TSR CAPITAL BERHAD
Reg. No. 200101005393 (541149-W)

ANNUAL REPORT 2025

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Professor Dato' Ahmad Fadzli Bin Yaakob
Independent Non-Executive Chairman

Tan Sri Dato' Lim Kang Yew
Deputy Executive Chairman

Mr Lim Dian Hoong
Executive Director

Mr Ng Kim Keong
Executive Director cum Chief Operating Officer

Tengku Ab Hadi Bin Tengku Mustafa
Executive Director

Mr Lim Dian Ping
Executive Director

Mr Lim Kuan Hwang
Non-Independent Non-Executive Director

Ms Lee Siew Chen
Senior Independent Non-Executive Director

Dato' Sr Mohd Zaid Bin Zakaria
Independent Non-Executive Director

COMPANY SECRETARIES

Ms Chua Hoon Ping, MAICSA
Mr Leow Chi Loong, MIA

AUDIT COMMITTEE

Chairman
Ms Lee Siew Chen

Members
Mr Lim Kuan Hwang
Dato' Sr Mohd Zaid Bin Zakaria

NOMINATION COMMITTEE

Chairman
Ms Lee Siew Chen

Members
Mr Lim Kuan Hwang
Dato' Sr Mohd Zaid Bin Zakaria

REMUNERATION COMMITTEE

Chairman
Dato' Sr Mohd Zaid Bin Zakaria

Members
Ms Lee Siew Chen
Mr Lim Kuan Hwang

REGISTERED ADDRESS

Level 16, Menara TSR
No. 12, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan

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Fax : 603 - 7717 7617
Email : general@tsrcap.com
Website : www.tsrcapital.com.my

AUDITORS

Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF1018
Chartered Accountants
Suite 50-3, Setia Avenue
No. 2, Jalan Setia Prima S U13/S
Setia Alam, Seksyen U13
40170 Shah Alam
Selangor Darul Ehsan

Tel : 603 – 3343 0730
Fax : 603 – 3344 3036

SHARE REGISTRAR

Insurban Corporate Services Sdn Bhd
Reg. No. 198101010136 (76260-W)
149, Jalan Aminuddin Baki
Taman Tun Dr Ismail
60000 Kuala Lumpur

Tel : 603 - 7729 5529 / 7727 3873
Fax : 603 - 7728 5948

PRINCIPAL BANKERS

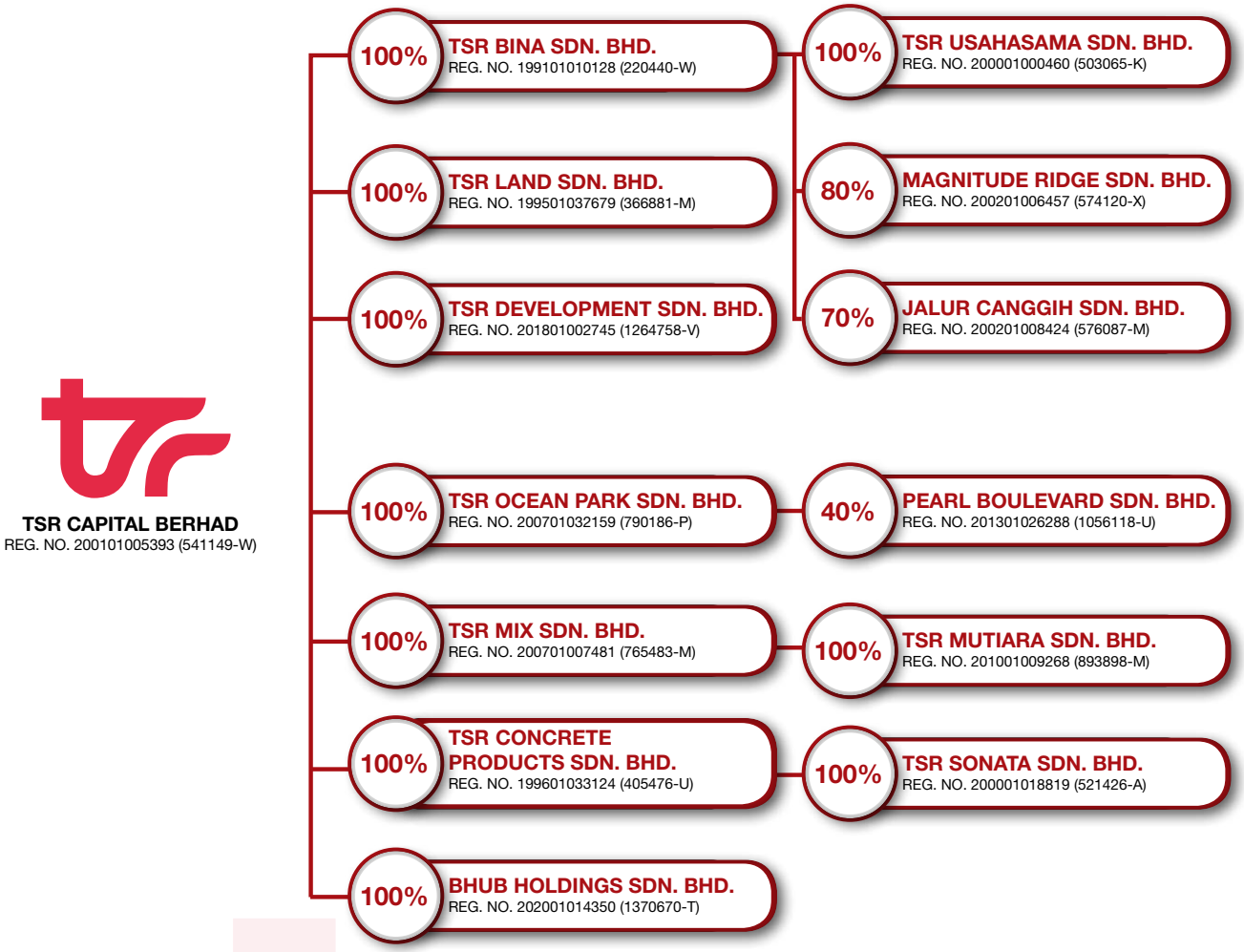
Ambank (M) Berhad
Hong Leong Bank Berhad
MBSB Bank Berhad
RHB Bank Berhad
United Overseas Bank (Malaysia) Berhad

LISTING

Listed on the Main Market of Bursa Malaysia Securities Berhad

Sector : Construction
Stock Name : TSRCAP
Stock Code : 5042

CORPORATE STRUCTURE



CHAIRMAN'S STATEMENT

Dear Valued Shareholders,

It gives me great pleasure, on behalf of the Board of Directors, to present the Annual Report of TSR Capital Berhad ("**TSR**" or "**the Company**") and its subsidiaries ("**the Group**" **or** "**TSR Group**") for the financial year ended 30 June 2025 ("**FYE 2025**"), a year that tested our resilience, strengthened our foundations and marked a new stage in our growth journey.

MARKET OVERVIEW

FYE 2025 was a defining period for the Group. We achieved record revenue of RM123.67 million, a 62% increase over the previous year, reflecting strong progress across both construction and property divisions, underpinned by better execution and a more diversified earnings base.

During the year, the Group secured two major contracts that will shape its trajectory in the years ahead — a RM75 million earthworks and infrastructure project at Elmina Business Park 2 and a RM219 million common infrastructure and reservoir works package at Kwasa Damansara. Together, these projects have expanded the Group's order book significantly and strengthened its position as a capable and credible partner in large-scale township and infrastructure development.

As is often the case when scaling to a larger league, this growth came with its own challenges. Profits narrowed as the Group absorbed higher costs and invested in equipment and financing to prepare for the larger responsibilities ahead. While this created temporary pressure on earnings, these investments lay the groundwork for future returns.

The story of the Group in FYE 2025 is one of growth with discipline — expanding in scale while reinforcing financial prudence and operational control. Shareholders can be assured that the focus remains on growth that is sustainable, profitable, and resilient to market uncertainties.

Entering financial year 2026, the task ahead is clear: to translate the strength of our enlarged order book into tangible value, delivered on time and to standard. We will continue to balance ambition with prudence, and progress with discipline, building not just infrastructure and communities, but a stronger TSR Group for the long term.

ACKNOWLEDGEMENT AND APPRECIATION

On behalf of the Board, I extend my deepest appreciation to my fellow Directors, the management team, and all employees of TSR Group for their dedication and resilience in driving the Group forward.

We also warmly welcomed Dato' Sr. Mohd Zaid bin Zakaria, who joined the Board as an Independent Director on 5 May 2025. His extensive experience and professional insight will undoubtedly strengthen our governance and strategic direction.

We also record our sincere appreciation to Encik Muhammad Dhiauddin bin Md Saad, who resigned from the Board on 27 March 2025, for his invaluable contributions and commitment during his tenure.

Our heartfelt thanks also go to our clients, shareholders, government authorities, financiers, and business partners for their continued trust and support.

To our valued shareholders, thank you for your confidence in TSR's vision and journey. With focus, discipline, and determination, we look forward to building on this foundation to deliver greater value in the years to come.

Professor Dato' Ahmad Fadzli bin Yaakob
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATIONS OVERVIEW

TSR Capital Berhad ("TSR" or "the Company") and its subsidiaries ("the Group" or "TSR Group") operate through two core business pillars — construction and property development. Guided by a vision to deliver excellence in infrastructure and real estate, the Group has cultivated a reputation for reliability, innovation and quality execution. Each subsidiary plays a distinct role in advancing this vision, and together they form a resilient platform for growth.

TSR Bina Sdn. Bhd. ("TSRB") is the Group's construction and engineering arm and remains the anchor of the Group's success. With more than 30 years of industry experience, TSRB delivers end-to-end construction solutions through general contracting, design-and-build, and turnkey delivery models. Its portfolio spans from earthworks, public infrastructure, high-rise residential and commercial towers, industrial facilities, and retail complexes, complemented by integrated expertise in mechanical and electrical systems.

Over the years, TSRB has completed a substantial number of projects across Malaysia, including the MRT Depot in Kajang, the Jawi Prison, UiTM Bukit Besi, sections of the East Coast Expressway, and infrastructure works at Kwasa Damansara township. By operating an extensive fleet of construction machinery, TSRB is able to undertake the critical components of projects in-house. This capability gives the Group greater control over timelines, quality and cost — advantages that are especially vital in earthworks and infrastructure projects, where execution with speed and reliability have a direct impact on project outcomes and profitability.

TSR Ocean Park Sdn. Bhd. ("TSROP") serves as the Group's property development and investment arm. Its flagship project, the PD Waterfront in Port Dickson, Negeri Sembilan, has grown into a vibrant waterfront destination, combining retail, leisure and commercial elements in a single integrated setting. The project has not only revitalised the surrounding area but also provides the Group with a recurring income stream from the investment properties it retains within the development. These properties contribute steady returns and underpin long-term value creation. By combining development expertise with asset management within the PD Waterfront project, TSROP is able to balance recurring income with growth opportunities.

TSR Development Sdn. Bhd. ("TSRD") was incorporated to spearhead the Group's residential development portfolio. Its signature project, the Daya Residence at Kwasa Damansara, is a 260-unit residential development strategically located within one of Selangor's fastest-growing integrated townships. Launched in 2024, the project has been well received by the market, underscoring the Group's ability to deliver products that resonate with modern urban living and lifestyle demands. With proximity to transport links and township infrastructure, Daya Residence reflects the Group's strategy of aligning with growth corridors where community development, accessibility and sustainability converge.

Together, these subsidiaries create a complementary portfolio that enables the Group to participate across the full spectrum of the built environment — from the delivery of critical infrastructure to the creation of integrated communities — positioning the Group for sustainable growth and long-term value creation.

REVIEW OF FINANCIAL RESULTS

The financial year ended 30 June 2025 ("FYE 2025") marked a turning point for TSR Group. Revenue climbed to RM123.67 million, the highest level since 2021, representing a 62% leap from RM76.31 million a year earlier. This exceptional growth reflected Management's deliberate efforts to sharpen execution in the construction business while accelerating progress in property development. Both divisions performed strongly, underscoring TSR Group's ability to capture opportunities in Malaysia's evolving township and infrastructure landscape.

Despite the record top line, profitability was under pressure. Profit Before Taxation ("PBT") eased to RM9.46 million (FYE 2024: RM11.26 million), while Net Profit attributable to shareholders declined to RM3.11 million (FYE 2024: RM10.91 million). The decline stemmed from lower other income which had benefited previously from a one-off investment property disposal gain, alongside higher depreciation and finance costs arising from expanded operations; and higher tax expenses further weighed on net profit.

MANAGEMENT DISCUSSION AND ANALYSIS
(Continued)

REVIEW OF FINANCIAL RESULTS (CONTINUED)

By segment, the Construction Division recorded revenue of RM90.88 million and PBT of RM7.52 million. The Property Development Division contributed RM37.19 million in revenue and PBT of RM0.38 million, driven by progress at Daya Residence and contributions from PD Waterfront.

The Group has outgrown the scale of contracts that once defined it, stepping into larger and more complex projects that demand upfront investment. While this shift has temporarily compressed margins, it has also laid the foundation for long-term growth.

In summary, FYE 2025 was characterised by strong revenue growth and a business model evolving to support larger-scale undertakings.

Capital Management

Financial discipline remained a guiding principle for the Group throughout the year. With the order book expanding and project sizes increasing, the Group drew on additional borrowings to ensure that working capital needs were met and equipment capacity was upgraded. As a result, total borrowings rose to RM50.17 million from RM30.52 million in the previous year.

Despite the higher borrowings, the Group preserved balance sheet strength. Cash and cash equivalents increased to RM5.84 million, while net assets rose modestly to RM150.23 million, translating to RM0.86 per share. The Group's gearing ratio stood at 0.31 times, compared with 0.18 times a year earlier, a level still well within acceptable thresholds for the Group's nature of business.

The Group continues to adopt a prudent approach to capital management, striking a balance between growth and flexibility. With a diversified order book comprising township infrastructure works and other ongoing projects, the Group emphasises careful cash flow planning, milestone-based billing, and active engagement with financial institutions to ensure that expansion remains sustainable.

	FYE 2024 RM'000	FYE 2025 RM'000
Loans and borrowings	30,522	50,172
Lease liabilities	1,115	2,809
Cash and cash equivalents	4,437	5,843
Net borrowings	27,200	47,138
Total equity	147,179	150,227
Net gearing ratio (times)	0.18	0.31

OPERATIONS REVIEW

Construction division

The year under review brought significant milestones for the Construction Division, which remained the primary driver of the Group's revenue. In September 2024, the Group secured a RM75 million contract for the construction and completion of earthworks and infrastructure at Elmina Business Park 2. The contract, originally awarded by Sime Darby Property Berhad and subsequently transferred to Sime Darby Property (Lagong) Sdn. Bhd. after the client's internal reorganisation.

OPERATIONS REVIEW (CONTINUED)

Construction division (Continued)

Six months later, in March 2025, the Group secured another major win with a RM219 million contract at Kwasa Damansara. This contract represents one of the largest in the Group's history, covering common infrastructure works and the construction of a major water reservoir. The contract underscores the Group's credibility as a capable partner for large-scale township developments. Together, the Elmina and Kwasa contracts, worth RM294 million in total, boosted TSR's order book and further demonstrated the Group's capability to deliver heavy earthworks and infrastructure-focused developments. With an upgraded machinery fleet, the Group is now positioned to execute these projects with efficiency and reliability.

While these wins captured headlines, the Group's construction business also delivered on ongoing projects, which contributed to the year's strong revenue performance. Profitability in this division, however, faced some pressures during the year. Management remains focused on improving operational efficiency and safeguarding margins as projects progress into more intensive phases.

Property Development division

The Property Development Division contributed meaningfully to the Group's overall performance. Revenue increased by more than double to RM37.19 million, compared with RM16.25 million in the prior year, reflecting strong progress at the Daya Residence in Kwasa Damansara and continuing contributions from the PD Waterfront development in Port Dickson. The Daya Residence, launched in May 2024, has been well received by the market, affirming the Group's ability to create residential offerings aligned with the needs of modern township living. Although earnings were modest compared to the prior year, which benefited from gain on disposal of investment property, the division demonstrated resilience and reaffirmed the Group's strategy of developing projects within growth corridors.

Taken together, FYE 2025 underscored the Group's twin engines of growth. Construction provided the volume, scale and visibility, while property development reinforced the Group's earnings base with both development and rental revenue streams. This balance has positioned the Group to weather market fluctuations more effectively and to build on opportunities across both sectors.

OUTLOOK AND PROSPECTS

Entering financial year 2026 ("FY 2026"), TSR is supported by a strengthened order book and a more diversified earnings base. The recent contracts secured at Elmina Business Park 2 and Kwasa Damansara provide a solid foundation for near-term performance. Meanwhile, the property development division continues to be a growth driver, with Daya Residence gaining market traction and PD Waterfront contributing both development and rental revenue. Together, construction and property development serve as dual engines of growth, reinforcing the Group's sustainability and long-term prospects.

FYE 2025 was a year of laying foundations for the next phase of growth. Revenue reached its strongest level since 2021, and the order book expanded significantly, while profitability reflected the investments required to scale up. FY 2026 will be about discipline execution: turning this pipeline into earnings, protecting margins, and strengthening the Group's reputation for reliable delivery. With focus and determination, the Group is well-positioned to create enduring value for shareholders.

FIVE YEARS
FINANCIAL HIGHLIGHTS

	30 June 2025 RM'000	30 June 2024 RM'000	30 June 2023 RM'000	30 June 2022 RM'000	30 June 2021 RM'000
STATEMENTS OF COMPREHENSIVE INCOME					
REVENUE	123,668	76,312	53,049	43,706	70,684
PROFIT/(LOSS) BEFORE TAXATION	9,459	11,259	1,846	(2,831)	(31,106)
PROFIT/(LOSS) AFTER TAXATION	3,048	10,912	1,366	(2,935)	(37,636)
PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY	3,113	10,915	1,371	(2,930)	(37,550)
STATEMENTS OF FINANCIAL POSITION					
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	151,312	148,199	137,284	135,913	138,843
NUMBER OF SHARES ISSUED ('000)	174,450	174,450	174,450	174,450	174,450
RATIO					
BASIC EARNINGS/(LOSS) PER SHARE (SEN)	1.78	6.26	0.79	(1.68)	(21.52)
NET ASSETS PER SHARE (RM)	0.86	0.85	0.79	0.78	0.80

BOARD OF DIRECTORS' PROFILE

PROFESSOR DATO' AHMAD FADZLI BIN YAAKOB

Independent Non-Executive Chairman

Aged	47	Gender	Male	Nationality	Malaysian

Professor Dato' Ahmad Fadzli was appointed to the Board as Independent Non-Executive Director on 6 June 2018 and subsequent on 15 March 2023 as an Independent Non-Executive Chairman.

Professor Dato' Ahmad Fadzli graduated with a Bachelor of Commerce & Administration ("BCA") in Finance and Management at Victoria University of Wellington and Master of Business Administration at Asia e University. Currently pursuing his Doctorate in Business Administration in the same University.

He was the Executive Director for Putra World Trade Centre for 10 years managing property development, property management and international events from 2001 until 2010. He started his career as an auditor with the renown conglomerate Renong Berhad specifically managing United Engineers Malaysia Berhad ("UEM"). He has been auditing various companies under the same group such as PLUS, Propel and Faber Group.

Currently, he is the consultant to many international and local brands, managing research and development, corporate marketing strategies and brand development where he specialises in strategic partnerships, brand reconstruction and marketing and brand development. He is also an Adjunct Associate Professor at University of Wollongong Australia.

He attended all the five (5) meetings held during the financial year. He has no direct or indirect shareholdings in the Company. He does not have any family relationship with any directors and/or substantial shareholders of the Company. He does not hold any directorship in other public companies. He has no conflict of interest in any business arrangement involving the Company. He has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

TAN SRI DATO' LIM KANG YEW

Deputy Executive Chairman

Aged	68	Gender	Male	Nationality	Malaysian

Tan Sri Dato' Lim was appointed to the Board on 5 October 2005 as the Deputy Non-Executive Chairman and redesignated as Deputy Executive Chairman on 15 April 2014.

He is a businessman with over 40 years of experience in the construction, property development and plantations related industries. His vast experience in this field has proven to be invaluable to the Group as he established good rapport with some government agencies.

Currently, he is the Executive Director of PLS Plantations Berhad and Astral Asia Berhad.

He attended three (3) out of the five (5) meetings held during the financial year. He has a direct shareholdings of 3,000,000 ordinary shares and indirect shareholdings of 51,258,018 ordinary shares. He is the father to Mr Lim Dian Hoong and Mr Lim Dian Ping and uncle to Mr Lim Kuan Hwang. He has no conflict of interest in any business arrangement involving the Company except for the related party transactions as disclosed in Section C under Additional Compliance Information of this Annual Report. He has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(Continued)

MR LIM DIAN HOONG
Executive Director

Aged	37	Gender	Male	Nationality	Malaysian

Mr Lim was appointed to the Board as Executive Director on 20 August 2013.

Mr Lim graduated with a Master of Engineering in Civil Engineering from Imperial College London, United Kingdom. He started his career with TSR Bina Sdn. Bhd., a wholly-owned subsidiary of TSR Capital Berhad in 2011. He has been involved in the building construction and infrastructure projects managed by the Group. He also has an active role in helping the Group to expand its property development and hospitality business.

Currently, Mr Lim is an Alternate Director to Tan Sri Dato' Lim Kang Yew at Astral Asia Berhad.

He attended all the five (5) meetings held during the financial year. He has indirect shareholdings of 51,258,018 ordinary shares in the Company. Mr Lim is the son of Tan Sri Dato' Lim Kang Yew, brother to Mr Lim Dian Ping and cousin to Mr Lim Kuan Hwang. He has no conflict of interest in any business arrangement involving the Company except for the related party transactions as disclosed in Section C under Additional Compliance Information of this Annual Report. He has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

MR NG KIM KEONG
Executive Director cum Chief Operating Officer

Aged	53	Gender	Male	Nationality	Malaysian

Mr Ng was appointed to the Board as Executive Director on 14 January 2022, and has served as the Chief Operating Officer since 29 July 2020.

He holds a Master of Business Administration (Financial Studies) from the University of Nottingham and a Degree in Bachelor of Accounting from University Malaya. He is a member of the Malaysian Institute of Accountants ("MIA"). Upon graduation, he joined KPMG Malaysia as external auditor for 3 years. He had more than 20 years working experience in the financial and accounting division of private and public companies in Malaysia.

He attended all the five (5) meetings held during the financial year. He has no direct or indirect shareholdings in the Company and does not have any family relationship with any director and/or major shareholder of the Company. He does not hold any directorship in other public companies. He has no conflict of interest in any business arrangement involving the Company. He has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(Continued)

TENGKU AB HADI BIN TENGKU MUSTAFA

Executive Director

Aged	56	Gender	Male	Nationality	Malaysian

Tengku Ab Hadi was appointed to the Board as Executive Director on 1 June 2016.

Tengku Ab Hadi graduated with a Bachelor of Science in Business Management from Huron University USA in London in 1998. He is currently the Director of Oakhurst Energy Pte Ltd, a Company based in Singapore focusing on oil and gas assets acquisitions in ASEAN region.

He began his career as Assistant General Manager in local IT Company named as Medical Online Sdn. Bhd., which deals mainly in IT-health projects from the Government and promoted to General Manager within a year.

In 2002, he was appointed as Business Development Director where he was exposed to the vibrant local property and construction scenes.

In 2007, he was appointed as Chief Executive Officer at a Korean Company, GS Holdings for their branch in Kuala Lumpur known as Phobees Sdn. Bhd. which handle multi-million projects in Information Technology and Oil & Gas Industry for the ASEAN region.

Currently, he is the Chairman of Metronic Global Berhad.

He attended all the five (5) meetings held during the financial year. He has no direct or indirect shareholdings in the Company. Tengku Ab Hadi also does not have any family relationship with any director and/or major shareholder of the Company. He has no conflict of interest in any business arrangement involving the Company. He has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

MR LIM DIAN PING

Executive Director

Aged	31	Gender	Male	Nationality	Malaysian

Mr Lim was appointed to the Board as Executive Director on 26 August 2020.

He holds a Master of Engineering in Civil Engineering and was awarded the Associateship in Civil Engineering by the City & Guilds of London Institute from Imperial College London, United Kingdom.

Mr Lim is currently the Project Executive Director of TSR Bina Sdn. Bhd., a wholly-owned subsidiary of the Company, a position he has held since 2017. In this role, he has been actively involved in all stages of project development, including pre-construction planning, on-site execution and post-completion works, covering serviced apartments, mixed developments, commercial properties, earthworks, infrastructure projects and other property development activities.

He also serves as an Alternate Director to Tan Sri Dato' Lim Kang Yew at PLS Plantations Berhad.

He attended all the five (5) meetings held during the financial year. He has no direct or indirect shareholdings in the Company. Mr Lim is the son of Tan Sri Dato' Lim Kang Yew, brother to Mr Lim Dian Hoong and cousin to Mr Lim Kuan Hwang. He has no conflict of interest in any business arrangement involving the Company except for the related party transaction as disclosed in Section C under Additional Compliance Information of this Annual Report. He has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(Continued)

MR LIM KUAN HWANG

Non-Independent Non-Executive Director

Aged	37	Gender	Male	Nationality	Malaysian

Mr Lim was appointed to the Board as Non-Independent Non-Executive Director on 5 August 2020. He is also a Member of the Audit, Nomination and Remuneration Committees.

Mr Lim graduated with a Bachelor of Degree in Arts (Hons) from University College of London, United Kingdom.

He is a Director of Tasja Development Sdn. Bhd., a position he has held since 2018 and manages a new food startup initiative under The Yum Yard Sdn. Bhd. Both the Companies are wholly-owned subsidiaries of Astral Asia Berhad. He had served in various managerial positions for several businesses in property management, trade distribution, food & beverage, digital & physical retail.

Currently, Mr Lim is an Alternate Director to Dato' Lim Kang Poh at Astral Asia Berhad.

He attended all the five (5) meetings held during the financial year. He has no direct or indirect shareholdings in the Company. Mr Lim is the nephew of Tan Sri Dato' Lim Kang Yew and cousin to Mr Lim Dian Hoong and Mr Lim Dian Ping. He has no conflict of interest in any business arrangement involving the Company except for the related party transactions as disclosed in Section C under Additional Compliance Information of this Annual Report. He has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

MS LEE SIEW CHEN

Senior Independent Non-Executive Director

Aged	53	Gender	Female	Nationality	Malaysian

Ms Lee was appointed to the Board as Independent Non-Executive Director on 31 January 2023 and was redesignated as Senior Independent Non-Executive Director on 8 September 2023. She is also the Chairman of the Audit and Nomination Committees, and a Member of the Remuneration Committee.

