract with customer is highly integrated, it is recognised as a single performance obligation. Revenue is recognised progressively based on the progress towards complete satisfaction of the performance obligation.

Revenue is recognised over time when control of the asset is transferred over time when the Group's performance:

- creates and enhances an asset that the customer controls as the services are being performed; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

(f) Rental income

Rental income from investment property is recognised on a straight-line basis over the term of the lease. Lease incentive granted is recognised as an integral part of the total rental income, over the term of the lease.

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.10 Deferred tax

When investment properties are carried at fair value in accordance with the material accounting policy information as disclosed in Note 3.6 to the financial statements, the amount of deferred tax recognised is measured using tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within the business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

3.11 Contract costs

The Group and the Company have applied the practical expedient to recognise the incremental costs of obtaining contracts as an expense when incurred if the amortisation periods of the asset that the Group and the Company otherwise would have recognised are one year or less.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. It also requires directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the Directors' best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity that have the most significant effect on the Group's and the Company's financial statements, or areas where assumptions and estimates that have a significant risk of resulting in a material adjustment to the Group's and the Company's financial statements within the next financial year are disclosed as follows:

31 December 2023 (continued)

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

4.1 Impairment of goodwill on consolidation

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of CGU to which the goodwill is allocated. Estimating a value-in-use amount requires management to make an estimation of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amounts of the Group's goodwill key assumptions used to determine the recoverable amount for different cash-generating units, including sensitivity analysis, are disclosed in Note 9 to the financial statements.

4.2 Impairment of right-of-use assets

The Group assesses impairment of non-financial assets whenever the events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is measured at its value-in-use which is the net present value of the projected future cash flows derived from the asset discounted at an appropriate discount rate. Significant judgement is required in determining the discount rates applied in the recoverable amount calculation and assumptions supporting the underlying cash flow projections, including forecast growth rate and profit margin. Cash flows that are projected based on those inputs or assumptions may have a significant effect on the Group's financial positions and results if the actual cash flows are less than the expected.

The carrying amounts of the Group's right-of-use assets are disclosed in Note 6 to the financial statements.

4.3 Valuation of investment properties

The Group has investment properties carried at fair value. Valuation of these assets is based on valuation performed by independent professional property valuers. The valuation method adopted by the valuers was comparison method for similar assets and comparison of current prices in an active market for similar properties in the same location and condition and where necessary, adjusting for location, size, tenure, title restrictions, neighbourhood, and other relevant factors. Significant judgement is made in determining the appropriate valuation methods and the key assumptions used in the valuations. Any changes in these assumptions will have an impact on the carrying amounts of the investment properties.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONTINUED)

4.3 Valuation of investment properties (Continued)

The carrying amounts of the Group's investment properties are disclosed in Note 7 to the financial statements.

4.4 Fair value of unquoted investments

If the financial asset is not traded in an active market or if the quoted price is not readily and regularly available, the fair value is established by using valuation techniques that are appropriate in circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. The fair value measurement requires the selection among a range of different valuation methodologies, making estimates about expected future cash flows and discounted rates. The models are tested for validity by calibrating to prices from any observable current market transactions in the same instrument when available. Where cost is used as an estimate of fair value, significant judgement is required where management considers various indicators where cost might not be representative of fair value.

The carrying amount of the Group's fair value of unquoted investments are disclosed in Note 13 to the financial statements.

4.5 Impairment in investment in a subsidiary

The Company determines whether there is any indication of impairment in investment in a subsidiary. If any of such indication exists, the Company makes an estimate of the recoverable amount of the investment in a subsidiary.

The recoverable amount of investment in a subsidiary was determined based on value-in-use which involves exercise of significant judgement on the discount rates applied and the assumption supporting the underlying cash flow projections which include future revenue, gross profit margin and operating expenses.

The carrying amount of the Company's investment in subsidiaries are disclosed in Note 10 to the financial statements.

31 December 2023 (continued)

5. PROPERTY, PLANT AND EQUIPMENT

Group	2023	Freehold land RM'000	Buildings RM'000	Hotel properties -Freehold lands RM'000	Hotel properties -Buildings RM'000	Plant and machinery RM'000	Furniture, fittings and equipment RM'000	Renovation RM'000	Motor vehicles RM'000	Computer equipment and software RM'000	Crockeries, glassware, cutlery, linen and kitchen utensils RM'000	Telecom- munications and research and development equipment RM'000	Total RM'000
Cost/Valuation													
At 1 January 2023	407	63,504	85,755	72,312	9,028	34,561	26,169	2,736	12,914	3,186	32,688	343,260	
Additions	-	350	-	3,379	403	2,021	418	111	2,972	267	624	10,545	
Disposals	-	-	-	-	-	(19,973)	(1,219)	(1,053)	(27)	(1,502)	-	(23,774)	
Written off	-	-	-	-	(5,293)	(3,495)	(10)	(561)	(23)	(1,065)	(528)	(10,975)	
Revaluation	-	-	(7,683)	(8,024)	-	-	-	-	-	-	-	(15,707)	
Reclassification	-	-	-	-	60	(60)	-	-	-	-	-	-	
Exchange differences	-	58	3,520	2,758	9	144	203	6	22	2	565	7,287	
At 31 December 2023	407	63,912	81,592	70,425	4,207	13,198	25,561	1,239	15,858	888	33,349	310,636	

31 December 2023 (continued)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group	Freehold land	Buildings	Hotel properties -Freehold lands	Hotel properties -Buildings	Plant and machinery	Furniture, fittings and equipment	Renovation	Motor vehicles	Computer equipment and software	Crockeries, glassware, cutlery, linen and kitchen utensils	Telecom- munications and research and development equipment	Total
2023	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Accumulated Depreciation												
At 1 January 2023	-	4,321	-	1,277	6,958	28,930	7,261	2,736	7,964	1,897	22,218	83,562
Depreciation for the financial year	-	1,286	-	1,157	337	1,165	1,249	62	1,164	415	1,023	7,858
Disposals	-	-	-	-	-	(17,186)	(455)	(1,035)	(25)	(964)	-	(19,665)
Written off	-	-	-	-	(5,263)	(3,214)	-	(561)	(22)	(985)	(528)	(10,573)
Reclassification	-	-	-	(300)	1	13	286	-	-	-	-	-
Exchange differences	-	32	-	7	2	80	133	6	28	-	50	338
At 31 December 2023	-	5,639	-	2,141	2,035	9,788	8,474	1,208	9,109	363	22,763	61,520
Accumulated Impairment Loss												
At 1 January 2023	-	-	-	-	-	352	1,225	-	-	-	7,939	9,516
Exchange differences	-	-	-	-	-	-	-	-	-	-	486	486
At 31 December 2023	-	-	-	-	-	352	1,225	-	-	-	8,425	10,002
Carrying Amount at 31 December 2023												
407	58,273	81,592	81,592	68,284	2,172	3,058	15,862	31	6,749	525	2,161	239,114
Representing:												
Cost	407	58,273	-	-	2,172	3,058	15,862	31	6,749	525	2,161	89,238
Valuation	-	-	81,592	68,284	-	-	-	-	-	-	-	149,876
Total	407	58,273	81,592	68,284	2,172	3,058	15,862	31	6,749	525	2,161	239,114

31 December 2023 (continued)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group	Freehold land	Buildings	Hotel properties -Freehold lands	Hotel properties -Buildings	Plant and machinery	Furniture, fittings and equipment	Renovation	Motor vehicles	Computer equipment and software	Crockeries, glassware, cutlery, linen and kitchen utensils	Telecom- munications and research and development equipment	Construction work-in-progress	Total
2022	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Cost/Valuation													
At 1 January 2022	407	62,826	88,713	58,829	8,566	34,552	23,423	2,311	12,841	2,902	32,690	2,005	330,065
Additions	-	583	-	15,289	503	1,384	88	-	151	284	623	603	19,508
Disposals	-	-	-	-	-	(6)	-	(133)	(11)	-	(58)	-	(208)
Written off	-	-	-	-	(41)	(878)	(228)	-	(83)	-	(886)	-	(2,116)
Reclassification	-	-	-	-	-	(154)	2,761	561	1	-	-	(2,608)	561
Revaluation	-	-	(482)	-	-	-	-	-	-	-	-	-	(482)
Exchange differences	-	95	(2,476)	(1,806)	-	(337)	125	(3)	15	-	319	-	(4,068)
At 31 December 2022	407	63,504	85,755	72,312	9,028	34,561	26,169	2,736	12,914	3,186	32,688	-	343,260

31 December 2023 (continued)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group	Freehold land	Buildings	Hotel properties -Freehold lands	Hotel properties -Buildings	Plant and machinery	Furniture, fittings and equipment	Renovation	Motor vehicles	Computer equipment and software	Crockeries, glassware, cutlery and kitchen utensils	Telecom- munications and research and development equipment	Construction work-in-progress	Total
2022	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Accumulated Depreciation													
At 1 January 2022	-	2,991	-	-	6,676	28,823	6,156	2,247	6,835	1,545	21,754	-	77,027
Depreciation for the financial year	-	1,273	-	1,277	323	1,219	1,112	64	1,196	352	1,198	-	8,014
Disposals	-	-	-	-	-	(4)	-	(133)	(11)	-	(58)	-	(206)
Written off	-	-	-	-	(41)	(747)	(48)	-	(88)	-	(554)	-	(1,478)
Reclassification	-	7	-	-	-	(47)	32	561	8	-	-	-	561
Exchange differences	-	50	-	-	-	(314)	9	(3)	24	-	(122)	-	(356)
At 31 December 2022	-	4,321	-	1,277	6,958	28,930	7,261	2,736	7,964	1,897	22,218	-	83,562
Accumulated Impairment Loss													
At 1 January 2022	-	-	-	-	-	352	1,225	-	-	-	8,156	-	9,733
Written off	-	-	-	-	-	-	-	-	-	-	(195)	-	(195)
Exchange differences	-	-	-	-	-	-	-	-	-	-	(22)	-	(22)
At 31 December 2022	-	-	-	-	-	352	1,225	-	-	-	7,939	-	9,516
Carrying Amount at 31 December 2022	407	59,183	85,755	71,035	2,070	5,279	17,683	-	4,950	1,289	2,531	-	250,182
Representing:													
Cost	407	59,183	-	-	2,070	5,279	17,683	-	4,950	1,289	2,531	-	93,392
Valuation	-	-	85,755	71,035	-	-	-	-	-	-	-	-	156,790
Total	407	59,183	85,755	71,035	2,070	5,279	17,683	-	4,950	1,289	2,531	-	250,182

31 December 2023 (continued)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Company 2023	Computer equipment RM'000	Furniture, fittings and equipment RM'000	Renovations RM'000	Total RM'000
Cost				
At 1 January 2023	85	115	46	246
Additions	12	-	-	12
At 31 December 2023	97	115	46	258
Accumulated Depreciation				
At 1 January 2023	80	101	9	190
Depreciation for the financial year	8	2	4	14
At 31 December 2023	88	103	13	204
Carrying Amount at 31 December 2023	9	12	33	54
Company 2022				
Cost				
At 1 January 2022	84	104	46	234
Additions	1	11	-	12
At 31 December 2022	85	115	46	246
Accumulated Depreciation				
At 1 January 2022	68	99	5	172
Depreciation for the financial year	12	2	4	18
At 31 December 2022	80	101	9	190
Carrying Amount at 31 December 2022	5	14	37	56

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

- (a) Included in property, plant and equipment of the Group are assets pledged to the licensed banks to secure credit facilities granted to the Company and its subsidiaries as disclosed in Note 22 to the financial statements with the following carrying amounts:

	Group	
	2023	2022
	RM'000	RM'000
Hotel properties	103,355	111,030
Buildings	88,894	90,981
	192,249	202,011

- (b) Had the revalued assets been carried at cost less accumulated depreciation, the carrying amounts would have been as follows:

Group	Cost	Accumulated	Carrying
	RM'000	depreciation	amount
		RM'000	RM'000
2023			
Hotel properties			
- lands	60,663	-	60,663
- buildings	71,261	(11,263)	59,998
	131,924	(11,263)	120,661
2022			
Hotel properties			
- lands	64,834	-	64,834
- buildings	73,508	(10,161)	63,347
	138,342	(10,161)	128,181

31 December 2023 (continued)

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**(c) Fair value information**

Fair values of revalued properties are categorised as follows:

Group	Level 3 RM'000
2023	
Hotel properties	
- lands	81,592
- buildings	70,425
	152,017
2022	
Hotel properties	
- lands	85,755
- buildings	72,312
	158,067

Valuation techniques and significant other observable inputs**Hotel property 1**

Valuation technique for recurring fair value measurements	Comparison with market evidence of recent transaction prices for similar properties
---	---

Significant unobservable inputs	Price per square feet: RM73 (2022:RM73)
---------------------------------	---

Relationship of unobservable inputs to fair value	The higher the price per square feet, the higher the fair value
---	---

Hotel property 2

Valuation technique for recurring fair value measurements	Comparison with market evidence of recent transaction prices for similar properties
---	---

Significant unobservable inputs	Price per square feet: RM694 (2022:RM694)
---------------------------------	---

Relationship of unobservable inputs to fair value	The higher the price per square feet, the higher the fair value
---	---

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(c) Fair value information (Continued)

Hotel property 3

Valuation technique for recurring fair value measurements Comparison with market evidence of recent transaction prices for similar properties

Significant unobservable inputs Price per square feet: RM5,253 (2022:RM4,856)

Relationship of unobservable inputs to fair value The higher the price per square feet, the higher the fair value

Valuation processes applied by the Group

The Group's finance department reporting to the senior accounts manager evaluates the valuation of land and buildings required for financial reporting purposes including Level 3 fair value.

The fair value of revalued hotel property 1 and hotel property 3 have been determined based on the valuation report dated in February 2022 and December 2023, carried out by Suleiman & Co and Anderson Wilde & Harris respectively, a firm of independent professional valuer, with recognised and relevant qualification and recent experience in the location and assets being valued. The valuation method used was Comparison Method that makes reference to recent transactions and sales evidences involving other similar properties in the vicinity. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input to this valuation approach is the price per square feet of comparable properties.

Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

Transfer between levels of fair value hierarchy

There is no transfer between levels of fair values hierarchy during the financial year.

Highest and best use

In estimating the fair value of the hotel properties — freehold land and buildings, the highest and best use of the land and buildings is their current use.

- (d) The legal title for a freehold land under hotel property has yet to be transferred to the Group.

31 December 2023 (continued)

6. RIGHT-OF-USE ASSETS

Group	Leasehold	Hotel	Motor	Total	
	land	Buildings	properties		Vehicle
2023	RM'000	RM'000	RM'000	RM'000	
Cost					
At 1 January 2023	24,000	16,702	48,757	-	89,459
Additions	-	2,392	-	-	2,392
Termination	-	-	(30,011)	-	(30,011)
Derecognition	-	(655)	-	-	(655)
Exchange difference	-	(230)	(33)	-	(263)
At 31 December 2023	24,000	18,209	18,713	-	60,922
Accumulated Depreciation and Impairment Loss					
At 1 January 2023	279	2,586	20,083	-	22,948
Depreciation for the financial year	1,138	1,477	5,007	-	7,622
Impairment loss	-	-	6,000	-	6,000
Termination	-	-	(22,508)	-	(22,508)
Derecognition	-	(655)	-	-	(655)
Exchange difference	-	(223)	(3)	-	(226)
At 31 December 2023	1,417	3,185	8,579	-	13,181
Carrying Amount at 31 December 2023	22,583	15,024	10,134	-	47,741

31 December 2023 (continued)

6. RIGHT-OF-USE ASSETS (CONTINUED)

Group	Leasehold	Hotel	Motor	Total	
	land	Buildings	properties		Vehicle
	RM'000	RM'000	RM'000	RM'000	RM'000
2022					
Cost					
At 1 January 2022	-	10,177	49,458	561	60,196
Additions	24,000	11,155	-	-	35,155
Reclassified to property, plant and equipment	-	-	-	(561)	(561)
Written off	-	(4,758)	-	-	(4,758)
Exchange difference	-	128	(701)	-	(573)
At 31 December 2022	24,000	16,702	48,757	-	89,459
Accumulated Depreciation					
At 1 January 2022	-	2,995	15,224	561	18,780
Depreciation for the financial year	279	1,821	5,074	-	7,174
Reclassified to property, plant and equipment	-	-	-	(561)	(561)
Written off	-	(2,336)	-	-	(2,336)
Exchange difference	-	106	(215)	-	(109)
At 31 December 2022	279	2,586	20,083	-	22,948
Carrying Amount at 31 December 2022	23,721	14,116	28,674	-	66,511

31 December 2023 (continued)

6. RIGHT-OF-USE ASSETS (CONTINUED)

Company	Building
2023	RM'000
Cost	
At 1 January 2023/31 December 2023	5,174
Accumulated Depreciation	
At 1 January 2023	1,294
Depreciation for the financial year	575
At 31 December 2023	1,869
Carrying Amount at 31 December 2023	3,305
2022	
Cost	
At 1 January 2022/31 December 2022	5,174
Accumulated Depreciation	
At 1 January 2022	719
Depreciation for the financial year	575
At 31 December 2022	1,294
Carrying Amount at 31 December 2022	3,880

(a) Lease terms

The Group and the Company's lease buildings and hotel properties with lease terms are as follows:

Buildings	over the lease period from 4 to 36 years
Hotel properties	over the lease period from 8 to 16 years
Leasehold land	over 43 years

(b) Impairment loss

During the financial year, an impairment loss on RM6 million was recognised in profit or loss under other operating expenses due to adverse business conditions affecting the hotel. The recoverable amount of RM10.14 million as at 31 December 2023 was based on value-in-use and was determined at the level of cash generating unit. In determining the value-in-use for the cash generating unit, the cash flows were discounted at a rate of 12.63% on a pre-tax basis.

7. INVESTMENT PROPERTIES

	Group	
	2023	2022
	RM'000	RM'000
At fair value:		
At 1 January	16,100	18,630
Disposal of investment property	-	(2,780)
Fair value change	200	250
At 31 December	16,300	16,100

Strata title of the shop office 1 has not been issued by Department of Director General of Lands and Mines in Malaysia as at 31 December 2023.

Details of the Group's investment properties are as follows:

<u>Descriptions</u>	<u>Location</u>	<u>Existing use</u>
Shop office 1	Lot 3A-5-1, 5th Floor, Block 3A, Plaza Sentral, Kuala Lumpur, Malaysia	Generate rental income
Shop office 2	167 Jalan Kenari 23A, Bandar Puchong Jaya, 47100 Puchong, Selangor, Malaysia	Generate rental income
Residential house 1	No.9, Jalan SS3/39, 47300 Petaling Jaya, Selangor, Malaysia	Vacant
Residential house 2	17, Jalan CH 5C, Canary Residensi, Taman Cheras Hartamas, Cheras, Selangor, Malaysia	Generate rental income
Commercial bungalow	16, Jalan Othman, 46000 Petaling Jaya, Malaysia	Generate rental income
Residential condominium	39-5, Residensi Pantai Sentral 2, Secoya Residences, Jalan Pantai Murni 7, Kuala Lumpur, Malaysia	Generate rental income

31 December 2023 (continued)

7. INVESTMENT PROPERTIES (CONTINUED)

The following amounts are recognised in the profit or loss:

	Group	
	2023	2022
	RM'000	RM'000
Rental income	186	239
Direct operating expenses arising from investment properties that generate rental income	(203)	(171)

Included in investment properties of the Group are assets pledged to the licensed banks to secure credit facilities granted to the Company and its subsidiaries as disclosed in Note 22 to the financial statements with the following carrying amounts:

	Group	
	2023	2022
	RM'000	RM'000
Land and buildings	13,701	13,601

Valuation processes applied by the Group

The Group's finance department reporting to the senior accounts manager evaluates the valuation of land and buildings required for financial reporting purposes including Level 3 fair value.

The fair value of the shop office 1 was measured based on the highest and best use method to reflect the actual market state and circumstances as of the end of the reporting year. The fair value was based on a valuation made by CBRE WTW Valuation & Advisory Sdn. Bhd., a firm of independent professional valuers, which hold a recognised and relevant professional qualification with sufficient recent experience in the location and category of the investment property being valued. There has been no change to the valuation technique during the year. Management determined that the highest and best use of the assets is the current use and that it would provide maximum value to market participants principally through its use in combination with other assets.

