PUNCAK NIAGA

PUNCAK NIAGA HOLDINGS BERHAD
[199701000591 (416087-U)]

TOGETHER WE BUILD **TOMORROW**

Annual Report 2025





TOGETHER WE BUILD TOMORROW

Inspired by Puncak Niaga's collaborative spirit, the design captures the people and purpose behind the Group's enduring strength. The composition unites visuals of its diverse business divisions, water and wastewater management, construction and facilities management, plantation, and property development, while also reflecting its expanding role in providing healthcare-related support services. This interconnected layout symbolises teamwork, operational synergy, and the Group's collective effort in sustaining performance and creating long-term value.

The theme "Together We Build Tomorrow" encapsulates this shared commitment. It reflects the belief that progress is achieved through unity, where every individual and partnership contribute to sustaining growth and building a resilient future. Through this design, the message is clear: Puncak Niaga's continued success is driven by collaboration, responsibility, and the collective strength of its people as they work together to build tomorrow.

ABOUT US



ENVIRONMENTAL ENGINEERING AND CONSTRUCTION

The Kuantan Sewage Project aims to increase the coverage ratio of the sewage services and improve the surrounding environment, including reducing sources of pollution and producing high-quality effluent, which in turn will improve the water quality of rivers



PLANTATION

In FY2025, the Plantation segment produced 23,567.70 metric tonnes of fresh fruit bunches ("FFB")



CONCESSION AND FACILITIES MANAGEMENT

Operated by TRlplc Berhad Group ("TRlplc"), our Concession and Facilities Management Division is currently fulfilling two separate concession agreements associated with Universiti Teknologi MARA ("UiTM")

Navigation Icons

The following icons are used in this report to indicate where additional information can be found.

This icon tells you where you can go for more information online.

This icon tells you where you can find related information in this report.

Scan this to view our Annual Report 2025

Our Annual Report, financial and other information about Puncak Niaga Holdings Berhad can also be found at https://www.puncakniaga.com.my/annual-reports/

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OUR PURPOSE

Growing Sustainable Businesses For Our Future Generation

OUR VISION

To Be The Leading Regional Integrated Water, Wastewater And Environmental Solutions Provider With Involvement In Concession Facilities Management Services, Plantation And Property Development Sectors

OUR MISSION

- **To meet the increasing challenges in the demand** for water, wastewater and environmental engineering, facilities management services, property development, plantation and construction sector through the continuous implementation of strategic planning, high quality standards, efficient services, human capital development, innovative technologies and operational systems
- **To actively participate in local, regional and global business opportunities** with linkages to the Company's core activities
- **To share experience and offer our expertise** through Smart Business Partnerships, Public Private Partnerships or other innovative business models in order to expand business growth



OUR VALUES

Our Company's values, the PUNCAK Values, shape our organisational culture and guide the way we run our business. They are integrated into our business processes and our core values at PUNCAK, we are and continuously seek to be:

P **Passionate** about our business for sustainable performance

U **United** as one in our corporate responsibility strategy to align with Our Vision To Be The Leading Regional Integrated Water, Wastewater And Environmental Solutions Provider With Involvement In Concession Facilities Management Services, Plantation And Property Development Sectors

N **Nurture** our human capital towards an exemplary workforce

C **Corporate governance** guides the way we run our business in an evolving global business environment

A **Accountable** for all our actions and engagement process with our stakeholders

K **Knowledgeable** in all aspects of our business operations and continue to be the trusted and reliable service provider



PUNCAK NIAGA GROUP FACT SHEET

2025 KEY HIGHLIGHTS *(As at 31 December 2025)*

REVENUE	TOTAL ASSETS	LOSS AFTER TAX	NUMBER OF SHARES ISSUED	SHARE CAPITAL
RM191.173 million	RM2,668.601 million	(RM25.380) million	449,284,556	RM554,662,777

AWARDS AND RECOGNITION



28 August 2025

Pinnacle of Success Business Award 2025
Certificate of Excellence Awarded with pride to YBhg Tan Sri Rozali bin Ismail, Executive Chairman, Puncak Niaga Holdings Berhad. Honoured with the title: Pinnacle Industry Icon of the Year.



28 August 2025

The World's Best Annual Report 2024
2025 International ARC Awards at the 39th Annual Celebration of the World's Best Annual Reports 2024.



27 August 2025

20 THEBIZZ Years
Puncak Niaga Holdings Berhad – The Recognition of Inspirational Company With All Its Privileges And Obligations.
(Given in the city Cuzco, Peru)



25 February 2025

The World Best Foundation
(The World's Only Brands & Branding Foundation)
Puncak Niaga Holdings Berhad was Awarded The BrandLaureate Best Brands Awards 2024-2025. Brand of the Year Sustainability Leadership in Water & Environmental Solutions.



27 November 2024

The Graduates' Choice of Employers (GCA) Award 2025
Puncak Niaga Holdings Berhad has been ranked No. 5 in the Construction Industry category at the 2025 Graduates' Choice of Employers to Work for Award, organised by Talentbank Group.

NEWS

05 May 2025


28 BISNES
Sinar Harian
Legasi 28 tahun Puncak Niaga
Terus kukuh dengan pelbagai sektor perniagaan mengharungi cabaran ekonomi
BISNES PREMIUM


Sinar Harian
BISNES 29
BRAND OF THE YEAR
Rozali tak betah duduk di rumah

CORPORATE MEMBERSHIPS

Federation of Public Listed Companies ("FPLC")	Malaysian Employers Federation ("MEF")	Institute of Corporate Directors Malaysia	Malaysian Palm Oil Association	Sarawak Oil Palm Plantation Owners Association
▶ Member since 1997	▶ Member since 1999	▶ Member since 2018	▶ Member since 2021	▶ Member since 2021

BASIS OF THIS REPORT

REPORTING FRAMEWORK

This is Puncak Niaga Holdings Berhad's ("Puncak Niaga" or "the Group") Annual Report 2025. This report describes the Group's performance in its efforts to create value for our stakeholders for the financial year ended 31 December 2025. The report strives to provide a comprehensive account of our strategic progress in a balanced and transparent manner. The report also details our Environmental, Social and Governance performance, which is elaborated further in our Sustainability Statement on pages from 46 to 105.

THE TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES ("TCFD") RECOMMENDATIONS

The TCFD Recommendations, first launched in 2017, are designed to encourage consistent and comparable reporting on climate-related risks and opportunities by companies to their stakeholders. The TCFD Recommendations are structured around 4 content pillars:

1 GOVERNANCE › 2 STRATEGY › 3 RISK MANAGEMENT › 4 METRICS & TARGETS

SCOPE AND BOUNDARIES

Puncak Niaga is publicly listed on the Main Market of Bursa Malaysia Securities Berhad. This report covers all our business activities, including those of our principal subsidiaries.

GUIDELINES AND STANDARDS

Throughout the preparation of this report, we have been guided by best practices as prescribed by international and local integrated reporting frameworks. Our disclosures adhere to the requirements of the following:-

- Bursa Malaysia Securities Berhad's ("Bursa Malaysia") Main Market Listing Requirements ("MMLR")
- Malaysian Code on Corporate Governance 2021 ("MCCG"), Securities Commission Malaysia
- Bursa Malaysia's Corporate Governance Guide 4th Edition
- Companies Act, 2016
- IFRS Accounting Standards
- Malaysian Financial Reporting Standards

In the area of sustainability, we have developed our reporting in line with key sustainability reporting guidelines such as Bursa Malaysia's Sustainability Reporting Guide 3rd Edition (2022) and Global Reporting Initiative Standards 2021 ("GRI").

ASSURANCE

The report has been developed with oversight by the Board of Directors, who has given its collective assurance and approval for its content. Our financial reporting is audited by an independent third party, Grant Thornton Malaysia PLT who had audited our Financial Statements for the financial year ended 31 December 2025 and approved them free of qualification.

FORWARD LOOKING STATEMENTS

Forward looking statements should be taken with a degree of caution as they are reliant on various events, risks, uncertainties and other factors beyond our control. These statements can be identified through the use of keywords such as "believes", "intend", "will", "plans", "outlook" and other similar words in conjunction with discussions on future operating or financial performance. In the coming years, we will be able to report with more comprehensive data and better assess our material focus areas.

FEEDBACK

All comments, thoughts and remarks may be directed to:

PUNCAK NIAGA HOLDINGS BERHAD
Company Secretary
10th Floor, Wisma Rozali
No. 4, Persiaran Sukan, Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan

Telephone : 03 5522 8589
Fax : 03 5512 0220
Email : investors@puncakniaga.com.my

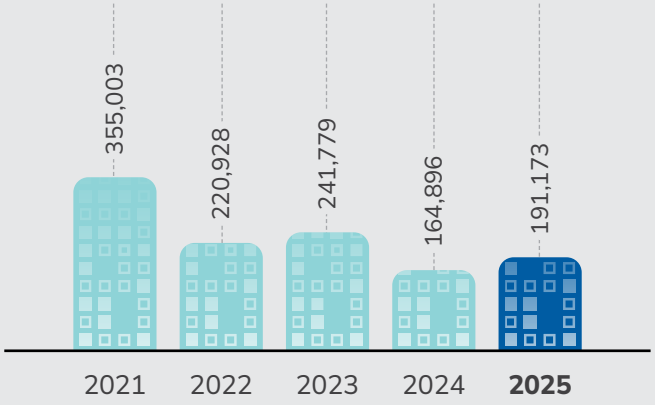
Please scan the QR code to access our Annual Report which is also available at **www.puncakniaga.com.my**

FIVE-YEAR GROUP PERFORMANCE & FINANCIAL HIGHLIGHTS

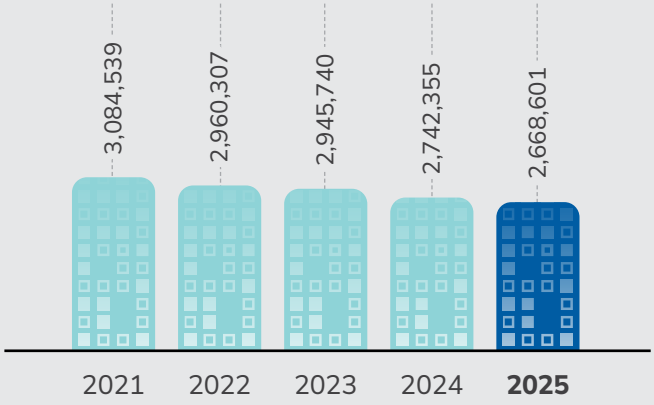
	2021 RM'000	2022 RM'000	2023 RM'000	2024 RM'000	2025 RM'000
KEY RESULTS					
Revenue	355,003	220,928	241,779	164,896	**191,173**
(Loss)/Profit Before Tax	(15,070)	(23,686)	9,253	(131,971)	**(25,854)**
Net (Loss)/Profit attributable to owners of the Company	(9,049)	(15,900)	8,845	(131,778)	**(22,944)**
STATEMENTS OF FINANCIAL POSITION					
Property, plant and equipment	478,016	472,310	471,678	460,116	**448,371**
Investment properties	836,380	848,844	554,127	608,897	**611,565**
Bearer biological assets	309,711	311,447	310,448	303,168	**284,861**
Other non-current assets	900,790	872,040	826,350	789,232	**754,622**
Current assets	559,642	455,666	477,071	482,317	**468,957**
Assets held for sale	-	-	306,066	98,625	**100,225**
Total assets	3,084,539	2,960,307	2,945,740	2,742,355	**2,668,601**
ISSUED AND PAID-UP CAPITAL					
Share capital	554,663	554,663	554,663	554,663	**554,663**
Reserves	759,753	743,899	757,355	625,578	**602,634**
Equity attributable to owners of the Company	1,308,475	1,292,621	1,306,077	1,174,300	**1,151,356**
Net assets per share attributable to owners of the Company (RM)	2.93	2.89	2.92	2.63	**2.57**
RATIOS AND STATISTICS					
Net (Loss)/Profit margin attributable to owners of the Company (%)	(2.55)	(7.20)	3.66	(79.92)	**(12.00)**
Basic (Loss)/Earnings per share attributable to owners of the Company (sen)	(2.02)	(3.56)	1.98	(29.46)	**(5.13)**
Loans and borrowings (RM'000)	1,233,585	1,175,198	1,152,195	1,065,423	**1,044,069**
Gearing ratio (%)	49	48	47	48	**48**
Current ratio (times)	1.16	1.07	1.66	1.19	**1.29**

FIVE-YEAR GROUP PERFORMANCE & FINANCIAL HIGHLIGHTS

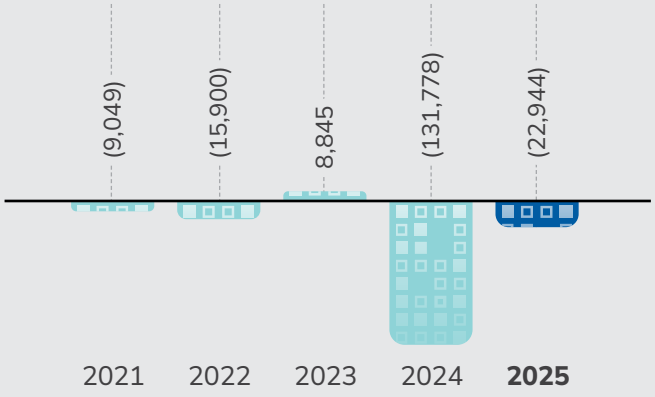
REVENUE
(RM'000)



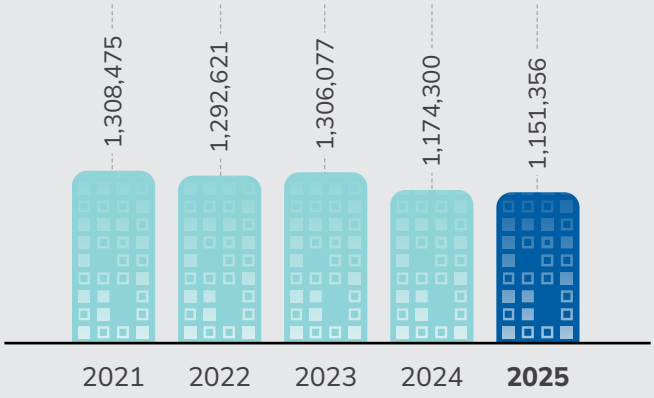
TOTAL ASSETS
(RM'000)



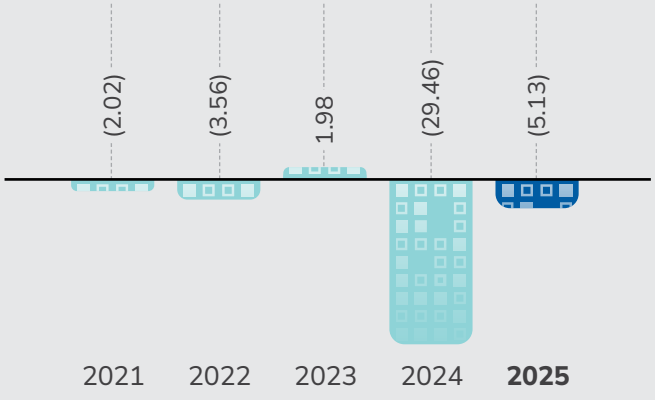
NET (LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY
(RM'000)



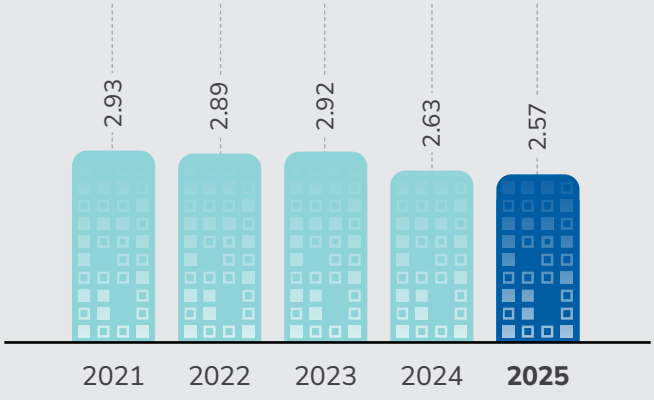
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY
(RM'000)



BASIC (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY
(sen)



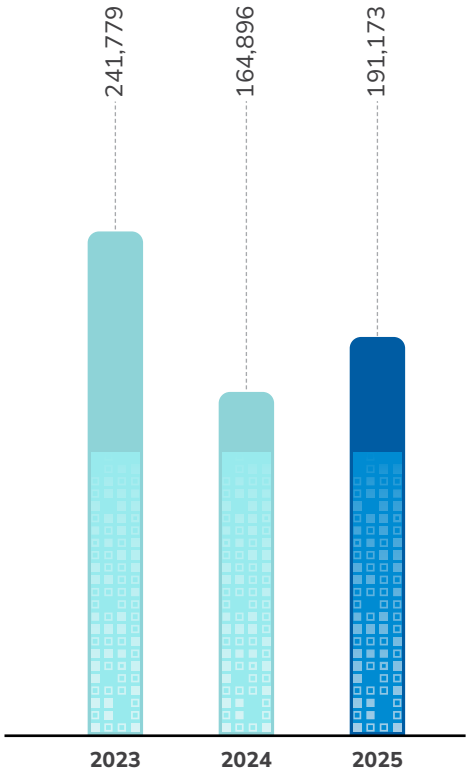
NET ASSETS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY
(RM)



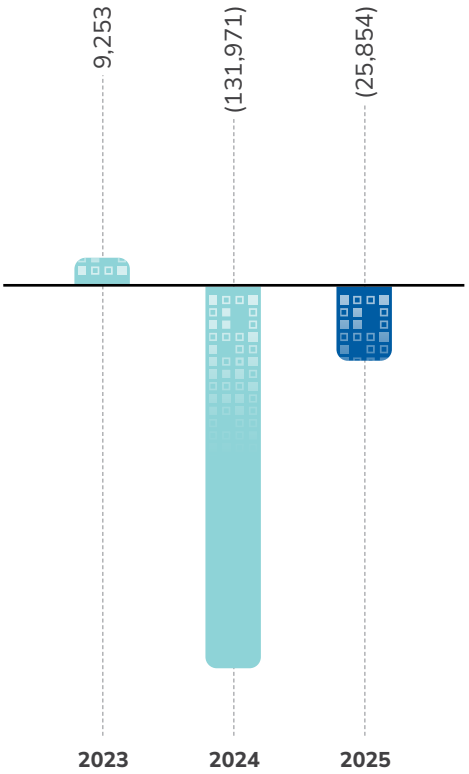
QUARTERLY FINANCIAL RESULTS

	31 December 2023				
	Q1 RM'000	Q2 RM'000	Q3 RM'000	Q4 RM'000	YTD 12 months RM'000
KEY RESULTS					
Revenue	59,248	67,291	57,316	57,924	241,779
(Loss)/Profit before tax	(7,059)	(7,043)	(34,103)	57,458	9,253
(Loss)/Profit for the period	(7,707)	(8,550)	(31,412)	51,372	3,703
(Loss)/Profit attributable to ordinary equity holders of the Company	(6,750)	(7,387)	(30,088)	53,070	8,845
Basic (loss)/earnings per share (sen)	(1.51)	(1.65)	(6.73)	11.87	1.98
Net assets per share attributable to ordinary equity holders of the Company (RM)	2.88	2.86	2.79	2.92	2.92

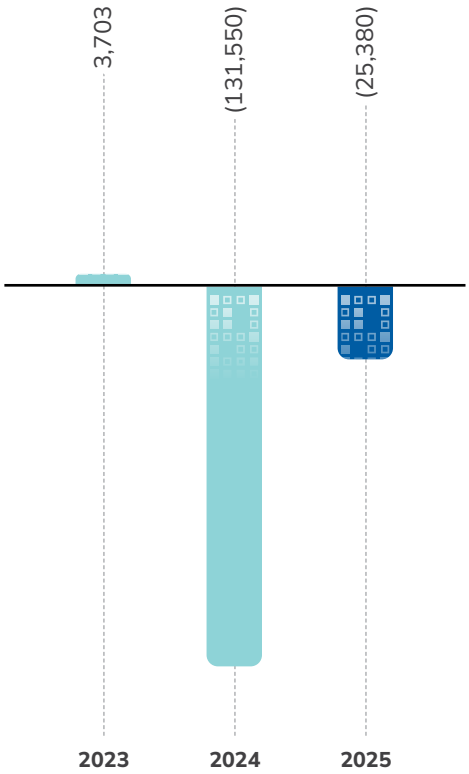
REVENUE *(RM'000)*



PROFIT/(LOSS) BEFORE TAX *(RM'000)*



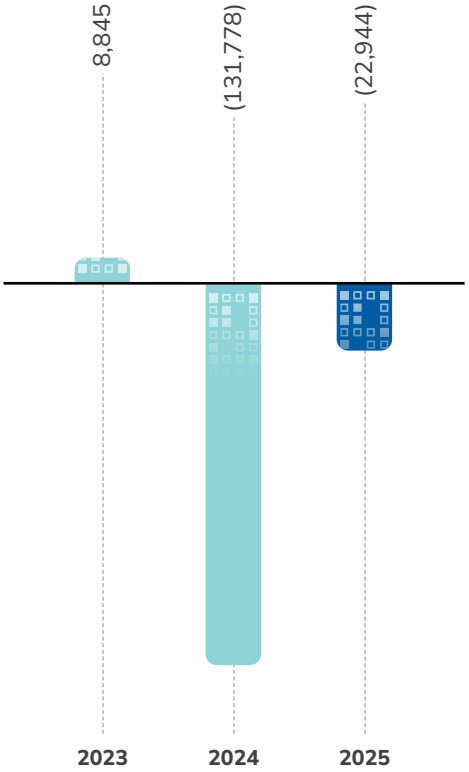
PROFIT/(LOSS) FOR THE YEAR *(RM'000)*



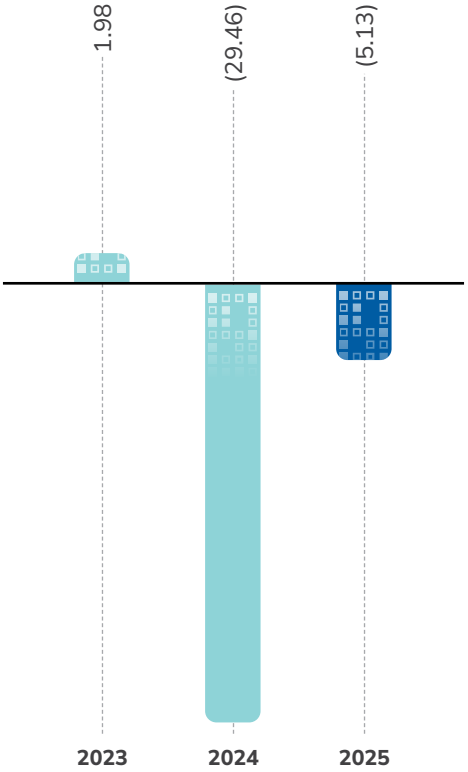
QUARTERLY FINANCIAL RESULTS

31 December 2024					31 December 2025				
Q1 RM'000	Q2 RM'000	Q3 RM'000	Q4 RM'000	YTD 12 months RM'000	Q1 RM'000	Q2 RM'000	Q3 RM'000	Q4 RM'000	YTD 12 months RM'000
47,606	50,031	29,081	38,178	164,896	**38,370**	**42,764**	**61,829**	**48,210**	**191,173**
(10,223)	(9,305)	(22,625)	(89,818)	(131,971)	**(2,232)**	**(10,660)**	**(8,523)**	**(4,439)**	**(25,854)**
(15,077)	(8,528)	(22,686)	(85,259)	(131,550)	**(2,467)**	**(9,828)**	**(6,792)**	**(6,293)**	**(25,380)**
(14,729)	(7,862)	(24,555)	(84,632)	(131,778)	**(1,866)**	**(9,120)**	**(6,017)**	**(5,941)**	**(22,944)**
(3.29)	(1.76)	(5.49)	(18.92)	(29.46)	**(0.42)**	**(2.04)**	**(1.34)**	**(1.33)**	**(5.13)**
2.89	2.87	2.81	2.63	2.63	**2.62**	**2.60**	**2.59**	**2.57**	**2.57**

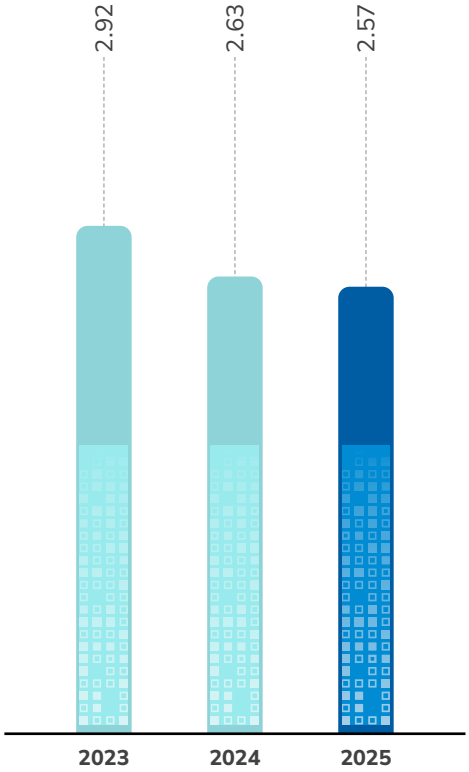
PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY *(RM'000)*



BASIC EARNINGS/(LOSS) PER SHARE *(SEN)*



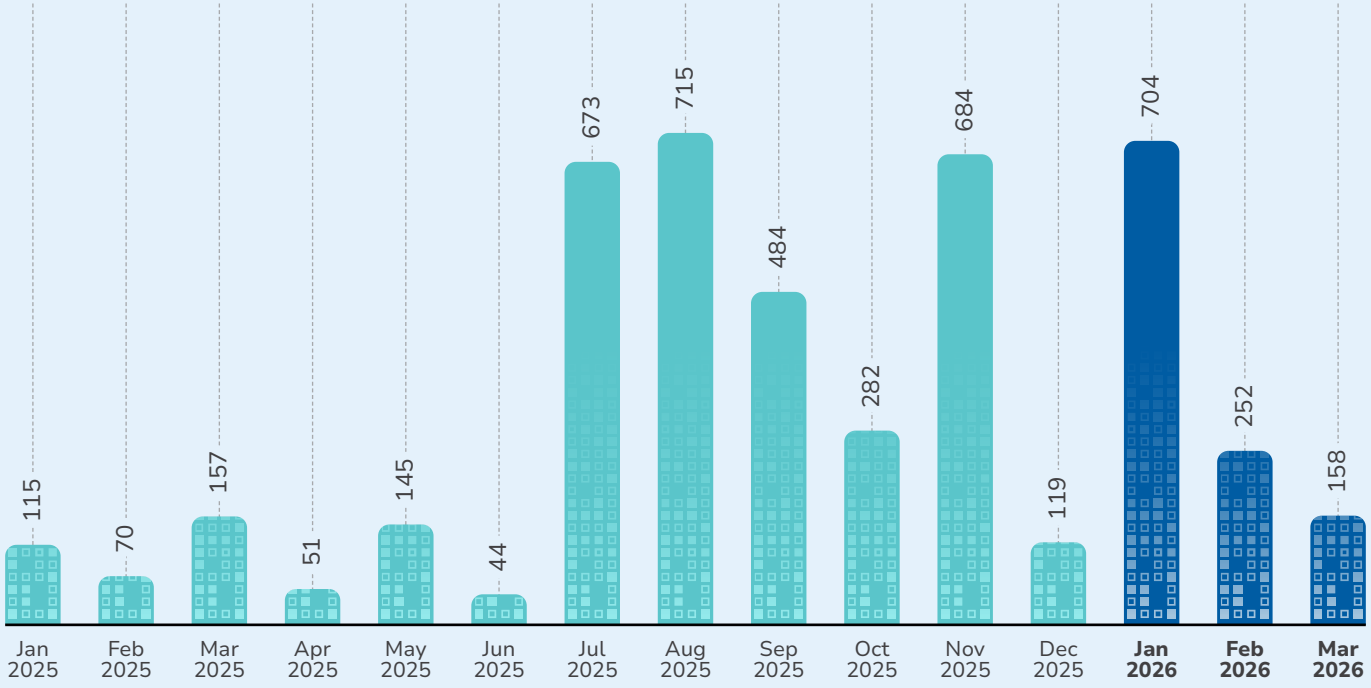
NET ASSETS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY *(RM)*



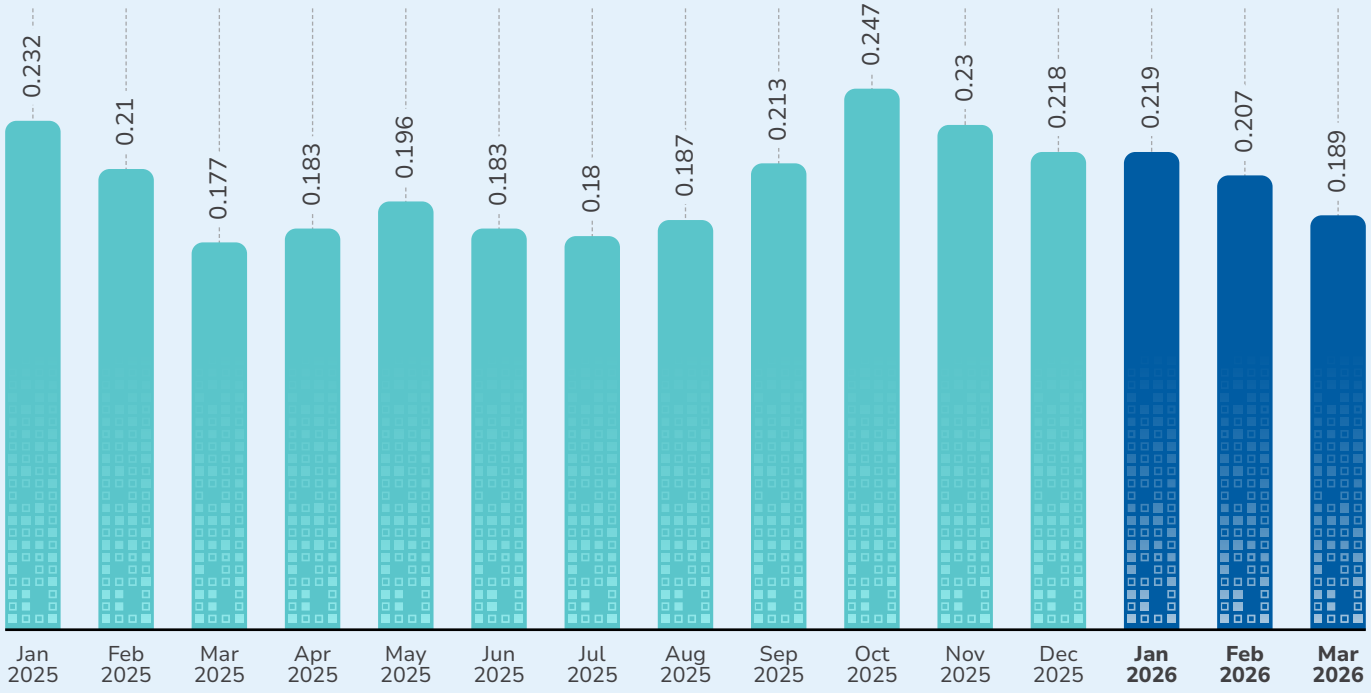
SHARE PRICE MOVEMENT

Stock Name: **PUNCAK** Stock Code: **6807**

VOLUME OF SHARES TRADED ('000)



MONTHLY AVERAGE CLOSING PRICE (RM)



FINANCIAL CALENDAR

YEAR 2025

First Quarter Results Ended
31 March 2025
28 MAY

27 AUG
Second Quarter Results Ended
30 June 2025

Third Quarter Results Ended
30 September 2025
26 NOV

YEAR 2026

25 FEB
Fourth Quarter Results Ended
31 December 2025

Audited Financial Statements for the Financial Year Ended
31 December 2025
31 MAR

30 APR
Published Annual Report 2025

Twenty-Ninth Annual General Meeting
4 JUN

CORPORATE PROFILE



Puncak Niaga Holdings Berhad ("Puncak Niaga") Group is the leading regional integrated water, wastewater and environmental solutions provider with involvement in environmental engineering and construction, concession and facilities management services and plantation sectors.

OUR COMPANY

Puncak Niaga Holdings Berhad ("Puncak Niaga") Group is the leading regional integrated water, wastewater and environmental solutions provider with involvement in environmental engineering and construction, concession and facilities management services and plantation sectors. Puncak Niaga is an investment holding company whilst its subsidiaries are principally involved in the construction, water, wastewater, sewage and environmental engineering sectors including undertaking research and development and technology development for the water, wastewater and environmental sectors, management and advisory services, facilities management services and plantation.

Established on 7 January 1997, Puncak Niaga was listed on the Main Board of Bursa Malaysia Securities Berhad (now known as the Main Market of Bursa Malaysia Securities Berhad) on 8 July 1997. It is the first water treatment and supply concession company to be listed on Bursa Malaysia Securities Berhad under the Infrastructure Project Company guidelines issued by Securities Commission and was reclassified to the Construction sector on 13 November 2015.

OUR CORE BUSINESS AND CAPABILITIES

Our wholly-owned subsidiary, Puncak Niaga Construction Sdn Bhd's ("PNCSB") principal business activities are construction works, general contracts and its related activities. As the construction arm of Puncak Niaga, PNCSB had completed two water supply projects in October and December 2015, respectively, in Sarawak and a water supply project in April 2019, in Sabah. Currently, PNCSB manages two sewage projects in Kuala Lumpur and Kuantan, one water treatment project in Bukit Chupak, Kelantan.

Puncak Niaga Infrastructures & Projects Private Limited which was formed on 10 March 2011 in India to focus on potential markets in India was struck off from the Register of Companies of India and ceased to be a wholly-owned subsidiary of Puncak Niaga on 28 January 2022.

On 28 September 2011, Puncak Oil & Gas Sdn Bhd ("POG") completed the

100% equity acquisitions of two oil and gas entities, namely GOM Resources Sdn Bhd ("GOM Resources") and KGL Ltd ("KGL") with proven track records in undertaking oil and gas works for Petronas. The acquisitions enabled Puncak Niaga Group to diversify into the oil & gas sector and the Group subsequently exited the oil and gas industry in 2018. KGL was struck off from the Register of Companies of Labuan and ceased to be a wholly-owned subsidiary of POG on 20 January 2025.

Puncak Niaga Management Services Sdn Bhd ("PNMSSB") provides management and advisory services to Puncak Niaga Group whereas Murni Estate Sdn Bhd ("MESB") is Puncak Niaga's Plantation Division's holding company.

On 17 October 2016, MESB acquired a 60% subsidiary, namely, Danau Semesta Sdn Bhd ("Danau Semesta") to facilitate the Group's business expansion plans in the oil palm plantation sector. On 28 June 2017, MESB's equity interest in Danau Semesta increased to 90%. On 3 July 2017, Danau Semesta acquired a wholly-owned subsidiary, Danum Sinar Sdn Bhd with its principal activities in the oil palm cultivation with 42,433 hectares plantation land in Murum, Sarawak.

After being in the Selangor water services industry since 1994, on 15 October 2015, both PNSB Water Sdn Bhd (formerly known as Puncak Niaga (M) Sdn Bhd) ("PNSB") and Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS") were disposed to Pengurusan Air Selangor Sdn Bhd and ceased to be a wholly-owned subsidiary and jointly controlled entity of Puncak Niaga Group in line with the consolidation of the Selangor water services industry by the Federal Government and the State Government of Selangor.

On 31 May 2018, Puncak Niaga completed the acquisition of the entire issued share capital in TRIplc Berhad ("TRIplc") which is principally involved in the provision of project management services for construction projects, property development, property investment, property management and facilities management services. TRIplc, through its wholly-owned subsidiaries TRIplc Ventures Sdn Bhd and TRIplc Medical Sdn Bhd, are the holders of two concession agreements for Zone 1 Phase 2 ("Z1P2") and Zone 1 Phase 3 ("Z1P3") of Universiti Teknologi MARA ("UiTM") Puncak Alam Campus under the Private Finance Initiative in Malaysia.

OUR PEOPLE

Puncak Niaga Group is supported by a dedicated workforce of over 400 employees, including nearly 100 Management, professional, technical, and supervisory executives. Our team brings valuable expertise across a wide range of disciplines, such as engineering, plantation, accountancy, legal, management, administration, and business. This diverse blend of talent and experience plays a crucial role in driving the Group's ongoing success and positioning us for sustainable growth.

Puncak Niaga's Workforce

>464
Employees

OUR COMMITMENT TO CORPORATE CITIZENSHIP

Puncak Niaga Group is committed to upholding the principles of good corporate governance and core values such as quality, value, service, innovation, integrity and trust in the conduct of our businesses which are integral to the Group's success over the years. We have received various repeat awards and accolades for good governance, annual reporting, occupational safety and health and environmental and social reporting.

OUR FUTURE PLANS

As Puncak Niaga Group seeks to grow sustainable businesses and deliver value to its stakeholders, we will look into expanding our operations in areas related to our core businesses and core competencies in water and wastewater, sewage, environmental engineering and construction, concession and facilities management services and plantation.