Ms Lee graduated with a Degree in Bachelor of Accounting from University Malaya. She is a member of the Malaysian Institute of Accountants ("MIA"). She had more than 15 years of extensive tax experience in public listed company with diversified businesses and 7 years of tax experience in an audit firm.

Currently, Ms Lee is an Independent Director of Astral Asia Berhad.

She attended all the five (5) meetings held during the financial year. She has no direct or indirect shareholdings in the Company. She does not have any family relationship with any director and/or major shareholder of the Company. She has no conflict of interest in any business arrangement involving the Company. She has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(Continued)

DATO' SR MOHD ZAID BIN ZAKARIA

Independent Non-Executive Director

Aged	61	Gender	Male	Nationality	Malaysian

Dato' Sr Mohd Zaid was appointed to the Board as an Independent Non-Executive Director on 5 May 2025. He is also the Chairman of the Remuneration Committee and a member of the Audit and Nomination Committees.

Dato' Sr Mohd Zaid has served the government and been involved in the construction industry for over 34 years, including 14 years as a Quantity Surveyor at the Public Works Department ("JKR").

Dato' Sr Mohd Zaid was appointed as the Chief Executive of the Construction Industry Development Board Malaysia ("CIDB") in 2023. Prior to this, he served as the Deputy Chief Executive and has been with the organisation for 22 years. Throughout his tenure, he has led various key sectors, including the Technology Development Sector, Contractor & Levy Sector, and the Enforcement Sector, and also served as the State Director of CIDB Selangor.

In addition to playing a key role in formulating policies and strategic direction for CIDB in spearheading the development of the national construction industry, Dato' Sr Mohd Zaid also actively contributes to professional bodies such as the Board of Quantity Surveyors Malaysia ("BQSM") and the Royal Institution of Surveyors Malaysia ("RISM").

He attended one (1) meeting held during the financial year due to his new appointment. He has no direct or indirect shareholdings in the Company. He does not have any family relationship with any director and/or major shareholder of the Company. He does not hold any directorship in other public companies. He has no conflict of interest in any business arrangement involving the Company. He has no convictions for any offences within the past 5 years, and has not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

KEY SENIOR MANAGEMENT PROFILE

MR IVAN CHONG WOH KWAN

GENERAL MANAGER (CONTRACT)

Aged	50	Gender	Male	Nationality	Malaysian

Mr Ivan joined the Group in 2022 as a Deputy General Manager of the Contract Division and was promoted to General Manager in 2024.

Mr Ivan holds a Bachelor of Building (Hons), major in Quantity Surveying from University of South Australia and Certificate in Architecture from Tunku Abdul Rahman College.

He has been in the construction industries for 24 years and he has gained extensive exposure in development, construction, engineering, real estate and management from local and international organisations.

Mr Ivan does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest in any business arrangement involving the Company. He has no conviction for any offence within the past 5 years, and have not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

IR. TAN CHOR AN

GENERAL MANAGER (CONSTRUCTION)

Aged	51	Gender	Male	Nationality	Malaysian

Ir. Tan joined the Group in 2023 as General Manager of the Construction Division. He is a corporate member of the Institution of Engineers, Malaysia ("IEM") and a registered Professional Engineer with the Board of Engineers Malaysia ("BEM").

Ir. Tan holds a Bachelor of Civil Engineering (Hons), from University of Birmingham, England and completed Foundation Programme from David Games College in London.

He has been in the construction industries for 28 years and he has gained extensive exposure in development, design, construction, turnkey project, Engineering, Procurement, Construction and Commissioning ("EPCC") project in oil & gas industries, and project/construction management from local and international organisations.

Ir. Tan does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest in any business arrangement involving the Company. He has no conviction for any offence within the past 5 years, and have not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

MR LEOW CHI LOONG

FINANCIAL CONTROLLER

Aged	46	Gender	Male	Nationality	Malaysian

Mr Leow joined the Group in 2010 as an Accountant and was promoted to Financial Controller in 2020. He is a member of the Malaysian Institute of Accountants ("MIA").

Mr Leow has extensive exposure in financial management with his working experience of over 20 years which covers the principal area of auditing, accounting, corporate affairs and finances.

Mr Leow also does not have any family relationship with any director and/or major shareholder of the Company, nor any conflict of interest in any business arrangement involving the Company. He has no convictions for any offences within the past 5 years, and have not been subjected to any public sanctions and/or penalties imposed by any relevant regulatory bodies during the financial year ended 30 June 2025.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT

The Board of Directors ("Board") supports the objective of the Malaysian Code on Corporate Governance ("MCCG") and also acknowledges its role to direct and manage the business and affairs of the Company towards enhancing business prosperity and corporate accountability with the ultimate objective of realising long-term shareholders' value, whilst taking into account the interests of other stakeholders.

The Directors believe that good corporate governance ("CG") results in quantifiable long-term success and creation of long-term shareholders' value. The Board has endeavoured to observe the best practices and guidance by MCCG and will continue to review its compliance of the same to further strengthen and enhance CG practices within the Company and its subsidiaries ("the Group").

Pursuant to Bursa Malaysia Securities Berhad's ("Bursa Malaysia"), CG disclosure requirements as per Para 15.25 and Practice Note 9 of the Main Market Listing Requirement ("MMLR"), the Board is pleased to set out a summary of the Group's CG practices during the financial year ended 30 June 2025 ("FYE 2025") in this CG Overview Statement. In addition to this, the application of each of the Practices set out in the MCCG is disclosed in our CG Report which is available on the Group's corporate website at www.tsrcapital.com.my and an announcement made by the Company on the website of Bursa Malaysia at www.bursamalaysia.com.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

PART I - BOARD RESPONSIBILITIES

1. BOARD LEADERSHIP

Objectives and Goals

The Board views the importance of sustainable and responsible business practices in developing the corporate strategy of the Group. The Group's businesses are conducted in a responsible, trustworthy and ethical manner while accepting accountability for impacts on environment, social and governance.

The Group is led by an experienced and dynamic Board. It has a balanced board composition with effective independent directors. The Board provides leadership and stewardship to the Group's strategic direction and operations and ultimately enhances shareholders value. To fulfil this role, the Board is responsible for:

- Reviewing and adopting a strategic plan for the Group which will enhance the future growth and profitability of the Group;
- Overseeing the conduct of the Group's business and to evaluate whether the business is being properly managed;
- Determining the level of risk tolerance and identify, assess and monitor principal risks of the business and ensure implementation of appropriate systems to manage these risks; and
- Reviewing adequacy and effectiveness of the Group's risk management and internal control system and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.

No individual or group of individuals dominates the Board's decision making processes and the number of Independent and Non-Executive Directors ("INEDs") reflects fairly the investment of the minority shareholders. This is to ensure that issues of strategy, performance and resources are fully discussed and examined to take into account long-term interest of stakeholders of the Group.

The roles and responsibilities of the INEDs and Executive Directors ("EDs") are clearly defined and properly segregated. All the INEDs are free from any business or other relationship with the Group that could materially interfere with the exercise of their independent judgement. This offers a strong check and balance on the Board's deliberations.

The EDs are responsible for the overall performance and operations as well as the corporate affairs and administration of the Group. They are assisted by the senior management personnel of the Group in managing the business activities of the Group in the manner that is consistent with the policies, standards, guidelines, procedures and/or practices of the Group and in accordance with the specific plans, instructions and directions set by the Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

1. BOARD LEADERSHIP (Cont'd)

Objectives and Goals (Cont'd)

The Group has established a robust governance structure that enables more effective decision-making, where diverse views are duly challenged and considered. This structure is supported by a "three lines of defence" model, which clearly delineates roles and responsibilities to strengthen accountability, risk management, and corporate governance practices.

Executive Management

The first line of defence comprises Executive Management, which is responsible for managing the Group's day-to-day operations and reports directly to the Deputy Chairman, Chief Operating Officer ("COO") and EDs at the Group level. Executive Management is tasked with implementing the Group's strategies and business plans in consultation with the Deputy Chairman, COO and EDs, during which specific action plans, initiatives, and tasks are formulated to achieve the approved strategies.

Executive Directors and Board Committees

The second line of defence comprises the Deputy Chairman, COO and EDs, who oversee the execution of the Group's strategies and business plans as approved by the Board. These matters are developed based on the input and action plans formulated by Executive Management, with oversight provided by the EDs and the Board Committees. The Board Committees consist of three committees, namely the Audit Committee ("AC"), the Nomination Committee ("NC"), and the Remuneration Committee ("RC"), all of which report directly to the Board.

Internal Audit and External Audit

The third line of defence comprises the Internal and External Auditors, who report independently to the AC. Both Internal and External Auditors regularly review the Group's governance structures and internal controls to ensure that the corporate governance framework remains appropriate and that all levels of personnel discharge their roles and responsibilities effectively. The results of these independent reviews are reported to the AC to facilitate timely and appropriate actions in maintaining and strengthening the Group's corporate governance framework.

Chairman of the Board

The Chairman of the Board is not a member of the AC, NC and RC. He did not participate in any of the Board Committees' meetings. He had during the year:

- demonstrated leadership to the Board in discharging his duties and responsibilities effectively without limiting the principle of collective responsibility for the Board decisions;
- through the Company Secretary, set the board agenda and ensuring that board members receive complete and accurate information in a timely manner;
- led the conduct of the Board meetings and discussions in a manner that encouraged constructive discussions and effective contribution from each Director;
- encouraged active participation and allowed dissenting views to be freely expressed;
- acted as the facilitator between the Board and the Management by coordinating smooth communication flow between both parties;
- ensured appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the board as a whole; and
- led the Board in establishing and monitoring good CG practices within the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

1. BOARD LEADERSHIP (Cont'd)

Separation of Positions of the Chairman and Chief Operating Officer

The Board is led by an Independent Non-Executive Chairman, with a clear division of responsibilities between the roles of the Chairman and the COO, as prescribed in the Board Charter. This separation is designed to ensure an appropriate balance of power, authority, and accountability within the Group.

The Independent Non-Executive Chairman, Professor Dato' Ahmad Fadzli Bin Yaakob, is primarily responsible for leading the Board, ensuring its effective functioning, and promoting a culture of openness and constructive debate in the Boardroom. The Chairman also oversees the orderly conduct of Board meetings and facilitates the effective contribution of all Directors.

The COO, Mr Ng Kim Keong, is responsible for the overall management of the Group's business operations, including the execution of strategies and policies approved by the Board. In this role, the COO leads the Management team to drive operational efficiency, implement strategic initiatives, and deliver sustainable and profitable growth.

Under the COO's leadership, Management is tasked with executing corporate plans, monitoring performance against objectives, and instituting appropriate measures to ensure full compliance with applicable laws, regulations, and governance requirements.

Qualified Company Secretaries

The Company has appointed two qualified Company Secretaries in accordance with Section 235(2) of the Companies Act 2016 to serve the Company and its subsidiaries. One of them is an Associate Member of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"), while the other is a Member of the Malaysian Institute of Accountants ("MIA").

The Company Secretaries provide dedicated support to the Board in fulfilling its fiduciary duties and leadership role in shaping the CG practices of the Group. They act as advisors to the Board, particularly in relation to the Company's Constitution, Board policies and procedures, as well as compliance with regulatory requirements, codes, guidance, and applicable legislations. In addition, they play an important role in supporting the Board in managing the Group's Governance Model to ensure its continued relevance and effectiveness.

To maintain high standards of professional competence, the Company Secretaries keep themselves abreast of developments in the capital market environment, regulatory changes, and evolving CG practices by attending relevant seminars and training programmes.

Every Director has access to the advice and services of the Company Secretaries. The Board is satisfied with the competency, performance, and support rendered by the Company Secretaries in assisting the Board to discharge its functions effectively.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

1. BOARD LEADERSHIP (Cont'd)

Meeting Materials and Supply of Information

Senior Management is responsible for providing the Board and its Committees with adequate and timely information to facilitate effective deliberation and decision-making. The agenda and a complete set of Board papers, comprising both quantitative and qualitative information, are circulated to Directors at least seven (7) days prior to each Board meeting to ensure sufficient time for review and preparation.

The deliberations of the Board, including key issues discussed and decisions made, are properly documented in the minutes of meetings. These minutes are subsequently circulated to all Directors in a timely manner and confirmed by the Chairman at the following meeting. In addition, the Chairmen of the respective Board Committees report to the Board on significant matters arising from Committee meetings, particularly those requiring Board approval.

All Directors, whether collectively at Board level or individually, have unrestricted access to information within the Company. They are also entitled to seek independent professional advice, at the Company's expense, whenever necessary to enable them to discharge their fiduciary duties effectively.

The Company Secretaries attend all Board and Committee meetings to ensure that accurate and adequate records of proceedings and resolutions are maintained. They also monitor follow-up actions arising from the Board's decisions and recommendations to ensure proper execution by Management. During FYE 2025, the Company Secretaries provided updates to the Board on relevant regulatory developments, including changes to the MCCG, amendments to the MMLR of Bursa Malaysia, and updates to the Companies Act 2016, which are pertinent to the Board's roles and responsibilities.

2. DEMARCATION OF RESPONSIBILITIES

Board Charter

The Board has established a Board Charter that serves as a key source of reference in guiding the Board on its authority, roles, functions, composition, duties, and responsibilities. The Board Charter is aligned with the principles of good CG and also serves as an important induction document, providing prospective Board members and Senior Management with insights into the governance framework and expectations of their roles.

The Board Charter is reviewed and updated from time to time to reflect changes in the Company's policies, procedures, and processes, as well as to ensure alignment with the latest applicable legislation, regulations, and best practices. The Board reviews the Charter as and when it deems necessary to ensure its continued relevance and effectiveness.

The Board Charter is published on the Company's website at www.tsrcapital.com.my for reference by stakeholders.

Board Committees

The Board delegates specific responsibilities to the respective committees of the Board, namely AC, NC and RC in order to enhance business and corporate efficiency and effectiveness. The Chairman of the respective Board Committee will brief the Board on the matters discussed at the respective Committees' meeting and minutes of these meetings are circulated to the Board. All the Board Committees operate within their clearly defined terms of reference and operating procedures whereupon the Board receives reports of their proceedings and deliberations with their recommendations. The ultimate responsibility for decision making lies with the Board.

The AC is responsible for oversight of the Group's financial and reporting processes, the integrity of the financial statements, the external and internal audit and the systems of internal control and management.

The NC is responsible for reviewing and recommending to the Board on the board composition and board evaluation, while the RC is responsible for recommending the remuneration packages of the Executive Directors and the fees and benefits of the Non-Executive Directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

3. GOOD BUSINESS CONDUCT AND CORPORATE CULTURE

Code of Conduct and Ethics

The Board has formalised a Code of Conduct and Ethics for the Directors and Employees to enhance the standard of CG and corporate behaviour with the intention of achieving the following aims:

1. To establish a standard of ethical behaviour for Directors and Employees based on trustworthiness and values that can be accepted, are held or upheld by any one person; and
2. To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administrating a company.

The Code of Conduct and Ethics can be accessed at the Company's website at www.tsrcapital.com.my.

Whistleblowing Policy and Procedures

The Board believes in promoting high standards of integrity and accountability in managing its day-to-day businesses and operations and aims to conduct its affairs in an ethical, responsible and transparent manner.

The Board has established a Whistleblowing Policy for the Group to encourage employees and stakeholders to report or disclose any improper conduct in accordance with the procedures and provide protection to them from reprisal as consequences of making such disclosure.

The Whistleblowing Policy has been reviewed to enhance its appropriateness and relevance to the Company and its compliance with the relevant laws, rules and regulations.

The full version of the Whistleblowing Policy is published on the Company's website at www.tsrcapital.com.my.

Anti-Bribery and Anti-Corruption Policy

The Anti-Bribery and Anti-Corruption Policy ("ABAC Policy") provides clear guidance on the prevention, management, and handling of bribery and corruption risks that may arise in the course of the Group's business operations. It reinforces the Company's commitment to conducting business with integrity, transparency, and accountability.

The ABAC Policy applies to all Directors, employees of the Group, and third parties acting on behalf of or in collaboration with the Group.

The ABAC Policy is published on the Company's website at www.tsrcapital.com.my for reference by stakeholders.

Directors' Fit and Proper Policy

In compliance with the MMLR of Bursa Malaysia, the Company has adopted a Directors' Fit and Proper Policy for the appointment and re-election of Directors of the Group.

The Policy sets out the approach, guidelines, and procedures to ensure that a formal, rigorous, and transparent process is applied in the appointment, re-appointment, and re-election of Directors. It is designed to ensure that individuals selected to serve on the Board possess the necessary character, experience, integrity, competence, and time commitment to discharge their roles effectively and in the best interests of the Company and its stakeholders.

The Directors' Fit and Proper Policy is published on the Company's website at www.tsrcapital.com.my for reference by stakeholders.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART I - BOARD RESPONSIBILITIES (CONT'D)

4. GOVERNANCE OF SUSTAINABILITY

The Company, under the guidance of the Board, continues to capitalise on sustainability-related opportunities, including the development of new business streams, while embedding sustainability considerations into its overall business strategy.

The Board ensures that sustainability governance encompasses the Company's response to evolving sustainability trends and the operating environment, including adjustments to business operations, strategy implementation, and the measurement of sustainability impacts. In doing so, the Company seeks to integrate sustainable business practices, foster employee engagement, and promote environmental consciousness across its operations.

The Board, through the NC, reviews and assesses the training programmes attended by each Director during the FYE 2025 to ensure that the Directors remain well informed of evolving sustainability requirements, industry developments, and issues relevant to the Group. As part of this process, the Company also assesses the Board's understanding of sustainability matters that are critical to the Group's long-term performance.

In relation to senior management, sustainability considerations are integrated into the performance review process. Key sustainability-related risks, including health, safety, environmental, financial, and people development risks are incorporated into senior management annual evaluation.

PART II - BOARD COMPOSITION

5. COMPOSITION

The Board currently comprises nine (9) members, of whom three (3) INEDs. This composition fulfils the requirements as set out under MMLR of Bursa Malaysia, which stipulates that at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, must be Independent.

The Group practices non-discrimination in any form, whether based on age, gender, ethnicity or religion in the selection of Board members. In addition, the Group believes it is of utmost importance that the Board is composed of the best-qualified individuals who possess the requisite knowledge, experience, competency, professionalism, independence, foresight and good judgement to ensure that the Board and management team function effectively and is able to discharge its duties in the best interests of the Group and its shareholders.

The Board consists of qualified individuals with diverse experiences, backgrounds and perspectives. Their combined expertise and business experience provide insights and diversity of perspective to lead and guide the Group in an increasingly complex and competitive environment. A brief profile of each Director is presented in the "Directors' Profile" section of this Annual Report.

The Board is supportive of gender diversity policy. The Company's Board Charter on gender diversity policy is to have at least one female Director and during the financial year, the Company has 1 female Director.

The Board recognises the importance of having succession plan and will ensure that appropriate plans are in place, including appointing and training for replacing Board members and Senior Management of the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II - BOARD COMPOSITION (CONT'D)

5. COMPOSITION (CONT'D)

Independent Directors

All the Independent Non-Executive Directors are independent of management and are free from any business or other relationships that could materially interfere with the exercise of their independent judgement. They have the calibre to ensure that the strategies proposed by the Management are fully deliberated and examined in the long-term interests of the Group, as well as its shareholders, employees and customers.

Under the recommendation of Practice 5.3 of the MCCG 2021, the tenure of an independent director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the Board as a non-independent director. In the event the Board intends to retain such a Director as Independent Director after the latter has served a cumulative term of nine (9) years, the Board must justify the decision and seek shareholders' approval through a two-tier voting process at the Annual General Meeting ("AGM") of the Company.

The Board not only considered the state of mind of the long-serving Independent Directors but also focused on their background, current professional activities, economic and family relationships. The assessment also took into account that they have performed their duties without being subject to the influence of Management. The quantitative aspects of independence were dealt with under the MMLR and for the qualitative aspects, the Board took into consideration various factors including character, values, and skills of the individual director.

To promote Board's quality and strengthen independence, the Board, through its Board Charter, has set a policy limiting the tenure of an Independent Director to a cumulative term of not more than nine (9) years.

Currently, the tenure of all the INEDs do not exceed a cumulative term of nine (9) years as recommended by the Code.

Procedures relating to the Appointment and Re-Election of Directors

The Board appoints its members through a formal and transparent selection process. In assessing the suitability of the candidates, consideration will be given to the core competencies, commitment, contribution and performance of the candidates to ensure that there is a range of skills, experiences and diversity (including gender diversity), in addition to the understanding of the businesses, the markets and the industry in which the Group operates and the accounting, finance and legal matters. The Company also ensures that all regulatory obligations are met before any appointment is made.

In assessing the fitness and propriety of the existing Directors of the Company seeking for re-appointment and candidates for nomination or appointment as a Director, the NC shall evaluate the existing Directors and candidates for new appointment as Directors based on the fit and proper criteria as outlined in the Directors' Fit and Proper Policy and making recommendations to the Board on these matters for its review and decision.

The new appointee will be considered and evaluated by the NC and the NC will then recommend the candidates to be approved and appointed by the Board. The Company Secretaries will ensure all appointments are properly documented. During the FYE 2025, there was one (1) Director being appointed on 5 May 2025.

In accordance with the Company's Constitution, one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at each AGM and be eligible for re-election. All Directors are required to retire from office at least once in every three (3) years but are eligible for re-election. In addition, Directors who are appointed by the Board during the financial year shall hold office until the next AGM following their appointment and are eligible for re-election by shareholders.

The names of the four (4) Directors seeking for re-election at the forthcoming 24th AGM are disclosed in the Notice of AGM. The Board after having evaluated the recommendation of the NC, and with retiring Directors abstaining, has endorsed the re-election of the retiring Directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II - BOARD COMPOSITION (CONT'D)

5. COMPOSITION (CONT'D)

Nomination Committee

The NC comprises members who are all Non-Executive Directors, with majority of them being Independent Directors. The NC is responsible for proposing and recommending new nominees to the Board and for assessing the performance of Directors on an on-going basis. The actual decision as to who shall be appointed is the responsibility of the full Board after considering the recommendations of the NC.

During the FYE 2025, the NC comprises of the following Directors:

Chairman :	Ms Lee Siew Chen
Members :	Mr Lim Kuan Hwang
	Dato' Sr Mohd Zaid Bin Zakaria

The NC deliberated the following matters at its meetings:

(a) Reviewed the composition of the Board;

(b) Assessed the effectiveness of the Board, Board Committees and the contributions of each individual Directors through a set of questionnaires;

(c) Reviewed the required mix of skills and experience and other core competencies, which Non-Executive Directors should bring to the Board;

(d) Reviewed the profiles of Directors retiring at the forthcoming 24th AGM and recommended the same for re-election by shareholders;

(e) Assessed the independence of Independent Directors based on the criteria of independence adopted by the Company; and

(f) Reviewed the training needs of the Directors to ensure that they are acquainted with the latest development and changing environment in which the Group operates.

All Directors shall abstain when matters affecting their own interests are discussed.

6. OVERALL EFFECTIVENESS OF THE BOARD

Annual Assessments Evaluation for Board, Board Committees and Individual Directors

The NC is responsible for identifying and recommending suitable candidates for Board membership through a transparent and rigorous process. In carrying out this responsibility, the NC may also seek external advice or utilise professional search firms where appropriate. The final decision on appointments rests with the Board.

The assessment and selection of candidates are based on objective criteria and merit, with due consideration given to diversity in skills, expertise, experience, age, and gender. In addition, the NC ensures that any proposed appointment will not give rise to conflicts of interest, compromise integrity, or cast doubt on the governance of the Company. The ability of a candidate to commit sufficient time to discharge his or her role effectively, including consideration of existing directorships on listed and non-listed companies, is also taken into account.

During the financial year under review, the Board, through its NC had conducted assessment internally through questionnaires. This assessment is to ensure that the Independent Directors are able to continue to exercise their oversight responsibilities in the decision making of the Board independently and objectively. During the assessment, the NC had reviewed and evaluated the performance of Tan Sri Dato' Lim Kang Yew, Tengku Ab Hadi Bin Tengku Mustafa and Mr Lim Kuan Hwang who are due for retirement by rotation pursuant to Clause 76(3) of the Constitution of the Company and Dato' Sr Mohd Zaid Bin Zakaria who is due for retirement pursuant to Clause 78 of the Constitution of the Company at the Twenty-Fourth ("24th") AGM.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II - BOARD COMPOSITION (CONT'D)

6. OVERALL EFFECTIVENESS OF THE BOARD (CONT'D)

Annual Assessments Evaluation for Board, Board Committees and Individual Directors (Cont'd)

The Board will be seeking shareholders' approval for the re-election of Tan Sri Dato' Lim Kang Yew, Tengku Ab Hadi Bin Tengku Mustafa and Mr Lim Kuan Hwang under Clause 76(3) of the Constitution of the Company and Dato' Sr Mohd Zaid Bin Zakaria under Clause 78 of the Constitution of the Company at the upcoming Annual General Meeting of the Company.

In respect of the assessment for the FYE 2025, the Board was satisfied that the NC has discharged their duties and responsibilities effectively and the contribution and performance of each individual Director is deemed satisfactory. The Board was also satisfied that the Board composition in terms of size, the balance between Executive, Non-Executive and Independent Directors and mix of skills was adequate.

Time Commitment

All the Board members shall notify the Chairman of the Board at least one (1) week before accepting any new directorships in public listed companies incorporated in Malaysia as well as directorships in corporations with similar businesses operating in the same jurisdiction. The Chairman of the Board shall notify all the Board members at least one (1) week before accepting any new directorships in public listed companies incorporated in Malaysia as well as directorships in corporations with similar businesses operating in the same jurisdiction. The notification should include an indication of the time that will be spent on the new appointment.

Board Meetings

A pre-scheduled annual calendar of the Board Meetings are circulated to all the Board members at the end of each year to facilitate the Directors to plan their following year schedules ahead. During the financial year under review, the Board meets at least 5 times a year with additional meetings convened when urgent and important decisions need to be taken between the scheduled meetings with sufficient notice. Directors are allowed to participate in Board Meetings via tele-conference.

