MAG HOLDINGS BERHAD
Registration No. 200401004611 (643114-X)
(Incorporated in Malaysia)

DIRECTORS' REPORT AND
FINANCIAL STATEMENTS
FOR THE FINANCIAL PERIOD FROM
1 JULY 2024 TO 31 DECEMBER 2025
(In Ringgit Malaysia)

Registration No. 200401004611 (643114-X)

MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

FINANCIAL STATEMENTS

CONTENTS	**PAGE(S)**

Registration No. 200401004611 (643114-X)

MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

DIRECTORS' REPORT

The directors of **MAG HOLDINGS BERHAD** hereby submit their report and the audited financial statements of the Group and of the Company for the financial period from 1 July 2024 to 31 December 2025.

PRINCIPAL ACTIVITIES

The Company is principally engaged in investment holding.

The information on the name of subsidiary companies, place of incorporation, principal activities and effective equity interest held by the Company in each subsidiary company is as disclosed in Note 12 to the financial statements.

CHANGE OF FINANCIAL YEAR END

During the current financial period, the Group and the Company changed its financial year from 30 June to 31 December. Accordingly, the financial statements of the Group and of the Company for current financial period are drawn up for a period of eighteen (18) months from 1 July 2024 to 31 December 2025 and that the subsequent financial year shall end on 31 December annually. As a result, the comparative information stated in the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows and the related notes to the financial statements, which were presented for a twelve (12) months period ended 30 June 2024, are not comparable.

RESULTS OF OPERATIONS

The results of operations of the Group and of the Company for the financial period are as follows:

	Group RM'000	Company RM'000
(Loss)/Profit for the financial period	(198,122)	12,345
(Loss)/Profit attributable to:		
Owners of the Company	(198,121)	-
Non-controlling interests	(1)	-
	(198,122)	12,345

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

DIVIDENDS

On 23 January 2025, the Company paid a final single tier dividend of 0.1 sen per ordinary share which amounted to RM1,873,131 in respect of the financial year ended 30 June 2024.

The directors do not recommend any dividend in respect of the financial period from 1 July 2024 to 31 December 2025.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES AND DEBENTURES

During the financial period, the Company increased its issued and paid-up share capital from RM546,483,669 to RM588,994,887 by way of issuance of:

(i) 204,953,866 new ordinary shares amounting to RM32,792,618 pursuant to the exercise of Warrants C at an exercise price of RM0.16 per ordinary share for cash;

(ii) 23,300,000 new ordinary shares amounting to RM8,504,500 arising from LTIP-ESOS; and

(iii) 6,390,000 new ordinary shares amounting to RM1,214,100 arising from LTIP-SGP.

The new ordinary shares issued during the financial period rank pari passu in all respect with the then existing ordinary shares of the Company.

The Company has not issued any debentures during the financial period.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued shares of the Company during the financial period other than the issuance of Warrants C and Long-Term Incentive Plan, as disclosed below.

Warrants C

The salient terms of the Warrants C are disclosed in Note 20(c) to the financial statements.

During the financial period, 204,953,866 units of Warrants C at an exercise price of RM0.16 per Warrant were exercised amount to RM32,792,618.

The movement in the Company's Warrants C during the financial period is as follows:

Number of Warrants C			
Balance as at 1.7.2024	Exercised	Expired and lapsed	Balance as at 31.12.2025
271,835,325	(204,953,866)	(66,881,459)	-

Long-Term Incentive Plan

At an Extraordinary General Meeting held on 2 July 2021, the Company's shareholders approved the establishment of a share-based incentive scheme comprising the Proposed Share Grant Plan ("SGP") and the Proposed Employees' Share Option Scheme ("ESOS") (collectively referred to as the "LTIP"), to attract, retain, motivate and reward eligible persons of the Group and the Company. The LTIP allows for the issuance of new ordinary shares of up to 15% of the total number of issued shares of the Company (excluding treasury shares) at any point in time during its duration. The LTIP was implemented on 8 January 2025 and the details are further disclosed in Note 20 to the financial statements.

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were prepared, the directors took reasonable steps:

(a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and have satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and

(b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the values of current assets as shown in the accounting records of the Group and of the Company had been written down to an amount which the current assets might be expected so to realise.

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

(a) which would render the amount written off as bad debts or the amount of allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or

(b) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or

(c) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or

(d) 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.

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

(a) any charge on the assets of the Group and of the Company which has arisen since the end of the financial period which secures the liabilities of any other person; and

(b) any contingent liability of the Group and of the Company which has arisen since the end of the financial period.

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

In the opinion of the directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial period and the date of this report which is likely to affect substantially the results of operations of the Group and of the Company in the financial period in which this report is made.

DIRECTORS

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

Ng Min Lin*
Yeoh Wooi Kia*
Collin Goonting a/l O.S. Goonting
Melvin Lim Chun Woei
Wan Mohd Hazrie bin Wan Mokhtar
Wong Jo Ann
Datuk Lim Si Cheng (Retired on 26 November 2024)

The directors of the subsidiary companies in office which have not been disclosed above, during the financial period and during the period from the end of the financial period to the date of this report are:

Dato' Gooi Kok Song
Lee Xiao Ding

* Director of the Company and its subsidiary companies.

DIRECTORS' INTERESTS

The interests in shares in the Company of those who were directors of the Company at the end of the financial period, as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act, 2016, are as follows:

	Number of ordinary shares			
	Balance as at 1.7.2024	**Bought**	**Sold**	**Balance as at 31.12.2025**
Shares in the Company				
Direct interests				
Ng Min Lin	465,817,797	47,998,787	-	513,816,584
Melvin Lim Chun Woei	47,650,652	-	-	47,650,652
Wong Jo Ann	6,816,600	980,712	-	7,797,312
Yeoh Wooi Kia	-	250,000	-	250,000
Collin Goonting a/l O.S. Goonting	-	250,000	-	250,000
Indirect interests				
Ng Min Lin*	6,816,600	980,712	-	7,797,312
Wong Jo Ann*	465,817,797	47,998,787	-	513,816,584

	Number of share options over ordinary shares			
	Balance as at 1.7.2024	**Granted**	**Exercised**	**Balance as at 31.12.2025**
Shares in the Company				
Direct interests				
Ng Min Lin	-	21,000,000	(21,000,000)	-

	Number of Warrants C over ordinary shares			
	Balance as at 1.7.2024	**Exercised**	**Expired and lapsed**	**Balance as at 31.12.2025**
Warrants C in the Company				
Direct interests:				
Ng Min Lin	50,320,948	(11,496,987)	(38,823,961)	-
Melvin Lim Chun Woei	5,762,663	-	(5,762,663)	-
Wong Jo Ann	980,712	(980,712)	-	-
Indirect interests:				
Ng Min Lin*	980,712	(980,712)	-	-
Wong Jo Ann*	50,320,948	(11,496,987)	(38,823,961)	-

* Deemed interest by virtue of the spouse's shareholdings in the Company pursuant to Section 59(11)(c) of the Companies Act, 2016.

By virtue of the above directors' interest in the shares of the Company, they are deemed to have beneficial interest in the shares of all the subsidiary companies to the extent the Company has an interest.

The other directors in office at the end of the financial period did not hold shares, nor had beneficial interest in the shares of the Company or its related corporation during or at the beginning and end of the financial period.

SIGNIFICANT EVENTS

The details of significant events are as disclosed in Note 34 to the financial statements.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the directors of the Company has received or become entitled to receive a benefit (other than the benefit included in the aggregate amount of emoluments received or due and receivable by the directors or the fixed salary of full-time employees of the Company as disclosed below) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

The details of the directors' remuneration of the Group and of the Company for the financial period are as follows:

	Group RM'000	Company RM'000
Executive director:		
Salaries	1,080	-
Defined contribution plan	135	-
Social security contribution	2	-
Other emoluments	2	-
Share-based payment	950	950
	2,169	950
Non-executive directors:		
Fees	351	351
Other emoluments	18	18
Share-based payment	95	95
	464	464
	2,633	1,414

During and at the end of the financial period, no arrangement subsisted to which the Company was a party whereby directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate other than those arising from the Long-Term Incentive Plan, the details of which are disclosed in Note 20 to the financial statements.

INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

There were no indemnity given to or insurance effected for any directors, officers and auditors of the Company in accordance with Section 289 of the Companies Act, 2016.

AUDITORS' REMUNERATION

The amount paid or payable as remuneration of the auditors of the Group and of the Company for financial period from 1 July 2024 to 31 December 2025 are as follows:

	Group RM'000	Company RM'000
Auditors' remuneration:		
Statutory audit	400	164
Non-audit services	5	5
	405	169

AUDITORS

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

Signed on behalf of the Board, as approved by the Board
in accordance with a resolution of the directors,

NG MIN LIN

YEOH WOOI KIA

Petaling Jaya,
30 April 2026

Registration No. 200401004611 (643114-X)

MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

The directors of **MAG HOLDINGS BERHAD** state that, in their opinion, 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 2025 and of their financial performance and their cash flows for the financial period from 1 July 2024 to 31 December 2025.

Signed on behalf of the Board, as approved by the Board
in accordance with a resolution of the directors,

____
NG MIN LIN

____
YEOH WOOI KIA

Petaling Jaya,
30 April 2026

Registration No. 200401004611 (643114-X)

MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

DECLARATION BY THE DIRECTOR PRIMARILY RESPONSIBLE FOR THE FINANCIAL MANAGEMENT OF THE COMPANY

I, **NG MIN LIN**, the director primarily responsible for the financial management of **MAG HOLDINGS BERHAD**, do solemnly and sincerely declare that the accompanying financial statements are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

____
NG MIN LIN

Subscribed and solemnly declared by the abovenamed **NG MIN LIN** at **PETALING JAYA** in State of Selangor Darul Ehsan on 30th day of April, 2026.

Before me,

____
COMMISSIONER FOR OATHS

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **MAG HOLDINGS BERHAD**, which comprise the statements of financial position as at 31 December 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial period from 1 July 2024 to 31 December 2025, and notes to the financial statements, including material accounting policy information, as set out on pages 21 to 108.

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 2025, and of their financial performance and their cash flows for the financial period from 1 July 2024 to 31 December 2025 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"), as applicable to audits of financial statements of public interest entities and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and IESBA Code.

(Forward)

Emphasis of Matter

We draw attention to Note 34(b) to the financial statements, which describes the Group's capital investment in the People's Republic of China ("PRC") amounting to approximately RM150,477,154 (equivalent to RMB260,837,500) in relation to the Group's new food processing business in the PRC, which remains under construction as at the reporting date.

This matter is fundamental to users' understanding of the timing and nature of the Group's working capital deployment and capital investment in its new business venture.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matter that, in our professional judgement, were of the most significance in our audit of the financial statements of the Group and of the Company for the current financial period. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Group

Key audit matters	Our audit performed and responses thereon
Valuation of biological assets Refer to Notes 3, 4 and 15 to the financial statements for the Group's accounting policies on valuation of biological assets, key sources of estimation uncertainty and related disclosures. As at 31 December 2025, the Group's biological assets amounted to RM10,437,972. Biological assets comprise live prawns held for harvesting. The fair value of these biological assets is determined by multiplying the market price of prawns by the expected yield, adjusting for the estimated survival rate, and subtracting associated maintenance and harvesting costs.	Our audit procedures, amongst others, included the following: (i) Obtained an understanding of the relevant controls in respect of compiling and transferring information to the independent professional valuer for the purpose of valuation of biological assets. (ii) Assessed the accuracy and completeness of the input data provided to the independent professional valuer for the valuation process. (iii) Assessed the independency, competency and objectivity of the independent professional valuer.

Key audit matters	Our audit performed and responses thereon
The significant judgments and estimates involved in determining the fair value of biological assets which involve the estimation of the following: • market price of prawns; and • survival rate of prawns.	(iv) Obtained the valuation report of biological assets prepared by the independent professional valuer, assessed and challenged the reasonableness of the key assumptions used and the appropriateness of the valuation methodology to determine the fair value less costs to sell of the biological assets. (v) Performed retrospective review of market price and survival rate of prawns to assess the reliability of management's estimates. (vi) Performed sensitivity analysis to evaluate the impact of changes to the key assumptions on the fair value less costs to sell of the biological assets.

(Forward)

<table>
<tr><th>Key audit matters</th><th>Our audit performed and responses thereon</th></tr>
<tr><td>

Goodwill arising on acquisition

Refer to Notes 3, 4 and 11 to the financial statements for the Group's accounting policies on impairment of non-financial assets, key sources of estimation uncertainty and related disclosures.

As at 31 December 2025, the Group's goodwill arising on acquisition of North Cube Sdn. Bhd. and MAG Aquaculture Sdn. Bhd., amounted to RM87,839,022.

Based on MFRS 136, the Group is required to review the carrying amount of goodwill on acquisition annually and at other times when impairment indicator exist. The recoverable amount of the goodwill arising on acquisition has been determined on the basis of its value in use. The determination of recoverable amounts involved significant judgements and estimates as follows:

- basis of assumptions supporting the underlying cash flow projections.
- discount rate applied.

</td><td>

Our audit procedures, amongst others, included the following:

(i) Obtained an understanding of the relevant controls in respect of compiling information for the purpose of estimating the recoverable amounts.

(ii) Assessed and challenged the management on the reasonableness of the key assumptions used in estimating the recoverable amount.

(iii) Performed retrospective review to establish the reliability and reasonableness of the cash flow projections.

(iv) Assessed the appropriateness of the discount rate used to determine the present value of the cash flows.

(v) Performed the sensitivity of key assumptions by assessing the impacts of these key assumptions and inputs that are expected to be most sensitive to the recoverable amount.