7. INVESTMENT PROPERTIES (CONTINUED)

Valuation processes applied by the Group (Continued)

The fair value of the shop office 2, commercial bungalow, residential houses 1 and 2 and residential condominium were measured based on the sales comparison prices of comparable buildings in close proximity adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable buildings. The fair value was based on a valuation made by SMY Valuers & Consultants Sdn. Bhd., a firm of independent professional valuers, which hold a recognised and relevant professional qualification with sufficient recent experience in the location and category of the investment property being valued.

Valuation techniques and significant other observable inputs

Shop office 1

Valuation technique for recurring fair value measurements:

Comparison with market evidence of recent transaction prices for similar properties

Significant observable inputs:

Price per square foot of RM819 (2022: RM819)

Sensitivity on management's estimates – 10% variation from estimate:

Impact-lower by RM660,000 (2022: RM660,000); higher by RM660,000 (2022: RM660,000)

Shop office 2

Valuation technique for recurring fair value measurements:

Comparison with market evidence of recent transaction prices for similar properties

Significant observable inputs:

Price per square foot of RM418 (2022: RM418)

Sensitivity on management's estimates – 10% variation from estimate:

Impact-lower by RM250,000 (2022: RM250,000); higher by RM250,000 (2022: RM250,000)

31 December 2023 (continued)

7. INVESTMENT PROPERTIES (CONTINUED)**Valuation techniques and significant other observable inputs (Continued)****Residential house 1**

Valuation technique for recurring fair value measurements:

Comparison with market evidence of recent transaction prices for similar properties

Significant observable inputs:

Price per square foot of RM1,008 (2022: RM1,008)

Sensitivity on management's estimates — 10% variation from estimate:

Impact-lower by RM275,000 (2022: RM275,000); higher by RM275,000 (2022: RM275,000)

Residential house 2

Valuation technique for recurring fair value measurements:

Comparison with market evidence of recent transaction prices for similar properties

Significant observable inputs:

Price per square foot of RM501 (2022: RM470)

Sensitivity on management's estimates — 10% variation from estimate:

Impact-lower by RM160,000 (2022: RM150,000); higher by RM160,000 (2022: RM150,000)

Commercial bungalow

Valuation technique for recurring fair value measurements:

Comparison with market evidence of recent transaction prices for similar properties

Significant observable inputs:

Price per square foot of RM316 (2022: RM299)

Sensitivity on management's estimates — 10% variation from estimate:

Impact-lower by RM185,000 (2022: RM175,000); higher by RM185,000 (2022: RM175,000)

7. INVESTMENT PROPERTIES (CONTINUED)

Valuation techniques and significant other observable inputs (Continued)

Residential condominium

Valuation technique for recurring fair value measurements:

Comparison with market evidence of recent transaction prices for similar properties

Significant observable inputs:

Price per square foot of RM952 (2022: RM952)

Sensitivity on management's estimates – 10% variation from estimate:

Impact-lower by RM100,000 (2022: RM100,000); higher by RM100,000 (2022: RM100,000)

Fair value information

Fair value of investment properties is categorised as level 3.

Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

Transfer between levels of fair value hierarchy

There is no transfer between levels of fair values hierarchy during the financial year.

31 December 2023 (continued)

8. INTANGIBLE ASSETS

Group 2023	Goodwill on	Intellectual	Deferred	Deferred	Licenses	Total
	consolidation	property	development	development		
	RM'000	RM'000	costs	costs (under	RM'000	RM'000
	(Note 9)	(Note a)	(completed)	development)	(Note c)	
			RM'000	RM'000		
	(Note 9)	(Note a)	(Note b)			
Cost						
At 1 January 2023	99,016	52	26,844	1,225	844	127,981
Additions	-	-	-	1,008	-	1,008
Reclassification	-	-	565	(565)	-	-
Exchange differences	-	-	(1,624)	(73)	-	(1,697)
At 31 December 2023	99,016	52	25,785	1,595	844	127,292
Accumulated						
Amortisation and						
Impairment						
At 1 January 2023	20,359	52	25,544	-	843	46,798
Amortisation for the financial year	-	-	707	-	-	707
Impairment for the financial year	39,465	-	-	-	-	39,465
Exchange differences	-	-	(1,661)	-	-	(1,661)
At 31 December 2023	59,824	52	24,590	-	843	85,309
Carrying Amount at						
31 December 2023	39,192	-	1,195	1,595	1	41,983

31 December 2023 (continued)

8. INTANGIBLE ASSETS (CONTINUED)

Group	Goodwill on consolidation	Intellectual property	Deferred	Deferred	Licenses	Total
			development costs (completed)	development costs (under development)		
2022	RM'000 (Note 9)	RM'000 (Note a)	RM'000 (Note b)	RM'000	RM'000 (Note c)	RM'000
Cost						
At 1 January 2022	99,016	52	28,072	738	844	128,722
Additions	-	-	-	1,078	-	1,078
Reclassification	-	-	545	(545)	-	-
Exchange differences	-	-	(1,773)	(46)	-	(1,819)
At 31 December 2022	99,016	52	26,844	1,225	844	127,981
Accumulated Amortisation and Impairment						
At 1 January 2022	11,397	52	26,481	-	843	38,773
Amortisation for the financial year	-	-	784	-	-	784
Impairment for the financial year	8,962	-	-	-	-	8,962
Exchange differences	-	-	(1,721)	-	-	(1,721)
At 31 December 2022	20,359	52	25,544	-	843	46,798
Carrying Amount at 31 December 2022	78,657	-	1,300	1,225	1	81,183

(a) Intellectual property

Intellectual property comprises rights and titles relating to mobile software.

(b) Deferred development costs

The deferred development costs mainly comprise staff costs, operating expenses and depreciation expenses for the development of the Captii Group's proprietary mobile software and has an average remaining amortisation period of 2 years (2022: 2 years).

31 December 2023 (continued)

8. INTANGIBLE ASSETS (CONTINUED)**(c) Licenses**

The licenses comprise compliance and testing costs of bus models and have an average amortisation period of 5 years (2022: 5 years).

9. GOODWILL ON CONSOLIDATION

Management reviews the business performance based on the type of products and services of the strategic business units which represent its reportable operating segments. For the purpose of impairment testing, goodwill acquired through business combinations is allocated to the following Group's CGUs which are also reportable operating segments, which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

The carrying amounts of goodwill allocated to the Group's CGUs are as follows:

	Group	
	2023	2022
	RM'000	RM'000
Information and communications technology - CGU 1	35,257	74,722
Travel and tours - CGU 2	3,659	3,659
Others	276	276
	<u>39,192</u>	<u>78,657</u>

CGU 1

The recoverable amount of the CGU was determined based on its value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets and forecasts approved by management covering a five-year period using a discount rate of 14.68% (2022: 14.54%). The forecasted growth rate used to extrapolate cash flow projections beyond the five-year period is 2.0% (2022: 2.0%).

The discount rate applied to the cash flow projections is pre-tax and reflects management's estimate of the risks specific to the CGU at the date of assessment. Management determined the forecasted growth rate and budgeted gross margin based on past performance and its expectations of market developments.

9. GOODWILL ON CONSOLIDATION (CONTINUED)

CGU 1 (Continued)

As at 31 December 2023, the Group estimated that the carrying amount of CGU 1 was higher than its recoverable amount and impairment loss of RM39.47 million (2022: RM8.96 million) was recognised. The impairment loss was fully allocated to goodwill and is recorded in statement of comprehensive income of the Group.

The value in use was determined by management using the discounted cash flow valuation technique. The key assumptions used for value in use calculations are as stated above.

CGU 2

The recoverable amount of the CGUs was determined based on its value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets and forecasts approved by management covering a five-year period using a discount rate of 7.99% (2022: 9.04%). The forecasted growth rate used to extrapolate cash flow projections beyond the five-year period is 3% (2022: 3%).

The discount rate applied to the cash flow projections is pre-tax and reflects management's estimate of the risks specific to the CGUs at the date of assessment. Management determined the forecasted growth rate and budgeted gross margin based on past performance and its expectations of market developments.

Based on the sensitivity analysis performed, management believes that no reasonably possible change in key assumptions would cause the carrying values of the CGU 2 to exceed its recoverable amounts.

The value in use was determined by management using the discounted cash flow valuation technique. The key assumptions used for value in use calculations are as stated above.

Other

Based on the sensitivity analysis performed, management believes that no reasonably possible change in key assumptions would cause the carrying values of the CGU to exceed its recoverable amounts.

31 December 2023 (continued)

10. INVESTMENT IN SUBSIDIARIES

	Company	
	2023	2022
	RM'000	RM'000
Unquoted shares - at cost	619,348	901,860
Less: Impairment loss	(158,384)	(271,234)
	<u>460,964</u>	<u>630,626</u>
Loans that are part of net investments		
At cost	23,529	3,792
Less: Impairment loss	(1,823)	(1,831)
	<u>482,670</u>	<u>632,587</u>

Loans that are part of net investments represent amount owing by a subsidiary which is non-trade in nature, unsecured and non-interest bearing. The settlement of the amount is neither planned nor likely to occur in the foreseeable future as it is the intention of the Company to treat these amounts as a long-term source of capital to the subsidiary. As the amount is, in substance, a part of the Company's net investment in the subsidiary, it is stated at cost less accumulated impairment loss, if any.

(a) Capital reduction of subsidiaries

During the financial year, the Company's direct wholly-owned subsidiary, Advance Synergy Capital Sdn. Bhd. ("ASCAP"), and its wholly-owned subsidiaries, AESBI Power Systems Sdn. Bhd. ("AESBI") and Paydee Ventures Sdn. Bhd. ("PVSB"), have undertaken a capital reduction as follows:

- (i) Reduction of the issued share capital of ASCAP from RM362,212,758.90 represented by 147,447,645 Ordinary Shares to RM57,650,312.00 represented by 57,650,312 Ordinary Shares by cancelling RM304,562,446.90 represented by 89,797,333 Ordinary Shares of the issued share capital of ASCAP and the credit arising from such cancellation is to be utilised towards offsetting the accumulated losses and debt owing to ASCAP by its shareholders as at 28 February 2023;

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)**(a) Capital reduction of subsidiaries (Continued)**

- (ii) Reduction of the issued share capital of AESBI from RM11,000,000.00 represented by 11,000,000 Ordinary Shares to RM500,000.00 represented by 500,000 Ordinary Shares by cancelling RM10,500,000.00 represented by 10,500,000 Ordinary Shares of the issued share capital of AESBI and the credit arising from such cancellation is to be utilised towards offsetting the debt owing to AESBI by its shareholders as at 28 February 2023; and
- (iii) Reduction of the issued share capital of PVSBI from RM5,000,000.00 represented by 5,000,000 Ordinary Shares to RM50,000.00 represented by 50,000 Ordinary Shares by cancelling RM4,950,000.00 represented by 4,950,000 Ordinary Shares of the issued share capital of PVSBI and the credit arising from such cancellation is to be utilised towards offsetting the debt owing to PVSBI by its shareholders as at 28 February 2023.

(b) Acquisition additional interest in Aviva Master Coach Technology Sdn. Bhd.

On 28 August 2023, Advance Synergy Capital Sdn. Bhd. ("ASCAP"), a direct wholly-owned subsidiary of the Company, completed its acquisition of 726,238 ordinary shares representing the remaining 29% of the issued share capital of Aviva Master Coach Technology Sdn. Bhd. ("Aviva") not already owned by ASCAP for a total cash consideration of RM1.00 only from Apple Gate Engineering Sdn. Bhd., free from any encumbrances. Consequential thereto, Aviva became an indirect wholly-owned subsidiary of the Company.

(c) Incorporation of Alma Dining Sdn. Bhd.

On 16 August 2023, Alma Dining Sdn. Bhd. ("ADSB") was incorporated with an issued share capital of RM100. ADSB is a 70%-owned subsidiary of Advance Synergy Realty Sdn. Bhd. ("ASR"), a direct wholly-owned subsidiary of the Company.

(d) Certain shares of subsidiaries in the Group have been charged to financial institutions for credit facilities granted to the Group as disclosed in Note 22 to the financial statements.

31 December 2023 (continued)

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) The details of the subsidiaries are as follows :

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Direct subsidiaries				
Advance Synergy Capital Sdn. Bhd. ^	Malaysia	100	100	Investment holding and provision of management services
Advance Synergy Properties Sdn. Bhd.	Malaysia	100	100	Investment holding
Advance Synergy Realty Sdn. Bhd. *	Malaysia	100	100	Property development and investment
Alam Samudera Corporation Sdn. Bhd.	Malaysia	100	100	Investment holding
Alangka-Suka Hotels & Resorts Sdn. Bhd.	Malaysia	100	100	Investment holding
Ausborn Sawmill Sdn. Bhd. *	Malaysia	100	100	Inactive
Calmford Incorporated #	British Virgin Islands	100	100	Investment holding
Datakey Sdn. Bhd.	Malaysia	100	100	To carry out computer facilities management activities, computer consultancy and other management consultancy activities
Diversified Gain Sdn. Bhd.	Malaysia	100	100	Investment holding
Excellent Arch Sdn. Bhd.	Malaysia	100	100	Investment holding
Excellent Display Sdn. Bhd.	Malaysia	100	100	Property investment, management and rental of properties
iSynergy Sdn. Bhd.	Malaysia	100	100	Inactive
Nagapura Management Corporation Sdn. Bhd.	Malaysia	100	100	Investment holding
Sadong Development Sdn. Bhd.	Malaysia	100	100	Property development
Segi Koleksi Sdn. Bhd.	Malaysia	70	70	Investment holding
Strategic Research & Consultancy Sdn. Bhd.	Malaysia	100	100	Investment holding company
Synergy Gold Incorporated #	British Virgin Islands	100	100	Inactive
Synergy Petroleum Incorporated #	British Virgin Islands	100	100	Investment holding
Worldwide Matrix Sdn. Bhd.	Malaysia	100	100	Investment holding

10 INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) The details of the subsidiaries are as follows: (Continued)

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Indirect subsidiaries held through Advance Synergy Capital Sdn. Bhd.				
AESBI Power Systems Sdn. Bhd.	Malaysia	100	100	Property investment and management services
Aviva Master Coach Technology Sdn. Bhd.	Malaysia	100	71	Designing, building and fabrication of coaches
Paydee Sdn. Bhd.	Malaysia	100	100	Provision of payment card issuing and acquiring services
Paydee Capital Sdn. Bhd.	Malaysia	100	100	Provision of credit and leasing
Paydee Nura Sdn. Bhd.	Malaysia	100	100	Provision of credit and other financial service activities
Paydee Ventures Sdn. Bhd.	Malaysia	100	100	Investment holding and venture capital business
Triton-K Sdn. Bhd.	Malaysia	100	100	Provision of management services
Indirect subsidiary held through Aviva Master Coach Technology Sdn. Bhd.				
Quality Bus & Coach Pty. Ltd. #	Australia	100	71	Designing, building and fabrication of coaches and coach certification and testing
Indirect subsidiary held through Quality Bus & Coach Pty. Ltd.				
Motorcoach Australia Pty. Ltd. #	Australia	100	71	Designing, building and fabrication of coaches and coach certification and testing
Indirect subsidiaries held through Alangka-Suka Hotels & Resorts Sdn. Bhd.				
Alangka-Suka International Limited #	British Virgin Islands	100	100	Investment holding
Alor Setar Holiday Villa Sdn. Bhd.	Malaysia	100	100	Inactive
Antara Holiday Villas Sdn. Bhd.	Malaysia	100	100	Hotel management services
Asbina Hotel & Property Sdn. Bhd.	Malaysia	100	100	Inactive
Cherating Holiday Villa Berhad	Malaysia	100	100	Operates Holiday Villa Beach Resort & Spa Cherating
Grand Hotel Sudan Limited #	British Virgin Islands	100	100	Inactive

31 December 2023 (continued)

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) The details of the subsidiaries are as follows: (Continued)

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Indirect subsidiaries held through Alangka-Suka Hotels & Resorts Sdn. Bhd. (Continued)				
Holiday Villa Assets Sdn. Bhd.	Malaysia	100	100	Investment holding
Holiday Villa Travel & Tours Sdn. Bhd.	Malaysia	100	100	Hiring of limousines
Holiday Villas International Limited #	British Virgin Islands	100	100	Investment holding
Langkawi Holiday Villa Sdn. Bhd.	Malaysia	100	100	Operates Holiday Villa Beach Resort & Spa Langkawi
Mayor Hotels Sdn. Bhd.	Malaysia	100	100	Inactive
P.T. Diwangkara Holiday Villa Bali *	Republic of Indonesia	100	100	Hotel management services
Super Leisure Sdn. Bhd.	Malaysia	100	100	Investment holding
Indirect subsidiaries held through Alangka-Suka International Limited				
Asbina Shenzhen Limited #	British Virgin Islands	90	90	Dormant
Holiday Villa Makkah Limited #	British Virgin Islands	100	100	Inactive
Larkswood Assets Limited #	British Virgin Islands	100	100	Investment holding
Indirect subsidiary held through Asbina Hotel & Property Sdn. Bhd.				
Asbina Hotel & Property (Cambodia) Pte. Ltd. #	Kingdom of Cambodia	100	100	Inactive
Indirect subsidiary held through Holiday Villa Assets Sdn. Bhd.				
Posthotel Arosa AG *	Switzerland	65	65	Investment holding
Indirect subsidiary held through Posthotel Arosa AG				
57-59 Philbeach Gardens Limited +	England and Wales	65	65	Investment holding
Indirect subsidiary held through 57-59 Philbeach Gardens Limited				
Beaver Hotels Limited #	England and Wales	65	65	In the process of striking-off

31 December 2023 (continued)

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) The details of the subsidiaries are as follows: (Continued)

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Indirect subsidiaries held through Holiday Villas International Limited				
Holiday Villa China International Limited #	British Virgin Islands	100	100	Investment holding
Holiday Villa Middle East Limited #	British Virgin Islands	100	100	Inactive
Holiday Villa (UK) Ltd. *	England and Wales	100	100	Inactive
Indirect subsidiaries held through Holiday Villa China International Limited				
Changshu Holiday Villa Hotel Management Co. Ltd. *	People's Republic of China	100	100	Hotel management services
Holiday Villa Hong Kong Company Limited #	Hong Kong	100	100	Investment holding
Indirect subsidiary held through Holiday Villa Hong Kong Company Limited				
上海豪立纬酒店有限公司 (Shanghai Holiday Villa Hotel Co. Ltd.) *	People's Republic of China	100	100	Operate Holiday Villa Hotel & Residence Shanghai Jiading P.R.C.
Indirect subsidiary held through Advance Synergy Properties Sdn. Bhd.				
Synergy Realty Incorporated #	British Virgin Islands	100	100	Investment holding
Indirect subsidiary held through Segi Koleksi Sdn. Bhd.				
Metroprime Corporation Sdn. Bhd.	Malaysia	70	70	Managing and operating The Language House and provision of educational products and services
Indirect subsidiary held through Alam Samudera Corporation Sdn. Bhd.				
Synergy Tours (Borneo) Sdn. Bhd.	Malaysia	100	100	Tour operator
Indirect subsidiary held through Diversified Gain Sdn. Bhd.				
Orient Escape Travel Sdn. Bhd.	Malaysia	100	100	Travel and tour agent and the provision of travel related services

31 December 2023 (continued)

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) The details of the subsidiaries are as follows: (Continued)