All the Directors have complied with the minimum 50% attendance requirement in respect of the Board Meetings as stipulated in the MMLR of Bursa Malaysia.

During the FYE 2025, 5 meetings of the Board were held. Details of attendance at Board meetings held in the FYE 2025 are as follows:

Name of Directors	No. of Meetings attended
Professor Dato' Ahmad Fadzli Bin Yaakob	5/5
Tan Sri Dato' Lim Kang Yew	3/5
Mr Lim Dian Hoong	5/5
Mr Ng Kim Keong	5/5
Tengku Ab Hadi Bin Tengku Mustafa	5/5
Mr Lim Dian Ping	5/5
Mr Lim Kuan Hwang	5/5
Ms Lee Siew Chen	5/5
Dato' Sr Mohd Zaid Bin Zakaria (Appointed on 5 May 2025)	1/1
Encik Muhammad Dhiauddin Bin Md Saad (Resigned on 27 March 2025)	4/4

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART II - BOARD COMPOSITION (CONT'D)

6. OVERALL EFFECTIVENESS OF THE BOARD (CONT'D)

Directors' Training

During the FYE 2025, the training programmes attended by the Directors were as follows:-

Members of the Board	Training Attended
Professor Dato' Ahmad Fadzli Bin Yaakob	Mandatory Accreditation Programme ("MAP") Part II: Leading for Impact (LIP)
Tan Sri Dato' Lim Kang Yew	1. MAP Part II: Leading for Impact (LIP) 2. Elevating your Company's Bursa ESG Rating
Mr Lim Dian Hoong	MAP Part II: Leading for Impact (LIP)
Mr Ng Kim Keong	MAP Part II: Leading for Impact (LIP)
Tengku Ab Hadi Bin Tengku Mustafa	MAP Part II: Leading for Impact (LIP)
Mr Lim Dian Ping	1. MAP Part II: Leading for Impact (LIP) 2. Elevating your Company's Bursa ESG Rating
Mr Lim Kuan Hwang	MAP Part II: Leading for Impact (LIP)
Ms Lee Siew Chen	1. MAP Part II: Leading for Impact (LIP) 2. The Journey into the AI Age: Game Changer for Your Digital Transformation Era Programme
Dato' Sr Mohd Zaid Bin Zakaria (Appointed on 5 May 2025)	MAP Part I

With the assistance of the Company Secretary, the NC will continue to evaluate and determine the training needs of its Directors to assist them in discharging their duties as Directors of the Company effectively.

PART III - REMUNERATION

7. REMUMERATION COMMITTEE

Composition

The RC comprises members who are all Non-Executive Directors, with majority of them being Independent Directors. The RC reviews the performance of the Executive Directors and furnishes recommendations to the Board on specific adjustments in remuneration, including reward payments commensurate with the respective contributions of the Executive Directors for the year. In the case of Non-Executive Directors, the Board as a whole will determine the remuneration package. The level of remuneration reflects the level of experience and responsibilities undertaken and the individuals concerned are abstained from discussion and decision making.

Directors' Remuneration

During the financial year under review, the RC comprises of the following Directors:

Chairman : Dato' Sr Mohd Zaid Bin Zakaria
Members : Ms Lee Siew Chen
Mr Lim Kuan Hwang

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

PART III - REMUNERATION (CONT'D)

7. REMUMERATION COMMITTEE (CONT'D)

Directors' Remuneration (Cont'd)

The remuneration for Executive Directors is structured so as to link reward to corporate and individual performance. In the case of Non-Executive Directors, the quantum of remuneration reflects the level of experience and responsibilities undertaken by them during the period under review.

Details of the remuneration of the Directors for the FYE 2025 for the Group and the Company are as follows:

	Group			Company		
	Fee	Salaries, bonuses and other benefits	TOTAL	Fee	Salaries, bonuses and other benefits	TOTAL
Names	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Professor Dato' Ahmad Fadzli Bin Yaakob	69	–	69	69	–	69
Tan Sri Dato' Lim Kang Yew	60	1,300	1,360	60	–	60
Mr Lim Dian Hoong	–	941	941	–	–	–
Mr Ng Kim Keong	–	473	473	–	–	–
Tengku Ab Hadi Bin Tengku Mustafa	–	69	69	–	–	–
Mr Lim Dian Ping	–	590	590	–	–	–
Mr Lim Kuan Hwang	24	–	24	24	–	24
Ms Lee Siew Chen	24	–	24	24	–	24
Dato' Sr Mohd Zaid Bin Zakaria (Appointed on 5 May 2025)	4	–	4	4	–	4
Encik Muhammad Dhiauddin Bin Md Saad (Resigned on 27 March 2025)	27	–	27	27	–	27
Subtotal	**208**	**3,373**	**3,581**	**208**	**–**	**208**
Subsidiaries' Directors	–	744	744	–	–	–
Total	**208**	**4,117**	**4,325**	**208**	**–**	**208**

8. SENIOR MANAGEMENTS' REMUMERATION

The Board opines that disclosure of the Senior Management personnel's names exclude the Executive Directors and the various remuneration components (salaries, bonuses, benefit-in-kind and other emoluments) would not be in the best interest of the Group to safeguard the confidentiality of the compensation among the Senior Management personnel and to avoid the poaching of our executives by competitors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE B - EFFECTIVE AUDIT AND RISK MANAGEMENT

9. AUDIT COMMITTEE

The AC comprises two (2) INEDs and one (1) Non-Independent Non-Executive Director. It is vested by the Board with explicit authority to investigate any matter within its terms of reference and is provided with the necessary resources to do so. The AC has full access to the Group's information, and its Chairman is distinct from the Chairman of the Board.

For the details of AC's composition and activities during the FYE 2025, please refer to the "Audit Committee Report" section in this Annual Report.

It is required under the Terms of Reference of AC for a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC. In the annual assessment on the suitability, objectivity and independence of the External Auditors, the AC is guided by the factors as prescribed under Paragraph 15.21 of the MMLR.

The composition of the AC was reviewed by the NC and recommended to the Board for approval to maintain the current membership of the AC. With the view to maintain an independent and effective AC, an INED who is financially literate, possesses the appropriate level of expertise and experience, and has a strong understanding of the Company's business would be considered for membership on AC.

The specific responsibilities of the AC are set out in its Terms of Reference and are available at the Company's website at www.tsrcapital.com.my.

In presenting the annual financial statements and quarterly announcement of results, the Directors aim to provide a balanced, clear and comprehensive assessment of the Group's financial position and performance. All financial reports and related disclosures are reviewed by the AC and approved by the Board prior to its release to Bursa Malaysia. Timely release of announcements on quarterly and annual financial reports reflects the Board's accountability to its shareholders.

External Auditors

During the FYE 2025, the amount of statutory audit and non-audit fees paid to the External Auditors by the Company and the Group respectively were as follows:

	Audit Fee (RM)	Non-Audit Fee (RM)
Company	44,000	3,000
Group	142,000	3,000

The AC is empowered by the Board to review all issues in relation to the appointment and re-appointment, resignation or dismissal of External Auditors. In reviewing the nomination of Crowe Malaysia PLT for re-appointment for the FYE 2025, the AC, had assessed and affirmed the independence and suitability of the External Auditors to continue in office until close of the upcoming Annual General Meeting and the AC had evaluated the External Auditors based on review of their performance and written assurances from the External Auditors as well as discussion with Management on their independence of the External Auditors.

The External Auditors had confirmed, at an AC Meeting, that they are and have been, independent throughout the conduct of audit engagement in accordance with the terms of relevant professional and regulatory requirements.

The AC is satisfied with the competence and independence of the External Auditors and had recommended to the Board the re-appointment of the External Auditors, upon which the shareholders' approval will be sought at the forthcoming 24th Annual General Meeting.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

PRINCIPLE B - EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT"D)

9. AUDIT COMMITTEE (CONT'D)

External Auditors (Cont'd)

The Board maintains a formal and transparent relationship with its External Auditors to ensure compliance with the accounting standards in Malaysia. The External Auditors regularly bring up relevant matters that need to be addressed during the AC Meetings.

During the financial year under review, the External Auditors were invited to attend 2 meetings of the AC without the presence of the Executive Directors and Management and were given access to books and records of the Group.

10. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board acknowledges its overall responsibility for the Group's system of risk management and internal control to safeguard shareholders' investment and the Group's assets as well as reviewing its adequacy and operating effectiveness in meeting the Group's objectives.

The Board has established a risk management process to identify, evaluate, control, report and monitor significant risks faced by the Group. In addition, the Group has an established organisational structure with clearly defined lines of responsibilities and appropriate levels of delegation and authority to ensure the internal control system is observed. The Board has delegated its role in the review process to the Risk Management Committee. However, the Board as a whole remains responsible for all the actions of the committee with regard to the execution of the delegated role and this includes the outcome of the review and disclosure on key risks and internal control.

In addition, the Group's Statement on Risk Management and Internal Control which has been reviewed by the External Auditor and are disclosed in the sections entitled "Statement on Risk Management and Internal Control" of this Annual Report provides an overview on the state of risk management and internal control systems within the Group.

11. INTERNAL CONTROL FUNCTION

The Board has established an independent internal audit function that reports directly to the AC.

The internal audit function of the Group is currently outsourced to an independent professional service provider which provides the Board and the AC with assurance on the adequacy and effectiveness of the system of internal control of the Group. The internal auditors focus their reviews on significant and high risk areas of the Group's businesses.

The summary of the work of the internal audit function during the financial year under review is presented in the AC Report.

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

12. ENGAGEMENT WITH STAKEHOLDERS

The Board recognises the importance of keeping shareholders, investors, and the general public informed about the Group's business and corporate developments. Such information is disseminated through the Company's Annual Report and announcements made from time to time. Shareholders may access the Company's latest announcements via the Bursa Malaysia website. In addition, the Company maintains its corporate website at www.tsrcapital.com.my, which provides shareholders and investors with access to information about the Group.

All shareholders, including private investors, are given the opportunity to engage with the Board on matters relating to the Company's operations and performance at the AGM, which serves as the main forum for dialogue with shareholders. The Management duly take note of shareholders' suggestions and comments for consideration.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(Continued)

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

12. ENGAGEMENT WITH STAKEHOLDERS (CONT'D)

While the Company endeavours to provide shareholders with as much information as possible, it remains mindful of the legal and regulatory framework governing the release of material and price-sensitive information. Accordingly, corporate disclosures are made in compliance with applicable legislative requirements while ensuring that investors receive timely and accurate updates on matters such as financial performance results, material acquisitions, significant corporate proposals, and other key corporate events.

13. CONDUCT OF GENERAL MEETINGS

The Directors of the Company, together with the respective Chairmen of the Board Committees, participate in the AGM to facilitate discussions on matters relating to audit, nomination, remuneration, and risk management.

In line with best Corporate Governance practices, the notice of the 23rd AGM held on 28 November 2024 was sent to shareholders at least 28 days prior to the meeting, thereby allowing sufficient time for shareholders to review the agenda and prepare meaningful questions. During the AGM, the Chairman ensures adequate time is allocated for shareholders to raise questions on the Company's performance, and provides responses to their concerns. Members of the Board, Chairmen of Board Committees, Key Senior Management, as well as the Company's External Auditors are also present to respond to queries raised during the meeting.

Extraordinary General Meetings are convened as and when shareholders' approval are required on specific matters. The Chairman and Directors, together with the Board's appointed Advisors, legal counsel and/or Reporting Accountants, will be present to address questions from shareholders in relation to these matters.

All resolutions at general meetings are carried out by way of poll, with an independent scrutineer appointed to validate the votes cast for each resolution. The results of the poll are announced to shareholders during the AGM, upon which the Chairman declares the outcome, and subsequently released to Bursa Malaysia.

In line with the MCCG, the minutes of the 23rd AGM were published on the Company's website at www.tsrcapital.com.my within thirty (30) business days of the meeting.

KEY FOCUS AREAS AND FUTURE PRIORITIES

The Company remains committed to achieving its objectives through the execution of its strategies, plans, and initiatives in line with its business goals.

At the same time, the Company will continue to closely monitor developments in the MCCG, the MMLR, and other applicable rules and regulations, while keeping abreast of evolving industry best practices to ensure ongoing compliance and sustainable growth.

COMPLIANCE STATEMENT

The Board has deliberated, reviewed, and approved this CG Overview Statement. It is of the view that the Statement provides shareholders with the necessary information to evaluate the extent to which the principles and best practices set out in the MCCG have been applied and complied with. The Board remains committed to upholding the highest possible standards of corporate governance through the continuous adoption of the principles and best practices of the MCCG, as well as compliance with all other applicable laws and regulations.

CONCLUSION

For the FYE 2025, the Board is satisfied that it has substantially complied with the practices and recommendations of the MCCG.

This CG Overview Statement was approved by the Board of Directors on 16 October 2025.

AUDIT COMMITTEE REPORT

MEMBERS OF THE AUDIT COMMITTEE

Ms Lee Siew Chen
(Chairman / Senior Independent Non-Executive Director)
(Member of the Malaysian Institute of Accountants)

Dato' Sr Mohd Zaid Bin Zakaria
(Member / Independent Non-Executive Director)

Mr Lim Kuan Hwang
(Member / Non-Independent Non-Executive Director)

SECRETARIES OF THE AUDIT COMMITTEE

Ms Chua Hoon Ping, MAICSA
Mr Leow Chi Loong, MIA
(Company Secretaries)

TERMS OF REFERENCE

1. Objectives

The principal objective of the Audit Committee ("AC") is to assist the Board of Directors in discharging their duties and responsibilities in the area of corporate disclosure and transparency, public accountability of the Company and its subsidiaries. The AC also endeavours to adopt practices aimed at maintaining appropriate standards of corporate responsibility and integrity to the Company's shareholders.

2. Composition

The AC comprises three (3) members, all of whom are Non-Executive Directors, with a majority being Independent Directors. This composition complies with the requirements of Paragraph 15.09(1)(a) and (b) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia").

Ms Lee Siew Chen, the Chairman of the AC, holds a Degree in Bachelor of Accounting from University Malaya and is a member of the Malaysian Institute of Accountants ("MIA"). This statement is made in compliance with Paragraph 15.09(1)(c)(i) of the MMLR of Bursa Malaysia.

No alternate director is to be appointed as a member of the Committee under Paragraph 15.09(2) of the MMLR of Bursa Malaysia.

Members of the AC shall possess sound judgement, objectivity, management experience, integrity, and a thorough understanding of the industry. Any member of the AC shall recuse himself or herself from meetings during discussions or deliberations on any matter in which he or she has an actual or perceived conflict of interest. This is to avoid AC members from participating in matters that may give rise to a conflict of interests.

The Board reviews the terms of office of the AC members and assesses the performance of the AC and its members through an annual Board Committee evaluation. The Board is satisfied that the AC and its members have discharged their functions, duties and responsibilities in accordance with the AC's Terms of Reference, and supported the Board in ensuring the Group upholds appropriate Corporate Governance standards.

AUDIT COMMITTEE REPORT
(Continued)

TERMS OF REFERENCE (CONT'D)

3. Chairman

The members of the AC shall elect a Chairman from amongst their committee members who shall be an independent director.

In the absence of the Chairman of the AC, the other members of the AC shall amongst themselves elect a Chairman who must be an independent director to chair the meeting.

4. Authority

The AC is authorised by the Board to:

i. Investigate any matter within its Terms of Reference.
ii. Access resources required to discharge its duties.
iii. Have unrestricted access to information, records, and employees of the Group.
iv. Obtain independent professional or legal advice when necessary.
v. Meet with External Auditors or other external parties without Management's presence.
vi. Form sub-committees, if required.
vii. Delegate specific responsibilities to individuals or sub-committees, as appropriate.

5. Duties and Responsibilities

The Audit Committee shall undertake the following duties and report its findings and recommendations to the Board of Directors:

Financial Reporting

Review the quarterly financial results and annual financial statements before submission to the Board, with particular focus on:
i. Changes in or implementation of major accounting policies;
ii. Significant adjustments and unusual events;
iii. Compliance with approved accounting standards, Bursa Malaysia Listing Requirements, and other legal requirements; and
iv. The appropriateness of the going concern assumption.

External Audit

i. Review the External Auditors' audit plan before the commencement of the audit.
ii. Review with the External Auditors their evaluation of the system of internal controls.
iii. Review with the External Auditors their management letter and management's response.
iv. Review with the External Auditors their independent auditors' report.
v. Assess the assistance and cooperation provided by the Company's employees to the External Auditors.
vi. Review and recommend to the Board the nomination, re-appointment, resignation, or dismissal of the External Auditors, including the audit fees.
vii. Assess the independence and objectivity of the External Auditors.
viii. Evaluate the performance of the External Auditors, taking into consideration the quality and effectiveness of their audit, their independence, objectivity, and the level of professional scepticism demonstrated.
ix. Meet with the External Auditors at least twice a year, without the presence of management or employees, to discuss any problems, issues, or reservations arising from the audit.
x. Monitor the nature and extent of non-audit services provided by the External Auditors to ensure they do not compromise independence or objectivity.
xi. Consider whether there are grounds to believe that the External Auditors are unsuitable for re-appointment.

AUDIT COMMITTEE REPORT
(Continued)

TERMS OF REFERENCE (CONT'D)

5. Duties and Responsibilities (Cont'd)

Internal Audit

i. Review the adequacy of the scope, functions, authority, and resources of the internal audit function.
ii. Review and approve the internal audit plan, processes, and reports, including Management's responses and the implementation of audit recommendations.
iii. Consider the major findings of internal investigations and Management's responses.
iv. Reviewed and deliberated the internal audit function evaluation.
v. Conducted a private session between the Audit Committee members and the Internal Auditors during the financial year.

Risk Management

i. Review and monitor the effectiveness of the Group's risk management framework, policies, and processes to ensure key risks are identified, assessed, managed, and reported appropriately.
ii. Review reports on significant risk exposures, including financial, operational, compliance, cyber, and strategic risks, and the steps taken by management to mitigate such risks.
iii. Advise the Board on the Group's risk appetite, risk tolerance, and risk management strategies.

Sustainability

i. Oversee and review the Group's sustainability framework, policies, and practices to ensure alignment with Bursa Malaysia's Main Market Listing Requirements and global best practices.
ii. Review the adequacy and reliability of sustainability-related information and disclosures in the Company's annual and sustainability reports.
iii. Monitor key sustainability risks and opportunities, including climate-related risks, ESG (Environmental, Social, and Governance) initiatives, and stakeholder engagement.

Governance Disclosures

Review and endorse the following for recommendation to the Board prior to inclusion in the Annual Report:

i. Audit Committee Report;
ii. Corporate Governance Overview Statement (CGOS);
iii. Corporate Governance Report (CG Report);
iv. Statement on Risk Management and Internal Control (SORMIC); and
v. Sustainability Statement

Other Responsibilities

i. Review related party transactions (RPT), including recurrent related party transactions (RRPT), to ensure that they are:
   - conducted at arm's length and on normal commercial terms;
   - not detrimental to the interests of the Company or its minority shareholders; and
   - within the mandate approved by shareholders (for RRPT).

ii. Review any potential conflict of interest situations within the Company or Group, including matters that may raise concerns on Management's integrity.
iii. Review the share buy-back authority in relation to purchase of the Company's own ordinary shares.
iv. Report its findings on financial reporting, Management's performance, and other material matters to the Board.
v. Undertake any other matters as directed by the Board.

AUDIT COMMITTEE REPORT

(Continued)

TERMS OF REFERENCE (CONT'D)

6. Meetings

6.1. The AC shall meet at least four (4) times per financial year to discuss any matters raised by the External Auditors in discharging their functions. The quorum for a meeting of the AC shall be two (2) of which the majority must be Independent Directors.

6.2. The Secretaries to the AC shall be the Company Secretaries of the Company or any other person appointed by the AC. The Secretaries shall be responsible for the co-ordination of administrative details including calling the meetings, voting and keeping of minutes.

6.3. A representative of the Company's Heads of Department and the External Auditors shall normally attend the meeting as and when required.

6.4. The procedures of the meeting are as follows:

i. The members may regulate their meetings as they think fit;

ii. Every notice convening meetings shall specify the place, the day, the hour and the agenda of the meeting and shall be given to all members at least (1) week before the meeting;

iii. Any question arising at any meeting of members shall be decided by a majority of votes and a determination by a majority of members. In the case of an equality of votes, the Chairman shall not have any casting vote including but not limiting to the case where the quorum is made up of only two (2) members;

iv. The minutes of the meetings shall be kept at the registered office of the Company; and

v. The AC shall report on each meeting to the Board.

7. Summary of Activities of Audit Committee

During the financial year ended 30 June 2025, the following activities were undertaken by the AC:

i. Reviewed the compliance of the Company's quarterly results with the enhanced disclosure requirements under the Listing Requirements. The first quarter ended 30 September 2024 was reviewed by AC members at the meeting held on 28 November 2024, second quarter ended 31 December 2024 on 27 February 2025, third quarter ended 31 March 2025 on 29 May 2025 and the fourth quarter ended 30 June 2025 on 28 August 2025.

ii. Held two private meetings with the External Auditors, in the absence of the Executive Board Members, to discuss on any significant audit issues that may have arisen during the course of their audit of the Group.

iii. Held one private meeting with the Internal Auditors, in the absence of the Executive Board Members, to discuss on any significant audit issues that may have arisen during the course of their audit of the Group.

iv. Discussed the audit planning memorandum for the financial year ended 30 June 2025 presented by the External Auditors and the results of their audit plan.

v. Reviewed and approved the Internal Audit Plan prepared by the Internal Auditors, Vaersa Advisory Sdn Bhd to ensure the adequacy of its scope and coverage of the Group's activities.

vi. Reviewed the internal audit reports, audit recommendations made and Management's responses to these recommendations, including actions taken to strengthen the internal control systems and procedures.

vii. Reviewed the audited financial statements of the Group and the Company and recommended the same to the Board.

AUDIT COMMITTEE REPORT
(Continued)

TERMS OF REFERENCE (CONT'D)

7. Summary of Activities of Audit Committee (Cont'd)

During the financial year ended 30 June 2025, the following activities were undertaken by the AC (Cont'd):

viii. Reviewed the Statement on Risk Management and Internal Control, Sustainability Statement and the AC Report to ensure adherence to legal and regulatory reporting requirements prior to the Board's approval for inclusion in this Annual Report.

ix. Apprised the recurrent related party transactions to ensure that the amounts transacted were within the approved shareholders' mandate obtained.

x. Reviewed the circular to shareholders in respect of the annual shareholders' mandate for recurrent related party transactions prior to the recommendation to the Board for consideration and approval.

xi. Reviewed the performance and effectiveness of the External Auditors and recommended to the Board for their re-appointment and fees for statutory audit.

xii. Assessed the qualification, expertise and resources, effectiveness and independence of the External Auditors.

xiii. Evaluated the effectiveness of the Internal Auditors in performing its internal audit function.

xiv. Noted emerging financial reporting issues pursuant to the introduction of a new accounting standards and additional statutory and regulatory disclosure requirements.

8. Number of Audit Committee Meetings Held During the Financial Year and Details of Attendance of Each Audit Committee Member

During the financial year ended 30 June 2025, the Committee met five (5) times. The attendance of the members of the Committee meetings during the financial year under review are as follows:

Name of Committee Members	Attendance
Ms Lee Siew Chen	5/5
Mr Lim Kuan Hwang	5/5
Dato' Sr Mohd Zaid Bin Zakaria (Appointed on 5 May 2025)	1/1
Encik Muhammad Dhiauddin Bin Md Saad (Resigned on 27 March 2025)	4/4

9. Internal Audit Functions

The internal audit function of the Group and the Company was outsourced to a professional firm to assist the AC in ensuring the adequacy and effectiveness of the internal control system of the Group.

The professional service provider is headed by Ms Tiffany Lim from Vaersa Advisory Sdn Bhd who reports to the Audit Committee. She is a member of the Malaysian Institute of Accountants ("MIA") and an Associate Member of Institute of Internal Auditors Malaysia ("IIAM"). She is supported by a team of qualified and experienced internal audit professionals.

During the financial year, the internal auditors have conducted reviews on the internal control in accordance with the audit plan which has been approved by the AC. Internal audit findings, recommendations for improvement and Management's comment were incorporated in the audit reports and circulated to the members of the Audit Committee who considered the implementation of action plans to address control deficiencies. Follow-up reviews were subsequently be performed to ascertain the extent of implementation of the recommended corrective action for improvements. The costs incurred for the internal audit function in respect of the financial year ended 30 June 2025 were RM7,000.00.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Bursa Malaysia Securities Listing Requirements requires that the Board of Directors of public listed companies include in its annual report a "Statement on Risk Management and Internal Control" also referred to as the "SRMIC" as promulgated by the Guidelines for Directors of Listed Issuers on SRMIC under the Malaysian Code on Corporate Governance. The Group takes into consideration of the said SRMIC guidelines in implementing and reviewing its Risk Management and Internal Control framework. The Board is pleased to provide the Statement which outlines the nature, process and scope of the internal controls of the Group during the financial year.

BOARD RESPONSIBILITY

The Board acknowledges its responsibilities and reaffirms its commitments for the maintenance of an effective system of internal control and risk management practices for the Group's sound system of internal control to enhance good corporate governance, covering not only operational, financial and compliance controls as a safeguard to the assets of the Group and shareholders' investments. The internal control system which involves key management and the Board is designed to meet the Group's particular needs and to evaluate, manage and control risks faced by the Group, appropriately, rather than eliminate the risk of failure to achieve business objectives and it can provide reasonable, but not absolute assurance against material misstatement, loss or fraud. Due to the ever changing circumstances and conditions, the effectiveness of an internal control system may vary over time. The Board is of the view that the system of internal control currently in place throughout the Group is sufficient to safeguard the Group's interest.

RISK MANAGEMENT FRAMEWORK

The Board has delegated the responsibility of monitoring the internal control system to the Audit Committee ("AC"). The AC principally develops, executes and maintains the risk management system to ensure that the Group's corporate objectives and strategies are achieved within the acceptable risk appetite of the Group. Its reviews cover responses to significant risks identified including non-compliance with applicable laws, rules, regulations and guidelines, changes to internal controls and management information systems, and output from monitoring processes.

Achievement of strategic, financial, operational and other business objectives, using quantitative and qualitative aspects to assess their likelihood and impact, and the controls for assuring the Board that processes put in place continue to operate adequately and effectively, is prepared annually by each business unit.