- Water and Wastewater
- Sewage
- Environmental Engineering
- Environmental Construction
- Concession
- Facilities Management Services
- Plantation

CORPORATE INFORMATION

BOARD OF DIRECTORS

1. **YBHG TAN SRI ROZALI BIN ISMAIL**
   Executive Chairman
2. **ENCIK AZLAN SHAH BIN TAN SRI ROZALI**
   Managing Director
3. **YBHG DATO' SRI ADENAN BIN AB. RAHMAN**
   Independent Non-Executive Director
4. **YBHG PROF EMERITUS DATUK DR MARIMUTHU A/L NADASON**
   Independent Non-Executive Director
5. **YBHG DATUK LSR HAJI JOHARI BIN WAHAB**
   Independent Non-Executive Director
6. **YM TENGKU LORETA BINTI TENGKU DATO' SETIA RAMLI ALHAJ**
   Independent Non-Executive Director
7. **TUAN HAJI NOOR FAIZ BIN HASSAN**
   Independent Non-Executive Director

Executive Director, Finance

Madam Lim Mun Lee

Company Secretary

Puan Wan Razmah binti
Wan Abd Rahman
MAICSA 7021383
SSM PC No: 202008002111

Date and Place of Incorporation

7 January 1997, Malaysia

Company Number

199701000591 (416087-U)

Registered Office

10th Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5512 0220

Principal Office

Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5522 8598
E-mail (general):
info@puncakniaga.com.my
E-mail (investors):
investors@puncakniaga.com.my
Website: www.puncakniaga.com.my

Auditors

Grant Thornton Malaysia PLT
(201906003682 & LLP0022494-LCA)
Chartered Accountants (AF 0737)

Tax Advisors

Grant Thornton Taxation Sdn Bhd
BDO Tax Services Sdn Bhd
KPMG Tax Services Sdn Bhd

CORPORATE INFORMATION

Principal Bankers

- RHB Islamic Bank Berhad [200501003283 (680329-V)]
- Affin Islamic Bank Berhad [200501027372 (709506-V)]
- Malayan Banking Berhad [196001000142 (3813-K)]
- United Overseas Bank (Malaysia) Berhad [199301017069 (271809-K)]
- Hong Leong Bank Berhad [193401000023 (97141-X)]
- Hong Leong Islamic Bank Berhad [200501009144 (686191-W)]

Main Solicitors

- Messrs Adnan Sundra & Low
- Messrs Belden
- Messrs CK Lim Law Chambers
- Messrs Rosli Dahlan Saravana Partnership

Share Registrar

(place where all registers of securities are kept)

Tricor Investor & Issuing House Services Sdn Bhd
[197101000970 (11324-H)]
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel : +603-2783 9299
Fax : +603-2783 9222

Stock Exchange Listing

Main Market
Bursa Malaysia Securities Berhad
- Stock Sector: Construction Sector
- Stock Name: PUNCAK
- Stock Code: 6807

Shariah Compliant Security
Securities Commission Malaysia
- Construction Sector

Executive Committee

Chairman
- Yang Berbahagia Tan Sri Rozali bin Ismail

Members
- Encik Azlan Shah bin Tan Sri Rozali
- Tuan Syed Badli Shah bin Syed Mansoor
- Yang Berbahagia Prof Dato' Dr Mohd Zainul Fithri bin Othman
- Madam Lim Mun Lee
- Puan Faridatulzakiah binti Mohd Bakhry

Audit Committee

Chairman
- Yang Berbahagia Dato' Sri Adenan bin Ab. Rahman

Members
- Yang Berbahagia Prof Emeritus Datuk Dr Marimuthu a/l Nadason
- Yang Berbahagia Datuk LSr Haji Johari bin Wahab
- Yang Mulia Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- Tuan Haji Noor Faiz bin Hassan

Remuneration Committee

Chairman
- Yang Berbahagia Dato' Sri Adenan bin Ab. Rahman

Members
- Yang Berbahagia Prof Emeritus Datuk Dr Marimuthu a/l Nadason
- Yang Berbahagia Datuk LSr Haji Johari bin Wahab
- Yang Mulia Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- Tuan Haji Noor Faiz bin Hassan

Nomination Committee

Chairman
- Yang Berbahagia Prof Emeritus Datuk Dr Marimuthu a/l Nadason

Members
- Yang Berbahagia Dato' Sri Adenan bin Ab. Rahman
- Yang Berbahagia Datuk LSr Haji Johari bin Wahab
- Yang Mulia Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- Tuan Haji Noor Faiz bin Hassan

Compliance, Internal Control and Risk Policy Committee

Chairman
- Yang Berbahagia Dato' Sri Adenan bin Ab. Rahman

Members
- Yang Berbahagia Prof Emeritus Datuk Dr Marimuthu a/l Nadason
- Yang Berbahagia Datuk LSr Haji Johari bin Wahab
- Yang Mulia Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
- Tuan Haji Noor Faiz bin Hassan

CORPORATE INFORMATION

SUBSIDIARY OFFICES

MALAYSIA

Puncak Niaga Management Services Sdn Bhd's Office

Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5522 8598

TRIplc Berhad and Group's Office

2nd Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5522 8598

Puncak Niaga Construction Sdn Bhd's Office

5th Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5510 1340

Murni Estate Sdn Bhd's Office

4th Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5522 8598

Danum Sinar Sdn Bhd's Office

Shoplot 237, Lot 8388
Ground Floor
Bintulu Central, Phase 2
97000 Bintulu
Sarawak
Tel : +086-351 416/415
Fax : +086-351 418

Puncak Communication Sdn Bhd's Office

2nd Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5522 8598

Puncak Oil & Gas Sdn Bhd's Office

2nd Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5522 8598

GOM Resources Sdn Bhd's Office

2nd Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan
Tel : +603-5522 8589
Fax : +603-5522 8598

ORGANISATION STRUCTURE

PUNCAK NIAGA HOLDINGS BERHAD
[199701000591 (416087-U)]

BOARD OF DIRECTORS

- Audit Committee
- Remuneration Committee
- Nomination Committee
- Compliance, Internal Control and Risk Policy Committee

COMPANY SECRETARY

EXECUTIVE CHAIRMAN
YBhg Tan Sri Rozali bin Ismail

EXECUTIVE COMMITTEE

MANAGING DIRECTOR
Encik Azlan Shah bin Tan Sri Rozali

- ESG Sustainability Committee
- Risk Management Scorecard Working Group
- Internal Audit
- Legal
- Integrity
- Property Management
- Business Development

Finance Division

Executive Director
Madam Lim Mun Lee

Operations Division

Managing Director, Puncak Niaga Construction Sdn Bhd and Danum Sinar Sdn Bhd
Tuan Syed Badli Shah bin Syed Mansoor

Managing Director, TRIplc Berhad
Encik Taufik Afendy bin Othman

Human Resource, Corporate Affairs and Administration Division

Executive Director
Puan Faridatulzakiah binti Mohd Bakhry

Note: Information as at 31 March 2026

CORPORATE STRUCTURE



PUNCAK NIAGA HOLDINGS BERHAD
[199701000591 (416087-U)]

INVESTMENT HOLDING

100% PUNCAK NIAGA MANAGEMENT SERVICES SDN BHD
provision of management, advisory and consultancy services

100% PUNCAK NIAGA CONSTRUCTION SDN BHD
construction work, general contracts and related activities

100% PUNCAK COMMUNICATION SDN BHD
mobile dealer, telecommunication and other related services

100% IDEAL WATER RESOURCES SDN BHD
to raise funds and/or to issue debentures and/or Islamic securities for and in connection with Puncak Niaga Group

51% BLUEVIBE SDN BHD
dormant

100% TRIPLC BERHAD
investment holding and engaged in property construction and related activities

100% MURNI ESTATE SDN BHD
investment holding and oil palm plantation business

100% PUNCAK SERI (M) SDN BHD
dormant

100% PUNCAK OIL & GAS SDN BHD
investment holding and provision of services for offshore logistics and marine management

98.65% SINO WATER PTE LTD
in the process of Members' Voluntarily Winding-Up

50% JADEKIND LIMITED
in the process of striking-off

CORPORATE STRUCTURE



93.22% DANAU SEMESTA SDN BHD
investment holding and oil palm plantation business

100% DANUM SINAR SDN BHD
oil palm plantation business

100% ANEKA SURIAMAS SDN BHD
operates the grocery stores in the plantation estates

100% GOM RESOURCES SDN BHD
ceased operations

100% TRIPLC MEDICAL SDN BHD
concession relates to design, development, construction, and completion of the facilities and infrastructure and asset management services activities

100% TRIPLC FMS SDN BHD
provision of facilities management services and related activities

100% TRIPLC INDUSTRIES SDN BHD
property construction and related activities

100% TRIPLC RESOURCES SDN BHD
property construction and related activities

100% TRIPLC VENTURES SDN BHD
concession relates to design, development, construction and completion of the facilities and infrastructure and maintenance works activities

100% SUASA INTEGRASI (M) SDN BHD
property development

100% INSA ALLIANCE SDN BHD
property development and provision of project management services

100% CENTRAL CHALLENGER (M) SDN BHD
property development, provision of project management services and property management

100% PRINSIP BARISAN (M) SDN BHD
property investment

100% PUJIAN BAYU SDN BHD
to raise funds and/or to issue debentures and/or Islamic securities for and in connection with TRIplc Berhad and its subsidiaries

Malaysia | Singapore | Hong Kong

Note : *Information as at 31 March 2026*

CHAIRMAN'S LETTER TO SHAREHOLDERS



DEAR ESTEEMED SHAREHOLDERS,

On behalf of the Board of Puncak Niaga Holdings Berhad ("Puncak Niaga" or "the Group"), it is my privilege to present the Annual Report and Audited Financial Statements for the financial year ended 31 December 2025 ("FY2025"). The past year reflected a period of steady progress as the Group continued to navigate a challenging operating environment while laying the foundations for improved financial resilience and long-term value creation.

TAN SRI ROZALI BIN ISMAIL
Executive Chairman
Puncak Niaga Group

NAVIGATING UNCERTAINTY WITH DISCIPLINE



> Despite Malaysia's economy demonstrating resilience in 2025, with estimated annual GDP growth of 4.9% exceeding the official forecast range of 4.0% to 4.8%, the broader global environment remained uncertain amid ongoing geopolitical and trade tensions. Within our industries of operation, activity was subdued, and the local market saw limited tender opportunities for water-related infrastructure projects.

In July 2025, Bank Negara Malaysia reduced the Overnight Policy Rate by 25 basis points from 3.00% to 2.75% to support domestic conditions against weaker external demand. However, this was offset by a higher cost environment and the introduction of new statutory requirements, including the expansion of the Sales and Services Tax and the rollout of e-invoicing, which reinforced a more cautious and cost-conscious business climate.

Against this backdrop, the Group prioritised operational excellence to remain competitive and sharpen execution. At the same time, we continued rebuilding the Group on more resilient foundations by strengthening recurring revenue streams, enhancing cost discipline and reinforcing the stability needed to support sustainable, long-term value creation.

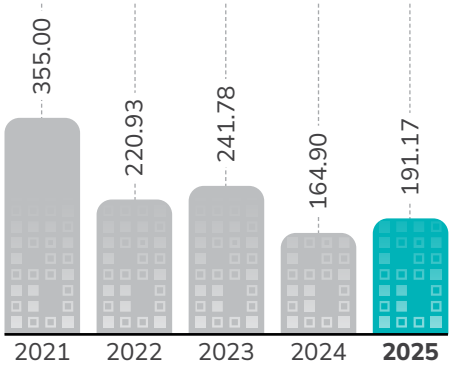
A YEAR OF MEASURED FINANCIAL RECOVERY

Against continued economic uncertainty, cost pressures and shifting market dynamics, we stayed focused on strengthening our core businesses, lifting operational efficiency and advancing our recovery agenda for sustainable long-term value.

In FY2025, the Group recorded total revenue of RM191.17 million, compared with RM164.90 million in the preceding year. This was supported mainly by higher contribution from the Environmental Engineering and Construction segment. Loss before tax ("LBT") narrowed to RM25.85 million from RM131.97 million, reflecting tighter cost discipline, lower operating expenses in non-core areas and better margins on selected projects. Although we remained in a loss position, we view this as a meaningful step forward in stabilising performance and rebuilding earnings momentum.

RM191.17 million

Revenue Performance (RM' million)

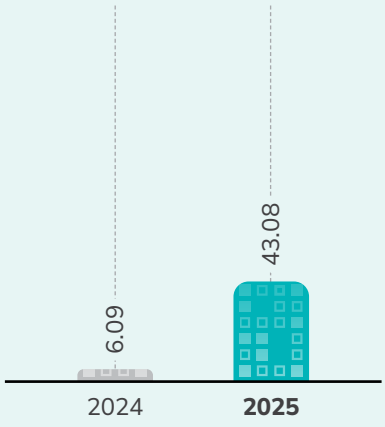




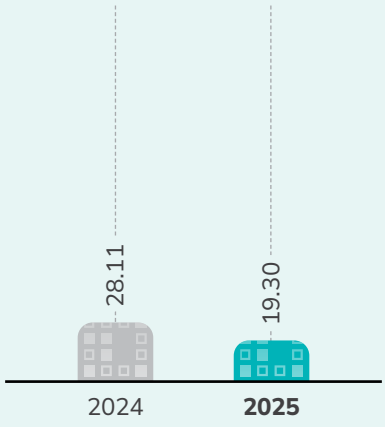
Board of Directors' site visit to Water Treatment Plant at Bukit Chupak, Kelantan

CHAIRMAN'S LETTER TO SHAREHOLDERS

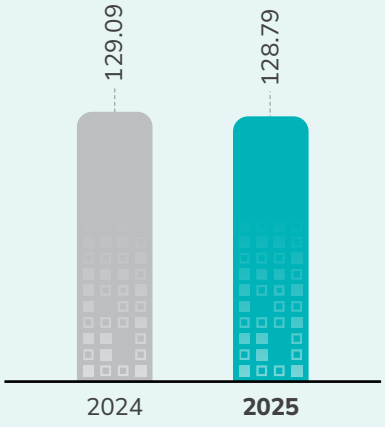
Environmental Engineering and Construction Segment Revenue
(RM' million)



Plantation Segment Revenue
(RM' million)



Concession and Facilities Management Segment Revenue
(RM' million)



Environmental Engineering and Construction

The Environmental Engineering and Construction segment recorded revenue of RM43.08 million in FY2025, compared with RM6.09 million in FY2024. While last year's results were impacted by the reversal of over-recognised revenue for the Kuantan and Johor projects, our improved performance in FY2025 was supported by accelerated progress and stronger cost management on key projects, including the Bukit Chupak Project. This supported healthier margins and stronger delivery momentum compared with the prior year. Despite intense competition and labour constraints, our emphasis on efficiency, project controls and timely delivery positions us more favourably for opportunities aligned to national infrastructure priorities.

Plantation

The Plantation segment continued to face operational headwinds, recording revenue of RM19.30 million in FY2025, compared with RM28.11 million in FY2024. Lower FFB production weighed on performance, alongside higher amortisation charges on bearer biological assets. These pressures were largely operational in nature. In response, we have intensified measures to improve yields, enhance efficiency and optimise estate management. While the segment remained subdued in FY2025, we are cautiously optimistic that these actions will support a gradual recovery.

Concession and Facilities Management

Concession and Facilities Management recorded revenue of RM128.79 million in FY2025, compared with RM129.09 million in FY2024. The segment remained a key pillar of stability. Lower revenue for the current financial year was mainly due to lower contribution from the supply of additional medical equipment for Hospital Al-Sultan Abdullah UiTM. Profitability was sustained despite higher operating expenses, underscoring the resilience of this model. Our continued expansion across healthcare and non-healthcare facilities management strengthens recurring income and positions us to pursue further opportunities in teaching hospitals and public sector infrastructure.

SUSTAINING STAKEHOLDER VALUE

Creating sustainable value for our stakeholders remains paramount. As we continue to bolster our fundamentals, we are focused on striking the right balance between delivering lasting, positive outcomes for those we serve and strengthening profitability to support long-term, sustainable growth.

In this period of recovery and recalibration, we have taken a prudent yet deliberate approach to streamlining our operations, sharpening execution and identifying opportunities that enhance the stability, profitability and growth trajectory of our business. As part of our corporate rationalisation efforts, we completed the disposal of three dormant and loss-making subsidiaries under TRIplc. This step

supports cost savings, simplifies our structure and enables sharper focus on our areas of strength.

We remain committed to sustaining value creation momentum across our businesses. The Environmental Engineering and Construction segment continued to serve as a core pillar of the Group's value creation. While an escalating cost environment and stricter safety and environmental requirements placed pressure on margins, steady progress was achieved across our ongoing projects. Management remains focused on safeguarding margins through disciplined cost management, while strengthening project governance and operational oversight to enhance execution excellence.

The Plantation segment experienced a challenging year, with performance affected by lower FFB production, labour constraints and transitional operational issues. Nevertheless, the long-term potential of our estate assets remains strong, and FY2025 should be viewed as an important year of corrective action and recovery planning for Danum Sinar. Recovery measures implemented during the year included controlled-release fertiliser trials, which yielded encouraging early results, alongside strengthened estate governance and the continued expansion of our mature planted area. These initiatives provide optimism for medium-term recovery and long-term growth.

Our Concession and Facilities Management division continues to deliver steady value through operational excellence in servicing our long-term agreements with Universiti Teknologi MARA ("UiTM"). In 2025, we further strengthened our KPI score



under the Zone 1 Phase 3 ("Z1P3") operations, improving from 98.05% in 2024 to 98.92%. Performance under the Zone 1 Phase 2 ("Z1P2") agreement remained similarly strong, with an average KPI score exceeding 99.9%.

A more detailed operational review of our business segments can be found on pages 28 to 45 in the Management Discussion & Analysis section of this report.

STRENGTHENING RESILIENCE THROUGH SUSTAINABILITY

Sustainable practices remain foundational to the longevity of our business. We continue to embed sustainability into how we plan, operate and manage risk, ensuring we remain resilient, credible and future-ready as expectations from regulators, customers and communities continue to rise.

To strengthen oversight and accountability, we have established formal governance structures that integrate sustainability into strategy and risk management, including an Environmental, Social and Governance ("ESG") Sustainability Committee that supports Board oversight on ESG priorities and decision-making. We also continue to enhance our reporting and disclosures in line with global standards and regulatory requirements, while taking steps to adapt to evolving frameworks such as the National Sustainability Reporting Framework ("NSRF") and the recently mandated ISSB IFRS S1 and S2 standards.

Across our operations, we remain focused on responsible environmental risk management and sustainable operating practices. In our core activities, particularly across water, wastewater and environmental solutions, sustainability outcomes are inherently embedded in the work we deliver, including improvements to sewage infrastructure that help reduce pollution sources and protect waterways. These efforts are supported by Environmental Management Systems and established HSE frameworks

CHAIRMAN'S LETTER TO SHAREHOLDERS



that prioritise compliance, minimise ecological impact and reinforce continual improvement. We have also maintained our ISO 14001 and ISO 45001 certifications, reflecting the rigour of our environmental and occupational health and safety practices.

Within our plantation segment, we continue to apply practices that mitigate environmental risks beyond compliance, including measures to reduce soil erosion, protect water resources and manage waste responsibly. On the social front, we place strong emphasis on workforce wellbeing through Occupational Safety and Health ("OSH") certifications and ongoing training to reinforce safety standards. Beyond our business operations, we also seek to create socioeconomic value through local procurement, job creation and community initiatives that promote environmental awareness and meaningful engagement.

It is encouraging to see these efforts validated by the industry. During the year, we were recognised at The BrandLaureate Brand of the Year Awards Singapore 2024–2025, receiving the Brand of the Year accolade in the Sustainability Leadership in Water & Environmental Solutions category. I was also honoured to receive the Pinnacle Industry Icon Award at the Pinnacle of Success Business Award (POSBA) 2025, held in Kuala Lumpur. We were further acclaimed on the global stage in the WORLDCOB THE BIZZ 20 Years – Cusco 2025, receiving two awards for our operational performance and corporate social responsibility.

These accolades reinforce our leadership in advancing water and environmental solutions and enhance our credibility as a preferred partner for sustainable infrastructure and environmental projects, supporting long-term stakeholder trust and market positioning.

UPHOLDING ROBUST GOVERNANCE

Strong governance, regulatory compliance and ethical conduct remain essential to how we create value, safeguard business stability and advance our long-term ambitions. Our governance framework, which includes comprehensive Board committees and supporting policies, is continuously reviewed and strengthened to ensure effective oversight and sustained compliance in an evolving regulatory landscape.

Operating in a dynamic environment, we continue to leverage our consolidated internal audit, enterprise risk management and internal control functions to identify and address emerging strategic, financial and ESG-related risks, protecting long-term value creation. We also conduct periodic internal audits to ensure practices across our operations adhere to statutory requirements and remain aligned with our policies, procedures and expected standards of conduct.

In 2025, we enhanced our AGM voting protocols by adopting electronic voting with independent validation for key resolutions at our 28th AGM. This initiative has modernised our processes while reinforcing transparency, strengthening accountability and encouraging more meaningful shareholder participation.

We also upheld high standards in quality, safety and environmental management by successfully retaining our Integrated Management System ("IMS") certification, encompassing ISO 9001, ISO 45001 and ISO 14001, as well as ISO 13485:2016, the Quality Management Systems standard for medical devices. Within our Plantation Division, we maintained our Malaysian Sustainable Palm Oil ("MSPO") Certification (MS 2530-3:2013), supporting our ability to meet rising global demand for sustainably and ethically produced palm oil.

EMPOWERING OUR PEOPLE AND COMMUNITIES

Our people are the heartbeat of our operations, and we remain committed to equipping them with the skills, confidence and opportunities to lead us forward. As part of our commitment to nurture a future-ready workforce, we utilised RM338,121.00 in FY2025 from the Human Resource Development Corporation ("HRD Corp") fund to support structured capacity-building programmes that benefited 356 employees across the Group.

We also continued to enhance employee engagement and recognition. During the year, we increased the annual outpatient medical entitlement for non-executive employees from RM2,000.00 to RM2,500.00 and introduced corporate blazer subsidies for managerial-level employees to promote a professional and cohesive corporate presence. We continued to recognise high-performing employees through certificates endorsed by our Group Managing Director, and selected colleagues were given the opportunity to represent us at prestigious local and international award ceremonies, conferences and industry events.

To strengthen collaboration and morale, we sustained a range of engagement initiatives, including team-building and outdoor activities, internal briefings and dialogue sessions between managers and the Group Managing Director, reinforcing our commitment to a positive, inclusive and high-trust workplace. We also continued to support employee wellbeing through flexi-working arrangements, education loans and paid professional subscriptions.

Together, these efforts helped reinforce a strong safety culture grounded in open dialogue, individual accountability and care for one another across the organisation. Safety remains a non-negotiable priority. This is reflected in our focus on consistent engagement, leadership presence and a shared responsibility for protecting the wellbeing of our people, which underpin our overall safety outcomes.

IN FY2025,

WE MAINTAINED A RECORD OF ZERO FATALITIES

and achieved zero Lost Time Incidents ("LTI"), reflecting the vigilance and shared responsibility across our teams.





Management Meeting with the Group Managing Director

CHAIRMAN'S LETTER TO SHAREHOLDERS



29 | NASIONAL | 23 MAC 2025 | SINAR AHAD

Puncak Niaga jayakan Iftar Ala Madinah@Karangkraf

Salur sumbangan RM22,500 raikan 1,500 penunjung berbuka puasa bersama-sama

Oleh NURUL HIDAYAH HAMID
SINAR AHAD

Puncak Niaga Holdings Bhd tampil menyumbang RM22,500 bagi menjayakan program Iftar Ala Madinah@Karangkraf pada Jumaat.

Pengarah Urusannya, Aslan Shah Razali berkata, sumbangan tersebut berhasil merai 1,500 penunjung yang hadir untuk berbuka puasa bersama-sama dalam program berkenaan.

"Inisiatif menaja program berbuka puasa ini adalah sebahagian daripada tanggung jawab sosial korporat (CSR) syarikat kepada masyarakat.

"Ia julung kali diadakan di Karangkraf dan kami Puncak Niaga dan Karangkraf lebih sama pihak," katanya selepas majlis penyerahan replika cek program Iftar Ala Madinah@Karangkraf di perkarangan Dataran Karangkraf, di sini pada Jumaat.

Terdahulu, kehiban Aslan Shah disambut oleh Penolong Pengarah Kanan (Hal Ehwal Pelanggan) Datuk Hussamuddin Yaacub.

Ia disusuli dengan gimik penyerahan sumbangan antara Aslan Shah dan Pengerusi Kumpulan Karangkraf, Firdaus Hussamuddin.

Acara tersebut turut disaksikan Ketua Pegawai Eksekutif Grup Sinar Karangkraf, Farah Hussamuddin; Pengarah Kanan Pengurusan Sumber Manusia Kumpulan Puncak Niaga, Fardaus Abrakan Mohd Bakrey; serta Pengarah Eksekutif (Pembudungan Awam dan Pembangunan Perniagaan) Puncak Niaga, Profesor Datuk Dr Mohd Zainul Rihn Othman.

Hadir sama, Ketua Pengarang Kumpulan Karangkraf, Datuk Rambli; Pengarang Eksekutif (Cetak), Azmi Tamizi; Timbalan Pengarang Berita Sinar Harian, Badruldin Zakaria; Ketua Komunikasi Korporat Kumpulan Karangkraf, Nik Justin Nik Mohd Arifin, dan Pengurus Kanan Tugas-Tugas Khas Karangkraf, Hashim Anang.

Tambah Aslan Shah, Puncak Niaga sememangnya aktif melaksanakan program CSR setiap tahun, termasuk mengadakan jamuan berbuka puasa bersama anak yatim.

Katanya, penajaan Iftar tersebut dilalang oleh Pengerusi Eksekutif Puncak Niaga Holdings Bhd, Tan Sri Rozali Ismail yang turut menyatakan inisiatif tersebut sepanjang bulan Ramadan.

Sehubungan itu, pihaknya menyambut baik usaha Karangkraf yang menyediakan juadah berbuka puasa secara percuma kepada pengunjung.

"Ini pertama kali kita dapat bersama-sama, malah saya sendiri tenua melihat pelaksanaan program ini dan percaya ia boleh dijadikan inspirasi untuk diperluaskan kepada lebih banyak lagi di Puncak Niaga pada masa akan datang," ujar beliau.

Katanya, inisiatif Karangkraf juga menggalakkan lebih banyak pihak untuk turut sama menyumbang bagi menjayakan berbuka puasa secara percuma sepanjang Ramadan.

Iftar Ala Madinah @ Karangkraf berlangsung dari jam 4 petang hingga 7.30 malam di perkarangan kedua-dua bangunan Karangkraf di Shah Alam.

Aslan Shah (tengah) menyerahkan replika cek kepada Firdaus (dua, kanan) di Dataran Karangkraf, Shah Alam pada Jumaat.

Kehiban Puncak Niaga turut serta dalam Program Iftar Ala Madinah@Karangkraf.

Puncak Niaga sentiasa komited melaksanakan program CSR setiap tahun.

Aslan Shah (depan, enam dari kiri) dan Firdaus (depan, lima dari kanan) bergambar sebagai kenangan bersama kehiban Puncak Niaga.

Pengunjung Iftar Ala Madinah@Karangkraf tersenyum ceria ketika menghadiri program yang berlangsung di Dataran Karangkraf.

Beyond our workplaces, we remain committed to uplifting the communities we serve. During the year, our corporate responsibility efforts were highlighted by the Iftar Ala Madinah@Karangkraf 2025 event, where we contributed RM24,300.00 towards a communal breaking of fast with 1,500 community members, a meaningful reflection of our values in action.

A CAUTIOUSLY OPTIMISTIC OUTLOOK

Looking ahead to FY2026 and beyond, we enter a new phase marked by cautious optimism and strategic momentum.

From an external standpoint, the Group's performance will be influenced by several key factors. These include government infrastructure spending, particularly in water, wastewater and environmental services, as well as regulatory developments relating to sustainability, environmental compliance and labour governance. Cost trends for raw materials, energy and fertilisers, labour availability and wage pressures, climate variability affecting plantation yields, and capital market conditions and interest rate movements impacting financing costs will also shape our dynamic operating environment.

While these factors present challenges, they also create opportunities for well-positioned operators with strong governance, technical capabilities and financial discipline. Our diversified portfolio positions us to capture opportunities as market activity strengthens, leveraging our technical expertise, sustainability credentials and strengthened governance to deliver value for clients, communities and shareholders alike.

As a leading regional provider of integrated water, wastewater and environmental solutions, we expect our Environmental Engineering and Construction segment to benefit from sustained public sector investment in water security and environmental infrastructure, aligned with national priorities for reliable water supply, improved wastewater management and environmental protection. With established technical capabilities, industry experience and a proven project delivery track record, we remain well positioned to participate in future infrastructure development opportunities and are actively engaged in tender evaluations and preparatory activities for potential new projects.

Meanwhile, the outlook for our Plantation segment is expected to improve in the coming years, supported by ongoing recovery measures aimed at strengthening the governance, efficiency, cost management and sustainability of our estates. As our mature planted areas continue to expand and agronomic practices improve, we expect gradual improvements in yield and productivity. While near-term performance may remain sensitive to labour availability and input cost dynamics, the segment's medium-term outlook remains positive as we continue to optimise estate management practices.

The Concession and Facilities Management segment is expected to remain a stable earnings base for the Group, underpinned by the long-term tenure of its concession agreements which provide revenue visibility and operational continuity. While performance will continue to be influenced by cost inflation, regulatory requirements and rising sustainability expectations, our strong operational discipline positions the segment to sustain reliable service delivery. Moving forward, we aim to maintain KPI performance of at least 99%, reduce demerits year-on-year and limit deductions to below 1% of concession charges. Our focus will remain on preventive and predictive maintenance, asset lifecycle optimisation through Maintenance Reserve Funds, cost efficiency and workforce productivity to preserve long-term concession value.

Through disciplined execution and a forward-looking mindset, we remain confident in our ability to navigate near-term challenges and build momentum towards a more stable, value-creating future for the Group.

CHAIRMAN'S LETTER TO SHAREHOLDERS



Board of Directors at the 28th Annual General Meeting

ACKNOWLEDGEMENTS

On behalf of the Board, I would like to record our sincere appreciation to our Senior Management and employees for their dedication, professionalism and resilience throughout the year. Your commitment has been central to the progress we have made as we continue rebuilding the Group on stronger, more sustainable foundations.

To our shareholders, we deeply appreciate your continued trust and patience as we navigate this challenging period towards greater resilience. We also extend our gratitude to our customers, bankers, government ministries and regulatory agencies, as well as our suppliers and business partners, for the constructive collaboration and support that enable us to serve our stakeholders responsibly and effectively.

I would also like to thank my fellow Board members for their steadfast guidance, sound judgement and active engagement. Your collective stewardship remains instrumental in ensuring we uphold strong governance while maintaining clear strategic focus.

AS WE LOOK AHEAD,

WE REMAIN COMMITTED TO DISCIPLINED EXECUTION, IMPROVED PERFORMANCE AND SUSTAINABLE VALUE CREATION.

With a clear focus on bolstering our fundamentals and unlocking strategic long-term growth, we will continue working to strengthen the Group's trajectory and deliver meaningful outcomes for all stakeholders.

TAN SRI ROZALI BIN ISMAIL
Executive Chairman
Puncak Niaga Group

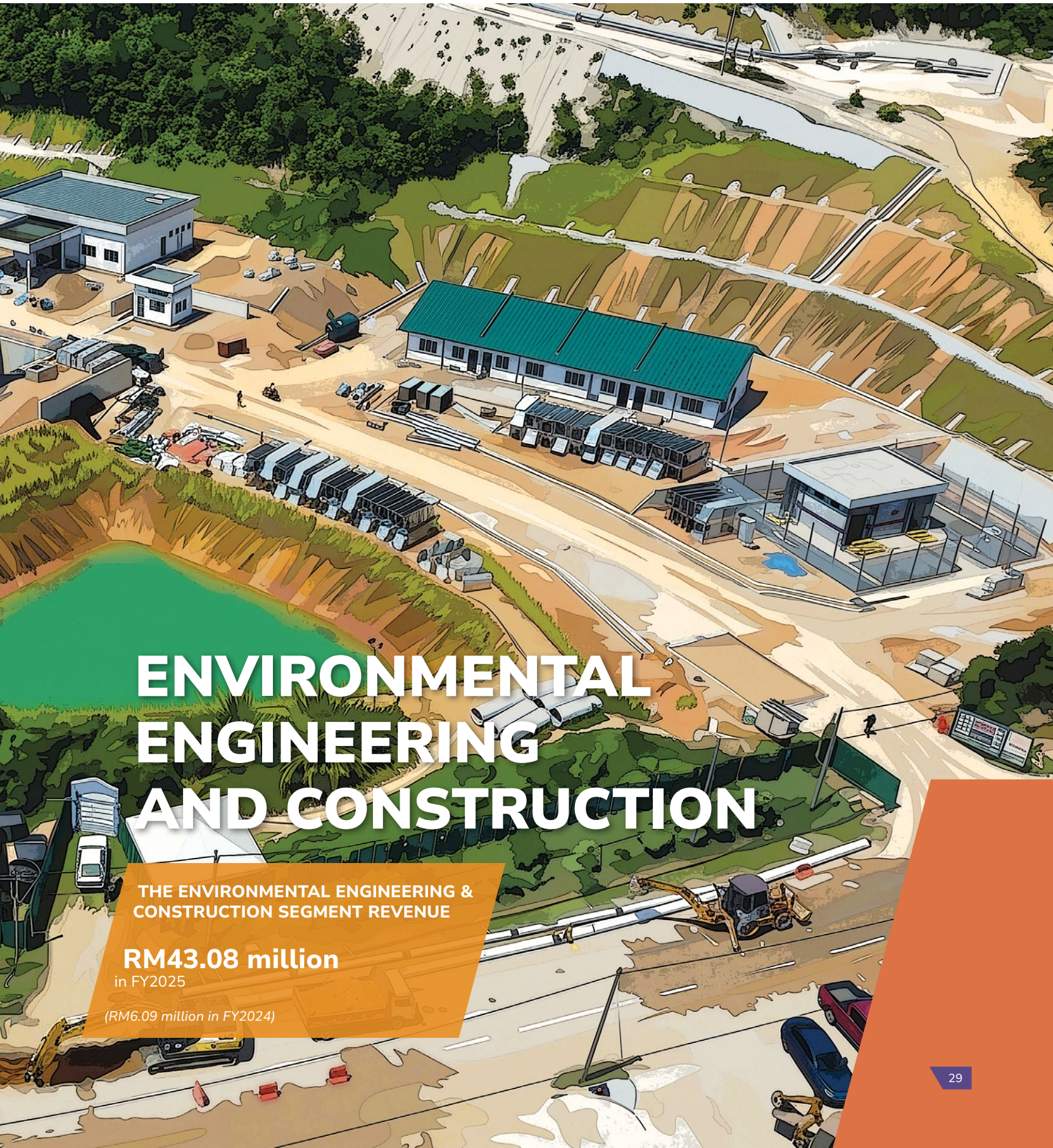
MANAGEMENT DISCUSSION & ANALYSIS

Puncak Niaga Holdings Berhad ("Puncak Niaga" or "the Group") is a leading regional provider of integrated water, wastewater and environmental solutions. We operate across three core segments: Environmental Engineering and Construction, Plantation, and Concession and Facilities Management.

Established in 1997, Puncak Niaga is committed to innovation, sustainability and service excellence. Through our core operations, Puncak Niaga supports Malaysia's economic progress and environmental wellbeing by delivering essential infrastructure and reliable services that strengthen communities and safeguard natural resources.

Guided by robust governance, a clear strategy and our core values, Puncak Niaga remained focused on disciplined execution and long-term value creation in 2025. The key developments and performance highlights across our three segments are set out in the following pages.





ENVIRONMENTAL ENGINEERING AND CONSTRUCTION

THE ENVIRONMENTAL ENGINEERING & CONSTRUCTION SEGMENT REVENUE

RM43.08 million
in FY2025

(RM6.09 million in FY2024)

MANAGEMENT DISCUSSION & ANALYSIS

ENVIRONMENTAL ENGINEERING AND CONSTRUCTION

BUILDING INFRASTRUCTURE THAT SUSTAINS COMMUNITIES

As a leading regional provider of integrated water, wastewater and environmental solutions, Puncak Niaga undertakes water and sewage-related engineering and construction projects through our wholly-owned subsidiary, Puncak Niaga Construction Sdn Bhd ("PNCSB").

As at 31 December 2025, PNCSB is actively executing two key projects: the Bukit Chupak Water Treatment Plant Project in Kelantan and the Kuantan Regional Sewage Treatment Plant and Sewage Network Project. These projects support the development of critical water and sanitation infrastructure that enhances public health, environmental protection and community wellbeing.

At the same time, we remain actively engaged in tender evaluations and preparatory activities for potential new projects, positioning ourselves to capture future opportunities in water and environmental infrastructure development.

2025 SEGMENT HIGHLIGHTS

The Environmental Engineering and Construction segment remained a key contributor to the Group's value creation during FY2025, with steady progress recorded across its ongoing infrastructure projects. Throughout the year, the segment focused on disciplined execution of water, wastewater and environmental engineering works while strengthening project governance, cost management and operational oversight.



Flocculation & Sedimentation Tank

Operational enhancements were introduced to improve project monitoring, contractor performance management and compliance with safety and regulatory standards. The segment also prioritised resource optimisation and tighter procurement practices to mitigate cost inflation pressures. These measures supported improved execution certainty and reinforced our reputation as a dependable partner in the delivery of critical environmental infrastructure.

Operating Environment

The Environmental Engineering and Construction segment operated in a competitive and highly regulated environment during FY2025, shaped by government infrastructure spending priorities, regulatory compliance requirements and rising input costs.

Demand for water, wastewater and environmental infrastructure remained supported by national water security objectives and continued public sector investment. However, the segment faced ongoing challenges from escalating material costs, labour availability constraints, stricter safety and environmental requirements, and heightened expectations on project delivery and execution timelines.

Financial Performance

During FY2025, revenue from the segment was primarily driven by the progress of ongoing projects, with performance influenced by construction milestones, certification of work completed and variation order approvals.

Profitability was impacted by higher input costs, tighter margins and the timing of revenue recognition based on project progress. Year-on-year performance variations were largely attributable to differences in project mix, construction phases and cost escalation pressures. Throughout the year, management

remained focused on safeguarding margins through disciplined cost management, strengthened contract administration and improved procurement strategies.

Key Focus Areas

In response to the challenging operating environment, the segment prioritised initiatives aimed at improving execution certainty, reinforcing cost discipline and strengthening governance across project operations. Key focus areas during FY2025 included:

- Enhancing project monitoring and reporting mechanisms;
- Strengthening contractor and supplier performance management;
- Centralising procurement and implementing tighter cost control measures;
- Reinforcing Health, Safety and Environmental ("HSE") compliance standards; and
- Increasing emphasis on early risk identification and mitigation at project level.

These initiatives were aimed at improving project delivery reliability, managing downside risks and strengthening the segment's long-term competitiveness.

Compliance and Certifications

PNCSB continues to maintain the relevant industry certifications and regulatory compliances required for environmental engineering and construction activities, including ISO 9001, ISO 14001, ISO 45001 and ISO 37001.

These certifications support operational credibility, ensure adherence to regulatory standards and enhance competitiveness in tender participation, while reinforcing the Group's commitment to quality, safety and environmental stewardship.

Managing Risks and Opportunities

Key risks affecting the segment during FY2025 included cost inflation, labour shortages, regulatory compliance requirements and potential project delays arising from external dependencies. These risks were mitigated through tighter project controls, enhanced procurement planning, strengthened contractual risk management and close coordination with clients and regulatory authorities.

At the same time, opportunities continue to arise from sustained demand for water and environmental infrastructure projects, particularly those aligned with sustainability, water security and public health objectives. Leveraging our technical expertise and established track record, the Group remains well positioned to pursue future opportunities within this sector.