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Indirect subsidiaries held through Orient Escape Travel Sdn. Bhd.				
Motorsports Adventure Sdn. Bhd.	Malaysia	100	100	Inactive
Orient Escape Travel (Penang) Sdn. Bhd.	Malaysia	100	100	Inactive
Qurex Sdn. Bhd.	Malaysia	100	100	Money services business
Synergy Tours Sdn. Bhd.	Malaysia	100	100	Tour operator
Indirect subsidiary held through Excellent Arch Sdn. Bhd.				
Advance Synergy Furniture Sdn. Bhd. ^^	Malaysia	100	100	In liquidation
Indirect subsidiary held through Excellent Display Sdn. Bhd.				
Dama TCM Sdn. Bhd.	Malaysia	100	100	Inactive
Indirect subsidiary held through Dama TCM Sdn. Bhd.				
Medical Palace Sdn. Bhd.	Malaysia	100	100	In the process of striking-off
Indirect subsidiaries held through Nagapura Management Corporation Sdn. Bhd.				
Acrylic Synergy Sdn. Bhd.	Malaysia	93.72	81	Inactive
Syarikat Fit and Weld Engineering (M) Sdn. Bhd.	Malaysia	70	70	In liquidation
Xgo Teknik Sdn. Bhd.	Malaysia	100	100	Provision of management services
Indirect subsidiaries held through Advance Synergy Realty Sdn. Bhd.				
Alma Dining Sdn Bhd (Incorporated on 16 August 2023)	Malaysia	70	-	Operates and manages food and beverage business and related services
Harta Sinergi Sdn. Bhd.	Malaysia	100	100	Investment holding
Jiwa Baru Sdn. Bhd.	Malaysia	60	60	Property investment, management and rental of properties and investment holding

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) The details of the subsidiaries are as follows: (Continued)

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Indirect subsidiaries held through Advance Synergy Realty Sdn. Bhd. (Continued)				
Osteria Gamberoni Sdn. Bhd.	Malaysia	70	70	Operates and manages food and beverage business and related services
Primo Espresso Sdn. Bhd. *	Malaysia	70	70	Operates and manages food and beverage business and its related business
Temasya House Sdn. Bhd.	Malaysia	70	70	Property management and rental of property and related services
Yap Ah Shak House Sdn. Bhd.	Malaysia	70	70	Operation and management of serviced office, property management, rental of property and other related businesses / services
Indirect subsidiary held through Sadong Development Sdn. Bhd.				
Hotel Golden Dragon Sdn. Bhd.	Malaysia	95	95	Inactive
Indirect subsidiary held through Hotel Golden Dragon Sdn. Bhd.				
Simpang Tiga Realty Sdn. Bhd.	Malaysia	95	95	Inactive
Indirect subsidiary held through Worldwide Matrix Sdn. Bhd.				
Captii Limited ^*	Singapore	58.30	58.30	Investment holding and the provision of management services
Indirect subsidiaries held through Captii Limited				
Captii Ventures Pte. Ltd. *	Singapore	58.30	58.30	Undertake investment in technology companies
Postpay Asia Sdn. Bhd. *	Malaysia	58.30	58.30	Investment holding
Unified Assets Sdn. Bhd. *	Malaysia	58.30	58.30	Investment holding
Unified Communications (OHQ) Sdn. Bhd. *	Malaysia	58.30	58.30	Provisions of management and operational headquarters (“OHQ”) services to its related companies
Unified Communications (OSS) Sdn. Bhd. *	Malaysia	58.30	58.30	Investment holding

31 December 2023 (continued)

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) The details of the subsidiaries are as follows: (Continued)

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Indirect subsidiaries held through Captii Limited (Continued)				
Unified Communications Pte. Ltd. *	Singapore	58.30	58.30	Distribution of telecommunications products, the design and development of telecommunications solutions, project management, and maintenance and support services for the telecommunications industry
Unified Communications Sdn. Bhd. *	Malaysia	58.30	58.30	Research and development, software engineering, system integration, project management, and maintenance and support services for the telecommunications industry
Indirect subsidiary held through Captii Ventures Pte. Ltd.				
OOPA Pte. Ltd. *	Singapore	37.64	37.64	Investment holding
Indirect subsidiary held through Unified Communications (OSS) Sdn. Bhd.				
GlobeOSS Sdn. Bhd. *	Malaysia	29.73	29.73	Provision of global roaming quality of service management solutions
Indirect subsidiary held through GlobeOSS Sdn. Bhd.				
GlobeOSS Pte. Ltd. *	Singapore	29.73	29.73	Dormant
Indirect subsidiary held through GlobeOSS Pte. Ltd.				
GlobeOSS (Brunei) Sdn. Bhd. *	Brunei Darussalam	29.73	29.73	Provision of global roaming quality of service management solutions
Indirect subsidiaries held through Unified Communications Pte. Ltd.				
Adzentrum Sdn. Bhd. *	Malaysia	58.30	58.30	Dormant
Unified Communications (Private) Limited *	Pakistan	58.30	58.30	Provision of telecommunications products, technology and customised solutions to telecommunications operators, service providers and enterprises
Indirect subsidiaries held through Unified Communications Sdn. Bhd.				
Ahead Mobile Sdn. Bhd. *	Malaysia	58.30	58.30	Software engineering, system integration, project management, and maintenance and support services for the telecommunications industry
Unified Communications (Tech) Pte. Ltd. *	Singapore	58.30	58.30	Distribution of information technology and telecommunications products

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(e) The details of the subsidiaries are as follows: (Continued)

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Indirect subsidiaries held through Postpay Asia Sdn. Bhd.				
Postpay Sdn. Bhd. *	Malaysia	58.30	58.30	Providing money lending services, credit profiling, pay-later solutions, and/or other incidental/relevant businesses to any telecommunications operators, service providers, enterprises, or entities of any descriptions
Postpay Technology Sdn. Bhd. *	Malaysia	58.30	58.30	Provision of telecommunications products, technology and customised solutions to telecommunications operators, service providers and enterprises

* Audited by auditors other than Baker Tilly Monteiro Heng PLT.

+ Audited by an independent member firm of Baker Tilly International.

Not required to be audited in their countries of incorporation. The financial statements have been reviewed for consolidation purposes.

^ Shares have been charged to financial institutions for credit facilities granted as disclosed in Note 22 to the financial statements

^^ In liquidation.

31 December 2023 (continued)

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

- (f) The Group's subsidiaries that have material non-controlling interest ("NCI") are as follows:

	Captii Limited RM'000	Posthotel Arosa AG RM'000	Other individually immaterial subsidiaries RM'000	Total RM'000
31.12.2023				
NCI percentage of ownership interest and voting interest	41.7%	35%		
Carrying amount of NCI	61,956	28,091	(22,454)	67,593
Loss allocated to NCI	(23,169)	(367)	(7,750)	(31,286)
Summarised financial information before intra-group elimination Summarised statements of financial position As at 31 December 2023				
Non-current assets	82,923	1		
Current assets	83,996	96,051		
Non-current liabilities	(1,309)	-		
Current liabilities	(17,035)	(15,791)		
Net assets	148,575	80,261		
Summarised statements of comprehensive income Financial year ended 31 December 2023				
Revenue	62,196	-		
(Loss)/Profit for the financial year	(39,860)	1,048		
Total comprehensive (loss)/income	(45,426)	1,048		
Summarised cash flow information Financial year ended 31 December 2023				
Cash flows used in operating activities	(762)	(9,089)		
Cash flows used in investing activities	(1,776)	-		
Cash flows used in financing activities	(3,678)	-		
Net decrease in cash and cash equivalents	(6,216)	(9,089)		

10. INVESTMENT IN SUBSIDIARIES (CONTINUED)

(f) The Group's subsidiaries that have material NCI are as follows: (Continued)

	Captii Limited RM'000	Posthotel Arosa AG RM'000	Aviva Master Coach Technology Sdn. Bhd. RM'000	Other individually immaterial subsidiaries RM'000	Total RM'000
31.12.2022					
NCI percentage of ownership interest and voting interest					
	41.7%	35%	29%		
As previously reported	77,637	24,543	(15,247)	(9,465)	77,468
Changes in comparative figure	-	-	(2,266)	-	(2,266)
Restated balance	<u>77,637</u>	<u>24,543</u>	<u>(17,513)</u>	<u>(9,465)</u>	<u>75,202</u>
(Loss)/Profit allocated to NCI	(4,680)	27	(471)	(4,016)	(9,140)
Summarised financial information before intra-group elimination					
Summarised statements of financial position					
As at 31 December 2022					
Non-current assets	115,762	1	278		
Current assets	91,258	73,894	25,598		
Non-current liabilities	(576)	-	-		
Current liabilities	(20,265)	(3,771)	(86,265)		
Net assets/(liabilities)	<u>186,179</u>	<u>70,124</u>	<u>(60,389)</u>		
Summarised statements of comprehensive income					
Financial year ended					
31 December 2022					
Revenue	74,412	-	13,881		
(Loss)/Profit for the financial year	(10,376)	78	(1,825)		
Total comprehensive (loss)/income	<u>(16,736)</u>	<u>775</u>	<u>(1,825)</u>		
Summarised cash flow information					
Financial year ended					
31 December 2022					
Cash flows (used in)/from operating activities	(3,290)	(3,194)	1,100		
Cash flows generated from/(used in) investing activities	6,468	-	(2)		
Cash flows used in financing activities	(1,936)	-	(1,811)		
Net increase/(decrease) in cash and cash equivalents	<u>1,242</u>	<u>(3,194)</u>	<u>(713)</u>		
Dividends paid to NCI	1,758	-	-		

31 December 2023 (continued)

11. INVESTMENT IN ASSOCIATES

	Group	
	2023	2022
	RM'000	RM'000
Unquoted shares, at cost	6,538	6,538
Impairment loss	(320)	(320)
	6,218	6,218
Share of post-acquisition reserve, net of dividends received	(2,285)	(2,247)
	<u>3,933</u>	<u>3,971</u>

(a) The details of the associates are as follows:

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023	2022	
		%	%	
Indirect associate held through Advance Synergy Capital Sdn. Bhd.				
SIBB Berhad *	Malaysia	20	20	Investment dealings
Indirect associate held through Langkawi Holiday Villa Sdn. Bhd.				
MOOD Perfumes Sdn. Bhd. #	Malaysia	30	30	Inactive
Indirect associate held through Super Leisure Sdn. Bhd.				
Smile Integrated Solution Sdn. Bhd.	Malaysia	49	49	Sells and maintains hotel property management system software
Indirect associate held through Synergy Tours Sdn. Bhd.				
P.T. Panorama Synergy Indonesia *	Republic of Indonesia	49	49	Inactive
Indirect associate held through Strategic Research & Consultancy Sdn. Bhd.				
Kopistop Sdn. Bhd. *	Malaysia	40	40	Investment holding and the business of food and beverage

* Audited by another firm of auditors other than Baker Tilly Monteiro Heng PLT.

The Group has discontinued recognising its share of losses as the share of accumulated losses of the associate has exceeded the Group's investment in that associate.

11. INVESTMENT IN ASSOCIATES (CONTINUED)

(b) The following table summarises the information of the Group's material associates, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associates:

Group 2023	SIBB Berhad RM'000		
Assets and liabilities:			
Non-current assets	13,715		
Current assets	12,103		
Current liabilities	(39)		
Net assets	<u>25,779</u>		
Results:			
Total comprehensive income	<u>(168)</u>		
Included in the total comprehensive income is:			
Revenue	<u>273</u>		
	SIBB	Other individually immaterial	Total
	Berhad	associates	RM'000
	RM'000	RM'000	RM'000
Reconciliation of net assets to carrying amount			
Group's share of net assets	5,156	(1,223)	3,933
Carrying amount in the statements of financial position	<u>5,156</u>	<u>(1,223)</u>	<u>3,933</u>
Group's share of results			
Group's share of loss	<u>(34)</u>	<u>(4)</u>	<u>(38)</u>

31 December 2023 (continued)

11. INVESTMENT IN ASSOCIATES (CONTINUED)

(b) The following table summarises the information of the Group's material associates, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associates: (Continued)

Group 2022	SIBB Berhad RM'000		
Assets and liabilities:			
Non-current assets	13,530		
Current assets	5,833		
Current liabilities	(40)		
Net assets	<u>19,323</u>		
Results:			
Total comprehensive income	<u>574</u>		
Included in the total comprehensive income is:			
Revenue	<u>250</u>		
	SIBB	Other individually immaterial	Total
	Berhad	associates	RM'000
	RM'000	RM'000	RM'000
Reconciliation of net assets to carrying amount			
Group's share of net assets	3,865	106	3,971
Carrying amount in the statements of financial position	<u>3,865</u>	<u>106</u>	<u>3,971</u>
Group's share of results			
Group's share of profit/(loss)	115	(2)	113

11. INVESTMENT IN ASSOCIATES (CONTINUED)

- (b) The following table summarises the information of the Group's material associates, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associates: (Continued)

The summarised financial information of the associates is as follows:

	Group	
	2023	2022
	RM'000	RM'000
Results		
Revenue	273	677
Loss for the financial year	(187)	(37)
	<hr/>	<hr/>
Assets and Liabilities		
Total assets	32,785	27,776
Total liabilities	5,733	5,621
	<hr/>	<hr/>

- (c) The Group has not recognised its share of losses of associates amounting to RM0.008 million (2022: RM0.003 million) because the Group's cumulative share of losses has exceeded its interest in that associate and the Group has no obligation in respect of these losses. The Group's cumulative accumulated losses not recognised were RM0.10 million (2022: RM0.09 million).

12. INVESTMENT IN A JOINT VENTURE

	Group	
	2023	2022
	RM'000	RM'000
Carrying amount:		
Unquoted shares at cost	1,927	1,927
Allowances for impairment	(767)	(767)
Share of post-acquisition reserve, net of dividends received	(1,160)	(1,160)
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>

31 December 2023 (continued)

12. INVESTMENT IN A JOINT VENTURE (CONTINUED)

The details of the joint venture are as follows:

Name of Company	Principal place of Business / Country of Incorporation	Effective Equity Interest		Principal Activities
		2023 %	2022 %	
Indirect joint venture held through Unified Communications Pte. Ltd.				
Unified Telecom Private Limited *	India	29.15	29.15	Provision of telecommunications products, services and customised solutions

* Audited by another firm of auditors other than Baker Tilly Monteiro Heng PLT.

The statutory reporting year end of the joint venture is 31 March. The unaudited management financial statements for the period from 1 January 2023 to 31 December 2023 of the joint venture have been used for equity accounting since it is not significant to the Group. The financial statement of the joint venture is not material to the Group.

13. INVESTMENT SECURITIES

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Non-Current:				
Financial asset:				
Designated at fair value through other comprehensive income				
At fair value				
Quoted securities				
Equity instruments				
- in Malaysia	8,118	8,282	-	-
Unquoted securities				
Equity instruments				
- in Malaysia	253	253	-	-
- outside Malaysia	1,703	1,704	-	-
	1,956	1,957	-	-

13. INVESTMENT SECURITIES (CONTINUED)

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Non-Current: (Continued)				
Designated at fair value				
through profit or loss				
At fair value				
Unquoted securities				
Convertible preference shares				
- in Malaysia	449	509	-	-
- outside Malaysia	29,659	59,998	-	-
Convertible loan notes				
- outside Malaysia	30,533	21,454	-	-
	60,641	81,961	-	-
Total non-current investment securities	70,715	92,200	-	-
Current:				
Financial assets at fair value				
through profit or loss:				
At fair value				
Quoted securities				
Equity instruments				
- in Malaysia	800	817	432	424
- outside Malaysia	1,523	1,715	-	-
Total current investment securities	2,323	2,532	432	424
Total investment securities	73,038	94,732	432	424

31 December 2023 (continued)

13. INVESTMENT SECURITIES (CONTINUED)**Fair value information**

Fair value of investment securities is categorised as follows:

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Level 1				
Quoted securities	10,441	10,814	432	424
Level 3				
Unquoted securities	62,597	83,918	-	-
	<u>73,038</u>	<u>94,732</u>	<u>432</u>	<u>424</u>

Valuation processes, technique and significant other observable input applied by the Group

The Group adopted the following valuation methodologies in estimating the fair values of the investments:

- (a) **Cost approach:** This is applied to estimated fair value of companies in very preliminary development stages where revenue forecasts are difficult to estimate with any degree of certainty and assumes the book value or cost of an asset approximates its fair value. Adjustments, such as impairment allowance, are made to assets on a case-by-case basis if this assumption does not hold true.
- (b) **Option Pricing Model (“OPM”):** The OPM, which applies the Black-Scholes formula for option pricing, is a generally accepted valuation methodology used in estimating fair values of early-stage companies, in particular those with different classes of shares. In applying the OPM to determine the fair value of an investee, management considers terms such as level of seniority among the securities, dividend policy, conversion ratios, and cash allocations of the various stockholders’ agreements with the investee that would affect the distributions to each class of equity upon a liquidity event. In addition, the method implicitly considers the effect of the liquidation preference as of the future liquidation date, not as of the valuation date.
- (c) **Implied Enterprise Value (“Implied EV”):** The implied EV model estimates the enterprise value based on an adjusted implied EV/Revenue multiple and applies the OPM model based on Black-Scholes model, to allocate the estimated enterprise value to various classes of shares.

31 December 2023 (continued)

13. INVESTMENT SECURITIES (CONTINUED)**Fair value information (Continued)**

The key assumptions used in applying the OPM and implied EV models which are unobservable inputs, were as follows:

<i>Unobservable inputs</i>	<i>2023</i>	<i>2022</i>	<i>Sensitivity of inputs to fair value</i>
Risk free rates (range)	1.7%–5.4%	2.4%–4.7%	Increase (decrease) of the inputs would result in decrease (increase) in fair values
Asset volatility (range)	30%–95%	31%–100%	
Expected terms (years)	1.1 to 3.3	0.25 to 3	

The Group has the policy to regularly assess and evaluate the appropriate valuation methodologies in ascertaining the fair value of the investments.

14. DEFERRED TAX (ASSETS)/LIABILITIES

- (a) Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts of deferred tax assets and liabilities, after appropriate offsetting, are as follows:

	Group	
	2023	2022
	RM'000	RM'000
At 1 January	(702)	(831)
Recognised in profit or loss (Note 31)	660	569
Recognised in equity	180	(440)
At 31 December	<u>138</u>	<u>(702)</u>
Presented after appropriate offsetting:		
Deferred tax assets, net	(4,230)	(4,627)
Deferred tax liabilities, net	4,368	3,925
	<u>138</u>	<u>(702)</u>

31 December 2023 (continued)

14. DEFERRED TAX (ASSETS)/LIABILITIES (CONTINUED)

- (b) The component and movements of deferred tax assets and liabilities during the financial year prior to offsetting are as follows:

Deferred tax liabilities

Group	Property, Plant and Equipment RM'000	Others RM'000	Total RM'000
At 1 January 2022	4,316	42	4,358
Recognised in profit or loss	(48)	-	(48)
Recognised in equity	(385)	-	(385)
At 31 December 2022	3,883	42	3,925
Recognised in profit or loss	139	12	151
Recognised in equity	323	(31)	292
At 31 December 2023	4,345	23	4,368

Deferred tax assets

Group	Unutilised tax losses and unabsorbed capital allowances RM'000	Others RM'000	Total RM'000
At 1 January 2022	4,848	341	5,189
Recognised in profit or loss	(336)	(281)	(617)
Recognised in equity	-	55	55
At 31 December 2022	4,512	115	4,627
Recognised in profit or loss	636	127	763
Recognised in equity	(1,272)	112	(1,160)
At 31 December 2023	3,876	354	4,230

14. DEFERRED TAX (ASSETS)/LIABILITIES (CONTINUED)

- (c) The amount of temporary differences for which no deferred tax assets have been recognised are as follows:

	Group	
	2023	2022
	RM'000	RM'000
Unutilised tax losses	252,112	240,162
Unabsorbed capital allowances	23,460	25,927
Right-of-use assets	413	2,882
Other deductible temporary differences	14,008	9,157
	<u>289,993</u>	<u>278,128</u>

The unused tax losses are available indefinitely for offset against future taxable profits of the Group except for certain unused tax losses which will expire in the following financial years:

	Group	
	2023	2022
	RM'000	RM'000
Unused tax losses arising from local subsidiaries		
2028	150,897	150,897
2029	15,747	15,747
2030	14,568	14,568
2031	13,422	13,422
2032	13,851	13,851
2033	10,846	-
	<u>219,331</u>	<u>208,485</u>

15. INVENTORIES

	Group	
	2023	2022
	RM'000	RM'000
Non-current		
At cost:		
Leasehold land held for development	<u>4,699</u>	<u>4,635</u>

31 December 2023 (continued)

15. INVENTORIES (CONTINUED)

	Group	
	2023	2022
	RM'000	RM'000
Current		
At cost:		
Finished goods	16	16
Food and beverages	885	698
Operating supplies	1,090	3,594
Completed properties	12,427	12,345
Properties under development	30,598	19,336
	45,016	35,989
	49,715	40,624

The cost of inventories of the Group recognised as an expense in cost of sales during the financial year was RM26.56 million (2022: RM15.21 million).