</td></tr>
</table>

Key audit matters	Our audit performed and responses thereon
Valuation of other investment, loan to a former subsidiary and amount due from a former subsidiary company Refer to Notes 3, 4, 14, 17 and 19 to the financial statements for the Group's accounting policies on impairment of non-financial assets, financial assets and related disclosures. As at 31 December 2025, the Group had outstanding balances comprising loan to and amount due from a former subsidiary company, HXOF, totaling RM270,267,049 (RMB446,553,666). During the financial period, the Group entered into a settlement arrangement with HXOF and its major shareholder (the "tripartite arrangement") following commercial developments relating to the Group's investment plans in the People's Republic of China ("PRC"). Pursuant to the tripartite arrangement, the Group agreed to waive the loan to a former subsidiary amounting to RM254,948,000 (RMB420,000,000), which is conditional upon the fulfilment of the following: (i) HXOF's major shareholder acquiring the Group's 19.86% equity interest in HXOF for a consideration of approximately RM51,360,000 (RMB90,000,000); and (ii) HXOF repaying non-trade advances of approximately RM15,319,049 (RMB26,553,666). The settlement consideration shall be payable by 31 December 2026. The Group has the right to claim the original outstanding balances in the event of non-fulfillment of the conditions as stipulated in the agreement.	Our audit procedures, amongst others, included the following: (i) Reviewed the settlement agreement and related documents to understand the key terms, including the settlement consideration, payment timeline, default provisions and rights available to the Group in the event of non-payment. (ii) Discussed with management and reviewed relevant supporting documents to understand the background of the outstanding balances and the circumstances leading to the settlement arrangement. (iii) Assessed management's accounting treatment of the settlement arrangement, including whether the arrangement resulted in derecognition, modification or impairment of the existing receivables in accordance with MFRS 9 *Financial Instruments.* (iv) Assessed the impairment loss recognised by comparing the carrying amount of the outstanding balances with the expected recoverable amount under the settlement arrangement. (v) Engaged legal advisor to assess the nature, validity, and commercial substance of the transactions. (vi) Assessed the adequacy of the related disclosures in the financial statements.

Key audit matters	**Our audit performed and responses thereon**
We identified this as a key audit matter due to the significance of the outstanding balances, the impairment loss arising from the settlement arrangement, and the significant judgement involved in assessing the recoverability of the settlement consideration. Judgement was also involved in determining the appropriate accounting treatment of the settlement arrangement under MFRS 9 *Financial Instruments*, including whether the arrangement resulted in derecognition, modification or impairment of the existing receivables.	
Existence of capital work-in-progress, trade and other receivables Refer to Notes 10 and 17 to the financial statements for the Group's related disclosures. During the financial period, the Group incurred significant capital expenditure and advance payments in connection with the establishment of its new food processing business in the PRC. As at 31 December 2025, the Group recognised assets work-in-progress of approximately RM66,968,860 (RMB116,084,000), comprise renovation incurred for the development of the new facility. The assets were not ready for their intended use as at the end of the financial period. The Group also recognised advance payments of approximately RM83,508,294 (RMB144,753,500) for the purchase of machineries, equipment and raw materials, where the related goods had not been fully delivered as at the end of the financial period.	Our audit procedures, amongst others, included the following: (i) Examined significant contracts, purchase orders, invoices, payment records and other supporting documents relating to the capital expenditure and advance payments. (ii) Assessed whether the costs capitalised as assets work-in-progress were directly attributable to bringing the assets to the location and condition necessary for their intended use. (iii) Performed site visit procedures and/or inspected project progress reports, obtained photographic evidence and other relevant supporting documents to assess the existence and progress of the assets. (iv) Obtained confirmations and/or reviewed subsequent delivery documents for selected advance payments.

Key audit matters	Our audit performed and responses thereon
We identified this as a key audit matter due to the materiality of the balances and the significant audit effort involved in assessing the existence, classification and valuation of the assets work-in-progress, and the recoverability of the advance payments.	(v) Assessed the recoverability of advance payments by reviewing contractual terms, supplier correspondence, expected delivery schedules and subsequent receipts after period end. (vi) Assessed the adequacy of the related disclosures in the financial statements.

We have determined that there are no key audit matters in the audit of the separate financial statements of the Company to communicate in our auditors' report.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group 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.

(Forward)

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purpose of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Other Matter

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

MORISON LC PLT (AF 002469)
202206000028 (LLP0032572-LCA)
Chartered Accountants

ERIC LIM HOE KUAN
03717/02/2027 J
Chartered Accountant

Petaling Jaya
30 April 2026

MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

		Group		Company	
	Note	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000
Revenue	5	519,440	305,074	32,400	-
Cost of sales		(407,306)	(237,868)	-	-
Gross profit		112,134	67,206	32,400	-
Other income		36,325	13,157	8,262	1,704
Administrative expenses		(51,209)	(23,992)	(18,782)	(1,121)
Net loss on impairment of financial instruments		(254,748)	-	-	-
(Loss)/Profit from operations		(157,498)	56,371	21,880	583
Finance costs	6	(23,003)	(12,343)	(8,606)	(4,324)
(Loss)/Profit before tax	7	(180,501)	44,028	13,274	(3,741)
Income tax expense	8	(17,621)	(11,332)	(929)	(4)
(Loss)/Profit for the financial period/ year		(198,122)	32,696	12,345	(3,745)
Other comprehensive income, net of income tax					
Item that may be reclassified subsequently to profit or loss:					
Exchange differences on translating foreign operations		(51,242)	3,566	-	-
Total comprehensive (loss)/income for the financial period/year		(249,364)	36,262	12,345	(3,745)

(Forward)

		Group		Company	
		1.7.2024 to 31.12.2025 (18 months)	**1.7.2023 to 30.6.2024 (12 months)**	**1.7.2024 to 31.12.2025 (18 months)**	**1.7.2023 to 30.6.2024 (12 months)**
	Note	**RM'000**	**RM'000**	**RM'000**	**RM'000**
(Loss)/Profit for the financial period/year attributable to:					
Owners of the Company		(198,121)	34,347	12,345	(3,745)
Non-controlling interests		(1)	(1,651)	-	-
		(198,122)	32,696	12,345	(3,745)
Total comprehensive (loss)/income for the financial period/year attributable to:					
Owners of the Company		(249,363)	37,913	12,345	(3,745)
Non-controlling interests		(1)	(1,651)	-	-
		(249,364)	36,262	12,345	(3,745)
(Loss)/Earnings per ordinary share attributable to owners of the Company:					
Basic (sen)	9	(10.67)	2.07		
Diluted (sen)	9	(10.67)	2.02		

The accompanying Notes form an integral part of the financial statements.

Registration No. 200401004611 (643114-X)

MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025

		Group		Company	
	Note	31.12.2025 RM'000	30.6.2024 RM'000	31.12.2025 RM'000	30.6.2024 RM'000
ASSETS					
Non-Current Assets					
Property, plant and equipment	10	529,700	377,457	-	-
Intangible assets	11	140,791	143,161	-	-
Investment in subsidiary companies	12	-	-	526,018	525,918
Other investments	13	-	51,360	-	-
Loan to a former subsidiary company	14	-	276,723	-	-
Total Non-Current Assets		670,491	848,701	526,018	525,918
Current Assets					
Biological assets	15	10,438	9,580	-	-
Inventories	16	8,488	4,983	-	-
Trade and other receivables	17	342,752	172,489	323,998	67,319
Other investment	13	4,346	3,085	-	-
Tax recoverable		29	516	13	-
Fixed deposits with licensed banks	18	-	3,452	-	-
Cash and bank balances	18	9,405	171,751	6,310	263
		375,458	365,856	330,321	67,582
Asset classified as held for sale	19	51,360	-	-	-
Total Current Assets		426,818	365,856	330,321	67,582
Total Assets		1,097,309	1,214,557	856,339	593,500

(Forward)

	Note	Group 31.12.2025 RM'000	Group 30.6.2024 RM'000	Company 31.12.2025 RM'000	Company 30.6.2024 RM'000
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	20	588,995	546,484	588,995	546,484
Reserves	21	22,344	269,619	(20,272)	(34,705)
Equity attributable to Owners of the Company		611,339	816,103	568,723	511,779
Non-controlling interests		(2)	(1)	-	-
Total Equity		611,337	816,102	568,723	511,779
Non-Current Liabilities					
Bank borrowings	22	273,046	84,485	272,383	-
Lease liabilities	23	15	970	-	-
Redeemable preference shares ("RPS")	24	-	73,585	-	73,585
Deferred tax liabilities	25	67,453	51,477	-	-
Total Non-Current Liabilities		340,514	210,517	272,383	73,585
Current Liabilities					
Trade and other payables	26	94,038	155,591	1,199	8,136
Bank borrowings	22	51,306	25,021	14,034	-
Lease liabilities	23	72	7,262	-	-
Tax liabilities		42	64	-	-
Total Current Liabilities		145,458	187,938	15,233	8,136
Total Liabilities		485,972	398,455	287,616	81,721
Total Equity and Liabilities		1,097,309	1,214,557	856,339	593,500

The accompanying Notes form an integral part of the financial statements.

MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

	Note	Share capital RM'000	Non-distributable reserve - Translation reserve RM'000	Distributable Reserve - Retained earnings RM'000	Equity attributable to Owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
Group							
As at 1 July 2023		534,154	46,148	187,158	767,460	1,650	769,110
Transactions with Owners of the Company:							
Issuance of ordinary shares pursuant to exercise of warrants	20	12,330	-	-	12,330	-	12,330
Dividend	27	-	-	(1,600)	(1,600)	-	(1,600)
Total transactions with Owners of the Company		12,330	-	(1,600)	10,730	-	10,730
Profit for the financial year		-	-	34,347	34,347	(1,651)	32,696
Other comprehensive income		-	3,566	-	3,566	-	3,566
Total comprehensive income for the financial year		-	3,566	34,347	37,913	(1,651)	36,262
As at 30 June 2024		546,484	49,714	219,905	816,103	(1)	816,102

(Forward)

	Note	Share capital RM'000	<< Non-distributable >> Translation reserve RM'000	Share option reserve RM'000	Distributable Retained earnings RM'000	Equity attributable to Owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
Group								
As at 1 July 2024		546,484	49,714	-	219,905	816,103	(1)	816,102
Loss for the financial period		-	-	-	(198,121)	(198,121)	(1)	(198,122)
Other comprehensive income		-	(51,242)	-	-	(51,242)	-	(51,242)
Total comprehensive loss for the financial period		-	(51,242)	-	(198,121)	(249,363)	(1)	(249,364)
Transactions with Owners of the Company:								
Issuance of ordinary shares pursuant to Warrants C	20	32,792	-	-	-	32,792	-	32,792
Share-based payment under ESOS	20	-	-	8,388	-	8,388	-	8,388
Issuance of ordinary shares pursuant to ESOS exercised	20	8,505	-	(4,427)	-	4,078	-	4,078
Issuance of ordinary shares pursuant to SGP	20	1,214	-	-	-	1,214	-	1,214
Dividend paid	27	-	-	-	(1,873)	(1,873)	-	(1,873)
Total transactions with Owners of the Company		42,511	-	3,961	(1,873)	44,599	-	44,599
As at 31 December 2025		588,995	(1,528)	3,961	19,911	611,339	(2)	611,337

	Note	Share capital RM'000	Distributable reserve - Accumulated losses RM'000	Total equity RM'000
Company				
As at 1 July 2023		534,154	(29,360)	504,794
Loss for the financial year, representing total comprehensive loss for the financial year		-	(3,745)	(3,745)
Transactions with Owners of the Company:				
Issuance of ordinary shares pursuant to Warrants C	20	12,330	-	12,330
Dividend paid	27	-	(1,600)	(1,600)
Total transactions with Owners of the Company		12,330	(1,600)	10,730
As at 30 June 2024		546,484	(34,705)	511,779

(Forward)

	Note	Share capital RM'000	Non-distributable - Share option reserve RM'000	Distributable - Accumulated losses RM'000	Total equity RM'000
Company					
As at 1 July 2024		546,484	-	(34,705)	511,779
Profit for the financial period, representing total comprehensive income for the financial period		-	-	12,345	12,345
Transactions with Owners of the Company:					
Issuance of ordinary shares pursuant to Warrants C	20	32,792	-	-	32,792
Share-based payment under ESOS		-	8,388	-	8,388
Issuance of ordinary shares pursuant to ESOS exercised	20	8,505	(4,427)	-	4,078
Issuance of ordinary shares pursuant to SGP	20	1,214	-	-	1,214
Dividend paid	27	-	-	(1,873)	(1,873)
Total transactions with Owners of the Company		42,511	3,961	(1,873)	44,599
As at 31 December 2025		588,995	3,961	(24,233)	568,723

The accompanying Notes form an integral part of the financial statements.