Progressing Sustainability

Sustainability remains embedded in the segment's operations. During FY2025, key initiatives focused on ensuring compliance with environmental regulations and project-specific environmental management plans, strengthening occupational health and safety practices, minimising waste and promoting responsible material usage across project sites.

Sustainability considerations also continue to be integrated into project planning and execution, supporting the Group's broader Environmental, Social and Governance ("ESG") commitments while enhancing operational resilience and long-term project sustainability.



Network Pumping Stations ("NPS")

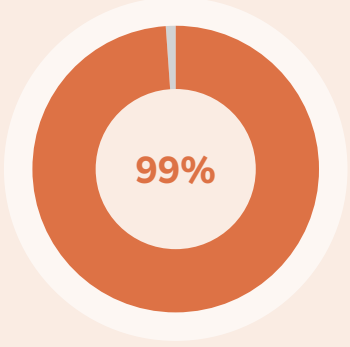
MANAGEMENT DISCUSSION & ANALYSIS

PROJECT UPDATES

BUKIT CHUPAK WATER TREATMENT PLANT PROJECT (KELANTAN)



As at 31 December 2025, the project had achieved 99% physical progress and entered its final delivery stage





The Bukit Chupak Water Treatment Plant Project involves the construction of a new water treatment plant and the upgrading of the water distribution system in Gua Musang, Kelantan. With a contract value of RM47.21 million, the project is designed to address water shortages in Gua Musang old town, Kampung Sungai Terah and surrounding residential areas along Jalan Gua Musang–Jelawang. With regional water demand projected to grow by approximately 2% annually, the project is expected to support community water needs through to 2027, while improving water pressure and reducing supply interruptions.

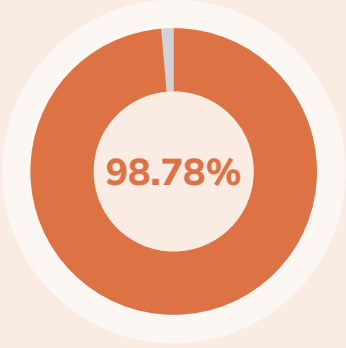
As at 31 December 2025, the project had achieved approximately 99% physical progress and entered its final delivery stage. Major civil, structural, mechanical and electrical works have been substantially completed with only minor external works remaining. Final testing and commissioning works were scheduled to be carried out between to facilitate operational readiness of the treatment plant.

The project is currently under Extension of Time (“EOT”) No. 6 with a completion date of 28 April 2026.

KUANTAN REGIONAL SEWAGE TREATMENT PLANT AND SEWAGE NETWORK PROJECT (BANDAR KUANTAN)



As at 31 December 2025, the project achieved 98.78% physical progress





The Kuantan Regional Sewage Treatment Plant and Sewage Network Project involves the development of a Centralised Sewage Treatment Plant ("CSTP") supported by a 68-kilometre sewage pipeline network covering a 173 square kilometre catchment area in Bandar Kuantan and Kempadang, Pahang. Designed to serve an estimated population of 400,000, the project was implemented under the 11th Malaysia Plan to enhance sewage coverage, reduce pollution sources and improve river water quality through the production of high-quality effluent.

With a contract value of RM463 million, Puncak Niaga's scope includes the construction of the CSTP and associated pipeline network, the rationalisation and decommissioning of 165 existing multipoint sewage treatment plants, as well as the construction of eight new pumping stations to support the overall sewage system.

As at 31 December 2025, the project achieved 98.78% physical progress, slightly ahead of the scheduled progress of 98.62%, with no critical delays reported. Major sewage network works, including gravity pipelines and forcemains, have been completed, while Network Pumping Stations are largely finalised. Rationalisation and decommissioning of existing sewage treatment plants are being carried out progressively.

At the CSTP site, major infrastructure works have been completed, power supply has been energised, and testing and commissioning activities are currently underway. The certificate of Partial Occupation ("CPO") has been obtained for several key components of the project.

The project remains aligned with Extension of Time ("EOT") No. 5, with final completion targeted for June 2026.

OUTLOOK AND PROSPECTS

The segment is expected to benefit from sustained public sector investment in water security and environmental infrastructure, as national priorities continue to emphasise reliable water supply, improved wastewater management and environmental protection.

With established technical capabilities, industry experience and a proven project delivery track record, the Group remains well positioned to participate in future tenders and infrastructure development opportunities. Moving forward, the segment will continue focusing on disciplined project execution, prudent cost management and strategic tender participation to strengthen its order book and support long-term growth.

MANAGEMENT DISCUSSION & ANALYSIS

PLANTATION

Our venture into the oil palm plantation business through our subsidiary, Danum Sinar Sdn Bhd ("Danum Sinar"), reflects our broader strategy to diversify earnings and strengthen long-term value creation across the Group. This segment continues to provide a strategic avenue for sustainable business growth, while supporting our overall objective of enhancing returns to shareholders.

Guided by industry best practices and responsible operating standards, the segment remains committed to sustainable plantation management. Its continued adherence to recognised sustainability requirements, including the Malaysian Sustainable Palm Oil ("MSPO") Certification (MS 2530:3-2-2022), reinforces our position as a responsible participant in the palm oil industry and supports our ability to meet rising demand for sustainably and ethically produced palm oil.





PLANTATION

THE PLANTATION SEGMENT REVENUE

RM19.30 million
in FY2025

(RM28.11 million in FY2024)

MANAGEMENT DISCUSSION & ANALYSIS

2025 SEGMENT HIGHLIGHTS

FY2025 was a challenging year for the Plantation segment, with performance affected by lower FFB production, labour constraints and transitional operational issues. Nevertheless, the year also marked an important period of corrective action and operational stabilisation for Danum Sinar.

During the year, management implemented several recovery initiatives aimed at restoring estate productivity and strengthening operational governance. These included improvements in estate management practices, enhanced field supervision and targeted agronomic interventions such as controlled-release fertiliser trials, which delivered encouraging early results. At the same time, the mature planted area continued to expand, providing a stronger foundation for medium-term production recovery.

In parallel, the Group strengthened sustainability oversight and stakeholder engagement to address regulatory requirements and external concerns relating to land use and environmental compliance. Collectively, these initiatives are expected to support improved productivity, operational efficiency and sustainability performance in the coming years.

Operating Environment

The plantation segment operated in a challenging environment during FY2025, characterised by production constraints, rising input costs, labour limitations and increased regulatory and sustainability scrutiny.

Global crude palm oil market conditions remained volatile, influenced by supply-demand dynamics, weather variability and geopolitical developments. While demand for palm oil from food and industrial sectors remained resilient, operating margins



were affected by higher input costs and reduced production volumes.

Operationally, the estate's performance was adversely impacted by a blockade by the Penan community from end November 2024 to February 2025. This disruption, together with labour shortages, inconsistent harvesting cycles, and transitional management challenges, resulted in lower FFB production and yield. The situation was further compounded by the implementation of the Sarawak Advanced Non-Sarawakian Online Labour System ("SANSOLS"), application system for the recruitment of foreign workers, which contributed to delays in labour mobilisation. The decline in productivity also reduced workers' income, leading to increased cases of worker abscondment.

The regulatory landscape remained stringent, with closer enforcement of labour, immigration, occupational safety and health ("OSH"), environmental and MSPO requirements. At the same time, increased scrutiny from non-governmental organisations ("NGOs") on land use and deforestation reinforced the need for strict compliance, particularly for estates within licensed forest plantation areas.

Overall, FY2025 required focused management intervention to stabilise operations, address compliance gaps and implement recovery measures to restore productivity.

Financial and Production Performance

The Plantation segment recorded lower revenue and weaker profitability in FY2025, primarily due to a significant decline in FFB production and average yield. Total FFB production fell to 23,567 MT in FY2025 from 37,974 MT in FY2024, representing a year-on-year reduction of approximately 38%. Average FFB yield similarly declined to 2.84 MT per hectare compared with 5.25 MT per hectare in the previous year. The lower output directly impacted revenue generation, although the average oil extraction rate improved slightly to 19.0% in FY2025.

Profitability was affected by lower crop production, harvesting inefficiencies and fixed estate operating costs that could not be proportionately reduced. In addition, higher fertiliser, fuel and maintenance costs, together with expenses related to labour regularisation, compliance requirements and operational recovery initiatives, placed additional pressure on margins.

Notwithstanding these challenges, FY2025 is regarded as a transitional year for the Plantation segment, with financial performance reflecting the impact of earlier operational disruptions rather than the underlying long-term potential of the estate assets. A detailed breakdown of Danum Sinar's estate and production indicators over the past three years is presented below:

Indicators	FY2023	FY2024	FY2025
Total FFB Production (MT)	42,997	37,974	**23,567**
FFB Average Yield (MT/Ha)	4.34	5.25	**2.84**
Average Oil Extraction Rate (%)	17.0%	18.5%	**19.0%**
Mature Area (Ha)	9,901	10,250	**12,079**
Immature Area (Ha)	2,186	1,829	**-**
Total Planted Area (Ha)	12,087	12,079	**12,079**
Total Unplanted and Undeveloped Area (Ha)	30,390	30,391	**30,364**
Total Area (Ha)	42,477	42,438	**42,443**

Key Focus Areas

Amidst operational challenges, value creation efforts in FY2025 centred on operational recovery, productivity improvement and strengthened estate governance. Key initiatives included:

- Implementation of a mitigation and recovery plan to address yield decline and estate inefficiencies;
- Introduction of controlled-release fertiliser ("CRF") pilot programmes, which demonstrated an encouraging yield response of approximately 7% in selected blocks;
- Strengthening of estate management oversight and performance monitoring;
- Initiatives to improve labour stability, onboarding processes and harvesting discipline; and
- Exploration of mechanisation and technology adoption to reduce labour dependency and improve operational efficiency.

These measures are expected to support gradual yield recovery and improved financial performance in the coming years.

Compliance and Certifications

During FY2025, the plantation segment maintained strict compliance with key regulatory and governance requirements. This included continued adherence to MSPO standards, strengthening of the Anti-Bribery Management System ("ABMS") in line with certification requirements, and compliance with occupational safety, environmental and labour regulations.

These certifications and compliance frameworks remain critical in ensuring continued market access, meeting stakeholder expectations on sustainability and mitigating regulatory and reputational risks.

Managing Risks and Opportunities

The plantation segment continued to face several operational risks during FY2025, including labour shortages affecting harvesting and field maintenance, production volatility arising from delayed fertiliser application and estate upkeep, regulatory and NGO scrutiny on land use and deforestation, as well as rising input costs such as fertiliser and fuel.

To mitigate these risks, management strengthened estate governance and accountability, implemented structured monitoring and reporting mechanisms and maintained active engagement with stakeholders and regulatory authorities to ensure compliance and transparency. Productivity-enhancing agronomic practices were also introduced to stabilise operations.

MANAGEMENT DISCUSSION & ANALYSIS

Despite the challenges, several opportunities remain. The expanding mature planted area provides significant yield recovery potential, while improvements in harvesting practices and mill coordination are expected to support better oil extraction rates. In addition, the adoption of mechanisation and technology-driven estate management offers opportunities to enhance productivity, while sustainability certifications continue to support long-term value creation.

Progressing Sustainability

Sustainability remained a core focus during FY2025. Key initiatives included monitoring land use compliance to ensure no unauthorised deforestation, strengthening MSPO-related practices across estate operations and enhancing labour management, safety briefings and worker welfare initiatives.

The segment also introduced more data-driven agronomic monitoring, including fertiliser optimisation and foliar sampling to improve yield management. These efforts were supported by ongoing engagement with internal sustainability committees and working groups, ensuring that operational recovery efforts remain aligned with long-term environmental and social responsibility.

Upholding Sustainable Cultivation

To preserve our MSPO certification, we continue to implement policies and practices across our plantation operations that support responsible land management, environmental stewardship and long-term sustainability. These measures help ensure our cultivation activities remain aligned with MSPO standards.

Zero-burning policy

We prohibit open burning in land clearing activities to minimise environmental impact and support responsible estate management.

Sustainable ground cover

We cultivate Mucuna bracteata to improve soil fertility through nitrogen fixation, suppress weed growth, reduce soil erosion and lower dependence on chemical inputs.

Wildlife protection

We strictly enforce a no-hunting policy to help safeguard biodiversity within and surrounding our plantation areas.

Independent monitoring

We work with external consultants to monitor critical areas, including flora and fauna conservation, pollution control, and worker health and safety, to strengthen oversight and continuous improvement.



OUTLOOK AND PROSPECTS

Looking ahead, the Plantation segment is expected to gradually enter a recovery phase, supported by the expansion of mature planted areas, improved agronomic practices and strengthened estate management. While near-term performance may remain sensitive to labour availability and input cost dynamics, ongoing operational recovery measures are expected to support improvements in yield and productivity.

Over the medium-term, the segment's outlook is underpinned by the potential for production recovery, better harvesting discipline and continued optimisation of estate management practices. Together with sustained adherence to sustainability standards and certification requirements, these efforts are expected to enhance operational resilience and support growth in value creation for the Group.

CONCESSION AND FACILITIES MANAGEMENT

Managing Facilities that Support Health and Education

We deliver concession and facilities management services through our subsidiaries, TRIplc Ventures Sdn Bhd ("TVSB") and TRIplc Medical Sdn Bhd ("TMSB"), both of which hold long-term concession agreements with Universiti Teknologi MARA ("UiTM").

TVSB undertakes the Zone 1 Phase 2 ("Z1P2") Concession Agreement, covering the construction and management of completed UiTM assets over a 23-year tenure ending on 10 April 2034.

TMSB manages the Zone 1 Phase 3 ("Z1P3") Concession Agreement for the Teaching Hospital Project at Hospital Al-Sultan Abdullah ("HASA"), UiTM. The concession is currently in the Asset Management Services phase and runs until January 2043.

Under these agreements, we receive concession fees comprising Availability Charges (for ensuring facilities and infrastructure remain available for use) and Maintenance Charges (for delivering maintenance works), in line with the terms of the respective Concession Agreements.





CONCESSION AND FACILITIES MANAGEMENT

THE CONCESSION AND FACILITIES MANAGEMENT SEGMENT REVENUE

RM128.79 million
in FY2025

(RM129.09 million in FY2024)

MANAGEMENT DISCUSSION & ANALYSIS

2025 SEGMENT HIGHLIGHTS

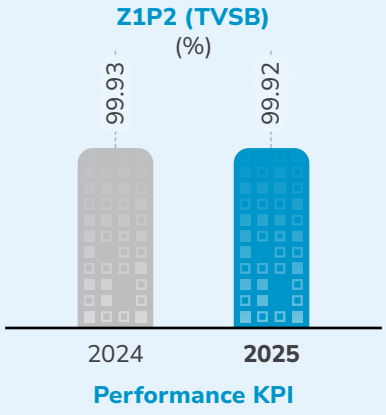
FY2025 reflected stable and well-managed operations across our concession assets, with both TVSB and TMSB meeting the performance targets stipulated under their respective concession agreements. During the year, we continued implementing initiatives to optimise operational efficiency, strengthen asset management and support long-term sustainability.

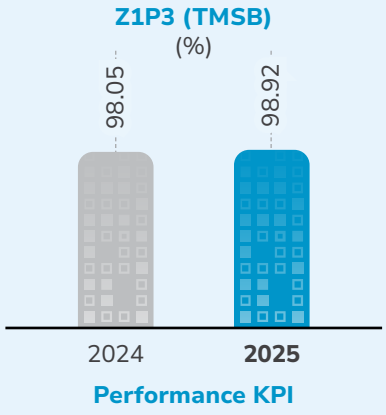
OPERATIONAL EXCELLENCE

Backed by disciplined execution, Z1P2 maintained a strong KPI performance with near-zero demerits and negligible deductions. Meanwhile, Z1P3 recorded notable improvement in its KPI performance compared with the previous year and reduced demerits by 40%, resulting in lower deductions of RM0.53 million.

OPERATIONAL KPIs







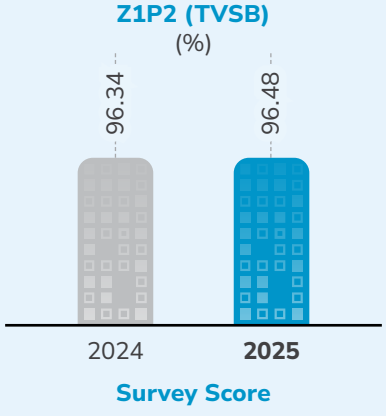
Customer Satisfaction

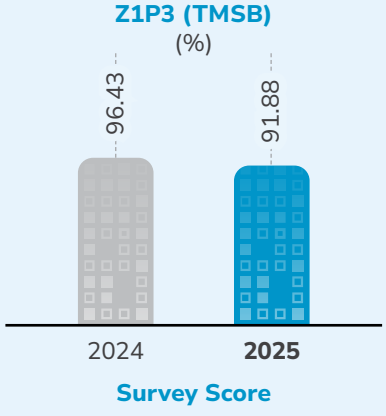
We continued conducting annual customer satisfaction surveys to better understand stakeholder expectations and identify areas for service improvement. These insights support continuous enhancements to our service delivery and overall customer experience.

Both TVSB and TMSB recorded improved survey scores in 2025, reflecting our ongoing commitment to maintaining a strong customer-centric culture.

CUSTOMER SATISFACTION







Key Focus Areas

To ensure ongoing service and operational excellence, key priorities during the year included:

- Completing 100% of planned preventive maintenance programmes;
- Improving response times; and
- Achieving a high work order closure rate.

These efforts contributed to improved asset reliability, reduced demerits and sustained KPI performance across concession operations.



Compliance, Certifications and Awards

In FY2025, we maintained key certifications under our Integrated Management System ("IMS"), with both Z1P2 and Z1P3 successfully passing surveillance audits for ISO 9001, ISO 45001 and ISO 14001.

Notably, Z1P3 recorded zero non-conformances during the audit process. Z1P3 also maintained its ISO 13485 certification for medical devices quality management.

Both TVSB and TMSB received recognition from the Malaysian Society for Occupational Safety and Health ("MSOSH") in 2025. Z1P2 was awarded the Gold Class 1 Award, while Z1P3 attained the Gold Class 2 Award. These recognitions reflect strong compliance, safe operational practices and consistent service quality, reinforcing operational reliability and competitiveness.

Managing Risks and Opportunities

Key operational risks included cost escalation, ageing assets and increasing operational complexity. These risks were managed through proactive asset lifecycle management, supported by the Maintenance Reserve Fund, rigorous preventive maintenance execution and continuous performance monitoring. Opportunities remain in driving operational efficiencies and further optimising lifecycle costs across concession assets.

Progressing Sustainability

During FY2025, sustainability initiatives focused on improving energy efficiency, strengthening waste management practices and extending asset lifecycles. Z1P3 prioritised proper healthcare waste handling, safe operational practices and maintaining equipment reliability within the hospital environment, while Z1P2 emphasised preventive maintenance to prolong asset lifespan across its managed buildings.

In addition, the Group initiated preliminary assessments on solar energy initiatives as a potential future measure to reduce energy consumption and environmental impact.

Community Outreach

Committed to corporate social responsibility, the Concessions and Facilities Management segment continued to lend support to various community initiatives during 2025, including:

- Contribution for the "Ihya" Ramadan 1446H/2025 programme, supporting community religious and charitable activities during the fasting month.
- Sponsorship contribution for the World Occupational Safety and Health Day 2025 event at HASA, promoting workplace safety awareness and best practices.
- Contribution for the Pink October Treasure Hunt 2025 initiative, supporting breast cancer awareness and community engagement activities.

MANAGEMENT DISCUSSION & ANALYSIS

Z1P2 CONCESSION

During FY2025, TVSB implemented several initiatives under the Z1P2 concession to strengthen operational capabilities, enhance facility quality and reinforce preventive maintenance practices for its managed assets.

Capability Development

To strengthen workforce competencies and operational readiness, several employees completed specialised certifications during the year, including:

OSH Coordinator certification	Working at Height certification	Authorised Entrant and Standby Person ("AESP") certification	Facility Management Executive ("FME") certification
2 staff	3 staff	2 staff	1 staff

Facility Improvements

Targeted improvement works were undertaken to enhance user comfort and infrastructure reliability, including:

- Installation of five Coway water filter units at Kolej Casuarina
- Installation of tinted film, air-conditioning units and electrical sockets at Pusat Pelajar
- Upgrading of the Wet Chemical System at Fakulti Pengurusan Hotel dan Pelancongan ("FPHP")
- Installation of 21 air-conditioning units at FPHP

Maintenance Activities

Routine and corrective maintenance works were carried out to ensure continued safety and operational reliability of campus facilities, including:



External building painting works



Replacement of concrete covers



Replacement of smoke detectors

Z1P3 CONCESSION

During FY2025, TMSB continued to strengthen operational capabilities and maintain strong service performance under the Z1P3 concession. Throughout the year, the team upheld robust operational standards across the seven key departments for which we provide asset management services.

Capability Development

To ensure staff maintain the specialised competencies required in a hospital environment, TMSB implemented several targeted training and certification programmes, including:

- Competent Person certification for Basic Scaffolding Erector
- Competent Person certification for Authorised Entrant and Standby Person for Confined Space
- Hearing Conservation Programme for Personal Protective Equipment ("PPE") - 16 staff certified

Departmental Performance

Operational performance across departments remained strong, with all functions maintaining KPI scores above 95%, and improvements recorded in the Facilities Engineering Management Services and Linen and Laundry Services departments.

Department	FY2024 (%)	FY2025 (%)
Facilities Management Services (“FMS”)	99.73	**99.60**
Facilities Engineering Management Services (“FEMS”)	97.96	**98.92**
Biomedical Engineering Maintenance Services (“BEMS”)	99.46	**99.23**
Information and Communications Technology (“ICT”)	96.45	**95.67**
Cleansing Services (“CLS”)	100.00	**100.00**
Healthcare Waste Management Services (“HWMS”)	100.00	**99.83**
Linen and Laundry Services (“LLS”)	93.71	**99.71**

Additional Medical Equipment Planning (“MEQ”)

During the year, TMSB secured a one-time Planned Preventive Maintenance programme for additional medical equipment, valued at RM2.6 million for the period from 1 January 2026 to 31 December 2026. This additional scope supports service continuity at HASA by strengthening equipment reliability and contributes to improved revenue visibility for the year ahead.

OUTLOOK AND PROSPECTS

The Concession and Facilities Management segment is expected to continue operating within a stable environment, supported by the long-term nature of its concession agreements. These concessions provide steady income visibility while demand for reliable healthcare and non-healthcare facilities services remains strong. Although cost pressures and broader economic uncertainties persist, we remain well positioned to navigate these challenges through disciplined execution and effective cost management.



Looking ahead to FY2026, we will prioritise strong compliance with concession agreement requirements, sustaining high KPI performance and strengthening asset lifecycle management, with targets of maintaining performance above 99% while continuing to minimise demerits and deductions to below 1% of concession charges.

Key focus areas include optimising the utilisation of the Maintenance Reserve Fund and enhancing workforce competencies to support efficient service delivery. In parallel, we will continue maintaining assets efficiently while controlling costs and operational risks within acceptable levels, supported by consistent performance monitoring and robust internal controls.

Overall, the segment remains well positioned to support our performance moving forward, underpinned by reliable service delivery, strong concession fundamentals and a continued focus on operational excellence and long-term value creation.

SUSTAINABILITY STATEMENT

CREATING VALUE, RESPONSIBLY

At Puncak Niaga, sustainability is not an add-on to how we do business. It is integral to how we create value and stay resilient for the long-term. Our focus is clear: to grow responsibly while delivering tangible benefits to the communities we serve. By advancing our commitments across economic, environmental, social and governance ("EESG") dimensions, we holistically strengthen business performance and future-readiness, creating enduring value for stakeholders and contributing meaningfully to society and the planet.

As a key player in core national industry sectors such as infrastructure construction and plantations, we recognise the responsibility that comes with our role and remain dedicated to adopting sustainable strategies and upholding robust principles across every part of our operations. In our Sustainability Statement 2025 ("SS2025"), we share how we are embedding sustainability at the heart of our business, and the progress we have made over the past year as we continue to build a stronger, more sustainable Puncak Niaga.



SUSTAINABILITY STATEMENT



SUSTAINABILITY STATEMENT



ABOUT THIS REPORT

Scope, Period, and Boundary of Reporting

This SS2025 presents Puncak Niaga's sustainability-related priorities, progress and performance for the financial year ended 31 December 2025.

The report covers all non-financial disclosures across Puncak Niaga's core business segments in Malaysia, namely Environmental Engineering and Construction, Plantation, and Concession and Facilities Management. Unless otherwise stated, disclosures reflect the performance of the Group as a whole.

Statement of Use

The Board of Directors of Puncak Niaga Holdings Berhad acknowledges its responsibility to uphold the integrity of this SS2025. Following its review, the Board confirms that the disclosures fairly represent the Group's sustainability performance for FY2025.

The preparation of this report has been undertaken in accordance with both local and international reporting frameworks, standards and guidelines.

Reporting Frameworks

The disclosures and contents of SS2025 are prepared in compliance with Bursa Malaysia Securities Berhad's ("Bursa Malaysia") Main Market Listing Requirements. The report is also aligned with other relevant and internationally recognised frameworks, as outlined below:

- Bursa Malaysia's 3rd Edition Sustainability Reporting Guide
- Global Reporting Initiative ("GRI") Core Option
- FTSE4Good Bursa Malaysia ("F4GBM") Index
- United Nations Sustainable Development Goals ("UN SDGs")
- IFRS Accounting Standards ("IFRS") S1 and S2

Data Assurance

The Board of Directors of Puncak Niaga acknowledges its responsibility for ensuring the integrity of the FY2025 report. Collective assurance and approval of the contents were provided on 31 March 2026. Grant Thornton Malaysia PLT, an independent third-party auditor, audited the Group's financial reporting.

Limitations and Disclaimers

Puncak Niaga's reporting scope considers impacts that are directly within our operations. Activities undertaken by outsourced entities, such as contractors, are not included within the reporting boundary. Certain disclosures throughout the report are limited to specific business segments due to their relevance or the availability of data and indicators.

This SS2025 contains forward-looking statements relating to future initiatives, targets and plans. These statements are based on estimates and assumptions derived from information available at the time of reporting. Readers are advised to exercise discretion, as actual outcomes may differ due to factors beyond the Group's control.

Report Accessibility and Feedback

In our quest for continuous improvement, we welcome feedback from all stakeholders. Feedback, enquiries or comments on this report may be directed to:

PUNCAK NIAGA HOLDINGS BERHAD

Company Secretary
10th Floor, Wisma Rozali
No. 4, Persiaran Sukan, Seksyen 13
40100 Shah Alam
Selangor Darul Ehsan

Telephone : 03 5522 8589
Fax : 03 5512 0220
Email : investors@puncakniaga.com.my

OUR SUSTAINABILITY APPROACH

As a key player in the construction and oil palm sectors, we recognise that our activities can create both positive and adverse environmental and socio-economic impacts across our value chain. Accordingly, we take a responsible, long-term view of value creation, embedding sustainability into how we plan, operate and engage to deliver resilient outcomes for our business, our stakeholders and the communities within our footprint. Our approach is guided by three core principles:

1 Minimise our business impact on the environment

We reduce our environmental footprint through resource efficiency and responsible environmental management. Where impacts are unavoidable, we focus on mitigation, restoration and continuous improvement.

2 Create sustainable long-term socio-economic value

We aim to be a responsible partner to the communities where we operate, creating meaningful and lasting benefits through initiatives that support livelihoods, safety and wellbeing.

3 Generate long-term benefits for our stakeholder groups

We create long-term stakeholder value through strong governance, responsible decision-making and transparent engagement, while aligning our sustainability priorities with stakeholder expectations.

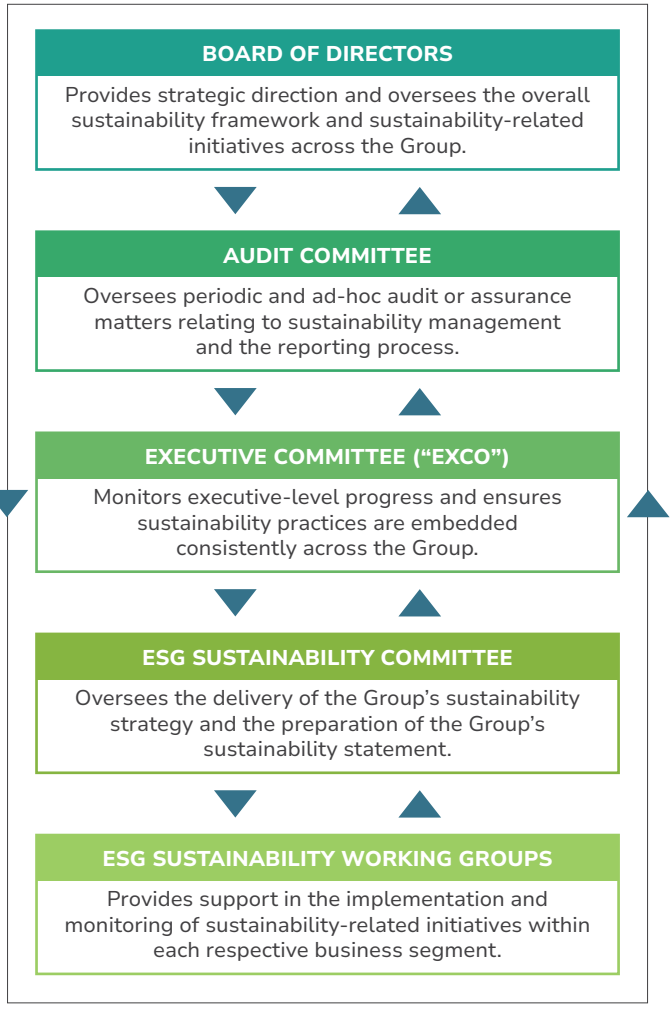
SUSTAINABILITY STATEMENT

Sustainability Governance

Our commitment to continuously integrate sustainability into the way we operate is anchored by the PNHB Group Sustainability Governance Framework, which provides the foundation for a structured, systematic and comprehensive approach to managing our EESG impacts.

Governance begins with the Board, which provides strategic oversight and sets the direction for the Group's sustainability commitments with support from the Executive Committee ("EXCO"). Practical implementation is driven by the Environmental, Social and Governance ("ESG") Sustainability Committee and dedicated ESG Sustainability Working Groups within each business segment, ensuring accountability, consistency and progress across the Group.

Our sustainability governance structure, along with key roles and responsibilities, is as follows:





Comprehensive Policy Support

Strong governance starts with clear expectations and consistent standards. Accordingly, we have reinforced our sustainability approach with a robust suite of codes, policies and procedures that guide how we operate, with integrity, accountability and respect for the communities and environments where we work.

These policies set the baseline for ethical conduct, risk management, operational discipline and responsible decision-making across the Group. While we maintain core Group-wide policies, each business segment also adopts segment-specific policies and controls to reflect its unique operating context and sustainability priorities.

SUSTAINABILITY STATEMENT

PUNCAK NIAGA HOLDINGS BERHAD

- Board Charter
- Code of Conduct – Board of Directors
- Board Diversity Policy
- Directors' Remuneration Policy Directors' Fit and Proper Policy
- Standard Operating Procedures
- Corporate Disclosure Policy
- Information Technology Policies (Software License Policy, IT Security Policy and Copying Software Statement)
- Investor Relations Policy
- Health, Safety and Environmental ("HSE") Policy
- Quality Policy
- Risk Management Policy
- Sexual Harassment Policy
- Diversity Policy
- Whistleblowing Policy
- Whistleblower Protection
- Gift Policy
- Corporate Social Responsibility Policy
- Code of Conduct – Employees
- No Smoking Policy
- Energy Management Policy
- Puncak Niaga's Employee Handbook
- Code of Business Ethics
- Corporate Sustainability Policy
- Limits of Authority Policy
- Puncak Niaga's Anti Corruption Policy and Procedures
- Policy on Reporting of Beneficial Ownership of Shares in the Company
- Directors' and Key Senior Management's Conflict of Interest Policy
- Quality Management System (ISO 9001:2015)
- Anti-Bribery Management System (ISO 37001:2016)

PUNCAK NIAGA CONSTRUCTION SDN BHD ("PNCSB")

- Integrated Management System (ISO 9001:2015; ISO 14001:2015; ISO 45001:2018)
- HSE Policy Statement
- HSE Manual
- HSE Procedure
- Water Quality Policy
- Emergency Response Plan and Intervention Procedures for WTP
- '5S' Housekeeping Procedures
- Water Treatment Plant's Operation And Maintenance Manual
- Back Parking Policy at WTP
- Zero Accident Policy at WTP
- 'Right First Time Every Time' Work Culture at WTP
- 'Kawasan Larangan. Tempat Larangan' Procedures for WTP

DANUM SINAR SDN BHD

- MESB and Subsidiaries Employee Handbook
- Agriculture Reference Manual ("ARM")
- Compliance with Malaysian Sustainable Palm Oil ("MSPO") (Plantation Standard)
- Occupational Safety and Health ("OSH") Policy Manual

TRIPLC BERHAD

- Standard Operating Procedures
- HSE Policy
- Quality Policy
- QHSE Policy
- Drug and Alcohol Policy
- Commuting Safety Policy
- Integrated Management System (ISO 9001:2015; ISO 14001:2015, ISO 45001:2018)
- Quality Management System Medical Devices ISO 13485:2016
- Quality Management System ISO 9001:2015

SUSTAINABILITY STATEMENT

Stakeholder Engagement

At Puncak Niaga, meaningful stakeholder engagement is fundamental to how we operate and create sustainable long-term value. We are committed to maintaining open, proactive and constructive dialogue with stakeholders who are affected by, or can influence, our business activities. At its core, our approach to engagement is about building trust-based, mutually beneficial relationships.

We seek to move beyond transactional interactions by fostering partnerships that allow us to understand diverse perspectives, address concerns effectively and incorporate stakeholder insights into our strategic decision-making. To strengthen this process, we conduct regular assessments of stakeholder-related risks and opportunities and integrate these considerations into our overall risk management framework, supporting informed decisions, effective mitigation and the optimisation of opportunities.

Our structured three-step approach to stakeholder engagement is described below, followed by further details on our engagements with key stakeholders.

1

Engagement Strategy and Planning

We review feedback to identify risks, opportunities, and actions to strengthen outcomes.

2

Communicating and Engaging

We engage stakeholders through structured channels to obtain and address feedback.

3

Monitoring and Responding

We identify relevant stakeholder groups and establish mechanisms for focused and inclusive interactions.



Shareholders' registration process at the 28th Annual General Meeting

SUSTAINABILITY STATEMENT

Stakeholders	Method and Frequency of Engagement	Key Topics
Investors	• Annual general meeting • Annual report • Corporate website • Scheduled site visit	• Financial and operational performance • Sustainability commitment and initiatives • Risk management • Business strategy
Client / Customer	• Annual customer satisfaction survey	• Service quality • Customer experience • Project management • HSE compliance • Sharing sustainability practices
Vendor / Suppliers / Contractor / Consultants	• Letter of Award ceremony • Project progress meetings • Annual subcontractor / vendor performance evaluation • Quarterly HSE committee meetings • Tender briefing sessions • ABMS briefing • Toolbox talks and training	• Project progress and performance • HSE compliance • Sustainability practices and commitment
Regulators Body / Government Agency	• Annual report • Compliance and certification audits • Periodic site visits, engagements and audits • Periodic forums and online engagements	• Certification and awards • Compliance with laws and regulations • HSE compliance • Sustainability practices and commitment
Media / Civil Society	• Annual general meetings • Annual reports • Corporate website • Media relations	• Company's financial and non-financial performance • Company's purpose, vision, mission and values • Transparency and timely information
Employees	• Staff WhatsApp group chat • Staff assemblies • Surveys and questionnaires • Social programme via PEKA • Training and development programmes, workshops and knowledge-sharing sessions	• Upholding health and safety practices • Workforce competencies and capabilities • Health, safety and environment committee • Information sharing by management
Local Community	• Annual general meetings and reports • Social media • Industrial association engagement • Corporate website and advertisements • On-ground engagement	• Community investment programmes and partnerships • Sustainability practices and commitment • Company branding and reputation

SUSTAINABILITY STATEMENT

Materiality

A robust materiality assessment process helps us focus on what matters most. It enables us to identify and prioritise the EESG topics that have the greatest relevance to our business, our stakeholders and the value we create over time. This process strengthens decision-making, sharpens our strategic focus, and supports more meaningful, transparent sustainability reporting.

Our materiality assessment is in line with GRI 3: Material Topics 2021 and Bursa Malaysia's Sustainability Reporting Guidance. The Group acknowledges the importance of maintaining a robust and well-governed materiality assessment process and is committed to undertaking a more structured and comprehensive materiality assessment, including strengthening documentation and formal governance processes. The assessment utilised a structured, comprehensive approach, to ensure we capture both emerging and established ESG considerations, understand stakeholder expectations, and evaluate the potential impacts on the Group.

Our Materiality Assessment Process

1 Define Scope and Objectives

We defined the scope of the assessment, including the company boundaries, business units and geographies to be considered. We also established the objectives of the assessment, which is to identify key ESG issues, inform strategic decision-making, strengthen stakeholder engagement, and enhance the quality and relevance of our reporting.

2 Stakeholder Identification and Engagement

We identified and engaged relevant internal and external stakeholder groups. These included investors, customers, employees, suppliers, regulators, NGOs and local communities. Stakeholder perspectives are essential in understanding which ESG issues matter most to them, and how these issues may influence the Group's ability to operate responsibly and create value.

3 Data Collection and Analysis

We gathered ESG-related information from a range of sources, including sustainability reports, financial statements, industry reports, news articles and benchmarking studies. This information was analysed to identify trends, emerging topics, and potential risks and opportunities that may affect the Group.

4 Develop Materiality Criteria

We established criteria to evaluate the materiality of ESG issues. These criteria typically include potential financial impact, stakeholder importance, regulatory compliance considerations, and reputational risks.

5 Map ESG Issues

We developed a materiality matrix to plot the identified ESG issues based on their potential impact and stakeholder importance. This helps us visualise the relative significance of each issue and understand how priorities compare across stakeholder groups.

6 Stakeholder Prioritisation

Drawing on stakeholder engagement outcomes and data analysis, we prioritised ESG issues according to the perspectives of different stakeholder groups. Weightings were applied to factors such as the level of stakeholder concern, regulatory requirements and strategic alignment.

7 Integration into Reporting and Decision-Making

We incorporated the findings of the materiality assessment into our reporting and decision-making processes, including sustainability statement reporting, annual reporting and investor communications, ensuring our disclosures remain focused, relevant and decision-useful.