As the business risk profile changes, new areas are introduced for risk assessment and necessary changes are made to the existing risks. The Group's Head Office considers the risks associated with the Group's strategic objectives and overall risk appetite which are not addressed by the respective business units. The consolidated risks and the mitigating actions are reported to the AC before being presented to the Board.

OTHER KEY ELEMENTS OF THE INTERNAL CONTROL SYSTEM

The Group has an organisational structure with clearly delineated lines of accountability, authority and responsibility to the Board and its committees. The key processes established in reviewing the adequacy and effectiveness of the risk management and internal control system are as follows:

- The Executive Directors to manage the Group's operating divisions in accordance with corporate objectives, strategies, policies and key performance indicators. The AC of the Group performs regular risk management assessments through the Internal Audit Function. The internal audit function is outsourced to an independent consultant who undertakes internal audit reviews on selected key risk areas of the Group and its finding are presented directly to the AC. The AC also seeks the observations of the independent External Auditors of the Group. Further details are set out in the AC Report;

- The Internal Auditors perform internal audits on various operating units within the Group on a risk-based approach based on the annual audit plan approved by the AC. The internal auditors check for compliance with policies and procedures and the effectiveness of the internal control system and highlights significant findings of non-compliance in the quarterly AC meetings of the Company and major subsidiaries;

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL
(Continued)

OTHER KEY ELEMENTS OF THE INTERNAL CONTROL SYSTEM (CONT'D)

The Group has an organisational structure with clearly delineated lines of accountability, authority and responsibility to the Board and its committees. The key processes established in reviewing the adequacy and effectiveness of the risk management and internal control system are as follows (Cont'd):

- The Remuneration Committee assists the Board to review and recommend appropriate remuneration policies for Directors and Senior Management to ensure that their remuneration commensurate with their performance while the Nomination Committee reviews and recommends candidates to the Board of the Company, and evaluates the performance of Directors (including Board Committees) on an annual basis;

- Management/departmental meetings were held regularly to identify, discuss and resolve operational, financial and key management issues;

- Regular visits to the project sites by Senior Management; and

- Staff training and development programmes to equip staff with appropriate knowledge and skills to enable them to carry out their job functions productively and effectively.

INTERNAL AUDIT FUNCTION

The AC has appointed a professional firm to provide internal audit services on an outsourced basis.

The internal audit function provides the AC with reports, wherein it highlights observations and recommends to the Management where action plans necessary to be taken to improve the system of internal control.

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

The enforcement of new Section 17A(1) of the Malaysian Anti-Corruption Commission (Amendment) Act 2018 became effective on 1 June 2020. The provisions criminalise a commercial organisation if a person associated with it corruptly gives, agrees to give, promises or offers to any person any gratification with intent to obtain or retain business, or an advantage in the conduct of business, for the organisation. Taking into consideration of the potential impact of the bribery and corruption on the Group's risk framework, the Board had formulated Anti-Bribery and Anti-Corruption Policy and it is available at the Company's website at www.tsrcapital.com.my.

REVIEW OF THIS STATEMENTS BY EXTERNAL AUDITORS

The review of the External Auditors was performed in accordance with Malaysia Approved Standard on Assurance Engagements, ISAE 3000 (Revised): Assurance Engagements other than Audits or Reviews of Historical Financial Information and the Audit and Assurance Practice Guide ("AAPG") 3: Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in Annual Report issued by the MIA. AAPG 3 does not require the External Auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control system of the Group.

Based on their review, nothing has come to their attention that causes them to believe that this statement is not prepared, in all material respects, in accordance with the disclosures required by Paragraph 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers to be set out, nor is factually inaccurate.

THE BOARD'S COMMITMENT

The Board is of the view that the system of internal control and risk management of the Group in place for the year under review, and up to the date of approval of this statement, is sound and sufficient to safeguard the Group's assets, as well as the shareholders' investments and the interests of customers, regulators, employees and other stakeholders. Assurance has been received by the Board from the Chief Operating Officer and Financial Controller that the Group's risk management and internal control system is operating adequately and effectively in all material aspects, based on the framework adopted by the Group and there are no major weaknesses at the existing level of operations of the Group. The Group will continue with the process of undertaking risk assessments on all existing businesses and new business opportunities that may present itself in the future.

SUSTAINABILITY

STATEMENT

TSR Capital Berhad ("the Company" or "TSR") and its subsidiaries ("the Group" or "TSR Group") is fully committed to integrating sustainability principles across our business operations. We recognise that sustainability is essential not only for long-term growth but also for creating lasting value for our stakeholders. Our practices are grounded in three key sustainability pillars: Economic, Environmental, and Social ("EES"). These pillars guide us in creating shared value as well as fostering a resilient and sustainable business model.

ABOUT THIS REPORT

This Sustainability Statement ("Statement") is prepared following the sustainability reporting best practices. It highlights our ongoing commitment to adhering to the best sustainability practices and demonstrates how we manage material sustainability matters. The aim is to reinforce trust and confidence in our sustainability journey.

Scope and Boundary:

This Statement covers the entire operations of TSR Group and its subsidiaries, where the Company has controlling interest or management control.

Reporting Period and Cycle:

The reporting period for this Statement, which coincides with our annual report, aligns with the Group's financial year, covering 1 July 2024 to 30 June 2025 ("FYE 2025"). The sustainability indicators presented in this report are specific to the year under review.

Reporting Standards:

This report adheres to the followings:

- Bursa Malaysia Sustainability Reporting Guide
- Malaysian Code of Corporate Governance

It also draws from international best practices to ensure comprehensive coverage of sustainability matters.

Statement of Assurance:

This Statement and the data reporting in this Statement were not subjected to specific internal review by the internal auditors or external assurance by independent parties.

Feedback:

We welcome feedback on this Statement at general@tsrcap.com

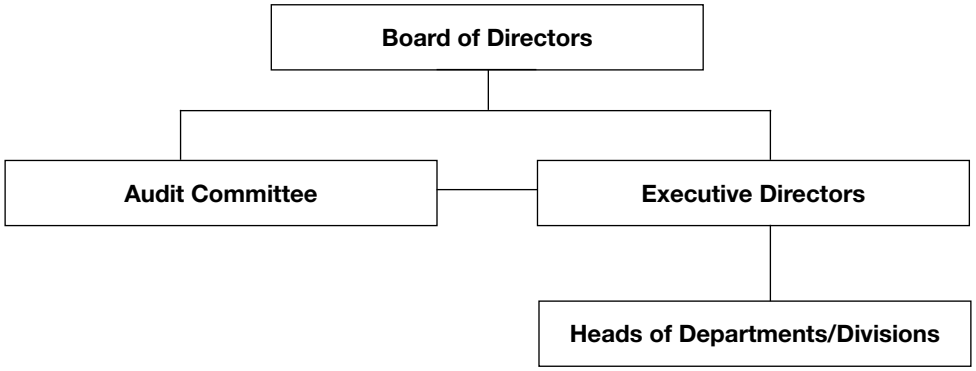
OUR APPROACH TO SUSTAINABILITY

SUSTAINABILITY GOVERNANCE FRAMEWORK

The Group acknowledges the significance of sound sustainability governance and integrates it into all functions and processes, including but not limited to strategic planning, accountability, risk management, sustainable development, and planning.

The Governance Structure for TSR's sustainability management is set out below.

SUSTAINABILITY GOVERNANCE STRUCTURE



The Board of Directors of TSR Group ("the Board") is ultimately responsible for delivering sustainable value to stakeholders by upholding the Group's principles, frameworks, policies, objectives, and strategies. The Board oversees the Group's sustainability initiatives, encompassing the overall sustainability strategy and targets, materiality assessment and identification of climate-related risks and opportunities. It also ensures the integration of sustainability into all aspects of the Group and its business segments, fostering a robust sustainability culture throughout the organisation.

To support the Board in carrying out its responsibilities, three dedicated task forces have been assigned these duties: the Audit Committee ("AC"), Executive Directors ("EDs"), and the Heads of Departments/Divisions ("HODs").

The AC oversees the risk management and audit assurance activities related to sustainability management and reporting. The committee also assesses the relationship between the company's material sustainability matters and their impacts on the stakeholders. It reviews the sustainability targets against performance and ensures adequate resources are available to achieve the Group's goals. The AC reports to the Board regarding the Group's sustainability status.

The EDs are supported by the Senior Management Team, Audit Committee, and Heads of Departments/Divisions and is responsible for managing material EES matters. This includes developing actionable plans to achieve established goals and targets, addressing key sustainability risks and opportunities, and overseeing the implementation of sustainability strategies and policies. The EDs update the AC on the Group's sustainability progress.

The HODs are responsible for executing, monitoring, and enhancing sustainability performance as directed by the EDs. The HODs shall report any changes or new developments in sustainability matters to the EDs.

SUSTAINABILITY STATEMENT

(Continued)

STAKEHOLDER ENGAGEMENT

At TSR, we are committed to maintaining ongoing dialogue with our key stakeholders, as it is vital for fostering transparency, trust, and accountability. Our stakeholder engagement initiatives are built on clear two-way communication, collaboration, and transparency, ensuring that their concerns are continuously addressed and incorporated into our decision-making processes. This approach enables us to maintain a meaningful connection with stakeholders while ensuring their concerns are considered in our sustainability initiatives.

The table below highlights how we engage with our key stakeholders and address their primary concerns through various communication channels:

Stakeholders	Key Concerns	Communication Channels and Responses
Shareholders	Business strategy Transparency & timely information updates Reputation & accountability	Engage through Annual General Meetings ("AGMs"), Extraordinary General Meetings ("EGMs"), and public announcements on financial performance and corporate matters.
Customers	Product quality Post-hand-over service	Gather feedback through regular meetings, site visits, and customer surveys to enhance work quality and align it with evolving customer needs.
Employees	Fair labour practices Remuneration & Benefits Career advancement Communication Health & Safety	Encourage active participation with open-door policy, regular meetings, and employee feedback channels. Compliance with labour laws and regulations.
Contractors, Vendors & Suppliers	Fair and equitable vetting Transparent evaluation Sustainable partnerships	Foster collaboration through continuous communication and fair evaluations of sustainable sourcing practices.
Government Agencies/ Regulators/ Local Authorities	Ethical & sustainable operations Strong relationships with regulators & authorities	Participate in consultations and seminars. Ensure full compliance with industry standards and regulations.
Financial Institutions	Good governance Regulatory compliance Sustainability	Strengthen business resilience, provide timely financial and sustainability disclosures, respond to investor queries, and stay informed on emerging sustainability trends.
Local Communities	Harmonious relationships Local economic impact	Prioritise local hiring and sourcing, and ensure minimal disruption from construction activities on the health and mobility of the affected communities.

SUSTAINABILITY STATEMENT
(Continued)

MATERIALITY

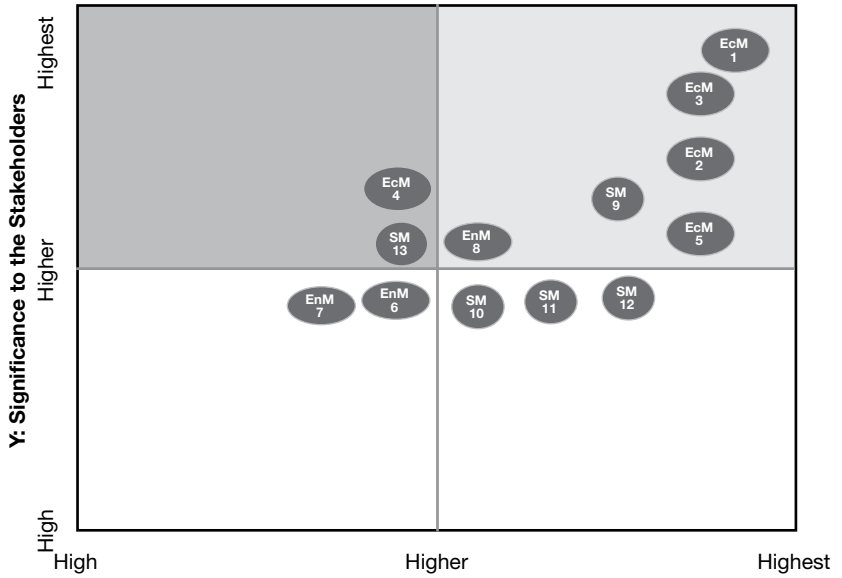
The Group has identified key sustainability matters that significantly influence our ability to create long-term value. These matters also shape the decision-making processes of our stakeholders. Our assessment considered both internal and external factors to compile a comprehensive list of relevant sustainability issues.

The identified sustainability matters were grouped into three categories: EES. This approach enables us to prioritise and address the most critical sustainability concerns effectively.

The materiality assessment serves as the foundation for TSR's sustainability management and reporting, ensuring that our resources are directed toward the most impactful areas. By understanding and addressing these material matters, we can continuously enhance our sustainability performance and provide value to both our business and stakeholders.

Materiality Matrix

The diagram below highlights 13 key EES issues. The matters located in the top right quadrant of the Sustainability Matrix represent the issues that are most important to both TSR and our stakeholders.



MATERIAL MATTERS

Economic Matters ("EcM")

EcM1 : Economic and business performance
EcM2 : Business ethics and compliance
EcM3 : Customer satisfaction
EcM4 : Sustainable procurement
EcM5 : Corporate governance

Environmental Matters ("EnM")

EnM6 : Energy efficiency
EnM7 : Water management
EnM8 : Environmental management

Social Matters ("SM")

SM9 : Occupational safety and health
SM10 : Diversity and equal employment opportunity
SM11 : Local hiring and job creation opportunities
SM12 : Training and development
SM13 : Community programmes

SUSTAINABILITY STATEMENT

(Continued)

SUSTAINABILITY RISK MANAGEMENT

TSR Group identified risks and opportunities related to the 13 material issues to minimise risk while fostering sustainable corporate growth in a sustainable society. The table below outlines the sustainability matters and their corresponding risks and opportunities:

MATERIAL MATTERS	RISKS	OPPORTUNITIES
ECONOMIC		
EcM1: Economic and Business Performance	Misalignment of business strategies and sustainability values.	Best sustainability strategies enhance reputation and foster shareholder confidence.
EcM2: Business Ethics and Compliance	Unethical conduct damaging reputation, regulatory penalties.	Transparent processes and procedures improve stakeholder trust.
EcM3: Customer Satisfaction	Decline in customer loyalty, reputation loss.	Improved service quality and long-term customer relationships.
EcM4: Sustainable Procurement	Inconsistent supplier standards affecting operations.	Stronger supply chain promotes resilience and accountability.
EcM5: Corporate Governance	Risk of delisting or penalties due to non-compliance.	Strengthened stakeholder confidence and market reputation.
ENVIRONMENTAL		
EnM6: Energy Efficiency	Non-alignment with national energy policy resulting in non-compliance.	Cost savings enhance resource efficiency and reduce Co2 emissions.
EnM7: Water Management	Resource depletion, regulatory non-compliance.	Water-saving initiatives and enhanced sustainability performance.
EnM8: Environmental Management	Non-compliance with environmental standards resulting in fines and work stoppage.	Enhanced stakeholder trust.
SOCIAL		
SM9: Occupational Safety & Health	Increased health and safety incidents and regulatory fines.	Enhanced employee safety, reduced work hazards.
SM10: Diversity & Equal Employment Opportunity	Employee retention and succession planning issues.	Developing employee skills and promoting good labour practices enhance competitiveness and employee retention.
SM11: Local Hiring & Job Creation Opportunities	Shortage of local workers and reliance on migrant labour.	Local economic growth, community benefits.
SM12: Training & Development	Lack of skilled employees affecting productivity and growth.	Improved employee competency, retention, and engagement.
SM13: Community Programmes	Lack of community support for projects.	Strengthened relationships, positive community impact.

SUSTAINABILITY TARGETS

In the year under review, we have set several sustainability targets as part of our initial pledge to sustainable development and our contribution to the national agenda. Looking ahead, TSR is committed to expanding these targets in future financial years, ensuring that they remain relevant to our material sustainability matters and responsive to evolving stakeholder expectations.

ECONOMIC	ENVIRONMENTAL	SOCIAL
1) At least 90% of procurement spent on local suppliers.	1) Zero penalty from local authorities related to environmental compliance.	1) Zero fatalities at work. 2) Promote local employment.

OUR APPROACH TO MATERIAL MATTERS

TSR's material matters represent issues that could significantly impact our ability to create value in the short, medium, and long term. These matters inform our strategy and guide how we prioritise, govern and plan initiatives, as well as set targets and monitor performance.

ECONOMIC MATTERS ("ECM")

The Group's Economic Sustainability Matters encompass the five issues below. We strive to create long-term economic development for the Group, our stakeholders, and the nation while minimising environmental and social impacts. Our efforts align with the United Nations Sustainable Development Goals ("SDGs"), particularly SDG 1 (Promoting sustained, inclusive, and sustainable economic growth, full and productive employment, and decent work) and SDG 16 (Promoting peaceful and inclusive societies, providing access to justice for all and building effective, accountable and inclusive institutions).

EcM1: Economic and Business Performance
EcM2: Business Ethics and Compliance
EcM3: Customer Satisfaction
EcM4: Sustainable Procurement
EcM5: Corporate Governance

EcM1: Economic and Business Performance

At TSR, we place unwavering emphasis on financial resilience and sustainable profitability, the cornerstones of our role as a trusted and value-driven partner. By consistently focusing on robust economic performance, we ensure that the value we generate today continue to benefit stakeholders well into the future.

Our financial impact ripples across a broad ecosystem of stakeholders, from shareholders and employees to supply chains and beyond. In alignment with our EES agenda, our core activities spark diverse socio-economic effects. These include creating employment for local communities, opening new business avenues, enhancing tax contributions, supporting regional supply chains, and honouring commitments to financial partners.

	Economic Performance (RM' 000) FYE 2024	Economic Performance (RM' 000) FYE 2025
Revenue	76,312	123,668
Tax Expenses	347	6,411
Employee Benefits Expenses	11,919	14,550

These initiatives collectively uplift a wide circle of stakeholders-shareholders, employees, local enterprises, financial institutions, customers, and society as a whole-amplifying our positive influence on the community and economy.

The table below showcases the economic value we created and allocated across various stakeholders.

SUSTAINABILITY STATEMENT
(Continued)

EcM2: Business Ethics and Compliance

We firmly believe that strong corporate governance is essential for sustainable growth and safeguarding the interests of all shareholders and stakeholders. Our commitment to conducting business with the highest standards of integrity and strict compliance with all applicable laws and regulations is unwavering. We continually strive to uphold the highest ethical standards across our operations.

TSR Group's business ethics guidelines and procedures are detailed in the following policies:

- **Code of Conduct:** This sets out the ethical principles and guidelines that govern employee conduct, ensuring ethical behaviour throughout the organisation.
- **Whistleblowing Policy:** We maintain a robust whistleblowing policy that encourages reporting of unethical behaviour or misconduct, promoting transparency and accountability.
- **Anti-Bribery and Anti-Corruption Policy:** This policy serves as a strong deterrent against unethical practices, reinforcing our commitment to fair and honest business dealings.

Further details on these policies are available on the TSR website at www.tsrcap.com.my

FYE 2025 Percentage of Employees who have Received Training on Anti-Corruption by Employee Category:			
Employee Category	**Total Number of Employees**	**Number of Employees who Received Training**	**% of Employees who Received Training**
Senior Management	8	5	63%
Management	19	10	53%
Executive	44	23	52%
Non-Executive	116	42	36%
Total	**187**	**80**	**43%**

FYE 2024 Percentage of Employees who have Received Training on Anti-Corruption by Employee Category:			
Employee Category	**Total Number of Employees**	**Number of Employees who Received Training**	**% of Employees who Received Training**
Senior Management	7	5	71%
Management	24	22	92%
Executive	29	22	76%
Non-Executive	39	35	90%
Total	**99**	**84**	**85%**

Percentage of Operations Assessed for Corruption-Related Risks	**FYE 2024**	**FYE 2025**
	100%	100%

EcM3: Customer Satisfaction

Customer Satisfaction is essential as it offers insight into the quality of our products and services, revealing customer-specific experiences and highlighting areas for improvement.

The Group is certified to ISO 9001: 2015, demonstrating our adherence to best international practices in quality management. We have also obtained the G7 construction-related certifications from the Construction Industry Development Board ("CIDB"). The Register CIDB G7 Contractor License represents the pinnacle of the contractor classification system, granting holders the authority to undertake construction projects without any contractual value constraints. This certification reflects TSR's exceptional capacity, resources, and managerial proficiency in managing extensive and complex construction projects on both national and international scales.

Shown in the table below are our registration certificates and the organisations that granted such certificates.

Organisation	Grade
CIDB	Perakuan Pendaftaran & Sijil Perolehan Kerja Kerajaan • G7 B (Pembinaan Bangunan) • G7 CE (Pembinaan Kejuruteraan Awam) • G7 ME (Mekanikal Dan Elektrikal)
Standards Malaysia	ISO 9001:2015 Quality Management System Certified by Independent European Certification
United Kingdom Accreditation Service ("UKAS")	ISO 9001:2015 Quality Management System Certified by Independent European Certification
Suruhanjaya Perkhidmatan Air Negara ("SPAN")	Permit IPA Jenis C1 (Bekalan Air)
Kementerian Kewangan Malaysia	Sijil Akuan Pendaftaran Syarikat

Customer Privacy

We comply with the Malaysian Personal Data Protection Act 2010 ("PDPA"), which safeguards the privacy of our customers, partners, and other stakeholders. Our goal is to maintain zero breaches of customer privacy. We are proud to report that during the year under review, as in previous years, there were no reported cybersecurity breaches or cases of customer data misuse.

Number of substantiated cybersecurity complaints: Zero

EcM4: Sustainable Procurement

The supply chain indirectly impacts the economy, as purchases from suppliers create a ripple effect. This includes indirect effects from next-tier suppliers, who also employ labour and purchase goods to meet demand. We prioritise local procurement whenever possible to ensure that these effects benefit the region or country where we operate. Additionally, our supply chain is also assessed based on health, safety and environmental performance, credentials and compliance.

Our local purchasing data is shown in the table below.

	FYE 2024	FYE 2025
Proportion of spending on local suppliers	99.66 %	99.54 %

SUSTAINABILITY STATEMENT
(Continued)

EcM5: Corporate Governance

Our governance practices underscore our commitment to sustainability, responsible business conduct, and the long-term well-being of our stakeholders and the communities we serve. We adhere to the Malaysian Code of Corporate Governance and its related guidelines. Additionally, we have established a sustainability governance structure in accordance with the Bursa Malaysia Sustainability Framework.

ENVIRONMENTAL MATTERS ("ENM")

The environment is crucial for survival, providing oxygen, regulating weather patterns, pollinating crops, and producing food. TSR acknowledges the environmental impact of our business and operations, and thus, we have established a policy with the objective to provide guidance to ensure that all project sites:

- Comply with relevant environmental laws, regulations and standards.
- Implement strategies and approaches aligned with TSR Group's commitment.
- Adhere to the highest standards of best practices; and
- Clearly communicate the policy, engaging both internal and external stakeholders, while actively increasing awareness within the Group and its wider network of stakeholders.

With our policy in place, we will manage our Environmental Matters ("EnM") in alignment with SDGs 13, 14, and 15.

EnM6: Energy Efficiency
EnM7: Water Consumption
EnM8: Environmental Management

EnM6: Energy Efficiency

In the real estate market, energy efficiency has become a differentiating factor. Energy-efficient buildings have higher market value as they provide long-term cost savings due to decreased energy consumption. This value appreciation aligns the property with house buyers' changing preferences and sustainable mindset. Thus, we incorporate design strategies to reduce energy costs and contribute to a more sustainable future from building design to occupancy. Additionally, during construction, we ensure that energy is used efficiently, and at the office, we inculcate energy-saving habits.

Our energy consumption data is shown in the table below.

Total Energy Consumption	Unit of Measurement	FYE 2024 Performance	FYE 2025 Performance
Electricity	Megawatt	226.83	242.66
Petrol	Megawatt	–	497.50
Diesel	Megawatt	–	26,141.12
TOTAL	Megawatt	**226.83**	**26,881.28**

EnM7: Water Management

We employ water conservation measures during construction and at our landscaping we use local hardy plants that do not need constant watering. During construction sporadic leaks may not always be visible therefore we take proactive measure by monitoring broken or damaged pipes to prevent unnecessary water wastage.

EnM7: Water Management (Cont'd)

Our water consumption data is shown in the table below.

Total Water Consumption	Unit of Measurement	FYE 2024 Performance	FYE 2025 Performance
	Megalitres	26.89	47.77

EnM8: Environmental Management

In the year under review, there were no reported incidents of non-compliance with the local government regulations, and we did not incur any penalties, fines, or stakeholder complaints related to environmental compliance or other Department of Environment prescribed regulations.

SOCIAL MATTERS ("SM")

Social sustainability plays a vital role in the quality of our relationships with stakeholders. It encompasses managing health, safety, diversity, wellness, human rights, equitable labour practices, empowerment, philanthropy, along with collaborations that respond to SDGs 3, 4, 5 and 17.

SM9: Occupational Safety and Health
SM10: Diversity and Equal Employment Opportunity
SM11: Local Hiring and Job Creation Opportunities
SM12: Training and Development
SM13: Community Programmes

SM9: Occupational Safety and Health

TSR prioritises the safety and well-being of its employees. We are committed to providing a secure working environment, ensuring that all site operations emphasise safety and health. We implement adequate safety measures and protections to prevent injuries and fatalities at construction sites and workplaces.

We regard occupational safety and health as a fundamental aspect of our business and are dedicated to:

- Ensure zero accidents and incidents at site.
- Provide suitable plant, equipment and tools for the work and maintain the same in safe working order.
- Take good care of our staff and prevent injury and ill health.
- Comply with applicable legal and other requirements and continually improve the effectiveness of our integrated management system.
- Provide properly trained and experienced personnel in various operations.
- Effectively control and monitor the activities of all sub-contractors in respect of health and safety; and
- Establish effective and efficient system for communication on health and safety and any occurrence of accident.

In the financial year under review, there were no reported incidents of non-compliance with the statutory and regulatory requirements related to occupational safety and health, and we did not incur any related penalties.