Registration No. 200401004611 (643114-X)

MAG HOLDINGS BERHAD
(Incorporated in Malaysia)

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL PERIOD FROM 1 JULY 2024 TO 31 DECEMBER 2025

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000
CASH FLOWS FROM/ (USED IN) OPERATING ACTIVITIES				
(Loss)/Profit before tax	(180,501)	44,028	13,274	(3,741)
Adjustments for:				
Depreciation of property, plant and equipment	22,908	12,021	-	-
Amortisation of intangible assets	2,370	1,581	-	-
Accretion of interest on loan to a former subsidiary company	(7,027)	(7,545)	-	-
Dividend income	-	-	(32,400)	-
Fair value (gain)/loss on:				
Biological assets	(672)	8,781	-	-
Other investments	(1,261)	163	-	-
Gain on disposal of property, plant and equipment	-	(13)	-	-
Impairment losses on:				
Investment in subsidiary companies	-	-	-	100
Loan to a former subsidiary company	254,948	-	-	-
Trade receivables	-	1,722	-	-
Interest expense	23,003	12,343	8,606	4,324
Interest income	(6,690)	(5,546)	(7)	-
Reversal of impairment loss on trade receivables	(200)	-	-	-
Loss on redemption of RPS	4,129	-	4,129	-
Share-based payment expense	9,602	-	9,602	-
Gain on termination of lease contract	(870)	-	-	-
Unrealised loss on foreign exchange	3,684	1,387	-	-

(Forward)

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	**1.7.2023 to 30.6.2024 (12 months) RM'000**	**1.7.2024 to 31.12.2025 (18 months) RM'000**	**1.7.2023 to 30.6.2024 (12 months) RM'000**
Adjustments for: (Cont'd)				
Bad debts written off	3	-	-	-
Property, plant and equipment written off	1	-	-	-
Waiver of debt	(15,959)	-	(8,254)	(1,703)
Operating profit/(loss) before changes in working capital	107,468	68,922	(5,050)	(1,020)
Changes in working capital:				
(Increase)/Decrease in:				
Biological assets	(186)	(9,146)	-	-
Inventories	(3,505)	1,511	-	-
Trade and other receivables	(190,046)	(33,224)	327	(165)
(Decrease)/Increase in:				
Trade and other payables	(33,771)	62,781	96	(1,013)
Cash (used in)/generated from operations	(120,040)	90,844	(4,627)	(2,198)
Tax refunded	241	-	-	-
Tax paid	(1,421)	(381)	(942)	(4)
Net Cash (Used In)/From Operating Activities	(121,220)	90,463	(5,569)	(2,202)
CASH FLOWS USED IN INVESTING ACTIVITIES				
Purchase of property, plant and equipment*	(181,648)	(86,218)	-	-
Dividend received	-	-	6,000	-
Interest received	163	5,546	7	-
Advances to subsidiary companies	-	-	(230,606)	(8,935)
Incorporation of subsidiary company	-	-	(100)	-
Proceeds from disposal of property, plant and equipment	-	149	-	-
Uplift of fixed deposits with licensed banks	3,452	1,928	-	-
Net Cash Used In Investing Activities	(178,033)	(78,595)	(224,699)	(8,935)

(Forward)

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	**1.7.2023 to 30.6.2024 (12 months) RM'000**	**1.7.2024 to 31.12.2025 (18 months) RM'000**	**1.7.2023 to 30.6.2024 (12 months) RM'000**
CASH FLOWS FROM/ (USED IN) FINANCING ACTIVITIES				
Net drawdown/(repayment) of bank borrowings	213,935	(5,594)	286,417	-
Repayment of lease liabilities	(319)	(145)	-	-
Interest paid	(19,045)	(8,019)	(5,099)	-
Dividend paid	(1,873)	(1,600)	(1,873)	(1,600)
Proceeds from issuance of ordinary shares pursuant to:				
Exercise of Warrants C	32,792	12,330	32,792	12,330
Exercise of LTIP	4,078	-	4,078	-
(Repayment to)/Advance from a director	(4)	17	-	-
(Repayment to)/Advance from related companies	(12,656)	109	-	-
Redemption of RPS	(80,000)	-	(80,000)	-
Increase in FSRA	(6,223)	-	(6,223)	-
Net Cash From/(Used In) Financing Activities	130,685	(2,902)	230,092	10,730
NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS	(168,568)	8,966	(176)	(407)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL PERIOD/ YEAR	171,751	163,668	263	670
Effect of exchange differences	(1)	(883)	-	-
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL PERIOD/YEAR	3,182	171,751	87	263

(Forward)

The details of cash and cash equivalents are as follow:

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	**1.7.2023 to 30.6.2024 (12 months) RM'000**	**1.7.2024 to 31.12.2025 (18 months) RM'000**	**1.7.2023 to 30.6.2024 (12 months) RM'000**
Fixed deposits with licensed banks	-	3,452	-	-
Cash and bank balances	9,405	171,751	6,310	263
	9,405	175,203	6,310	263
Less: Non-cash and cash equivalents				
Pledged fixed deposits with licensed banks	-	(3,452)	-	-
Finance Service Reserve Account ("FSRA")	(6,223)	-	(6,223)	-
	3,182	171,751	87	263

* The Group purchased property, plant and equipment through the following arrangements:

	Group	
	31.12.2025 RM'000	**30.6.2024 RM'000**
Financed by:		
Cash payments	181,648	86,218
Hire purchase payable	460	278
Lease liabilities	-	246
	182,108	86,742

The accompanying Notes form an integral part of the financial statements.

1. GENERAL INFORMATION

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

The Company is principally engaged in investment holding.

The information on the name of subsidiary company, place of incorporation, principal activities and effective equity interest held by the Company in each subsidiary company is as disclosed in Note 12.

The registered office of the Company was located at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur. With effect from 21 March 2025, the Company's registered office relocated to DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

The principal place of business of the Company is located at B-03-12, Gateway Corporate Suites, Gateway Kiaramas, No. 1, Jalan Desa Kiara, Mont Kiara, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia.

The financial statements of the Group and of the Company were authorised by Board of Directors for issuance on 30 April 2026.

The names of the Company's subsidiary companies in Chinese text in the financial statements have been translated into English solely for the convenience of the users of the financial statements. The translation is unofficial as there is no legal and official English translation for the Chinese text.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

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.

Adoption of MFRSs and amendments to MFRSs standards

During the financial period, the Group and the Company have adopted the following MFRS and amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for current financial period:

Amendments to MFRS 16	Lease Liability in a Sale and Leaseback
Amendments to MFRS 101	Classification of Liabilities as Current and Non-current
Amendments to MFRS 101	Non-current Liabilities with Covenants
Amendments to MFRS 107 and MFRS 7	Supplier Finance Arrangements

The adoption of these amendments to MFRSs did not have any significant changes in the accounting policies of the Group and of the Company and have no significant effect on the financial statements of the Group and of the Company.

New MFRSs and amendments to MFRSs in issue but not yet effective

At the date of authorisation for issue of these financial statements, the new MFRSs and amendments to MFRSs which were in issue but are not yet effective and not early adopted by the Group and the Company are as listed below:

Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments[2]
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature-dependent Electricity[2]
Amendments to MFRSs	Annual Improvements to MFRS Accounting Standards - Volume 11[2]
MFRS 18	Presentation and Disclosure in Financial Statements[3]
MFRS 19	Subsidiaries without Public Accountability: Disclosures[3]
Amendments to MFRS 19	Subsidiaries without Public Accountability: Disclosures[3]
Amendments to MFRS 121	Lack of Exchangeability[1]
Amendments to MFRS 121	Translation to a Hyperinflationary Presentation Currency[3]
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]

[1] Effective for annual periods beginning on or after 1 January 2025.
[2] Effective for annual periods beginning on or after 1 January 2026.
[3] Effective for annual periods beginning on or after 1 January 2027.
[4] Deferred to a date to be determined and announced by MASB.

The directors anticipate that the abovementioned new MFRSs and amendments to MFRSs will be adopted in the financial statements of the Group and of the Company when they become effective, if applicable, and that the adoption of these new MFRSs and amendments to MFRSs may not have an impact on the financial statements of the Group and of the Company in the period of initial application.

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 *Presentation and Disclosure in Financial Statements* sets out overall requirements for the presentation and disclosure in the financial statements, and will replace MFRS 101 *Presentation of Financial Statements* upon its adoption. The International Accounting Standard Board ("IASB") did not reconsider all aspects of MFRS 101 when developing MFRS 18, but instead focused on the statement of profit or loss. The IASB retained some paragraphs from MFRS 101 in MFRS 18 and moved some paragraph from MFRS 101 to MFRS 108 *Basis of Preparation of Financial Statements* and MFRS 7 *Financial Instruments: Disclosures.*

MFRS 18 aims to improve financial reporting by:

- requiring an entity to classify income and expenses including in the statement of profit or loss into five categories, namely operating, investing, financing, income taxes and discontinued operations;
- requiring an entity to present two new defined subtotals in the statement of profit or loss, including "operating profit or loss" and "profit or loss before financing and income taxes";
- requiring an entity to disclose management-defined performance measure; and
- adding new principles for aggregation and disaggregation of items.

An entity is required to apply MFRS 18 for annual periods beginning on or after 1 January 2027, with earlier application permitted. MFRS 18 requires retrospective application with specific transition provisions.

The adoption of MFRS 18 impact the financial statements of the Group and of the Company in the period of initial application. However, it is not practicable to provide a reasonable estimate of the effects from the adoption of MFRS 18 until the Group and the Company undertake a detailed review.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of measurement

The financial statements of the Group and of the Company have been prepared on the historical cost basis unless otherwise indicated in the material accounting policy information below.

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 RM'000, unless otherwise stated.

Basis of consolidation

The Group applies the acquisition method to account for business combination from the acquisition date when the acquired set of activities meet the definition of a business and control is transferred to the Group.

Non-controlling Interests

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

Investment in subsidiary companies

In the Company's separate financial statements, investment in subsidiary companies is stated at cost less accumulated impairment losses.

Goodwill arising on acquisition

Goodwill is initially measured at cost (being the excess of cost of the acquisition over the Group's interest in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities) and is subsequently measured at cost less any accumulated impairment losses.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Revenue from contract with customers

Sales of goods

Revenue is generated by the sales of goods to customers. Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue at a point in time when the Group transfer control over goods to a customer and satisfy their performance obligation to a customer. Where applicable, rebates and discounts to customers are accounted as net of revenue according to contract.

Dividend income

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

Employee benefits

Short term employee benefits

Short term employee benefit obligations in respect of wages, salaries, social security contributions, annual bonuses, paid annual leave, sick leave and non-monetary benefits are recognised as an expense in the financial period where the employees have rendered their services to the Group.

Defined contribution plan

The Group make contributions to the Employees Provident Fund ("EPF") and contributions are charged to profit or loss. Once the contributions have been paid, there are no further payment obligations. The approved provident fund is a defined contribution plan.

Long-term incentive plan

The Group implements a Long-Term Incentive Plan ("LTIP"), which is awarded to eligible persons within the Group, and who fulfil the eligibility criteria and have been approved for participation by the LTIP Committee. Any LTIP awards made to Executive Directors (or any persons connected to the directors) is subject to the approval of the shareholders at a general meeting.

The LTIP, which is valid for 5 years from the implementation date, comprises of 2 performance-based plans - the Employee Share Option Scheme ("ESOS") and the Share Grant Plan ("SGP"). Details of the key features of ESOS and SGP are set out in Note 20.

The fair value of the employee services received in exchange for the grant of the share options and shares is recognised as an expense in the statements of profit or loss over the vesting periods of the grant with a corresponding increase to share option reserve within equity.

The total amount to be expensed over the vesting period is determined by reference to the fair value of the share options and shares granted, excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of share options and shares that are expected to vest. At each reporting date, the Group revises its estimates of the number of share options and shares that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the statements of profit or loss, with a corresponding adjustment to share option reserve in equity.

Deferred tax

Deferred tax is recognised using the liability method for all temporary differences between the carrying amounts of assets and liabilities in the statements of financial position and their tax bases. Deferred tax is not recognised for the temporary differences arising from the initial recognition of goodwill, the initial recognition of assets and liabilities in a transaction which is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Property, plant and equipment

Property, plant and equipment other than right-of-use assets are measured at cost less accumulated depreciation and any accumulated impairment losses.

Work in progress is not depreciated until it is completed and ready for intended use.

Property, plant and equipment other than work in progress and right-of-use assets are depreciated on straight-line basis over the estimated useful lives of the assets, at the following annual rates:

Buildings	5%
Ponds and farm improvements	2.5%
Plant and machinery	10% to 50%
Factory and farm equipment	5% to 20%
Motor vehicles	10% to 20%
Office equipment	10% to 20%
Renovation	10%

Leases

The Group presents right-of-use assets as property, plant and equipment in Note 10.

Lessee accounting

The Group recognises right-of-uses asset and lease liabilities at the lease commencement date. Right-of-use assets are initially measured at cost less any accumulated amortisation and accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities. Amortisation is computed on the straight-line basis over the lease period.

Leasehold land	Over remaining leasehold period
Plant and machinery	Over lease term of 6 years
Lease of premises	Over lease term between 2 and 6 years
Motor vehicles	5 to 10 years

The lease liabilities are initially measured at the present value of the lease payments that are paid at commencement date, discounted using the interest rate implicit in the lease contract. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an operating expense on a straight-line basis over the lease term.

Intangible assets

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

Amortisation is computed on the straight-line basis over the estimated useful lives of 38 years for the assets.

Biological assets

Biological assets are measured at fair value less costs to sell at the point of harvest.

The fair value of live prawns is determined using market price derived from observable market prices through historical and most recent market transaction price and unobservable estimated survival rates which are estimated through historical data. For live prawns not ready for harvest, a deduction is made to cover estimated residual costs to grow the live prawns to its optimal harvest weight.

Inventories

Inventories are stated at lower of cost or net realisable value. Cost of inventories comprises the original cost of purchase plus incidental costs incurred in bringing the inventories to their present location, and accounted for on a first-in, first-out basis.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's and the Company's statements of financial position when the Group and the Company become a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

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

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss ("FVTPL").
Despite the foregoing, the Group and the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group and the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and

- the Group and the Company may irrevocably designate a debt instrument that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (see (ii) below).

(i) *Amortised cost and effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

(ii) *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

- Financial assets that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called "accounting mismatch") that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has designated investment in quoted unit trust and other investment as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss from other financial assets are recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other income" or "administrative expenses" line item.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Impairment of non-financial assets

The carrying amounts of non-financial assets (except for inventories, biological assets and deferred tax assets) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the Group and the Company make an estimate of the asset's recoverable amount.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of non-financial assets or cash-generating units.

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

An impairment loss is recognised if the carrying amount of an asset or cash generating unit exceeds its estimated recoverable amount. Impairment loss is recognised in profit or loss, unless the asset is carried at a revalued amount, in which such impairment loss is recognised directly against any revaluation surplus for the asset to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that same asset. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (group of cash-generating units) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised for asset in prior years. Such reversal is recognised in profit or loss.

Impairment of financial assets

The Group and the Company recognise a loss allowance for expected credit losses ("ECL") on trade receivables and other receivables, fixed deposits with licensed banks as well as cash and bank balances. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group and the Company recognise lifetime ECL for trade receivables. The Group and the Company consider past loss experience, timing of collection and observable data such as current changes and future forecasts in economic conditions to estimate the amount of expected impairment loss. The methodology and assumptions including any forecasts of future economic conditions are reviewed regularly.

For all other financial instruments, the Group and the Company recognise lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group and the Company measure the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Reversal of impairment loss to profit or loss, if any, is restricted to not exceeding what the amortised cost would have been had the impairment not been recognised previously.

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group and the Company compare the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group and the Company consider both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information such as financial evaluation of the creditworthiness of the debtors, ageing of receivables, defaults and past due amounts, past experience with the debtors, current conditions and reasonable forecast of future economic conditions.