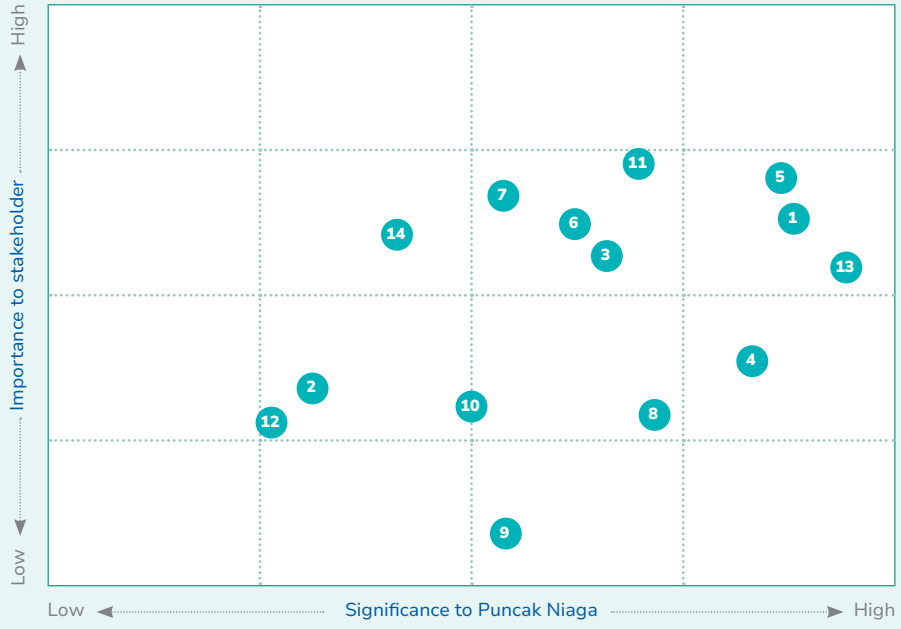
8 Continuous Monitoring and Review

We review our materiality assessment annually to reflect changes in our operating environment, stakeholder expectations and emerging ESG developments. A comprehensive materiality assessment is conducted once every three years to ensure continued robustness and relevance.

SUSTAINABILITY STATEMENT

Materiality Matrix

Our materiality matrix illustrates the relative importance of each material matter to both our business and our stakeholders. It helps us identify which topics are most critical overall, so we can prioritise our efforts and resources with clarity to support long-term sustainability.



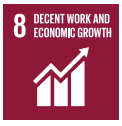
1. Climate Change
2. Emergency Response
3. Biodiversity & High Conservation Value
4. Environmental Management Performance
5. Health & Safety
6. Human Capital Management
7. Human Rights
8. Supply Chain Management
9. Local Communities
10. Customer Experience
11. Bribery & Corruption Policy
12. Cybersecurity & Data Protection
13. Business Continuity
14. Business Ethics & Corporate Governance

Supporting the Global Sustainability Agenda

Cognisant of the role we can play in addressing broader ESG issues, we have aligned our sustainability framework with selected United Nations Sustainable Development Goals ("SDGs") that are most relevant to our operations, impacts and stakeholder expectations. Through targeted initiatives and measurable actions, we seek to contribute meaningfully to these global priorities while supporting long-term value creation.

UN SDG	Goals	Initiatives
3 GOOD HEALTH AND WELL-BEING	We recognise the importance of protecting the health, safety and well-being of our stakeholders, and proactively promote safe and healthy practices across our workplaces and the communities in which we operate.	We strive to achieve zero accidents through continuous improvement in occupational health and safety. Zero fatality targets are embedded as key performance indicators across all business segments.
5 GENDER EQUALITY	We treat all individuals with respect and uphold gender equality in recruitment and employment, striving to create an inclusive workplace where equal opportunities are provided regardless of gender.	We continue to promote the full and effective participation of women across our workforce, including leadership roles. In FY2025, women comprised 33% of our total workforce, 32% of management roles, 49% of executive roles and 26% of non-executive roles.

SUSTAINABILITY STATEMENT

UN SDG	Goals	Initiatives
	We are committed to ensuring the availability and sustainable management of water and sanitation, recognising its importance to communities and long-term environmental resilience.	We ensure that environmental impact assessments are conducted for relevant projects, with mitigation measures monitored and reported accordingly.
	We are committed to adopting cleaner energy solutions to optimise energy use across our business divisions and to explore renewable energy options where feasible.	We conduct research and studies towards adopting energy-efficient solutions and renewable energy opportunities, including static workplace assessments.
	We uphold fair employment practices for our people and across our supply chain, fostering a safe, inclusive and productive workplace that supports decent work.	We recognise the value of a multi-generational workforce in supporting both short-term performance and long-term business sustainability. In FY2025, 68% of our workforce were between the ages of 19 and 39.
	We are committed to creating equal opportunities for our employees and the communities in which we operate.	We do not discriminate against employees or local communities in matters relating to welfare and compensation.
	We recognise that climate change poses long-term risks to our business and are committed to integrating climate considerations into our strategies and operations.	We conduct climate change risk assessments for relevant projects to identify potential impacts and inform mitigation measures.
	We seek to conserve and support the sustainable use of oceans, seas and marine resources, particularly where our activities may have environmental impacts.	We ensure that environmental impact assessments are conducted for applicable projects, with mitigation actions monitored and reported.
	We acknowledge the importance of biodiversity and commit to responsible land use and conservation practices where applicable to our operations.	We continue to maintain MSPO certification for our plantation segment.
	We are committed to upholding integrity, ethical conduct and compliance with all applicable laws and regulations across our business operations.	We have implemented the Anti-Bribery Management System ("ABMS") and comply with relevant legislation, including the Malaysian Anti-Corruption Commission (Amendment) Act 2018 and the Personal Data Protection Act ("PDPA").

CREATING ECONOMIC VALUE



The foundation of our sustainability rests on creating economic value that delivers tangible benefits to our communities, employees and wider stakeholder groups. We are proud to support national and local development by providing competitive remuneration and benefits, creating meaningful employment across urban and rural areas, and reinvesting in the communities within our footprint through both financial and non-financial contributions. In doing so, we aim to strengthen livelihoods, enable opportunity and support long-term, shared prosperity.

ECONOMIC CONTRIBUTIONS AND BUSINESS CONTINUITY

Across our three business divisions, we adopt sound strategies and responsible practices to ensure the value we create is sustainable and contributes positively to people and the environment. Committed to ensuring our infrastructure projects and business activities support long-term regional economic growth, we also utilise our position to strengthen local supply chains and support local enterprise.

In the following pages, we highlight the key economic contributions delivered by each of our three business divisions, together with the measures in place to support business continuity, resilience and long-term growth.

Environmental Engineering & Construction

As a regional leader in integrated environmental services, our Environmental Engineering and Construction Division plays a central role in delivering infrastructure that supports public health, environmental protection and long-term economic development. Through the application of technical expertise, disciplined project management and sustainable design, the division continues to deliver projects that create value for our business and surrounding communities.

Key ongoing projects during FY2025 include the Kuantan Sewage Project and the Kelantan Water Treatment Plant.

SUSTAINABILITY STATEMENT



Kuantan Sewage Project

The Kuantan Sewage Project involves the construction of a Centralised Sewage Treatment Plant ("CSTP") incorporating green technology, supported by a 68-kilometre pipeline network covering a 173 square kilometre catchment area in Bandar Kuantan and Kempadang, Pahang. Designed to serve approximately 400,000 residents, the RM463 million project aims to expand sewage coverage, reduce pollution and improve overall river water quality in the region.

The Kuantan Regional Sewage Treatment Plant and Sewage Network project continues to demonstrate strong execution and remains on track toward completion. As at the end of December 2025, the project recorded 98.78% actual progress against 98.62% scheduled, maintaining a marginal lead over schedule with no critical delays.

All major sewage conveyance works, including gravity pipelines and forcemain installations, have been completed. Network Pumping Stations are largely finalised, while the rationalisation and decommissioning of existing sewage treatment plants are progressing in phases. At the CSTP, power supply has been energised, major infrastructure works are completed, and testing and commissioning activities are ongoing, with Certificate of Partial Occupation (“CPO”) obtained for key components.

The project team remains focused on completing the remaining works and final commissioning in line with the approved EOT No. 5 timeline in June 2026.

Designed to serve approximately 400,000 residents, the project delivers significant environmental and public health benefits by expanding sewage coverage, reducing untreated discharge and improving river water quality. The integration of green technology further reflects a proactive approach to minimising environmental impact while supporting sustainable infrastructure development.

Overall, the project demonstrates strong execution, sound governance and regulatory compliance, reinforcing the Group’s capability in delivering large-scale infrastructure that supports long-term community well-being and environmental protection.



Kelantan Water Treatment Plant Project

The RM47.21 million Kelantan Water Treatment Plant Project at Bukit Chupak is designed to address water supply challenges by improving water pressure and reducing supply interruptions to Gua Musang old town, Kampung Sungai Terah and residential areas along Jalan Gua Musang–Jelawang.

The project involves the construction of a water treatment plant, raw water intake station, TNB substations, sedimentation tank, filtration plant, administration building and access road. In FY2025, the project remained focused on strengthening water infrastructure reliability to support community needs and continues to demonstrate steady progress. It is now in its final stage of completion as the project achieved 99.0% completion according to schedule, with overall completion targeted under Extension of Time No. 5 ("EOT No. 5") by 27 February 2026.

Management anticipates that a further EOT No. 6 will be required due to delays beyond the Contractor's control. These delays are primarily attributed to the late issuance of the Permit Belah Gali Jalan by JKR Gua Musang, as well as restricted access for road widening works at Jalan Kampung Kerinting arising from illegal encroachments within the JKR road reserve. Consequently, these factors have impacted the project's critical path and overall progress.

All major construction components, including civil and structural works for the water treatment plant and raw water intake, have been completed. Mechanical and electrical systems are substantially in place, with testing and commissioning successfully carried out. Key infrastructure, including raw and treated water pipelines, substations and treatment facilities, are ready for operational integration.

Throughout the project lifecycle, challenges relating to regulatory approvals, land constraints and utility coordination were addressed through close stakeholder engagement and timely mitigation measures. This has enabled the project to maintain progress while meeting required quality, safety and compliance standards.

The project plays an important role in strengthening water supply reliability in Gua Musang and surrounding areas by improving treatment capacity, stabilising water pressure and reducing service interruptions. These improvements support community well-being and contribute to sustainable regional development through better access to clean and reliable water.

In addition, a Corporate Social Responsibility ("CSR") initiative was carried out at the project site, involving landscape enhancement works at the main entrance, internal compound and administration building area. The initiative incorporated natural elements such as locally sourced stones and suitable plantings to improve the overall site environment. Beyond enhancing aesthetics, the effort also encouraged employee participation and reinforced environmental awareness at the workplace.

Overall, the project reflects consistent progress, disciplined execution and a practical approach to sustainability, reinforcing the Group's capability in delivering essential infrastructure while creating broader value for the communities it serves.

SUSTAINABILITY STATEMENT

Investment into the Local Economy

Our projects within the Environmental Engineering & Construction division continue to create jobs and business opportunities for surrounding individuals and enterprises.

Jobs Created	2023	2024	2025
Contract Workers	136	109	228
Local Small and Medium-Sized Enterprises (Vendors/Suppliers)	17	51	34



PLANTATION DIVISION

The Plantation Division continues to strengthen operational performance and sustainability across our six (6) oil palm estates, Arau, Lakin, Kalayan, Marong 1, Marong 2 and Jabon, covering a total land area of 42,443 hectares. All estates are managed by our wholly owned subsidiary, Danum Sinar Sdn Bhd, with a focus on efficiency, responsible cultivation and long-term value creation.

Since the acquisition of these estates in July 2017, we have undertaken significant infrastructure improvements to enhance operational effectiveness and support workforce wellbeing. These include the provision of basic amenities and telecommunications infrastructure, as well as ongoing employment opportunities for surrounding communities, as depicted below.

Employment Category	FY2023	FY2024	FY2025
Indigenous Malaysians	201 (19.32%)	72 (16.29%)	132 (29.80%)
Non-Indigenous Malaysians	30 (2.89%)	60 (13.57%)	2 (0.45%)
Foreigners	809 (77.78%)	310 (70.14%)	309 (69.75%)
Total	**1,040 (100%)**	**442 (100%)**	**443 (100%)**

Commitment to Sustainable Cultivation

Sustainability remains central to preserving and growing the economic value generated by our plantation operations. We continue to integrate the principles of the Malaysian Sustainable Palm Oil ("MSPO") certification into our operational practices, and have successfully maintained this accreditation since 2019.

Through the implementation of the MSPO-aligned policies and practices described below, we reinforce our commitment to environmental stewardship, operational excellence and the responsible production of sustainable palm oil.

Zero-Burning Policy

All land clearing activities are conducted without open burning to minimise environmental impact and reduce emissions.

Wildlife Protection

A strict no-hunting policy is enforced to safeguard biodiversity and protect local wildlife habitats.

Sustainable Ground Cover

The cultivation of *Mucuna bracteata* is practised to enhance soil fertility through nitrogen fixation, suppress weed growth, prevent soil erosion and reduce reliance on chemical inputs.

Independent Monitoring

We engage external consultants to provide independent oversight across critical areas, including flora and fauna conservation, pollution control, and worker health and safety.

SUSTAINABILITY STATEMENT

CONCESSION AND FACILITIES MANAGEMENT DIVISION

Our Concession and Facilities Management Division, helmed by TRIplc Berhad Group, creates long-term economic value by delivering, operating, and maintaining essential public infrastructure. Through long-term concession agreements, the Group supports institutional development, generates stable recurring revenue, and ensures sustained asset performance.

TRIplc Berhad Group has secured and currently fulfils two concession agreements for the UiTM campus at Puncak Alam. The first is a 23-year concession until April 2034, awarded to TRIplc Ventures Sdn Bhd, a subsidiary of TRIplc Berhad. This concession covers Zone 1 Phase 2 ("Z1P2") of the UiTM campus and includes end-to-end responsibility for the planning, financing, design, development, construction, landscaping, equipping, installation, completion, testing and commissioning of facilities and infrastructure, as well as the ongoing maintenance of all facilities within Z1P2.

Under the concession agreement, the three-year construction phase was completed in March 2014, delivering a range of campus facilities and infrastructure across 45.71 acres, including academic facilities, student accommodation and supporting amenities for 5,000 students living on campus. The maintenance contract, which commenced on 11 April 2014, will continue for the remainder of the concession period until 10 April 2034.

The second concession agreement was undertaken by TRIplc Medical Sdn Bhd, also a subsidiary of TRIplc Berhad, and covers Zone 1 Phase 3 ("Z1P3") of the UiTM campus. This zone includes a teaching hospital equipped with academic facilities, accommodation and amenities. The agreement encompasses the planning, financing, design, development and commissioning of the facilities and infrastructure, as well as the provision of asset management services upon completion.

Construction of the project was completed in December 2020, and Hospital UiTM Puncak Alam was handed over to UiTM on 1 February 2021 following the issuance of the Certificate of Acceptance. Since then, TRIplc Medical has been providing asset management services for a 22-year period, with the concession running until 31 January 2043.

In 2024, TRIplc Berhad Group was awarded an additional contract worth RM11.99 million from UiTM to provide additional medical equipment for Hospital Al-Sultan Abdullah ("HASA") UiTM for a period of 36 months beginning 1 August 2024 to 21 November 2027.



Upholding Robust Service Standards

We closely monitor service performance across our projects and asset management services to ensure our teams consistently deliver high-quality outcomes that support sustainable value creation. This discipline is reinforced through our quality management practices, which have earned us the MS ISO 9001:2015 Quality Management System certification.

In FY2025, our Z1P2 concession continued to deliver strong performance, achieving an overall key performance indicator ("KPI") score of 99.92%, exceeding the agreed minimum score of 93%. We also conducted our annual Customer Satisfaction Survey in April and October 2025, gathering feedback from 725 participants comprising staff, students and visitors. The survey covered key areas including building facilities, infrastructure, construction works, and overall management and maintenance, and recorded a KPI Maintenance Customer Service Rating of 96.48% (FY2024: 96.34%).

For Z1P3, we recorded an overall KPI achievement of 98.92% in FY2025 (FY2024: 98.05%). Our Annual Customer Satisfaction Survey, supported by 200 respondents, also achieved a quality objective of 91.88%, significantly above the minimum target of 80%. Collectively, these results provide encouraging validation that our stakeholders remain satisfied with the quality, reliability and consistency of our performance.

Concurrently, TRIplc Medical's asset management services for Hospital UiTM Puncak Alam continued to uphold robust service standards, achieving KPIs above the minimum requirements across all management services provided.

ASSET MANAGEMENT SERVICES KEY PERFORMANCE INDICATOR ACHIEVEMENT

Department	FY2024 (%)	FY2025 (%)
Facilities Management Services (“FMS”)	99.73	**99.60**
Facilities Engineering Management Services (“FEMS”)	97.96	**98.92**
Biomedical Engineering Maintenance Services (“BEMS”)	99.46	**99.23**
Cleansing Services (“CLS”)	100.00	**100.00**
Healthcare Waste Management Services (“HWMS”)	100.00	**99.83**
Linen and Laundry Services (“LLS”)	93.71	**99.71**
Information and Communications Technology (“ICT”)	96.45	**95.67**

STRENGTHENING OUR SUPPLY CHAIN

Our commitment to local procurement remains a key means through which we create shared economic value within the communities we serve. We actively engage and collaborate with local vendors across our supply chain, providing competitive rates and helping to develop their capabilities while ensuring their practices remain aligned with our quality standards.

In FY2025, all suppliers and vendors across our head office and three business divisions were local, translating into a total spending of RM53.23 million. This commitment helps Malaysian businesses grow, build resilience and thrive alongside our operations.

ENHANCING VALUE CREATION THROUGH INNOVATION AND DIGITALISATION

Digitalisation is a key enabler of how we strengthen performance and create economic value over the long term. In an increasingly competitive and fast-evolving operating environment, we continue to adopt digital solutions that improve productivity, enhance service reliability and support better decision-making. By investing in technology and modernising the way we work, we aim to deliver more efficient operations, a more consistent customer experience and stronger outcomes for stakeholders.

SUSTAINABILITY STATEMENT



Our Ongoing Digital Initiatives

Our Information and Communication Technology Department ("ICTD") continues to identify and implement practical digital initiatives that enhance management effectiveness and operational performance across the Group.

Improving Personnel Devices

To support seamless processing and operational efficiency, we replace employees' computers every five years to ensure timely upgrades to both hardware and software specifications. This strengthens system reliability, improves productivity and supports consistent service delivery across our operations.

In addition to individual device upgrades, the ICTD has begun developing plans to utilise Starlink Internet services to improve staff connectivity and connection speeds. This initiative is intended to be implemented across plantation areas under Danum Sinar, where remote and rural locations have historically experienced poor reception, helping to reduce operational disruptions, enable smoother communication and strengthen overall efficiency.

Leveraging Digital Agriculture

At our Danum Sinar subsidiary, which manages our six (6) estates, we leverage the Smart Agriculture platform to strengthen productivity and operational resilience in an increasingly technology-driven landscape. The platform's drone capability supports precise mapping, tree counting and the early identification of potential issues that may affect crop performance, enabling more timely and targeted interventions.

This is complemented by a centralised monitoring dashboard that provides a comprehensive view of crop health. With adaptable functionalities tailored to our operational needs, it supports more efficient, data-driven decision-making and stronger on-ground execution.

Point-of-Sale ("POS") System

We introduced a POS system to strengthen accuracy, transparency and day-to-day efficiency. With streamlined inventory management, real-time reporting and integration with other software, the system improves operational control, supports better tracking of transactions and enables more informed decision-making.

Streamlined Compliance

To ensure ongoing compliance with requirements set by tax regulators and relevant authorities, the ICTD aligned our operations with directives issued by the Inland Revenue Board of Malaysia ("IRBM") through the implementation of an e-Invoice system. This strengthens transparency and improves the efficiency of transactions between vendors and across our operations, while reinforcing leadership oversight.

Robust Digital Infrastructure and Cybersecurity Maturity

Our IT infrastructure utilises a cloud-based system designed to streamline and optimise business operations. This enhances user experience and supports the integrity and reliability of our systems, strengthening operational continuity across the Group.

In parallel, the ICTD continues to strengthen cybersecurity through ongoing enhancements to our firewall systems. These upgrades help manage increasing digital traffic, reduce exposure to vulnerabilities associated with outdated technology, and protect operational data and stakeholder information, supporting uninterrupted service delivery and reinforcing trust as the digital landscape continues to evolve.

Adopting Paperless Solutions

Through the use of paperless Board meeting software, we enhance the efficiency, productivity and sustainability of leadership engagements, while reducing paper usage in line with our broader cost-efficiency and sustainability ambitions.

SUSTAINABILITY STATEMENT



ENVIRONMENTAL VALUE

Puncak Niaga is strengthening its environmental stewardship through a clear and disciplined commitment to minimising ecological impact and advancing responsible environmental practices across our operations. Guided by a long-term view of sustainability, we focus on reducing our carbon footprint, conserving biodiversity and continuously improving how we manage environmental risks, going beyond compliance to deliver enduring value for the environment and the communities we serve.

A FRAMEWORK FOR ENVIRONMENTAL EXCELLENCE

Our certification to the MS ISO 14001:2015 standard for Environmental Management Systems provides the structure and discipline behind our environmental commitments, strengthening governance, consistency and accountability in how we identify, manage and improve our environmental performance. It reflects our alignment with recognised international standards and reinforces our pursuit of operational excellence grounded in responsible environmental management.

Our operations are also fundamentally shaped by a strong Health, Safety and Environment ("HSE") culture. More than a set of policies, our HSE framework guides decision-making at every level of the organisation, ensuring compliance with environmental regulations, embedding leading practices across our business, and proactively mitigating potential adverse impacts arising from our activities.

We recognise our role in shaping a more sustainable future, particularly within the local communities where we operate. By actively managing environmental risks and strengthening environmental performance, we aim to protect natural ecosystems, safeguard community wellbeing and create a positive, lasting legacy for generations to come.

Industry Recognition That Inspires

Our sustainability efforts and operational excellence gained industry recognition in FY2025, reinforcing Puncak Niaga's position as a trusted leader in water and environmental solutions. During the year, the Group was recognised at the BrandLaureate Brand of the Year Awards Singapore 2024–2025, receiving the Brand of the Year accolade for Sustainability Leadership in the Water and Environmental Solutions category, affirming the strength of our sustainability-driven strategy and market credibility.

SUSTAINABLE AGRICULTURE PRACTICES

At Puncak Niaga, sustainable agriculture is integral to our long-term approach to environmental stewardship and value creation. Recognising the vital role agriculture plays in Malaysia's economy and natural ecosystems, we are committed to managing our plantation operations responsibly, balancing productivity with the protection of biodiversity, soil health and water resources.

We acknowledge that unsustainable practices can pose significant environmental, regulatory and operational risks. At the same time, adopting sustainable methods presents opportunities to improve resource efficiency, strengthen resilience, enhance brand credibility and meet the expectations of increasingly environmentally conscious markets. As such, sustainable agriculture practices are embedded across all our estates and guided by structured policies, monitoring and continuous improvement.

Our approach focuses on minimising the environmental impacts of plantation activities while safeguarding the rich biodiversity within and around our estates. To support this, we work closely with an independent environmental consultancy, Ecosol Consultancy Sdn Bhd ("Ecosol"), which conducts regular quarterly assessments of environmental impacts arising from our plantation operations. These assessments enable us to proactively manage risks, identify areas for improvement and ensure continued compliance with relevant environmental regulations and standards.

Through systematic monitoring and responsible management of our environmental footprint, we strive to create lasting value while fulfilling our responsibility to protect surrounding natural ecosystems and the communities that depend on them.

Key Focus Areas for Sustainable Agriculture

Our sustainable agriculture practices are guided by a structured environmental management approach that addresses key risks and impacts across our plantation operations. The following focus areas underpin how we manage environmental performance and safeguard ecosystems within and surrounding our estates:

1. Flora and Fauna Conservation
2. Control of Soil Erosion and Slope Stability
3. Hydrological Management
4. Control of Water Pollution
5. Control of Air Pollution
6. Water Disposal Management
7. Socio-Economic Considerations
8. Agrochemical Management
9. Plantation Development
10. Waste Disposal Management
11. Workers' Health and Safety Aspects
12. Road Traffic and Safety
13. Abandonment and Replanting

Initiatives to Protect the Ecosystem

In FY2025, we continued to implement targeted initiatives across our estates to protect ecosystems, reduce environmental risks and strengthen long-term resilience. Key initiatives included:

Planting cover crops and applying zig-zag frond stacking techniques to reduce soil erosion and minimise surface run-off into waterways.

Refraining from planting on steep terrains to prevent slope instability and reduce erosion risks.

Conserving water channels, streams, ponds and natural riparian buffer zones, in alignment with broader flood mitigation and water management plans.

Strengthening ecological connectivity by linking riparian buffer zones with designated reserve areas within plantation estates and adjacent surrounding areas.

Reducing or eliminating tillage practices to minimise soil loss, improve soil structure and enhance long-term soil health.

SUSTAINABILITY STATEMENT

Complying with Environmental Regulations

Driven by our commitment to environmental stewardship across all our estates in Sarawak, we have embedded sustainable agricultural practices as operational standards that must be stringently upheld. This ensures we consistently maintain full compliance with all applicable environmental laws and regulations.

Responsible plantation management remains central to our approach, with the protection of Sarawak's rich biodiversity embedded within our sustainability strategy. We also continue to strengthen our environmental management practices by reducing our environmental footprint and embedding stricter environmental requirements across our contractual and operational arrangements.

This disciplined approach reflects our firm commitment to environmental protection, conservation and ecological restoration, supported by robust governance and regulatory oversight. Our operations are conducted in compliance with the following key environmental legislations:

1. Land Code (Sarawak) (Cap 81) and Land Code (Amendment) Ordinance 2000, Land Code (Amendment) Ordinance 2005, and Sarawak Land Code (Amendment) Bill, 2018
2. Natural Resources and Environment (Amendment) Ordinance 2001
3. Wild Life Protection Ordinance 1998
4. Environment Quality (Scheduled Waste) Regulation 2005
5. Environment Quality (Declared Activities) (Open Burning) Order 2003
6. Sarawak Natural Resources and Environment (Prescribed Activities) Order 1994
7. Environment Quality (Prescribed Activities) (Environmental Impact Assessment) Order 2015

Conforming to Malaysian Sustainable Palm Oil Standards

Danum Sinar recognises its responsibility to ensure that all palm oil plantation estates are managed in line with established sustainability benchmarks. As an MSPO-certified entity, our commitment to responsible plantation management is unwavering. Compliance with MSPO standards is not treated as a procedural obligation, but as a core principle that underpins the integration of environmental, social and governance considerations across our operations.

To meet the stringent requirements of MSPO certification, Danum Sinar maintains a structured and transparent reporting regime with relevant regulatory authorities. This includes regular submissions to the Department of Environment ("DOE"), the Department of Occupational Safety and Health ("DOSH") and the Malaysian Palm Oil Board ("MPOB"). In support of MSPO-aligned practices, we have developed and actively maintain an Environmental Impact Assessment (EIA) register, which enables us to systematically identify potential environmental hazards, assess associated impacts and implement appropriate control measures across plantation activities.

SUSTAINABILITY STATEMENT

Activity	Aspect	Potential Impacts	Current Control	Risk Control
New Planting	Deforestation	Land erosion, groundwater contamination, habitat degradation	Crop covering and soil conservation	Environmental Management Plan
Weeding (Spraying)	Chemicals	Risk to human health, water pollution, groundwater contamination	Approved herbicides, appropriate equipment, pre-mixed solutions (diluted with water)	PPE, OSH training, environmental awareness, surveillance medical checkup
Manuring	Pesticides, fertilisers	Degraded water quality, environmental contamination	Controlled application and monitoring	PPE, OSH training, environmental awareness
P&D Treatment	Pesticides, fertilisers	Environmental pollution, water contamination	Controlled use and monitoring	PPE, OSH training, environmental awareness
External Crop Transportation to Mill	Smoke and dust from equipment usage	Air pollution, soil erosion	Monitoring and load-capacity limits	PPE, OSH training
Genset	Diesel spill and carbon monoxide emissions	Fire hazards, noise pollution, burns, electric shocks	Monitoring and scheduled maintenance	PPE, environmental awareness, OSH training
Chemical Mixing	Chemicals	Risk to human health, water pollution, respiratory issues	Monitoring and maintenance	PPE, surveillance medical checkup, environmental and safety awareness training

Environmental accountability is reinforced through comprehensive environmental impact assessments conducted on a quarterly basis. These evaluations form a critical part of our operational discipline, ensuring that environmental risks are proactively managed and compliance requirements consistently met. Following each assessment, a detailed Environmental Monitoring Report (“EMR”) is prepared and formally submitted to the Natural Resources and Environment Board (“NREB”) of Sarawak, providing clear and transparent oversight of our environmental performance across the following assessed areas:

- Flora and Fauna Conservation (e.g. prohibition of hunting activities)
- Control of Soil Erosion and Slope Stability
- Hydrological Management
- Control of Water Pollution
- Control of Air Pollution
- Waste Disposal Management
- Workers’ Health and Safety
- Agrochemical Management
- Road Traffic Safety
- Socio-Economic Considerations
- Labour Line Management
- Proper Hydrocarbon Waste Management
- 3R Management
- Air Quality Management
- Energy Usage Management and Renewable Energy
- Fire Prevention and Control

SUSTAINABILITY STATEMENT

Updating and Monitoring Social Impact Assessments

Steered by Principle No. 4 of the MSPO certification, Danum Sinar recognises the importance of continuously evaluating and strengthening its Social Impact Assessment ("SIA") mitigation strategies across all estates. Building on the foundation established through the comprehensive SIA conducted by Ecosol Consultancy on 4 July 2019, we continue to enhance our approach to reflect evolving community needs and stakeholder expectations. Our annual SIA process is designed to achieve the following key objectives, ensuring our operations contribute positively to the social wellbeing of surrounding communities.

Objectives

- To promote continuous and constructive engagement between Danum Sinar and local communities, supporting the long-term sustainability of estate operations while addressing and mitigating potential adverse social impacts.
- To implement a structured consultation framework that encourages transparent and participatory dialogue with relevant stakeholders. This includes leveraging internal assessments, such as the Biodiversity Assessment Report ("BAR"), to identify High Conservation Value ("HCV") and biodiversity-sensitive areas in line with MSPO requirements, and to guide workforce planning, monitoring and conservation initiatives across estates in Sarawak.

EMISSIONS MANAGEMENT

Climate expectations are rising. So are the implications for how organisations operate, invest and grow. For Puncak Niaga, emissions management is therefore both an environmental responsibility and a strategic priority that strengthens resilience, supports regulatory readiness and meets stakeholder expectations. As the pathway to limiting global warming to 1.5°C becomes increasingly constrained, we are focused on managing our carbon footprint with greater discipline and transparency, reducing risk while enabling efficiency, innovation and long-term value creation.

GHG Emissions

To manage our climate impact with greater clarity and accountability, Puncak Niaga measures and reports our greenhouse gas ("GHG") emissions across Scope 1, Scope 2 and Scope 3. This approach helps us pinpoint where emissions are generated, both within our direct operations and across the wider value chain, so we can prioritise action where it matters most.

By strengthening the quality and consistency of our emissions data, we are better able to track performance over time, identify reduction levers, and integrate climate considerations into operational planning and decision-making. The sections that follow describe how each scope is defined, the key emissions sources captured, and how these insights support our overall emissions management strategy.

SCOPE 1

Scope 1 emissions refer to direct GHG emissions arising from sources owned or controlled by Puncak Niaga. These primarily include emissions from fuel combustion in boilers and vehicles, as well as fugitive emissions resulting from operational activities. Managing Scope 1 emissions reflects our direct responsibility for emissions generated within our operational boundaries.

SCOPE 2

Scope 2 emissions are indirect emissions associated with purchased energy, including electricity, heat or steam consumed across our operations. These emissions occur upstream but are directly linked to our energy consumption choices. Managing Scope 2 emissions highlights the importance of improving energy efficiency and transitioning towards cleaner and more sustainable energy sources.

SCOPE 3

Scope 3 emissions encompass other indirect emissions that occur across our value chain, both upstream and downstream. This includes emissions arising from activities not owned or controlled by us but influenced by our operations, such as business travel, employee commuting, transportation, distribution and waste management. Understanding Scope 3 emissions provides a broader view of our overall environmental impact and highlights opportunities for collaboration with suppliers and stakeholders to achieve wider emissions reductions.

Our commitment to emissions disclosure goes beyond reporting. By deepening our understanding of emissions across all scopes, we are better positioned to implement targeted reduction initiatives, embed sustainable practices across our operations and work collaboratively to support the transition to a lower-carbon future.

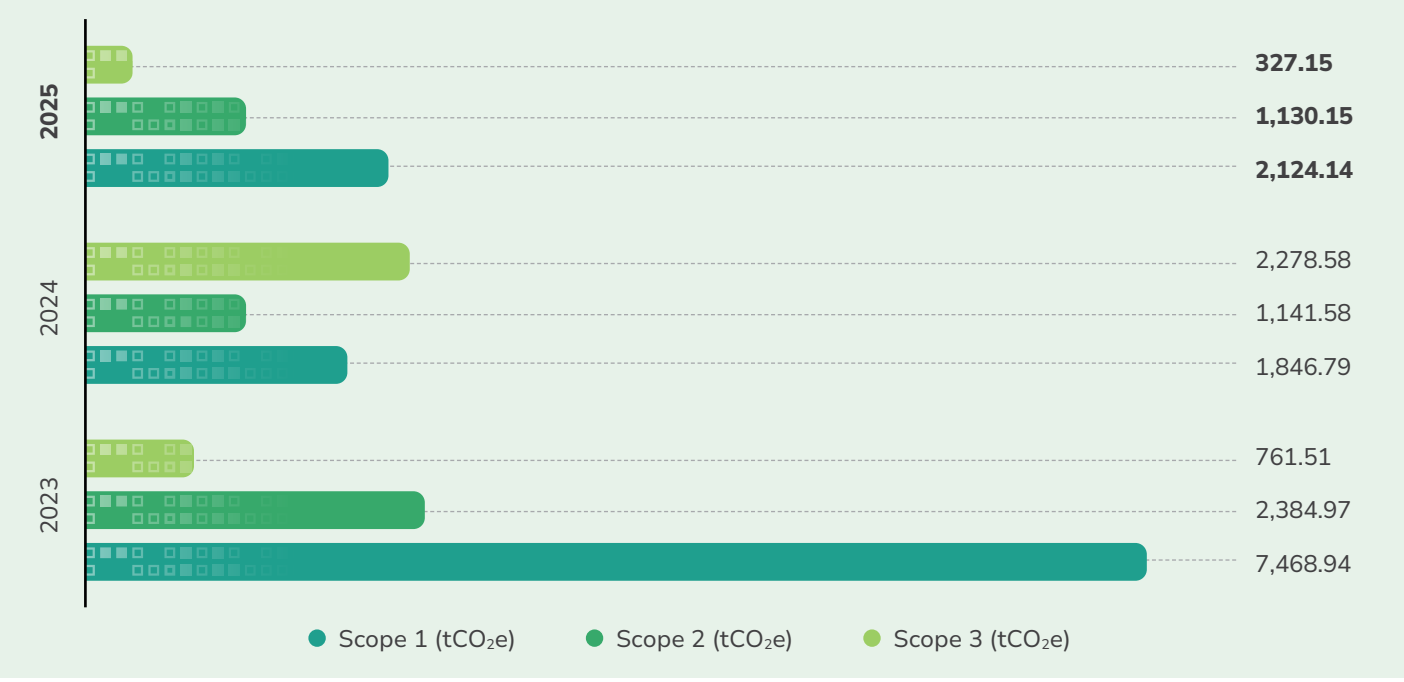
GHG Emissions 2025

The following table illustrates our greenhouse gas emissions for Scope 1, Scope 2 and Scope 3 across our projects. In FY2025, we recorded a reduction in both Scope 1 and Scope 2 emissions compared with FY2024, reflecting continued efforts to improve operational efficiency, manage energy consumption more effectively and strengthen emissions controls across our operations.

Scope 3 emissions also declined significantly year on year, driven primarily by changes in activity levels and data coverage during the reporting period. Together, these outcomes demonstrate tangible progress in managing our emissions profile and reinforce our commitment to disciplined emissions management as part of our broader climate and sustainability agenda.

GHG Emissions Scope	Scope 1 (tCO_2e)	Scope 2 (tCO_2e)	Scope 3* (tCO_2e)
Total	2,124.14	1,130.15	327.15
Total Emissions (tCO_2e)	3,581.43		
Total Emissions Intensity (over total number of employees)	712.20		

* *Scope 3 emissions calculation based on average consumption of petrol during commute to work.*
** *Scope 3 emissions for plantation operations are not monitored due to data insufficiency.*



Note:
Variances in GHG emissions between FY2024 and FY2025 were influenced by changes in the calculation methodology. Accordingly, year-on-year comparisons should be interpreted with caution.

SUSTAINABILITY STATEMENT

Decarbonisation Initiatives

We continued to advance key targeted carbon reduction initiatives in FY2025, building on our efforts in the past. These initiatives, some ongoing and others already embedded into operations, reflect a practical, action-oriented approach to reducing our emissions footprint while strengthening operational efficiency and resilience.

Renewable Energy Integration

We continue to adopt renewable energy across operations through on-site solar generation at selected facilities and the establishment of power purchase agreements. By increasing renewable energy use, we reduce Scope 2 emissions and our reliance on fossil fuels.

Enhanced Energy Efficiency Programmes

Through energy audits, equipment upgrades and ongoing optimisation of operational processes, we continue to identify and implement measures that reduce overall energy demand and support emissions reductions across both Scope 1 and Scope 2.

Embedded Sustainable Practices

Sustainable practices are increasingly embedded into our day-to-day operations through initiatives such as water usage optimisation, waste reduction and recycling, sustainable procurement and the promotion of lower-emission transportation options for employees.

Future Plans

Building on the momentum of our carbon reduction initiatives, Puncak Niaga remains committed to accelerating progress in emissions management in the years ahead. Our focus is on deepening impact through stronger measurement, targeted reduction actions and wider adoption of cleaner, more efficient operating practices. As we strengthen capability and execution across the Group, we aim to enhance resilience, meet evolving stakeholder expectations and play a more active role in supporting the transition to a lower-carbon future.