The cost of inventories of the Group and the Company recognised as an expense in cost of sales during the financial year in respect of write-down of inventories to net realisable value was RM1.66 million (2022: RM NIL) respectively, in view of aged inventories.

Completed properties and properties under development:

	Group	
	2023	2022
	RM'000	RM'000
Non-current assets		
Leasehold land held for development	4,699	4,635
Current assets		
Leasehold land held under development	3,713	3,714
Development costs	26,885	15,622
Completed properties	12,427	12,345
	43,025	31,681
	47,724	36,316

Certain leasehold land held for development and completed properties with carrying amount of RM5.00 million (2022: RM5.00 million) has been charged to financial institutions for credit facilities granted to a subsidiary as disclosed in Note 22 to the financial statements.

16. TRADE AND OTHER RECEIVABLES

	Note	Group			Company	
		31.12.2023 RM'000	31.12.2022 RM'000 (Restated)	1.1.2022 RM'000 (Restated)	31.12.2023 RM'000	31.12.2022 RM'000
Trade						
Trade receivables		55,202	56,949	44,229	-	-
Less : Impairment losses						
Trade receivables		(4,075)	(3,491)	(3,491)	-	-
	(a)	51,127	53,458	40,738	-	-
Non-Trade						
Other receivables	(d)	71,640	21,047	22,331	15,087	185
Deposits		14,112	13,954	11,889	5	5
Amounts owing by associates	(b)	2,362	2,354	2,303	-	-
Amounts owing by subsidiaries	(c)	-	-	-	65	75
		88,114	37,355	36,523	15,157	265
Less : Impairment losses						
Other receivables	(d)	(5,198)	(4,055)	(4,055)	(267)	(154)
Amounts owing by associates	(b)	(2,108)	(2,108)	(2,108)	-	-
		(7,306)	(6,163)	(6,163)	(267)	(154)
		80,808	31,192	30,360	14,890	111
Total trade and other receivables		131,935	84,650	71,098	14,890	111

31 December 2023 (continued)

16. TRADE AND OTHER RECEIVABLES (CONTINUED)**(a) Trade receivables**

Trade receivables are unsecured, non-interest bearing and normal credit terms offered by the Group range from 30 to 90 days (2022: 30 to 90 days). Other credit terms are assessed and approved on a case-by-case basis.

Trade receivables that are individually determined to be credit impaired at the reporting date relate to receivables that have defaulted on payments.

The information about the credit exposures is disclosed in the Note 37(b)(i) to the financial statements.

(b) Amount owing by associates

The amount owing by associates are unsecured, interest-free and are repayable on demand by cash.

(c) Amount owing by subsidiaries

The amount owing by subsidiaries are unsecured, interest-free and are repayable on demand by cash.

(d) Other receivables

The other receivables of the Group and the Company is an amount of RM45 million from the termination of lease rental and an amount of RM14.82 million dividend receivable from a subsidiary respectively.

17. OTHER ASSETS/(LIABILITIES)

	Group	
	2023	2022
	RM'000	RM'000
Other assets		
<i>Contract assets</i>		
Contract assets relating to property development contracts	1,314	1,045
Contract assets relating to information technology contracts	11,323	5,850
Contract assets relating to bus-body fabrication	2,502	-
	15,139	6,895

17. OTHER ASSETS/(LIABILITIES) (CONTINUED)

	Group	
	2023	2022
	RM'000	RM'000
Other assets (Continued)		
<i>Contract costs</i>		
Costs incurred to obtain or fulfil a contract relating to information technology	2,967	3,539
	<hr/>	<hr/>
<i>Prepayments</i>	5,645	3,531
	<hr/>	<hr/>
	23,751	13,965
	<hr/>	<hr/>
Other liabilities		
<i>Contract liabilities</i>		
Contract liabilities relating to information technology contracts	(1,595)	(1,573)
Contract liabilities relating to travel & tour sales	(2,638)	(3,410)
Contract liabilities relating to education	(158)	(104)
	<hr/>	<hr/>
	(4,391)	(5,087)
	<hr/>	<hr/>

The movement in contract costs are as follows:

	Group	
	2023	2022
	RM'000	RM'000
At 1 January	3,539	3,632
Additions	4,290	9,038
Recognised as cost for performance obligation satisfied	(4,848)	(9,138)
Exchange differences	(14)	7
	<hr/>	<hr/>
At 31 December	2,967	3,539
	<hr/>	<hr/>

31 December 2023 (continued)

17. OTHER ASSETS/(LIABILITIES) (CONTINUED)

Significant changes in contract balances

	2023		2022	
	Contract assets Increase/ (decrease) RM'000	Contract liabilities (Increase)/ decrease RM'000	Contract assets Increase/ (decrease) RM'000	Contract liabilities (Increase)/ decrease RM'000
Revenue recognised that was included in contract liability at the beginning of the financial year	-	5,229	-	7,271
Increase due to consideration received from customers, but revenue not recognised	-	(4,533)	-	(8,328)
Increase due to revenue recognised for unbilled goods or services transferred to customers	12,756	-	10,011	-
Transfer from contract assets recognised at the beginning of the period to receivables	(4,512)	-	(5,881)	-

18. FINANCIAL ASSETS HELD FOR TRADING

	Group	
	2023 RM'000	2022 RM'000
Financial assets held for trading designated at fair value through profit or loss:		
Foreign currencies held for sale	47	22

19. CASH AND FIXED DEPOSITS

For the purpose of the statements of cash flows, cash and cash equivalents comprise of the following:

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Cash and bank balances		65,135	55,103	6,315	3,709
Fixed deposits	(a)	49,129	120,000	10,000	71,000
As reported in the statements of financial position		114,264	175,103	16,315	74,709
Less:					
Deposits pledged to licensed banks	(b)	(23,000)	(21,054)	-	-
Deposit placed with lessor as security deposit for lease payments	(c)	-	(8,626)	-	-
Deposit with maturity more than three months		(3,180)	(84,322)	-	(71,000)
Cash and cash equivalents included in the statements of cash flows		88,084	61,101	16,315	3,709

Included in the fixed deposits of the Group are:

- (a) fixed deposits are made for varying period of between 7 days to 12 months (2022: 7 days to 12 months).
- (b) an amount of RM23 million (2022: RM21.05 million) charged to licensed banks as security for banking facilities granted to certain subsidiaries as disclosed in Note 22(a) to the financial statements;
- (c) an amount of RM NIL (2022: RM8.63 million) placed with lessor as security deposits for lease payments as disclosed in Note 23 to the financial statements.

The weighted average effective interest rate of the fixed deposits is disclosed in Note 37(b)(iii) to the financial statements.

31 December 2023 (continued)

20. SHARE CAPITAL

	2023		2022	
	Number of	Amount	Number of	Amount
	Shares '000	RM'000	Shares '000	RM'000
Issued and fully paid up				
(no par value):				
Ordinary shares				
At 1 January	2,529,195	461,377	929,195	381,377
Issued of Rights Shares pursuant to Rights Issue	-	-	1,600,000	80,000
At 31 December	<u>2,529,195</u>	<u>461,377</u>	<u>2,529,195</u>	<u>461,377</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one (1) vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual interest.

In previous financial year, the Company had increased its issued share capital from RM381,376,645 to RM461,376,645 by way of rights issue of 1,600,000,000 new ordinary shares at RM0.05 each ("Rights Shares").

The Rights Shares rank equally in all respects with the existing ordinary shares of the Company, save and except that the Rights Shares shall not entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid to shareholders, the entitlement date of which was prior to the date of allotment and issuance of Rights Shares on 31 October 2022.

The Company's share grant scheme ("SGS") was approved by the shareholders on 29 July 2022 and administered by the SGS Committee which was appointed by the Board on 10 November 2022 in accordance with the SGS By-Laws. The SGS shall continue to be in force for a period of five (5) years from 17 November 2022 (Effective Date) to 16 November 2027 and may be extended or renewed (as the case may be) for a further period of five (5) years or such shorter period, at the sole and absolute discretion of the Board upon the recommendation by the SGS Committee, provided always that the aforesaid initial SGS period and such extension of the SGS period made pursuant to the SGS By-Laws shall not in aggregate exceed a duration of ten (10) years from the Effective Date.

No SGS Shares has been granted or vested by the Company to any Eligible Persons during the financial year.

21. RESERVES

	Note	Group			Company	
		31.12.2023	31.12.2022	1.1.2022	31.12.2023	31.12.2022
		RM'000	RM'000	RM'000	RM'000	RM'000
(Restated) (Restated)						
Non-distributable						
Fair value reserve	(a)	(954)	(793)	(712)	-	-
Foreign currency translation reserve	(b)	7,895	9,487	11,894	-	-
Revaluation reserve	(c)	16,413	16,594	17,164	-	-
		<u>23,354</u>	<u>25,288</u>	<u>28,346</u>	<u>-</u>	<u>-</u>
(Accumulated losses)/						
Retained earnings		(64,092)	1,692	38,078	17,271	16,594
		<u>(40,738)</u>	<u>26,980</u>	<u>66,424</u>	<u>17,271</u>	<u>16,594</u>

(a) Fair Value Reserve

The fair value reserve includes the cumulative net change in the fair value through other comprehensive income investment held until the investment is derecognised.

(b) Foreign Currency Translation Reserve

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency as well as the foreign currency differences arising from monetary items which form part of the Group's net investment in foreign operations, where the monetary item is denominated in either the functional currency of the reporting entity or the foreign operation or another currency.

(c) Revaluation Reserve

The revaluation reserve represents the surplus on the revaluation of hotel properties of the Group.

31 December 2023 (continued)

22. BORROWINGS

	Note	Group	
		2023 RM'000	2022 RM'000
Non-current liabilities			
Term loans		85,632	90,116
Current liabilities			
Revolving credit		39,000	40,000
Term loans		10,302	8,799
		49,302	48,799
		134,934	138,915
Total liabilities			
Revolving credit	(a)	39,000	40,000
Term loans	(b)	95,934	98,915
		134,934	138,915

(a) Revolving Credit

The revolving credit is secured by way of:

- (i) a pledge of short-term deposits as disclosed in Note 19(b) to the financial statements;
- (ii) fixed charges over certain hotel properties and buildings of the Group as disclosed in Note 5(a) to the financial statements;
- (iii) certain shares of subsidiaries at carrying amounts of RM72.22 million (2022: RM72.22 million) as disclosed in Note 10(d) to the financial statements; and
- (iv) a guarantee and an indemnity from the Company.

The weighted average effective interest rate of the revolving credit is disclosed in Note 37(b)(iii) to the financial statements.

22. BORROWINGS (CONTINUED)**(b) Term Loans**

	Group	
	2023	2022
	RM'000	RM'000
Term loans		
- secured	95,934	98,915
	<hr/>	<hr/>
Represented by:		
Current		
- not later than one (1) year	10,302	8,799
	<hr/>	<hr/>
Non-current		
- later than one (1) year but not later five (5) years	28,860	26,891
- later than five (5) years	56,772	63,225
	85,632	90,116
	<hr/>	<hr/>
	95,934	98,915
	<hr/>	<hr/>

The term loans are secured by way of:

- (i) fixed charges over certain hotel properties and buildings and investment properties of the Group as disclosed in Notes 5(a) and 7 to the financial statements;
- (ii) the entire issued and paid up share capital of certain subsidiaries;
- (iii) certain shares of subsidiaries at carrying amounts of RM72.22 million (2022: RM72.22 million) as disclosed in Note 10(d) to the financial statements;
- (iv) fixed and floating charges over the assets of certain subsidiaries as disclosed in Note 15 and 19(b) to the financial statements; and
- (v) a corporate guarantee by the Company and its subsidiaries.

The weighted average effective interest rate of the term loans is disclosed in Note 37(b)(iii) to the financial statements.

31 December 2023 (continued)

23. LEASE LIABILITIES

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Minimum lease payments:				
- not later than one (1) year	5,649	8,757	683	683
- later than one (1) year but not later than five (5) years	24,715	25,129	2,730	2,730
- later than five (5) years	8,017	21,646	511	1,193
	<u>38,381</u>	<u>55,532</u>	<u>3,924</u>	<u>4,606</u>
Less: Future lease interest	(7,899)	(11,181)	(432)	(577)
Present value of lease liabilities	<u>30,482</u>	<u>44,351</u>	<u>3,492</u>	<u>4,029</u>
Represented by:				
Current				
- not later than one (1) year	3,985	5,812	557	537
Non-current				
- later than one (1) year but not later than five (5) years	19,222	20,082	2,435	2,350
- later than five (5) years	7,275	18,457	500	1,142
	<u>26,497</u>	<u>38,539</u>	<u>2,935</u>	<u>3,492</u>
	<u>30,482</u>	<u>44,351</u>	<u>3,492</u>	<u>4,029</u>

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the Group's incremental borrowing rate of 3.6% to 5.5% (2022: 3.6% to 5.5%) and Company's incremental borrowing rate of 3.6% (2022: 3.6%).

The Group determines the lease term of a lease as the non-cancellable period of the lease, together with periods covered by an option to extend or to terminate the lease if the Group is reasonably certain to exercise the relevant options. Management has considered the relevant facts and circumstances that create an economic incentive for the Group to either exercise the option to extend the lease, or to exercise the option to terminate the lease. Any differences in expectations from the original estimates would impact the carrying amounts of the lease liabilities of the Group.

The Group has recognised the lease payments associated with short term leases and low value assets on a straight-line basis over the lease terms and recognised as rental expenses as disclosed in Note 28 to the financial statements.

24. PROVISION FOR RETIREMENT BENEFIT OBLIGATIONS

The Group operates unfunded defined retirement benefit plans for some of its employees.

The total amount recognised in the statements of financial position are as follows:

	Group	
	2023	2022
	RM'000	RM'000
Present value of unfunded defined benefits obligations	-	1,294

The following table shows a reconciliation from the opening balance to the closing balance for the retirement benefit plan:

	Group	
	2023	2022
	RM'000	RM'000
At 1 January	1,294	1,413
Include in the profit or loss:		
- Current service cost	71	72
- Interest expenses	61	55
- Measurement (actuarial gain)	-	(194)
- Reversal of retirement benefit due to retrenchment	(1,401)	-
	(1,269)	(67)
Others:		
Paid during the financial year	(25)	(52)
At 31 December	-	1,294

The balance of retirement benefits has been fully reversed as the employees are being terminated following the forthcoming cessation of the operation of an indirect wholly-owned subsidiary upon completion of the termination agreement as disclosed in Note 39 to the financial statements.

31 December 2023 (continued)

24. PROVISION FOR RETIREMENT BENEFIT OBLIGATIONS (CONTINUED)

The principal actuarial assumptions used are as follows:

	Group	
	2023	2022
	%	%
Discount rate	-	5.0
Expected rate of salary increase	-	5.0
	<hr/>	<hr/>

Assumptions regarding future mortality are based on published statistics and mortality tables.

Sensitivity analysis

Reasonable possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Group	
	Defined benefit obligation	
	Increase	Decrease
	RM'000	RM'000
2023		
Increase/Decrease of 1% discount rate	-	-
Increase/Decrease of 1% expected rate of salary increase	-	-
	<hr/>	<hr/>
2022		
Increase/Decrease of 1% discount rate	(70)	77
Increase/Decrease of 1% expected rate of salary increase	76	(70)
	<hr/>	<hr/>

Although the analysis does not account to the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

31 December 2023 (continued)

25. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Non-Current:					
Non-Trade					
Other payables	(d)	6,384	8,526	-	-
Total non-current payables		6,384	8,526	-	-
Current:					
Trade					
Trade payables	(a)	20,584	19,458	-	-
Non-Trade					
Accruals		25,311	18,150	685	473
Amount owing to associates	(b)	16	12	-	-
Amount owing to subsidiaries	(c)	-	-	34,837	229,290
Deposits received		733	1,193	-	-
Other payables	(d)	31,110	28,301	2	2
		57,170	47,656	35,524	229,765
Total current payables		77,754	67,114	35,524	229,765
Total trade and other payables		84,138	75,640	35,524	229,765

(a) Trade payables

Trade payables are non-interest bearing and the normal credit terms granted to the Group range from 30 to 90 days (2022: 30 to 90 days).

(b) Amount owing to associates

The amount owing to associates are unsecured, interest-free and are repayable on demand by cash.

(c) Amount owing to subsidiaries

The amount owing to subsidiaries are unsecured, interest-free and are repayable on demand by cash.

(d) Other payables

The other payables included an amount of RM7,622,619 (2022: RM8,602,019) owing to a company bears interest 5.50% (2022: 5.50%) per annum.

31 December 2023 (continued)

26. REVENUE

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Revenue from contract customers				
Travel and tours	159,666	116,319	-	-
Information and communications technology	62,196	74,412	-	-
Property development and investment	42,658	33,149	-	-
Bus-body fabrication	12,045	13,881	-	-
Financial services	9,189	4,403	-	-
Education services	467	200	-	-
Revenue from other sources				
Interest income	1,097	336	1,097	336
Rental income	145	211	-	-
Dividend income	4	13	14,824	18,013
Others	99	178	-	-
	<u>287,566</u>	<u>243,102</u>	<u>15,921</u>	<u>18,349</u>

The Group and the Company report the following major segments: investment holding, property development and investment, information and communications technology, travel and tours, financial services and others in accordance with MFRS 8 *Operating Segments*. For the purpose of disclosure, it disaggregates revenue into primary geographical markets, and timing of revenue recognition (i.e. goods transferred at a point in time or services transferred over time).

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Timing of revenue recognition:				
At a point in time	213,056	154,809	15,921	18,349
Over time	74,510	88,293	-	-
	<u>287,566</u>	<u>243,102</u>	<u>15,921</u>	<u>18,349</u>

The information on disaggregation of revenue into primary geographical markets is disclosed in Note 36 to the financial statements.