The Group and the Company consider an event of default for internal credit risk management purposes when the borrower is unlikely to pay its credit obligations to the Group and the Company in full, without recourse by the Group and the Company to actions such as realising security (if any is held).

Probability of default

The Group and the Company consider the information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group and the Company, in full, as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets are generally not recoverable.

The Group and the Company consider that default has occurred when a financial asset is more than 90 days past due after the lapsed of credit term granted unless the Group and the Company have reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy

The Group and the Company write off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, with case-by-case assessment performed based on indicators such as insolvency or demise. Financial assets written off may still be subject to enforcement activities under the Group's and the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss as bad debts recovered.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group and the Company in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at the original effective interest rate.

If the Group and the Company have measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determine at the current reporting date that the conditions for lifetime ECL are no longer met, the Group and the Company measure the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used.

The Group and the Company recognise an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Segments reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments and make overall strategic decisions. Operating segments are distinguishable components of the Group that engage in business activities from which they may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's results are reviewed regularly by the chief operating decision maker who decide on the allocation of resources to the segment and assess its performance, and for which discrete financial information is available.

Statements of cash flows

The Group and the Company adopt the indirect method in the preparation of the statements of cash flows.

Cash equivalents are short-term, highly liquid investments with maturities of three months or less from the date of acquisition and are readily convertible to cash with insignificant risk of changes in value. For the purpose of the statements of cash flows, cash and cash equivalents are presented excluding pledged fixed deposits with licensed banks and bank balances in the Financial Service Reserve Account ("FSRA").

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Directors have used estimates and assumptions in measuring the reported amounts of assets and liabilities at the end of the reporting period and the reported amounts of expenses during the reporting period. Judgements and assumptions are applied in the measurement, and hence, the actual results may not coincide with the report amounts.

(a) Critical judgements in applying the Group's and the Company's accounting policies

In the process of applying the Group's and the Company's accounting policies, the directors are of the opinion that there are no instances of application of judgements which are expected to have a significant effect on the amounts recognised in the financial statements.

(b) **Key sources of estimation uncertainty**

Directors believe that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period, except for:

Impairment of goodwill arising on acquisition

The Group reviews the carrying amount of goodwill arising on acquisition annually and at other times when impairment indicators exist. The recoverable amount of the goodwill arising on acquisition has been determined on the basis of its value in use.

Significant judgement involves in selecting the discount rate to be applied in the recoverable amount calculation and assumptions supporting the underlying cash flow projections. Cash flows that are projected based on assumptions may have a significant effect on the Group's financial position and results if the actual cash flows are less than the carrying amount of goodwill arising on acquisition.

The carrying amount of goodwill arising on acquisition and key assumptions used to determine the recoverable amounts are disclosed in in Note 11.

Impairment of property, plant and equipment

The Group assesses whether there is any indication that property, plant and equipment and ROU assets are impaired at the end of each reporting period. Impairment is measured by comparing the carrying amount of an asset with its recoverable amount. The recoverable amount is measured at the higher of the fair value less cost to sell for that asset and its value-in-use. The value-in-use is the net present value of the projected future cash flows derived from that asset discounted at an appropriate discount rate. Projected future cash flows are calculated based on historical, sector and industry trends, general market and economic conditions, changes in technology and other available information. Changes to any of these assumptions would affect the amount of impairment.

The carrying amount of property, plant and equipment is disclosed in Note 10.

Valuation of biological assets

In measuring the fair value of biological assets, estimates are required which included the market price and survival rate of prawns. Market price is derived through historical and most recent market transaction price and survival rate is estimated through historical data. Changes to any of these assumptions would affect the fair value of the biological assets.

The carrying amount and key assumptions used to determine fair value of biological assets is disclosed in Note 15.

Valuation of trade and other receivables

The Group and the Company assess impairment losses for trade and other receivables based on assumptions about risk of default and expected loss rate. Significant judgement is required in making these assumptions and selecting inputs to the impairment calculation, based on the Group's and the Company's past history, existing market conditions as well as forward looking estimates at the end of the reporting period.

Information about the valuation of trade and other receivables are disclosed in Note 17.

Income taxes

Liability for taxation is recognised based on estimates of whether additional taxes will be payable. The estimation process includes seeking advice of whether additional taxes will be payable. When the final outcome of the tax payable is determined with the tax authority, the amount might be different from the initial estimate of the tax payable. Such difference may impact the income tax in the period when such determination is made. The Group and the Company will adjust for the differences as over- or under provision of income tax in the period in which those differences arise.

Impairment of investment in subsidiary companies

The Company review impairment of investment in subsidiary companies whenever the events or changes in circumstances indicate that the carrying amount of the investment in subsidiary companies may not be recoverable.

When such indication exists, the management determine the recoverable amount based on present value of the estimated future cash flows expected to be derived from the subsidiary companies. In estimating the present value of the estimated cash flows, the management applied a suitable discount rate and assumptions supporting the underlying cash flow projections. Cash flows that are projected based on assumptions may have a significant effect on the Group's financial position and results if the actual cash flows are less than carrying amount for investments in subsidiary companies.

The carrying amount for investments in subsidiary companies is disclosed in Note 12.

Recoverability of deferred consideration arising from settlement arrangement

The Group entered into a settlement arrangement with HXOF, a former subsidiary company, and its major shareholder in relation to outstanding balances due from HXOF.

Significant judgement was applied in assessing the recoverability of the deferred consideration arising from the settlement arrangement, including the assessment of the contractual payment terms, default provisions, counterparty settlement arrangement and other information available up to the date of approval of the financial statements.

The Directors are of the view that the deferred consideration is recoverable based on the settlement arrangement and rights available to the Group in the event of non-payment.

5. REVENUE

	Group		**Company**	
	1.7.2024 to 31.12.2025 (18 months) RM'000	**1.7.2023 to 30.6.2024 (12 months) RM'000**	**1.7.2024 to 31.12.2025 (18 months) RM'000**	**1.7.2023 to 30.6.2024 (12 months) RM'000**
At a point in time:				
Revenue from sale of goods:				
- Trading of prawns	519,262	305,074	-	-
- Convenience store merchandise	178	-	-	-
Dividend income	-	-	32,400	-
	519,440	305,074	32,400	-

In prior year, an amount of RM2,863,623 was attributed to the joint operation with Pegagau Aquaculture Sdn. Bhd.

6. FINANCE COSTS

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000
Interest expenses on:				
Bank borrowings	19,026	7,453	5,099	-
Hire purchase payable	50	28	-	-
Lease liabilities	420	538	-	-
Redeemable preference shares	3,507	4,324	3,507	4,324
	23,003	12,343	8,606	4,324

7. (LOSS)/PROFIT BEFORE TAX

(Loss)/Profit before tax is arrived at after charging/(crediting):

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000
Auditors' remuneration				
Statutory audit:				
- Auditors of the Company	400	315	164	157
- Other auditors	-	38	-	-
Underprovision in previous financial year				
- Other auditors	-	27	-	-
Non-audit services:				
- Auditors of the Company	5	5	5	5

(Forward)

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	**1.7.2023 to 30.6.2024 (12 months) RM'000**	**1.7.2024 to 31.12.2025 (18 months) RM'000**	**1.7.2023 to 30.6.2024 (12 months) RM'000**
Accretion of interest on loan to a former subsidiary company	(7,027)	(7,545)	-	-
Amortisation of intangible assets	2,370	1,581	-	-
Depreciation of property, plant and equipment	22,908	12,021	-	-
Gain on termination of lease contract	(870)	-	-	-
Fair value (gain)/loss on:				
Biological assets	(672)	8,781	-	-
Other investments	(1,261)	163	-	-
Gain on disposal of property, plant and equipment	-	(13)	-	-
Impairment losses on:				
Investment in subsidiary companies	-	-	-	100
Trade receivables	-	1,722	-	-
Loan to a former subsidiary company	254,948	-	-	-
Loss on redemption of redeemable preference shares	4,129	-	4,129	-
Interest income	(6,690)	(5,546)	(7)	-
Loss/(Gain) on foreign exchange:				
- Unrealised	3,684	1,387	-	-
- Realised	125	(50)	(2)	-
Reversal of impairment loss on trade receivables	(200)	-	-	-
Property, plant and equipment written off	1	-	-	-
Bad debts written off	3	-	-	-
Staff costs	20,026	5,627	9,972	1,097
Expenses relating to short-term leases	22	58	-	-

(Forward)

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000
Waiver of debt:				
Amount due to a former subsidiary company	(2,733)	-	(2,733)	-
Amount due to related companies	(1,210)	-	-	-
Amount due to director	(6,495)	-	-	-
Accrued RPS interest payable to director	(5,521)	-	(5,521)	-
Amount due to a subsidiary company	-	-	-	(1,703)
	(15,959)	-	(8,254)	(1,703)

Included in staff costs of the Group and of the Company are directors' remuneration of RM2,632,530 and RM1,414,000 (30.6.2024: RM1,098,000 and RM287,000), respectively as further disclosed in Note 28.

Staff costs include salaries, bonuses, contributions to Employees Provident Fund ("EPF") and all other staff related expenses. Contributions to EPF by the Group during the financial period amounted to RM263,701 (30.6.2024: RM238,000). Also included in staff costs is share-based payment expense of RM9,602,500 (30.6.2024: RMNil) in connection with the long-term incentive plan implemented by the Company on 8 January 2025, as further disclosed in Note 20.

8. INCOME TAX EXPENSE

	Group		Company	
	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000	1.7.2024 to 31.12.2025 (18 months) RM'000	1.7.2023 to 30.6.2024 (12 months) RM'000
Estimated tax payable:				
Current financial period/year	664	453	-	-
Under/(Over)provision in prior financial years	981	(75)	929	4
	1,645	378	929	4
Deferred tax (Note 25):				
Current financial period/year	17,111	11,641	-	-
Overprovision in prior financial years	(1,135)	(687)	-	-
	15,976	10,954	-	-
	17,621	11,332	929	4

A reconciliation of income tax expense applicable to (loss)/profit before tax at the applicable 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**	
	1.7.2024 to 31.12.2025 (18 months) RM'000	**1.7.2023 to 30.6.2024 (12 months) RM'000**	**1.7.2024 to 31.12.2025 (18 months) RM'000**	**1.7.2023 to 30.6.2024 (12 months) RM'000**
(Loss)/Profit before tax	(180,501)	44,028	13,274	(3,741)
Taxation at statutory rate of 24% (30.6.2024: 24%)	(43,320)	10,567	3,186	(878)
Effect of tax rates in foreign jurisdictions	2,371	(230)	-	-
Tax effects of:				
Non-taxable income	(303)	(2,564)	(7,776)	-
Expenses not deductible	56,556	5,026	2,119	878
Deferred tax assets not recognised	2,471	-	2,471	-
(Over)/Underprovision in prior financial years:				
Estimated tax payable	981	(75)	929	4
Deferred tax	(1,135)	(687)	-	-
	17,621	11,332	929	4

9. (LOSS)/EARNINGS PER ORDINARY SHARE

Basic

Basic (loss)/earnings per ordinary share for the financial period/year is calculated by dividing the Group's (loss)/profit for the financial period/year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial period/year.

	Group	
	1.7.2024 to 31.12.2025 (18 months)	**1.7.2023 to 30.6.2024 (12 months)**
(Loss)/Profit attributable to owners of the Company (RM'000)	(198,121)	34,347
Weighted average number of ordinary shares ('000)	1,856,584	1,662,649
Basic (loss)/earnings per share (sen)	(10.67)	2.07

Diluted

Diluted (loss)/earnings per ordinary share for the financial period/year is calculated by dividing the Group's (loss)/profit for the financial period attributable to owners of the Company by the weighted average number of ordinary shares that would have been issued upon full exercise of the outstanding warrants, adjusted by the number of such shares that would have been issued at fair value as follows:

	Group	
	1.7.2024 to 31.12.2025 (18 months)	**1.7.2023 to 30.6.2024 (12 months)**
(Loss)/Profit attributable to owners of the Company (RM'000)	(198,121)	34,347
Weighted average number of ordinary shares ('000)	1,856,584	1,662,649
Effect of dilution: *		
Warrants C	-	36,458
LTIP	-	-
Adjusted weighted average number of ordinary shares ('000)	1,856,584	1,699,107
Diluted earnings per share (sen)	(10.67)	2.02

* The outstanding LTIP as at the end of the financial period are anti-dilutive, as their inclusion would reduce the loss per ordinary share. Accordingly, these potential ordinary shares have not been included in the calculation of diluted loss per ordinary share, and as such, the diluted loss per ordinary share is the same as the basic loss per ordinary share.