SUSTAINABILITY STATEMENT
(Continued)

SM9: Occupational Safety and Health (Cont'd)

Financial Year	Lost Time Incident Rate* ("LTIR")			Number of Work-Related Fatalities
	Total Number of Hours Worked in the reporting period	Number of Lost Time Injuries	LTIR	
FYE 2025	610,282	0	0	0
FYE 2024	114,472	0	0	0

Financial Year	Number of Employees Trained on Health and Safety Standards
FYE 2025	1
FYE 2024	5

FYE 2025 Health & Safety Training	Number of Employees
I) Program Pengurusan Ergonomik Tempat Kerja Dan Penilaian Risiko II) Incident Investigation & Reporting III) The Future of OSH: Trends and Transformation in Occupational Health IV) Understanding Implementation and Monitoring of OSHWA V) 2025 Commuting Safety: Road Safety Heroes	1
Total	1

SM10: Diversity and Equal Employment Opportunity

We are dedicated to fostering equal employment opportunities for all our employees. Our unwavering commitment to equality ensures that every employee's potential is recognised and nurtured, creating a nurturing and inclusive workplace that promotes growth and opportunities for all.

We strive to maintain a harm-free workplace and cultivate an inclusive culture where employees feel motivated to utilise their skills for success. A diverse workforce adds significant value and brings numerous advantages. We respect all employees, regardless of race, gender, age, nationality, religious or political beliefs, disability or ethnicity, and we value the unique experiences and perspectives they contribute.

- Treat all employees fairly and with respect, and condemn any form of discrimination, bullying and any kind of harassment rooted in differences of background or thought.
- Enforce an unbiased system of recruitment, selection and promotion.
- Offer fair remuneration and opportunities for career development, talent management, mentoring and succession planning.

TSR values diversity and inclusion in the workplace and maintains a zero-tolerance policy towards discrimination in any form.

SM10: Diversity and Equal Employment Opportunity (Cont'd)

Diversity Data

% of Employees by Gender & Age Group Category:		
% of Employees by Gender		
	FYE 2024	**FYE 2025**
Male	74%	78%
Female	26%	22%
TOTAL	**100%**	**100%**
% of Employees by Age Group		
<30 Years	10%	18%
30-50 Years	66%	57%
>50 Years	24%	25%
TOTAL	**100%**	**100%**

% of Directors by Gender & Age Group Category:		
% of Directors by Gender		
	FYE 2024	**FYE 2025**
Male	89%	89%
Female	11%	11%
TOTAL	**100%**	**100%**
% of Directors by Age Group		
<30 Years	11%	0%
30-50 Years	44%	44%
>50 Years	45%	56%
TOTAL	**100%**	**100%**

% of Employees by Gender, Age Group and Employee Category:					
FYE 2025 Employee Category	**Gender**		**Age**		
	Male	Female	<30 Years	30-50 Years	>50 Years
Senior Management	100%	0%	0%	50%	50%
Management	79%	21%	0%	89%	11%
Executive	57%	43%	20%	73%	7%
Non-Executive	84%	16%	21%	48%	31%

FYE 2024 Employee Category	**Gender**		**Age**		
	Male	Female	<30 Years	30-50 Years	>50 Years
Senior Management	100%	0%	14%	43%	43%
Management	76%	24%	6%	76%	18%
Executive	62%	38%	7%	83%	10%
Non-Executive	77%	23%	13%	54%	33%

Total Number of Employee Turnover:		
	FYE 2024	**FYE 2025**
Senior Management	1	0
Management	2	1
Executive	9	4
Non-Executive	4	30
TOTAL	**16**	**35**

% Of Employees by Ethnicity		
	FYE 2024	**FYE 2025**
Malay	53%	58%
Chinese	46%	36%
Other Ethnicity	1%	6%
TOTAL	**100%**	**100%**
% of Employment Type		
	FYE 2024	**FYE 2025**
Contractual	48%	69%
Permanent	52%	31%
TOTAL	**100%**	**100%**

SUSTAINABILITY STATEMENT
(Continued)

SM11: Local Hiring and Job Creation Opportunities

Hiring local talent offers numerous benefits, such as building relationships with skilled professionals in the community and supporting the local economy. We prioritise local hiring and sourcing to demonstrate our commitment to enriching the livelihoods of the local communities in which we operate. However, the construction sector currently faces a shortage of available workers, necessitating the employment of migrant workers to meet demand.

Human Rights

Modern slavery, forced labour, and human trafficking are gross violations of human rights. These unethical labour practices manifest in various forms, all involving the exploitation of individuals through deprivation of liberty for personal or commercial gain. To combat these injustices, we have adopted the Anti-Human Slavery and Human Trafficking Policy to ensure there are no human rights violations within the Group. Furthermore, in accordance with the Malaysian Child Act 2001 (Act 611), we prohibit child labour practices across our organisation and supply chain.

In addition, the Group complies with all applicable wage, work hours, overtime and benefits laws. We also uphold the right to freedom of association and respect the employee's ability to join or establish labour unions without fear of retaliation or harassment, demonstrating our commitments to fair treatment in the workplace.

SM12: Training and Development

Training and development programmes empower employees to learn, acquire new skills and gain the professional knowledge necessary for career advancement. The Group contributes to the Human Resources Development Fund ("HRDF"), and through the HRDF programmes, we enhance our employees' skills to elevate our business to the next level.

Total Hours of Training by Employee Category		
	FYE 2024	FYE 2025
Senior Management	54	109
Management	23	0
Executive	101	76
Non-Executive	58	0
TOTAL	**236**	**185**

SM13: Community Programmes

The Group is mindful of the safety, security and the environment of the surrounding community of our construction sites during and after construction. We abide by the local laws and regulations and ensure that during the construction process, we do not cause undue harm to the community where we operate. We also contribute to charitable institutions to fund their activities, and in the year under review, we contributed RM7,500.00 to a few organisations.

SUSTAINABILITY PERFORMANCE REPORT

Indicator	Measurement Unit	2024	2025
Bursa (Anti-corruption)			
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category			
Senior Management	Percentage	71.00	63.00
Management	Percentage	92.00	53.00
Executive	Percentage	76.00	52.00
Non-executive	Percentage	90.00	36.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	100.00	100.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0
Bursa (Community/Society)			
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	5,000.00	7,500.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	1	3
Bursa (Diversity)			
Bursa C3(a) Percentage of employees by gender and age group, for each employee category			
Age Group by Employee Category			
Senior Management Under 30	Percentage	14.00	0.00
Senior Management Between 30-50	Percentage	43.00	50.00
Senior Management Above 50	Percentage	43.00	50.00
Management Under 30	Percentage	6.00	0.00
Management Between 30-50	Percentage	76.00	89.00
Management Above 50	Percentage	18.00	11.00
Executive Under 30	Percentage	7.00	20.00
Executive Between 30-50	Percentage	83.00	73.00
Executive Above 50	Percentage	10.00	7.00
Non-executive Under 30	Percentage	13.00	21.00
Non-executive Between 30-50	Percentage	54.00	48.00
Non-executive Above 50	Percentage	33.00	31.00
Gender Group by Employee Category			
Senior Management Male	Percentage	100.00	100.00
Senior Management Female	Percentage	0.00	0.00
Management Male	Percentage	76.00	79.00
Management Female	Percentage	24.00	21.00
Executive Male	Percentage	62.00	57.00
Executive Female	Percentage	38.00	43.00
Non-executive Male	Percentage	77.00	84.00
Non-executive Female	Percentage	23.00	16.00
Bursa C3(b) Percentage of directors by gender and age group			
Male	Percentage	89.00	89.00
Female	Percentage	11.00	11.00
Under 30	Percentage	11.00	0.00
Between 30-50	Percentage	44.00	44.00
Above 50	Percentage	45.00	56.00

Internal assurance | External assurance | No assurance | (*)Restated

SUSTAINABILITY STATEMENT
(Continued)

SUSTAINABILITY PERFORMANCE REPORT

Indicator	Measurement Unit	2024	2025
Bursa (Energy management)			
Bursa C4(a) Total energy consumption	Megawatt	226.83	26,881.28
Bursa (Health and safety)			
Bursa C5(a) Number of work-related fatalities	Number	0	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0.00	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	5	1
Bursa (Labour practices and standards)			
Bursa C6(a) Total hours of training by employee category			
Senior Management	Hours	54	109
Management	Hours	23	0
Executive	Hours	101	76
Non-executive	Hours	58	0
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	48.00	69.00
Bursa C6(c) Total number of employee turnover by employee category			
Senior Management	Number	1	0
Management	Number	2	1
Executive	Number	9	4
Non-executive	Number	4	30
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0	0
Bursa (Supply chain management)			
Bursa C7(a) Proportion of spending on local suppliers	Percentage	99.66	99.54
Bursa (Data privacy and security)			
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	0
Bursa (Water)			
Bursa C9(a) Total volume of water used	Megalitres	26.890000	47.770000
Bursa (Waste management)			
Bursa C10(a) Total waste generated	Metric tonnes	-	0.00
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	-	0.00
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	-	0.00
Bursa (Emissions management)			
Bursa C11(a) Scope 1 emissions in tonnes of CO2e	Metric tonnes	-	0.00
Bursa C11(b) Scope 2 emissions in tonnes of CO2e	Metric tonnes	-	0.00
Bursa C11(c) Scope 3 emissions in tonnes of CO2e (at least for the categories of business travel and employee commuting)	Metric tonnes	-	0.00

Internal assurance | External assurance | No assurance | (*)Restated

STATEMENTS OF DIRECTORS' RESPONSIBILITY
FOR PREPARATION OF FINANCIAL STATEMENTS

Pursuant to the Companies Act 2016 ("CA 2016") and Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Directors are responsible to prepare the financial statements of the Company and the Group for each financial year in accordance with the applicable Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS"), the provisions of the CA 2016 as well as the MMLR.

The Directors are responsible to ensure that the financial statements give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2025, and of the financial performance and cash flows for the financial year ended 30 June 2025 ("FYE 2025").

In preparing the financial statements for the FYE 2025, the Board is satisfied that the Directors have: -

* Adopted and applied suitable and appropriate accounting policies consistently;
* Ensured compliance with applicable accounting standards, including MFRS, IFRS and CA 2016, subject to any material departure being explained in the financial statements;
* Made judgements and estimates which are reasonable and prudent; and
* Ensured the financial statements have been prepared on a going concern basis.

In addition, the Directors are also required to ensure that proper accounting records and other relevant records for the preparation of the Group's and the Company's financial statements are kept and maintained with reasonable accuracy at all times in compliance with the CA 2016.

The Directors are also having general responsibilities to ensure appropriate systems are in place to safeguard the Company's and Group's assets so as to detect and prevent any fraud and other irregularities. However, such systems, by their nature, can only provide reasonable, but not absolute, assurance against material misstatement, loss or fraud.

This Statement was approved by the Board on 16 October 2025.

ADDITIONAL COMPLIANCE INFORMATION

In compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the following are additional information in respect of the financial year ended 30 June 2025 to be disclosed in the Annual Report:-

a. Utilisation of Proceeds

The Company has not implemented any corporate proposal during the financial year ended 30 June 2025.

b. Non-Audit Fee

The amount of non-audit fee incurred for services rendered to the Group and to the Company by the External Auditors for the financial year ended 30 June 2025 amounted to RM4,000 and RM4,000 respectively.

c. Recurrent Related Party Transactions

At the 23rd Annual General Meeting of the Company held on 28 November 2024, the Company had obtained shareholders' approval for the renewal to enter into recurrent related party transactions of revenue or trading nature, which are necessary for its day-to-day operations and in the ordinary course of its business with related parties. The said mandate takes effect on 28 November 2024 until the conclusion of the forthcoming Annual General Meeting of the Company.

The Company is seeking shareholders' approval to renew the existing mandate for recurrent related party transactions of revenue or trading nature at the forthcoming Annual General Meeting to be held on 28 November 2025. The details of the shareholders mandate to be sought are furnished in the Circular to shareholders dated 30 October 2025, accompanying this Annual Report.

The aggregate values of transactions conducted pursuant to the shareholders` mandate during the financial year ended 30 June 2025 are as follows:

No.	Nature of Transactions	Related Party	Interested Directors/Major Shareholders	Actual value transacted from 28 November 2024 to 30 June 2025 (RM'000)
1.	Renting of Premises by TSRB from UMSB Tenancy Period: 3 years Rental and service charge: RM45,864 per month	U-Ni Magna Sdn. Bhd. ("UMSB")	Tan Sri Dato' Lim Kang Yew Dato' Lim Kang Poh Lim Dian Hoong Lim Guan Shiun Lim Dian Ping Lim Kuan Hwang	319
2.	Renting of Premises by TSRB from LSCSB Tenancy Period: 2 years Rental: RM22,000 per month	Limbongan Setia Corporation Sdn. Bhd. ("LSCSB")	Tan Sri Dato' Lim Kang Yew Dato' Lim Kang Poh Lim Dian Hoong Lim Guan Shiun Lim Dian Ping Lim Kuan Hwang	154
3.	Renting of Premises by TSRB from UMSB Tenancy Period: 3 years Rental and service charge: RM26,720 per month	U-Ni Magna Sdn. Bhd. ("UMSB")	Tan Sri Dato' Lim Kang Yew Dato' Lim Kang Poh Lim Dian Hoong Lim Guan Shiun Lim Dian Ping Lim Kuan Hwang	187

d. Material Contracts

There were no material contracts of the Company and its subsidiaries involving directors' and major shareholders' interests for the financial year under review.

e. Contracts Relating to Loans

There were no contracts relating to loans by the Company and its subsidiaries in respect of the preceding item.

REPORTS AND
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DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 30 June 2025. All values shown in this report are rounded to the nearest thousand ("RM'000") unless otherwise indicated.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding. The principal activities and other details of the subsidiaries are disclosed in Note 8 to the financial statements.

RESULTS

	The Group RM'000	The Company RM'000
Profit/(Loss) for the financial year attributable to:		
- Owners of the Company	3,113	(6,269)
- Non-controlling interests	(65)	–
	3,048	(6,269)

DIVIDENDS

No dividend was recommended by the directors for the financial year.

RESERVES AND PROVISIONS

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

ISSUES OF SHARES AND DEBENTURES

During the financial year:

(a) there were no changes in the issued and paid-up share capital of the Company; and

(b) there were no issues of debentures by the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

During the financial year, no options were granted by the Company to any person to take up any unissued shares in the Company.

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for impairment losses on receivables and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for impairment losses on receivables.

At the date of this report, the directors are not aware of any circumstances that would require the further writing off of bad debts, or the additional allowance for impairment losses on receivables in the financial statements of the Group and of the Company.

CURRENT ASSETS

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

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

VALUATION METHODS

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

CONTINGENT AND OTHER LIABILITIES

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

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

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

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

CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

DIRECTORS' REPORT

(Continued)

DIRECTORS

The names of directors of the Company who served during the financial year and up to the date of this report are as follows:-

Directors of the Company

Professor Dato' Ahmad Fadzli Bin Yaakob
Tan Sri Dato' Lim Kang Yew
Lim Dian Hoong
Ng Kim Keong
Lim Dian Ping
Tengku Ab Hadi Bin Tengku Mustafa
Lee Siew Chen
Lim Kuan Hwang
Dato' Sr Mohd Zaid Bin Zakaria (Appointed on 5 May 2025)
Muhammad Dhiauddin Bin Md Saad (Resigned on 27 March 2025)

Directors of Subsidiaries (Other than Directors of the Company as stated above)

Muzzaini Binti Abd Rahman
Rahaimi Bin Abdul Rahman
Lim Dian Wei

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors holding office at the end of the financial year in shares of the Company and its related corporations during the financial year are as follows:-

		Number of Ordinary Shares		
Name of Director	Balance at 1.7.2024	Bought	Sold	Balance at 30.6.2025
Tan Sri Dato' Lim Kang Yew				
- Direct	3,000,000	–	–	3,000,000
- Indirect*	51,258,018	–	–	51,258,018
Lim Dian Hoong				
- Indirect*	51,258,018	–	–	51,258,018

* *Deemed interested by virtue of their direct substantial shareholding in Segi Satria Sdn. Bhd., a major shareholder of the Company.*

By virtue of their shareholdings in the Company, Tan Sri Dato' Lim Kang Yew and Lim Dian Hoong are deemed to have interests in shares of the subsidiaries during the financial year to the extent of the Company's interests, in accordance with Section 8 of the Companies Act 2016.

Save as disclosed above, none of the other directors in office at the end of the financial year held any interests in shares of the Company or its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than directors' remuneration as disclosed in the "Directors' Remuneration" section of this report) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 28 to the financial statements.

Neither during nor at the end of the financial year was the Group or the Company a party to any arrangements whose object is to enable the directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' REMUNERATION

The details of the directors' remuneration paid or payable to the directors of the Company during the financial year are as follows:-

	The Group RM'000	The Company RM'000
Fees	208	208
Short-term employee benefits	3,185	–
Defined contribution plans	188	–
	3,581	208

INDEMNITY AND INSURANCE COST

During the financial year, there was no indemnity given to or professional indemnity insurance effected for directors or officers of the Group and of the Company.

SUBSIDIARIES

The details of the subsidiary name, place of incorporation, principal activities and percentage of issued share capital held by the Company in each subsidiary are disclosed in Note 8 to the financial statements.

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

DIRECTORS' REPORT

(Continued)

AUDITORS

The auditors, Crowe Malaysia PLT, have expressed their willingness to continue in office. The details of the auditors' remuneration for the financial year are as follows:-

	The Group RM'000	The Company RM'000
Audit fees	142	44
Non-audit fees	3	3
	145	47

SIGNED IN ACCORDANCE WITH A RESOLUTION OF THE DIRECTORS DATED 22 OCTOBER 2025

Tengku Ab Hadi Bin Tengku Mustafa

Lim Dian Hoong

STATEMENT BY DIRECTORS

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

We, Tengku Ab Hadi Bin Tengku Mustafa and Lim Dian Hoong, being two of the directors of TSR Capital Berhad, state that, in the opinion of the directors, the financial statements set out on pages 65 to 106 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 of 30 June 2025 and of their financial performance and cash flows for the financial year ended on that date.

SIGNED IN ACCORDANCE WITH A RESOLUTION OF THE DIRECTORS
DATED 22 OCTOBER 2025

Tengku Ab Hadi Bin Tengku Mustafa **Lim Dian Hoong**

STATUTORY DECLARATION

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

I, Leow Chi Loong (MIA Membership Number: MIA 32892), being the officer primarily responsible for the financial management of TSR Capital Berhad, do solemnly and sincerely declare that the financial statements set out on pages 65 to 106 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovementioned
Leow Chi Loong,
at Klang
in the State of Selangor Darul Ehsan
on this 22 October 2025 **Leow Chi Loong**

Before me

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TSR CAPITAL BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of TSR Capital Berhad, which comprise the statements of financial position of the Group and of the Company as at 30 June 2025, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 65 to 106.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 June 2025, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Audit Response
Revenue recognition for construction contracts (Refer to Note 4.1 (a) and Note 21 to the financial statements) The recognition of revenue on construction contracts is based on the construction progress using the input method, determined based on the proportion of construction costs incurred for work performed to date over the estimated total construction costs. The determination of the construction progress requires the management to exercise significant judgement in estimating the total costs to complete the contracts.	Our audit procedures included, amongst others, the following: • Reviewed the contract value secured and budgeted costs. • Assessed the estimated total costs to complete through inquiries with the operational and financial personnel of the Group. • Compared budgeted costs to actual results to assess the reasonableness of assumptions used in the budgeted costs. • Performed verification on the actual progress billings issued and actual costs incurred for the financial year. • Performed re-computation on the revenue recognised in corresponding with costs for the contracts for the financial year.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Key Audit Matters (Cont'd)

Key Audit Matter	Audit Response
Revenue recognition for property development activities (Refer to Note 4.1 (b) and Note 21 to the financial statements) The Group's property development division recognises revenue and cost over time by reference to the progress towards complete satisfaction of the performance obligation at the end of the reporting period using the input method. This requires the use of estimates, namely on project development revenue and cost. Revenue and cost recognised on property development activities have an inherent risk as it involves judgement and estimates. Substantial changes to cost estimates in the future can have a significant effect on the Group's results.	Our audit procedures included, amongst others, the following: • Obtained an understanding from management on the procedures and controls in relation to the estimation of and revision to the property development revenue and cost. • Evaluated the reasonableness of percentage of completion using the input method. • Assessed the reasonableness of the estimated total property development costs, including subsequent changes to the costs, by agreeing to supporting documentation, i.e. approved budgets, quotations, correspondences, contracts and variation orders with sub-contractors.

Impairment of contract assets and receivables (Refer to Note 4.1 (c), Note 12 and Note 13 to the financial statements)
 	
The Group carries significant balances of contract assets and receivables as of 30 June 2025 which are subject to major credit risk exposures. The assessment of credit risk involves judgement and estimation uncertainty in analysing information about past events, current conditions and forecasts of future economic conditions.
	Our audit procedures included, amongst others, the following:
	
	• Obtained an understanding of:
	  • the Group's control over the receivable collection process.
	  • how the Group identifies and assesses the impairment of receivables and contract assets.
	  • how the Group makes the accounting estimates for impairment.
	• Reviewed ageing analysis of receivables and testing the reliability thereof.
	• Reviewed subsequent cash collections for major receivables and overdue amounts.
	• Made inquiries of management regarding the action plans to recover overdue amounts.
	• Compared and challenged the management's view on the recoverability of overdue amounts to historical patterns of collections, current conditions and forecasts of future economic conditions.
	• Examined other evidence including customer correspondences, proposed settlement plans and performing company search.
	• Evaluated reasonableness and adequacy of the allowance for impairment loss recognised for identified exposures.
	• Reviewed the adequacy of the presentation and disclosure made in the financial statements.

INDEPENDENT AUDITORS' REPORT

(Continued)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Key Audit Matters (Cont'd)

Key Audit Matter	Audit Response
Impairment assessment of investment properties (Refer to Note 4.1 (d) and Note 6 to the financial statements) The Group carries significant balances of investment properties as of 30 June 2025. At the reporting date, the Group reviewed its investment properties for indications of impairment and where such indications exist, the Group performed an impairment assessment to determine the recoverable amounts of the investment properties. The Group has performed an impairment assessment to estimate the recoverable amount of these assets which involved significant judgement. We consider the impairment assessment of investment properties as an area of audit focus because the estimation of recoverable amount for the investment properties required significant judgement and estimates that are highly subjective.	Our audit procedures included, amongst others, the following: • Reviewed the methodology adopted by the directors and management in estimating the fair value of the investment properties and assessed whether such methodology is consistent with those used in the industry. • Evaluated the data used by the directors and management in their estimation of the fair value for the investment properties, and assessing the key assumptions applied in their valuation process. • Compared and challenged the input and data used by the directors and management in the estimation of the fair values to external market data.
Valuation of inventories (Refer to Note 4.1 (e) and Note 10 to the financial statements) The Group carries significant balances of inventories as of 30 June 2025 which include completed property development units, land held for future development and property development costs capitalised. We considered the net realisable value of completed property development units and land held for future development to be an area of audit focus as such assessment includes significant judgement and estimates made by the directors and management.	Our audit procedures included, amongst others, the following: • Obtained an understanding of the internal controls performed by management in estimating the net realisable value of these inventories. • Evaluated the management's assessment of the estimated selling price (less estimated cost necessary to make the sale) of these inventories by comparing to the recent transacted prices of similar completed property development units within the vicinity.