31 December 2023 (continued)

27. COST OF SALES

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
	(Restated)			
Travel and tours	148,623	109,166	-	-
Information and communications technology	33,224	38,236	-	-
Property development and investment	19,721	12,259	-	-
Bus-body fabrication	10,433	10,876	-	-
Financial services	7,665	5,806	-	-
Education services	267	143	-	-
	<u>219,933</u>	<u>176,486</u>	<u>-</u>	<u>-</u>

28. OPERATING (LOSS)/PROFIT

Operating (loss)/profit has been arrived at after charging/(crediting):

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Amortisation of intangible assets	707	784	-	-
Auditors' remuneration				
- statutory audit services:				
- Baker Tilly Monteiro Heng PLT	536	415	143	103
- Member firms of Baker Tilly International	93	76	-	-
- Other auditors	603	588	-	-
Other services				
- Baker Tilly Monteiro Heng PLT	25	11	20	6
- Member firms of Baker Tilly International	89	158	-	65
Depreciation of property, plant and equipment	7,858	8,014	14	18
Depreciation of right-of-use assets	7,622	7,174	575	575
Directors' remuneration:				
- fees	354	347	354	347
- other emoluments	2,495	2,267	2,051	1,842

31 December 2023 (continued)

28. OPERATING (LOSS)/PROFIT (CONTINUED)

Operating (loss)/profit has been arrived at after charging/(crediting): (Continued)

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Expense relating to short-term lease	562	1,075	-	11
Impairment losses/(Reversal of impairment losses) on:				
- goodwill	39,465	8,962	-	-
- investment in subsidiaries	-	-	3,963	7,212
- right-of-use assets	6,000	-	-	-
- trade and other receivables	1,727	-	113	-
- amount owing by subsidiaries	-	-	-	(3,186)
Fair value (gain)/loss in:				
- investment properties	(200)	(250)	-	-
- property, plant and equipment	15,707	-	-	-
- quoted investment securities	205	1,075	(7)	119
- unquoted investment securities	25,871	11,608	-	-
Inventories written down	1,664	-	-	-
Loss/(Gain) on disposal of:				
- property plant and equipment	2,942	(22)	-	-
- quoted investment securities	(1)	128	-	-
- investment property	-	(167)	-	-
Net loss on foreign exchange:				
- realised	215	-	-	-
- unrealised	215	1,791	-	-
Property, plant and equipment written off	402	443	-	-
Provision for retirement benefits plan	-	127	-	-
Staff cost:				
- salaries and wages	46,086	39,687	3,424	3,362
- defined contribution plan	6,161	5,622	392	445
- other employee benefits	5,255	4,756	184	44

31 December 2023 (continued)

28. OPERATING (LOSS)/PROFIT (CONTINUED)

Operating (loss)/profit has been arrived at after charging/(crediting): (Continued)

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Net gain on termination of lease	(38,600)	-	-	-
Effect of modification to lease term	(2,968)	(92)	-	-
Dividend income:				
- quoted investment securities	(54)	(119)	(4)	-
Rental income	(660)	(552)	-	-
	<u>(42,282)</u>	<u>(703)</u>	<u>(4)</u>	<u>-</u>

29. FINANCE INCOME

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Interest income:				
- short term deposits	1,223	1,072	-	-
- other investment	25	240	-	-
	<u>1,248</u>	<u>1,312</u>	<u>-</u>	<u>-</u>

30. FINANCE COSTS

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Interest expenses				
- term loans	8,903	3,817	2,446	2,127
- lease liabilities	2,513	2,897	145	164
- others	-	-	-	211
	<u>11,416</u>	<u>6,714</u>	<u>2,591</u>	<u>2,502</u>

31 December 2023 (continued)

31. INCOME TAX EXPENSE

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Income tax				
Current year				
- In Malaysia	2,755	2,411	253	48
- Outside Malaysia	64	349	-	-
Prior years	(179)	(158)	(130)	-
	2,640	2,602	123	48
Real property gain tax				
Prior years	490	-	-	-
Deferred tax (Note 14)				
Current year	569	617	-	-
Prior years	91	(48)	-	-
	660	569	-	-
	3,790	3,171	123	48

The income tax is calculated at the statutory rate of 24% (2022: 24%) of the estimated assessable profit for the year.

A reconciliation of income tax expense applicable to (loss)/profit before tax at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company are as follows:

	Group		Company	
	2023	2022	2023	2022
	%	%	%	%
Applicable tax rate	(24)	(24)	24	24
Tax effects arising from				
- Non allowable expenses	36	30	87	98
- Non taxable income	(14)	-	(107)	(121)
- Utilisation of previously unrecognised tax losses and capital allowances	(2)	(5)	-	-
- Deferred tax assets not recognised in the year	5	5	-	-
- Different tax rate in foreign jurisdiction	4	2	-	-
Average effective tax rate	5	8	4	1

32. LOSS PER ORDINARY SHARE**(a) Loss per ordinary share**

Basic loss per ordinary share are based on the loss attributable to the ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding during the financial year, calculated as follows:

	Group	
	2023	2022
	RM'000	RM'000
Loss attributable to ordinary equity holders of the Company	(49,339)	(35,291)
	'000	'000
	Units	Units
Weighted average number of ordinary shares in issue	2,529,195	1,200,976
	Sen	Sen
Basic loss per share	(1.95)	(2.94)

(b) Diluted loss per ordinary share

The basic and diluted loss per share are reported to be the same for the current year and last year as the Company has no dilutive potential shares.

33. DIVIDENDS

	Company	
	2023	2022
	RM'000	RM'000
Final single tier dividend of 0.10 sen per share in respect of financial year ended 31 December 2022, paid on 18 August 2023	2,529	-

31 December 2023 (continued)

33. DIVIDENDS (CONTINUED)

	Company	
	2023	2022
	RM'000	RM'000
Final single tier dividend of 0.15 sen per share in respect of financial year ended 31 December 2021, paid on 18 August 2022	-	1,394

In addition, the Directors have recommended a final single tier dividend of 0.05 sen per ordinary share in respect of the financial year ended 31 December 2023 and payable upon approval by shareholders at the forthcoming Annual General Meeting.

The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the next financial year ending 31 December 2024.

34. CONTINGENT LIABILITIES

	Group	
	2023	2022
	RM'000	RM'000
Litigation	7,312	6,894

On 19 November 2013, Unified Telecom Private Limited (“UTPL”), a joint venture of Unified Communications Pte Ltd (“UCPL”), filed a petition to the High Court of Delhi, New Delhi in India under Section 9 of India Arbitration and Conciliation Act, 1996 to obtain interim relief on the protection of assets currently under the custody of a former customer, a mobile telecoms network operator and service provider in India (the “Telco”), and to deny the penalty claims by the Telco against UTPL.

The Telco had via a letter issued in July 2013 alleged that UTPL is liable for a sum of INR 11.3 crore (approximately RM7.3 million) for damages and expenditure incurred in connection with the contract during its currency.

34. CONTINGENT LIABILITIES (CONTINUED)

Legal advice has been sought from reputable law firms in both India and Singapore with good credentials in handling contract litigation and dispute resolution, to review and advice on the merit of this claim by the Telco on UTPL. Based on the legal opinions obtained from the law firm concerned, management is of the view that UTPL has full rights and title to the assets and should be entitled to demand their return, and that the Telco's claim against UTPL has no legal merit. Accordingly, external legal counsels in Singapore and India have been appointed to advise and represent UCPL and UTPL to pursue legal recourse.

As announced by the company on 16 January 2015, the hearing on the petition filed by UTPL which was originally scheduled to be heard on 23 April 2014, having been adjourned on several occasions, was dismissed by the High Court, as the Telco had initiated the arbitration proceedings before a tribunal. The High Court was of the view that the matter should be resolved through arbitration proceedings since the tribunal had already been constituted.

Since 2015, a number of procedural hearings have been held by the Arbitrator in relation to the matter. During the year, the provision of evidence by all witnesses and the subsequent cross examination of these witnesses was completed by all parties. Following these, UTPL and the Telco filed their final written submission on 10 February 2024. The matter is now pending final determination by the arbitrator.

In the opinion of management, no material losses are expected to arise pertaining to the aforesaid contingent matter.

35. SIGNIFICANT RELATED PARTY DISCLOSURES**(a) Identification of related parties**

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

31 December 2023 (continued)

35. SIGNIFICANT RELATED PARTY DISCLOSURES (CONTINUED)**(a) Identification of related parties (Continued)**

Related parties of the Group include:

- (i) subsidiaries;
- (ii) associates;
- (iii) joint venture;
- (iv) entities in which the directors have a substantial financial interest; and
- (v) key management personnel of the Group and the Company, comprising persons (including directors) having the authority and responsibility for planning, directing and controlling the activities directly or indirectly.

(b) Significant related party transactions and balances

Significant related party transactions other than those disclosed elsewhere in the financial statements are as follows:

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Income				
(i) Dividends receivable from subsidiaries				
- Advance Synergy Realty Sdn. Bhd.	-	-	-	5,350
- Alangka-Suka Hotels & Resorts Sdn. Bhd.	-	-	14,820	12,000
- Worldwide Matrix Sdn. Bhd.	-	-	-	650
	<hr/>	<hr/>	<hr/>	<hr/>
	Group	Company	2023	2022
	2023	2022	RM'000	RM'000
	RM'000	RM'000	RM'000	RM'000
Expenses				
(i) Directors' emoluments:				
- fees	354	347	354	347
- salaries and bonuses	2,395	2,192	1,958	1,767
- benefit-in-kind	100	75	93	75
	<hr/>	<hr/>	<hr/>	<hr/>

35. SIGNIFICANT RELATED PARTY DISCLOSURES (CONTINUED)**(c) Remuneration of key management personnel**

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

	Group		Company	
	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000
Fees	354	347	354	347
Emoluments and benefits	4,946	4,753	2,228	2,071
Contributions to defined contribution plan	493	527	220	228
	<u>5,793</u>	<u>5,627</u>	<u>2,802</u>	<u>2,646</u>
Benefit-in-kind	<u>152</u>	<u>112</u>	<u>100</u>	<u>82</u>

Included in the employee benefits of the Group and Company are Executive Directors' remuneration amounting to RM1,606,180 (2022: RM1,742,786) and RM1,558,720 (2022: RM1,677,360) respectively.

36. SEGMENT INFORMATION

The Group prepared the following segment information in accordance with MFRS 8 *Operating Segments* and on the basis of internal reports on the Group's strategic business units which are regularly reviewed by the Group Managing Director in order to allocate resources to the segments and to assess their performances.

The Group's operating and reportable segments are business units engaged in providing different products or services and business units operating in different geographical locations. These businesses are managed and assessed separately as each requires a differentiated strategy focused on the specific products and services. The Group Managing Director reviews the internal management reports on a quarterly basis in order to assess their performance.

There are varying levels of integration among Investment Holding segment and Travel and Tours segment with the other segments. This integration includes rental of properties, corporate support and provision of travel-related service. Inter-segment pricing is determined on a negotiated basis.

31 December 2023 (continued)

36. SEGMENT INFORMATION (CONTINUED)**Segment results**

Segment performance is used to measure performance as Group Managing Director believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Performance is evaluated based on operating profit or loss which is measured differently from operating profit or loss in the consolidated financial statements.

Segment assets

The total segment asset is measured based on all assets (including goodwill) of a segment, as included in the internal management reports that are reviewed by the Group Managing Director. Segment total asset is used to measure the return on assets of each segment.

Segment liabilities

The total segment liability is measured based on all liabilities of a segment, as included in the internal management reports that are reviewed by the Group Managing Director.

The Group's operating segments are as follows:

Investment holding	:	Investment holding and providing full corporate and financial support to the Group.
Property development & investment	:	Development of residential and commercial properties, property management and rental of property and operation and management of serviced office and other related services. Operate hotels and resorts and other related services.
Information and communications technology	:	Design and development of telecommunications software applications and systems and the provision of solutions and services for the telecommunications industry.
Travel and tours	:	Travel and tour agent and provision of travel related services.
Financial services	:	Payment card issuing and acquiring and related services and money services business.
Others	:	Businesses involving design, building and fabrication of coaches and bus maintenance and related services and owns and operates language centre and related services.

31 December 2023 (continued)

36. SEGMENT INFORMATION (CONTINUED)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by operating segment:
(Continued)

2023	Invest- ment holding RM'000	Property Information				Elimi- nation RM'000	Total RM'000
		develop- ment and investment RM'000	and commu- nications technology RM'000	Travel and tours RM'000	Financial services RM'000		
Other information							
Segment assets	38,696	443,827	185,912	21,564	24,307	23,582	737,888
Investment in associates and a joint venture	3,831	102	-	-	-	-	3,933
Unallocated corporate assets							5,592
Total assets							<u>747,413</u>
Segment liabilities	7,728	203,902	16,735	9,961	10,028	5,591	253,945
Unallocated corporate liabilities							5,236
Total liabilities							<u>259,181</u>
Additions to non-current assets (other than financial instruments and deferred tax assets)							
- Property, plant and equipment	345	6,829	682	13	2,483	193	10,545
- Software development expenditure	-	-	1,008	-	-	-	1,008

31 December 2023 (continued)

36. SEGMENT INFORMATION (CONTINUED)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by operating segment:
(Continued)

	Invest- ment holding RM'000	Property develop- ment and investment RM'000	Information and commu- nications technology RM'000	Travel and tours RM'000	Financial services RM'000	Others RM'000	Elimi- nation Notes RM'000	Total RM'000
2023								
Other information (Continued)								
Expense: (Continued)								
Loss/(Gain) on disposal of:								
-property, plant and equipment	(29)	2,971	-	-	-	-	-	2,942
-quoted investment securities	-	(1)	-	-	-	-	-	(1)
Impairment loss on:								
-goodwill	25,176	-	14,289	-	-	-	-	39,465
-right-of-use assets	-	6,000	-	-	-	-	-	6,000
-trade and other receivables	113	963	-	-	-	651	-	1,727
Inventories written down	-	-	-	-	-	1,664	-	1,664
Property, plant and equipment written off	-	401	1	-	-	-	-	402
Staff costs:								
- salaries and wages	7,168	12,453	18,910	3,032	595	3,928	-	46,086
- defined contribution plan	886	1,900	2,518	377	127	353	-	6,161
- other employee benefits	945	1,520	2,049	493	90	158	-	5,255

31 December 2023 (continued)

36. SEGMENT INFORMATION (CONTINUED)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by operating segment:
(Continued)

	Property Information							Total RM'000
	Invest- ment holding RM'000	develop- ment and investment RM'000	Property Information and commu- nications technology RM'000	Travel and tours RM'000	Financial services RM'000	Elimi- nation RM'000	Notes RM'000	
2022								
Other information								
Segment assets	127,847	419,828	225,080	13,714	18,890	17,713	-	823,072
Investment in associates and a joint venture	3,866	105	-	-	-	-	-	3,971
Unallocated corporate assets								6,914
Total assets								<u>833,957</u>
Segment liabilities	5,321	221,199	18,462	5,206	11,062	4,038	-	265,288
Unallocated corporate liabilities								5,110
Total liabilities								<u>270,398</u>
Additions to non-current assets (other than financial instruments and deferred tax assets)								
- Property, plant and equipment	12	18,600	721	31	31	113	-	19,508
- Leasehold land and building	-	32,973	-	-	-	-	-	32,973
- Software development expenditure	-	-	1,078	-	-	-	-	1,078

31 December 2023 (continued)

36. SEGMENT INFORMATION (CONTINUED)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by operating segment:
(Continued)

2022	Property Information							Total
	Invest- ment holding RM'000	develop- ment and investment technology RM'000	and commu- nications and travel tours RM'000	Financial services RM'000	Others RM'000	Elimi- nation RM'000	Notes RM'000	
Other information (Continued)								
Income:								
Interest income	337	643	548	120	-	-	-	1,648
Dividend income	13	-	-	-	106	-	-	119
Gain/(Loss) on disposal of:								
- property, plant and equipment	-	-	-	22	-	-	-	22
- investment property	167	-	-	-	-	-	-	167
- unquoted investment securities	-	(128)	-	-	-	-	-	(128)
Expense:								
Amortisation of intangible assets	-	-	784	-	-	-	-	784
Depreciation on property,								
plant and equipment	239	5,270	1,480	39	798	188	-	8,014
Depreciation on right-of-use assets	-	5,951	515	82	27	599	-	7,174
Finance cost	2,827	3,688	100	42	3	54	-	6,714

31 December 2023 (continued)

36. SEGMENT INFORMATION (CONTINUED)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by operating segment:
(Continued)

	Invest- ment holding RM'000	Property develop- ment and investment RM'000	Property Information and commu- nications technology RM'000	Travel and tours RM'000	Financial services Others RM'000	Elimi- nation Notes RM'000	Total RM'000
2022							
Other information (Continued)							
Expense: (Continued)							
Fair value (gain)/loss in:							
- investment properties	(250)	-	-	-	-	-	(250)
- unquoted investment securities	4,978	-	6,630	-	-	-	11,608
- quoted investment securities	-	976	-	-	-	99	1,075
Impairment loss on:							
- goodwill	-	-	8,962	-	-	-	8,962
Property, plant and equipment written off	-	85	-	94	264	-	443
Staff costs:							
- salaries and wages	6,270	8,486	18,232	2,950	557	3,192	39,687
- defined contribution plan	822	1,606	2,429	362	77	326	5,622
- other employee benefits	517	1,734	1,860	216	310	119	4,756

36. SEGMENT INFORMATION (CONTINUED)

Notes Nature of elimination to arrive at amounts reported in the consolidated financial statements:

- (a) Inter-segment revenues are eliminated on consolidation; and
- (b) Inter-segment expenses are eliminated on consolidation.

Geographical Information

The Group operates mainly in Malaysia, Singapore, Africa and Middle East, Europe and others. In determining the geographical segments of the Group, revenue is based on the geographical location of customers. Segment assets and capital expenditure are based on the geographical location of the assets. The composition of each geographical segment is as follows:

- | | | |
|------------------------|---|--|
| Malaysia | : | Investment holding and providing full corporate and financial support to the Group, property development and investment, property management and rental of property, operation and management of serviced office and other related services, owner and operator of hotels and resorts and other related services, travel and tours and related services, money services, payment card issuing and acquiring and related services, design and development of telecommunications software applications and systems and the provision of solutions and services for the telecommunications industry, design, building and fabrication of coaches, and bus maintenance and related services and owns and operates language centre. |
| Singapore | : | Design and development of telecommunications software applications and systems and the provision of solutions and services for the telecommunications industry, provision of management and investment holdings. |
| Africa and Middle East | : | Design and development of telecommunications software applications and systems and the provision of solutions and services for the telecommunications industry. |
| Europe | : | Operate and manage hotels and resorts. |
| Others | : | Operate and manage hotels and resorts, design and development of telecommunications software applications and systems and the provision of solutions and services for the telecommunications industry. |

31 December 2023 (continued)

36. SEGMENT INFORMATION (CONTINUED)**Geographical segments**

The following table provides an analysis of the Group's revenue, segment assets and additions to non-current assets (other than financial instruments and deferred tax assets) by geographical segment:

	Revenue		Non-current assets		Additions to non-current assets (other than financial instruments and deferred tax assets)	
	2023	2022	2023	2022	2023	2022
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Malaysia	276,293	231,990	232,231	284,794	5,381	37,171
Singapore	1,732	1,879	39,397	34,720	1,024	89
Africa & Middle						
East	677	932	-	-	-	-
Europe	52	-	82,811	87,988	4,960	16,239
Others	8,812	8,301	66,113	103,309	188	60
	<u>287,566</u>	<u>243,102</u>	<u>420,552</u>	<u>510,811</u>	<u>11,553</u>	<u>53,559</u>

Major customers

For the information and technology communications division, revenue from two customers represented RM15.51 million (2022: RM21.14 million) and RM13.36 million (2022: RM15.33 million) respectively of the Group's total revenue.

37. FINANCIAL INSTRUMENTS**(a) Categories of financial instruments**

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned:

- (i) fair value through profit or loss (“FVPL”);
- (ii) designated fair value through profit or loss (“DFVPL”);
- (iii) amortised cost; and
- (iv) designated fair value through other comprehensive income (“DFVOCI”).

	Carrying Amortised				
	amount	cost	FVPL	DFVPL	DFVOCI
	RM'000	RM'000	RM'000	RM'000	RM'000
31.12.2023					
Group					
Financial assets					
Investment securities	73,038	-	2,323	60,641	10,074
Trade and other receivables	131,935	131,935	-	-	-
Financial assets held for trading	47	-	-	47	-
Cash and fixed deposits	114,264	114,264	-	-	-
	319,284	246,199	2,323	60,688	10,074
Financial liabilities					
Borrowings	134,934	134,934	-	-	-
Trade and other payables	84,138	84,138	-	-	-
	219,072	219,072	-	-	-
Company					
Financial assets					
Investment securities	432	-	432	-	-
Trade and other receivables	14,890	14,890	-	-	-
Cash and fixed deposits	16,315	16,315	-	-	-
	31,637	31,205	432	-	-
Financial liabilities					
Trade and other payables	35,524	35,524	-	-	-

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(a) Categories of financial instruments (Continued)**

	Carrying Amortised				
	amount RM'000	cost RM'000	FVPL RM'000	DFVPL RM'000	DFVOCI RM'000
31.12.2022 (Restated)					
Group					
Financial assets					
Investment securities	94,732	-	2,532	81,961	10,239
Trade and other receivables	84,650	84,650	-	-	-
Financial assets held for trading	22	-	-	22	-
Cash and fixed deposits	175,103	175,103	-	-	-
	354,507	259,753	2,532	81,983	10,239
Financial liabilities					
Borrowings	138,915	138,915	-	-	-
Trade and other payables	75,640	75,640	-	-	-
	214,555	214,555	-	-	-
Company					
Financial assets					
Investment securities	424	-	424	-	-
Trade and other receivables	111	111	-	-	-
Cash and fixed deposits	74,709	74,709	-	-	-
	75,244	74,820	424	-	-
Financial liabilities					
Trade and other payables	229,765	229,765	-	-	-

37. FINANCIAL INSTRUMENTS (CONTINUED)**(a) Categories of financial instruments (Continued)**

	Carrying Amortised				
	amount	cost	FVPL	DFVPL	DFVOCI
	RM'000	RM'000	RM'000	RM'000	RM'000
01.01.2022 (Restated)					
Group					
Financial assets					
Investment securities	110,495	-	4,189	95,986	10,320
Trade and other receivables	71,098	71,098	-	-	-
Cash and fixed deposits	126,693	126,693	-	-	-
	308,286	197,791	4,189	95,986	10,320
Financial liabilities					
Borrowings	105,350	105,350	-	-	-
Trade and other payables	67,175	67,175	-	-	-
	172,525	172,525	-	-	-
Company					
Financial assets					
Investment securities	530	-	530	-	-
Trade and other receivables	6,249	6,249	-	-	-
Cash and fixed deposits	1,319	1,319	-	-	-
	8,098	7,568	530	-	-
Financial liabilities					
Trade and other payables	230,425	230,425	-	-	-

(b) Financial risk management

The operations of the Group and of the Company are exposed to a variety of financial risks, including credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk. The Group and the Company have formulated a financial risk management framework whose principal objective is to minimise the Group's and the Company's exposure to risks and/or costs associated with the financing, investing and operating activities of the Group and of the Company.