10. PROPERTY, PLANT AND EQUIPMENT

	<------------------------------ Right-of-use assets				------------------------------>
	Leasehold land RM'000	**Premises RM'000**	**Plant and machinery RM'000**	**Motor vehicles RM'000**	**Subtotal carried forward RM'000**
Group					
Cost					
As at 1 July 2023	23,554	8,177	490	1,727	33,948
Additions	-	324	-	278	602
As at 30 June 2024/1 July 2024	23,554	8,501	490	2,005	34,550
Additions	17,552	-	-	592	18,144
Termination of lease contracts	-	(7,627)	(490)	-	(8,117)
As at 31 December 2025	41,106	874	-	2,597	44,577

(Forward)

	Subtotal brought forward RM'000	Buildings RM'000	Ponds and farm improve-ments RM'000	Plant and machinery RM'000	Office equipment RM'000	Motor vehicles RM'000	Factory and farm equipment RM'000	Renovation RM'000	Work-in-progress RM'000	Total RM'000
Group										
Cost										
As at 1 July 2023	33,948	9,971	259,251	17,276	185	188	3,571	58	12,935	337,383
Additions	602	4,660	77,946	1,150	84	3	2,297	-	-	86,742
Disposal	-	-	-	-	-	-	(149)	-	-	(149)
Reclassification	-	-	12,575	-	-	-	-	-	(12,575)	-
As at 30 June 2024/ 1 July 2024	34,550	14,631	349,772	18,426	269	191	5,719	58	360	423,976
Additions	18,144	18,980	55,216	12,003	50	47	2,581	-	75,087	182,108
Written off	-	-	-	-	(2)	-	-	-	-	(2)
Termination of lease contracts	(8,117)	-	-	-	-	-	-	-	-	(8,117)
Reclassification	-	-	3,218	-	-	-	4,900	-	(8,118)	-
As at 31 December 2025	44,577	33,611	408,206	30,429	317	238	13,200	58	67,329	597,965

	<------------------- Right-of-use assets			------------------->
	Leasehold land RM'000	**Premises RM'000**	**Plant and machinery RM'000**	**Motor vehicles RM'000**	**Subtotal carried forward RM'000**
Group					
Accumulated depreciation					
As at 1 July 2023	2,957	763	123	495	4,338
Charge for the financial year	1,146	441	82	246	1,915
As at 30 June 2024/1 July 2024	4,103	1,204	205	741	6,253
Charge for the financial period	1,843	479	68	546	2,936
Termination of lease contracts	-	(888)	(273)	-	(1,161)
As at 31 December 2025	5,946	795	-	1,287	8,028
Net carrying amount					
As at 30 June 2024	19,451	7,297	285	1,264	28,297
As at 31 December 2025	35,160	79	-	1,310	36,549

(Forward)

	Subtotal brought forward RM'000	Buildings RM'000	Ponds and farm improve-ments RM'000	Plant and machinery RM'000	Office equipment RM'000	Motor vehicles RM'000	Factory and farm equipment RM'000	Renovation RM'000	Work-in-progress RM'000	Total RM'000
Group										
Accumulated depreciation										
As at 1 July 2023	4,338	1,971	18,750	8,928	67	43	390	24	-	34,511
Charge for the financial year	1,915	531	7,062	1,984	23	133	367	6	-	12,021
Disposal	-		-	-	-	-	(13)	-	-	(13)
As at 30 June 2024/ 1 July 2024	6,253	2,502	25,812	10,912	90	176	744	30	-	46,519
Charge for the financial period	2,936	1,730	13,380	3,702	35	46	1,070	9	-	22,908
Written off	-	-	-	-	(1)	-	-	-	-	(1)
Termination of lease contracts	(1,161)	-	-	-	-	-	-	-	-	(1,161)
As at 31 December 2025	8,028	4,232	39,192	14,614	124	222	1,814	39	-	68,265
Net carrying amount										
As at 30 June 2024	28,297	12,129	323,960	7,514	179	15	4,975	28	360	377,457
As at 31 December 2025	36,549	29,379	369,014	15,815	193	16	11,386	19	67,329	529,700

At the end of the reporting period, leasehold lands with carrying amount of RM35,158,637 (30.6.2024: RM19,449,987 have been pledged to financial institutions as securities for banking facilities granted to the Group as disclosed in Note 22. The leasehold lands remaining lease term are approximately 51 to 93 years (30.6.2024: 51 to 63 years).

At the end of the reporting period, motor vehicles with carrying amount of RM907,269 (30.6.2024: RM1,168,286) are held under hire purchase arrangements. These motor vehicles have been charged to local licensed banks for hire purchase obligations as disclosed in Note 22.

Included in property, plant and equipment is assets work-in-progress amounting to approximately RM66,968,860 (RMB116,084,000) as at 31 December 2025, relating to the Group's new food processing and manufacturing facility in the People's Republic of China. The assets work-in-progress comprise renovation incurred for the development of the new facility. As at the reporting date, the facility was not ready for their intended use. Accordingly, no depreciation has been charged on these assets during the financial period. The Group will transfer the assets work-in-progress to the relevant categories of property, plant and equipment and commence depreciation when the assets are available for use. Management has assessed the status of the project and the recoverability of the assets work-in-progress as at the reporting date and concluded that no impairment loss is required.

11. INTANGIBLE ASSETS

	Goodwill arising on acquisition RM'000	Technology know-how RM'000	Total RM'000
Group			
Cost			
As at 1 July 2023/30 June 2024/ 1 July 2024/31 December 2025	87,839	60,065	147,904
Accumulated amortisation			
As at 1 July 2023	-	3,162	3,162
Charge for the financial year	-	1,581	1,581
As at 30 June 2024/1 July 2024	-	4,743	4,743
Charge for the financial period	-	2,370	2,370
As at 31 December 2025	-	7,113	7,113
Net carrying amount			
As at 30 June 2024	87,839	55,322	143,161
As at 31 December 2025	87,839	52,952	140,791

Goodwill arising on acquisition

The carrying amount of goodwill arising on acquisition allocated to an individual CGU.

Technology know-how

Relates to technology know-how for the prawn aquaculture, food processing and manufacturing businesses of North Cube Sdn. Bhd. ("NCSB") and its subsidiary companies, which were arising from the farming techniques, processing and manufacturing processes. Technology know-how and the experience in these industries were acquired by the Group through acquisition of NCSB and its subsidiary companies.

The amortisation of the technology know-how of the Group amounted to RM2,370,971 (30.6.2024: RM1,580,647) is included in "administrative expenses" in the statements of profit or loss and other comprehensive income of the Group and the amortisation rate used is based on the estimated useful lives of 38 years.

The recoverable amount of intangible assets is determined based on "value-in-use" where management make an estimate of the expected future cash flows covering a five-years (30.6.2024: five-years) period. The key assumptions for the value-in-use calculation are as below:

	Group	
	31.12.2025	**30.6.2024**
Growth rate of market price of prawn	2.0%	2.0%
Survival rate	73.0% to 78.0%	73.0% to 78.0%
Expected harvest cycle (times)	2.3 to 2.5 per year	2.3 to 2.5 per year
Pre-tax discount rate	8.5%	8.5%

The Group has conducted an analysis on the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount. The directors believe that any reasonably change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

12. INVESTMENT IN SUBSIDIARY COMPANIES

	Company 31.12.2025 RM'000	Company 30.6.2024 RM'000
Unquoted shares - at cost:		
At the beginning of the financial period/year	466,116	466,116
Addition	100	-
At the end of the financial period/year	466,216	466,116
Less: Accumulated impairment loss	(100)	(100)
Net	466,116	466,016
Non-cumulative convertible redeemable preference shares*		
At the beginning/end of the financial period/year	59,902	59,902
	526,018	525,918

* The shares in Supreme Global Group Limited were subscribed by the Company in prior years for settlement of RM59,901,002 due to the Company.

Details of the subsidiary companies are as follows:

Name of Company	Place of incorporation	Effective equity interest 31.12.2025 %	Effective equity interest 30.6.2024 %	Principal activities
Direct subsidiary companies				
MAG Marine Food Sdn. Bhd. ("MAG MF")	Malaysia	100	100	Investment holding
Supreme Global Group Limited ("SGGL") *	Hong Kong Special Administrative Region of The People's Republic of China	100	100	Investment holding
MAG Aquaculture Sdn. Bhd. ("MASB")	Malaysia	100	100	Prawn aquaculture and prawn processing

Name of Company	Place of incorporation	Effective equity interest 31.12.2025 %	30.6.2024 %	Principal activities
Direct subsidiary companies				
North Cube Sdn. Bhd. ("NCSB")	Malaysia	100	100	Prawn aquaculture
MAG Capital Ventures Sdn. Bhd.	Malaysia	100	-	Dormant
Yulin Feng Food (Shanghai) Co., Ltd. [御林丰食品(上海)有限公司]*	The People's Republic of China	100	-	Manufacturing and trading of various meat and seafood-related products.
Indirect subsidiary company held through SGGL				
Anyang Herun Oil Technical Service Company Limited [安阳市合润油脂技术服务有限公司] ("AHOT")*	The People's Republic of China	100	100	Investment holding
Indirect subsidiary company held through MAG MF				
Sea Tuna Industry Sdn. Bhd. ("STI")^	Malaysia	52	52	Dormant
Indirect subsidiary companies held through NCSB				
North Cube Food Sdn. Bhd. ("NCFSB")	Malaysia	100	100	Food processing, manufacturing and export of prawns
North Cube Aquaculture Sdn. Bhd. ("NCASB")	Malaysia	100	100	Operation of convenience store

* Not required to be audited under respective local statutory requirements.

^ Currently undergoing liquidation exercise and the financial statements are prepared on break-up basis.

Incorporation of subsidiary companies

On 22 July 2024, the Company incorporated a new wholly-owned subsidiary company, MAG Capital Ventures Sdn. Bhd. in Malaysia with issued and paid-up share capital of RM100,000 with 100,000 ordinary shares of RM1 each.

On 26 August 2025, the Company incorporated a new wholly-owned subsidiary company, Yulin Feng Food (Shanghai) Co., Ltd. in the People's Republic of China.

13. OTHER INVESTMENTS

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Unquoted shares measured at fair value through profit or loss		
At the beginning of the financial period/year	-	51,360
Quoted shares measured at fair value through profit or loss		
At the beginning of the financial period/year	3,085	-
Addition	-	3,274
Disposal	-	(26)
Fair value gain/(loss)	1,261	(163)
At the end of the financial period/year	4,346	3,085
	4,346	54,445

The investment in unquoted shares represents 19.86% (30.6.2024: 19.86%) equity interest in Henan Xinghe Oil and Fat Company Limited ("HXOF"). In June 2021, the major shareholder of HXOF has indicated an intention to acquire the Group's 19.86% equity interest in HXOF for a total consideration of RM51 million (equivalent to CNY 80 million). The indicative offer price of RM51 million (equivalent to CNY 80 million) was initially valid for a period of three (3) years until 2024, and has subsequently been extended until 2029.

During the financial period, the Group entered into a settlement arrangement with HXOF and its major shareholder ("tripartite arrangement") following commercial developments relating to the Group's investment plans in the People's Republic of China. Pursuant to the tripartite arrangement, the Group agreed to waive a loan to a former subsidiary amounting to RM254,948,000 (RMB420,000,000), conditional upon:

(i) HXOF's major shareholder acquiring the Group's 19.86% equity interest in HXOF for a consideration of approximately RM51,360,000 (RMB90,000,000); and

(ii) HXOF repaying non-trade advances of approximately RM15,319,049 (RMB26,553,666),

as full and final settlement of the outstanding balances.

Investment in quoted shares represents investments in quoted shares traded on Bursa Malaysia. These investments are classified as financial assets at fair value through profit or loss, as they are managed on a fair value basis and held for short-term price fluctuations. Accordingly, changes in fair value are recognised in profit or loss. The fair values of these investments are determined based on the last transacted market prices quoted on Bursa Malaysia as at the end of the reporting period. The Group's investment in quoted shares is pledged as security for share margin financing, as disclosed in Note 22.

14. LOAN TO A FORMER SUBSIDIARY COMPANY

On 31 August 2019, the Group agreed to grant a loan to HXOF when it was a subsidiary of the Group. The loan is unsecured and was originally granted for a tenure of five years, from 1 September 2019 to 31 August 2024, and was initially interest-free. Subsequently, pursuant to a Supplementary Agreement, the loan bears interest at 1.75% per annum with effect from 1 April 2020, payable annually on or before 5 April. Interest is receivable annually in arrears. Further, pursuant to an Extension Agreement dated 21 August 2024, the loan tenure was extended for an additional five years to 31 August 2029. The loan is measured at amortised cost using an effective interest rate of 2.75% per annum.

During the financial period, the outstanding loan to a former subsidiary company is subject to a settlement arrangement and should be read in conjunction with Note 13.

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
At the beginning of the financial period/year	276,723	267,718
Add/(Less):		
Accretion of interest	7,027	7,545
Interest income	6,527	5,435
Foreign exchange difference	(35,329)	1,460
	(21,775)	14,440
Less: Repayment	-	(5,435)
Less: Allowance for impairment	(254,948)	-
At the end of the financial period/year	-	276,723

The maturity of loan to a former subsidiary company is as follows:

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Receivable later than 5 years	-	276,723

15. BIOLOGICAL ASSETS

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
At fair value:		
Live prawns	10,438	9,580

Movement of the live prawns at fair value can be analysed as follows:

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
At the beginning of the financial period/year	9,580	9,215
Additions	23,511	82,224
Changes in fair value	672	(8,781)
Transferred to inventories	(23,325)	(73,078)
At the end of the financial period/year	10,438	9,580

Additions of biological assets include cost of fry, feeds and farm consumables. The remaining costs such as pond maintenance, labour costs and utilities are recognised to the statements of profit or loss as incurred.

The estimates of physical quantities of the Group's biological assets and number of active ponds as of the end of the reporting period is as follows:

	31.12.2025	**30.6.2024**
Live prawns	473,062kg	520,592kg
Number of active ponds	108	102

The estimates of physical quantities of biological assets were based on experience and historical data. The Group estimates the physical quantities of aquatic biological assets using a sampling method to project the overall weight.

In measuring the fair value of biological assets, the management has relied upon independent valuer's estimates and judgements to the selling price and estimated survival rates.

The Group is exposed to risks arising from fluctuations in the selling price and survival rate affecting production volume of live prawns.

Fair value is determined based on the estimated selling price of the biological assets at the reporting date, adjusted for estimated survival rates and expected quantities, less harvesting costs. The fair values of the biological assets are categorised at Level 3 of the fair value hierarchy and were estimated using observable and unobservable inputs for the assets. There was no transfer between hierarchy during the financial period from 1 July 2024 to 31 December 2025. The following table shows the quantitative information used in the determination of fair values within Level 3:

Key inputs used	**Significant unobservable inputs**	**Relationship of unobservable inputs to fair value**
Selling price	The historical and most recent market transaction price	The higher the market transaction price or market prices, the higher the fair value of the biological assets.
Survival rates	Historical survival rates according to sizes of live prawns	The higher the survival rates, the higher the fair value of the biological assets.

16. INVENTORIES

	Group	
	31.12.2025 RM'000	30.6.2024 RM'000
At cost:		
Finished goods	5,237	3,161
Merchandise held for resale	5	-
Packaging materials	1,358	693
Consumables materials	1,888	1,129
	8,488	4,983

The Group recognised inventories as cost of sales amounted to RM391,352,649 (30.6.2024: RM234,861,019).