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.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

- 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 a 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 purposes of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITORS' REPORT

(Continued)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

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 year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

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

Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants

Cheah Siong Hon
03538/11/2026 J
Chartered Accountant

Shah Alam

22 October 2025

STATEMENTS OF FINANCIAL POSITION

AT 30 JUNE 2025

	Note	The Group 2025 RM'000	The Group 2024 RM'000	The Company 2025 RM'000	The Company 2024 RM'000
ASSETS					
NON-CURRENT ASSETS					
Plant and equipment	5	27,477	3,948	–	–
Investment properties	6	51,737	53,041	–	–
Right-of-use assets	7	2,719	1,052	–	–
Investments in subsidiaries	8	–	–	115,011	115,011
Investment in an associate	9	–	–	–	–
Inventories	10	41,496	62,375	–	–
		123,429	120,416	115,011	115,011
CURRENT ASSETS					
Inventories	10	69,878	58,056	–	–
Contract cost assets	11	6,009	2,722	–	–
Contract assets	12	11,509	3,331	–	–
Receivables	13	56,833	47,943	62,858	64,512
Deposits paid and prepayments	14	4,641	3,175	3	3
Current tax assets		1,424	1,254	–	–
Cash and cash equivalents	15	5,843	4,437	10	26
		156,137	120,918	62,871	64,541
TOTAL ASSETS		279,566	241,334	177,882	179,552

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

STATEMENTS OF FINANCIAL POSITION
AT 30 JUNE 2025
(Continued)

	Note	The Group 2025 RM'000	The Group 2024 RM'000	The Company 2025 RM'000	The Company 2024 RM'000
EQUITY AND LIABILITIES					
EQUITY					
Share capital	16	113,299	113,299	113,299	113,299
Reserves		38,013	34,900	55,374	61,643
Equity attributable to owners of the Company		151,312	148,199	168,673	174,942
Non-controlling interests	17	(1,085)	(1,020)	–	–
TOTAL EQUITY		150,227	147,179	168,673	174,942
NON-CURRENT LIABILITIES					
Loans and borrowings	18	19,144	20,111	–	–
Lease liabilities	19	1,993	588	–	–
		21,137	20,699	–	–
CURRENT LIABILITIES					
Loans and borrowings	18	31,028	10,411	–	–
Lease liabilities	19	816	527	–	–
Contract liability	12	4,125	–	–	–
Payables	20	66,616	60,954	5,138	4,610
Deposits received		1,126	1,564	–	–
Current tax liabilities		4,491	–	4,071	–
		108,202	73,456	9,209	4,610
TOTAL LIABILITIES		129,339	94,155	9,209	4,610
TOTAL EQUITY AND LIABILITIES		279,566	241,334	177,882	179,552

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

STATEMENTS OF **COMPREHENSIVE INCOME**

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	The Group 2025 RM'000	The Group 2024 RM'000	The Company 2025 RM'000	The Company 2024 RM'000
Revenue	21	123,668	76,312	–	–
Cost of sales		(93,796)	(51,736)	–	–
Gross profit		29,872	24,576	–	–
Other income		1,936	9,061	–	–
Administrative and other operating expenses		(18,773)	(18,780)	(918)	(352)
Finance costs		(1,056)	(723)	–	–
Net impairment (losses)/gain on financial assets and contract assets	22	(2,520)	(2,875)	–	489
Profit/(Loss) before taxation	23	9,459	11,259	(918)	137
Tax expense	25	(6,411)	(347)	(5,351)	–
Profit/(Loss) for the financial year		3,048	10,912	(6,269)	137
Other comprehensive income		–	–	–	–
Total comprehensive income/(loss)for the financial year		3,048	10,912	(6,269)	137
Profit/(Loss) attributable to:					
- Owners of the Company		3,113	10,915	(6,269)	137
- Non-controlling interests		(65)	(3)	–	–
		3,048	10,912	(6,269)	137
Total comprehensive income/(loss) attributable to:					
- Owners of the Company		3,113	10,915	(6,269)	137
- Non-controlling interests		(65)	(3)	–	–
		3,048	10,912	(6,269)	137
Earnings per share:					
- Basic (sen)	26	1.78	6.26		
- Diluted (sen)	26	1.78	6.26		

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

		Non-distributable				
The Group	Share capital RM'000	Capital reserve RM'000	Accumulated losses RM'000	Equity attributable to owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
Balance at 1 July 2023	113,299	58,150	(34,165)	137,284	(1,017)	136,267
Profit (representing total comprehensive income) for the financial year	–	–	10,915	10,915	(3)	10,912
Balance at 30 June 2024/ 1 July 2024	113,299	58,150	(23,250)	148,199	(1,020)	147,179
Profit (representing total comprehensive income) for the financial year	–	–	3,113	3,113	(65)	3,048
Balance at 30 June 2025	113,299	58,150	(20,137)	151,312	(1,085)	150,227

		Non-distributable		
The Company	Share capital RM'000	Capital reserve RM'000	Retained profit/ Accumulated loss RM'000	Total equity RM'000
Balance at 1 July 2023	113,299	58,150	3,356	174,805
Profit (representing total comprehensive income) for the financial year	–	–	137	137
Balance at 30 June 2024/1 July 2024	113,299	58,150	3,493	174,942
Loss (representing total comprehensive loss) for the financial year	–	–	(6,269)	(6,269)
Balance at 30 June 2025	113,299	58,150	(2,776)	168,673

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

STATEMENTS OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	The Group 2025 RM'000	The Group 2024 RM'000	The Company 2025 RM'000	The Company 2024 RM'000
CASH FLOWS FROM/(FOR) OPERATING ACTIVITIES					
Profit/(Loss) before taxation		9,459	11,259	(918)	137
Adjustments for:-					
Bad debts written off		34	1,748	–	–
Bad debts recovered		(20)	–	–	–
Depreciation of:					
- plant and equipment		4,010	914	–	–
- investment properties		1,304	1,306	–	–
- right-of-use assets		847	840	–	–
Deposits written off		–	4	–	–
Plant and equipment written off		–	23	–	–
Impairment loss on:					
- amount owing by an associate		761	2,160	–	–
- amount owing by subsidiaries		–	–	–	1,514
- plant and equipment		–	104	–	–
- receivables		1,994	2,167	–	–
Interest expense on financial liabilities measured at amortised cost		2,374	1,806	–	–
Interest expense on lease liabilities		148	110	–	–
Inventories written down		308	100	–	–
Gain on disposal of plant and equipment		(3)	(169)	–	–
Loss on disposal of investment properties		–	12	–	–
Gain on disposal of asset classified as held for sale		–	(6,520)	–	–
Interest income on financial assets measured at amortised cost		(38)	(11)	–	–
Reversal of impairment loss on receivables		(235)	(1,452)	–	–
Reversal of impairment loss on amount owing by subsidiaries		–	–	–	(2,003)
Operating profit/(loss) before working capital changes and balance carried forward		20,943	14,401	(918)	(352)

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

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

	Note	The Group 2025 RM'000	The Group 2024 RM'000	The Company 2025 RM'000	The Company 2024 RM'000
Balance brought forward		20,943	14,401	(918)	(352)
Changes in:-					
Inventories		8,749	(13,730)	–	–
Contract cost assets		(3,287)	(2,722)	–	–
Contract assets/liability		(4,053)	9,627	–	–
Receivables		(11,650)	4,150	1,654	–
Payables		5,941	(2,536)	528	(55)
Deposits and prepayments		(1,904)	–	–	–
Cash from/(for) operations		14,739	9,190	1,264	(407)
Tax (paid)/refunded		(2,090)	104	(1,280)	–
Net cash from/(for) operating activities		12,649	9,294	(16)	(407)
CASH FLOWS (FOR)/FROM INVESTING ACTIVITIES					
Interest received		38	11	–	–
Proceeds from disposal of plant and equipment		3	249	–	–
Proceeds from disposal of investment properties		–	1,243	–	–
Proceeds from disposal of assets classified as held for sale		–	11,230	–	–
Acquisition of plant and equipment	27	(819)	(635)	–	–
Advances to an associate		(761)	(1,872)	–	–
Repayment from subsidiaries		–	–	–	5,861
Net cash (for)/from investing activities		(1,539)	10,226	–	5,861
Balance carried forward		11,110	19,520	(16)	5,454

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

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

	Note	The Group 2025 RM'000	The Group 2024 RM'000	The Company 2025 RM'000	The Company 2024 RM'000
Balance brought forward		11,110	19,520	(16)	5,454
CASH FLOWS (FOR)/FROM FINANCING ACTIVITIES					
Repayment to a subsidiary		–	–	–	(5,430)
Interest paid		(2,522)	(1,916)	–	–
Net increase/(decrease) in other loans and borrowings	27	13,841	(12,389)	–	–
Net repayment to a related party		(240)	(500)	–	–
Repayment to directors		–	(1,136)	–	–
Repayment of hire purchase payables	27	(4,750)	(545)	–	–
Repayment of lease liabilities	27	(820)	(831)	–	–
Repayment of term loans	27	(15,403)	–	–	–
Net cash for financing activities		(9,894)	(17,317)	–	(5,430)
Net increase/(decrease) in cash and cash equivalents		1,216	2,203	(16)	24
Cash and cash equivalents brought forward		3,728	1,525	26	2
Cash and cash equivalents carried forward (Note 15)		4,944	3,728	10	26

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

1. GENERAL INFORMATION

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

The registered office and principal place of business of the Company are located at Level 16, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan.

These financial statements comprise both separate and consolidated financial statements. The financial statements of the Company are separate financial statements, while the financial statements of the Group are consolidated financial statements that include those of the Company and its subsidiaries as of the end of the reporting period. The Company and its subsidiaries are collectively referred to as "the Group".

The financial statements of the Group and of the Company are presented in Ringgit Malaysia ("RM"), which is the Company's functional and presentation currency and has been rounded to the nearest thousand, unless otherwise stated.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 22 October 2025.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding. The principal activities and other details of the subsidiaries are disclosed in Note 8 to the financial statements.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company are prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under material accounting policy information, and in compliance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

3.1 During the current financial year, the Group and the Company have adopted the following new accounting standards and/or interpretations (including the consequential amendments, if any):-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)
Amendments to MFRS 16: Lease Liability in a Sale and Leaseback Amendments to MFRS 101: Classification of Liabilities as Current or Non-current Amendments to MFRS 101: Non-current Liabilities with Covenants
Amendments to MFRS 107 and MFRS 7: Supplier Finance Arrangements

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) did not have any material impact on the financial statements of the Group and of the Company.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

3. BASIS OF PREPARATION (CONT'D)

3.2 The Group and the Company have not applied in advance the following accounting standards and/or interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective for the current financial year:-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
Amendments to MFRS 121: Lack of Exchangeability	1 January 2025
Amendments to MFRS 9 and MFRS 7: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 9 and MFRS 7: Contracts Referencing Nature-dependent Electricity	1 January 2026
Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
MFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) is expected to have no material impact on the financial statements of the Company upon its initial application except as follows:-

MFRS 18 'Presentation and Disclosure in Financial Statements' will replace MFRS 101 'Presentation of Financial Statements' upon its adoption. This new standard aims to enhance the transparency and comparability of financial information by introducing new disclosure requirements. Specifically, it requires that income and expenses be classified into 3 defined categories: "operating", "investing" and "financing" and introduces 2 new subtotals: "operating profit or loss" and "profit or loss before financing and income tax". In addition, MFRS 18 requires the disclosure of management-defined performance measures and sets out principles for the aggregation and disaggregation of information, which will apply to all primary financial statements and the accompanying notes. The statement of financial position and the statement of cash flows will also be affected. The potential impact of the new standard on the financial statements of the Company has yet to be assessed.

4. MATERIAL ACCOUNTING POLICY INFORMATION

4.1 Critical Accounting Estimates and Judgements

Key Sources of Estimation Uncertainty

Management believes that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year other than as disclosed below:-

(a) Revenue Recognition for Construction Contracts

The Group recognises construction revenue by reference to the construction progress using the input method, determined based on the proportion of construction costs incurred for work performed to date over the estimated total construction costs. The total estimated costs are based on approved budgets, which require assessment and judgement to be made on changes in, for example, work scope, changes in costs and costs to completion. In making the judgement, management relies on past experience and the work of specialists. The carrying amounts of contract assets and contract liability as at the reporting date are disclosed in Note 12 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.1 Critical Accounting Estimates and Judgements (Cont'd)

Key Sources of Estimation Uncertainty (Cont'd)

Management believes that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year other than as disclosed below:- (Cont'd)

(b) Revenue Recognition for Property Development Activities

The Group recognises property development revenue as and when the control of the asset is transferred to a customer and it is probable that the Group will collect the consideration to which it will be entitled. The control of the asset may transfer over time or at a point in time depending on the terms of the contract with the customer and the applicable laws governing the contract.

When the control of the asset is transferred over time, the Group recognises property development revenue and costs by reference to the progress towards complete satisfaction of the performance obligation at the end of the reporting period. This is measured based on the Group's efforts or budgeted inputs to the satisfaction of the performance obligation. Significant judgement is required in determining the completeness and accuracy of the budgets and the extent of the costs incurred. Substantial changes in property development cost estimates in the future can have a significant effect on the Group's results. In making the judgement, the Group evaluates and relies on past experience and works of specialists. Any changes in these accounting estimates will affect the carrying amounts of property development costs as disclosed in Note 10 to the financial statements.

(c) Impairment of Contract Assets and Receivables

The Group uses the simplified approach to estimate a lifetime expected credit loss allowance for all contract assets and receivables. The contract assets are grouped with receivables for impairment assessment because they have substantially the same risk characteristics as the receivables for the same types of contracts. The Group develops the expected loss rates based on the payment profiles of past sales and the corresponding historical credit losses, and adjusts for qualitative and quantitative reasonable and supportable forward-looking information. If the expectation is different from the estimation, such difference will impact the carrying values of contract assets and receivables. The carrying amounts of contract assets and receivables as at the reporting date are disclosed in Notes 12 and 13 to the financial statements respectively.

(d) Impairment of Investment Properties

The Group determines whether an item of its investment properties is impaired by evaluating the extent to which the recoverable amount of the asset is less than its carrying amount. This evaluation is subject to changes such as market performance, economic and political situation of the country. A variety of methods is used to determine the recoverable amount, such as valuation reports and discounted cash flows. The carrying amount of investment properties as at the reporting date is disclosed in Note 6 to the financial statements.

(e) Write-down of Inventories

Reviews are made periodically by management on damaged, obsolete and slow- moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories. The carrying amounts of inventories as at the reporting date are disclosed in Note 10 to the financial statements.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.1 Critical Accounting Estimates and Judgements (Cont'd)

Key Sources of Estimation Uncertainty (Cont'd)

Critical Judgements Made in Applying Accounting Policies

Management believes that there are no instances of application of critical judgement in applying the accounting policies of the Group and of the Company which will have a significant effect on the amounts recognised in the financial statements other than as disclosed below:-

Contingent Liabilities

The recognition and measurement for contingent liabilities are based on management's view of the expected outcome on contingencies after consulting legal counsel for litigation cases and experts, for matters in the ordinary course of business. Furthermore, management is of the view that the chances of the financial institutions to call upon the corporate guarantees issued by the Group and the Company are remote.

4.2 Financial Instruments

(a) Financial Assets

Financial Assets at Amortised Cost

The financial assets are initially measured at fair value plus transaction costs except for trade receivables without significant financing component which are measured at transaction price only. Subsequent to the initial recognition, all financial assets are measured at amortised cost less any impairment losses.

(b) Financial Liabilities

Financial Liabilities at Amortised Cost

The financial liabilities are initially measured at fair value less transaction costs. Subsequent to the initial recognition, the financial liabilities are measured at amortised cost.

(c) Equity

Ordinary Shares

Ordinary shares are recorded on initial recognition at the proceeds received less directly attributable transaction costs incurred. The ordinary shares are not remeasured subsequently.

(d) Financial Guarantee Contracts

Financial guarantee contracts are recognised initially as liabilities at fair value, net of transaction costs. Subsequent to the initial recognition, the financial guarantee contracts are recognised as income in profit or loss over the period of the guarantee or, when there is no specific contractual period, recognised in profit or loss upon discharge of the guarantee. If the debtor fails to make payment relating to a financial guarantee contract when it is due and the Group, as the issuer, is required to reimburse the holder for the associated loss, the reimbursement is recognised as a liability and measured at the higher of the amount of loss allowance determined using the expected credit loss model and the amount of financial guarantee initially recognised less cumulative amortisation.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.3 Goodwill

Goodwill is initially measured at cost. Subsequent to the initial recognition, the goodwill is measured at cost less accumulated impairment losses, if any. A bargain purchase gain is recognised in profit or loss immediately.

4.4 Investments in Subsidiaries

Investments in subsidiaries, which are eliminated on consolidation, are stated in the financial statements of the Company at cost less impairment losses, if any.

4.5 Investment in An Associate

Investment in an associate is stated in the separate financial statements of the Company at cost less impairment losses, if any, and accounted for using the equity method in the consolidated financial statements of the Group.

4.6 Plant and Equipment

All items of plant and equipment are initially measured at cost.

Subsequent to the initial recognition, all plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation on plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over the estimated useful lives. The principal annual depreciation rates are:-

Furniture, fittings and office equipment	10%
Motor vehicles	20%
Plant and machinery	20%
Site equipment	20%

The residual value, useful life and depreciation method of an asset are reviewed at least at the end of each reporting period and any changes in expectations from previous estimates are accounted for prospectively as changes in accounting estimates.

4.7 Investment Properties

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are initially measured at cost. Subsequent to initial recognition, the investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

Leasehold land and buildings are depreciated on a straight-line basis over their estimated useful lives of 50 to 75 years.

4.8 Right-of-use Assets and Lease Liabilities

(a) Short-term Leases and Leases of Low-value Assets

The Group applies the "short-term lease" and "lease of low-value assets" recognition exemption. For these leases, the Group recognises the lease payments as an operating expense on a straight-line method over the term of the lease unless another systematic basis is more appropriate.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.8 Right-of-use Assets and Lease Liabilities (Cont'd)

(b) Right-of-use Assets

Right-of-use assets are initially measured at cost. Subsequent to the initial recognition, the right-of-use assets are stated at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities.

The right-of-use assets are depreciated using the straight-line method from the commencement date to the earlier of the end of the estimated useful lives of the right-of-use assets or the end of the lease term.

(c) Lease Liabilities

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the entities' incremental borrowing rate. Subsequent to the initial recognition, the lease liabilities are measured at amortised cost and adjusted for any lease reassessment or modifications.

4.9 Inventories

Completed properties are stated at the lower of cost and net realisable value. Cost is determined on specific identification and comprises cost associated with the purchase of land (including all related costs incurred subsequent to the acquisition necessary to prepare the land for its intended use), construction costs and other related development costs incurred in bringing the inventories to their present location and condition.

Other inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out method and comprises all costs of purchase, cost of conversion plus other costs incurred in bringing the inventories to their present location and condition.

4.10 Government Grants

The Group presents government grants related to an asset by deducting the grants in arriving at the carrying amount of the relevant asset.

5. PLANT AND EQUIPMENT

The Group	At 1.7.2024 RM'000	Additions RM'000	Depreciation charges RM'000	At 30.6.2025 RM'000
Carrying Amount				
Furniture, fittings and office equipment	328	112	(112)	328
Motor vehicles	2,712	953	(919)	2,746
Plant and machinery	851	26,363	(2,940)	24,274
Site equipment	57	111	(39)	129
	3,948	27,539	(4,010)	27,477

5. PLANT AND EQUIPMENT (CONT'D)

The Group	At 1.7.2023 RM'000	Additions RM'000	Disposals RM'000	Write off RM'000	Impairment loss RM'000	Depreciation charges RM'000	At 30.6.2024 RM'000
Carrying Amount							
Furniture, fittings and office equipment	458	94	–	–	(104)	(120)	328
Motor vehicles	537	2,804	(80)	–	–	(549)	2,712
Plant and machinery	4	1,060	–	–	–	(213)	851
Site equipment	28	61	–	–	–	(32)	57
Renovation	23	–	–	(23)	–	–	–
	1,050	4,019	(80)	(23)	(104)	(914)	3,948

The Group	At cost RM'000	Accumulated impairment losses RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
At 30.6.2025				
Furniture, fittings and office equipment	5,256	(104)	(4,824)	328
Motor vehicles	11,617	–	(8,871)	2,746
Plant and machinery	50,500	–	(26,226)	24,274
Site equipment	15,123	–	(14,994)	129
	82,496	(104)	(54,915)	27,477
At 30.6.2024				
Furniture, fittings and office equipment	5,144	(104)	(4,712)	328
Motor vehicles	10,664	–	(7,952)	2,712
Plant and machinery	24,137	–	(23,286)	851
Site equipment	15,012	–	(14,955)	57
	54,957	(104)	(50,905)	3,948

5. PLANT AND EQUIPMENT (CONT'D)

The carrying amounts of plant and equipment acquired under hire purchase financing which remained outstanding as at the end of the reporting period are as follows:–

	The Group	
	2025 RM'000	2024 RM'000
Motor vehicles	2,609	2,682
Plant and machinery	22,729	848
	25,338	3,530

These assets have been pledged as security for the hire purchase payables of the Group as disclosed in Note 18 to the financial statements.

6. INVESTMENT PROPERTIES

The Group	At 1.7.2024 RM'000	Depreciation charges RM'000	At 30.6.2025 RM'000
Carrying Amount			
Leasehold land and buildings	53,041	(1,304)	51,737

	At 1.7.2023 RM'000	Disposals RM'000	Depreciation charges RM'000	At 30.6.2024 RM'000
Carrying Amount				
Leasehold land and buildings	55,602	(1,255)	(1,306)	53,041

The Group	At cost RM'000	Government grant RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
At 30.6.2025				
Leasehold land and buildings	64,844	(4,436)	(8,671)	51,737
At 30.6.2024				
Leasehold land and buildings	64,844	(4,436)	(7,367)	53,041

(a) The investment properties of the Group are leased to customers under operating leases with rentals payable monthly. The leases contain initial non-cancellable periods ranging from 3 months to 3 years (2024 - 3 months to 3 years) and an option that is exercisable by the customers to extend their leases for periods ranging from 1 year to 3 years (2024 - 1 year to 3 years).

(b) The fair values of investment properties were measured based on appraisals performed by directors using the market comparison approach at approximately RM73,102,000 (2024 - RM70,858,000). The appraised values were derived from observable prices per square foot for comparable properties in similar locations (i.e. Level 2).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

7. RIGHT-OF-USE ASSETS

The Group	At 1.7.2024 RM'000	Additions RM'000	Depreciation charges RM'000	At 30.6.2025 RM'000
Carrying Amount				
Leasehold land	89	916	(222)	783
Office premises	963	1,598	(625)	1,936
	1,052	2,514	(847)	2,719

	At 1.7.2023 RM'000	Depreciation charges RM'000	At 30.6.2024 RM'000
Carrying Amount			
Leasehold land	301	(212)	89
Office premises	1,591	(628)	963
	1,892	(840)	1,052

The Group	At cost RM'000	Accumulated depreciation RM'000	Carrying amount RM'000
At 30.6.2025			
Leasehold land	916	(133)	783
Office premises	2,713	(777)	1,936
	3,629	(910)	2,719
At 30.6.2024			
Leasehold land	849	(760)	89
Office premises	1,923	(960)	963
	2,772	(1,720)	1,052

The Group leases a piece of leasehold land and two office premises of which the leasing activities are summarised below:-

(i) Leasehold land — The Group has entered into 2 years (2024 - 2 years) of non-cancellable operating lease agreement with an option to renew the lease for another 2 years. This made up the total lease period of 4 years. The Group acquired the right to use the leasehold land for storing its plant and equipment.

(ii) Office premises — The Group has entered into 3 years (2024 - 3 years) of non-cancellable operating lease agreements with options to renew the leases for another 2 years. This made up the total lease periods of 5 years. The Group leases the office premises for the purpose of business operations.

8. INVESTMENTS IN SUBSIDIARIES

	The Company	
	2025 RM'000	2024 RM'000
Unquoted shares, at cost	116,111	116,111
Accumulated impairment losses	(1,100)	(1,100)
	115,011	115,011

The details of the subsidiaries are as follows:-

Name of Subsidiary	Principal Place of Business/ Country of Incorporation	Effective Ownership Interest 2025 %	Effective Ownership Interest 2024 %	Principal Activities
TSR Bina Sdn. Bhd. ("TSRB")	Malaysia	100	100	Construction and civil engineering works.
TSR Concrete Products Sdn. Bhd. ("TCPSB")	Malaysia	100	100	Manufacturing and marketing of pre-cast concrete products.
TSR Land Sdn. Bhd.	Malaysia	100	100	Property developer and investment holding.
TSR Ocean Park Sdn. Bhd. ("TSROP")	Malaysia	100	100	Property developer and investment holding.
TSR Mix Sdn. Bhd. ("TMSB")	Malaysia	100	100	Property developer and investment holding.
TSR Development Sdn. Bhd.	Malaysia	100	100	Property developer.
BHUB Holdings Sdn. Bhd.	Malaysia	100	100	Trading of bakery and food products.
Subsidiaries of TSRB				
Magnitude Ridge Sdn. Bhd.	Malaysia	80	80	Property developer.
Jalur Canggih Sdn. Bhd.	Malaysia	70	70	Dormant.
TSR Usahasama Sdn. Bhd.	Malaysia	100	100	Rental of construction machineries and equipment.
Subsidiary of TCPSB				
TSR Sonata Sdn. Bhd.	Malaysia	100	100	Trading of building and construction materials.
Subsidiary of TMSB				
TSR Mutiara Sdn. Bhd.	Malaysia	100	100	Dormant.

Summarised financial information of non-controlling interests has not been presented as the non-controlling interests of the subsidiaries are not individually material to the Group.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

9. INVESTMENT IN AN ASSOCIATE

	The Group	
	2025 RM'000	2024 RM'000
Unquoted shares, at cost	40	40
Share of post-acquisition changes in net assets	(40)	(40)
	–	–

The details of the associate are as follows:-

Name of Associate	Principal Place of Business/ Country of Incorporation	Effective Ownership Interest 2025 %	Effective Ownership Interest 2024 %	Principal Activities
Associate of TSROP				
Pearl Boulevard Sdn. Bhd. [(a)/(b)/#] ("PBSB")	Malaysia	40	40	Property management.

[(a)] *Pearl Boulevard Sdn. Bhd. has a different financial year end from the Group. In applying the equity method of accounting, the financial statements of the associate for the financial year ended 31 December 2024 have been used and appropriate adjustments have been made for the effects of significant transactions between 1 January 2025 to 30 June 2025.*

[(b)] *Financial year end of 31 December.*

[#] *This associate was audited by other firms of chartered accountants.*

The Group has not recognised its share of results in Pearl Boulevard Sdn. Bhd., where its share of losses exceeds the Group's equity interest in this associate. The Group's cumulative share of unrecognised losses at the end of the reporting period was RM3,471,677 (2024 - RM3,114,988). The Group has no obligation in respect of these losses.

The summarised unaudited financial information of the associate are as follows:-

	2025 RM'000	2024 RM'000
Non-current assets	942	1,246
Current assets	1,807	2,094
Current liabilities	(12,049)	(11,747)
Net liabilities	(9,300)	(8,407)
Revenue	4,339	5,004
Loss (representing total comprehensive loss) for the financial year	(892)	(703)

The investment in Pearl Boulevard Sdn. Bhd. by TSR Ocean Park Sdn. Bhd. had been fully impaired in prior years and hence, the reconciliation of its net assets to carrying amount of investment is not presented.

10. INVENTORIES

	The Group	
	2025 RM'000	2024 RM'000
Non-current		
Land held for property development:		
- Leasehold land	22,210	22,210
- Freehold land	7,668	21,869
- Property development costs	11,618	18,296
	41,496	62,375
Current		
- Leasehold land	665	1,705
- Freehold land	23,970	17,830
- Property development costs	23,124	24,592
- Completed properties held for sale	22,069	13,884
- Finished goods	50	45
	69,878	58,056
Total inventories	111,374	120,431
Represented by:-		
Leasehold land	22,875	23,915
Freehold land	31,638	39,699
Property development costs	34,742	42,888
Completed properties held for sale	22,069	13,884
Finished goods	50	45
	111,374	120,431
Recognised in profit or loss:-		
Inventories recognised as cost of sales	21,798	4,450
Inventories written down	308	100

Inventories pledged as security for credit facilities granted

The freehold land held for property development has been pledged as security for credit facilities granted to the Group as disclosed in Note 18 to the financial statements.

11. CONTRACT COST ASSETS

	The Group	
	2025 RM'000	2024 RM'000
Costs to fulfil a contract	6,009	2,722

The costs to fulfil a contract represent cost incurred that is used to fulfil the contract in future. The costs are to be amortised on a straight-line method over the term of the specific contract it relates to, consistent with the pattern of recognition of the associated revenue.

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(Continued)

12. CONTRACT ASSETS/(LIABILITY)

	Note	The Group 2025 RM'000	2024 RM'000
Contract Assets			
Construction contracts	(a)	6,200	418
Property development	(b)	5,309	2,913
		11,509	3,331
Contract Liability			
Property development	(b)	(4,125)	–

(a) Contract Assets from Construction Contracts

	The Group 2025 RM'000	2024 RM'000
Balance at 1 July 2024/2023	418	12,120
Revenue recognised during the financial year (Note 21)	84,809	55,237
Progress billings raised during the financial year	(79,027)	(66,939)
Balance at 30 June 2025/2024	6,200	418

The accumulated impairment losses on contract assets from construction contracts are as follows:-

	The Group 2025 RM'000	2024 RM'000
Balance at 30 June	8,482	8,482

The Group generally satisfies its performance obligations over time during the construction period. Any excess of revenue recognised over progress billing is presented as contract asset, whereas any deficit is presented as contract liability.