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)**

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 financial loss that may arise on outstanding financial instruments should a counter party default on its obligation. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. It is the Group's and the Company's policy to monitor the financial standing of these receivables on an ongoing basis to ensure that the Group and the Company are exposed to minimal credit risk.

Cash deposits and trade receivables may give rise to credit risk which requires the loss to be recognised if a counter party fails to perform as contracted.

Trade and other receivables

As at the end of the financial year, the Group has no significant concentration of credit risk other than an amount owing from a debtor of RM11.81 million (2022: RM12.07 million). The Group does not anticipate the carrying amounts as at the end of the financial year to be significantly different from the values that would eventually be received.

The maximum exposures to credit risk are represented by the carrying amounts of the financial assets in the statements of financial position.

Credit risk concentration profile

The Group determines concentrations of credit risk by industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the reporting date are as follows:

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(i) Credit risk (Continued)*****Credit risk concentration profile (Continued)***

	Group			
	2023		2022	
	RM'000	% of total	RM'000	% of total
By industry sectors:				
Financial services	8,891	17.4%	9,008	16.9%
Investment holding	11	0.0%	7	0.0%
Information and communications technology	20,306	39.7%	27,930	52.2%
Property development & Investment	2,626	5.1%	4,435	8.3%
Travel and tours	8,979	17.6%	4,306	8.1%
Others	10,314	20.2%	7,772	14.5%
	51,127	100.0%	53,458	100.0%

The Group applies the simplified approach to trade receivables and general approach to other receivables to providing for impairment losses prescribed by MFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables and other receivables. To measure the impairment losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The impairment losses also incorporate forward looking information. The Group also assessed the risk of loss of each customer individually based on their financial information, past trend of payments and external credit ratings, where applicable.

The ageing analysis of the Group's trade receivables is as follows:

	Group	
	2023	2022
	RM'000	RM'000
Neither past due nor impaired	37,367	36,659
Past due 0 to 3 months	4,692	6,652
Past due 3 to 9 months	8,338	3,879
Past due over 9 months	4,805	9,759
	17,835	20,290
Credit impaired (individually assessed)	(4,075)	(3,491)
	51,127	53,458

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(i) Credit risk (Continued)

Receivables that are impaired

The receivables of the Group's that are impaired at the reporting date and the movement of the allowance accounts used to record the impairment are as follows:

	Trade receivables		Other receivables		Amount owing by subsidiaries		Amount owing by associates	
	2023	2022	2023	2022	2023	2022	2023	2022
Group	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
At 1 January	3,491	3,491	4,055	4,055	-	-	2,108	2,108
Charge for the financial year								
- individually assessed	584	-	1,143	-	-	-	-	-
At 31 December	4,075	3,491	5,198	4,055	-	-	2,108	2,108
Company								
At 1 January	-	-	154	154	-	3,186	-	-
Charge for the financial year								
- individually assessed	-	-	113	-	-	-	-	-
Reversal of impairment loss	-	-	-	-	-	(3,186)	-	-
At 31 December	-	-	267	154	-	-	-	-

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(i) Credit risk (Continued)****Other receivables and inter-company loans and advances**

For other receivables, the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's and the Company's maximum exposure to credit risk arising from other receivables is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group and the Company consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Regardless of the analysis above, a significant increase in credit risk is presented if a debtor is more than 30 days past due in the making of a contractual payment.

The Company provides unsecured loans and advances to its subsidiaries. The Company monitors the ability of the subsidiaries to repay the loans and advances on an individual basis.

Some intercompany loans between entities within the Group are repayable on demand. For loans that are repayable on demand, impairment losses are assessed based on the assumption that repayment of the loan is demanded at the reporting date. If the borrower does not have sufficient highly liquid resources when the loan is demanded, the Group and the Company will consider the expected manner of recovery and recovery period of the intercompany loan.

Other than the credit impaired other receivables, the Group and the Company consider those financial assets to have low credit risk.

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(i) Credit risk (Continued)****Financial guarantees**

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries.

The maximum exposure to credit risk amounts to RM93.51 million (2022: RM96.22 million) representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period.

As at the reporting date, there was no loss allowance for impairment as determined by the Company for the financial guarantee.

The financial guarantees have not been recognised since the fair value on initial recognition was not material as the guarantees are provided as credit enhancement to the subsidiaries' secured borrowings.

(ii) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises principally from its various payables, loans and borrowings.

The Group and the Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(ii) Liquidity risk (Continued)****Maturity analysis**

The table below summarises the maturity profile of the Group's and the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations:

	Carrying Amount RM'000	interest rate %	Contractual cash flows			Total RM'000
			On demand or within 1 Year RM'000	Between 1 - 5 Years RM'000	More than 5 Years RM'000	
2023						
Group						
Financial liabilities						
Trade and other payables	84,138	5.50	77,754	4,631	1,753	84,138
Revolving credit	39,000	5.64-5.90	39,000	-	-	39,000
Term loans	95,934	4.70-8.22	16,753	49,312	65,798	131,863
<hr/>						
Company						
Financial liabilities						
Other payables	35,524	-	35,524	-	-	35,524
Financial guarantee contracts	-	-	93,511	-	-	93,511
<hr/>						

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(ii) Liquidity risk (Continued)****Maturity analysis (Continued)**

The table below summarises the maturity profile of the Group's and the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations: (Continued)

	← Contractual cash flows →					
	Carrying Amount RM'000	interest rate %	Contractual On demand or within 1 Year RM'000	Between 1 - 5 Years RM'000	More than 5 Years RM'000	Total RM'000
2022						
Group						
Financial liabilities						
Trade and other payables	75,640	5.50	68,542	8,044	1,904	78,490
Revolving credit	40,000	5.08-5.65	40,000	-	-	40,000
Term loans	98,915	4.40-6.90	12,959	47,524	69,730	130,213
<hr/>						
Company						
Financial liabilities						
Other payables	229,765	-	229,765	-	-	229,765
Financial guarantee contracts	-	-	96,222	-	-	96,222
<hr/>						

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's income and operating cash flows are substantially independent of changes in market interest rates. Interest rate exposure arises from the Group's borrowings and is managed through the use of fixed and floating rate debts. The Group does not use derivative financial instruments to hedge its risk.

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(iii) Interest rate risk (Continued)**

The Company manages the net exposure to interest rate risks by maintaining sufficient lines of credit to obtain acceptable lending costs and by monitoring the exposure to such risks on an ongoing basis. Management does not enter into interest rate hedging transactions since it considers that the cost of such instruments outweighs the potential risk of interest rate fluctuation.

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments based on carrying amounts as at the end of the reporting period were:

		2023		2022	
		Weighted average effective interest rate	Carrying amount	Weighted average effective interest rate	Carrying amount
	Note	%	RM'000	%	RM'000
Fixed rate					
Group					
Financial assets					
Fixed deposits	19	2.66	49,129	3.75	120,000
Company					
Financial assets					
Fixed deposits	19	3.55	10,000	3.65	71,000
Floating rate					
Group					
Financial liabilities					
Revolving credit	22(a)	5.64-5.90	39,000	5.08-5.65	40,000
Term loans	22(b)	5.50	95,934	4.86	98,915
			<u>134,934</u>		<u>138,915</u>

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(iii) Interest rate risk (Continued)****Sensitivity analysis for interest rate risk****(a) Fair value sensitivity analysis for fixed rate instruments**

The Group and the Company do not account for any fixed rate financial assets at fair value through profit or loss and equity. Therefore, a change in interest rates at the reporting date would not affect profit or loss and equity.

(b) Cash flow sensitivity analysis for variable rate instruments

At the reporting date, if interest rates had been 100 basis points lower/higher, with all other variables held constant, the Group's and the Company's profit net of tax would have been RM1.18 million lower/higher and RM0.08 million higher/lower respectively, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings and higher/lower interest income from fixed rate fixed deposits. The assumed movement in basis points for interest rate sensitivity analysis is based on a prudent estimate of the current market environment.

(iv) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Foreign currency risk is the risk of fluctuation in fair value or future cash flows of a financial instrument as a result of changes in foreign exchange rates. The Group's and the Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's and the Company's operating activities (when sales, purchases and borrowings that are denominated in a foreign currency) and the Group's net investments in foreign subsidiaries.

The Group and the Company ensure that the net exposure to this risk is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances. Management does not enter into currency hedging transactions since it considers that the cost of such instruments outweighs the potential risk of exchange rate fluctuations.

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(iv) Foreign currency risk (Continued)**

The unhedged financial assets and liabilities of the Group that are not denominated in their functional currencies are as follows:

Group	< Functional currencies >			Total
	Ringgit Malaysia	US Dollar	Singapore Dollar	
2023	RM'000	RM'000	RM'000	RM'000
Financial assets and liabilities not held in functional currencies				
<i>Investment securities</i>				
Renminbi	-	1,693	-	1,693
<i>Trade receivables</i>				
US Dollar	-	-	805	805
Australia Dollar	549	-	-	549
Brunei Dollar	180	-	-	180
	729	-	805	1,534
<i>Other receivables</i>				
US Dollar	-	-	3	3
<i>Cash and bank balances</i>				
Australia Dollar	14	-	-	14
Euro	141	3	-	144
Pound Sterling	30	7	-	37
Renminbi	1	-	-	1
Singapore Dollar	3	317	-	320
US Dollar	2,981	-	1,628	4,609
Others	5	-	-	5
	3,175	327	1,628	5,130
<i>Trade payables</i>				
US Dollar	1,062	-	466	1,528
Others	224	-	2	226
	1,286	-	468	1,754

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(iv) Foreign currency risk (Continued)**

The unhedged financial assets and liabilities of the Group that are not denominated in their functional currencies are as follows: (Continued)

Group	< Functional currencies >			Total
	Ringgit Malaysia RM'000	US Dollar RM'000	Singapore Dollar RM'000	
2022				RM'000
Financial assets and liabilities not held in functional currencies				
<i>Investment securities</i>				
Renminbi	-	1,693	-	1,693
<i>Trade receivables</i>				
US Dollar	-	-	1,506	1,506
Australia Dollar	71	-	-	71
Brunei Dollar	2,349	-	-	2,349
	2,420	-	1,506	3,926
<i>Other receivables</i>				
US Dollar	-	-	9	9
<i>Cash and bank balances</i>				
Australia Dollar	23	-	-	23
Euro	132	5	-	137
Pound Sterling	30	8	-	38
Renminbi	1	-	-	1
Singapore Dollar	5	300	-	305
US Dollar	4,884	-	3,542	8,426
Others	5	-	-	5
	5,080	313	3,542	8,935
<i>Trade payables</i>				
US Dollar	1,560	-	534	2,094
Others	640	-	40	680
	2,200	-	574	2,774

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(iv) Foreign currency risk (Continued)****Sensitivity analysis for foreign currency risk**

The following table demonstrates the sensitivity of the Group's total profit to a reasonably possible change in the USD, RMB and SGD exchange rate against the respective functional currencies of the Group entities, with all other variables held constant.

Group	Effect on
2023	profit for the
	financial year
	RM'000
USD/SGD - strengthened 10%	(191)
- weakened 10%	191
RMB/RM - strengthened 10%	(169)
- weakened 10%	169
USD/RM - strengthened 10%	(198)
- weakened 10%	198
	<hr/>
2022	
GBP/RM - strengthened 10%	(450)
- weakened 10%	450
RMB/RM - strengthened 10%	(169)
- weakened 10%	169
USD/RM - strengthened 10%	(335)
- weakened 10%	335
	<hr/>

(v) Market price risk

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

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(b) Financial risk management (Continued)****(v) Market price risk (Continued)**

The Group is exposed to equity price risk arising from its investment in quoted equity instruments. Equity price risk arises from unfavourable movements in share price of quoted investments that adversely affect the valuation on equity instruments. There is a direct correlation between movements in share price of quoted equity investments and movements in stock market index. These instruments are classified as held for trading or available-for-sale financial assets. The Group does not have exposure to commodity price risk.

Sensitivity analysis for equity price risk

This analysis assumes that all other variables remain constant and the Group's equity investments moved in correlation with stock market index.

A 5 percent higher in equity prices at the end of the reporting period would have increased the Group's and the Company's equity by RM0.60 million (2022: RM0.54 million) and RM0.02 million (2022: RM0.02 million) respectively. A 5 percent lower in equity prices would have had equal but opposite effect on equity.

(c) Fair value measurement**(i) Financial instruments that are not carried at fair value and whose carrying amounts are reasonably approximated to fair value**

The carrying amount of these financial assets and liabilities is reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

The carrying amount of the current portion of borrowings is reasonable approximation of fair values due to the insignificant impact of discounting.

The carrying amount of long term floating rate loans approximate their fair value as the loans to be repaid to market interest rate on or near report date.

37. FINANCIAL INSTRUMENTS (CONTINUED)**(c) Fair value measurement (Continued)****(ii) Fair value hierarchy**

The following are classes of financial instruments that are carried at fair value, by valuation method. The different levels have been defined as follows:

- (i) Level 1 - Unadjusted quoted prices in an active market for identical financial instruments
- (ii) Level 2 - Inputs other than quoted prices included within Level 1 that are observable either directly or indirectly
- (iii) Level 3 - Inputs that are not based on observable market data

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(c) Fair value measurement (Continued)****(ii) Fair value hierarchy (Continued)**

The following table provides fair value measurement hierarchy of the Group's financial instruments:

Group	Fair value of financial instruments carried at fair value			Fair value of financial instruments not carried at fair value			Fair value	Carrying amount
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3		
2023	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Financial assets								
Investment securities:								
- Fair value through other comprehensive income financial assets	8,118	-	1,956	-	-	-	10,074	10,074
- Fair value through profit or loss financial assets	2,323	-	60,641	-	-	-	62,964	62,964
Financial liabilities								
Borrowings:								
- Term loans	22	-	-	-	-	85,632	85,632	85,632
Other payables	25	-	-	-	-	6,384	6,384	6,384

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(c) Fair value measurement (Continued)****(ii) Fair value hierarchy (Continued)**

The following table provides fair value measurement hierarchy of the Group's financial instruments: (Continued)

Group	Fair value of financial instruments carried at fair value			Fair value of financial instruments not carried at fair value			Fair value amount	Carrying amount
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3		
2022	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Financial assets								
Investment securities:								
- Fair value through other comprehensive income financial assets	8,282	-	1,957	-	-	-	-	10,239
- Fair value through profit or loss financial assets	2,532	-	81,961	-	-	-	-	84,493
Financial liabilities								
Borrowings:								
- Term loans	22	-	-	-	-	90,116	90,116	90,116
Other payables	25	-	-	-	-	8,526	8,526	8,526

31 December 2023 (continued)

37. FINANCIAL INSTRUMENTS (CONTINUED)**(c) Fair value measurement (Continued)****(ii) Fair value hierarchy (Continued)****Policy on transfer between levels**

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

Fair value hierarchy*Level 1 fair value*

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical financial assets or liabilities that the entity can access at the measurement date.

Financial instrument carried at fair value

The fair value of quoted investments are estimated based on their quoted market prices as at the end of the reporting period.

Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

Level 3 fair value

Level 3 fair value is estimated using unobservable input for the financial assets with the respective valuation technique.

Valuation process applied by the Group has been disclosed on Note 13 to the financial statements.

The Group has the policy to regularly assess and evaluate the appropriate valuation methodologies in ascertaining the fair value of the investments.

37. FINANCIAL INSTRUMENTS (CONTINUED)**(c) Fair value measurement (Continued)****(ii) Fair value hierarchy (Continued)***Financial instruments not carried at fair value*

The fair value of the term loans are determined using the discounted cash flows method based on discount rates that reflects the issuer's borrowing rate as at the end of the reporting period.

Transfer between levels of fair values hierarchy

There is no transfer between levels of fair values hierarchy during the financial year.

38. CAPITAL MANAGEMENT

The Group actively and regularly reviews and manages its capital structure with the objectives of ensuring that the Group will be able to continue as a going concern while maximising the return to stakeholders. These reviews take into consideration future capital requirements of the Group, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and strategic investment opportunities.

The capital structure of the Group consists of debt which includes borrowings (Note 22 to the financial statements), cash and cash equivalents (Statements of Cash Flows), and equity attributable to equity holders of the Company.

The Group's overall capital management strategy remains unchanged from 2022 and this includes maintaining a healthy gearing ratio taking into consideration the objectives of the Group. As at the reporting date, the gearing ratio calculated as total borrowings divided by total equity is as follows:

	Group	
	2023	2022
	RM'000	RM'000
Total borrowings	134,934	138,915
Less : Cash and cash equivalents	(88,084)	(61,101)
Subtotal	46,850	77,814
Total equity	488,232	563,559
Debt-to-equity ratio	9.60%	13.81%

31 December 2023 (continued)

38. CAPITAL MANAGEMENT (CONTINUED)

There were no changes in the Group's approach to capital management during the year.

39. SIGNIFICANT EVENT DURING AND SUBSEQUENT TO THE FINANCIAL YEAR**(a) Lease Termination Agreement in Langkawi Holiday Villa Sdn. Bhd. ("LHV")**

On 28 June 2023, the Company announced that LHV, an indirect wholly-owned subsidiary of the Company had on 28 June 2023 entered into an Agreement to Terminate ("Lease Termination Agreement") with Pacific Trustees Berhad (acting as trustee for AmanahRaya Real Estate Investment Trust) ("Lessor") for the mutual termination of the Renewal Lease Agreement dated 16 December 2016 (including the Lease and the Renewal Lease Agreement Rights as defined in the Company's announcement dated 28 June 2023) ("Renewal Lease Agreement") for the 4-star beach resort hotel building with 238 rooms known as "Holiday Villa Beach Resort & Spa Langkawi" ("Hotel") which is being leased by LHV from the Lessor, for a cash compensation sum of RM45 million to be paid to LHV subject to the terms and conditions as stipulated in the Lease Termination Agreement ("Proposed Termination of LHV Lease").

On 1 September 2023, the Company announced that LHV's Solicitors had received the Lessor's Solicitors' Notice on 1 September 2023 and accordingly the Lease Termination Agreement became unconditional on 1 September 2023 ("Unconditional Date"). On the Unconditional Date, the Renewal Lease Agreement was effectively terminated in its entirety ("Lease Termination Date").

LHV had fulfilled and performed its obligations under the Lease Termination Agreement on 31 December 2023

(b) Dissolution of Medical Palace Sdn. Bhd. ("MPSB")

MPSB, an indirect wholly-owned subsidiary of the Company was struck off the register on 20 March 2024 pursuant to Section 551(3) of the Companies Act 2016 and was accordingly dissolved.