17. TRADE AND OTHER RECEIVABLES

		Group		Company	
	Note	31.12.2025 RM'000	30.6.2024 RM'000	31.12.2025 RM'000	30.6.2024 RM'000
Trade receivables		224,021	151,972	-	-
Less: Allowance of impairment losses		(164)	(1,886)	-	-
Trade receivables, net	(a)	223,857	150,086	-	-
Other receivables		7,869	3,152	-	-
Amount due from a former subsidiary company	(b)	15,319	17,249	-	-
Amount due from subsidiary companies	(c)	-	-	323,084	66,078
Deposits	(d)	10,052	1,971	914	1,241
Advance payments	(e)	85,633	-	-	-
Prepayments		22	31	-	-
		118,895	22,403	323,998	67,319
		342,752	172,489	323,998	67,319

(a) Trade receivables

The credit period granted to customers are 15 to 90 days (30.6.2024: 90 days).

The Group applies a simplified approach in calculating loss allowances for trade receivable at an amount equal to lifetime ECL. The Group estimated the loss allowance on trade receivables by applying an ECL rate at end of each reporting period. The ECL rate is computed based on estimated irrecoverable amounts determined by reference to past default experience of the Group and an analysis of the counterparty's current financial position.

Trade receivables include amounts that are past due at the end of the reporting period but against which the Group has not recognised an allowance for impairment because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral or other credit enhancements over trade receivables balances.

The movement of allowance for impairment during the financial period/year is as follows:

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
At the beginning of the financial period/year	1,886	164
Loss allowance recognised	-	1,722
Reversal of loss allowance	(200)	-
Written off	(1,522)	-
At the end of the financial period/year	164	1,886

In determining the recoverability of the trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted up to the end of the reporting period.

	Gross trade receivables RM'000	**Loss allowance RM'000**	**Net balance RM'000**
Group			
31.12.2025			
Neither past due nor impaired	77,833	-	77,833
Past due but not impaired:			
1 to 30 days	31,008	-	31,008
31 days to 60 days	61,082	-	61,082
61 days to 90 days	53,934	-	53,934
	146,024	-	146,024
Past due and impaired:			
More than 90 days	164	(164)	-
	224,021	(164)	223,857
30.06.2024			
Neither past due nor impaired	90,768	-	90,768
Past due but not impaired:			
1 to 30 days	29,927	-	29,927
31 days to 60 days	15,258	-	15,258
61 days to 90 days	14,133	-	14,133
	59,318	-	59,318
Past due and impaired:			
More than 90 days	1,886	(1,886)	-
	151,972	(1,886)	150,086

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Group whom there is no history of default.

Receivables that are past due but not impaired

Trade receivables that were past due but not impaired relate to customers that have a good track record with the Group. Based on past experience and no adverse information to date, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in the credit quality and the balances are still considered recoverable.

(b) Amount due from a former subsidiary company, which arose mainly from advances is unsecured, interest free and repayable on demand.

During the financial period, the amount due from a former subsidiary company is subject to a settlement arrangement and should be read in conjunction with Note 13.

(c) Amount due from subsidiary companies, which arose mainly from advances is unsecured, interest free and repayable on demand.

(d) Included in the deposits of the Group and of the Company is an amount of RM891,105 (30.6.2024: RM1,221,105) being deposits paid to an external party for the Group's proposed investment in Lim Shrimp Aquapolis Pte. Ltd. and joint venture with PT Gerbang NTB Emas for shrimp farming and processing in Sumbawa, Indonesia. The proposed investment had been terminated on 16 November 2023 and the refund is in the process. During the financial period, an amount of RM330,000 was recovered.

As at 31 December 2025, the Group's deposits also include RM7,981,458 representing downpayment paid for the Engineering, Procurement, Construction and Commissioning ("EPCC") of a solar photovoltaic system project in Umas, Wakuba I and Wakuba II and implementation of smart farming system. The downpayment is refundable in the event of withdrawal by either party from the project.

In addition, the Group has utilised RM239,400 (30.06.2024: RM239,400) of its bank guarantee facility obtained from a local financial institution, which has been paid to Sabah Electricity Sdn. Bhd.

(e) Advance payments of the Group consist of the following:

(i) As at 31 December 2025, the Group has made advance payments amounting to RM2,122,683 in relation to the installation of equipment for the solar photovoltaic system project in Umas, Wakuba I and Wakuba II and implement system module, monitoring systems and discharge systems.

(ii) As at 31 December 2025, the Group has made advance payments amounting to RMB36,399,600 (approximately RM20,998,000) and RMB108,353,900 (approximately RM62,509,365) in respect of the purchase of machineries, equipment and raw materials from suppliers.

The advance payments were made to suppliers for the purchase of machineries, equipment and raw materials pursuant to contractual arrangements which require upfront settlement prior to delivery. As at the reporting date, the underlying goods had not been fully delivered and the amounts were recognised as advance payments.

Subsequent to the reporting period, machineries and equipment amounting to RMB36,399,600 (approximately RM20,998,929) were received by the Group on various dates in 2026. The delivery of the raw materials is expected to take place subsequent to the date of approval of the financial statements, and the Group will recognise the corresponding inventories upon receipt of the goods.

The directors have reviewed the status of the transaction and are of the view that the advance payments are recoverable, taking into consideration the contractual terms, ongoing communications with the supplier, and the expected delivery schedule.

18. FIXED DEPOSITS WITH LICENSED BANKS AND CASH AND BANK BALANCES

The Group's fixed deposits with licensed banks had been pledged to licensed banks as security for banking facilities granted to the Group in the previous financial year, as disclosed in Note 22.

Included in the bank balances of the Group and the Company is an amount of RM6,223,088 (30.6.2024: Nil) being bank balances required to be placed in the FSRA for borrowings granted to the Group and the Company in the current financial period (Note 22).

In the previous financial year, the fixed deposits earned interest at rates ranging from 2.60% to 3.45% per annum and had maturity terms of 12 months.

Included in cash and bank balances of the Group is a bank balance amounted to RM399 (30.6.2024: RM167,889,328) placed with a financial institution located in the PRC. The significant decrease in the bank balance is mainly attributable to the utilisation of funds during the financial period for capital expenditure incurred in connection with the establishment of the Group's new food processing business in the PRC, as disclosed in Note 34.

19. ASSET CLASSIFIED AS HELD FOR SALE

During the financial period, the Group entered into a settlement arrangement with HXOF and its major shareholder, as disclosed in Note 13.

Pursuant to the arrangement, the Group agreed to dispose of its 19.86% equity interest in HXOF for a consideration of approximately RM51,360,000 (RMB90,000,000).

Following this, the investment has been reclassified as asset classified as held for sale as the Group is committed to the disposal and the transaction is expected to be completed within twelve (12) months from the reporting date.

The investment is measured at the lower of its carrying amount and fair value less costs to sell, and any resulting loss has been recognised in profit or loss.

20. SHARE CAPITAL

	Group and Company			
	Number of ordinary shares		Amount	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	'000	'000	RM'000	RM'000
Issued and fully paid:				
Ordinary shares				
At the beginning of the financial period/year	1,667,900	1,590,838	546,484	534,154
Issuance of ordinary shares pursuant to:				
- Warrants C	204,954	77,062	32,792	12,330
- ESOS	23,300	-	8,505	-
- SGP	6,390	-	1,214	-
At the end of the financial period/year	1,902,544	1,667,900	588,995	546,484

(a) **Ordinary Shares**

During the financial year, the Company increased its issued and paid-up capital from RM546,483,669 to RM588,994,887 by way of issuance of:

(i) 204,953,866 new ordinary shares amounting to RM32,792,618 pursuant to the exercise of Warrants C at an exercise price of RM0.16 per ordinary share for cash;

(ii) 23,300,000 new ordinary shares amounting to RM8,504,500 arising from LTIP-ESOS; and

(iii) 6,390,000 new ordinary shares amounting to RM1,214,100 arising from LTIP-SGP.

In prior year, the Company had increased its issued and paid-up capital from RM534,153,805 to RM546,483,669 pursuant to the exercise of 77,061,650 Warrants C at an exercise price of RM0.16 per ordinary share totaling RM12,329,864.

(b) **Warrants B**

On 2 September 2020, the Company issued 333,387,142 free warrants ("Warrants B") on the basis of one (1) Warrants B for every two (2) ordinary shares. Each Warrants B entitles the holder of the right to subscribe for one (1) new ordinary share in the Company at an exercise price of RM0.23 per Warrant B.

The salient features of the Warrants B are as follows:

(i) The issue date of the Warrants B is 2 September 2020 and the expiry date is 1 September 2023. Any warrants not exercised at the expiry date will lapse and cease to be valid for any purpose;

(ii) Each Warrants B entitles the registered holder to subscribe for one (1) new ordinary share in the Company at an exercise price of RM0.23 per Warrant B;

(iii) The Warrants B may be exercisable at any time within three (3) years commencing from and including the date of issuance of Warrants B and ending 5pm on the expiry date. The expiry date is a day falling immediately before the 3rd anniversary of the date of issuance of the Warrants B and if such date is not a market day, then on the preceding market day;

(iv) The exercise price and the number of Warrants B is subject to adjustments in the event of alteration to the share capital of the Company in accordance with the provisions of Deed Poll. However, no adjustment shall be made in any event whereby the exercise price would be reduced to below the par value of ordinary share in the Company; and

(v) All new ordinary shares to be issued pursuant to the exercise of the Warrants B will rank pari passu in all respects with the then ordinary shares of the Company except that such new ordinary shares shall not be entitled to any dividends, rights, allotments and other distributions on or prior to the date of allotment of the new ordinary shares concerned.

The Warrants B had expired and lapsed on 1 September 2023, and the movement is as follows:

	Group and Company	
	31.12.2025	**30.6.2024**
	Units	**Units**
At the beginning of the financial period/year	-	333,387,142
Expired and lapsed	-	(333,387,142)
At the end of the financial period/year	-	-

(c) **Warrants C**

On 16 November 2021, the Company issued 352,080,075 free warrants ("Warrants C") on the basis of one (1) Warrant C for every four (4) ordinary shares. Each Warrants C entitles the holder the right to subscribe for one (1) ordinary share in the Company at an exercise price of RM0.16 per Warrant C.

The salient features of the Warrants C are as follows:

(i) The issue date of the Warrants C is 10 November 2021 and the expiry date is 8 November 2024. Any warrants not exercised at the expiry date will lapse and cease to be valid for any purpose;

(ii) Each Warrants C entitles the registered holder to subscribe for one (1) new ordinary share in the Company at an exercise price of RM0.16 per Warrant C;

(iii) The Warrants C may be exercisable at any time within three (3) years commencing from and including the date of issuance of Warrants C and ending 5pm on the expiry date. The expiry date is a day falling immediately before the 3rd anniversary of the date of issuance of the Warrants C and if such date is not a market day, then on the preceding market day;

(iv) The exercise price and the number of Warrants C is subject to adjustments in the event of alteration to the share capital of the Company in accordance with the provisions of Deed Poll. However, no adjustment shall be made in any event whereby the exercise price would be reduced to below the par value of ordinary share in the Company; and

(v) All new ordinary shares to be issued pursuant to the exercise of the Warrants C will rank pari passu in all respects with the then ordinary shares of the Company except that such new ordinary shares shall not be entitled to any dividends, rights, allotments and other distributions on or prior to the date of allotment of the new ordinary shares concerned.

As at 8 November 2025 the Warrants C has expired and lapsed, the movement in the Company's Warrants C during the financial period/year is as follows:

	Group and Company	
	31.12.2025	**30.6.2024**
	Units	**Units**
At the beginning of the financial period/year	271,835,325	348,896,975
Exercised	(204,953,866)	(77,061,650)
Expired and lapsed	(66,881,459)	-
At the end of the financial period/year	-	271,835,325

(d) **Long-Term Incentive Plan ("LTIP")**

The Group implemented a Long-Term Incentive Plan ("LTIP") on 8 January 2025, which was approved by the shareholders at the Extraordinary General Meeting held on 2 July 2021. The LTIP is governed by the LTIP By-Laws and is administered by the LTIP Committee.

The LTIP is awarded to Eligible Persons within the Group who meet the conditions and have been approved for participation by the LTIP Committee. Any LTIP awards made to Director or Chief Executive Officer of the Company (or any interested persons connected to them) is subject to the approval of the shareholders in a general meeting.

The LTIP shall be in force for a period of 5 years from the effective date of the LTIP. On or before the expiry of the initial 5-year period, the LTIP may be extended by the Board of Directors at its absolute discretion, without having to obtain approval from shareholders, for a further period of up to 5 years. The LTIP comprises of 2 performance-based plans, which are:

(i) Employee's Share Option Scheme ("ESOS")

The ESOS is a share option scheme with a premium on the exercise price, and the LTIP Committee may, at any time within the duration of the LTIP, grant an ESOS award to eligible persons, subject to the terms and conditions of the By-Laws. The ESOS shares may be settled through issuance and transfer of new shares, or other modes of settlement as provided by the By-Laws.

The details of ESOS shares awarded are as follows:

Award date	Fair value (RM)	Awarded (RM'000)
17 January 2025	0.175	3,500
28 January 2025	0.175	175
10 February 2025	0.175	140
14 May 2025	0.175	263
		4,078

The number and weighted average exercise prices of ESOS shares are as follows:

	Weighted average exercise price 31.12.2025 RM	Number of options 31.12.2025 ('000)
At the beginning of the financial period	-	-
Granted	0.190	44,150
Exercised	0.175	(23,300)
At the end of the financial period	0.175	20,850
Exercisable at the end of the financial period	0.175	20,850

The fair value of ESOS shares awarded was determined using the Trinomial model based on the terms and conditions of ESOS awards - the fair value of ESOS shares measured, closing share price at grant date and the valuation assumptions are as follows:

	31.12.2025
Fair value at grant date (RM)	0.19
Share price at grant date (RM)	0.20
Expected volatility (%)	33.396
Option life (years)	From award date until 8 January 2030
Dividend yield (%)	0.504
Risk-free rate (%)	3.591

The option life of the share scheme is based on the contractual life of the scheme. The expected volatility reflects the assumption that the historical volatility, over a period similar to the life of the scheme, is indicative of future trends, which may not necessarily be the actual outcome.

(ii) Share Grant Plan ("SGP")

The SGP is a restricted share unit scheme where vesting is subject to performance conditions, and the LTIP Committee may, at any time within the duration of the LTIP, grant an SGP award to eligible persons, subject to the terms and conditions of the By-Laws. The SGP shares may be settled through issuance and transfer of new shares, or other modes of settlement as provided by the By-Laws.