ENERGY MANAGEMENT

Effective energy management remains a core operational priority for Puncak Niaga as we continue to balance performance, cost efficiency and environmental responsibility. In an environment of rising energy demand and evolving regulatory and stakeholder expectations, we take a proactive approach to optimising energy use across our operations.

Our focus on energy efficiency supports emissions reduction, strengthens operational resilience and contributes to long-term financial sustainability. At the same time, it presents opportunities to enhance productivity, manage operating costs and improve overall resource efficiency. Through disciplined monitoring, targeted efficiency initiatives and the gradual integration of cleaner energy solutions, we continue to strengthen how energy is managed across the Group.

Energy Consumption

The tables below summarise our energy consumption.

Petrol Usage (Litre)			
Business Segment	**FY2023**	**FY2024**	**FY2025**
Wisma Rozali (Corporate HQ)	–	39,568.34	245,229.46
Construction	–	54,280.84	29,026.31
Concession	–	6,151.86	3,742.44
Plantation	–	8,492.00	10,462.63
Total	**–**	**108,493.04**	**288,460.84**

Diesel Usage (Litre)			
Business Segment	**FY2023**	**FY2024**	**FY2025**
Wisma Rozali (Corporate HQ)	–	5,602.29	71,410.92
Construction	–	45,650.80	23,289.57
Concession	–	8,504.93	5,093.19
Plantation*	–	801,963.00	443,515.00
Total	**–**	**861,721.02**	**543,308.68**

Electrical Usage (kWh)			
Business Segment	**FY2023**	**FY2024**	**FY2025**
Wisma Rozali (Corporate HQ)	1,288,312.00	1,229,089.00	1,272,452.00
Construction	48,941.00	49,504.00	44,821.00
Concession	242,541.91	135,927.40	128,796.70
Plantation	2,109,442.00	94,292.75	54,716.00
Total	**3,689,236.91**	**1,508,813.15**	**1,500,785.70**

** Calculation based on the assumption of 443 estate employees.*

SUSTAINABILITY STATEMENT

Energy Saving Initiatives

In FY2025, we continued to embed practical energy-saving habits across the organisation, recognising that small actions, applied consistently, can deliver meaningful reductions in energy use over time. By encouraging responsible behaviours at the workplace, we strengthen operational efficiency, manage costs and support our broader emissions and sustainability goals.

Optimising Computer Power Usage

Employees are encouraged to activate hibernation or sleep modes on their computers during periods of inactivity and at the end of each working day. This simple practice helps reduce unnecessary energy consumption associated with idle devices.

Maximising Energy-Saving Features on Digital Devices

We encourage the full use of built-in energy-saving functionalities across electronic devices. Employees are prompted to explore and enable these features on monitors, laptops and peripherals to minimise avoidable power draw.

Equipment Power Management

A key energy conservation practice is switching off equipment when not in use. Employees are encouraged to turn off lights, monitors, printers and other devices during breaks, meetings and especially at the close of each working day to reduce energy wastage.

Promoting Responsible Printing Practices

To reduce paper and energy consumption, we continue to promote mindful printing practices. Employees are encouraged to print only when necessary and to adopt digital alternatives wherever feasible.

Smart Heating and Cooling Management

We implement practical heating and cooling strategies to optimise indoor comfort while managing energy use efficiently. Employees are encouraged to be mindful of temperature settings, ensuring systems are used responsibly and maintained at efficient levels.

Maximising Natural Daylighting

We prioritise the use of natural daylight to reduce reliance on artificial lighting. Employees are encouraged to keep window areas unobstructed and make use of available natural light wherever possible to lower electricity consumption.

WATER MANAGEMENT

Sustainable water management remains a strategic priority for Puncak Niaga, particularly given the central role water plays across the palm oil value chain, from cultivation through to processing. Beyond environmental stewardship, effective water management supports long-term operational efficiency, strengthens resilience to climate variability, and delivers positive social outcomes for communities that depend on shared water resources.

We recognise that water-related risks, including droughts, flooding and pollution, can disrupt operations and impact surrounding ecosystems. At the same time, disciplined water management presents opportunities to enhance productivity, reduce environmental liabilities and reinforce our position as a responsible and sustainable palm oil producer. Through careful monitoring, efficient use and continuous improvement in our water management practices, we ensure we meet the rising expectations of investors and consumers, while creating long-term value for our business and stakeholders.

Water Consumption

Puncak Niaga utilises all water withdrawn for operational purposes. The table below summarises water consumption by business segment for FY2023 to FY2025.

Business Segment	FY2023 (m^3)	FY2024 (m^3)	FY2025 (m^3)
Wisma Rozali (Corporate HQ)	12,899.00	10,332.00	10,038.00
Construction	447.00	710.00	423.00
Concession	2,458.65	1,754.50	2,138.00
Plantation*	19,620.00	75,468.30	81,288.00
Total	**35,424.65**	**88,264.80**	**93,886.00**

** Calculation based on the assumption of 443 estate employees.*

Note:
Water consumption at Z1P3 is estimated based on an assumed usage of 15 m^3 per year, as the system is integrated with the UiTM building.

Water Saving Initiatives

Our water saving initiatives reflect a disciplined and forward-looking approach to water stewardship across all estates. Through a combination of preventive controls, monitoring systems and sustainable agricultural practices, we seek to optimise water use, minimise wastage and safeguard water quality. These initiatives are implemented consistently and form a core part of our commitment to responsible environmental management and continuous improvement.

Riparian Zone Management

We maintain and enhance riparian buffer zones along waterways as a key measure to regulate water flow and manage excess rainfall. These zones act as natural buffers by absorbing excess water, reducing surface runoff and mitigating flood risks in plantation areas, while protecting water quality and surrounding ecosystems.

Sedimentation and Blockage Prevention

Measures are implemented to prevent sedimentation and blockages in waterways, ensuring uninterrupted water flow and maintaining the ecological health of aquatic systems. This includes regular inspections and proactive clearing of drainage infrastructure.

Water Quality Monitoring and Pollution Control

A comprehensive water quality monitoring programme is in place, supported by seven strategically located monitoring points across our estates. This enables continuous assessment of water quality, early identification of potential pollution sources and timely intervention to protect waterways and surrounding environments.

SUSTAINABILITY STATEMENT

Optimal Water Level Management in Peat Areas

In peatland areas, maintaining optimal water levels is critical. Effective water level management helps prevent soil subsidence, conserves water during periods of low rainfall and significantly reduces the risk of peat fires, which are exacerbated under dry conditions.

Septic System Maintenance

Well-maintained septic systems are used to manage estate wastewater effectively, preventing debris and pollutants from entering and obstructing waterways. This proactive approach protects watercourse integrity and reduces the risk of contamination.

Soft Grass Promotion and Selective Spraying

The promotion of soft grass growth in inter-rows provides effective ground cover that reduces surface runoff and enhances water absorption. Selective spraying practices minimise impacts on beneficial vegetation while managing weed growth, further contributing to reduced runoff and soil erosion.

Legume Cover Cropping

Legume cover crops are planted as a standard sustainable practice across our estates. These crops help conserve soil moisture, prevent erosion, enrich soil nutrients naturally and reduce reliance on excessive irrigation and fertiliser application.

Wastewater Monitoring and Treatment

We conduct regular monitoring and treatment of wastewater before it is discharged into natural waterways. This ensures compliance with stringent environmental quality standards, prevents pollution and protects downstream water resources.

Zig-Zag Frond Stacking

In straight planting areas, zig-zag frond stacking is applied to slow surface water runoff. This strategic arrangement technique improves water infiltration into the soil, reduces water loss and minimises soil erosion.

Vigilant Water Consumption Management and Wastage Reduction

We maintain a vigilant approach to monitoring water consumption across all estates, continuously identifying areas of inefficiency and addressing potential wastage. These ongoing efforts support more efficient water use and strengthen overall water management performance.

WASTE AND RESOURCE MANAGEMENT

We recognise that waste and resource management is an important part of responsible environmental stewardship and ecosystem protection across our operations. Beyond regulatory compliance, it also plays a practical role in supporting operational efficiency by improving how resources are used, reducing avoidable wastage, and strengthening resilience and compliance as environmental expectations and requirements continue to evolve.

We acknowledge that waste and resource management has implications across our value chain, from generation through to disposal and, where feasible, recovery. If not managed effectively, waste can create environmental and health risks and contribute to operational disruption. At the same time, a more disciplined approach presents opportunities to strengthen performance, meet growing stakeholder expectations and build greater confidence in how we manage our environmental footprint. Accordingly, we continue to focus on maintaining effective and efficient systems and controls to minimise adverse impacts and support more efficient resource utilisation.

Waste Generated

The table below outlines the municipal waste generated across Puncak Niaga's operations for FY2023 to FY2025, primarily consisting of general and domestic non-hazardous waste from office and operational activities. The data distinguishes between waste diverted from disposal and waste directed to disposal by business segment. Through ongoing waste management efforts, we successfully reduced our total annual waste generated by 61.6% over the past year, recording a total of 348.71 tonnes in FY2025 compared to 907.26 tonnes in FY2024.

Business Segment	FY2023		FY2024		FY2025	
	Total Waste Diverted from Disposal (Tonnes)	Total Waste Directed to Disposal (Tonnes)	Total Waste Diverted from Disposal (Tonnes)	Total Waste Directed to Disposal (Tonnes)	Total Waste Diverted from Disposal (Tonnes)	Total Waste Directed to Disposal (Tonnes)
Wisma Rozali (Corporate HQ)	0.60	1.14	1.20	48.00	0.00	53.00
Construction	2.86	30.00	N/A	1.47	0.00	1.89
Concession	0.23	702.66	0.05	743.04	0.30	38.23
Plantation*	30.86	39.56	N/A	113.50	0.00	255.29
Total	**34.55**	**773.36**	**1.25**	**906.01**	**0.30**	**348.41**

** Calculation based on the assumption of 443 estate employees.*

SUSTAINABILITY STATEMENT

Waste and Resource Management Practices

Our waste and resource management practices are applied across our plantations, offices, construction sites and facilities, and extend to engagement with employees and surrounding communities. We focus on practical and proactive measures that reduce waste at source, support more efficient resource use and reinforce environmental awareness across our operations, ensuring our efforts meet or exceed compliance with applicable regulatory requirements.

Zero Open Burning in Plantations

Open burning is strictly prohibited during replanting activities across our palm oil plantations. This measure helps mitigate air pollution and reduces environmental and health risks associated with uncontrolled burning.

Agriculture Reference Manual ("ARM")

The ARM serves as a guide for agronomical best practices across our plantations. Supported by aerial mapping and surveying, the ARM helps optimise land usage and guides the responsible application of fertilisers, pesticides and herbicides, contributing to more efficient resource use and reduced environmental impact.

Recycling of Palm Biomass as Natural Fertilisers

Pruned palm fronds, empty fruit bunches ("EFB") and chipped old palm trunks are recycled through composting and reused as natural fertilisers within our plantations. This practice supports soil health and enables the reuse of organic waste streams within estate operations.

Responsible Solid Waste Disposal

Solid waste generated from communities near our operational areas is collected and disposed of in accordance with local authority requirements. This approach supports responsible waste handling beyond our immediate operations and helps minimise environmental and public health risks.

Continuous Waste Management Monitoring and Outsourcing

Waste management within our Concession and Facilities Management Division, including the Z1P3 Project, is subject to ongoing oversight. At our Z1P2 Project, waste handling and disposal is outsourced to authorised waste management service providers to ensure proper treatment and regulatory compliance.

Vendor Performance Evaluation

To maintain high standards in outsourced waste management services, vendors are evaluated based on performance and compliance with contractual requirements. This helps ensure waste handling practices remain aligned with regulatory and operational expectations.

Environmental Awareness and Mindful Practices for Employees

Environmental awareness is promoted across our operations through practical, everyday actions. Employees are encouraged to adopt mindful practices such as using reusable containers, practising double-sided printing, leveraging digital communication platforms and supporting paper recycling initiatives across business divisions.

Future Plans

Looking ahead, Puncak Niaga will continue to strengthen responsible waste and resource management by sustaining the efficiency and reliability of our current practices, supported by consistent collection, rigorous recycling protocols and strict regulatory compliance. At the same time, we will increasingly leverage technology to enhance operational efficiency and reduce potential paper waste, where feasible.



SUSTAINABILITY STATEMENT

SOCIAL VALUE



At Puncak Niaga, social value is created through two priorities that matter most: the people who power our organisation, and the communities that grow alongside our operations. We are committed to providing a workplace where employees feel supported, respected and able to progress, while also contributing meaningfully to community wellbeing through consistent engagement and responsible action. Through these commitments, we strengthen human connection, build resilient communities and reinforce the foundations for long-term value creation.

EMPOWERING PEOPLE, STRENGTHENING COMMUNITIES

We are committed to creating a workplace where people feel safe, valued and inspired to do their best work, fostering an environment that supports growth, strengthens wellbeing and enables our teams to progress with confidence. In 2025, this commitment was affirmed through the Graduate's Choice of Employers Award 2025, reflecting Puncak Niaga's attractiveness as an employer and reinforcing our ongoing focus on workplace engagement and long-term human capital development as part of our broader social sustainability agenda.

Beyond the workplace, our commitment to social value is anchored in the communities we serve. Guided by our Corporate Social Responsibility Policy, we focus on initiatives that build trust, strengthen stakeholder relationships and support community wellbeing, particularly among vulnerable groups such as underprivileged and indigenous communities. Through sustained investment in our CSR programmes and employee welfare initiatives, we aim to deliver outcomes that are meaningful today and enduring for the future.

UPHOLDING WORKFORCE DIVERSITY

Diversity, equity and inclusion ("DEI") are integral to how we build a resilient, high-performing organisation. By embracing diverse perspectives, backgrounds and experiences, we strengthen innovation, enhance problem-solving capabilities and foster a more adaptive and collaborative workplace. Our commitment to DEI supports both organisational performance and our ability to reflect and serve the communities in which we operate.

We are committed to nurturing a workforce that reflects the rich diversity of Malaysia and the broader global environment we engage with. Through equitable opportunities, inclusive practices and a culture where every voice is respected, we aim to create a workplace where employees feel valued, empowered and connected. This approach not only strengthens collaboration and belonging, but also supports long-term growth and sustainability across the Group.

To ensure our commitment to DEI translates into meaningful outcomes, we continue to implement practical measures across the organisation. These include fair and transparent recruitment and promotion practices, ongoing DEI training and awareness initiatives, the adoption of inclusive and accessible workplace policies, and empowering employee resource groups to promote diverse perspectives. Together, these efforts help cultivate an environment where diverse talents can thrive and contribute fully to Puncak Niaga's continued success.

Board and Employee Composition Data

We take pride in the diversity of our workforce, which reflects the varied communities we serve. Our employees represent a broad range of age groups, genders, ethnicities, religions and backgrounds, contributing to a dynamic mix of perspectives that enrich our organisational culture.

The Board of Directors plays an active role in championing diversity, equity and inclusion across the organisation, reinforcing these values from the highest levels of leadership. The following Board and employee data charts provide insight into the composition of our workforce and reflects our ongoing efforts to build a diverse, inclusive and balanced organisation.

Board Diversity by Gender (%)

Metric	FY2023	FY2024	FY2025
Total No. of Board members	8	7	**7**
Male (%)	75.0	85.7	**85.7**
Female (%)	25.0	14.3	**14.3**

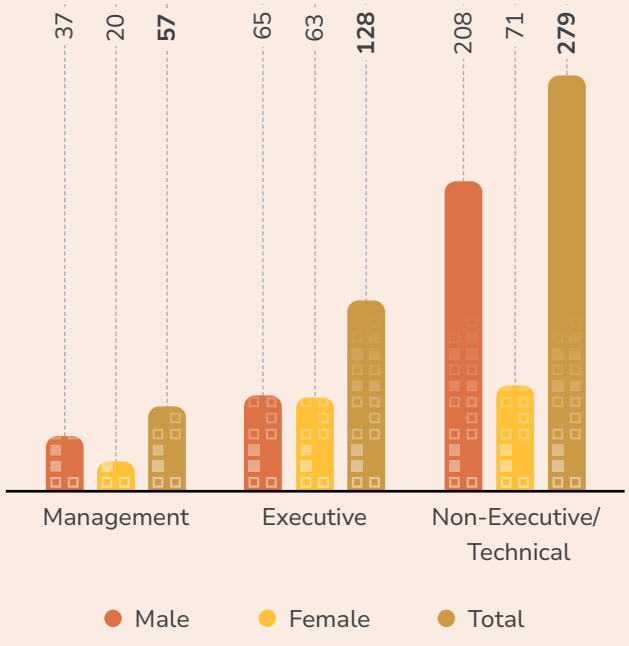
Board Diversity by Age Group (%)

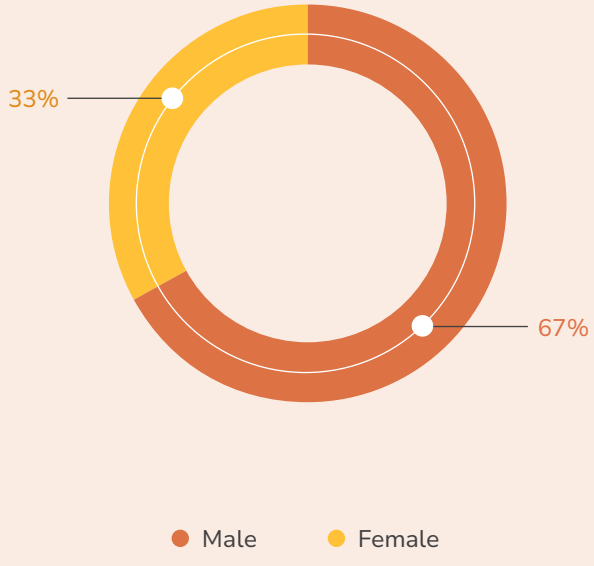
Age group	FY2023	FY2024	FY2025
30–39 years	12.5	14.2	**14.2**
40–49 years	0.0	0.0	**0.0**
50–59 years	37.5	42.9	**42.9**
60–69 years	50.0	42.9	**42.9**

Our Workforce Size

	FY2023	FY2024	FY2025
Total No. of Employees	703	461	**464**

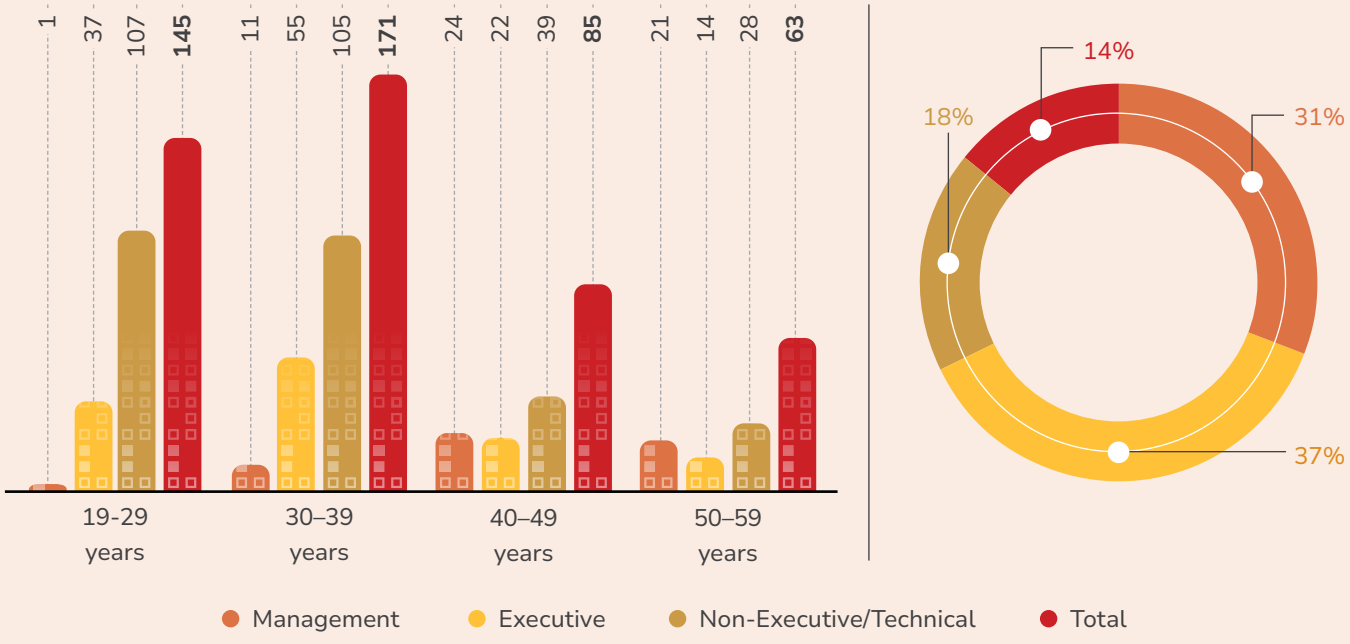
Gender Diversity by Employee Category FY2025



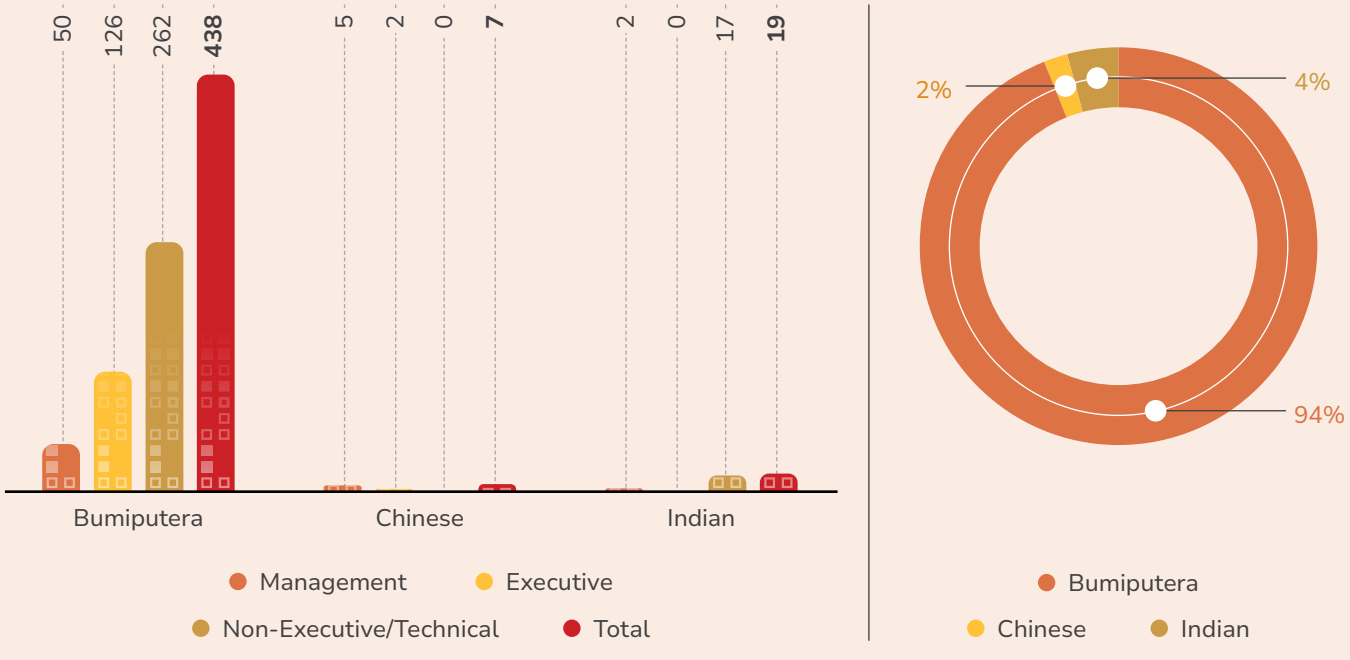


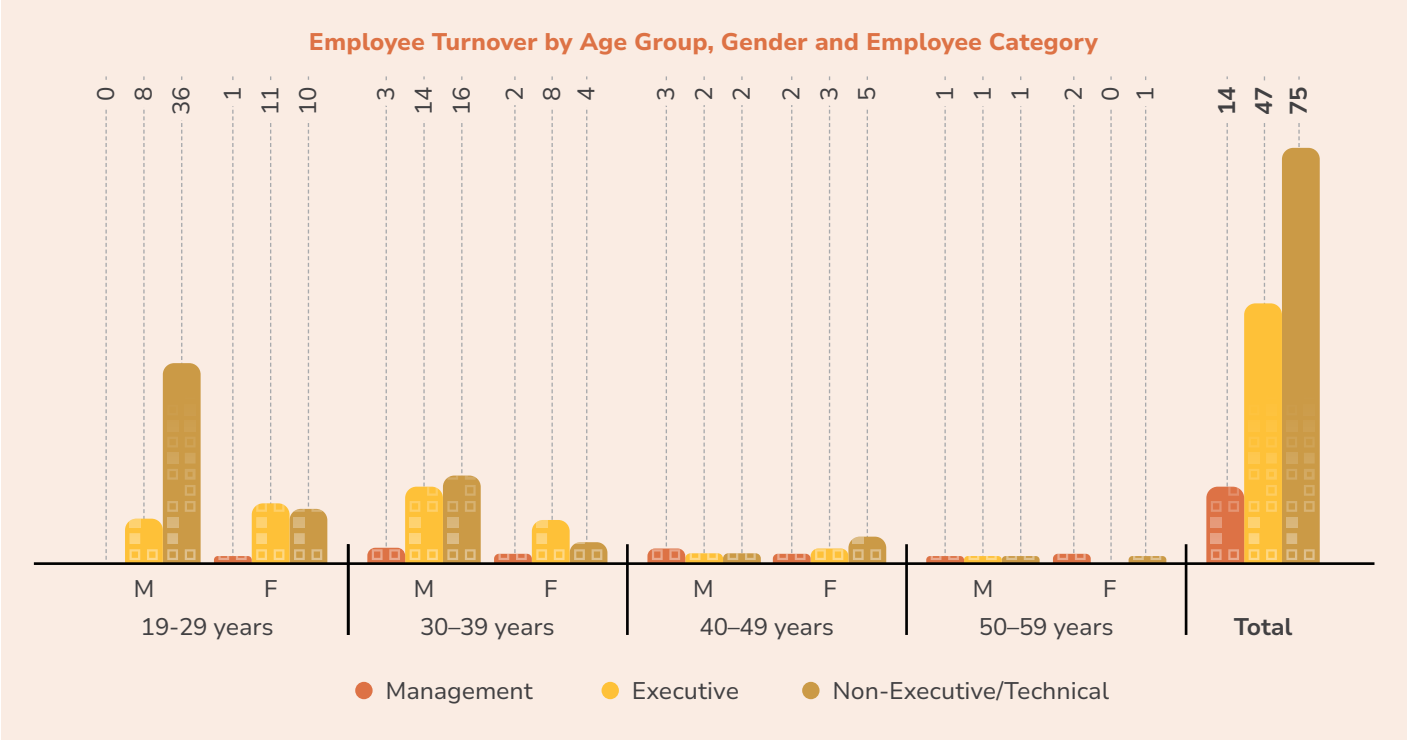
SUSTAINABILITY STATEMENT

Age Diversity by Employee Category FY2025



Ethnic Diversity by Employee Category FY2025





New Hires by Employee Category 2025	
Management	10
Executive	56
Non-Executive/Technical	80
Total	**146**

EMPOWERING OUR EMPLOYEES

Protecting Employee Rights

We are committed to safeguarding employee rights and providing a fair, respectful and supportive working environment for all employees. This commitment is embedded in our employment policies and practices, which are aligned with the Malaysian Employment Act.

Following amendments to the Act effective 1 January 2023, we proactively updated our employment governance documents, including Employee Handbooks and employment contracts, to reflect these changes. These updates include enhancements such as improved paid maternity leave provisions, the introduction of flexible working hour arrangements and adjustments to maximum working hours, representing measures designed to strengthen employee wellbeing and promote healthier work-life balance.

SUSTAINABILITY STATEMENT

The Board of Directors assumes ultimate responsibility for overseeing the protection of employee rights across the Group. In fulfilling this role, the Board oversees the implementation of human resource management policies and procedures to ensure consistent application and full compliance with applicable employment laws and regulations. These policies serve as essential guides, providing clarity on employee rights, responsibilities and entitlements, while reinforcing a culture of fairness and accountability.

Our employee-related policies encompass a broad range of areas, including:

- **Manpower Planning and Recruitment**
- **Training and Development**
- **Performance Management**
- **Compensation and Benefits**
- **Employee Relations**
- **Grievance Mechanism**
- **Disciplinary Actions**
- **Other policies established to ensure full compliance with all applicable laws and regulations**

Fostering a Respectful Workplace

Puncak Niaga maintains a firm stance against sexual harassment and is committed to fostering a workplace environment free from any form of unwelcome conduct. This commitment is formalised through a comprehensive Sexual Harassment Policy that outlines prohibited behaviours, reporting procedures and disciplinary actions. The policy is readily accessible to all employees and actively promoted across the organisation to encourage awareness and reinforce a culture of zero tolerance. In FY2025, no sexual harassment incidents were reported.

In addition, we reinforce employee protection through proactive initiatives, including regular anti-harassment awareness campaigns and comprehensive training programmes on employee rights and ethical conduct. These efforts, supported by consistent communication and engagement, underscore our commitment to protecting employees and sustaining a respectful, inclusive and safe workplace culture.

Upholding Labour and Human Rights

We remain firmly committed to protecting and upholding labour and human rights across our operations. The Group maintains a zero-tolerance stance towards forced or compulsory labour, child labour and any form of human rights violation. To reinforce these commitments, we deploy a dedicated team of Auxiliary Police who support the enforcement of ethical conduct and responsible practices across our premises and operational sites.

Our approach is guided by established internal policies and procedures that set clear expectations on labour standards, employee protection and ethical behaviour. Through consistent implementation and monitoring, we aim to foster a workplace built on dignity, fairness and respect.

Puncak Niaga recorded no reported incidents of child labour, forced or compulsory labour, or human rights violations in FY2025, underscoring the effectiveness of our safeguards.

Grievance Mechanism

A robust Grievance Mechanism has been established to provide employees, suppliers and other stakeholders with a clear and accessible channel to raise concerns. It serves as an important avenue for reporting issues that may relate to environmental matters, labour practices or other critical concerns requiring prompt attention and resolution.

Aligned with the Group's Whistleblowing Policy, this mechanism encourages individuals to speak up in confidence, without fear of reprisal or retaliation. Through this framework, we aim to strengthen transparency, accountability and early issue resolution, reinforcing a culture of trust and ethical conduct across the organisation.

Benefits and Compensation

A competitive and well-structured benefits and compensation framework is central to attracting, motivating and retaining a high-performing workforce. We take a holistic approach to employee rewards, recognising that fair remuneration, meaningful benefits and workplace flexibility are essential to employee wellbeing, engagement and long-term productivity.

Our benefits and compensation framework is reviewed regularly to ensure it remains competitive, equitable and aligned with evolving workforce needs and industry best practices. Through this approach, we aim to foster loyalty, support professional growth and create an environment where our people feel valued and empowered to perform at their best.

The benefits provided to employees include:

- **Comprehensive medical coverage for employees and their immediate family members**
- **Life insurance and retirement benefit**
- **Educational loans with 0% interest, alongside subsidised housing and car loans**
- **Financial support for daily living expenses, including mobile phone, travel, cost of living, meal and hardship allowances**
- **Flexible working hours and a wide range of leave entitlements, including annual, medical, study, compassionate and paternity leave**
- **Fully sponsored professional subscriptions and training programmes**

Employee Engagement

Fostering strong employee engagement remains a key priority, recognising its direct impact on organisational performance, culture and long-term success. By empowering and motivating our people, we aim to cultivate a positive, inclusive and collaborative workplace where individuals feel valued, supported and inspired to contribute meaningfully.

Our approach to employee engagement focuses on building mutual trust, encouraging open communication, strengthening teamwork and prioritising employee wellbeing. Through a range of initiatives implemented across the organisation, we seek to nurture a sense of belonging, reinforce shared values and create opportunities for meaningful connection beyond day-to-day work responsibilities.



SUSTAINABILITY STATEMENT

The following initiatives were carried out in FY2025 to support employee engagement across our divisions:

"Pertandingan Bowling 2025"



"Pemberian Buah Kurma Kepada Kakitangan"





"Program Memasak Bubur Lambuk Bersama Kakitangan"





E-Sport Tournament - Mobile Legends: Bang Bang



"Membaiki Rumah Kakitangan"



"Perakuan BOMBA (FC) di PTAR UiTM 2025"




Exhibition on Cultivating Solutions for the Food and Hospitality Industry





"Sumbangan Hari Raya"





"Taklimat Pengurusan Kolej Casuarina Sesi 2025 UiTM Puncak Alam"




International Greentech, Eco Products Exhibition & Conference Malaysia 2025





"Sesi Taklimat Sistem e-Aduan Konsesi Z1P2-TVSB"




"Perlawanan Persahabatan Bowling antara TRIplc (Z1P2) dan PFI, UiTM"




SUSTAINABILITY STATEMENT

TRAINING AND DEVELOPMENT

Continuous learning and capability-building remain central to strengthening organisational performance and long-term resilience. In an increasingly dynamic business environment, investing in training and development is essential to maintaining operational excellence, enhancing service quality and equipping our people with the skills needed to navigate complexity and drive innovation.

A strong emphasis is placed on supporting the professional growth of employees at all levels, ensuring they are well-prepared to contribute effectively as the organisation evolves. Through a combination of internal and external learning programmes, training initiatives are designed to build technical expertise, strengthen leadership capabilities and reinforce professional standards across the workforce.

In FY2025, a wide range of learning and development programmes were delivered to Directors, Management and employees, reflecting a continued commitment to nurturing talent and fostering a culture of continuous improvement. These programmes span structured training, accreditation courses and targeted development sessions that support both individual growth and broader organisational sustainability.

In FY2025, the Group invested a total of **RM306,969.31** across **124** training and development activities, encompassing both in-house and external training sessions, alongside knowledge sharing sessions and on-the-job training. A breakdown of total training investment across our subsidiaries is provided below:

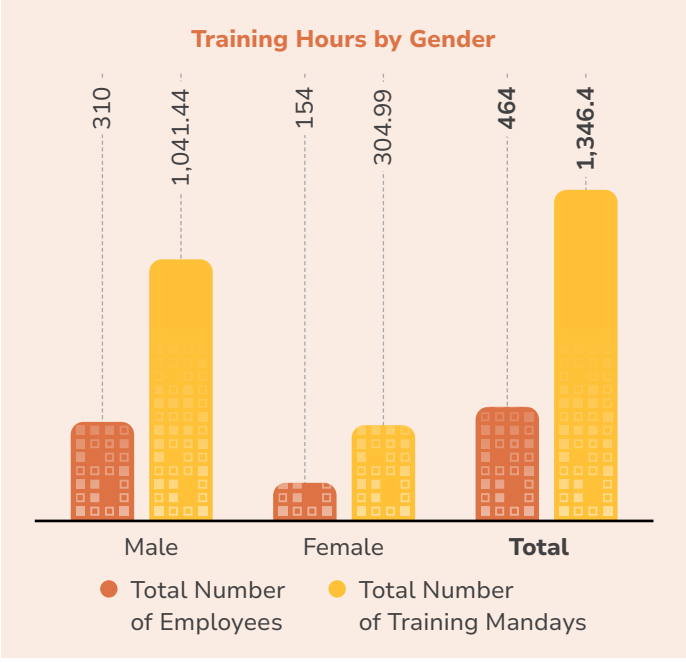
Training	PNHB (RM)	PNMSSB (RM)	PNCSB (RM)	DSSB (RM)	TRIplc (RM)	Total (RM)
In-House Training	19,656.60	102,570.21	-	42,551.50	58,405.00	**223,183.31**
External Training	10,186.00	20,703.00	1,476.00	17,878.00	33,543.00	**83,786.00**
Knowledge Sharing	-	-	-	-	-	**-**
Total	**29,842.60**	**123,273.21**	**1,476.00**	**60,429.50**	**91,948.00**	**306,969.31**

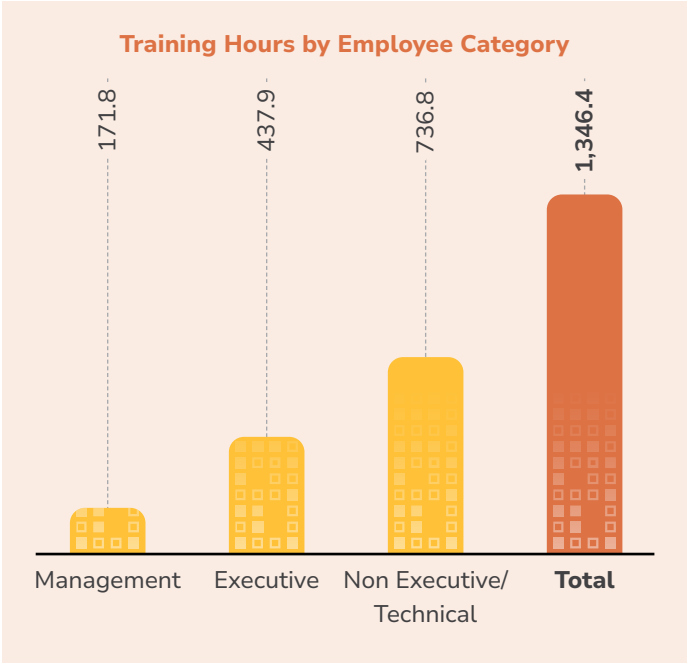
Note:
Budget utilisation for PNHB, PNMSSB, PNCSB, DSSB, TRIplc FMS, TRIplc Ventures and TRIplc Medical was claimed under the Human Resource Development Corporation ("HRD Corp").

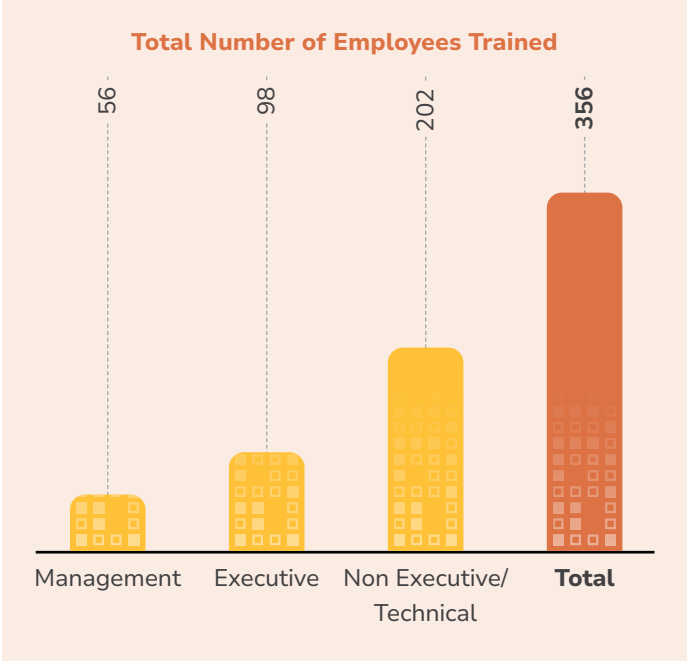
Training Performance Data

Training is designed to support employees at every stage of their career, from senior leadership to apprentices, by addressing role-specific skills, development needs and career progression pathways. This inclusive approach helps ensure our people are equipped with the knowledge and capabilities to excel in their respective roles and contribute meaningfully to the organisation's broader goals.