40. COMPARATIVE FIGURES**(a) Retrospective restatements**

During the financial year, the Group has identified over recognition of revenue in previous financial years. Accordingly, adjustments have been made retrospectively to restate trade and other receivables and retained earnings as at 31 December 2021.

(b) Reclassification adjustments

Certain comparative figures have been reclassified to conform with current year presentation.

Effects of the above adjustments are as follows:

		As previously reported	Adjustments	As restated
	Note	RM'000	RM'000	RM'000
Group				
At 31 December 2022				
Statements of Financial Position				
Assets				
Current assets				
Trade and other receivables	(a)	92,464	(7,814)	84,650
<hr/>				
Equity				
Retained earnings	(a)	7,240	(5,548)	1,692
Non-controlling interest	(a)	77,468	(2,266)	75,202
<hr/>				
Statements of Comprehensive Income				
Cost of sales	(b)	173,590	2,896	176,486
Administrative expenses	(b)	51,253	(2,896)	48,357
<hr/>				

31 December 2023 (continued)

40. COMPARATIVE FIGURES (CONTINUED)

Effects of the above adjustments are as follows: (Continued)

		As previously reported	Adjustments	As restated
	Note	RM'000	RM'000	RM'000
At 1 January 2022				
Statements of Financial Position				
Assets				
Current assets				
Trade and other receivables	(a)	78,912	(7,814)	71,098
<hr/>				
Equity				
Retained earnings	(a)	43,626	(5,548)	38,078
Non-controlling interest	(a)	83,837	(2,266)	81,571
<hr/>				

Statement By Directors

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

We, **ANTON SYAZI DATO' AHMAD SEBI** and **LEE SU NIE**, being two of the directors of Advance Synergy Berhad, do hereby state that in the opinion of the directors, the accompanying financial statements 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 December 2023 and of their financial performance and cash flows for the financial year then ended.

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

ANTON SYAZI DATO' AHMAD SEBI

Director

LEE SU NIE

Director

Selangor

Date: 15 April 2024

Statutory Declaration

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

I, **LEE SU NIE**, being the director primarily responsible for the financial management of Advance Synergy Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements 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.

LEE SU NIE

Subscribed and solemnly declared by the abovenamed at Shah Alam, Selangor on 15 April 2024.

Before me,
SITI MARYAM BINTI KAMARUDIN
No. B498

Commissioner for Oaths
Malaysia

Independent Auditors' Report

to the Members of Advance Synergy Berhad

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Advance Synergy Berhad, which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a material accounting policy information, as set out on pages 124 to 259.

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 December 2023, and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. 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.

Group

Impairment of goodwill (Note 4.1 and 9 to the financial statements)

The carrying amount of the goodwill related to information and communications technology ("ICT") and travel and tours ("TT") CGUs amounted to RM35,257,000 and RM3,659,000 respectively. The accounting policy of the Group is to test goodwill for impairment annually. The goodwill amount is required to be allocated to cash generating unit ("CGU") for impairment testing purposes.

We focused on this area because the Group's determination of recoverable amount of the CGU to which the goodwill is allocated requires the exercise of significant judgement to be made by the directors, especially in determining the assumptions to be applied in supporting the underlying cash flow projections in the recoverable amount calculation. These judgements and assumptions are inherently uncertain.

Our audit response:

Our audit procedures focus on evaluating the cash flow projections and the Group's projection procedures which included, among others:

- understanding the methodology adopted by the Group;
- comparing the actual results with previous cash flow projections to assess the performance of the business and historical accuracy of the projections;
- testing the mathematical computation of the impairment assessment;
- performing a sensitivity analysis of key assumptions that are expected to be most sensitive to the recoverable amount;
- comparing the Group's assumptions to externally derived data as well as our assessments in relation to key inputs such as discount rates, forecasted growth rates and profit margin; and
- review the assumptions used and key inputs used has been assessed by the component auditors.

Key Audit Matters (Continued)**Group (Continued)**

Impairment of right-of-use assets (Note 4.2 and 6 to the financial statements)

The Group has significant balances of right-of-use assets relating to its hotel operations. There are significant changes in the market and economic environment in which the Group operates that indicates that the right-of-use assets may be impaired. As such, there is risk the future performance of these assets may not lead to carrying values being recoverable in full. The Group has performed an impairment assessment to estimate the recoverable amount of these assets which involved significant judgement. The significant judgement is applied over the discount rate used in determining the recoverable amount calculation and assumptions supporting the underlying cash flow projections which includes forecast growth rates and profit margin.

Our audit response:

Our audit procedures included, among others:

- understanding the valuation methodology on recoverable amount on adopted by the Group in accordance to the requirements of MFRS 136 *Impairment of Assets*;
- comparing the Group's assumptions to externally derived data as well as our assessments in relation to key inputs such as discount rates, forecast growth rates and profit margin;
- testing the mathematical computation of the impairment assessment; and
- performing a sensitivity analysis around the key inputs that are expected to be most sensitive to the recoverable amount.

Key Audit Matters (Continued)**Group (Continued)**

Valuation of investment properties (Note 4.3 and 7 to the financial statements)

The Group's accounting policy is to measure investment properties at fair value subsequent to their initial recognition. The Group determines the fair value of the investment properties based on the market valuation performed by external independent valuers.

We focused on this area because the Group's measurement of fair value requires the exercise of significant judgement to be made by directors, especially in determining the appropriate valuation methods and the key assumptions used in the valuations. These judgements and assumptions are inherently uncertain.

Our audit response:

Our audit procedures focus on evaluating the cash flow projections which included, among others:

- understanding the competence, capabilities and objectivity of the external valuers which included consideration of their qualifications and experience;
- understanding the scope and purpose of the valuation by reading the terms of engagement to assess whether any matters that might have affected their objectivity or limited the scope of their work;
- reading the valuation reports for all significant properties and discussed with external valuers on their valuation approach and the significant judgements they made, including the selection of comparable properties and adjustments for differences in key attributes made to the transacted value of comparable properties; and
- discussing with the Group on the valuation approach used and appropriateness of the key assumptions.

Key Audit Matters (Continued)**Group (Continued)**

Fair value of unquoted investment (Note 4.4 and 13 to the financial statements)

The Group has significant balances of financial instruments that are not traded in an active market which include unquoted investment securities. The Group's accounting policy requires the directors to estimate the fair value of these financial instruments by using appropriate valuation methodology.

We focused on this area because the valuations of these financial instruments require significant judgement to be made by the directors in determining the appropriate valuation methodology and key assumptions to be applied for each investment in the fair value estimation. These judgements and assumptions are inherently uncertain.

Our audit response:

As the unquoted investments are held in a component where we are not the auditors, we performed our review of the work of the component auditors in accordance with ISA 600 *Special Considerations - Audits of Group Financial Statements* (including the Work of Component Auditors) and their audit procedures performed included, among others:

- discussing with management the basis used in determining the fair values;
- reviewing the management's assessment in determining whether such valuation methodology is consistent with market practice;
- assessing the reasonableness of key inputs and assumptions used in the valuation;
- testing the mathematical computation of the valuation methodology used; and
- reviewing the adequacy of the disclosures made in the financial statements.

Key Audit Matters (Continued)**Company****Investment in a subsidiary (Note 4.5 and 10 to the financial statements)**

The Company has significant balance of investment in a subsidiary, namely Advance Synergy Capital Sdn. Bhd. The Company has assessed whether there is any indication that the cost of investment in the subsidiary is impaired at the end of each reporting date. Impairment is measured by comparing the carrying amount of an asset with its recoverable amount. Recoverable amount is measured at the higher of the fair value less cost to sell for that asset and its VIU.

We focused on this area because the Company's determination of the recoverable amount requires significant judgement to be made by the directors, especially in determining the assumptions to be applied in supporting the underlying cash flow projections in the recoverable amount calculation. These judgements and assumptions are inherently uncertain.

Our audit response:

Our audit procedures focus on evaluating the cash flow projections which included, among others:

- comparing the Company's assumptions to our assessments in relation to key assumptions to assess their reasonableness of the projections;
- testing the mathematical accuracy of the impairment assessment; and
- performing a sensitivity analysis around the key assumptions.

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.

**Information Other than the Financial Statements and Auditors' Report Thereon
(Continued)**

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

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

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

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

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

The Directors of the Company are responsible for overseeing the Group's financial reporting process.

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.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

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

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

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

to the Members of Advance Synergy Berhad

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 10 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 contents of this report.

Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

Ng Jou Yin
No. 03460/11/2025 J
Chartered Accountant

Kuala Lumpur

Date: 15 April 2024

This page has been intentionally left blank

OTHER INFORMATION

Contents

List of Properties	274
Statement on Directors' Interests	276
Statistics on Shareholdings	278
Notice of Annual General Meeting	280
Administrative Guide	283
Proxy Form	Enclosed

List of Properties

The top 10 properties of the Group as at 31 December 2023 are as follows:

Location	Description	Approx. land area	Approx. age of building (Years)	Tenure	Carrying Amount (RM'000)	Date of last revaluation/acquisition
57 & 58 Philbeach Gardens - LN69764 59 Philbeach Gardens - LN205767 57 - 59 Philbeach Gardens Earl's Court, London SW5 9ED	Land with aparthotel building	1,118 sq. m.	> 144	Freehold	80,858	04.12.2023
GM1265 Lot 1300* GM1126 Lot 1301 GM424 Lot 1302 GM857 Lot 1303 GM405 Lot 1305 GM3522 Lot 7058 GM2561 Lot 5233 Mukim Sungai Karang Cherating Pahang Darul Makmur	Land with hotel building, recreational facilities, restaurant and apartment block	13 acres	30.5-36	Freehold	43,392	19.01.2022
Lot 849, Jalan Subang 7 Taman Industri Sungai Penaga 47620 Petaling Jaya Selangor Darul Ehsan	One storey warehouse with three storey office	12,015 sq. m.	25	Leasehold (expiring on 20/10/2065)	31,514	01.06.2022
17, Jalan Yap Ah Shak 50300 Kuala Lumpur	Five storey commercial building	722 sq. m.	6	Freehold	28,400	30.11.2018
9, Jalan Kajibumi U1/70 Seksyen U1 Temasya Glenmarie 40150 Shah Alam Selangor Darul Ehsan	Four storey commercial building	3,314 sq. m.	6	Freehold	29,951	30.11.2018

The top 10 properties of the Group as at 31 December 2023 are as follows (continued):

Location	Description	Approx. land area	Approx. age of building (Years)	Tenure	Carrying Amount (RM'000)	Date of last revaluation/acquisition
Geran 85, Lot 2034 69, Jalan Haji Hussein 50300 Kuala Lumpur	Eighteen storey hotel building	3,214 sq. m.	48	Freehold	22,204	06.01.2020
Suite No. 3A-5-1 Level 5, Block 3A Plaza Sentral Jalan Stesen Sentral 5 Kuala Lumpur	Office Suite	749 sq. m. (floor area)	20	Freehold	6,600	31.12.2023
9, Jalan SS3/39 47300 Petaling Jaya Selangor Darul Ehsan	Double storey bangalow	669 sq. m.	56	Freehold	2,750	09.01.2024
GRN 232740, Lot 3063 Pekan Kinrara District of Petaling 167, Jalan Kenari 23A Bandar Puchong Jaya 47170 Puchong Selangor Darul Ehsan	Three and a half storey mid terrace shop office	156 sq. m.	14	Freehold	2,500	10.01.2024
PN5161, Lot 13, Seksyen 1, Bandar Petaling Jaya District Petaling Jaya 16, Jalan Othman 46000 Petaling Jaya Selangor Darul Ehsan	Leasehold land & building	503 sq. m.	62	Leasehold (expiring on 13/9/2060)	1,850	10.01.2024

* Legal title for the freehold land has yet to be transferred to the Group.

Statement on Directors' Interests in the Company

and related corporations as at 26 March 2024

	Ordinary shares	
	Number	Percentage
Direct Interest in the Company		
Aryati Sasya Dato' Ahmad Sebi	66,924,000	2.65
Chew Lee Fong	42,481	negligible
Deemed Interest in the Company		
Anton Syazi Dato' Ahmad Sebi	①91,401,000	3.61
Lee Su Nie	②1,095,000	0.04
Loo Pak Soon	①91,401,000	3.61
Direct Interest in related corporation		
Captii Limited ("Captii")		
Anton Syazi Dato' Ahmad Sebi	517,600	1.62
Lee Su Nie	20,000	0.06
Arcylic Synergy Sdn Bhd		
Anton Syazi Dato' Ahmad Sebi	1	negligible
Deemed Interest in related corporation		
Segi Koleksi Sdn Bhd ("SKSB")		
Anton Syazi Dato' Ahmad Sebi	③1,670,796	30.00
Aryati Sasya Dato' Ahmad Sebi	③1,670,796	30.00
Metroprime Corporation Sdn Bhd ("MCSB")		
Anton Syazi Dato' Ahmad Sebi	④6,675,227	100.00
Aryati Sasya Dato' Ahmad Sebi	④6,675,227	100.00
Osteria Gamberoni Sdn Bhd ("Osteria")		
Anton Syazi Dato' Ahmad Sebi	⑤1,022,964	30.00
Aryati Sasya Dato' Ahmad Sebi	⑤1,022,964	30.00
Primo Espresso Sdn Bhd ("Primo")		
Anton Syazi Dato' Ahmad Sebi	⑤671,687	30.00
Aryati Sasya Dato' Ahmad Sebi	⑤671,687	30.00
Temasya House Sdn Bhd ("Temasya")		
Anton Syazi Dato' Ahmad Sebi	⑤150,000	30.00
Aryati Sasya Dato' Ahmad Sebi	⑤150,000	30.00
Yap Ah Shak House Sdn Bhd ("YAS")		
Anton Syazi Dato' Ahmad Sebi	⑤1,273,565	30.00
Aryati Sasya Dato' Ahmad Sebi	⑤1,273,565	30.00
Jiwa Baru Sdn Bhd ("Jiwa Baru")		
Anton Syazi Dato' Ahmad Sebi	⑥800,040	40.00
Aryati Sasya Dato' Ahmad Sebi	⑥800,040	40.00

and related corporations as at 26 March 2024 (continued)

	Ordinary shares	
	Number	Percentage
Deemed Interest in related corporation (continued)		
Alma Dining Sdn Bhd ("ADSB")		
Anton Syazi Dato' Ahmad Sebi	⑤30	30.00
Aryati Sasya Dato' Ahmad Sebi	⑤30	30.00
Ordinary shares of CHF500.00 each		
Posthotel Arosa AG ("Arosa")		
Anton Syazi Dato' Ahmad Sebi	⑤3,150	35.00
Aryati Sasya Dato' Ahmad Sebi	⑤3,150	35.00
Ordinary shares GBP1.00 each		
57-59 Philbeach Gardens Limited ("PGL")		
Anton Syazi Dato' Ahmad Sebi	⑦100	100.00
Aryati Sasya Dato' Ahmad Sebi	⑦100	100.00
Beaver Hotels Limited ("BHL")		
Anton Syazi Dato' Ahmad Sebi	⑧1,100	100.00
Aryati Sasya Dato' Ahmad Sebi	⑧1,100	100.00

Notes:

- ① By virtue of their interest in Eighth Review (M) Sdn Bhd ("ERSB"), Mr Anton Syazi Dato' Ahmad Sebi and Mr Loo Pak Soon are deemed to be interested in the ordinary shares of ASB to the extent that ERSB has an interest.
- ② This is her spouse's interest in the ordinary shares of ASB which shall be treated as her interest in the ordinary shares of ASB pursuant to Section 59(11)(c) of the Companies Act 2016, Malaysia.
- ③ By virtue of their interest in Pacific Existence Sdn Bhd ("PESB"), Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that PESB has an interest in SKSB.
- ④ By virtue of their interest in SKSB via PESB, Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that SKSB has an interest in MCSB.
- ⑤ By virtue of their interest in Kibar Konsep Sdn Bhd ("KKSB"), Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that KKSB has an interest in Osteria, Primo, Temasya, YAS, ADSB and Arosa.
- ⑥ By virtue of their interest in Campbell House Sdn Bhd ("CHSB"), Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that CHSB has an interest in Jiwa Baru.
- ⑦ By virtue of their interest in Arosa via KKSB, Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that Arosa has an interest in PGL.
- ⑧ By virtue of their interest in PGL via Arosa, Ms Aryati Sasya Dato' Ahmad Sebi and Mr Anton Syazi Dato' Ahmad Sebi are deemed to be interested in the shares to the extent that PGL has an interest in BHL.

Statistics on Shareholdings

as at 26 March 2024

TOTAL NUMBER OF ISSUED SHARES : 2,529,194,943
 ISSUED SHARE CAPITAL : RM461,376,644.99
 CLASS OF SHARE : Ordinary Shares
 VOTING RIGHT : 1 vote per ordinary share

ANALYSIS OF SHAREHOLDINGS

Size of shareholdings	No. of shareholders	% of shareholders	No. of shares held	% of issued shares
Less than 100 shares	383	1.54	12,395	negligible
100 - 1,000 shares	4,468	17.96	3,678,166	0.14
1,001 - 10,000 shares	10,258	41.24	52,024,401	2.06
10,001 - 100,000 shares	7,792	31.33	313,752,702	12.41
100,001 - less than 5% of issued shares	1,971	7.92	993,562,496	39.28
5% and above of issued shares	3	0.01	1,166,164,783	46.11
	24,875	100.00	2,529,194,943	100.00

LIST OF TOP 30 SHAREHOLDERS

No.	Name	No. of shares held	Percentage
1.	Dato' Ahmad Sebi Bakar	747,989,224	29.57
2.	SJ Sec Nominees (Tempatan) Sdn Bhd Suasana Dinamik Sdn Bhd	242,399,778	9.58
3.	SJ Sec Nominees (Tempatan) Sdn Bhd Bright Existence Sdn Bhd	175,775,781	6.95
4.	SJ Sec Nominees (Tempatan) Sdn Bhd Eighth Review (M) Sdn Bhd	91,401,000	3.61
5.	Aryati Sasya Dato' Ahmad Sebi	66,924,000	2.65
6.	HSBC Nominees (Asing) Sdn Bhd Exempt An for Bank Julius Baer & Co. Ltd. (Singapore Branch)	35,639,400	1.41
7.	Chew Lee Hwa	27,775,300	1.10
8.	Chuah Kim Seng	17,200,000	0.68
9.	Citigroup Nominees (Asing) Sdn Bhd Exempt An for Bank of Singapore Limited (Foreign)	12,649,500	0.50
10.	CGS International Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lee Yoon Sing (MY3586)	11,000,000	0.43
11.	Wong Ten An	7,100,000	0.28

as at 26 March 2024 (continued)

LIST OF TOP 30 SHAREHOLDERS (continued)

No.	Name	No. of shares held	Percentage
12.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ong King Seng	6,000,000	0.24
13.	Chang Meei Meei	5,705,475	0.23
14.	ASH Holdings Sdn Bhd	5,000,000	0.20
15.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Gan Chin Boon (7005617)	4,295,000	0.17
16.	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Kee Boon Seng (SIN 10014-5)	4,000,000	0.16
17.	Ibrahim Bin Hamzah	4,000,000	0.16
18.	Wong Jun Xiang	4,000,000	0.16
19.	Ng Yoke Hin	3,928,000	0.15
20.	Maybank Nominees (Tempatan) Sdn Bhd Lay Man Wan @ Lai Mun Wan	3,651,800	0.14
21.	Yeoh Swee Leng	3,600,000	0.14
22.	Lim Koong Min	3,500,000	0.14
23.	Lim Hong Liang	3,246,300	0.13
24.	Tan Chi Ming	3,200,000	0.13
25.	Maybank Nominees (Tempatan) Sdn Bhd Toh Swee Ying	3,091,190	0.12
26.	Ling Soon Teck	3,081,800	0.12
27.	Lim Chan Keong	3,055,000	0.12
28.	Malpac Capital Sdn Bhd	3,000,000	0.12
29.	Ong Ngoh Ing @ Ong Chong Oon	3,000,000	0.12
30.	Su Ming Keat	2,805,500	0.11
		1,508,014,048	59.62

SUBSTANTIAL SHAREHOLDERS

Name of substantial shareholders	No. of shares held		% of issued share capital	
	Direct	Deemed	Direct	Deemed
Dato' Ahmad Sebi Bakar	747,989,224	418,175,559	29.57	16.53
Suasana Dinamik Sdn Bhd	242,399,778	-	9.58	-
Bright Existence Sdn Bhd	175,775,781	-	6.95	-

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **Hundredth Annual General Meeting** (“100th AGM”) of Advance Synergy Berhad will be held and conducted by way of virtual meeting entirely through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) Facilities from Dvote Online operated by Dvote Services Sdn Bhd at the Board Room, Ground Floor, Synergy 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie, 40150 Shah Alam, Selangor, Malaysia (“Webcast Venue”) via the link at <https://www.dvote.my> (Domain registration number with MYNIC: D6A434007) on Wednesday, 19 June 2024, at 10.00 a.m. or at any adjournment thereof for the following purposes:

- | | |
|--|---|
| 1. To receive the audited financial statements for the financial year ended 31 December 2023 and the Directors' and Auditors' reports thereon. | Please refer to Explanatory Note |
| 2. To declare a single tier dividend of 0.05 sen per ordinary share in respect of the financial year ended 31 December 2023. | Resolution 1 |
| 3. To approve the payment of Directors' fees for the financial year ended 31 December 2023. | Resolution 2 |
| 4. To approve the payment of benefits to the Directors from 20 June 2024 until the conclusion of the next annual general meeting of the Company. | Resolution 3 |
| 5. To re-elect the following Directors: | |
| 5.1 Ms Lee Su Nie | Resolution 4 |
| 5.2 Ms Aryati Sasya Dato' Ahmad Sebi | Resolution 5 |
| 6. To elect the following Directors: | |
| 6.1 Ms Chew Lee Fong | Resolution 6 |
| 6.2 Mr Loo Pak Soon | Resolution 7 |
| 7. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 8 |

SPECIAL BUSINESS

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

- | | |
|--|---------------------|
| 8. Ordinary Resolution – Authority to allot and issue securities | Resolution 9 |
| <p>“THAT subject always to the Companies Act 2016, Constitution of the Company and/or approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Section 75(1) and Section 76(1) of the Companies Act 2016 to allot and issue new shares or convertible securities in the Company, from time to time at such price and upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares or convertible securities to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding any treasury shares) of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares or convertible securities so issued from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.”</p> | |
| 9. To transact any other ordinary business of which due notice shall have been given. | |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the 100th AGM, a first and final single tier dividend of 0.05 sen per ordinary share in respect of the financial year ended 31 December 2023 will be paid on 19 August 2024 to the shareholders whose names appear in the Record of Depositors on 29 July 2024.