The details of SGP shares awarded are as follows:

Award date	Grant Price (RM)	Awarded	Fair Value (RM)
20 January 2025	0.19	5,650,000	1,073,500
13 February 2025	0.19	690,000	131,100
24 April 2025	0.19	20,000	3,800
7 July 2025	0.19	30,000	5,700
		6,390,000	1,214,100

The movement in the number of SGP shares during the financial period is shown below:

	No. of ordinary shares				
Award date	As at 1 July 2024	Awarded	Vested	Forfeited	As at 31 December 2025
20 January 2025	-	5,650,000	(5,650,000)	-	-
13 February 2025	-	690,000	(690,000)	-	-
24 April 2025	-	20,000	(20,000)	-	-
7 July 2025	-	30,000	(30,000)	-	-
	-	6,390,000	(6,390,000)	-	-

The fair value of SGP shares awarded was determined using the closing market price of MAG shares on the award date, as shown below:

Award date	Fair value of SGP shares (RM)	Closing share price at award date (RM)
20 January 2025	0.19	0.175
13 February 2025	0.19	0.175
24 April 2025	0.19	0.185
7 July 2025	0.19	0.180

The number and weighted average exercise prices of SGP shares are as follows:

	Weighted average exercise price 31.12.2025 (RM)	Number of shares 31.12.2025 ('000)
At the beginning of the financial period	-	-
Granted	0.190	6,390
Vested	0.190	(6,390)
At the end of the financial period	-	-
Exercisable at the end of the financial period	-	-

21. RESERVES

	Group		Company	
	31.12.2025 RM'000	30.6.2024 RM'000	31.12.2025 RM'000	30.6.2024 RM'000
Non-distributable:				
Translation reserve	(1,528)	49,714	-	-
Share-based payment reserve	3,961	-	3,961	-
	2,433	49,714	3,961	-
Distributable:				
Retained earnings/ (Accumulated losses)	19,911	219,905	(24,233)	(34,705)
	22,344	269,619	(20,272)	(34,705)

Translation reserve

Exchange differences arising from translation of foreign controlled entities' financial statements are taken to the translation reserve as described in the accounting policies.

Share-based payment reserve

The share-based payment reserve arose from the Group's Long-Term Incentive Plan ("LTIP"), a share-based compensation scheme which comprises the Share Grant Plan ("SGP") and the Employees' Share Option Scheme ("ESOS").

22. BANK BORROWINGS

		Group		Company	
	Note	31.12.2025 RM'000	30.6.2024 RM'000	31.12.2025 RM'000	30.6.2024 RM'000
Secured					
Term financing-i	(a)	286,417	92,765	286,417	-
Trade working capital financing-i	(a)	35,572	13,492	-	-
Cash Line-i	(a)	-	994	-	-
Hire purchase payables	(b)	884	746	-	-
Share margin financing		1,479	1,509	-	-
		324,352	109,506	286,417	-
Non-Current					
Term financing-i		272,383	83,931	272,383	-
Hire purchase payables		663	554	-	-
		273,046	84,485	272,383	-
Current					
Term financing-i		14,034	8,834	14,034	-
Trade working capital financing-i		35,572	13,492	-	-
Cash Line-i		-	994	-	-
Hire purchase payables		221	192	-	-
Share margin financing		1,479	1,509	-	-
		51,306	25,021	14,034	-

The weighted average effective interest rates for bank borrowings (per annum) as at reporting date are as follows:

	Group		Company	
	31.12.2025	30.6.2024	31.12.2025	30.6.2024
	%	%	%	%
Cash Line-i	-	8.00	-	-
Share margin financing	8.00	8.00	-	-
Term financing-i	1.25 - 3.75	4.00 - 6.75	1.25 - 3.75	-
Trade working capital financing-i	3.76 - 7.52	4.00 - 6.35	-	-
Hire purchase payables	3.99 - 8.71	3.99 - 4.77	-	-

(a) The bank borrowings are secured by way of:

(i) Corporate guarantee by MAG Aquaculture Sdn. Bhd., North Cube Sdn. Bhd. and North Cube Food Sdn. Bhd.;
(ii) A charge on the specific FSRAs of the Company;
(iii) First ranking third party charge on the leasehold lands of the subsidiaries as disclosed in Note 10;
(iv) Debenture over fixed and floating charge on the assets, both present and future; and
(v) Personal guarantee by a director of the Company.

(b) Hire purchase payables

The maturity analysis of the hire purchase payables are as follows:

	Group	
	31.12.2025	30.6.2024
	RM'000	RM'000
Minimum lease payments:		
Less than one year	259	220
Later than one year but not later than five years	713	596
Total minimum lease payments	972	816
Less: Future finance charges	(88)	(70)
Present value of hire purchase payables	884	746
Analysed as:		
Current	221	192
Non-current	663	554
	884	746

The hire purchase payables are secured by charge over certain motor vehicles under hire purchase arrangements as disclosed in Note 10.

23. LEASE LIABILITIES

The maturity analysis of the lease liabilities of office premises are as follows:

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Minimum lease payments:		
Less than one year	75	7,802
Later than one year but not later than five years	15	53
Later than five years	-	985
Total minimum lease payments	90	8,840
Less: Future finance charges	(3)	(608)
Present value of lease liabilities	87	8,232

The lease liabilities component is analysed as follows:

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Current	72	7,262
Non-current	15	970
	87	8,232

The Group does not face a significant liquidity risk with regard to the lease liabilities.

The lease liabilities comprise leasehold land, plant and machinery and premises.

The Group applied the incremental borrowing rate to the lease liabilities at 6.98% (30.6.2024: 6.98% to 10.50%) per annum.

24. REDEEMABLE PREFERENCE SHARES ("RPS")

	Group and Company	
	31.12.2025	30.6.2024
	RM'000	RM'000
As at 1 July	73,585	72,061
Accretion of interest	3,507	4,324
RPS interest payable	(1,221)	(2,800)
Redemption	(80,000)	-
Loss on redemption	4,129	-
	-	73,585

During the current financial period, the RPS were fully redeemed by the Company at a redemption price of RM0.20 per RPS together with any accrued and unpaid dividends.

The fair value of the RPS was calculated on the assumption that the profit guarantee can be met during the guarantee period and was remeasured in previous financial year due to changes in the expected full redemption in financial year ending 2027, the interest rate remains as 3.0% per annum.

The redemption amount and dividend cash flows are discounted based on cost of borrowing of 6%.

The salient features of the RPS are as follows:

Issue price	RM0.20 per RPS
Size	400,000,000 RPS
Tenure	5 years commencing from and inclusive of the date of issuance of the RPS
Maturity date	The day immediately preceding the 5th anniversary from the date of issue of the RPS. If such a day fall on a non-market day, then the maturity date will be the preceding market day
Voting rights	Restricted to any resolution on winding-up and/or any resolution directly affecting the rights of the RPS holders
Notices	The RPS holders shall be entitled to receive notices of general meetings, reports and audited accounts of the Company and other information which may be reasonably sought
Dividend	3.0% per annum on the Issue Price of RPS, payable semi- annually, subject to the provisions of the Act

Form and denomination	The RPS are to be issued in registered form and constituted by the Constitution of the Company
Conversion right	The RPS are not convertible into new Company Shares
Ranking of the RPS	The RPS shall, upon allotment and issuance, rank equally without any preference or priority among themselves and in priority to the Company's shares, but shall rank behind all secured and unsecured obligations of the Company. In the event of liquidation, dissolution, winding-up or other repayment of capital (other than on redemption): (i) the RPS shall confer on the RPS holders the right to receive in priority to the holders of all other class of securities in the share capital of the Company, cash repayment in full of the amount (and the amount of any coupon that has fallen due and remaining in arrears) of up to 100% of the Issue Price of the RPS, provided that there shall be no further right to participate in any surplus capital or surplus profits of the Company; (ii) the RPS shall not confer on the RPS holders thereof the right to participate in the distribution of surplus assets or profits; and (iii) in the event that the Company has sufficient assets to permit payment of the full issue price to the RPS holders, the assets of the Company shall be distributed proportionally to the RPS holders in proportion to the amount that each RPS holder would otherwise be entitled to receive.
Redemption	The RPS is redeemable at the Issue Price of the RPS at any time after the Guarantee Period and the auditors of NCSB having issued a certificate confirming the actual profit after tax ("PAT") of NCSB for the Guarantee Period, and during the tenure of the RPS, at the option of the Company, subject to not less than 7 business days' notice in writing being given prior to the Redemption. In the event of any Shortfall, the amount of the Shortfall shall be set-off against the redemption of the equivalent value of RPS. Any RPS not redeemed by the Company or surrendered by the RPS holders at the Maturity Date shall be redeemed by the Company at the Issue Price of the RPS.
Redemption price	The redemption price is at the Issue Price of the RPS together with arrears of dividend payments (if any) up to the date of redemption
Transferability	Non-transferable
Listing	The RPS will not be listed on any stock exchange

25. DEFERRED TAX LIABILITIES

	Group	
	31.12.2025 RM'000	30.6.2024 RM'000
At the beginning of the financial period/year	51,477	40,523
Charged to profit or loss (Note 8):		
Property, plant and equipment	8,858	9,994
Right-of-use assets and lease liabilities	415	(444)
Unabsorbed capital allowances	8,408	841
Fair value adjustment in respect of acquisition of subsidiary company	(1,705)	563
	15,976	10,954
At the end of the financial period/year	67,453	51,477

The deferred tax in the financial statements is in respect of the tax effects on the following:

	Group	
	31.12.2025 RM'000	30.6.2024 RM'000
Deferred tax assets (before offsetting):		
Temporary differences arising from right-of-use assets and lease liabilities	2	417
Unabsorbed capital allowances	2,377	10,785
	2,379	11,202
Offsetting	(2,379)	(11,202)
Deferred tax assets (after offsetting)	-	-
Deferred tax liabilities (before offsetting):		
Temporary differences arising from property, plant and equipment	52,999	44,141
Fair value adjustment in respect of acquisition of subsidiary company	16,833	18,538
	69,832	62,679
Offsetting	(2,379)	(11,202)
Deferred tax liabilities (after offsetting)	67,453	51,477

At the end of the reporting period, the Group has unabsorbed capital allowances that are available for offsetting against future taxable profits, subject to the agreement with the tax authorities.

The details of unabsorbed capital allowances are as follows:

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Unabsorbed capital allowances	9,910	44,938

The unabsorbed capital allowances do not expire under current tax legislation.

Deferred tax assets and liabilities are offset when there are legally enforceable rights to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxation authority. Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which the unutilised tax losses, unabsorbed capital allowances and deductible temporary differences can be utilised.

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

	Group and Company	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Unutilised tax losses	11,116	819

Pursuant to an Amendment to Section 44(5F) of the Income Tax Act 1967, the time limit to utilise unutilised tax losses has been extended to a maximum of 10 consecutive years. This Amendment is deemed to have effect from the year of assessment 2019. Furthermore, the unutilised tax losses brought forward from year of assessment 2018 can be carried forward for another 10 consecutive years of assessment (i.e. from year of assessment 2019 to 2028).

The unutilised tax losses are available for offset against future taxable profits of the Group and of the Company up to the following financial years. Expiry date of the Group's and the Company's unutilised tax losses is summarised as below:

	Group and Company	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Year of assessment:		
- 2028	267	267
- 2029	552	552
- 2035	10,297	-
	11,116	819

26. TRADE AND OTHER PAYABLES

	Group		Company	
	31.12.2025 RM'000	30.6.2024 RM'000	31.12.2025 RM'000	30.6.2024 RM'000
Trade payables				
Related parties	2,115	3,102	-	-
Third parties	75,223	83,060	-	-
	77,338	86,162	-	-
Other payables	14,578	39,289	498	183
Amount due to a former subsidiary company	-	2,733	-	2,733
Amount due to subsidiary companies	-	-	514	514
Amount due to related companies	370	14,236	-	-
Amount due to a director	20	6,519	-	-
Warrants conversion monies	-	224	-	224
Accruals	1,732	6,428	187	4,482
	16,700	69,429	1,199	8,136
	94,038	155,591	1,199	8,136

Trade payables comprise mainly amounts outstanding for goods delivered by suppliers. The credit period granted to the Group is 30 days (30.6.2024: 30 days).

Amount due to a former subsidiary company, subsidiary companies and related companies represent advances and payments made on behalf for the Group and the Company which are unsecured, interest-free and are repayable on demand.

As of 31 December 2025, the amount due to a director is unsecured, interest-free and are repayable on demand.

Included in accruals of the Group and of the Company is an amount of RMNil (30.6.2024: RM4,300,000) being 3% RPS interest payable as disclosed in Note 24.

27. DIVIDEND PAID

	Group and Company	
	31.12.2025	30.6.2024
	RM'000	RM'000
In respect of financial year ended 30 June 2023:		
Final single tier dividend of 0.10 sen per ordinary share	-	1,600
In respect of financial year ended 30 June 2024:		
Final single tier dividend of 0.10 sen per ordinary share	1,873	-
	1,873	1,600

28. RELATED PARTY DISCLOSURES

(a) Identify related parties

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

Related parties also include key management personnel. Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly. The key management personnel of the Group and of the Company include Executive Directors of the Company.

(b) Significant related party transactions and balances

Related party transactions have been entered in the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the related party transactions of the Group and of the Company are as follows:

	Group		Company	
	31.12.2025	**30.6.2024**	**31.12.2025**	**30.6.2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Former subsidiary company:				
Interest income	6,527	5,435	-	-
Subsidiary companies:				
Dividend income	-	-	31,400	-
Companies in which Director(s) of the Company has interest				
Rental expenses	225	150	-	-
Professional fees	113	151	-	-

(c) Compensation of key management personnel

The remuneration of key management personnel during the financial period are as follows:

	Group		Company	
	31.12.2025	**30.6.2024**	**31.12.2025**	**30.6.2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Executive director:				
Salaries	1,080	720	-	-
Defined contribution plan	135	91	-	-
Social security contribution	2	-	-	-
Other emoluments	2	-	-	-
Share-based payment	950	-	950	-
	2,169	811	950	-

	Group		Company	
	31.12.2025	**30.6.2024**	**31.12.2025**	**30.6.2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Non-executive directors:				
Fees	351	264	351	264
Other emoluments	18	23	18	23
Share-based payment	95	-	95	-
	464	287	464	287
Key management personnel:				
Salaries	261	-	-	-
Defined contribution plan	29	-	-	-
Social security contribution	1	-	-	-
Share-based payment	456	-	456	-
	747	-	456	-
	3,380	1,098	1,870	287

29. SEGMENT REPORTING

Business segments

The Group's principal activities are mainly confined to trading and processing of prawns. Other non-reportable segment comprises sale of convenience store merchandise and does not meet the quantitative thresholds for reporting segments in the current financial period. Accordingly, no segment information about Group's revenue, profit or loss, assets and liabilities are reported separately.