The Group measures the loss allowance for contract assets at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9. Based on the low historial observed default rates (adjusted for forward-looking estimates), the expected credit losses on contract assets are not considered to be material and hence, have not been recognised.

Remaining Performance Obligations

As at 30 June 2025, the aggregate transaction price allocated to the remaining performance obligations amounted to approximately RM305,545,000 (2024 - RM88,072,000) and the Group expects to recognise this revenue when the projects are completed over the next 1 to 2 years (2024 - 1 to 2 years).

12. CONTRACT ASSETS/(LIABILITY) (CONT'D)

(b) Contract Assets and Contract Liability from Property Development

	The Group	
	2025 RM'000	2024 RM'000
Balance at 1 July 2024/2023	2,913	838
Property development revenue recognised during the financial year (Note 21)	33,971	9,612
Progress billings raised during the financial year	(35,700)	(7,537)
Balance at 30 June 2025/2024	1,184	2,913
Disclosed as:		
- Contract assets	5,309	2,913
- Contract liability	(4,125)	–
	1,184	2,913

(i) The contract assets represent the timing differences in revenue recognition and the milestone billings in respect of the property development activities. The contract assets primarily relate to the Group's rights to consideration for property development work completed on contracts but not yet billed at the reporting date.

(ii) The contract liability primarily relate to consideration to be received from cash buyers of sold property development units for which revenue have not been recognised as the transactions are not yet considered probable for recognition. Subsequently, when the control of the said unit is deemed to have transferred, the related revenue and corresponding costs are recognised.

The Group measures the loss allowance for contract assets at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9. Based on the low historical observed default rates (adjusted for forward-looking estimates), the expected credit losses on contract assets are not considered to be material and hence, have not been recognised.

Remaining Performance Obligations

As at 30 June 2025, the aggregate transaction price allocated to the remaining performance obligations amounted to approximately RM12,387,000 (2024 - RM11,958,000) and the Group expects to recognise this revenue when the projects are completed over the next 1 to 2 years (2024 - 1 to 2 years).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

13. RECEIVABLES

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Trade receivables:				
- Unrelated parties	45,683	38,154	–	–
- Accumulated impairment losses	(2,258)	(2,616)	–	–
	43,425	35,538	–	–
Other receivables:				
- Associate	10,693	9,932	–	–
- Accumulated impairment losses	(10,693)	(9,932)	–	–
	–	–	–	–
- Subsidiaries	–	–	82,727	84,381
- Accumulated impairment losses	–	–	(19,869)	(19,869)
	–	–	62,858	64,512
- Unrelated parties	22,811	21,010	146	146
- Accumulated impairment losses	(9,403)	(8,605)	(146)	(146)
	13,408	12,405	–	–
	13,408	12,405	62,858	64,512
Total receivables	56,833	47,943	62,858	64,512

Trade Receivables

Included in trade receivables are retention sums for contract work amounting to approximately RM14,536,000 (2024 - RM11,920,000). These retention sums for contract work are expected to be recovered in more than 1 year.

Management determines credit risk concentrations in terms of counterparties. As at 30 June 2025, there were 2 (2024 - 2) major customers that individually accounted for 10% or more of the Group's trade receivables and the total outstanding balances due from these major customers amounting to approximately RM34,837,000 (2024 - RM28,752,000).

Trade receivables are unsecured, non-interest bearing and generally on 30 to 60 days (2024 - 30 to 60 days) terms. Other credit terms are assessed and approved on a case-by-case basis.

13. RECEIVABLES (CONT'D)

Trade Receivables (Cont'd)

The Group uses past due information to assess the credit risk of trade receivables. The analysis by past due status (stated at gross) is as follows:-

	The Group	
	2025 RM'000	2024 RM'000
Not past due	33,061	30,847
1 to 30 days past due	8,176	2,628
31 to 120 days past due	81	2,091
More than 120 days past due	4,365	2,588
	45,683	38,154

The Group determines that a trade receivable is credit-impaired when the customer is experiencing significant financial difficulty and has defaulted in payments. Unless otherwise demonstrated, the Group generally considers a default to have occurred when the trade receivable is more than 120 days past due. The gross carrying amount of a credit-impaired trade receivable is directly written off when there is no reasonable expectation of recovery. This normally occurs when there is reasonable proof of customer insolvency.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses using the simplified approach in accordance with MFRS 9. Such lifetime expected credit losses are calculated using a provision matrix based on historical observed default rates (adjusted for forward-looking estimates). The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished among the diversity of customer base.

	Not past due RM'000	1 to 30 days past due RM'000	31 to 120 days past due RM'000	More than 120 days past due RM'000	Credit-impaired RM'000	Total RM'000
As at 30 June 2025						
Gross carrying amount	33,061	8,176	81	2,274	2,091	45,683
Average credit loss rate	0.00%	0.00%	0.00%	7.34%	100.00%	4.94%
Loss allowance	–	–	–	167	2,091	2,258
As at 30 June 2024						
Gross carrying amount	30,847	2,628	2,091	–	2,588	38,154
Average credit loss rate	0.04%	0.27%	0.48%	0.00%	100.00%	6.86%
Loss allowance	11	7	10	–	2,588	2,616

The average credit loss rates were based on the payment profile of revenue over a period of 12 months and the corresponding historical credit losses experienced during the period. The rates were adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

13. RECEIVABLES (CONT'D)

Trade Receivables (Cont'd)

The changes in loss allowance are as follows:-

	The Group	
	2025 RM'000	2024 RM'000
Balance at 1 July 2024/2023	2,616	3,506
Impairment losses (Note 22)	260	235
Reversal of impairment losses (Note 22)	(25)	(1,125)
Write offs	(593)	–
Balance at 30 June 2025/2024	2,258	2,616

Other Receivables

The amount owing by an associate and subsidiaries are unsecured, non-interest bearing and repayable on demand.

The changes in the accumulated impairment losses are as follows:-

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Balance at 1 July 2024/2023	18,537	14,772	20,015	20,504
Impairment losses (Note 22)	2,495	4,092	–	1,514
Reversal of impairment losses (Note 22)	(210)	(327)	–	(2,003)
Write offs	(726)	–	–	–
Balance at 30 June 2025/2024	20,096	18,537	20,015	20,015

The allowance for impairment losses (determined on an individual basis) relates to credit impaired other receivables who are in significant financial difficulties and have defaulted on payments. No impairment losses are provided for the remaining other receivables because there have been no significant changes in their credit risk and the amounts are considered recoverable but with slower repayment records.

14. DEPOSITS PAID AND PREPAYMENTS

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Deposits paid	4,128	3,175	3	3
Prepayments	513	-	–	–
	4,641	3,175	3	3

Included in deposits paid are deposits paid to authorities for the purpose of operation permits at construction site and other related project works.

15. CASH AND CASH EQUIVALENTS

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Cash and bank balances	5,843	4,437	10	26

Cash and cash equivalents are placed with reputable financial institutions with low credit risk. Accordingly, their expected credit losses are not considered to be material and hence, have not been recognised.

For the purpose of statements of cash flows, cash and cash equivalents are presented net of bank overdraft as follows:-

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Cash and cash equivalents	5,843	4,437	10	26
Bank overdraft (Note 18)	(899)	(709)	–	–
	4,944	3,728	10	26

16. SHARE CAPITAL

	The Group/The Company			
	2025 Number of Ordinary Shares ('000)	2024 Number of Ordinary Shares ('000)	2025 RM'000	2024 RM'000
Issued and Fully Paid-up:-				
Balance at 30 June	174,450	174,450	113,299	113,299

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and are entitled to one vote per ordinary share at meetings of the Company. The ordinary shares have no par value.

17. NON-CONTROLLING INTERESTS ("NCI")

	Accumulated NCI		Loss Allocated to NCI	
The Group	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Magnitude Ridge Sdn. Bhd.	(360)	(297)	(63)	(1)
Jalur Canggih Sdn. Bhd.	(725)	(723)	(2)	(2)
	(1,085)	(1,020)	(65)	(3)

NOTES TO THE FINANCIAL STATEMENTS
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(Continued)

17. NON-CONTROLLING INTERESTS ("NCI") (CONT'D)

The details of the subsidiaries (as disclosed in Note 8) that have NCI are as follows:-

Name of Subsidiary	Principal Place of Business/ Country of Incorporation	Effective Ownership Interest Held by NCI 2025 %	2024 %	Principal Activity
Subsidiaries of TSRB				
Magnitude Ridge Sdn. Bhd.	Malaysia	20	20	Property developer.
Jalur Canggih Sdn. Bhd.	Malaysia	30	30	Dormant.

The summarised financial information of the above subsidiaries has not been disclosed as its NCI are not material to the Group.

18. LOANS AND BORROWINGS

	The Group 2025 RM'000	2024 RM'000
Secured:-		
Term loans (floating rate)	8,170	23,573
Bank overdraft (floating rate)	899	709
Bankers' acceptances (fixed rate)	2,341	–
Revolving credits (fixed rate)	14,500	3,000
Hire purchase payables (fixed rate)	24,262	3,240
	50,172	30,522
Disclosed as:		
- Non-current liabilities	19,144	20,111
- Current liabilities	31,028	10,411
	50,172	30,522

(a) The secured loans and borrowings are secured against plant and equipment (Note 5) and land held for property development (Note 10) of the Group.

(b) The effective interest rates of loans and borrowings as at 30 June 2025 ranged from 4.17% to 6.72% (2024 - 4.63% to 7.42%) per annum.

(c) Except for term loans and hire purchase payables, other loans and borrowings are generally short-term in nature or repayable on demand and their carrying amounts will approximate to the remaining contractual undiscounted cash flows.

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(Continued)

18. LOANS AND BORROWINGS (CONT'D)

Term Loans

Term loans are repayable over 5 years. The repayment analysis is as follows:-

	The Group	
	2025 RM'000	2024 RM'000
Gross loan instalments:		
- Within 1 year	4,474	6,146
- Later than 1 year and not later than 5 years	4,117	18,696
Total contractual undiscounted cash flows	8,591	24,842
Future finance charges	(421)	(1,269)
Present value of term loans:		
- Within 1 year	4,254	5,853
- Later than 1 year and not later than 5 years	3,916	17,720
	8,170	23,573

The fair values of term loans are measured using present value technique by discounting the expected future cash flows using observable current market interest rates for similar liabilities (i.e. Level 2). The fair values measured were considered to be reasonably close to the carrying amounts reported as the observable current market interest rates also approximated to the effective interest rates of term loans.

Hire Purchase Payables

Hire purchase payables are repayable over 2 to 5 years. The repayment analysis is as follows:-

	The Group	
	2025 RM'000	2024 RM'000
Minimum hire purchase payments:		
- Within 1 year	10,303	937
- Later than 1 year and not later than 5 years	16,570	2,731
Total contractual undiscounted cash flows	26,873	3,668
Future finance charges	(2,611)	(428)
Present value of hire purchase payables:		
- Within 1 year	9,034	849
- Later than 1 year and not later than 5 years	15,228	2,391
	24,262	3,240

The fair values of hire purchase payables are measured using present value technique by discounting the expected future cash flows using observable current market interest rates for similar liabilities (i.e. Level 2). The fair values measured were considered to be reasonably close to the carrying amounts reported as the observable current market interest rates also approximated to the effective interest rates of hire purchase payables.

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(Continued)

19. LEASE LIABILITIES

	The Group	
	2025 RM'000	2024 RM'000
At 1 July 2024/2023	1,115	1,946
Additions	2,514	–
Interest expense recognised in profit or loss	148	110
Repayment of principal	(820)	(831)
Repayment of interest expense	(148)	(110)
At 30 June	2,809	1,115
Gross lease liabilities:		
- Within 1 year	991	583
- Later than 1 year and not later than 5 years	2,167	643
Total contractual undiscounted cash flows	3,158	1,226
Future finance charges	(349)	(111)
Present value of lease liabilities	2,809	1,115
Disclosed as:		
- Non-current liabilities	1,993	588
- Current liabilities	816	527
	2,809	1,115

The incremental borrowing rate applied to lease liabilities as at 30 June 2025 is at 7.17% (2024 - 6.17% to 7.17%) per annum.

20. PAYABLES

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Trade payables	47,406	45,308	–	–
Other payables:				
- Subsidiaries	–	–	4,523	4,523
- Related party *	1,660	1,900	–	–
- Unrelated parties	17,550	13,746	615	87
	19,210	15,646	5,138	4,610
	66,616	60,954	5,138	4,610

* *Being a company in which certain directors of the Company have substantial financial interests.*

Payables are generally short-term in nature or repayable on demand and their carrying amounts will approximate to the remaining contractual undiscounted cash flows.

20. PAYABLES (CONT'D)

Trade Payables

Trade payables are unsecured, non-interest bearing and generally on 30 to 60 days (2024 - 30 to 60 days) terms.

Included in the trade payables are retention sums for contract work amounting to approximately RM15,359,000 (2024 - RM15,808,000) which are expected to be settled within 1 to 2 years (2024 1 to 2 years).

Other Payables

The amount owing to subsidiaries and related party of the Company are unsecured, non-interest bearing and repayable on demand. The amount owing to unrelated parties consist of sundry payables and accruals for operating expenses which are generally due within 30 to 60 days (2024 - 30 to 60 days).

Included in amount owing to unrelated parties are as follows:

(a) An outstanding sum of approximately RM5,300,000 (2024 - RM5,300,000) being the outstanding special damages claimed by Josu Engineering Sdn. Bhd. against TSR Bina Sdn. Bhd. (a wholly-owned subsidiary of the Company) in a legal action involving the unlawful termination of the Letter of Award dated 10 January 2002. The assessment of damages was partially heard. The continued trial will be held on 2, 3 and 5 December 2025.

21. REVENUE

	The Group	
	2025 RM'000	2024 RM'000
Revenue from Contracts with Customers		
Recognised over time		
Construction contracts	84,809	55,237
Property development revenue:		
- properties under construction	33,971	9,612
	118,780	64,849
Recognised at a point in time		
Sale of property development land	–	3,700
Sale of goods	1,665	4,820
	1,665	8,520
Revenue from Other Source		
Rental income from investment properties	3,223	2,943
	123,668	76,312

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21. REVENUE (CONT'D)

	The Group	
	2025 RM'000	2024 RM'000
Disaggregation of revenue from contracts with customers		
Major products:		
- Construction of infrastructure works	83,897	51,196
- Construction of residential property	912	4,041
- Development of residential property	29,645	5,677
- Development of commercial property	4,326	3,935
- Trading of building and construction materials	1,163	4,346
- Trading of consumable goods	502	474
- Rental of investment properties	3,223	2,943
- Sale of property development land	–	3,700
	123,668	76,312

The revenue of the Group are derived entirely in Malaysia.

(a) The information about the performance obligations in contracts with customers is summarised below:-

Nature of Goods or Services	**Timing and Method of Revenue Recognition**	**Significant Payment Terms**	**Variable Considerations**	**Warranty and Obligation for Returns or Refunds**
Construction contracts	When services are rendered using input method.	Based on agreed milestones, certified by quantity surveyor.	Liquidated ascertained damages when delivery of works is delayed.	Defect liability period of 2 to 3 years is given to customers.
Property development revenue (Properties under construction)	Over time revenue recognition using the input method.	Based on agreed milestones, certified by quantity surveyor.	Liquidated ascertained damages when delivery of works is delayed.	Defect liability period of 2 to 3 years is given to customers.
Sale of goods	When the goods are delivered and accepted by customers.	Cash term or credit term.	Not applicable.	Not applicable.
Sale of property development land	When the title of the land have been transferred and accepted by customers.	Cash term.	Not applicable.	Not applicable.

(b) The information of other source of revenue is summarised below:-

Operating lease income

Operating lease income is recognised on a straight-line basis over the lease.

22. NET IMPAIRMENT LOSSES/(GAIN) ON FINANCIAL ASSETS

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Impairment losses:				
- trade receivables (Note 13)	260	235	–	–
- other receivables (Note 13)	1,734	1,932	–	–
- amount owing by an associate (Note 13)	761	2,160	–	–
- amount owing by subsidiaries (Note 13)	–	–	–	1,514
	2,755	4,327	–	1,514
Reversal of impairment losses:				
- trade receivables (Note 13)	(25)	(1,125)	–	–
- other receivables (Note 13)	(210)	(327)	–	–
- amount owing by subsidiaries (Note 13)	–	–	–	(2,003)
	(235)	(1,452)	–	(2,003)
	2,520	2,875	–	(489)

23. PROFIT/(LOSS) BEFORE TAXATION

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Profit/(Loss) before taxation is arrived at after charging/(crediting):-				
Auditors' remuneration:-				
- current year	142	132	44	45
- under/(over)provision in prior years	8	(9)	(1)	(4)
Other non-audit services	3	3	3	3
Bad debts written off	34	1,748	–	–
Bad debt recovered	(20)	–	–	–
Depreciation of:				
- plant and equipment (Note 5)	4,010	914	–	–
- investment properties (Note 6)	1,304	1,306	–	–
- right-of-use assets (Note 7)	847	840	–	–
Deposits written off	–	4	–	–
Employee benefits expense (Note 24)	14,550	11,919	208	204
Plant and equipment written off	–	23	–	–
Impairment loss on plant and equipment	–	104	–	–
Interest expense on financial liabilities measured at amortised cost	2,374	1,806	–	–
Interest expense on lease liabilities	148	110	–	–
Inventories written down	308	100	–	–
Net impairment losses/(gains) on financial assets	2,520	2,875	–	(489)
Short-term lease expenses	302	599	–	–
Gain on disposal of plant and equipment	(3)	(169)	–	–
Loss on disposal of investment properties	–	12	–	–
Gain on disposal of assets classified as held for sale	–	(6,520)	–	–
Interest income on financial assets measured at amortised cost	(38)	(11)	–	–
Operating lease income from investment properties	(4,177)	(4,219)	–	–

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(Continued)

24. EMPLOYEE BENEFITS EXPENSE

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Directors of the Company:				
- Fees	208	204	208	204
- Other short-term employee benefits	3,185	2,810	–	–
- Defined contribution plans	188	155	–	–
	3,581	3,169	208	204
Directors of subsidiaries:				
- Fees	–	–	–	–
- Other short-term employee benefits	677	515	–	–
- Defined contribution plans	67	48	–	–
	744	563	–	–
Other employees:				
- Short-term employee benefits	9,225	7,467	–	–
- Defined contribution plans	1,000	720	–	–
	10,225	8,187	–	–
	14,550	11,919	208	204

The directors' remuneration represents the entire key management personnel compensation of the Group and of the Company as there were no other key management personnel apart from all the directors who have the authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Group and of the Company.

25. TAX EXPENSE

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Tax based on results for the financial year:				
- Malaysian income tax	857	–	–	–
- Real Property Gains Tax	–	347	–	–
	857	347	–	–
Tax under provided in prior years:				
- Malaysian income tax	203	–	–	–
- Real Property Gains Tax	5,351	–	5,351	–
	5,554	–	5,351	–
Tax expense	6,411	347	5,351	–

25. TAX EXPENSE (CONT'D)

The numerical reconciliation between the applicable tax rate, which is the statutory income tax rate, and the average effective tax rate on results for the year is as follows:-

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Profit/(Loss) before taxation	9,459	11,259	(918)	137
Tax at the statutory tax rate of 24%	2,270	2,702	(220)	33
Non-deductible expenses	1,275	1,565	220	(33)
Non-taxable income	(1)	(63)	–	–
Income subject to Real Property Gains Tax	–	(831)	–	–
Decrease in unrecognised deferred tax assets	(2,687)	(3,373)	–	–
Tax under provided in prior years:				
- Malaysian income tax	203	–	–	–
- Real Property Gains Tax	5,351	–	5,351	–
Real Property Gains Tax	–	347	–	–
Tax expense	6,411	347	5,351	–

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2024 - 24%) of the estimated assessable profit for the financial year.

At the end of the reporting period, the amounts of deferred tax assets not recognised due to uncertainty of their realisation are as follows:-

	The Group	
	2025 RM'000	2024 RM'000
Deductible temporary differences of plant and equipment	6,321	7,461
Unabsorbed capital allowances	2,180	2,166
Unutilised tax losses expiring in year of assessment:		
- 2028	5,289	5,909
- 2029	72	72
- 2030	124	124
- 2031	4,632	6,630
- 2032	876	1,319
- 2033	1,308	872
- 2034	194	94
- 2035	964	–
	13,459	15,020
	21,960	24,647

Based on the current legislation, the unutilised tax losses up to the year of assessment 2018 can be carried forward until the year of assessment 2028 and the unutilised tax losses for year 2019 onwards are allowed to be utilised for 10 consecutive years of assessment immediately following that year of assessment while unabsorbed capital allowances are allowed to be carried forward indefinitely.

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(Continued)

26. EARNINGS PER SHARE

The basic earnings per share is calculated by dividing the Group's profit for the financial year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year as follows:-

	The Group	
	2025	2024
Profit for the financial year attributable to owners of the Company (RM'000)	3,113	10,915
Weighted average number of shares for computing basic earnings per share ('000)	174,450	174,450
Basic earnings per share (sen)	1.78	6.26

The diluted earnings per share equals to the basic earnings per share as the Company did not have any dilutive potential ordinary shares during the financial year.

27. NOTES TO STATEMENTS OF CASH FLOWS

	The Group	
	2025 RM'000	2024 RM'000
Acquisition of Plant and Equipment		
Cost of plant and equipment purchased (Note 5)	27,539	4,019
Less: Acquired through hire purchase arrangements (Note 18)	(25,772)	(3,384)
Less: Balances remained unpaid at financial year end	(948)	–
Net cash disbursed	819	635
Acquisition of Right-of-use Assets		
Cost of right-of-use assets acquired (Note 7)	2,514	–
Less: Acquisition by means of leases	(2,514)	–
Net cash disbursed	–	–
Short-term Loans and Borrowings		
Balance at 1 July 2024/2023	3,000	15,389
Net cash flow changes	13,841	(12,389)
Balance at 30 June 2025/2024 (Note 18)	16,841	3,000
Represented by:		
- Banker acceptances	2,341	–
- Revolving credits	14,500	3,000
	16,841	3,000

27. NOTES TO STATEMENTS OF CASH FLOWS (CONT'D)

	The Group	
	2025 RM'000	2024 RM'000
Term Loans		
Balance at 1 July 2024/2023	23,573	23,573
Repayments	(15,403)	–
Balance at 30 June 2025/2024 (Note 18)	8,170	23,573
Hire Purchase Payables		
Balance at 1 July 2024/2023	3,240	401
Drawdown	25,772	3,384
Repayments	(4,750)	(545)
Balance at 30 June 2025/2024 (Note 18)	24,262	3,240
Lease Liabilities		
Balance at 1 July 2024/2023	1,115	1,946
Addition of new lease liabilities (Note 19)	2,514	–
Repayments	(820)	(831)
Balance at 30 June 2025/2024 (Note 19)	2,809	1,115

The total cash outflow for leases is as follows:-

Financing activities		
Interest portion of lease liabilities	148	110
Principal portion of lease liabilities	820	831
	968	941

28. RELATED PARTY DISCLOSURES

Transactions with related parties during the financial year other than those disclosed elsewhere in the financial statements are as follows:-

	The Group	
	2025 RM'000	2024 RM'000
Rental charged to an associate	1,352	1,592
Lease liabilities paid/payable to related parties of the Group	968	941
Service charge paid/payable to related parties of the Group	179	144

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

29. OPERATING SEGMENTS

Operating segments are prepared in a manner consistent with the internal reporting provided to the Group Executive Committee as its chief operating decision maker in order to allocate resources to segments and to assess their performance on a quarterly basis. For management purposes, the Group is organised into business units based on their products and services provided.

The Group is organised into 2 main reportable segments as follows:

(i) Construction - Involved in the foundation engineering, soil improvement, construction and civil engineering works.

(ii) Property development - Involved in the property development and management.

Except as indicated above, no other operating segments have been aggregated to form the above reportable segments. "Other operating segments" category consists of small operations related to manufacturing and trading of precast concrete products, investment holding and trading of bakery tools and food products.

a) The Group Executive Committee assesses the performance of the reportable segments based on their profit or loss for the financial year. The accounting policies of the reportable segments are the same as the Group's accounting policies.

b) Each reportable segment assets are measured based on all assets of the segment other than tax-related assets.

c) Each reportable segment liabilities are measured based on all liabilities of the segment other than loans and borrowings, lease liabilities and tax-related liabilities.

d) Transactions between reportable segments are carried out on agreed terms between both parties. The effects of such inter-segment transactions are eliminated on consolidation.