The following charts present our training performance data, highlighting the scale and reach of these development efforts.







Knowledge-Sharing University Collaborations

To further strengthen learning and capability-building, we actively pursue knowledge-sharing collaborations with leading academic institutions. These partnerships bridge academic insight and industry practice, enriching the learning experience for employees while ensuring training programmes remain relevant, forward-looking and aligned with evolving industry needs.

In 2025, we welcomed **26** internship students from **13** universities and institutions as part of our internship and practical training programmes. Through these engagements, we gain access to cutting-edge research trends, specialised expertise and diverse perspectives, while fostering a culture of continuous learning and innovation across the organisation.

Employee Performance and Appraisal

A structured and transparent performance management framework underpins individual accountability and organisational effectiveness. Regular performance assessments provide a systematic means of aligning individual contributions with strategic objectives, while also identifying skill gaps that need to be addressed through focused training initiatives. We also utilise the outcomes of performance appraisals to identify and reward top performing employees, incentivising dedication and meaningful contribution to company performance.

Performance appraisals are conducted on a biannual basis and overseen through a robust governance process. Assessments and scores submitted by Heads of Departments and Divisions are reviewed by the Independent Employees Performance Review Committee ("IEPRC"), which evaluates outcomes and submits recommendations to the Executive Committee ("EXCO") and the Board. Final decisions are made collectively, ensuring balanced consideration of individual performance and overall organisational results. This disciplined approach supports continuous improvement, capability development and long-term workforce resilience.

To address instances of underperformance in a structured and supportive manner, a Performance Improvement Programme ("PIP") is in place. Where required, participation in the PIP is recommended by the Board and begins with counselling sessions involving the relevant Head of Division and the Executive Director of Human Resources and Administrative Division. These sessions focus on identifying performance gaps, addressing challenges and setting clear improvement targets.

Employee progress is systematically monitored through regular evaluations over a six-month period, ensuring ongoing support and accountability throughout the improvement journey. In 2025, 81.54% of employees received regular performance reviews, reflecting the organisation's commitment to fair assessment and continuous performance enhancement.

SUSTAINABILITY STATEMENT

OCCUPATIONAL SAFETY AND HEALTH

Occupational safety and health ("OSH") remains a cornerstone of sustainable operations, underpinning a safe, productive and resilient work environment. Safeguarding the wellbeing of employees is integral to operational excellence and long-term sustainability, and is embedded across all projects, plantations and facilities.

Through the implementation of our comprehensive Health, Safety and Environmental ("HSE") Policy across all operations, we take a proactive approach to managing risks, addressing challenges and reinforcing a culture of care and accountability. The policy applies to all employees and promotes shared responsibility, encouraging everyone to safeguard not only themselves, but also their colleagues.

Our commitment to global OSH standards is validated through MS ISO 45001:2018 certification, reflecting the strength of our systems and the discipline of our practices. Looking ahead, we will continue to uphold and strengthen OSH practices across our projects, plantations and operations, supporting the ongoing wellbeing of our workforce and reinforcing our role as a responsible employer.

Reinforcing the Importance of OSH Training

To strengthen awareness and capability across the organisation, comprehensive OSH training programmes are conducted for employees and workers alike. Delivered by qualified professionals, these programmes cover key areas including safety protocols, incident reporting and investigation, site safety monitoring, and emergency preparedness. Continuous investment in OSH training bolsters safe behaviours on the ground and supports a workplace culture where health, safety and wellbeing remain paramount.

In FY2025, a total of **17** employees received training across various aspects of occupational safety and health. The following training programmes were conducted for employees during the year:

Training Programmes in FY2025

- CIDB Green Card
- Basic Occupational First Aid, CPR & AED
- Hazard Identification, Risk Assessment and Risk Control ("HIRARC")
- Working At Height
- Electrical Hazard - Lock Out and Tag Out
- Ergonomic at Workplace
- Implementing Safe and Effective Healthcare Delivery
- 25th Conference and Exhibition on Occupational Safety and Health 2025
- Bulletproof Your Organisation's Emergency Plan
- Certified Environment Professional in Scheduled Waste Management ("CePSWaM")
- Scaffold Erection Level 1

Adopting Division-Specific OSH Practices

To meet the distinct OSH requirements across our business divisions, we implement tailored measures that reflect the operating realities of each site and activity. This approach ensures OSH is applied consistently on the ground, with compliance supported by practical controls, regular monitoring and ongoing engagement with employees and contractors.

Within our Environmental Engineering and Construction Division, particularly at project sites, we conduct regular site and safety briefings, toolbox talks, safety inductions and monthly inspections. These include first aid training involving both workers and contractors. Beyond these interactive sessions, monthly progress meetings with local authorities are also convened to identify and address potential health and safety concerns early.

In the Plantation Division, workers adhere to a robust set of OSH standard operating procedures outlined in the OSH Policy Manual. Compliance is reinforced through periodic audits, with the latest conducted in 2022 by a certified and established certification agency. Targeted training programmes are emphasised at estate level, including fire drill exercises, proper use of Personal Protective Equipment ("PPE"), and safe handling of chemicals and heavy machinery.

Our Concessions and Facilities Management Division maintains a steadfast commitment to OSH through well-established operational practices. The division adheres to safety best practices under the Integrated Management System ISO 45001:2018 for OSH and has been accorded accreditation by the Malaysian Society for Quality in Health ("MSQH"). Activities carried out at managed facilities include periodic fogging, regulated cleaning and waste disposal by authorised contractors, as well as quarterly HSE workplace inspections.

Across the Group, disciplined hazard identification and risk management practices enable us to mitigate potential risks effectively, supporting safer workplaces, stronger operational reliability and the wellbeing of our people.

OSH Performance

We take pride in maintaining a strong safety performance across our operations, underpinned by a consistent track record of zero work-related fatalities and lost time injuries. As we continue to reinforce safe work practices and hazard awareness, our focus remains on extending injury-free manhours and sustaining a safe, healthy working environment for our employees and contractors.

Our Safety Performance in FY2025

Location	Number of Work-Related Fatalities	Number of Lost Time Injuries	Lost Time Incident Rate ("LTIR")
Wisma Rozali (Corporate HQ)	0	0	0
Construction	0	0	0
Concession	0	0	0
Plantation	0	0	0

Our LTI-Free Manhours as of FY2025

Division	Total Working Hours
Construction	650,236
Concession	238,692
Plantation	916,600
Total	**1,805,528**

Assuring Safety with Auxiliary Police

Ensuring a secure operating environment remains a key priority across our operations. To strengthen safety assurance, a dedicated Auxiliary Police team comprising trained security guards and surveillance officers is deployed to safeguard personnel, premises, assets and project sites. This initiative reinforces our commitment to protecting our people and resources, while maintaining a safe and orderly environment for all stakeholders.

The Auxiliary Police force consists of 64 trained personnel who have undergone rigorous training accredited by the Royal Malaysia Police ("PDRM"). Authorised to enforce relevant laws, rules and regulations, the team plays an integral role in enhancing site security, maintaining discipline and supporting the smooth execution of daily operations within the Group's operational framework.

Responsibilities of the Auxiliary Police include:

- Crime prevention across company premises, properties, assets and project sites
- Conducting routine patrols, static duties and beat inspections to deter potential threats
- Managing crowd control and performing regular inspections of individuals and vehicles
- Safeguarding company property and providing escort services when required
- Collaborating with PDRM through joint patrols in designated areas
- Participating in official PDRM activities, including programmes organised by the Malaysian Auxiliary Police Association ("MAPA")
- Serving as frontline representatives of the organisation in matters relating to security and safety

SUSTAINABILITY STATEMENT

CUSTOMER EXPERIENCE

Delivering an exceptional customer experience is not simply an aspiration, it is fundamental to how we build trust, strengthen partnerships and sustain long-term success. Across the essential sectors of water, wastewater and environmental solutions, our services have a direct impact on communities, businesses and the environment. That is why we place strong emphasis on providing a seamless, dependable experience for our clients at every touchpoint. When service is consistent and relationships are built on trust, it reinforces our position as a reliable, solutions-oriented partner and supports the sustainable growth and wellbeing of the communities we serve. Transparency in how we deliver and measure customer experience is also central to demonstrating accountability and staying true to our values.

Beyond service delivery, we are committed to cultivating meaningful, long-term relationships with our clients. Our customer experience philosophy is grounded in a proactive, solutions-led approach built on understanding the unique needs and challenges of each client, whether government bodies, industrial partners or facilities management teams. This understanding enables us to tailor our services, anticipate potential issues and deliver effective, sustainable outcomes.

We aim to be more than just a service provider. We want customers to see us as a trusted advisor and collaborative partner, and are committed to working closely with clients to achieve shared objectives and contribute to a better future. This philosophy is applied consistently across all business segments, ensuring a high-quality experience regardless of the service delivered.

Delivering a Good Customer Experience

To consistently deliver on our customer experience philosophy, we focus on the following core elements across all interactions:

Reliability and Operational Excellence

We deliver essential services with a strong focus on reliability, supported by stringent quality control, robust infrastructure and skilled teams to minimise disruptions and maximise operational efficiency.

Proactive Communication and Transparency

We maintain clear, timely and open communication with clients through regular updates on project progress, service schedules and potential challenges, fostering trust through transparency.

Responsiveness and Solution-Oriented Support

We respond promptly and effectively to issues, with teams equipped to resolve matters efficiently. Our focus is on delivering practical, end-to-end solutions that address client needs comprehensively.

Technical Expertise and Innovation

We leverage our technical and innovative capabilities to understand complex requirements and integrate new technologies and practices that enhance service quality and client outcomes.

Long-Term Relationship Management

We build enduring partnerships based on trust and collaboration, supported by dedicated account management and regular engagement to understand and respond to evolving client needs.

Driving Customer Satisfaction

Our commitment to customer experience is continuously strengthened through disciplined monitoring, active listening and ongoing improvement. To ensure we consistently meet and exceed client expectations where possible, we track and review customer feedback through multiple channels, including customer satisfaction surveys, structured feedback mechanisms, project and performance reviews, and analysis of customer interactions. These insights play an important role in sharpening our decision-making, refining processes and ensuring we remain responsive to evolving client needs and industry expectations.

The following table summarises the Group's three-year customer satisfaction performance data:

Customer Satisfaction Performance	FY2023	FY2024	FY2025
Customer Satisfaction Score (%)	96.00	96.34	**96.48**
Customer Complaints Received	3,795	3,879	**4,263**
Customer Complaints Resolved	3,795	3,879	**4,263**
Resolution Rate (%)	100.00	100.00	**100.00**
Number of Complaints from Regulatory Bodies	N/A	N/A	**N/A**
Number of Complaints from Regulatory Bodies Resolved	N/A	N/A	**N/A**

SUPPORTING OUR COMMUNITIES

Creating positive and lasting impact within the communities where we operate remains a core priority. Our approach to community engagement is guided by a strong sense of social responsibility, with a focus on uplifting underserved groups and responding meaningfully to local needs. Through consistent participation in CSR initiatives throughout the year, we aim to contribute to stronger, more resilient communities while reinforcing a culture of empathy and shared purpose across the organisation.



Beyond external impact, these initiatives also resonate internally. Active involvement in community programmes nurtures a spirit of care and social consciousness among employees, embedding volunteerism and social contribution as part of our organisational culture rather than a one-off activity.

SUSTAINABILITY STATEMENT

Supporting Local Indigenous Communities

Respect for the rights, traditions, and cultural heritage of local indigenous communities underpins our community engagement efforts. With this in mind, we remain committed to empowering indigenous communities by improving access to employment opportunities, skills development, essential services, and infrastructure support where feasible.

Within Sarawak, targeted initiatives led by the Plantation Division are designed to enhance quality of life for communities living within and around our estates. These efforts focus on addressing practical needs while fostering inclusive, long-term progress that supports social wellbeing and economic participation.

Key initiatives undertaken in support of local indigenous communities include:

Employment and business opportunities

Providing job opportunities and engaging local contractors and suppliers to support livelihoods and stimulate local economic activity.

Access to basic healthcare

Providing essential healthcare services through estate medical facilities, including ambulance support for emergencies.

Skills development and upskilling

Offering training programmes to equip community members with practical skills, including roles as harvesters, lorry drivers, and equipment operators.

Enhancing facilities and transportation

Offering weekend shuttle services to longhouse settlements to improve connectivity, convenience, and community engagement.

Improving road accessibility

Upgrading estate road infrastructure to improve access for workers, their families, and surrounding communities.

Respecting local culture and traditions

Supporting cultural and festive celebrations through food and cash contributions, in recognition of local customs and heritage.

In FY2025, there were no reported incidents or violations involving the rights of indigenous communities within our estates or areas of operation.

Investing In Our Communities

Our continued investment into community outreach initiatives underscores our dedication to giving back to local communities and supporting the underprivileged. In FY2025, a total of **RM771,700.00** was channelled towards a range of CSR initiatives, reflecting our continued commitment to empowering social development in areas where we operate.

These investments extend beyond financial contributions. They help strengthen community relationships, encourage employee participation in social initiatives, and deliver tangible benefits that contribute to improved wellbeing and local development. Collectively, these efforts reinforce our long-term commitment to creating shared value and building trust with the communities we serve.

The CSR activities we undertook during 2025, along with our respective investments, are detailed in the table below:

No.	Beneficiary	Programme	Amount (RM)
1.	Masjid Haji Ismail, Puncak Alam, Selangor	Pembangunan Masjid Haji Ismail, Puncak Alam, Selangor	**500,000.00**
2.	Tabung Pengurusan Rumah Ibadah Masjid Puncak Alam	Jamuan Berbuka, Moreh dan Sahur serta pelaksanaan Program-Program Sepanjang Bulan Ramadan 1446H di Masjid Puncak Alam	**100,000.00**
3.	Sinar Karangkraf Sdn Bhd	Tajaan Berbuka Puasa Iftar Ala Madinah Karangkraf 2025	**24,300.00**
4.	Persatuan Bekas Unit Tindakhas Malaysia, PDRM	Pertandingan Tembak International Practical Shooting Confederation (IPSC) Royal Malaysia Police Open Championship 2025 - Level III	**20,000.00**
5.	Penerima Anugerah di Majlis Konvokesyen Politeknik Sultan Idris Shah Ke-19	Penerima Anugerah di Majlis Konvokesyen Politeknik Sultan Idris Shah Ke-19 : • Anugerah Tan Sri Rozali • Anugerah Khas Kepimpinan • Anugerah Khas Industri • Anugerah Khas Akhlak Terpuji (Kategori Lelaki) • Anugerah Khas Akhlak Terpuji (Kategori Perempuan)	**18,000.00**
6.	Sekolah Menengah Kebangsaan Felda Jengka Pusat, Jengka, Pahang	Penerima Anugerah Kecemerlangan Sijil Pelajaran Malaysia (SPM) (Tempat Pertama hingga Ketiga) dari Sekolah Menengah Kebangsaan Felda Jengka Pusat, Jengka, Pahang	**18,000.00**
7.	Hospital Al-Sultan Abdullah, UiTM Puncak Alam	Program Ihya' Ramadan 1446H/2025M	**15,000.00**
8.	Penerima Anugerah di Majlis Konvokesyen Politeknik Sultan Idris Shah Ke-18	Penajaan Pakej Percutian ke Pulau Langkawi dan Sungai Panjang, Selangor kepada Penerima Anugerah di Majlis Konvokesyen Politeknik Sultan Idris Shah Ke-18 : • Anugerah Tan Sri Rozali • Anugerah Khas Kepimpinan • Anugerah Khas Industri • Anugerah Khas Akhlak Terpuji (Kategori Lelaki) • Anugerah Khas Akhlak Terpuji (Kategori Perempuan)	**14,400.00**
9.	Majlis Kebajikan dan Sukan Anggota-Anggota Kerajaan Malaysia (MAKSAK) Negeri Selangor	Hari Sukan Pengangkutan Jalan (SUPJA) Malaysia Tahun 2025	**10,000.00**
10.	Sekolah Menengah Kebangsaan Felda Jengka Pusat, Jengka, Pahang	Penerima Anugerah Kecemerlangan Sijil Tinggi Persekolahan Malaysia (STPM) (Tempat Pertama hingga Ketiga) dari Sekolah Menengah Kebangsaan Felda Jengka Pusat, Jengka, Pahang	**10,000.00**

SUSTAINABILITY STATEMENT

No.	Beneficiary	Programme	Amount (RM)
11.	Persatuan Ibu Bapa dan Guru (PIBG) Sekolah Menengah Kebangsaan Felda Jengka Pusat, Jengka, Pahang	Majlis Apresiasi Kecemerlangan SPM & STPM dan Peperiksaan Pertengahan Tahun 2025	**10,000.00**
12.	Surau Kampong Bahagia Gedangsa, Kuala Kubu Bharu, Selangor	Tajaan perbelanjaan kos bil utiliti dan aktiviti surau tahun 2025	**5,000.00**
13.	Kelab Amal Rekreasi Ibu Pejabat (KARiB) Jabatan Pendaftaran Pertubuhan Malaysia (JPPM)	Program Sukan dan Rekreasi Ibu Pejabat JPPM	**5,000.00**
14.	Sekolah Rendah Agama Puncak Alam	Majlis Hari Kecemerlangan Murid Tahun 2025	**5,000.00**
15.	Sekolah Rendah Agama Puncak Alam	Tajaan Pembelian Kelengkapan Alat Pembesar Suara Surau Al-Falah	**5,000.00**
16.	UiTM Puncak Alam	Majlis Pelancaran Bulan Kebangsaan	**5,000.00**
17.	Hospital Al-Sultan Abdullah, UiTM Puncak Alam	Pink October Treasure Hunt 2025	**3,000.00**
18.	UiTM Puncak Alam, Unit Kesihatan	Program Karnival @ UCS 2025	**2,000.00**
19.	Komuniti Islam Sekapan Piet	Program Maulidur Rasul Peringkat Komuniti Islam Sekapan Piet, Bintulu, Sarawak	**1,000.00**
20.	Persatuan Ibu Bapa dan Guru (PIBG) Sekolah Kebangsaan Long Gang, Belaga, Sarawak	Pertandingan Kebersihan dan Keceriaan (Kelas dan Asrama)	**1,000.00**
	Total		**771,700.00**

GOOD GOVERNANCE



Strong governance is the foundation that enables sustainability to be implemented consistently, credibly and at scale. Our approach to corporate governance is anchored in ethical conduct, transparency and accountability. These principles guide our decision making, strengthen oversight and build long-term trust with stakeholders.

BUSINESS ETHICS AND CORPORATE GOVERNANCE

Our commitment to good governance aligns with the Malaysian Code on Corporate Governance ("MCCG") 2021, which sets out the governance practices expected of Malaysian listed companies. By embedding and upholding high standards across the organisation, we reinforce stakeholder confidence and create a platform for constructive collaboration that supports long-term value creation for the Group and those we serve.

To translate these principles into practice, the Group maintains a structured governance framework anchored by active Board oversight and dedicated committees that reinforce sound decision-making, effective risk management and accountability across the organisation.



During the financial year, this was demonstrated through regular Board of Directors' Meetings, Audit Committee deliberations, Compliance, Internal Control and Risk Policy Committee sessions, and Sustainability Committee Meetings. Directors also conducted site visits to key operational areas, including Bukit Chupak and Danum, to strengthen oversight of on-the-ground practices. In addition, we convened our Annual General Meeting to facilitate shareholder engagement and carried out anti-corruption training to reinforce ethical conduct and a culture of integrity across the Group.



Governance Policies

To ensure our operations remain aligned with sound governance practices, a suite of policies has been established to define processes, rules and expected behaviours for employees and relevant stakeholders in conducting business and operational activities.

SUSTAINABILITY STATEMENT

These policies form the foundation of our governance framework, supporting business integrity and regulatory compliance, and may extend to suppliers and vendors where relevant.

Our full suite of corporate governance policies is made available on our corporate website at **www.puncakniaga.com.my/corporate-governance/**.

Code of Conduct and Business Ethics

Our Code of Conduct and Business Ethics sets out the standards of good practice expected of all Board members and employees. Most recently updated in 2018, it is communicated through the Employee Handbook and outlines expectations in key areas including ethical business conduct, stakeholder engagement, gifts and hospitality, conflict of interest, harassment and compliance.

Regulatory Compliance

Adherence to applicable laws and regulations remains essential to maintaining operational integrity. Monitoring, evaluation and validation of compliance are guided by the Health, Safety and Environmental Policy, with accountability for oversight held by our Operations Division Executive Director.

The Group observes all regulations relevant to our business operations, including:

- Environmental Quality Act 1974 (Act 127)
- Environmental Quality (Scheduled Wastes) Regulations 2005
- Factories and Machinery Act 1967
- Occupational Safety and Health (Safety and Health Committee) Regulations 1996
- Licensed and Registered Installation of Electricity Supply Act 1990 (447)

In 2025, there were zero incidents of non-compliance with any economic, environmental or social regulations recorded across the Group.

ANTI-BRIBERY AND ANTI-CORRUPTION

In line with the Malaysian Anti-Corruption Commission ("MACC") (Amendment) Act 2019, a zero-tolerance stance towards bribery and corruption underpins our governance framework. Robust measures are in place to detect, prevent and mitigate corruption risks across all business dealings, as set out in the Group's Anti-Corruption Policy and Procedures, most recently updated on 24 November 2022.

The policy clearly defines the roles and responsibilities of employees and stakeholders, supported by structured risk assessments, monitoring mechanisms and internal controls. As a Shariah-compliant organisation, the policy further prohibits transactions or donations related to political contributions on behalf of the Group. Any contributions made by individuals are undertaken in a personal capacity and do not represent the organisation.

To ensure effective implementation, the policy is communicated regularly through internal platforms including our intranet and website, emails, internal newsletters, the Code of Business Ethics, the Employee Handbook, staff assemblies and town hall sessions. Third party vendors and partners are also informed of the policy and are expected to comply.

In FY2025, we delivered anti-corruption training awareness and briefings to key employees with the highest exposure to corruption risks. To keep updated on evolving developments, selected department heads and representatives from TRIplc also attended a session entitled 'Governance and Sustainability: Introduction to ISO 37001:2025 Anti-Bribery Management System and Section 17A MACC Act 2009' organised by the ABAC Centre of Excellence in July 2025.

Moving forward, we will continue to expand the scope of our training to ensure 100% employee coverage. Corruption risk assessments were conducted across our operations, with zero cases of corruption reported during the year.

Anti-Corruption Training in FY2025

Employee Category	Number of Employees that Received Training	Total Employees	Percentage (%)
Management	30	57	52.6
Executive	62	128	48.4
Non-Executive	26	279	9.3
Total	**118**	**464**	**25.4**

Whistleblowing

Maintaining integrity across business operations is supported by a formal whistleblowing mechanism that enables employees and external parties to report suspected or actual misconduct in a secure and confidential manner. This mechanism is governed by the Whistleblowing Policy, last updated on 24 November 2022.

Reports may be submitted to the Integrity Officer or the Chairman of the Audit Committee through multiple accessible channels, including email, written correspondence or in-person meetings. Safeguards are in place to protect the confidentiality and anonymity of whistleblowers, with strict measures to prevent retaliation. A total of one (1) whistleblowing case was received and resolved in FY2025.

SUPPLY CHAIN MANAGEMENT

A well-managed supply chain is fundamental to operational effectiveness. It enables the consistent and reliable procurement of essential inputs, from water treatment chemicals to construction materials, supporting uninterrupted service delivery to the communities and industries that depend on our services. A resilient supply chain also strengthens cost efficiency, helping us manage project budgets responsibly while remaining competitive.

At the same time, supply chains are exposed to evolving risks and emerging opportunities. Volatile global commodity markets can drive up the cost of critical chemicals and materials, potentially leading to budget overruns and project delays. Geopolitical instability and natural disasters may disrupt supply lines, creating shortages and operational challenges. Over-reliance on a limited pool of suppliers can also increase vulnerability if those suppliers experience constraints.

These realities also sharpen our focus on opportunity. Strategic supplier diversification can reduce concentration risk, strengthen continuity and foster healthy competition that supports cost discipline. Advancements in supply chain visibility and digitalisation can improve forecasting accuracy, streamline logistics and enhance overall efficiency. In parallel, sustainable sourcing and strong relationships with local suppliers can strengthen resilience and build a more ethically sound supply chain that is aligned with global sustainability expectations and market trends.

Policies and Oversight

Supply chain practices are guided by a clear policy framework that applies to employees and business partners. This framework sets out stringent supplier selection criteria that prioritise not only competitive pricing, but also quality assurance, reliability and ethical business conduct. Structured tendering and contract management procedures are in place to promote fair, consistent and transparent dealings with vendors. Rigorous quality assurance protocols, including inspection and testing of incoming materials and equipment, help safeguard operational standards and safety. Ethical sourcing and sustainability are embedded into these expectations, supporting the appointment of suppliers that meet environmental and social responsibility requirements in line with the Group's broader corporate responsibility commitments.

Leadership engagement on the ground also remains an important part of our oversight approach. During FY2025, our Board of Directors conducted two (2) site visits to the Bukit Chupak Project and Danum Sinar estate to engage with employees directly and reinforce the importance of ethical and responsible practices across operations.





SUSTAINABILITY STATEMENT











Supporting Local Businesses

Through responsible supply practices, we also play a role in national and local value creation. By prioritising sourcing from local vendors and suppliers, we contribute to job creation and economic growth, while supporting the national agenda through the inclusion of Bumiputera vendors and suppliers. In 2025, 100% of our procurement spend was directed to local suppliers.

Location	Total Amount of Spending on Local Suppliers (RM)	Proportion of Spending on Local Suppliers (%)
Wisma Rozali (Corporate HQ)	2,109,598.09	100
Construction	38,167,457.18	100
Concession	10,519,732.64	100
Plantation	4,725,544.69	100
Total	**55,522,332.60**	**100**

DATA INTEGRITY

Data integrity is fundamental to operational reliability, informed decision-making and stakeholder trust. Strong controls are in place to safeguard the accuracy, consistency and completeness of sensitive and confidential operational, financial and customer data, supporting regulatory compliance and service excellence.

Data protection practices adhere to applicable laws and regulations, including the Personal Data Protection Act 2010 (“PDPA”). Employees are responsible for handling data appropriately in accordance with Puncak Niaga’s Employees’ Handbook, while contractors and other relevant stakeholders are also required to comply with data-related guidelines within our Anti-Corruption Policy and Procedures. Where access to sensitive data is required by third-party vendors and partners, Non-Disclosure Agreements (“NDAs”) are enforced to uphold confidentiality and integrity.

No substantiated complaints relating to breaches of customer privacy or loss of customer data were identified during FY2025.

BURSA CSI PERFORMANCE DATA TABLE

Puncak Niaga Holdings Berhad

BMLR Transition Period

Date & Time: 2026-04-03_12:37:24

FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Bursa (Anti-corruption)	Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category - Management	Percentage	52.60	—	Internal	Yearly sessions conducted
Bursa (Anti-corruption)	Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category - Executive	Percentage	48.40	—	Internal	Yearly sessions conducted
Bursa (Anti-corruption)	Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category - Non-executive	Percentage	9.30	—	Internal	Yearly sessions conducted
Bursa (Anti-corruption)	Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00	—	Internal	
Bursa (Anti-corruption)	Bursa C1(c) Confirmed incidents of corruption and action taken	Number	* 0	—	Internal	
Footnote 2025	A data mapping error was identified where whistleblowing incident counts were entered into the Corruption disclosure field.					
Bursa (Community/Society)	Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	771,700.00	—	Internal	
Bursa (Community/Society)	Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	20	—	Internal	
Bursa (Diversity)	Bursa C3(a) Percentage of employees by gender and age group, for each employee category	Percentage	—	—	Internal	

This report was generated on the Bursa Malaysia CSI Platform on 2026-04-03_12:37:24

BURSA CSI PERFORMANCE DATA TABLE

Puncak Niaga Holdings Berhad

BMLR Transition Period

Date & Time: 2026-04-03_12:37:24

FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Bursa (Diversity)	Age Group by Employee Category - Management Under 30	Percentage	0.22	—	Internal	
Bursa (Diversity)	Age Group by Employee Category - Management Between 30-50	Percentage	7.54	—	Internal	
Bursa (Diversity)	Age Group by Employee Category - Management Above 50	Percentage	4.53	—	Internal	
Bursa (Diversity)	Age Group by Employee Category - Executive Under 30	Percentage	7.97	—	Internal	
Bursa (Diversity)	Age Group by Employee Category - Executive Between 30-50	Percentage	16.59	—	Internal	
Bursa (Diversity)	Age Group by Employee Category - Executive Above 50	Percentage	3.02	—	Internal	
Bursa (Diversity)	Age Group by Employee Category - Non-executive/Technical Staff Under 30	Percentage	23.06	—	Internal	
Bursa (Diversity)	Age Group by Employee Category - Non-executive/Technical Staff Between 30-50	Percentage	31.03	—	Internal	
Bursa (Diversity)	Age Group by Employee Category - Non-executive/Technical Staff Above 50	Percentage	6.03	—	Internal	
Bursa (Diversity)	Gender Group by Employee Category - Management Male	Percentage	7.97	—	Internal	
Bursa (Diversity)	Gender Group by Employee Category - Management Female	Percentage	4.31	—	Internal	

BURSA CSI PERFORMANCE DATA TABLE

Puncak Niaga Holdings Berhad

BMLR Transition Period

Date & Time: 2026-04-03_12:37:24

FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Bursa (Diversity)	Gender Group by Employee Category - Executive Male	Percentage	14.01	—	Internal	
Bursa (Diversity)	Gender Group by Employee Category - Executive Female	Percentage	13.58	—	Internal	
Bursa (Diversity)	Gender Group by Employee Category - Non-Executive/Technical Staff Male	Percentage	44.83	—	Internal	
Bursa (Diversity)	Gender Group by Employee Category - Non-Executive/Technical Staff Female	Percentage	15.30	—	Internal	
Bursa (Diversity)	Bursa C3(b) Percentage of directors by gender and age group - Male	Percentage	85.71	—	Internal	
Bursa (Diversity)	Bursa C3(b) Percentage of directors by gender and age group - Female	Percentage	14.28	—	Internal	
Bursa (Diversity)	Bursa C3(b) Percentage of directors by gender and age group - Under 30	Percentage	0.00	—	Internal	
Bursa (Diversity)	Bursa C3(b) Percentage of directors by gender and age group - Between 30-50	Percentage	14.28	—	Internal	
Bursa (Diversity)	Bursa C3(b) Percentage of directors by gender and age group - Above 50	Percentage	85.71	—	Internal	
Bursa (Energy management)	Bursa C4(a) Total energy consumption	Megawatt	1,500,785.70	—	Internal	
Bursa (Health and safety)	Bursa C5(a) Number of work-related fatalities	Number	0	—	Internal	
Bursa (Health and safety)	Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0	—	Internal	

This report was generated on the Bursa Malaysia CSI Platform on 2026-04-03_12:37:24

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BURSA CSI PERFORMANCE DATA TABLE

Puncak Niaga Holdings Berhad

BMLR Transition Period

Date & Time: 2026-04-03_12:37:24

FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Bursa (Health and safety)	Bursa C5(c) Number of employees trained on health and safety standards	Number	17	—	Internal	
Bursa (Labour practices and standards)	Bursa C6(a) Total hours of training by employee category - Management	Hours	171.8	—	Internal	
Bursa (Labour practices and standards)	Bursa C6(a) Total hours of training by employee category - Executive	Hours	437.9	—	Internal	
Bursa (Labour practices and standards)	Bursa C6(a) Total hours of training by employee category - Non-executive/Technical Staff	Hours	736.8	—	Internal	
Bursa (Labour practices and standards)	Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0	—	Internal	
Bursa (Labour practices and standards)	Bursa C6(c) Total number of employee turnover by employee category - Management	Number	14	—	Internal	
Bursa (Labour practices and standards)	Bursa C6(c) Total number of employee turnover by employee category - Executive	Number	47	—	Internal	
Bursa (Labour practices and standards)	Bursa C6(c) Total number of employee turnover by employee category - Non-executive/Technical Staff	Number	75	—	Internal	
Bursa (Labour practices and standards)	Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0	—	Internal	
Bursa (Supply chain management)	Bursa C7(a) Proportion of spending on local suppliers	Percentage	100	—	Internal	

BURSA CSI PERFORMANCE DATA TABLE

Puncak Niaga Holdings Berhad

BMLR Transition Period

Date & Time: 2026-04-03_12:37:24

FYE 31/12/2025

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance	Remarks
Bursa (Data privacy and security)	Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0	—	No assurance	
Bursa (Water)	Bursa C9(a) Total volume of water used	Metric tonnes	93,886	—	Internal	
Bursa (Waste management)	Bursa C10(a) Total waste generated	Metric tonnes	348.39	—	Internal	
Bursa (Waste management)	Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	0.30	—	Internal	
Bursa (Waste management)	Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	348.09	—	Internal	
Bursa (Emissions management)	Bursa C11(a) Scope 1 emissions in tonnes of CO2e	Metric tonnes	2,124.14	—	Internal	
Bursa (Emissions management)	Bursa C11(b) Scope 2 emissions in tonnes of CO2e	Metric tonnes	1,130.15	—	Internal	
Bursa (Emissions management)	Bursa C11(c) Scope 3 emissions in tonnes of CO2e (at least for the categories of business travel and employee commuting)	Metric tonnes	327.15	—	Internal	Exclude category of business travel

This report was generated on the Bursa Malaysia CSI Platform on 2026-04-03_12:37:24

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STATEMENT OF ASSURANCE

Internal Audit Limited Assurance Report

Internal Audit Limited Assurance Report on Puncak Niaga Holdings Berhad ("PNHB")'s Sustainability Statement for the financial year ended 31 December 2025

Scope of Work

The Internal Audit Department ("IAD") was engaged by the Board of Directors of PNHB to perform a limited assurance review on selected sustainability disclosures included in PNHB's Sustainability Statement ("SS") for the financial year ended 31 December 2025. The engagement was conducted in accordance with the International Standard on Assurance Engagements 3000 (ISAE 3000): Assurance Engagements Other than Audits or Reviews of Historical Financial Information.

Our review focused on selected environmental, social and governance ("ESG") key performance indicators ("Selected KPIs") presented in the SS and aligned with Bursa Malaysia Main Market Listing Requirements (MMLR) Annexure PN9-A and selected Global Reporting Initiative (GRI) Standards.

Criteria

The criteria used for this assurance engagement include:

1. PNHB's internal sustainability reporting guidelines and data collection processes;
2. Bursa Malaysia Sustainability Reporting Guide (3rd Edition);
3. Main Market Listing Requirements (MMLR) Annexure PN9-A; and
4. Selected Global Reporting Initiative (GRI) Standards.

Independence

The Internal Audit Department has complied with the principles and requirements of the Global Internal Audit Standards issued by The Institute of Internal Auditors. The engagement team-maintained independence and objectivity throughout the assurance engagement.

Management's Responsibility

Management is responsible for the preparation and presentation of the Sustainability Report and the Selected KPIs in accordance with the reporting criteria stated above. This responsibility includes establishing appropriate systems, processes and internal controls to ensure that sustainability data is properly collected, verified and reported, and that the disclosures are free from material misstatement.

Internal Audit's Responsibility

Our responsibility is to express a limited assurance conclusion on the Selected KPIs based on the procedures performed and the evidence obtained. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement and therefore does not provide the same level of assurance.

Main Assurance Procedures

Our procedures included, but were not limited to:

1. Obtaining an understanding of PNHB's sustainability governance structure and processes for ESG data collection and reporting;
2. Conducting discussions with management and relevant personnel responsible for preparing sustainability data;
3. Performing analytical procedures to assess the consistency of sustainability data with prior year disclosures and operational trends;
4. Performing sample testing of selected sustainability metrics against available supporting documentation; and
5. Evaluating whether the Selected KPIs are presented in accordance with the stated reporting criteria.

Subject Matter Information

Our limited assurance engagement was performed on the selected KPIs listed in the table below, as presented in the SS 2025:

No.	Common Sustainability Matters	Standards	Selected KPIs	Scope
1.	Health and Safety	MMLR Annexure PN9A-A GRI 403 2018	- Lost Time Incident Rate (LTIR)	- Wisma Rozali - Construction - Concession - Plantation
2.	Emissions Management	MMLR Annexure PN9-A GRI 305 2016	- Scope 1: Direct GHG emissions from sources owned and managed by Puncak Niaga Group (Tonnes of CO_2e) - Scope 2: Indirect carbon emission related to purchase energy by Puncak Niaga Group (Tonnes of CO_2e) - Scope 3: Indirect emissions generated in business travel, employee commuting and transportation (Tonnes of CO_2e)	- Wisma Rozali - Construction - Concession - Plantation (Scope 1 and 2)
3.	Energy Management	MMLR Annexure PN9-A GRI 302 2016	- Total consumption of energy (kWh)	- Wisma Rozali - Construction - Concession - Plantation
4.	Water Management	MMLR Annexure PN9-A GRI 303 2018	- Total amount of water consumption (m^3)	- Wisma Rozali - Construction - Concession - Plantation
5.	Waste Management	MMLR Annexure PN9-A GRI 306 2020	- Total waste diverted from disposal (Tonnes) - Total waste directed to disposal (Tonnes)	- Wisma Rozali - Construction - Concession - Plantation
6.	Human Capital Management	MMLR Annexure PN9-A GRI 405 2016	- Board and employee composition data	- Wisma Rozali - Construction - Concession - Plantation

Note:

1. *The above source of the scope referred to the common sustainability matters and the selected KPIs included in the draft SS 2025 provided by Sustainability Officer dated 16 March 2026.*
2. *The supporting documents were provided by the Sustainability Officer from 20 February 2026 until 16 March 2026.*

Restriction on Distribution and Use and Disclaimer of Liability to Third Parties and For Any Other Purpose

This report has been prepared solely for the Board of Directors of Puncak Niaga Holding Berhad in connection with the performance of the Internal Audit limited assurance engagement on the Subject Matter Information as reported by Puncak Niaga Holding Berhad ("PNHB") in its Sustainability Report 2025 and should not be used by any other parties or relied upon for any other purposes.