Geographical segments

	Group	
	1.7.2024 to 31.12.2025 (18 months) RM'000	**1.7.2023 to 30.6.2024 (12 months) RM'000**
Primary geographical markets		
Domestic	493,155	297,075
Taiwan	2,104	-
South Korea	24,181	7,999
	519,440	305,074

Major customers

During the financial period, revenue contribution totaling RM443,650,890 (30.6.2024: RM108,593,068) out of the Group's revenue were contributed by 2 (30.6.2024: 2) major customers of the Group. Each customer represents revenue contribution equal or more than 25% of the Group's revenue.

30. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's statements of cash flows as cash flows (used in)/from financing activities.

	Bank borrowings (Note 22)			
	Group		**Company**	
	31.12.2025 RM'000	**30.6.2024 RM'000**	**31.12.2025 RM'000**	**30.6.2024 RM'000**
At the beginning of the financial period/year	108,760	110,870	-	-
Investment in quoted shares	-	3,248	-	-
Net drawdown/ (repayment) of bank borrowings	214,257	(5,358)	286,417	-
Interest expense incurred (Note 6)	19,026	7,453	5,099	-
Interest expense paid	(18,575)	(7,453)	(5,099)	-
At the end of financial period/year	323,468	108,760	286,417	-

	Hire purchase payables (Note 22)	
	Group	
	31.12.2025 RM'000	**30.6.2024 RM'000**
At the beginning of the financial period/year	746	704
Additions to hire purchase	460	278
Repayments of hire purchase	(322)	(236)
Interest expense incurred (Note 6)	50	28
Interest expense paid	(50)	(28)
At the end of the financial period/year	884	746

	Lease liabilities (Note 23) Group	
	31.12.2025 RM'000	30.6.2024 RM'000
At the beginning of the financial period/year	8,232	8,131
Additions to right-of-use assets	-	246
Termination of lease contract	(7,826)	-
Repayments of lease liabilities	(319)	(145)
Interest expense incurred (Note 6)	420	538
Interest expense paid	(420)	(538)
At the end of the financial period/year	87	8,232

	Amount due to related companies (Note 26) Group	
	31.12.2025 RM'000	30.6.2024 RM'000
At the beginning of the financial period/year	14,236	14,127
(Repayment to)/Advance from related companies	(12,656)	109
Waiver of debt	(1,210)	-
At the end of the financial period/year	370	14,236

	Amount due to a director (Note 26) Group	
	31.12.2025 RM'000	30.6.2024 RM'000
At the beginning of the financial period/year	6,519	6,502
(Repayment to)/Advance from a director	(4)	17
Waiver of debt	(6,495)	-
At the end of the financial period/year	20	6,519

31. FINANCIAL INSTRUMENTS

Classification of financial instruments

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	Group		Company	
	31.12.2025 RM'000	**30.6.2024 RM'000**	**31.12.2025 RM'000**	**30.6.2024 RM'000**
Financial assets				
Fair value through profit or loss				
Other investments	4,346	54,445	-	-
At amortised cost				
Trade and other receivables	257,097	172,458	323,998	67,319
Loan to a former subsidiary company	-	276,723	-	-
Fixed deposits with licensed banks	-	3,452	-	-
Cash and bank balances	9,405	171,751	6,310	263
Financial liabilities				
At amortised cost				
Trade and other payables	94,038	155,367	1,199	7,912
Bank borrowings	324,352	109,506	286,417	-
Lease liabilities	87	8,232	-	-
RPS	-	73,585	-	73,585

Financial Risk Management Objectives and Policies

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

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 those risks.

(i) Credit risk

Credit risk is the risk of financial loss to the Group and to the Company that may arise if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk mainly from trade and other receivables, loan to a former subsidiary company and financial guarantee given to licensed banks and third parties whereas the Company's exposure to credit risk mainly from amount other receivables and financial guarantee given to licensed banks.

The management has in place a credit procedure to monitor and minimise the exposure of default. Receivables are monitored on a regular and an ongoing basis. Credit evaluations are performed on all customers requiring credit over certain amount.

The Group's and the Company's credit risk on cash and cash equivalents are limited as the Group and the Company place their funds with credit worthy licensed banks.

The Company provides advances to subsidiary companies and monitors the results of the subsidiary companies regularly.

<u>Concentration profile</u>

Concentration of credit risk arises when a number of customers are engaged in similar business activities or activities within the same geographic region, or when they have similar risk characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. The Group monitors various portfolios to identify and assess risk concentration.

The Group's major concentration of credit risk relates to the amount due from two (30.6.2024: two) receivables which constituted 98% (30.6.2024: 97%) of its trade receivables at the end of the reporting period.

Exposure to credit risk

The carrying amounts of the financial assets recorded on the statements of financial position at the end of the reporting period represents the Group's and the Company's maximum exposure to credit risk in relation to financial assets. No financial assets carry a significant exposure to credit risk.

The Group is exposed to credit risk arising from the deferred consideration receivable from the settlement arrangement with HXOF and its major shareholder. The settlement consideration is payable by 31 December 2026. The Group monitors the recoverability of the deferred consideration through ongoing communication with the counterparties and assessment of the contractual rights available to the Group under the settlement arrangement. As at 31 December 2025, the Directors have assessed the expected credit loss on the deferred consideration and are of the view that the carrying amount is recoverable.

In addition, the Company is exposed to credit risk in relation to financial guarantee given to licensed banks and third parties for credit facilities and supply of goods respectively granted to subsidiary companies. The financial guarantees have not been recognised in the financial statements since the fair value on initial recognition was not material as the financial guarantees provided by the Company did not contribute towards credit enhancement of the subsidiary companies' borrowings in view of the securities pledged by the subsidiary companies. At the end of the reporting period, no events have arisen which may cause the financial guarantees provided by the Company to be called upon or claimed by any counterparty pursuant to the relevant contracts entered by the Company.

At the end of the reporting period, the Company's maximum exposure to credit risk in relation to the financial corporate guarantees given are as below:

	Company	
	31.12.2025 RM'000	**30.6.2024 RM'000**
Bank borrowings	-	96,967
Trade payables	776	2,069

(ii) Liquidity risk

Liquidity risk is the risk that the Group and the Company encounter difficulty in meeting its obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from trade and other payables, bank borrowings and RPS.

The Group's and the Company's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group and the Company manage liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and of the Company's financial liabilities at the end of the reporting period based on undiscounted contractual payments:

	Contractual interest rate %	**Total carrying amount RM'000**	**On demand or within 1 year RM'000**	**Within 2 to 5 years RM'000**	**More than 5 years RM'000**	**Total undiscounted cash flows RM'000**
Group						
2025						
Non-interest bearing:						
Trade and other payables	-	94,038	94,038	-	-	94,038
Interest bearing:						
Bank borrowings	1.25 - 8.71	324,352	52,503	138,113	124,171	314,787
Lease liabilities	6.98	87	75	15	-	90
		418,477	146,616	138128	124,171	408,915
2024						
Non-interest bearing:						
Trade and other payables	-	155,591	155,591	-	-	155,591
Interest bearing:						
Bank borrowings	3.99 - 8.00	109,506	30,327	70,554	36,738	137,619
Lease liabilities	6.98 - 10.50	8,232	7,802	53	985	8,840
RPS	3.00	73,585	-	92,000	-	92,000
		346,914	193,720	162,607	37,723	394,050

	Contractual interest rate %	Total carrying amount RM'000	On demand or within 1 year RM'000	Within 2 to 5 years RM'000	More than 5 years RM'000	Total undiscounted cash flows RM'000
Company						
2025						
Non-interest bearing:						
Trade and other payables	-	1,199	1,199	-	-	1,199
Financial guarantees*	-	-	776	-	-	776
Interest bearing:						
Bank borrowings	1.25 - 3.75	286,417	14,479	137,400	124,171	276,050
		287,616	16,454	137,400	124,171	278,025
2024						
Non-interest bearing:						
Trade and other payables	-	8,136	8,136	-	-	8,136
Financial guarantees*	-	-	99,036	-	-	99,036
Interest bearing:						
RPS	3.00	73,585	-	92,000	-	92,000
		81,721	107,172	92,000	-	199,172

* This exposure to liquidity risk is included for illustration purpose only as the related guarantees have not yet crystallised.

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates risk and equity price risk will affect the Group's and the Company's financial position or cash flows.

<u>Foreign currency risk</u>

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

The Group has not entered into forward foreign exchange contracts during the current financial period.

The Group is exposed to foreign currency risk on certain transactions entered into by subsidiary companies in currencies other than its functional currency, Chinese Yuan ("CNY") and Hong Kong Dollar ("HKD").

Foreign exchange exposures in transactional currency other than functional currency of the Group is kept to an acceptable level.

Exposure to foreign currency risk

The Group's significant exposure to foreign currency (a currency which is other than functional currency of the respective Group entity) risk, based on carrying amounts as at end of the reporting period was:

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Denominated in USD		
Trade receivables	2,647	3,082
Cash and bank balances	221	8
	2,868	3,090

Foreign currency sensitivity analysis

The following table demonstrates the sensitivity analysis of the Group's profit after tax to reasonably possible changes in USD exchange rate against the functional currencies of the other Group entities, with all other variables being constant.

	Group (Decrease)/Increase in	
	Profit net of tax 31.12.2025 RM'000	**Profit net of tax 30.6.2024 RM'000**
USD/RM		
strengthened 3%	(65)	(70)
weakened 3%	65	70

Interest rate risk

Interest rate risk is the risk of fluctuation in fair value or future cash flows of the Group's financial instruments as a result of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from the bank borrowings with floating interest rates.

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts at the end of the reporting period was:

	Group	
	31.12.2025 RM'000	**30.6.2024 RM'000**
Floating rate instruments		
Bank borrowings	286,417	108,760

Interest rate risk sensitivity analysis

The following table details the sensitivity analysis on the floating rate instruments to a reasonably possible change in the interest rate as at the end of the reporting period with all other variables held constant:

	Group	
	Increase/(Decrease) in	
	Profit net of tax/ equity 31.12.2025 RM'000	**Profit net of tax/ equity 30.6.2024 RM'000**
Increase of 100 basis points	(2,177)	(827)
Decrease of 100 basis points	2,177	827

<u>Equity price risk</u>

The group is exposed to equity price risk arising from investment in quoted shares.

Equity price risk sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been RM0.01 higher/lower, the profit net of tax would increase/decrease by RM33,030 (30.6.2024: RM23,445) as a result of the changes in fair value of the investments in quoted shares.

Fair values of financial instruments

The following table provides the fair value information of the Group's financial assets and financial liabilities.

	Carrying amount RM'000	Total fair value RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000
Group					
31.12.2025					
Financial assets:					
Other investments	4,346	4,346	4,346	-	-
Financial liabilities:					
Hire purchase payables	884	976	-	976	-
30.6.2024					
Financial assets at FVTPL:					
Other investments	54,445	54,445	3,085	-	51,360
Financial liabilities:					
Hire purchase payables	746	816	-	816	-

The fair value of investment in unquoted shares was determined based on the indicative offer price from the major shareholder of HXOF as disclosed in Note 13.

There was no material transfer between Level 1, Level 2 and Level 3 during the financial period.

Financial instrument other than those carried at fair value

Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair values.

The carrying amount of long-term floating rate loans approximates their fair value as the loans will be re-priced to market interest rate on or near reporting date.

The carrying amounts of short-term receivables and payables and cash and cash equivalents approximate their fair values due to the relatively short-term nature of these financial instruments and the insignificant impact of discounting.

32. CAPITAL MANAGEMENT

The objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern while maximising the return to shareholders through the optimisation of debt and equity balance. The Group's overall strategy remains unchanged during the current financial period.

The capital structure of the Group and the Company consist of debt (as disclosed in Notes 22 and 23).

	Group		Company	
	31.12.2025	**30.6.2024**	**31.12.2025**	**30.6.2024**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Debt	324,439	117,738	286,417	-
Equity attributable to Owners of the Company	611,339	816,103	568,723	-
Debt-to-equity ratio	0.53	0.14	0.50	-

Debt consists of bank borrowings, hire purchase payables and lease liabilities.

33. CAPITAL COMMITMENTS

	Group	
	31.12.2025	**30.6.2024**
	RM'000	**RM'000**
Approved and contracted for:		
Property, plant and equipment	4,357	-
Ponds and farm improvements	3,810	34,970
Inventories	24,025	-
	32,192	34,970

34. SIGNIFICANT EVENTS

(a) During the financial period, the Group entered into a settlement arrangement with HXOF and its major shareholder (the "tripartite arrangement") following commercial developments relating to the Group's investment plans in the People's Republic of China ("PRC"). Pursuant to the tripartite arrangement, the Group agreed to waive the loan to a former subsidiary amounting to RM254.9 million (RMB420 million), conditional upon:

(i) HXOF's major shareholder acquiring the Group's 19.86% equity interest in HXOF for a consideration of approximately RM51.36 million (RMB90.0 million); and
(ii) HXOF repaying non-trade advances of approximately RM15.32 million (RMB26.6 million).

The settlement consideration shall be payable by 31 December 2026. The Group has the right to claim the original outstanding balances in the event of non-fulfillment of the conditions as stipulated in the agreement.

(b) During the financial year, the Group incurred significant capital expenditure and advance payments in connection with the establishment of its new food processing business in the People's Republic of China. The details of the investments are as further discussed in Notes 10 and 17.