	Construction RM'000	Property Development RM'000	Other Operating Segments RM'000	Consolidation Adjustments And Eliminations RM'000	Total RM'000
2025					
Assets					
Segment assets	116,752	172,171	436	(11,217)	278,142
Current tax assets	327	1,097	-	–	1,424
Consolidated total assets	117,079	173,268	436	(11,217)	279,566
Additions to non-current assets	30,050	50	–	–	30,100
Liabilities					
Segment liabilities	55,822	16,530	1,077	(1,562)	71,867
Loans and borrowings (Note 18)	40,866	9,306	–	–	50,172
Lease liabilities (Note 19)	2,809	–	–	–	2,809
Current tax liabilities	419	–	4,072	–	4,491
Consolidated total liabilities	99,916	25,836	5,149	(1,562)	129,339

29. OPERATING SEGMENTS (CONT'D)

	Construction RM'000	Property Development RM'000	Other Operating Segments RM'000	Consolidation Adjustments And Eliminations RM'000	Total RM'000
2025 (Cont'd)					
Revenue					
External revenue (Note 21)	84,809	37,194	1,665	–	123,668
Inter-segment revenue	6,074	–	–	(6,074)	–
Total revenue	90,883	37,194	1,665	(6,074)	123,668
Results					
Segment profit/(loss)	9,112	1,270	(1,089)	2,650	11,943
Interest income	3	35	-	–	38
Interest expense	(1,597)	(925)	–	–	(2,522)
Profit/(Loss) before taxation	7,518	380	(1,089)	2,650	9,459
Tax expense (Note 25)	(621)	(439)	(5,351)	–	(6,411)
Profit/(Loss) for the financial year	6,897	(59)	(6,440)	2,650	3,048
Other information					
Gain on disposal of plant and equipment	3	–	–	–	3
Bad debts recovered	–	–	20	–	20
Reversal of impairment losses on receivables	260	–	25	(50)	235
Bad debts written off	–	(34)	–	–	(34)
Depreciation	(4,869)	(1,445)	(3)	156	(6,161)
Impairment losses:					
- receivables	(1,734)	(260)	–	–	(1,994)
- amount owing by an associate	(516)	(245)	–	–	(761)
Inventories written down	–	(308)	–	–	(308)
2024					
Assets					
Segment assets	72,186	176,118	1,557	(9,781)	240,080
Current tax assets	327	927	–	–	1,254
Consolidated total assets	72,513	177,045	1,557	(9,781)	241,334
Additions to non-current assets	2,125	8,900	7,002	(7,000)	11,027
Liabilities					
Segment liabilities	46,287	14,820	1,379	32	62,518
Loans and borrowings (Note 18)	5,336	25,186	–	–	30,522
Lease liabilities (Note 19)	1,115	–	–	–	1,115
Consolidated total liabilities	52,738	40,006	1,379	32	94,155

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

29. OPERATING SEGMENTS (CONT'D)

	Construction RM'000	Property Development RM'000	Other Operating Segments RM'000	Consolidation Adjustments And Eliminations RM'000	Total RM'000
2024 (Cont'd)					
Revenue					
External revenue (Note 21)	55,237	16,255	4,820	–	76,312
Inter-segment revenue	–	–	–	–	–
Total revenue	55,237	16,255	4,820	–	76,312
Results					
Segment profit/(loss)	9,493	(2,714)	(2,370)	8,755	13,164
Interest income	1	10	–	–	11
Interest expense	(617)	(1,299)	–	–	(1,916)
Profit/(Loss) before taxation	8,877	(4,003)	(2,370)	8,755	11,259
Tax expense (Note 25)	(73)	(274)	–	–	(347)
Profit/(Loss) for the financial year	8,804	(4,277)	(2,370)	8,755	10,912
Other information					
Gain/(Loss) on disposal of plant and equipment	194	(25)	–	–	169
Gain on disposal of assets classified as held for sale	–	6,520	–	–	6,520
Reversal of impairment losses on receivables	1,452	–	–	–	1,452
Bad debts written off	(1,746)	–	(2)	–	(1,748)
Deposits written off	–	–	(4)	–	(4)
Plant and equipment written off	–	–	(23)	–	(23)
Depreciation	(1,950)	(1,263)	(3)	156	(3,060)
Impairment losses:					
– receivables	(1,925)	(220)	(22)	–	(2,167)
– amount owing by an associate	(1,524)	(636)	–	–	(2,160)
– plant and equipment	–	–	(104)	–	(104)
Inventories written down	–	–	(100)	–	(100)
Loss on disposal of investment properties	(12)	–	–	–	(12)

29. OPERATING SEGMENTS (CONT'D)

Geographical Information

Information about geographical areas has not been reported separately as the Group is primarily involved in business operations in Malaysia.

Major Customers

The following are major customers with revenue equal to or more than 10% of the Group's total revenue:-

	Revenue		Segment
	2025 RM'000	2024 RM'000	
Customer #1	55,301	46,120	Construction
Customer #2	28,595	–	Construction
	83,896	46,120	

30. CONTINGENT LIABILITIES

No provisions are recognised on the following matters as it is not probable that a future sacrifice of economic benefits will be required as the directors are of the opinion that the possibility of default by the Group is remote:-

	The Group	
	2025 RM'000	2024 RM'000
Performance guarantees issued by licensed financial institutions	21,274	41,977

31. FINANCIAL GUARANTEE CONTRACTS

The Company has entered into financial guarantee contracts to provide financial guarantees to financial institutions for credit facilities granted to certain subsidiaries, up to a total limit of approximately RM118,376,000 (2024 - RM149,973,000). The total utilisation of these credit facilities as at 30 June 2025 amounted to approximately RM49,964,000 (2024 - RM27,282,000). No maturity analysis is presented for the financial guarantee contracts as the entire amount could be called at any time in the event of default by the subsidiaries.

The probability of the subsidiaries defaulting on the credit lines is remote, the financial guarantee contracts have not been recognised as the fair values on initial recognition are not expected to be material.

	2025 RM'000	2024 RM'000
Company		
Carrying amount		
Contractual Undiscounted Cash Flows		
- On demand or within one year	49,964	27,282

The aforementioned financial guarantee contracts should have been recognised in the statements of financial position in accordance with the recognition and measurement policies as stated in Note 4.2 (d). After considering that the probability of the subsidiaries defaulting on the credit lines is remote, the financial guarantee contracts have not been recognised as the fair values on initial recognition are not expected to be material.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

32. FINANCIAL RISK MANAGEMENT

The activities of the Group expose it to certain market risk (including foreign currency risk, equity price risk and interest rate risk), credit risk and liquidity risk. The overall financial risk management objective of the Group is to ensure that adequate financial resources are available for business development whilst minimising the potential adverse impacts of financial risks on its financial position, performance and cash flows.

The aforementioned financial risk management objective and its related policies and processes explained below have remained unchanged from the previous financial year.

The policies in respect of the major areas of treasury activity are as follows:-

(a) Market Risk

(i) Foreign Currency Risk

The Group and the Company do not have any transactions or balances denominated in foreign currencies and hence, are not exposed to foreign currency risk.

(ii) Equity Price Risk

The Group and the Company do not have any quoted investments and hence, is not exposed to equity price risk.

(iii) Interest Rate Risk

The Group's exposure to interest rate risk arises mainly from interest-bearing financial instruments, namely loans and borrowings.

The Group observes the movements in interest rates and strives to obtain the most favourable rates available for new financing or during repricing. It is also the Group's policy to maintain a mix of fixed and floating rate financial instruments as follows:-

	The Group	
	2025 RM'000	2024 RM'000
Fixed rate instruments:		
- Financial liabilities	43,912	7,355
Floating rate instruments:		
- Financial liabilities	9,069	24,282

32. FINANCIAL RISK MANAGEMENT (CONT'D)

(a) Market Risk (Cont'd)

(iii) Interest Rate Risk (Cont'd)

As the Group does not account for its fixed rate financial instruments at fair value through profit or loss, any change in interest rates at the end of the reporting period would not affect its profit or loss (and equity). For floating rate financial instruments measured at amortised cost, the following table demonstrates the sensitivity of profit or loss and equity to changes in interest rates that were reasonably possible at the end of the reporting period, with all other variables held constant:-

	The Group	
	(Decrease)/ Increase in Profit 2025 RM'000	(Decrease)/ Increase in Profit 2024 RM'000
Increase in interest rates by 100 basis points	(69)	(185)
Decrease in interest rates by 100 basis points	69	185

(b) Credit Risk

The Group's exposure to credit risk arises mainly from receivables. The maximum credit risk exposure of these financial assets is best represented by their respective carrying amounts in the statements of financial position. The Company is also exposed to credit risk in respect of its financial guarantees provided for credit facilities granted to certain subsidiaries. The maximum credit risk exposure of these financial guarantees is the total utilisation of the credit facilities granted as disclosed in Note 31 to the financial statements.

The Group manages its credit risk exposure of receivables by assessing counterparties' financial standings on an on-going basis, setting and monitoring counterparties' limits and credit terms. The quantitative information about such credit risk exposure is disclosed in Note 13. The credit risk in respect of property development activities is negligible as title will only be transferred upon receipt of full payment or undertaking of end-financing by the purchaser's end financier.

(c) Liquidity Risk

The Group's exposure to liquidity risk relates to its ability to meet obligations associated with financial liabilities as and when they fall due. The remaining contractual maturities of financial liabilities are disclosed in their respective notes.

The Group practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities whilst maintaining sufficient cash and the availability of funding through standby credit facilities.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025
(Continued)

33. CAPITAL RISK MANAGEMENT

The overall capital management objective of the Group is to safeguard its ability to continue as a going concern so as to provide fair returns to shareholders and benefits to other stakeholders. In order to meet this objective, the Group always strives to maintain an optimal capital structure to reduce the cost of capital and sustain its business development.

The Group considers its total equity (including non-controlling interests) and total interest-bering debts to be the key components of its capital structure and may, from time to time, adjust the dividend payouts, purchase own shares, issue new shares, sell assets, raise or redeem debts, where necessary, to maintain an optimal capital structure. The Group monitors capital using a debt to-equity ratio, which is calculated as total interest-bering debts divided by total equity as follows:-

	The Group	
	2025 RM'000	2024 RM'000
Loans and borrowings (Note 18)	50,172	30,522
Lease liabilities (Note 19)	2,809	1,115
Cash and cash equivalents (Note 15)	(5,843)	(4,437)
Net debt	47,138	27,200
Total equity	150,227	147,179
Debt-to-equity ratio	0.31	0.18

The aforementioned capital management objective, policies and processes have remained unchanged since the previous financial year.

34. FINANCIAL INSTRUMENTS

34.1 Classification of Financial Instruments

	The Group		The Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Financial Assets				
Amortised Cost				
Receivables	56,833	47,943	62,858	64,512
Cash and cash equivalents	5,843	4,437	10	26
	62,676	52,380	62,868	64,538
Financial Liabilities				
Amortised Cost				
Loans and borrowings	50,172	30,522	–	–
Lease liabilities	2,809	1,115	–	–
Payables	66,616	60,954	5,138	4,610
	119,597	92,591	5,138	4,610

34.2 Fair Value Information

The methods used in determining the fair values of financial instruments recognised on the statements of financial position are disclosed in their respective notes to the financial statements.

LIST OF **PROPERTIES**

Address/Location	Tenure	Land Area (sq metres)	Description/ Existing use	Net Carrying Amount (RM'000)	Approximate age of building (Years)	Date of acquisition
H.S.(D) 44945, PT 894, Mukim Bandar Port Dickson District of Port Dickson Negeri Sembilan	Leasehold 99 years (expiring in 2115)	26,435	Investment Properties	29,246	14	28.06.2011
H.S.(D) 44932, PT 881, H.S.(D) 44933, PT 882, H.S.(D) 44934, PT 883, H.S.(D) 44935, PT 884, H.S.(D) 44936, PT 885, H.S.(D) 44937, PT 886, H.S.(D) 44938, PT 887, H.S.(D) 44939, PT 888, H.S.(D) 44942, PT 892, H.S.(D) 44943, PT 893, H.S.(D) 44946, PT 900, Mukim Bandar Port Dickson District of Port Dickson Negeri Sembilan	Leasehold 99 years (expiring in 2085)	62,322	Land for Development	14,761	–	28.06.2011
No. Hakmilik: 231379 Lot 35264, Bandar Baru Enstek District of Seremban Negeri Sembilan	Freehold	80,940	Land for Development	7,668	–	31.12.2007
H.S.(D) 38706, PT 747, Mukim Bandar Port Dickson District of Port Dickson Negeri Sembilan	Leasehold 99 years (expiring in 2115)	27,359	Land for Development	4,254	–	07.09.2012
No. Hakmilik: 52554 Lot 20132, Mukim Bandar Port Dickson, District of Port Dickson, Negeri Sembilan	Leasehold 99 years (expiring in 2111)	15,995	Land for Development	3,194	–	28.06.2011

ANALYSIS OF SHAREHOLDINGS

AS AT 3 OCTOBER 2025

Total Number of Issued Shares : 174,450,000
Class of Shares : Ordinary Shares
Voting rights : One vote per ordinary share
No. of Shareholders : 1,539

ANALYSIS BY SIZE OF SHAREHOLDINGS

Size of Shareholdings	No. of shareholders	Percentage %	No. of Shares	Percentage %
Less Than 100	173	11.24	5,646	0.00
100 – 1,000	143	9.29	81,929	0.05
1,001 – 10,000	659	42.82	3,378,901	1.94
10,001 – 100,000	485	31.51	16,538,824	9.48
100,001 and below 5%	76	4.94	71,395,560	40.93
5% and above	3	0.19	83,049,140	47.61
Total	1,539	100.00	174,450,000	100.00

DIRECTORS' SHAREHOLDINGS

Name of Directors	No. of Shares Direct	Percentage %	No. of Shares Indirect	Percentage %
Tan Sri Dato' Lim Kang Yew	3,000,000	1.72	51,258,018*	29.38
Lim Dian Hoong	–	–	51,258,018*	29.38

SUBSTANTIAL SHAREHOLDERS

	Name of Shareholders	Direct shareholdings	Percentage %	Indirect shareholdings	Percentage %
1.	Segi Satria Sdn. Bhd.	51,258,018	29.38	–	–
2.	Agur Tegap Sdn. Bhd.	17,979,500	10.31	–	–
3.	Kencang Kuasa Sdn. Bhd.	13,916,622	7.98	–	–
4.	Tan Sri Dato' Lim Kang Yew	3,000,000	1.72	51,258,018*	29.38
5.	Lim Dian Hoong	–	–	51,258,018*	29.38
6.	Spark Ace Sdn. Bhd.	–	–	51,258,018*^	29.38

* Deemed interest by virtue of their shareholdings in Segi Satria Sdn. Bhd.
^ Dato' Lim Kang Poh and Mr Lim Guan Shiun deemed interest by virtue of their shareholdings in Spark Ace Sdn. Bhd.

ANALYSIS OF SHAREHOLDINGS
(Continued)

THIRTY (30) LARGEST SHAREHOLDERS

No.	Name	No. of Shares Held	Percentage %
1.	Segi Satria Sdn. Bhd.	51,153,018	29.32
2.	Agur Tegap Sdn. Bhd.	17,979,500	10.31
3.	Kencang Kuasa Sdn. Bhd.	13,916,622	7.98
4.	Yap Kong Wooi	8,002,605	4.59
5.	Wan Ah Keow	7,802,000	4.47
6.	Millenbridge Sdn. Bhd.	7,732,100	4.43
7.	Terusan Al-Maju Sdn. Bhd.	7,165,800	4.11
8.	Roszilawati Binti Akhir	4,572,000	2.62
9.	Mohd Saini Bin Kariman	4,031,750	2.31
10.	Rukun Bayu Sdn. Bhd.	4,003,000	2.29
11.	Tan Sri Dato' Lim Kang Yew	3,000,000	1.72
12.	Tiong Seng Yoke	2,484,150	1.42
13.	Ngai Sok Tien	2,187,550	1.25
14.	Lim Chui Hew @ Lim Bee Hua	1,636,550	0.94
15.	Wong Chooi Lin	1,323,000	0.76
16.	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Beneficiary : Pledged Securities Account for Ng Geok Wah	1,000,000	0.57
17.	Masrina Anak Latit	945,800	0.54
18.	Ooi Chin Kiang	884,000	0.51
19.	Wan Ah Keow	834,700	0.48
20.	Choo Pei Yin	644,100	0.37
21.	Huan Boon Haw	600,000	0.34
22.	Lim Hai	519,000	0.30
23.	Ong Kian Chye	500,000	0.29
24.	Lai Thiam Poh	490,000	0.28
25.	Yap Kong Wooi	486,150	0.28
26.	Oh Kok Khim	472,000	0.27
27.	Goay Thiam Ting	450,000	0.26
28.	Lim Kee	450,000	0.26
29.	Tan Suan Wen	406,000	0.23
30.	RHB Nominees (Tempatan) Sdn. Bhd. Beneficiary : Pledged Securities Account for Dato' Sri Ker Cherk Yee	370,000	0.21
	TOTAL	**146,041,395**	**83.72**

NOTICE OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth ("24th") Annual General Meeting ("AGM") of the Company will be held at Conference Room, Level 17, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Friday, 28 November 2025 at 10.00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. **[PLEASE REFER TO EXPLANATORY NOTE]**

2. To approve the payment of Directors' Fees of up to an amount of RM500,000.00 for the financial year ending 30 June 2026. **[RESOLUTION 1]**

3. To approve the payment of Directors' Benefits of up to an amount of RM50,000.00 for the financial year ending 30 June 2026. **[RESOLUTION 2]**

4. To re-elect Tan Sri Dato' Lim Kang Yew who is retiring by rotation pursuant to Clause 76(3) of the Company's Constitution. **[RESOLUTION 3]**

5. To re-elect Tengku Ab Hadi Bin Tengku Mustafa who is retiring by rotation pursuant to Clause 76(3) of the Company's Constitution. **[RESOLUTION 4]**

6. To re-elect Mr Lim Kuan Hwang who is retiring by rotation pursuant to Clause 76(3) of the Company's Constitution. **[RESOLUTION 5]**

7. To re-elect Dato' Sr Mohd Zaid Bin Zakaria who is retiring pursuant to Clause 78 of the Company's Constitution. **[RESOLUTION 6]**

8. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **[RESOLUTION 7]**

SPECIAL BUSINESS

9. **AUTHORITY FOR DIRECTORS TO ALLOT SHARES AND WAIVER OF THE PRE-EMPTIVE RIGHTS FOR THE ISSUANCE OF THE NEW SHARES** **[RESOLUTION 8]**

"**THAT** subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer from time to time, at such price, to such persons, for such purposes and upon such terms and conditions, and as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being **AND THAT** the Directors of the Company be and are also empowered to obtain approval from Bursa Securities for the listing of and quotation of the additional shares so issued **AND THAT** such authority shall continue to be in force until:

(i) the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;

(ii) the expiration of the period within which the next AGM is required to be held after the approval was given; or

(iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

THAT pursuant to Section 85(1) of the Act which must read together with Clause 12(3)(a) of the Constitution of the Company, by approving the resolution, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of the new shares by the Company as stated above.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether in respect of dividend, voting, return of capital or otherwise, for such consideration and to any person as the Directors may determine."

10. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("MANDATE")** **[RESOLUTION 9]**

"**THAT** authority be and is hereby given pursuant to Paragraph 10.09 and Practice Note 12 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.8 of the Circular to Shareholders dated 30 October 2025 with the related parties listed in Section 2.7, which are necessary for the day-to-day operations, in the ordinary course of business, made at arm's length basis and on normal commercial terms, which are not more favourable to the related parties than those normally available to the public and are not to the detriment of the minority shareholders;

AND THAT the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect, the authority shall only continue to be in force until:

(i) the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that AGM;

(ii) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016, but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or

(iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

FURTHER THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things, including executing such documents as may be required to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

11. To transact any other business of which due notices have been given in accordance with the Constitution of the Company and the Companies Act 2016.

NOTICE OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING

(Continued)

BY ORDER OF THE BOARD

CHUA HOON PING (MAICSA 7044386) SSM PC No. 202008003258
LEOW CHI LOONG (MIA 32892) SSM PC No. 202008004090
COMPANY SECRETARIES

Petaling Jaya
30 October 2025

Notes :

1. For the purpose of determining who shall be entitled to attend at the 24th AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 21 November 2025. Only members whose names appear on this Record of Depositors shall be entitled to attend the AGM or appoint a proxy to attend, participate, speak and vote on his/her/its behalf.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, speak and vote in his/her/its place at the AGM. A proxy may, but need not, be a member of the Company.

3. A member of the Company who is entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend, participate, speak and vote in his/her/its place at the AGM.

4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.

5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.

6. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

7. An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his/her attorney; and in the case of a corporate member, shall be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

8. The appointment of a proxy may be made in a hard copy form or by electronic means and must be received by the Company not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote or in case of poll, not less than 24 hours before the time appointed for taking the poll.

9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of AGM will be put to vote on a poll.

10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Level 16, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote or in case of poll, not less than 24 hours before the time appointed for taking the poll. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

11. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.

12. Last date and time for lodging proxy form is on Wednesday, 26 November 2025, before 10.00 a.m.

EXPLANATORY NOTES

1. Audited Financial Statements

The Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

Ordinary Business

2. Resolutions 1 & 2 - Directors' Fees and Benefits

Section 230(1)(b) of the Companies Act 2016 provides that the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") agreed that the members' approval shall be sought at the 24th AGM on the Directors' fees and benefits.

- Resolution 1 on payment of Directors' fees for the financial year ending 30 June 2026.

  The total amount of Directors' fees payable will be tabled for the members' approval is for an amount up to RM500,000.00. The figure is calculated with the assumption that there will be changes to the Board size during the aforesaid period.

- Resolution 2 on payment of Directors' benefits for the financial year ending 30 June 2026.

  The total amount of Directors' benefits payable will be tabled for the members' approval is for an amount up to RM50,000.00. The figure is calculated with the assumption that there will be changes to the Board size during the aforesaid period.

The proposed Resolutions 1 and 2, if passed, will give authority to the Company to pay the Directors' fees and benefits on a quarterly/monthly basis and/or as and when incurred, since the Directors have discharged their responsibilities and rendered their services to the Company throughout the period.

In the event where the payment of Directors' Fees and Benefits payable for the financial year ending 30 June 2026 exceeds the estimated amount sought in the AGM, a shareholders' approval is to be sought in the next AGM of the Company in year 2026 on the payment of the exceeded amount.

3. Resolutions 3, 4, 5 & 6 - Re-Election of Directors

Clause 76(3) of the Company's Constitution expressly states that at the AGM in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office and be eligible for re-election. Clause 78 of the Constitution of the Company provides that any Director so appointed shall hold office only until the next AGM, and shall then be eligible for re-election.

Pursuant to Clause 76(3) of the Company's Constitution, Tan Sri Dato' Lim Kang Yew, Tengku Ab Hadi Bin Tengku Mustafa, and Mr Lim Kuan Hwang will retire by rotation and, being eligible, offer themselves for re-election at this Annual General Meeting.

Additionally, Dato' Sr Mohd Zaid Bin Zakaria will retire pursuant to Clause 78 of the Company's Constitution and, being eligible, offers himself for re-election at this Annual General Meeting.

The profiles of the Directors standing for re-elections are set out in their respective profiles in the Annual Report.

The Nomination Committee of the Company has conducted an assessment of the performance, contribution, and independence (where applicable) of Tan Sri Dato' Lim Kang Yew, Tengku Ab Hadi Bin Tengku Mustafa, Mr Lim Kuan Hwang, and Dato' Sr Mohd Zaid Bin Zakaria. Based on the evaluation, the Committee has recommended that all four Directors be nominated for re-election.

The Board of Directors, having considered the recommendation of the Nomination Committee, is satisfied with the contributions and effectiveness of the aforementioned Directors and has endorsed their re-election at the forthcoming Annual General Meeting.

NOTICE OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING
(Continued)

EXPLANATORY NOTES (CONT'D)

4. Resolution 7 - Re-Appointment of Auditors

The Audit Committee and the Board have recommended the re-appointment of Crowe Malaysia PLT as Auditors of the Company as they have met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Special Business

5. Resolution 8 – Authority for Directors to Allot Shares and Waiver of the Pre-Emptive Rights for the Issuance of the New Shares

The proposed resolution 8, if passed, will empower the Directors of the Company to issue and allot shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. The general mandate will provide flexibility to the Company for any possible fund-raising activities.

Section 85(1) of the Companies Act 2016 ("the Act") states that subject to the Constitution of the Company, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

Clause 12(3)(a) of the Constitution of the Company states that subject to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.

As at the date of this notice, no new shares in the Company were issued to the mandate granted to the Directors at the last AGM held on 28 November 2024 and which will lapse at the conclusion of the 24th AGM.

6. Resolution 9 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Proposed Resolution 9, if passed, will authorise the Group to enter into renewal of recurrent related party transactions as specified in the Circular to Shareholders dated 30 October 2025, provided that such transactions are of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business made at on arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF **ANNUAL GENERAL MEETING**

There is no Director standing for election at the Twenty-Fourth Annual General Meeting.

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TSR CAPITAL BERHAD
Registration No. 200101005393 (541149-W)

PROXY FORM

CDS Account No.

No. of Shares held

I/We _____ NRIC/Company/Passport No._____
(Full name in block)

of (full address) _____

being member(s) of TSR Capital Berhad, hereby appoint:

Full Name (in Block)	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Email Address & Contact No.			

and/or* (*delete as appropriate)

Full Name (in Block)	**NRIC/Passport No.**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Email Address & Contact No.			

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to attend and vote for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Friday, 28 November 2025 at 10.00 a.m. at Conference Room, Level 17, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan and at any adjournment thereof and to vote as indicated below:

No.	Resolutions		FOR	AGAINST
1.	To approve the payment of Directors' Fees up to an amount of RM500,000.00 for the financial year ending 30 June 2026.	(Resolution 1)		
2.	To approve the payment of Directors' Benefits up to an amount of RM50,000.00 for the financial year ending 30 June 2026.	(Resolution 2)		
3.	To re-elect Tan Sri Dato' Lim Kang Yew as Director (Clause 76(3)).	(Resolution 3)		
4.	To re-elect Tengku Ab Hadi Bin Tengku Mustafa as Director (Clause 76(3)).	(Resolution 4)		
5.	To re-elect Mr Lim Kuang Hwang as Director (Clause 76(3)).	(Resolution 5)		
6.	To re-elect Dato' Sr Mohd Zaid Bin Zakaria as Director (Clause 78).	(Resolution 6)		
7.	To re-appoint Crowe Malaysia PLT as Auditors and to authorise the Directors to fix their remuneration.	(Resolution 7)		
8.	Proposed Authority for Directors to Allot Shares and Waiver of Pre-Emptive Rights for the Issuance of the new Shares.	(Resolution 8)		
9.	Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	(Resolution 9)		

Please indicate with an "x" in the space provided whether you wish your vote to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit.

Dated this _____ day of _____ 2025

_____
Signature of Shareholder

Notes :

1. For the purpose of determining who shall be entitled to attend at the 24th AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 21 November 2025. Only members whose names appear on this Record of Depositors shall be entitled to attend the AGM or appoint a proxy to attend, participate, speak and vote on his/her/its behalf.
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AFFIX
STAMP

The Company Secretaries
TSR CAPITAL BERHAD
[Registration No. 200101005393 (541149-W)]
Level 16, Menara TSR
No. 12, Jalan PJU 7/3
Mutiara Damansara
47810 Petaling Jaya
Selangor Darul Ehsan

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Fold This Flap For Sealing

TSR CAPITAL BERHAD
Reg. No. 200101005393 (541149-W)

Level 16, Menara TSR, Mutiara Damansara,
No. 12, Jalan PJU 7/3, Petaling Jaya,
47810 Selangor Darul Ehsan, Malaysia.

Tel (603) 7717 7717 **Fax** (603) 7717 7618 **Email** general@tsrcap.com