MILESTONES

90's

1997

8 July

Puncak Niaga's listing on the Main Board of the KLSE (now known as Main Market of Bursa Malaysia Securities Berhad effective 3 August 2009) and launching of Puncak Niaga's Homepage.



1999

4 January

Puncak Niaga was included in the KLSE Composite Index (now known as FTSE Bursa Malaysia Kuala Lumpur Composite Index).

2000

12 October

Puncak Niaga won the KLSE Corporate Excellence Award 2000 for Main Board Companies and the KLSE Corporate Sectoral Award 2000 for Main Board Infrastructure Project Companies.

8 November

Puncak Niaga was honoured with the NACRA 2000 Industry Excellence Award for the 'Construction & Infrastructure Project Companies' category.



2001

6 November

Puncak Niaga was awarded the NACRA 2001 Industry Excellence Award under the 'Construction & Infrastructure Project Companies' category.

10 November

Puncak Niaga was awarded the Anugerah Citra Laporan Tahunan 2001 by Dewan Bahasa dan Pustaka.

2002

26 March

Puncak Niaga Group's Executive Chairman, YBhg Tan Sri Rozali bin Ismail was awarded the Asia Water Management Excellence Award 2002 under the Individual Award Category.

31 October

Puncak Niaga was awarded the NACRA 2002 Industry Excellence Award under the 'Construction & Infrastructure Project Companies' category.

2003

20 February

Puncak Niaga received the Asiamoney Corporate Governance Poll 2002 Award for 'Best Corporate Governance Standards in the Utilities Sector in Malaysia'.

2004

15 December

Signing of the Concession Agreement for the Privatisation of Water Supply Distribution in Selangor and the Federal Territories of Kuala Lumpur and Putrajaya between SYABAS, the Federal Government and the Selangor State Government.

2005

1 January

Commencement of operations of SYABAS at SYABAS's Headquarters.



2006

16 October

Puncak Niaga announced a capital repayment of up to RM767.84 million via a cash distribution to reward its shareholders.

2007

30 March

Handover Ceremony of Sg Sireh WTP from Kumpulan Perangsang Selangor Berhad to PNSB.

2008

19 November

Puncak Niaga was awarded the NACRA 2008 Industry Excellence Award for Main Board Construction & Infrastructure Project Companies category.

2009

13 August

Puncak Niaga was the Winner for Integrated Reporting in an Annual Report at ACCA Malaysia Sustainability Reporting Awards ("MaSRA") 2009.



2010

8 November

Puncak Niaga was the Winner for Integrated Reporting in an Annual Report for ACCA Malaysia Sustainability Reporting Awards ("MaSRA") 2010.

2011

28 September

POG completed the acquisitions of the remaining 60% equity interest in GOM Resources and KGL thereby resulting in both GOM Resources and KGL becoming wholly owned subsidiaries of POG.

4 October

Puncak Niaga received a Commendation for Integrated Reporting of Annual Report at the ACCA Malaysia Sustainability Reporting Awards ("MaSRA") 2011.

MILESTONES

00's

2012

23 February

Puncak Niaga Group's Executive Chairman, YBhg Tan Sri Rozali bin Ismail was awarded the 1st Malaysia Achievement Awards 2012 Special Individual Achievement Category.



27 October

Puncak Niaga was awarded the Socrates International Award in Oxford, United Kingdom.

2013

6 September

Opening Ceremony of the Luwei (Pingdingshan) Water Co Ltd's Water Treatment Plant in Lushan, China.

2014

23 January

Puncak Niaga was awarded the Best-Equity Linked Deal Of The Year in Southeast Asia Award for Puncak Niaga's RM165.0 million Nominal Value Redeemable Convertible Secured Sukuk Ijarah at the 7th Annual Alpha Southeast Asia Deal & Solution Awards 2013.

19 - 22 October

Puncak Niaga and the Malaysian Armed Forces were jointly awarded a Gold Award at the SGA Kaizen Competition Stream, International Conference on Quality 2014 held in Tokyo, Japan for the invention of a portable water purification system.

11 November

Signing of Share Sale Agreement between Puncak Niaga and Pengurusan Air Selangor Sdn Bhd ("Air Selangor") for Puncak Niaga to dispose PNSB and SYABAS to Air Selangor.

2015

22 March

Puncak Niaga was awarded the 'Excellence and Innovation' in Gold Category at the 'Century International Quality ERA ("CQE")' awards ceremony held in Geneva, Switzerland.

2015

21 April

Puncak Niaga was awarded European Quality Award ("EQA") in Oxford, United Kingdom.

9 - 10 September

Puncak Niaga and Malaysian Armed Forces won the '3 Star Gold Award' and 'Platinum Award' at the 'International Exposition On Team Excellence - IETEX 2015' in Singapore.

15 October

Completion of the Proposed Disposals of PNSB and SYABAS to Air Selangor in line with restructuring of the water industry in the state of Selangor and Federal Territories of Kuala Lumpur and Putrajaya.

18 October

Puncak Niaga was awarded the World Business Leader, 'The Bizz 2015 Award' at the Bizz Arabic 2015 in Muscat, Oman.

26 November

Puncak Niaga was awarded the 'Industry Excellence Award for Construction & Infrastructure Project Companies' by the National Annual Corporate Report Awards ("NACRA") for the Annual Report 2014.

2016

23 April

Puncak Niaga was awarded the Global Leadership Awards 2016 Leadership Excellence in Utilities at the Leaders International & American Leadership Development Association ("ALDA").

15 May

Puncak Niaga was awarded the Bizz 2016 -World Business Leader Award and the Bizz 2016 -The Recognition of Inspirational Company at the World Confederation of Business.

2016

25 July

Puncak Niaga was awarded the Diamond Eye Award for Quality Commitment and Excellence and T.Q.C.S. - Total Quality Management Aptitude Seal for High Quality Performance & Best Customers Satisfaction by the Association Otherways Management & Consultation, France.

4 August

Puncak Niaga was awarded the 'Asia's Best Employer Brand Awards 2016'.

17 October

Puncak Niaga announced the proposed acquisition of the entire stake of Danum Sinar Sdn Bhd by its 60% owned sub-subsidiary, Danau Semesta Sdn Bhd.

1 December

Puncak Niaga was awarded the NACRA 2016 - Certificate of Merit for the Annual Report 2015.

16 December

Puncak Niaga entered into a conditional share sale agreement with Pimpinan Ehsan Berhad to purchase the entire issued and paid-up share capital of TRIplc Berhad.

2017

3 July

Puncak Niaga completed the acquisition of Danum Sinar Sdn Bhd by Danau Semesta Sdn Bhd.

27 July

Puncak Niaga was awarded the Bizz Award by the World Confederation of Business.

1 August

Puncak Niaga was awarded the 'Asia's Best Employer Brand Awards 2017'.

MILESTONES

00's

2018

31 May

Puncak Niaga completed the acquisition of the entire issued share capital of TRIplc Berhad.

20 November

Puncak Niaga was awarded the "Best Brands In Services: Integrated Water, Wastewater and Environmental Solutions" by the BrandLaureate in Hanoi, Vietnam.

2019

11 February

Puncak Niaga was awarded The Green Era Award for Sustainability by Association Otherways Management & Consulting, France ("OMAC") in Lisbon, Portugal.

21 March

Puncak Niaga was awarded the IFN Awards Deals of the Year 2018 – Corporate Finance Deal of the Year by the Islamic Finance News for Puncak Niaga's RM210.00 million acquisition of TRIplc's entire issued share capital from Pimpinan Ehsan Berhad.

24 April

Puncak Niaga was awarded the Malaysia Best Employer Brand Awards 2019 by the World HRD Congress.

19 June

Puncak Niaga was awarded the 2019 Australasian Reporting Awards – Gold Award and 2019 Australasian Reporting Awards – Finalist Best First Time Entry by the Australasian Reporting Awards ("ARA") in Melbourne, Australia.

2019

6 September

Puncak Niaga was awarded The Asia Pacific Entrepreneurship Awards 2019 – Corporate Excellence Category by Enterprise Asia.

2020

24 June

Puncak Niaga was awarded the Gold Award for the second consecutive year at the 2020 Australasian Reporting Awards ("ARA") in Australia.



2021

30 June

Puncak Niaga was awarded the Gold Award for the third consecutive year at the 2021 Australasian Reporting Awards ("ARA") in Australia.



2021

2 July

Puncak Niaga was awarded the Graduate Choice Award ("GCA") - 2021/2022 Most Preferred Graduate Employer.



2 August

Puncak Niaga was awarded the MSWG ASEAN Corporate Governance Award 2020 - Excellence Award for CG Disclosure (Market Cap Below RM100 Million).

2022

18 July

Puncak Niaga was awarded the Gold Award for the fourth consecutive year at the 2022 Australasian Reporting Awards ("ARA") in Australia.

21 July

Puncak Niaga was awarded at the Asia Responsible Enterprise Awards ("AREA") 2022 - Corporate Governance Category.

25 July

Our Executive Chairman received the Entrepreneur of the Year Award at the 13th Asia Pacific Enterprise Awards ("APEA") 2022 Malaysia.



2023

16 June

Puncak Niaga was awarded the Gold Award for the fifth consecutive year at the 2023 Australasian Reporting Awards ("ARA") in Australia.

26 August

Puncak Niaga was awarded the Bizz 2023 - the Recognition of Inspirational Company at the World Confederation of Business.



26 August

Our Executive Chairman, YBhg Tan Sri Rozali bin Ismail was awarded with the World Leader Businessperson Award at the World Confederation of Business, in Lisbon.

24 October

Puncak Niaga received its accredited certification on the ISO 37001:2016 Anti-Bribery Management System for the provision of project management, construction services for waterrelated infrastructure, including civil engineering, building mechanical and electrical works, and activities of the head office.

MILESTONES

PRESENT

2024

1 October

Our Executive Chairman, YBhg Tan Sri Rozali bin Ismail was honored with the "Best Enterprise/Manager of the Year" award by the Academic Union Oxford (AUO), in United Kingdom.



22 November

Our Executive Chairman was named "Masterclass CEO of the Year" at the Malaysia Excellence Business Awards (MEBA) 2024.





2025



25 February

Puncak Niaga Holdings Berhad was Awarded The BrandLaureate Best Brands Awards 2024-2025. Brand of the Year Sustainability Leadership in Water & Environmental Solutions.



27 August

Puncak Niaga Holdings Berhad was awarded The Recognition of Inspirational Company With All Its Privileges And Obligations. (Given in the city Cuzco, Peru)



28 August

Certificate of Excellence Award Our Executive Chairman, YBhg Tan Sri Rozali bin Ismail received the Honoured with the title: Pinnacle Industry Icon of the Year.



28 August

2025 International ARC Awards 39th Annual Celebration of the World's Best Annual Reports 2024.



27 November

Puncak Niaga Holdings Berhad has been ranked No. 5 in the Construction Industry category at the 2025 Graduates' Choice of Employers to Work for Award, organised by Talentbank Group.

BOARD OF DIRECTORS' PROFILE

Board of Directors

1. **YBHG TAN SRI ROZALI BIN ISMAIL**
   Executive Chairman
2. **ENCIK AZLAN SHAH BIN TAN SRI ROZALI**
   Managing Director
3. **YBHG DATO' SRI ADENAN BIN AB. RAHMAN**
   Independent Non-Executive Director
4. **YBHG DATUK LSR HAJI JOHARI BIN WAHAB**
   Independent Non-Executive Director
5. **TUAN HAJI NOOR FAIZ BIN HASSAN**
   Independent Non-Executive Director
6. **YM TENGKU LORETA BINTI TENGKU DATO' SETIA RAMLI ALHAJ**
   Independent Non-Executive Director
7. **YBHG PROF EMERITUS DATUK DR MARIMUTHU A/L NADASON**
   Independent Non-Executive Director



BOARD OF DIRECTORS' PROFILE



YBHG TAN SRI ROZALI BIN ISMAIL

Executive Chairman

69 | Male

Malaysian

Date of Appointment
24 April 1997

Board Attendance

5/5

YBhg Tan Sri Rozali bin Ismail is the founder of PNSB Water Sdn Bhd (formerly known as Puncak Niaga (M) Sdn Bhd ("PNSB"), Executive Chairman of Puncak Niaga Group and major shareholder of Puncak Niaga. He is also the Chairman of Puncak Niaga's Executive Committee ("EXCO"), Chairman of Puncak Niaga Construction Sdn Bhd's EXCO and Chairman of TRIplc Berhad's EXCO.

Qualification

- Bachelor of Law Degree, University of Malaya
- Doctor of Philosophy (Honoris Causa) Excellence in Water Resource Management in The Open International University for Complementary Medicines and Medicina Alternativa Institute, 2004

Other Directorships in Public Companies and Listed Entities

Public Companies

- Executive Chairman, TRIplc Berhad
- Chairman, Gabungan Wawasan Generasi Felda Berhad

Listed Entities

- Nil

Working Experience and Occupation

YBhg Tan Sri Rozali began his career as Legal Advisor with the Urban Development Authority before joining Bank Islam (M) Berhad in 1983, where he conceptualised Malaysia's first Islamic banking institution. In 1987, he began his own legal practice specialising in corporate, property and banking.

Recognitions

- Technology CEO of the Year - Global Award at the World Finance Technology Awards 2011
- Entrepreneur of the Year 2011 Award at the Asia Pacific Entrepreneurship Awards 2011
- Masterclass Leader Award at the International Standard Quality Award 2011
- International Distinguished Entrepreneur Of The Year for the Asia Pacific International Brands Summit (Malaysia) 2011
- Special Individual Achievement Category at the 1st Malaysia Achievement Awards 2012
- "Utility Man Of The Year" at the Brandlaureate Brand Leadership Award 2014-2015
- "Munisaraphoin Medal" by the Prime Minister of Cambodia H.E Hun Sen in 2015
- Certificate of World Business Leader and the Certificate of Excellence in Business
- Leadership from the World Confederation of Business ("WORLDCOB") in 2015
- World Leader Businessperson by WORLDCOB at The Bizz 2016
- World Leader Businessperson by WORLDCOB at The Bizz 2017
- Outstanding Leaders in Asia at the Asia Corporate Excellence Sustainability Award 2016 by MORS Group
- Special Achievement Award at the Asia Pacific Entrepreneurship Awards 2019
- Entrepreneur of the Year Award at the Asia's Corporate Excellence and Sustainability Awards ("ACES") in 2021
- Entrepreneur of the Year Category at the Asia Pacific Enterprise Awards ("APEA") in 2022
- World Leader Businessperson by WORLDCOB at The Bizz 2023
- Best Enterprise/Manager of the Year by the Academic Union Oxford (AUO) 2024
- Masterclass CEO of the Year at the Malaysia Excellence Business Award (MEBA) 2024
- The Brandlaureate, Brand of The Year Awards Singapore 2024-2025, Brand of the Year category of Sustainability Leadership in Water & Environmental Solutions
- Pinnacle of Success Business Award 2025 recognition for Pinnacle Industry Icon of the Year
- The Bizz Award, 20 Years Cusco 2025, recognition for World Leader Business Person, Excellence in Business Management, Excellence in Quality Management, Excellence in Marketing Management

Memberships

- Member of Institute of Corporate Directors Malaysia ("ICDM")
- Governor for Malaysia of Asia Pacific Marketing Federation Foundation
- Advisor of "Persatuan Bola Sepak Melayu Malaysia"
- Chairman of Gabungan Wawasan Generasi Felda Berhad
- Chairman of Majlis Perundingan Ekonomi Melayu
- Chairman of Indonesia-Malaysia-Thailand ("IMT-GT") Joint Business Council 2021-2022
- Chairman of the Industry Advisory Committee ("IAC") of Politeknik Sultan Idris Shah ("PSIS") (2012 - present)

Declaration

- YBhg Tan Sri Rozali is the father of Encik Azlan Shah bin Tan Sri Rozali, who is the Managing Director of Puncak Niaga and a shareholder of Puncak Niaga.
- YBhg Tan Sri Rozali has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2024.

BOARD OF DIRECTORS' PROFILE



Board Attendance

5/5

Encik Azlan Shah bin Tan Sri Rozali was appointed as Managing Director of the Company on 28 February 2021. He was previously the Alternate Director to YBhg Tan Sri Rozali bin Ismail, the Executive Chairman of Puncak Niaga Group since 18 July 2018.

He sits on the Board of most of the subsidiary companies of Puncak Niaga Group. He is the Chairman of Puncak Niaga's ESG Sustainability Committee and a member of Puncak Niaga's EXCO, Puncak Niaga Construction Sdn Bhd's EXCO and TRIplc Berhad's EXCO.

He was re-designated from General Manager, Business Development Division to Executive Director, Business Development Division of the Company on 1 January 2019. Encik Azlan Shah previously served as the Managing Director of TRIplc Berhad since 15 October 2019 prior to his appointment as Managing Director of Puncak Niaga.

Qualification

- University Foundation Programme in Business Administration, London School of Commerce, UK
- Bachelor of Arts Degree in Business Studies and Marketing, Middlesex University, London, UK
- "Programme for Leadership Development ("PLD")", Harvard Business School, USA

Other Directorships in Public Companies and Listed Entities

Public Companies

- Director, TRIplc Berhad

Listed Entities

- Nil

Working Experience and Occupation

Prior to his appointment as the Managing Director of Puncak Niaga, Encik Azlan Shah was the Managing Director of TRIplc Berhad for the period from 15 October 2019 to 28 February 2021, Acting Managing Director of Puncak Niaga and Acting Chief Executive Officer of Puncak Niaga's Oil & Gas Division for the period from 3 August 2016 to 18 July 2018. Before that, he was the Head of Information Technology overseeing the overall of the Information Technology Department of Puncak Niaga Group. In 2010, Encik Azlan Shah joined SYABAS as an Executive and gained exposure and experience in the area of human resources and administration, finance and accounts and operations in SYABAS.

Memberships

- Member of Institute of Corporate Directors Malaysia ("ICDM")

Previous Appointment/Re-designation

- 6 January 2016
  Alternate Director to YBhg Tan Sri Rozali bin Ismail
- 3 August 2016
  Re-designated as Acting Managing Director
- 18 July 2018
  Alternate Director to YBhg Tan Sri Rozali bin Ismail

Declaration

- Encik Azlan Shah is a shareholder of Puncak Niaga. He is the eldest son of YBhg Tan Sri Rozali bin Ismail, the Executive Chairman and major shareholder of Puncak Niaga.
- Encik Azlan Shah has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2025.

BOARD OF DIRECTORS' PROFILE



YBHG DATO' SRI ADENAN BIN AB. RAHMAN

Independent Non-Executive Director

69 | Male | Malaysian

Length of Tenure as at 31 March 2026
8 years and 4 months

Date of Appointment
1 December 2017

Board and Board Committees' Attendance				
Board **5/5**	AC **5/5**	NC **1/1**	RC **1/1**	CICR **2/2**

YBhg Dato' Sri Adenan bin Ab. Rahman was appointed to the Board of Puncak Niaga on 1 December 2017 as an Independent Non-Executive Director.

YBhg Dato' Sri Adenan bin Ab. Rahman is the Chairman of Puncak Niaga's Audit Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee and a member of Puncak Niaga's Nomination Committee.

Qualification

- Bachelor of Arts in Southeast Asian Studies, University of Malaya
- Master of Arts in Defence Studies, Universiti Kebangsaan Malaysia

Other Directorships in Public Companies and Listed Entities

Public Companies

- Nil

Listed Entities

- Nil

Working Experience and Occupation

YBhg Dato' Sri Adenan started his career as Assistant Manager, Lembaga Kemajuan Negeri Pahang in 1979 and had served the Government for more than 38 years in various positions in Departments and Ministries including the Public Service Department of Malaysia, Prime Minister's Department, various Embassies, Ministry of Home Affairs and Ministry of Human Resources.

He had held prominent positions such as First Secretary, Malaysian Embassy for Sarajevo, Bosnia and Herzegovina (1996-2000); Director, Malaysian Friendship and Trade Centre Taipei, Taiwan (2004-2006); Minister Counsellor, Embassy of Malaysia in Jakarta, Indonesia (2006-2007); Director-General, Research Division, Prime Minister's Department (2011-2014); Deputy Secretary-General (Security and Policy), Ministry of Home Affairs (2014-2015); and Secretary-General, Ministry of Human Resources (16 December 2015 - 4 October 2017) prior to his retirement from Government service on 5 October 2017.

He was the former Chairman of Skills Development Fund Corporation, a Federal Statutory Body under the Ministry of Human Resources (2017- 2018). He has vast knowledge and experience in administrative matters, diplomatic and international relations, compensation and benefits, human resources, strategy and policy matters at national and international levels.

Memberships

- Member of Institute of Corporate Directors Malaysia ("ICDM")

Declaration

- YBhg Dato' Sri Adenan does not have any conflict of interest or potential conflict of interest, including interest in any competing business with PNHB or its subsidiaries.
- YBhg Dato' Sri Adenan does not have any family relationship with any Director and/or major shareholder of the Company, nor does he have any conflict of interest with the Company.
- YBhg Dato' Sri Adenan has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2025.

BOARD OF DIRECTORS' PROFILE



YBHG PROF EMERITUS DATUK DR MARIMUTHU A/L NADASON

Independent Non-Executive Director

64 | Male | Malaysian

Length of Tenure as at 31 March 2026
8 years and 2 months

Date of Appointment
1 February 2018

Board and Board Committees' Attendance				
Board **5/5**	AC **5/5**	NC **1/1**	RC **1/1**	CICR **2/2**

YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason was appointed to the Board of Puncak Niaga on 1 February 2018 as an Independent Non-Executive Director.

YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason is the Chairman of Puncak Niaga's Nomination Committee and member of Puncak Niaga's Audit Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee.

Qualification

- Doctorate of Business Administration, International American University, USA
- Master in Business Administration ("MBA") (Human Resource Management), International American University, USA
- MBA, Phoenix International University, USA

Other Directorships in Public Companies and Listed Entities

Public Companies

- Nil

Listed Entities

- Nil

Working Experience and Occupation

YBhg Prof Emeritus Datuk Dr Marimuthu was conferred an Honorary Professorship in Consumer Behaviour by the Stichting Eurogio University College Netherlands (2014), Honorary Professor and Panel Expert for IIC University of Technology Cambodia (2014), Visiting Professor at the Swiss School of Management as Formal Expertise and Visiting Professor in Consumer Relations by the International University of Georgia (2016).

He is also an accredited Public Relations Practitioner ("APR") by the Institute of Public Relations Malaysia (2005) and a Certified Professional Marketeer ("CPM") by the Asia Marketing Federation (2008).

YBhg Prof Emeritus Datuk Dr Marimuthu was conferred the title of Professor Emeritus by University Institute for International and European Studies, Netherlands on 27 August 2018, and later received a second Professor Emeritus appointment from the Swiss School of Management on 16 September 2023. YBhg Prof Emeritus Datuk Dr Marimuthu is a consumer activist, social worker and campaigner with honorary positions in national and international non-governmental organisations.

Memberships

- Accredited Public Relations Practitioner ("APR") by the Institute of Public Relations Malaysia (2005)
- Certified Professional Marketeer ("CPM") by the Asia Marketing Federation (2008)
- Chairman, Malaysian Standards and Accreditation Council, Department of Standards Malaysia, Ministry of International Trade and Industry (2018 – 2020)
- Commissioner, National Water Services Commission ("SPAN") (2007 – 2017)
- President, Federation of Malaysian Consumers Association (2004 – Present)
- Independent Director, Ombudsman For Financial Services (previously known as Financial Mediation Bureau) (2004 – August 2020)
- Member of Institute of Integrity Malaysia (2004 – Present)
- Chief Executive Officer, Education and Research Association for Consumers (1997 – Present)
- President, Consumers International, London (2019 – 2027)
- Chairperson, Asian Partnership for Development of Human Resources in Rural Asia, Philippines (2006 – 2010)
- Member of Institute of Corporate Directors Malaysia ("ICDM")

Declaration

- YBhg Prof Emeritus Datuk Dr Marimuthu does not have any conflict of interest or potential conflict of interest, including interest in any competing business with PNHB or its subsidiaries.
- YBhg Prof Emeritus Datuk Dr Marimuthu does not have any family relationship with any Director and/or major shareholder of the Company, nor does he have any conflict of interest with the Company.
- YBhg Prof Emeritus Datuk Dr Marimuthu has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2025.

BOARD OF DIRECTORS' PROFILE



YBHG DATUK LSr HAJI JOHARI BIN WAHAB

Independent Non-Executive Director

61 | Male | Malaysian

Length of Tenure as at 31 March 2026
6 years and 1.5 months

Date of Appointment
10 February 2020

Board and Board Committees' Attendance				
Board **5/5**	AC **5/5**	NC **1/1**	RC **1/1**	CICR **2/2**

YBhg Datuk LSr Haji Johari bin Wahab was appointed to the Board of Puncak Niaga on 10 February 2020 as an Independent Non-Executive Director. He is a member of Puncak Niaga's Audit Committee, Nomination Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee.

Qualification

- Honours Degree in Land Surveying, Universiti Teknologi Malaysia

Other Directorships in Public Companies and Listed Entities

Public Companies

- Nil

Listed Entities

- Nil

Working Experience and Occupation

YBhg Datuk LSr Haji Johari has more than 36 years of experience in various types of surveying work, including underground utility detection and mapping, cadastral surveys, construction surveys, engineering surveys, and the oil and gas industry.

He began his career as a land surveyor in 1988 with Geotex Surveyor Pte Ltd before moving to Projass Engineering Sdn Bhd and later to Ranhill Engineers & Constructors Sdn Bhd.

YBhg Datuk LSr Haji Johari later established his own company, AJ Surveyor's & Engineering, before obtaining a Licensed Land Surveyor registration from the Land Surveyors Board Malaysia in November 2010. Following this milestone, he restructured and founded AJ Surveyors (M) Sdn Bhd, where he currently serves as the Principal.

Memberships

- Board Member of Land Surveyors Board Malaysia (2023 – 2024)
- President of the Association of Competent Utility Mappers Malaysia ("UMAP MALAYSIA") for the 2021 – 2023 session
- Executive Council Member, Association of Authorised Land Surveyors Malaysia ("PEJUTA") (2016 – 2019)
- Chairman of the Geomatic & Land Surveying Division, Royal Institution of Surveyors Malaysia ("RISM") (2020 – 2023)
- Fellow of the Royal Institution of Surveyors Malaysia ("RISM")
- Member of Koperasi Jurukur Tanah Berlesen Berhad ("KOJUTA")
- Member of the Institute of Corporate Directors Malaysia ("ICDM")
- Member of the Board of Studies, School of Computing, Universiti Utara Malaysia, for the new postgraduate programme, Master of Science (Geometries for Disaster Risk Reduction - GeoDRR)
- Former Co-Chairman of the International Conference on Geomatic & Geospatial Technology (GGT) (2017 – 2022)
- Former Chairman of the Organising Committee for the Subsurface Asset Management & Surveying Seminar (SAM'S) (2017 & 2019)
- Former Chairman of the National Geomatics Seminar (2021)
- Chief Executive Officer ("CEO") of PolyCC, appointed under the Ministry of Higher Education Malaysia via the Department of Polytechnic and Community College Education (2024 – 2026)
- Lifetime Achievement Award 2024 by the RISM
- CEO@Faculty Programme at University of Technology Mara (UiTM) appointed under the Ministry of Higher Education on 9 September 2025

Declaration

- YBhg Datuk LSr Haji Johari does not have any conflict of interest or potential conflict of interest, including interest in any competing business with PNHB or its subsidiaries.
- YBhg Datuk LSr Haji Johari does not have any family relationship with any Director and/or major shareholder of the Company, nor does he have any conflict of interest with the Company.
- YBhg Datuk LSr Haji Johari has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2025.

BOARD OF DIRECTORS' PROFILE



YM TENGKU LORETA BINTI TENGKU DATO' SETIA RAMLI ALHAJ

Independent Non-Executive Director

52 / Female / Malaysian

Length of Tenure as at 31 March 2026
6 years and 1.5 months

Date of Appointment
10 February 2020

Board and Board Committees' Attendance				
Board **5/5**	AC **5/5**	NC **1/1**	RC **1/1**	CICR **2/2**

YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj was appointed to the Board of Puncak Niaga on 10 February 2020 as an Independent Non-Executive Director. She is a member of Puncak Niaga's Audit Committee, Nomination Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee.

Qualification

- Bachelor of Arts Degree in Communications Studies, Western Michigan University, USA
- Dean's List 1995 School of Communications, with a minor in Philosophy, Western Michigan University, USA
- Master of Arts in Telecommunications Management, Ohio University, USA

Other Directorships in Public Companies and Listed Entities

Public Companies

- Nil

Listed Entities

- Winstar Capital Berhad

Working Experience and Occupation

With over 28 years of diverse experience covering both the private and public sector, she brings strong business leadership, partnerships, and industry sustainability and renewable energy.

Starting her career in 1998 with MEASAT Broadcast Network System Sdn Bhd as a broadcast journalist, she then joined Kontena Nasional in June 2010, driving the Business Development Unit in the CEO's Office. YM Tengku Loreta subsequently pursued her passion in sustainability by venturing into the government sector. She was a former Special Officer to the Group CEO of Malaysian Green Technology Corporation ("MGTC") (September 2014 to April 2017) and represented Malaysia at the EXPO 2017 in Astana, Khazakhstan (April 2017 to September 2017) as the Head of Protocol & Public Relations for the Malaysian Pavilion. After MGTC, YM Tengku Loreta returned to the private sector where she managed large scale renewable energy projects.

A strong champion of social and environmental sustainability, YM Tengku Loreta has been an active campaigner, president and member with honorary positions in numerous charitable organisations. She was elected the President of the Soroptimist International Club of Ampang (2008 to 2010). YM Tengku Loreta is also a lifetime member of Rumah Amal Cahaya Tengku Ampuan Rahimah ("RACTAR"). During her tenure at MGTC, she successfully launched the #MyButterflyEffect campaign, where every social media post supporting green growth during the EXPO 2017 in Astana would be matched with more solar panels by the Government.

In 2019, YM Tengku Loreta founded and officially launched MySayang Malaysia Organisation, a Non-Government Organisation that focuses on green initiatives in Malaysia as part of an effort to make Malaysia a more environmentally sustainable country.

Effective 6 February 2026, YM Tengku Loreta was appointed as a Trustee of the Education and Research Association for Consumers, Malaysia ("ERA Consumer Malaysia"). Her appointment as Trustee reflects the Board's confidence in her exemplary track record of championing environmental sustainability, social equity, and inclusive development across both the public and private sectors. YM Tengku Loreta's unique standing as the Founder of MySayang Malaysia Organisation, her decade-long engagement in green technology policy through MGTC, her extensive board-level governance experience, and her deep commitment to civil society causes make her an invaluable steward of ERA Consumer Malaysia's mission and long-term institutional integrity. As Trustee, she brings strategic leadership, reputational credibility, and a compelling vision for advancing consumer rights and human rights education in Malaysia.

Concurrently, YM Tengku Loreta serves as Advisor to the Development of Human Resources for Rural Areas, Malaysia ("DHRRA Malaysia") for the term 2026 to 2029. YM Tengku Loreta's advisory role at DHRRA Malaysia reflects her broader commitment to grassroots development, rural empowerment, and inclusive social protection values she has demonstrated consistently throughout her distinguished career in sustainability, governance, and civil society leadership.

Memberships

- Lifetime member of Rumah Amal Cahaya Tengku Ampuan Rahimah ("RACTAR")
- Founder of MySayang Malaysia Organisation
- Member of Malaysian Green Technology and Climate Change Centre (formerly known as Malaysian Green Technology Corporation) ("MGTC")
- Member of the Institute of Corporate Directors Malaysia ("ICDM")
- Trustee of Education and Research Association For Consumers, Malaysia ("ERA" Consumer Malaysia") (appointed 6 February 2026)
- Advisor of Development of Human Resources for Rural Areas, Malaysia ("DHRRA Malaysia") for year 2026 – 2029

Declaration

- YM Tengku Loreta does not have any conflict of interest or potential conflict of interest, including interest in any competing business with PNHB or its subsidiaries.
- YM Tengku Loreta does not have any family relationship with any Director and/or major shareholder of the Company, nor does she have any conflict of interest with the Company.
- YM Tengku Loreta has not been convicted for any offences within the past 5 years nor has she been imposed of any public sanction or penalty by any relevant regulatory bodies in 2025.

BOARD OF DIRECTORS' PROFILE



TUAN HAJI NOOR FAIZ BIN HASSAN

Independent Non-Executive Director

56 | Male | Malaysian

Length of Tenure as at 31 March 2026
5 years and 6 months

Date of Appointment
1 October 2020

Board and Board Committees' Attendance				
Board **5/5**	AC **5/5**	NC **1/1**	RC **1/1**	CICR **2/2**

Tuan Haji Noor Faiz bin Hassan was appointed to the Board of Puncak Niaga on 1 October 2020 as an Independent Non-Executive Director. He is a member of Puncak Niaga's Audit Committee, Nomination Committee, Remuneration Committee and Compliance, Internal Control and Risk Policy Committee.

Qualification

- Bachelor of Accounting (Honours) Degree, University Utara Malaysia (1995)

Other Directorships in Public Companies and Listed Entities

Public Companies

- Nil

Listed Entities

- Nil

Working Experience and Occupation

Tuan Haji Noor Faiz is a trained Chartered Accountant who began his career at one of the renowned chartered accountancy firms in Pulau Pinang. He has 30 years of experience in corporate audit and taxation. He currently serves as the Principal of Faiz Hassan Business Consultancy ("FHBC"), a business and financial advisory firm he established to support the development of micro, small, and medium enterprises ("MSMEs"). This aligns well with his passion for nurturing emerging entrepreneurs and fostering start-ups growth.

Memberships

- Member of Malaysian Institute of Accountants ("MIA")
- Member of Institute of Corporate Directors Malaysia ("ICDM")
- Member of Mimbar Permuafakatan Ibubapa Malaysia ("MAPIM")
- Former Chairman of Board of Visitors for Bagan Specialist Centre ("BSC")
- Former Secretary of Board of Visitors for Bagan Specialist Centre ("BSC")
- Former Deputy Chairman for Pertubuhan Amal dan Kebajikan ("BAKEB"), Kepala Batas
- Former Member of National Autism Society of Malaysia ("NASOM")

Declaration

- Tuan Haji Noor Faiz does not have any conflict of interest or potential conflict of interest, including interest in any competing business with PNHB or its subsidiaries.
- Tuan Haji Noor Faiz does not have any family relationship with any Director and/or major shareholder of the Company, nor does he have any conflict of interest with the Company.
- Tuan Haji Noor Faiz has not been convicted for any offences within the past 5 years nor has he been imposed of any public sanction or penalty by any relevant regulatory bodies in 2025.

COMPANY SECRETARY'S PROFILE

PUAN WAN RAZMAH BINTI WAN ABD RAHMAN
ACIS (CS)(CGP)
Company Secretary

57 years | Female | Malaysian

Puan Wan Razmah binti Wan Abd Rahman was appointed as Company Secretary of Puncak Niaga Group on 21 July 2021. She is a Chartered Secretary and an Associate of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA).

She began her career in public listed companies in 1996 with Amcorp Properties Berhad as an Assistant Company Secretary. In 2010, she joined Idaman Unggul Berhad as Company Secretary and Head of Human Resources. In 2014, she joined Malaysia Airports Holdings Berhad ("MAHB") as Senior Manager, Company Secretarial Division, and subsequently, in 2016, she joined Tune Group Sdn Bhd as Corporate Affairs Manager. Prior to joining Puncak Niaga in 2021, she served as Company Secretary of Damansara Realty Berhad and YLI Holdings Berhad.

Puan Wan Razmah has more than 27 years of extensive experience in corporate secretarial practice across both public listed and private companies. Her expertise spans a broad spectrum of corporate secretarial and statutory functions, including advising the Board and Management on regulatory compliance, Bursa Malaysia Listing Requirements, and corporate governance best practices. She plays a pivotal role in supporting the Board in discharging its fiduciary duties, strengthening governance frameworks, and ensuring adherence to high standards of corporate governance and transparency within the Group.

KEY PERSONNEL PROFILE - PUNCAK NIAGA GROUP

TUAN SYED BADLI SHAH BIN SYED MANSOOR

Executive Director, Operations Division/Managing Director, Puncak Niaga Construction Sdn Bhd/Managing Director, Danum Sinar Sdn Bhd

59 years | Male | Malaysian

Tuan Syed Badli Shah bin Syed Mansoor was appointed as the Executive Director, Operations Division of Puncak Niaga Holdings Berhad, and Managing Director of Puncak Niaga Construction Sdn Bhd on 1 October 2021. He was subsequently appointed as the Managing Director of Danum Sinar Sdn Bhd on 30 December 2024.

He graduated with a Bachelor's Degree in Mechanical Engineering from Universiti Teknologi Malaysia in 1991 and obtained his Master of Business Administration (MBA) in 2022. He is a member of the National Institute of Occupational Safety and Health (NIOSH) and a graduate member of both the Institution of Engineers Malaysia (IEM) and the Board of Engineers Malaysia (BEM).

Tuan Syed Badli Shah began his career in 1991 as a Mechanical Engineer at JCM Sdn Bhd. Later that year, he joined Perbadanan Kilang FELDA as a Plant Engineer, serving until 1993. He then took on the role of Chief Engineer at Johor Aluminium Processing Sdn Bhd. In 1996, he joined Linde Industrial Gases Sdn Bhd as the General Production Manager, where he played a key role in the construction of three acetylene plants and four industrial gas filling stations.

In 2002, he joined Alam Flora Sdn Bhd as the Plant/Facilities Planning Manager. He later moved to WWE Holdings Berhad in 2005, serving as the Business Development Manager / Jeddah Branch Manager and Project Director for the Jeddah Sewer Networks project.

He joined Puncak Niaga in 2013 as the General Manager of the Non-Water Department under the Engineering/Project Development Division. In 2019, he was entrusted with leading the FMS Department, Z1P2, TRIplc Berhad, and in 2020, he was appointed to head the D44 Project under Puncak Niaga Construction Sdn Bhd. Prior to his current leadership roles, he was responsible for leading the Business and Technical Department, managing new businesses and projects for the Group.