A depositor shall qualify for entitlement only in respect of:

- a. Shares transferred to the Depositor's Securities Account before 4.30 p.m. on 29 July 2024 in respect of transfer; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

LIM LEE CHIN

Secretary

Selangor

30 April 2024

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 June 2024 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.
2. The 100th AGM will be conducted by way of virtual meeting entirely through live streaming and online remote voting via the RPV Facilities from Dvote Online operated by Dvote Services Sdn Bhd via the link at <https://www.dvote.my>. No member or proxy should be physically present at the Webcast Venue. If a member is not able to participate via the virtual meeting, the member can appoint the Chair of the meeting or such other person(s) as proxy(ies) and indicate the voting instructions in the proxy form. The appointment of proxy may be done in the manner as detailed below. Please follow the procedures in the enclosed Administrative Guide in order to register, participate and vote remotely via the RPV Facilities.
3. A member of the Company entitled to attend, speak and vote at the general meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend, speak and vote on a show of hands or by poll on any question at this meeting. A proxy need not be a member.
4. A member of the Company may appoint at least one (1) proxy but not more than two (2) proxies to attend, speak and vote in his/her stead. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the said securities account. If a member appoints more than one (1) proxy, they must specify the proportion of the member's shareholdings to be represented by each proxy.

Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one 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.

5. The instrument appointing a proxy in the case of an individual must be signed by the individual or an attorney who is authorised to act on behalf of the individual and in the case of a corporation, the instrument appointing a proxy must be sealed with the corporation's common seal or signed by an officer of the corporation or an attorney who is authorised to act on behalf of the corporation.
6. 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 such power or authority) shall be deposited at the Registered Office of the Company at Ground Floor, Synergy 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie, 40150 Shah Alam, Selangor, Malaysia not less than 48 hours before the time appointed for holding the meeting or any other adjournment thereof, either (a) by hand or post; or (b) electronically via email to Dvoteservice@gmail.com.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 100th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 100th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 100th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes") and (ii) warrants and agrees that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) for the Purposes, the member and/or his/her proxy(ies) will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

EXPLANATORY NOTES ON ORDINARY BUSINESS**Agenda 1 – Audited Financial Statements for financial year ended 31 December 2023**

The audited financial statements for the financial year ended 31 December 2023 are laid in accordance with Section 340(1) (a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Resolution 2 – Directors' Fees**Resolution 3 – Directors' Benefits**

The proposed Resolution 2, if passed, will authorise the payment of Directors' fees for the financial year ended 31 December 2023 amounting to RM354,337 [2022: RM347,000].

The proposed Resolution 3, if passed, will authorise the payment of benefits to the Directors, if any, from 20 June 2024 until the conclusion of the next annual general meeting of the Company as and when incurred. The Board is of the view that it is just and equitable for these benefits to be paid as and when incurred particularly after they have discharged their responsibilities and rendered their services to the Company throughout the said period.

Resolutions 4 and 5 – Re-election of Directors**Resolutions 6 and 7 – Election of Directors**

The Nomination Committee had assessed the effectiveness of the Board, Board Committees and individual Directors including the Directors standing for re-election and election under the relevant proposed Resolutions 4 to 7. The Nomination Committee also recommended that the said Directors standing for re-election or election are suitable to be re-elected or elected as they meet the criteria of character, experience, integrity, competency and time commitment to effectively discharge their respective roles as Director of the Company. Based on the recommendation of the Nomination Committee, the Board (except for the Directors standing for re-election or election who abstained from the relevant proposed resolution involving their re-election or election) supports the re-election of Ms Lee Su Nie and Ms Aryati Sasya Dato' Ahmad Sebi, and the election of Ms Chew Lee Fong and Mr Loo Pak Soon as Directors of the Company.

Details of the Directors standing for re-election under proposed Resolutions 4 and 5 are stated in Directors' profile on pages 69 to 71 of this Annual Report. Their securities holdings in the Company and its subsidiaries are stated on pages 276 and 277 of this Annual Report.

Details of the Directors standing for election under proposed Resolutions 6 and 7 are stated in the Statement Accompanying Notice of Annual General Meeting.

EXPLANATORY NOTES ON SPECIAL BUSINESS**Resolution 9 – Authority to allot and issue securities**

The proposed Resolution 9 is the renewal of the mandate obtained from the members at the last Annual General Meeting. As at the date of this Notice, the Company did not allot any shares or convertible securities pursuant to the mandate granted to the Directors at the Ninety-Ninth Annual General Meeting held on 27 June 2023 which will lapse upon conclusion of the forthcoming 100th AGM.

The proposed Resolution 9, if passed, would provide flexibility and authority to the Directors to undertake fund raising activities, including but not limited to further placement of shares or convertible securities for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares or convertible securities in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares or convertible securities to be issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

If there should be a decision to issue new shares or convertible securities after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

Details of individuals who are standing for election as Directors

Details of the Directors standing for election under the proposed Resolutions 6 and 7 are stated in the Directors' Profile on pages 74 and 75 of this Annual Report. Their securities holdings in the Company and its subsidiaries are stated on pages 276 and 277 of this Annual Report. None of them have any conflict of interest or potential conflict of interest, including interest in any competing business that they have, with the Company or its subsidiaries.

Administrative Guide

For the Virtual 100th Annual General Meeting

Day/Date	: Wednesday, 19 June 2024
Time	: 10.00 a.m.
Webcast Venue	: Board Room, Ground Floor, Synergy 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie, 40150 Shah Alam, Selangor, Malaysia.
Meeting Platform	: Dvote Online website at https://www.dvote.my (Domain registration number with MYNIC: D6A434007)

Entitlement to participate and vote at the 100th AGM

Only members whose names appear in the Record of Depositors on 4 June 2024 shall be entitled to participate, speak and vote at this virtual meeting.

The 100th AGM will be conducted by way of virtual meeting entirely through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) Facilities from Dvote Online operated by Dvote Services Sdn Bhd via the link at <https://www.dvote.my>. **No member or proxy shall be allowed to be physically present at the Webcast Venue.**

Members who wish to participate in the virtual 100th AGM will have to register and attend remotely using the RPV Facilities.

If a member is not able to participate via the virtual 100th AGM but wishes to vote, the member must appoint the Chair of the meeting or such other person(s) as proxy(ies) and indicate the voting instructions in the proxy form.

The proxy form with the proxy’s **email address and mobile phone number** must be deposited at the Registered Office of the Company at Ground Floor, Synergy 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie, 40150 Shah Alam, Selangor, Malaysia **not less than 48 hours** before the time appointed for holding the meeting or any other adjournment thereof either (a) by hand or post; or (b) electronically via email to Dvoteservice@gmail.com.

Kindly follow the steps below to ensure that you or your proxy(ies) is/are able to participate at the 100th AGM online.

If a member wishes to participate in the virtual 100th AGM personally, please do not submit any proxy form. Member will not be allowed to participate in the virtual 100th AGM together with the proxy appointed.

A member who has submitted proxy form and subsequently decide to appoint another person to be the proxy(ies) or wish to participate in the virtual 100th AGM personally, please email to cosec@asb.com.my to revoke the earlier appointed proxy **at least 48 hours** before the time for holding the meeting or any adjournment thereof.

Members or proxies may use the [Question] box to submit question(s) in real time during the meeting. Members may also submit questions **at least 72 hours** before the meeting to cosec@asb.com.my in relation to the agenda items for the 100th AGM. The Chair and management will respond to their best endeavours, questions submitted by members or proxies which relate to the matters in the agenda items of the 100th AGM. The outcome of the 100th AGM will be announced to the Bursa Malaysia Securities Berhad (“Bursa Securities”) on the same day after the meeting is concluded and the announcement shall be available on the website of Bursa Securities and the Company. Minutes of the 100th AGM will be circulated to shareholders by posting on the Company’s website no later than 30 business days after the 100th AGM.

Voting Procedure

The voting at the virtual 100th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Securities.

The Company has appointed Dvote Services Sdn Bhd (“Dvote”) as Poll Administrator to conduct the poll by way of electronic voting or online remote voting (“e-voting”).

Kindly refer to item (2) below on the Procedures for RPV Facilities for guidance on how to vote remotely from Dvote Online website at <https://www.dvote.my>.

During the virtual 100th AGM, the Chair of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chair of the Meeting calls for the poll to be opened and until such time when the Chair of the Meeting announces the closure of the poll.

For the purposes of the virtual 100th AGM, e-voting will be carried out via personal smart mobile phones, tablets or computers/laptops.

Upon the conclusion of the poll session, the Scrutineers will verify the poll results followed by the declaration by the Chair of the Meeting whether the resolutions put to vote were successfully carried or not.

Kindly follow the steps below on how to register, request for login ID and password:

1. REMOTE PARTICIPATION AND E-VOTING FACILITIES

Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the virtual 100th AGM using RPV Facilities provided by Dvote via its Dvote Online website at <https://www.dvote.my>. Please refer to Procedures for RPV Facilities.

2. PROCEDURES FOR RPV FACILITIES

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the virtual 100th AGM remotely using the RPV Facilities are to follow the requirements and procedures as summarised below:

BEFORE MEETING DAY – USER REGISTRATION

Procedure	Action
a. Sign-up as a user with Dvote Online	<p>Note: If you are already a user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password.</p> <ul style="list-style-type: none"> • Access the website at https://www.dvote.my. • Click on [Sign up] to register as a new user with Dvote Online. • Complete registration and upload softcopy of Malaysia Identification Card (front and back) or Passport (foreigner(s)). <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p>

Voting Procedure (continued)

2. PROCEDURES FOR RPV FACILITIES (continued)

BEFORE MEETING DAY – USER REGISTRATION (continued)

Procedure	Action
b. Register Meeting with Dvote Online	<ul style="list-style-type: none"> Registration for Remote Participation will remain open from 6 June 2024 until the commencement of the polling during the virtual 100th AGM. Login to https://www.dvote.my with your user ID (i.e. email address) and password. Select event: “Advance Synergy Berhad – 100th Annual General Meeting” and click [Register]. You will receive an email notifying on your registration for the remote participation and verification. Once your registration has been verified against the Record of Depositors as at 4 June 2024, you will be notified via email whether your request for remote participation is approved/rejected. If approved, you will receive an invitation email together with the meeting link to [Join Meeting].

ON THE DAY OF 100TH AGM

a. Join Meeting via Live Streaming	<ul style="list-style-type: none"> Click on [Join Meeting] link in the invitation email and you will be directed to the live streaming room. You are advised to log in early, at least 20 minutes, before the Meeting time.
b. Post Questions during Live Streaming	<ul style="list-style-type: none"> If you have any question(s) for the Board of Directors, you may use the [Question] box to transmit your question(s).
c. Online Voting during Live Streaming	<ul style="list-style-type: none"> Click on [Vote], to cast your votes for each resolution(s). Review your casted votes, confirm and submit your votes.
d. End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chair on the closure of the 100th AGM, the live streaming room will end.

Notes to users of the RPV Facilities:

- The quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at the location of the user and the device of the user.
- Users are advised to afford themselves ample time to complete the log in process in advance of the meeting.
- In the event you encounter any issues with logging-in, connection to live streamed meeting or online voting on the meeting day, kindly call 603-22766138 and/or email to Dvoteservice@gmail.com for assistance.

Voting Procedure (continued)**3. APPOINTMENT OF PROXY(IES)/CORPORATE REPRESENTATIVE(S)/ATTORNEY(S)**

A member who has appointed a proxy(ies)/authorised representative(s)/attorney(s) to participate in the virtual 100th AGM via RPV Facilities must request his/her proxy(ies)/authorised representative(s)/attorney(s) to register himself/herself for RPV Facilities via Dvote Online website at <https://www.dvote.my>.

No door gifts/vouchers

No door gift(s) or e-voucher(s) will be distributed to member(s)/proxy(ies) who participate in the 100th AGM.

Participation through live streaming and voting at the 100th AGM

Please note that no recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

Communication guidance

Members are reminded to monitor the Company's website or announcements from time to time for any changes to the 100th AGM arrangements.

Enquiry

If you have any enquiry(ies) relating to the 100th AGM, Administrative Guide for the virtual 100th AGM, RPV Facilities or issues with the log in and/or steps to connect to Live Streaming and online voting, you may send them in advance or contact the following during office hours from Monday to Friday (except for public holiday):

For Agenda of the 100th AGM related:

Email : cosec@asb.com.my

For Pre-Registration via RPV Facilities:

DVOTE SERVICES SDN BHD
Lot 9-7, Menara Sentral Vista
No. 150, Jalan Sultan Abdul Samad
Brickfields, 50470 Kuala Lumpur

Name : Ms Sangetha / Mr Hugo

Telephone No. : 603-2276 6138

Email : Dvoteservice@gmail.com

Consent to the use of personal data

By registering for the Dvote Online registration facilities and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the collection, use and disclosure of his/her personal data for purposes of processing and administration by the Company or its agents and to comply with any governing laws, listing rules, regulations and/or guidelines and agreed to the Personal Data Privacy terms set out in the Notice of the 100th AGM dated 30 April 2024 and the proxy form.



I/We* _____
(full name in block letters)

NRIC No./Passport No./Registration No.* _____ or CDS Account No. _____
(for nominee companies only)

of _____
(full address)

Email Address # _____ Contact No.# _____

being a member/members* of ADVANCE SYNERGY BERHAD, hereby appoint:

Full Name in block letters	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address #			
Mobile Phone No.#			

and / or*

Full Name in block letters	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address #			
Mobile Phone No.#			

You are required to fill in the contact number and email address in order to participate in the 100th AGM or any adjournment thereof, otherwise, we are unable to register your proxy(ies) as the participant(s) of the meeting.

or failing him/her, THE CHAIR OF THE MEETING as my/our* proxy to vote for me/us* and on my/our* behalf at the Hundredth Annual General Meeting (“100th AGM”) of the Company to be conducted by way of virtual meeting entirely through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) Facilities from Dvote Online operated by Dvote Services Sdn Bhd at the Board Room, Ground Floor, Synergy 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie, 40150 Shah Alam, Selangor, Malaysia (“Webcast Venue”) via the link <https://www.dvote.my> (Domain registration number with MYNIC: D6A434007) on Wednesday, 19 June 2024, at 10.00 a.m. or at any adjournment thereof and thereat to vote as indicated below:

Please indicate with (✓) how you wish to cast your vote. If neither “**FOR**” nor “**AGAINST**” is indicated, the proxy will vote or abstain from voting at his/her discretion.

NO.	RESOLUTION	FOR	AGAINST
1.	Declaration of dividend.		
2.	Approval of the payment of Directors’ fees.		
3.	Approval of the payment of benefits to the Directors from 20 June 2024 until the next annual general meeting of the Company.		
4.	Re-election of Ms Lee Su Nie as Director.		
5.	Re-election of Ms Aryati Sasya Dato’ Ahmad Sebi as Director.		
6.	Election of Ms Chew Lee Fong as Director.		
7.	Election of Mr Loo Pak Soon as Director.		
8.	Re-appointment of Messrs Baker Tilly Monteiro Heng PLT as auditors of the Company and authorisation for the Directors to fix their remuneration.		
9.	Authorisation for Directors to allot and issue new securities pursuant to Sections 75(1) and 76(1) of the Companies Act 2016.		

* Strike out which is not desired.

Dated this _____ day of _____ 2024

Number of shares held	
-----------------------	--

Signature _____

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 June 2024 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.
- The 100th AGM will be conducted by way of virtual meeting entirely through live streaming and online remote voting via the RPV Facilities from Dvote Online operated by Dvote Services Sdn Bhd via the link at <https://www.dvote.my>. No member or proxy should be physically present at the Webcast Venue. If a member is not able to participate via the virtual meeting, the member can appoint the Chair of the meeting or such other person(s) as proxy(ies) and indicate the voting instructions in the proxy form. The appointment of proxy may be done in the manner as detailed below. Please follow the procedures in the enclosed Administrative Guide in order to register, participate and vote remotely via the RPV Facilities.
- A member of the Company entitled to attend, speak and vote at the general meeting is entitled to appoint a proxy or proxies to exercise all or any of his/her rights to attend, speak and vote on a show of hands or by poll on any question at this meeting. A proxy need not be a member.
- A member of the Company may appoint at least one (1) proxy but not more than two (2) proxies to attend, speak and vote in his/her stead. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with shares of the Company standing to the credit of the said securities account. If a member appoints more than one (1) proxy, they must specify the proportion of the member’s shareholdings to be represented by each proxy.
Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The instrument appointing a proxy in the case of an individual must be signed by the individual or an attorney who is authorised to act on behalf of the individual and in the case of a corporation, the instrument appointing a proxy must be sealed with the corporation’s common seal or signed by an officer of the corporation or an attorney who is authorised to act on behalf of the corporation.
- 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 such power or authority) shall be deposited at the Registered Office of the Company at Ground Floor, Synergy 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie, 40150 Shah Alam, Selangor, Malaysia not less than 48 hours before the time appointed for holding the meeting or any other adjournment thereof, either (a) by hand or post; or (b) electronically via email to Dvoteservice@gmail.com.

Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 30 April 2024.

Fold this flap for sealing

Please fold here

**AFFIX
STAMP**

THE SECRETARY

ADVANCE SYNERGY BERHAD

Ground Floor, Synergy 9

9 Jalan Kajibumi U1/70

Temasya Glenmarie

40150 Shah Alam

Selangor, Malaysia

Please fold here



ADVANCE SYNERGY BERHAD

[Registration No. 192001000024 (1225-D)]

SYNERGY 9, 9 Jalan Kajibumi U1/70, Temasya Glenmarie
40150 Shah Alam, Selangor, Malaysia