Tuan Syed Badli Shah has also served as the Secretary for Corporate Safety and Health at Puncak Niaga Holdings Berhad and was formerly the Chairman of the Safety and Health Committee for Wisma Rozali. He serves as the Management Representative for Puncak Niaga and Puncak Niaga Construction Sdn Bhd in the implementation and maintenance of various certified systems including:

- Quality Management System (QMS)
- Environmental Management System (EMS)
- Occupational Health & Safety (QH&S) Management System
- Malaysian Sustainable Palm Oil (MSPO)
- Anti-Bribery Management System (ABMS)

He is a member of Puncak Niaga's EXCO, Puncak Niaga Construction Sdn Bhd's EXCO and TRIplc Berhad's EXCO. Additionally, he holds directorships in several subsidiary companies under the Puncak Niaga Group.

ENCIK TAUFIK AFENDY BIN OTHMAN

Managing Director, TRIplc Berhad

57 years | Male | Malaysian

Encik Taufik Afendy bin Othman was appointed Managing Director of TRIplc Berhad on 15 April 2023 and has been with the TRIplc Group of Companies since 2017.

He holds a Bachelor's Degree in Chemical Engineering from Universiti Teknologi Malaysia (1992) and a Master's Degree in Industrial Safety Management from Universiti Kebangsaan Malaysia (2000). He is a Facility Management Specialist (Healthcare Services) certified by OTHM, United Kingdom, a Facilities Management Manager certified by CIDB, a certified Safety and Health Officer and Lead Assessor for QMS (ISO 9002), SMS (OHSAS 18001) and EMS (ISO 14001).

With over 34 years of professional experience, he has built extensive expertise in engineering, safety, quality, environmental management and facilities management across multiple industries.

Prior to joining TRIplc, he held key leadership roles in Malaysian Sheet Glass (M) Sdn Bhd, H&R Johnson (M) Sdn Bhd, Puncak Niaga (M) Sdn Bhd, Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS") and Arena Terbaik Sdn Bhd where he served as Managing Director.

He joined the TRIplc Group in 2017 as General Manager, Human Resources & Administration and was later promoted to Senior General Manager, Facility Management Services Z1P2 in 2019.

He is a member of TRIplc Berhad's EXCO and also serves as a director in several subsidiary companies within the Puncak Niaga Group.

KEY PERSONNEL PROFILE - PUNCAK NIAGA GROUP

MADAM LIM MUN LEE

Executive Director, Finance Division

51 years | Female | Malaysian

Madam Lim was appointed as the Executive Director, Finance Division of Puncak Niaga on 21 January 2024. She oversees all aspects of financial performance which includes financial planning and budgeting, corporate banking, statutory and regulatory reporting, taxation and finance operations of Puncak Niaga Group.

Madam Lim Mun Lee graduated from Monash University, Australia with a Bachelor of Business (Major in Accounting). She is a member of CPA Australia and Malaysian Institute of Accountants ("MIA").

Madam Lim started her career in 1997 as an auditor in a well established accounting firm. She had served diligently and made her way up to management level at several public listed companies and multinational companies, including TRIplc Berhad and SYABAS. She has more than 29 years of working experience and extensive knowledge in various areas covering auditing, corporate banking, corporate finance, statutory and regulatory reporting, taxation and strategic financial management.

Madam Lim joined Puncak Niaga in April 2015 as General Manager, Finance Division and progressed to the position of Acting Executive Director, Finance Division of Puncak Niaga in June 2022, responsible for overseeing the overall financial performance of the Group. She was subsequently promoted as Executive Director, Finance of Danum Sinar Sdn Bhd, a sub-subsidiary of Puncak Niaga in September 2023.

Madam Lim is a member of Puncak Niaga's EXCO and Puncak Niaga Construction Sdn Bhd's EXCO. She also holds directorships in several subsidiary companies of Puncak Niaga Group.

YBHG. PROF. DATO' DR. MOHD ZAINUL FITHRI BIN OTHMAN

Executive Director, Special Functions Division

61 years | Male | Malaysian

YBhg. Prof. Dato' Dr. Mohd Zainul Fithri bin Othman was appointed as the Executive Director, Strategic Resource and Public Relations Division of PNSB on 4 March 2014. Currently, he is the Executive Director of the Special Functions of Puncak Niaga Management Services Sdn Bhd and a member of Puncak Niaga's EXCO.

His passion in the field of education was evident since the early days of his career. YBhg. Prof. Dato' Dr. Mohd Zainul Fithri started his profession as a lecturer at Universiti Sains Malaysia in 1994 and six (6) years later, he was attached to Unitek College Malaysia as the President/Chief Executive Officer ("CEO"). He then served as the Director of Management Studies of the World Enterprise Institute at the International Medical University ("IMU") in 2000. In the same year, he was attached to 'Institut Kajian Pembangunan Bangsa' as the CEO and as an Associate Professor of the Faculty of Humanities and Social Sciences, Universiti Tun Abdul Razak and the Chairman of the International Society of Business Administration Center Malaysia. On 1 February 2025, he was appointed as a Board Member, Board of Directors, University of Malaya, and University Malaya Wales. He has also served as Deputy President of the National Integrated Education Council since 2025.

YBhg. Prof. Dato' Dr. Mohd Zainul Fithri held various prominent positions in Management & Science University ("MSU") and had served at the institution for a considerable number of years. During his stint, he was appointed as the Vice President/Deputy Vice Chancellor in 2003 and Dean at Centre of Flexible Learning. Simultaneously, a Director of Akademi Kaunseling Komuniti Malaysia ("AKKMA") in 2006. He was promoted as a Full Professor in Policy and Leadership Studies in 2008. During the same year, he also ventured into a new role where he became the Political Secretary to the Minister in the Prime Minister's Department, YAB Dato' Seri Dr Ahmad Zahid bin Hamidi, until 2009.

YBhg. Prof. Dato' Dr. Mohd Zainul Fithri holds a Bachelor of Science, majoring in Political Science from Oregon State University, Corvallis, United States in 1988 and a Master of Arts ("MA") in International Relations (Security and International Political Economy) from the University of Hull, United Kingdom in 1990. He also holds a Doctor of Philosophy in Global Political Economy from the University of Sheffield, United Kingdom, since 1994.

KEY PERSONNEL PROFILE - PUNCAK NIAGA GROUP

PUAN FARIDATULZAKIAH BINTI MOHD BAKHRY

Executive Director, Human Resource, Corporate Affairs & Administration Division

50 years | Female | Malaysian

Puan Faridatulzakiah binti Mohd Bakhry holds a Bachelor of Laws (LLB, Hons) from the University of Hertfordshire, United Kingdom. She began her legal career in 2003 at Messrs Malek & Associates, where she was involved in both civil and criminal litigation, gaining valuable experience in legal practice and advocacy. In 2006, she joined Great Eastern Life Assurance (Malaysia) Berhad as a Legal Officer, where she expanded her professional expertise into Industrial Relations, developing a strong foundation in employment law and workforce management.

She joined Syarikat Bekalan Air Selangor Sdn Bhd ("SYABAS") in 2008 as Assistant Manager in the Legal Department and was subsequently appointed Manager of Industrial Relations in 2009 before being promoted to Senior Manager in 2010.

In 2012, she joined Puncak Niaga (M) Sdn Bhd ("PNSB") as Assistant General Manager of the Human Resources & Administration Division, where she led the development and implementation of strategic human capital initiatives across the Group. Leveraging her legal expertise, she strengthened industrial relations frameworks, enhanced workforce governance and established comprehensive human resource policies and best practices for the Group.

On 1 February 2013, she was appointed Executive Director of the Human Resources & Administration Division of the Puncak Niaga Group of Companies, overseeing the overall administration of the Group including Human Resources, Administration, Security and Property Management.

During her tenure, Puan Faridatulzakiah played a pivotal role in several key corporate and organisational initiatives. Notably, she was directly involved in the 2015 disposal of the Group's water concession assets and shares to Pengurusan Air Selangor Sdn Bhd, overseeing the human resources and administrative aspects of the transaction from the due diligence stage through to the successful completion and transition process. Following the disposal, she also played a key role in supporting the Group's strategic restructuring and diversification into new business sectors, including engineering and construction, plantation and facility management.

She has also been instrumental in driving organisational restructuring, workforce optimisation and cost rationalisation initiatives, as well as establishing robust HR and administrative governance frameworks, policies and standard operating procedures that strengthened and improved operational efficiency and enhanced employee engagement across the Group.

She serves as President of the Puncak Niaga Group Staff Welfare Association ("PEKA"), where she actively promotes employee welfare and engagement initiatives. Pn. Faridatulzakiah has held several key leadership and governance roles, including serving as Chairman of the Tender Committee at Puncak Niaga Construction Sdn Bhd, as well as Alternate Chairman and Committee Member of the Tender Committee at Danum Sinar Sdn Bhd. She has also acted as Employer Representative for the Health, Safety and Environmental Committee ("HSEC") at the corporate level, in addition to serving as Chairman of the HSEC for Wisma Rozali.

She is also a member of the Executive Committee ("EXCO") of Puncak Niaga Holdings Berhad, Puncak Niaga Construction Sdn Bhd and TRIplc Berhad, and serves on the Board of Directors of several subsidiaries within the Puncak Niaga Group.

On 1 March 2026, she was appointed as Executive Director, Special Functions Division, overseeing Human Resource, Corporate Affairs and Administration Division as well as Legal Department.

Notes:

Save as disclosed above, none of the Key Personnel has:

- *Any family relationship with any Director and/or major shareholder of the Company except for Puan Faridatulzakiah who is the niece of the Executive Chairman and cousin of the Managing Director of the Company.*
- *Any conflict of interest with the Company.*
- *Any conviction for offences within the past 5 years and any public sanction or penalty imposed by the relevant regulatory bodies during the financial year, other than traffic offences.*

CORPORATE GOVERNANCE OVERVIEW STATEMENT

This Corporate Governance Overview Statement (the "CG Statement") provides insights into the corporate governance practices of Puncak Niaga Group (the "Group") under the leadership of the Board of Directors (the "Board") of Puncak Niaga Holdings Berhad ("Puncak Niaga") for the financial year ended 31 December 2025 ("FY2025"). This Statement sets out the principles and features at the Group's corporate governance framework during FY2025.

The Board of Puncak Niaga is responsible to its stakeholders, including the Company's shareholders, for the approval and delivery of the Group's strategic objectives. It ensures that the necessary financial, technical and human resources are in place for the Company to meet its objectives. The Board leads the Group within a framework of practical and effective controls which enables risks to be assessed and managed.

During FY2025, under the exceptional leadership of YBhg Tan Sri Rozali bin Ismail, the Executive Chairman of Puncak Niaga, the Company received several prestigious awards in recognition of its unwavering commitment to sustainability and innovation. On 25 February 2025, YBhg Tan Sri Rozali was awarded with "The BrandLaureate Best Brands Awards 2024-2025. Brand of the Year Sustainability Leadership in Water & Environmental Solutions by the World's Only Brands & Branding Foundation. On the global stage, Puncak Niaga was further recognised, at WORLDCOB's THE BIZZ 20 Years – Cusco 2025, celebrating two decades of honouring companies that demonstrate exceptional business leadership on 27 August 2025. In addition to the Group's accolades, YBhg Tan Sri Rozali, received the prestigious Pinnacle Industry Icon Award on 28 August 2025 at the Pinnacle of Success Business Award (POSBA) 2025, held in Kuala Lumpur. This award celebrates exceptional individuals whose influence, vision, and leadership have shaped their industries. Tan Sri Rozali's tireless commitment and transformative contributions to Malaysia's water and environmental solutions landscape continue to inspire excellence across the nation. On 28 August 2025, Puncak Niaga received the World's Best Annual Reports 2024 in 2025 International ARC Awards 39th Annual Celebration of the World's Best Annual Reports 2024. Puncak Niaga has also been recognised through the 2025 Graduates' Choice of Employers Award on 27 November 2024, voted by university graduates across Malaysia. Based on the votes received, Puncak Niaga ranked No. 5 in the Construction Industry category. This award reflects the company's significant efforts in creating meaningful career opportunities, cultivating a positive and engaging work environment, and building a strong employer brand that attracts and retains young talent eager to contribute to the nation's growth.

Responsibility for the development and implementation of the Group's strategy and overall commercial objectives is delegated to the Managing Director who is supported by Puncak Niaga's Executive Committee ("EXCO"). The Group's principal decision-making body is the Board. In line with both the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Malaysian Code on Corporate Governance 2021 ("MCCG 2021"), the Board Committees assist the Board by fulfilling their roles and responsibilities, focusing on their respective activities, reporting to the Board on decisions and actions taken, and making any necessary recommendations in line with their Terms of Reference. The Terms of Reference of the Board Committees comply with the provisions of the MCCG 2021 and was last updated on 23 September 2021.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

GOVERNANCE FRAMEWORK

The Board Committees' structure is detailed in the governance framework below and the key responsibilities of the Board and roles of the Directors of the Company are set out on pages 112 to 119 of this Annual Report.

Board

The Board's roles are to understand and meet its obligations to the Company's stakeholders; lead the Group within a framework of practical and effective controls which enable risks to be assessed and managed; approve the Group's strategic objectives and ensure that sufficient resources are available to enable it to meet those objectives; and to monitor and review the operating and financial performance of the Group. It has responsibility and accountability for the proper conduct of the business and the long-term success of the Group. Detailed roles and responsibilities of the Board can be found in our Board Charter, accessible online through **www.puncakniaga.com.my**.

Executive Chairman

Leads our unified Board, ensuring that the principles and processes of the Board are maintained in line with our Board Charter which is available online at **www.puncakniaga.com.my**.

Nomination Committee

The Nomination Committee assists the Board by keeping the structure, size, composition and succession needs of the Board under review. It also assists the Board on issues of Directors' conflicts of interest and independence.

More information can be found on pages 132 to 133.

Compliance, Internal Control and Risk Policy Committee

The Compliance, Internal Control and Risk Policy Committee provides guidance and direction to the Company's Compliance and Internal Control programmes. It also reviews the Group's risks and opportunities.

More information can be found on page 148.

Managing Director

Delegated responsibility for the development and implementation of the Group's strategy and overall commercial objectives. Responsible for the day-to-day management of the business and the communication of Board agreed objectives to employees. Reports directly to the Executive Chairman. Further details of the roles and responsibilities of the Managing Director can be found in our Board Charter, which is available online at **www.puncakniaga.com.my**.

Audit Committee

The Audit Committee assists the Board in discharging its responsibilities for the integrity of the Company's financial statements, the assessment of the effectiveness of the systems of Internal Controls, Risk Management and the internal and external Auditors.

More information can be found on pages 141 to 144.

Remuneration Committee

The Remuneration Committee determines the Company's policy on the remuneration of Executive Directors, Senior Management and the Chairman of the Board.

More information can be found on pages 137 to 138.

Executive Committee

The EXCO operates under the direction and authority of the Executive Chairman/Managing Director overseeing the development and execution of strategy. It also has accountability for achieving financial and operational performance.

ESG Sustainability Committee

The ESG Sustainability Committee was established on 1 September 2022 to support the Board's leadership and oversight on the integration of sustainability considerations in Puncak Niaga's corporate strategy, governance and decision making processes as sustainability and its underlying ESG issues become increasingly material to Puncak Niaga's ability to create durable and sustainable value and maintain confidence of its stakeholders.

The ESG Sustainability Committee is a cross-functional management committee chaired by the Managing Director and is an integral component of Puncak Niaga's ESG and sustainability processes.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Malaysian Code on Corporate Governance 2021

The Malaysian Code on Corporate Governance 2021 ("MCCG 2021") is applicable to the current reporting period. The MCCG 2021 is available at Securities Commission's website at **www.sc.com.my**.

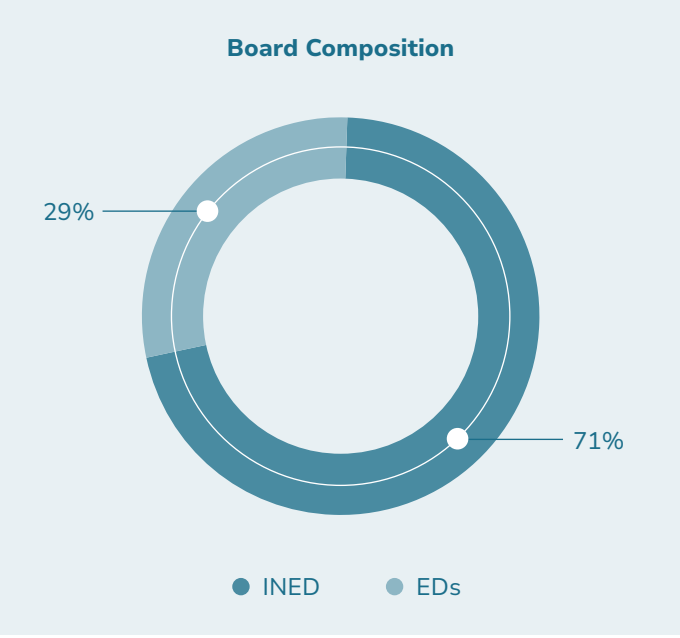
This Corporate Governance Overview Statement is to be read in conjunction with the Corporate Governance Report, which is available online at **www.puncakniaga.com.my**. Puncak Niaga was generally compliant with the provisions set out in the MCCG 2021 for the period under review.

BOARD LEADERSHIP AND EFFECTIVENESS

Board Responsibilities And Roles Of The Executive Chairman, Managing Director, Executive Directors And Independent Non-Executive Directors Of The Company.

The Board is guided by the Board Charter which sets out the Board's strategic intent and the specific roles and responsibilities to be discharged by the Board members collectively in discharging its fiduciary and leadership functions, the individual roles expected from the Executive Chairman, Managing Director, Executive Directors ("EDs") and Independent Non-Executive Directors ("INEDs") and the roles of the respective Board Committees.

As at 31 December 2025, the Board comprises seven (7) members, of which five (5) members are the INEDs with one (1) female INEDs; all with length of tenure of less than 9 years.



The Board is responsible for the stewardship of the Company and in discharging its obligations.

The key responsibilities of the Board are:-

1. Providing leadership and vision to the Company that enhances shareholder value and also ensures long term sustainable development and growth of the Company.
2. Reviewing and adopting a strategic plan for the Company.
3. Overseeing the conduct of the Company's businesses and ensuring the appropriate corporate disclosure policies and procedures.
4. Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures and establishing a sound framework to manage risks and to prevent fraud.
5. Retaining full and effective control over the Company, and monitor the Management in implementing the Board's plans and strategies including the financial and non-financial performance measurements.
6. Succession planning.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Executive Chairman

- Leadership of the Board and the Group
- Ensures Board effectiveness
- Represents the Board to the shareholders
- Ensures integrity and effectiveness of the corporate governance process of the Group
- Sets Board Agenda

Managing Director

- Implements policies and strategies as approved by the Board and reports to the Executive Chairman/ Board
- In association with the Executive Chairman, is accountable to the Board for the achievement of the Company's goals and performance targets
- Ensures the assets of the Company are adequately maintained and protected, and not unnecessarily placed at risk

Executive Directors

- Responsible for the operational and business units, organisational effectiveness and implementation of the Board's policies, directives, strategies and decisions

Independent Non-Executive Directors

- Brings an external perspective and effective challenge to the Board
- Provides the relevant checks and balances, focusing on shareholders' and other stakeholders' interests
- Ensures effective corporate governance process is applied

Company Secretary

The Company Secretary is responsible for advising the Board on regulatory compliance matters and providing good information flow and comprehensive practical support to Directors, both as individuals and collectively, with particular emphasis on supporting the Non-Executive Directors in maintaining the highest standards of probity and corporate governance. The Company Secretary is also responsible for ensuring the Group's compliance with the relevant statutory and regulatory requirements. All Directors have unrestricted access to the advice and services of the Company Secretary to facilitate the discharge of their duties.

The Company Secretary of Puncak Niaga is qualified to act under Section 235(2) of the Companies Act, 2016 and an associate (Chartered Secretary and Chartered Governance Professional) of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA").

Matters Reserved For The Board

The schedule of Matters Reserved for the Board sets out the processes in place regarding the Board's tasks and activities and matters specifically reserved for the Board's decision-making are set out in our Board Charter which is available online at **www.puncakniaga.com.my**.

The Matters Reserved for the Board's decision are:-

Financial

Regulatory

Statutory and Administrative

Manpower

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Board Meetings And Board Activities In 2025

There were five (5) Board Meetings held during the FY2025. The record of attendance for each Directors are set out below: -

Directors	No. of Board Meetings Attended/ Percentage of Attendances
YBhg Tan Sri Rozali bin Ismail *(Executive Chairman)*	5/5 (100%)
Encik Azlan Shah bin Tan Sri Rozali *(Managing Director)*	5/5 (100%)
YBhg Dato' Sri Adenan bin Ab. Rahman *(Independent Non-Executive Director)*	5/5 (100%)
YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason *(Independent Non-Executive Director)*	5/5 (100%)
YBhg Datuk LSr Haji Johari bin Wahab *(Independent Non-Executive Director)*	5/5 (100%)
YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj *(Independent Non-Executive Director)*	5/5 (100%)
Tuan Haji Noor Faiz bin Hassan *(Independent Non-Executive Director)*	5/5 (100%)

The Board primarily focused on strategic matters, in particular, various matters relating to the Group's businesses and finances. Significant time was spent on financial, business performance and sustainability as well as assessing and deliberating on the strategic direction of the Company. The Board Charter and Terms of Reference of the Board Committees comply with the provisions of the MCCG 2021 and were last updated on 23 September 2021.

Board's Independence

The independence of our INEDs is formally reviewed annually by the Nomination Committee. The Nomination Committee and the Board consider that there are no businesses or other circumstances that are likely to affect the independence of any INED and that all INEDs continue to demonstrate their independence.

As at the end of the financial year under review, our INEDs comprise more than 71% of the Board's composition and the length of service is less than nine (9) years. This promotes the Board's quality and strengthens our Board's independence besides enabling the necessary checks and balances on the decision-making process of the Board. Our Directors hold integrity at the highest level and possess extensive experience and diverse skill sets to provide unbiased and independent views to the Board. They consistently challenge the Management and the Board in an effective and constructive manner and therefore, are able to function as a check and balance forming justified opinions to the Board. The Executive Chairman also encourages healthy debates on important issues and promotes active participation among the Board members at the Board Meetings and Board Committees' Meetings.

The Nomination Committee had reviewed and deliberated on the Self-Evaluation Forms of the Independence of the Independent Directors for the year 2025 completed by all five (5) INEDs who served on the Board of Puncak Niaga for the full calendar year of 2025 at the 55th Nomination Committee Meeting held on 10 February 2026 and had recommended the same to the Board of Directors of the Company for consideration at the 145th Board of Directors' Meeting held on 25 February 2026 wherein the Board had concluded the following findings: -

- Based on the confirmations given by the five (5) INEDs who served on the Board of Puncak Niaga for the full calendar year of 2025 as evidenced in the duly completed Self-Evaluation Forms, the Company is satisfied that its INEDs have fulfilled the criteria as Independent Directors of the Company under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

- All five (5) INEDs who participated in the 2025 Self-Evaluation Form of the Independence of the Independent Directors for the year 2025 have indicated their willingness to continue in office as Independent Directors of the Company.

Conflicts

On 17 November 2023, the Board approved the Directors' And Key Senior Management's Conflict Of Interest Policy. The Company requires the Board and Key Senior Management of the Company to adhere to the procedures governing any conflict of Interest ("COI"), potential COI and interest in competing business involving the Directors as stipulated under the relevant provisions of the Companies Act, 2016 ("CA"), Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries issued by Securities Commission Malaysia, Guidance on Conflict of Interest (ICN 1/2023) issued by Bursa Malaysia Securities Berhad, Corporate Governance Guide and the relevant requirements under the Main Market Listing Requirements ("LR") of Bursa Malaysia Securities Berhad and any other relevant regulatory requirements, where applicable. Directors' And Key Senior Management's Conflict Of Interest Policy is accessible at the Company's website at **www.puncakniaga.com.my**.

Board Development

The Board recognises the importance of continuous training programmes at the Board level in order to broaden their perspectives and to keep abreast with the developments in the market place and changes in new statutory requirements to ensure that the Board members are able to effectively discharge and fulfil their roles on the Board and the various Board Committees and contribute positively to discussions on technical and regulatory matters. These sessions also serve as an opportunity for the Board to discuss strategy and risks with the Management and gain better insight into the Group's businesses and management capability.

In 2025, the Directors attended the following courses: -

No.	Directors	Training Programme/Seminar/Conference
1.	**Encik Azlan Shah bin Tan Sri Rozali**	• In-House Training: Strengthening Board Succession Planning for Sustainable Leadership • In-House Training: A Director's Approach to Handling Conflicts of Interest
2.	**YBhg Dato' Sri Adenan bin Ab. Rahman**	• In-House Training: Strengthening Board Succession Planning for Sustainable Leadership • In-House Training: A Director's Approach to Handling Conflicts of Interest • ICDM: Board Leadership in Industry Disruption: Steering Companies Through Market Shifts

CORPORATE GOVERNANCE OVERVIEW STATEMENT

No.	Directors	Training Programme/Seminar/Conference
3.	**YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason**	• In-House Training: Strengthening Board Succession Planning for Sustainable Leadership • ICDM: Boardroom Blindspots: How Our Perceptions of Risk Influence our Boardroom Effectiveness • ICDM: Preview of The Aspiring Directors Immersion Programme (ADIP) • ICDM: Reverse Governance: What if the Algorithm Assesses the Board? • ICDM: Leading for Longevity: The Board's Role in Driving Innovation • In-House Training: A Director's Approach to Handling Conflicts of Interest • ICDM: Board Leadership in Industry Disruption: Steering Companies Through Market Shifts • ICDM: ICDM X SAC Advocacy Dialogue & Debate Impact In Action: Form Leadership To Stewardship • ICDM: Building And Strengthening Your Directorship Competency With Aspiring Directors Immersion
4.	**YBhg Datuk LSr Haji Johari bin Wahab**	• In-House Training: Strengthening Board Succession Planning for Sustainable Leadership • Precise Aerial Mapping Advanced Course for LLS • Short Course on Synthetic Aperture Radar Interferometry (INSAR) Technology Wroclaw • 27th International Surveyors Congress • In-House Training: A Director's Approach to Handling Conflicts of Interest • Seminar Pembangunan Profesional Jurukur Tanah Berlesen Bil. 1/2025 • ICDM: Board Leadership in Industry Disruption: Steering Companies Through Market Shifts • Taklimat Akta & Peraturan Jurukur Tanah Berlesen Zon Tengah
5.	**YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj**	• In-House Training: Strengthening Board Succession Planning for Sustainable Leadership • Bursa: PLCT Event on Investor Relations • World Library & Information Conference and Assembly, 89th IFLA General Conference and Assembly • Sustainable and Valuable Energy Conference (SAVE2025) & B2B Meetings • Urban Biodiversity Conference 2025 • In-House Training: A Director's Approach to Handling Conflicts of Interest • ASEAN Women Economic Summit 2025 • ICDM: Board Leadership in Industry Disruption: Steering Companies Through Market Shifts • Green Leadership Conference 2025
6.	**Tuan Haji Noor Faiz bin Hassan**	• In-House Training: Strengthening Board Succession Planning for Sustainable Leadership • Tax Seminar on Budget 2026 • MIA: Beyond Compliance: Leading with AI and Sustainability • Sharing on Special Pathway & Talk on Navigating the Future of Finance: The Journey with AI and Automation • MIA: Awareness Programme on Unclaimed Moneys Act 1965 • In-House Training: A Director's Approach to Handling Conflicts of Interest

Supply of Information and Access to Advice

Each Board member is supplied with accurate, complete, adequate, unrestricted and quality information on a timely basis to enable them to effectively discharge their duties and responsibilities. Except under exceptional circumstances, Board members are given at least seven days' prior notice of any Board Meeting to be held. Since November 2021, all Board Meetings' materials are uploaded onto a board meeting automation solution system, Convene which is accessible by the Directors via their personal tablets several days before the Board Meetings to facilitate the Directors to peruse the Meeting materials and to review the issues to be deliberated at the Board Meetings before the Meeting date. Where necessary, the Company's personnel will be called upon by the Board during the Board Meetings to present and to clarify any Board papers presented.

All Board members participate actively in the Board's deliberations and bring the benefit of their particular knowledge, skills and abilities to the Board. Where a potential conflict with the duties or of interests as Director arises, it is mandatory for the Director concerned to declare the fact and nature of his or her interests and the extent of the conflict at a Board Meeting and abstain from the deliberation and decision-making process. In the event the proposal requires shareholders' approval, the interested Board members shall abstain from voting on the resolution at the General Meeting and shall ensure that persons connected to them also abstain from voting on the proposal.

The above procedures are likewise practised at the various Board Committees' Meetings.

The Company Secretary organise and attended all Board Meetings and Board Committees' Meetings (except for the CICR Meeting whose the Secretary is the Head of Internal Audit Department) and ensure that all issues discussed with the conclusions are minuted accurately in the minutes of each Meeting and that all records are kept properly at the Registered Office of the Company.

The Board is regularly updated and kept informed by the Company Secretary and the Management of the requirements such as restriction in dealing with the securities of the Company and updates as issued by the various regulatory authorities including the latest developments in the legislations and regulatory framework affecting the Group. The Board has unrestricted and constant access to and interaction with the Senior Management of the Company. Each Board member has full and unrestricted access to the advice and services of the Company Secretary.

Where necessary, the Directors may, whether collectively as a Board or in their individual capacities, seek external and independent professional advice from experts on any matter in furtherance of their duties as they may deem necessary and appropriate at the Company's expense.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

NOMINATION COMMITTEE REPORT

Members	Attendance
YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason *Chairman*	1/1 (100%)
YBhg Dato' Sri Adenan bin Ab. Rahman *Member*	1/1 (100%)
YBhg Datuk LSr Haji Johari bin Wahab *Member*	1/1 (100%)
YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj *Member*	1/1 (100%)
Tuan Haji Noor Faiz bin Hassan *Member*	1/1 (100%)

The members of the Nomination Committee ("NC") comprise wholly of the INEDs of the Company. Only members of the NC have the right to attend NC Meetings. Other individuals such as the Managing Director, Executive Directors and external advisers may be invited to attend the NC Meetings as and when deemed appropriate.

Responsibilities Of The Nomination Committee

The responsibilities of the NC include: -

- To annually review the overall composition of the Board in terms of required mix of the expertise, skills, knowledge and experience and other qualities, including core competencies and adequacy of balance between Executive Directors and INEDs.
- To annually review the overall composition of the Board to achieve the best composition for diversity in terms of skills, experience, gender, age, professional background and cultural background to meet the needs of the Company. In this regard, the NC is to assist the Board in establishing a policy on Boardroom diversity.
- To assess and recommend to the Board, candidates for all directorships to be filled and to annually evaluate and appraise the Board taking into consideration the time required of the Directors to fulfil their duties. Any appointment that may cast doubt on the integrity and governance of the Company should be avoided.

In identifying Board candidates, the NC may rely on recommendation from the existing Board members, the Management or major shareholders. The NC may also consider to utilise independent sources to identify suitably qualified candidates, as appropriate.

If the selection of Board candidates was based on the recommendation of the existing Directors, Management or major shareholders of the Company, the NC should explain why these source(s) suffice and other sources were not used.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

- To assess and recommend to the Board, candidates for the re-election of Directors under the annual re-election provisions or retirement, as the case may be and to provide a statement to the Board to support the appointment or re-election of the candidate(s).
- To assess and recommend to the Board, Directors to fill the seats on Board Committees, in consultation with the Chairman of those committees or with the Board, in the case of the Chairman's position.
- To annually assess the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director and in respect of the INEDs of the Company, their capacity to bring an independent judgement on issues before the Board and that each Director in their individual capacity and as a collective Board are able to act in the best interests of the Company as a whole.
- To examine the size of the Board with a view to determining the impact of the number upon its effectiveness and to ensure that at least half of the Board comprises the INEDs of the Company.
- In the case of persons for the position of Independent Non-Executive Director, to evaluate the persons' ability to spend sufficient time to fulfil their duties to discharge such responsibilities/functions as expected from INEDs, in particular, for those who have served on the Board beyond nine (9) years, to assess and evaluate whether the INED should remain independent or be redesignated or be replaced.
- To determine annually whether a Director is independent as defined in Bursa Securities' MMLR and to recommend a suitable INED for the role of Senior INED of the Company.
- To review matters relating to the continuation in office of any Director at any time.
- To ensure that all Directors receive appropriate induction and continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the market place and changes in new statutory requirements including training, upskilling or development needs and continuous professional development programmes to keep abreast with corporate governance developments, enhancing financial literacy on financial statements and financial reporting standards and professional development on sustainability in order to drive the Company's future strategies and strengthen the Board's leadership and oversight on the Company's and Puncak Niaga Group's sustainability issues.
- To periodically assess and recommend to the Board on succession planning for the Board, Executive Chairman, Directors and Key Management personnel.
- To recommend to the Board the removal of a Director if he is ineffective, errant or negligent in discharging his responsibilities.
- To review and recommend to the Board, corporate governance principles and best practices to be implemented for Puncak Niaga Group, in compliance with the MCCG 2021.
- To assess and recommend to the Board, the Terms of Reference of the Board Committees and to review the adequacy of the structure of the Board Committees.
- The NC's Terms of Reference can be found at **www.puncakniaga.com.my**.

Matters Deliberated During The Year

1. Summary on the Evaluation of Board Effectiveness for Year 2024.
2. Summary on the Evaluation of Audit Committee and Compliance, Internal Control and Risk Policy Committee Effectiveness for Year 2024 and Performance and Effectiveness of the Internal Audit Functions of the Company.
3. Summary on the Evaluation of the Independence of the Independent Directors for Year 2024.
4. Re-election of Directors Retiring by Rotation at the 28th Annual General Meeting.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

BOARD DIVERSITY POLICY

Purpose And Scope Of Application

The Board Diversity Policy sets out the approach for achieving diversity for Puncak Niaga Group's Boards ("Board").

The Policy applies to the Board of Puncak Niaga and its Group. It does not apply to diversity in relation to the employees of Puncak Niaga Group, all of whom are covered by Puncak Niaga's Diversity Policy.

Puncak Niaga's Board Diversity Policy and Diversity Policy are set out in pages 158 and 159 of this Annual Report.

Policy Statement

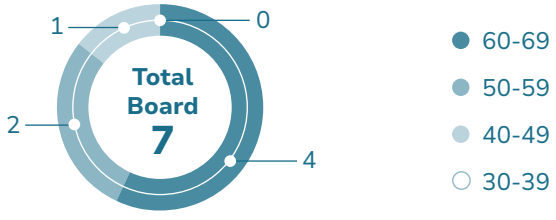
Puncak Niaga believes in diversity and values the benefits that diversity can bring to its Board. The Company seeks to maintain a Board comprising talented and competent Directors with a diverse mix of expertise, skills and backgrounds, which reflect the diverse nature of the business environment in which the Group operates.

In designing the Board's composition, diversity includes but is not limited to skills, knowledge, industry experience, gender, age, cultural, education and socioeconomic backgrounds, ethnicity and expertise required to achieve effective stewardship and management.

When assessing the Board's composition and performance of the Board, as well as identifying suitable candidates for appointment or re-election to the Board, the Company will consider the benefits of diversity and the needs of the Board in order to maintain an optimum mix of skills, knowledge and experience on the Board.

The Board through the NC reviews this Policy and assesses its effectiveness in promoting a diverse Board which includes an appropriate number of women Directors on the Board. At any given time, the Board may seek to improve one or more aspects of its diversity.

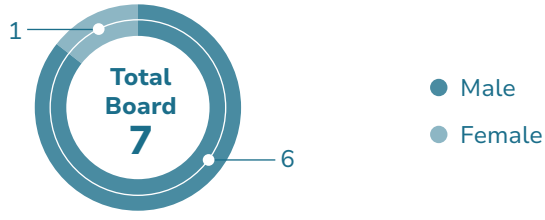
Board's Age Group



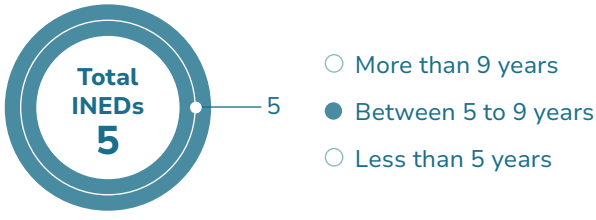
Board's Education Background



Board's Gender



INEDs' Tenure



Directors' Fit And Proper Policy

On 30 May 2022, the Board approved the Directors' Fit And Proper Policy ("the Policy") which is in line with paragraph 2.20A of Bursa Securities' MMLR to be adopted by the Company with effect from 1 June 2022.

The Policy sets out the Fit and Proper Criteria on the fitness and propriety of the Company's and the Group's Directors including the appointment and re-election of Directors to the Company and the Group on an annual basis by ensuring that these individuals who are either a Board candidate or Director have demonstrated and met the fit and proper criteria relating to their appointment or re-election as Directors of the Company and the Group. The Policy is accessible at the Company's website at **www.puncakniaga.com.my**.

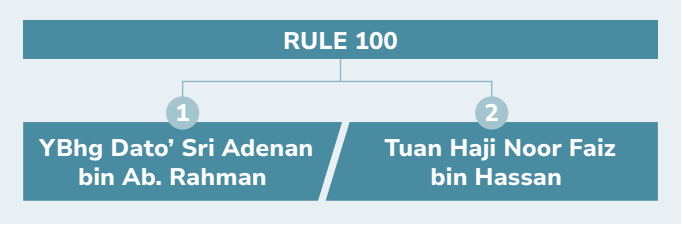
Board Changes

During the year, no changes on the composition of the Board and and Board Committees of the Company.

As at 31 December 2025, the INEDs comprise 71% of the Board's composition with 1 female INED.

Re-Election Of Directors

The following Directors of the Company shall retire at the forthcoming 29th AGM of the Company and being eligible, had offered themselves for re-election:-



The Nomination Committee and the Board had Meetings held on 10 February 2026 and 25 February 2026 respectively, concluded the following: -

Directors retiring under Rule 100

- The Directors retiring under Rule 100 of the Company's Constitution are recommended to be re-elected at the forthcoming 29th AGM of the Company since they have discharged their duties and responsibilities effectively as Directors of the Company as prescribed in Paragraph 2.20A of Bursa Securities' MMLR, have met the requisite criteria and qualities under the Company's Directors' Fit and Proper Policy and have been able to contribute positively to the Board and the Company with active participation at the Board/Board Committees' Meetings due to their vast experience and diverse skills set.

- They are both effective as Independent Non-Executive Director.

- YBhg Dato' Sri Adenan bin Ab. Rahman and Tuan Haji Noor Faiz bin Hassan have given their confirmation that they have met the criteria of Independent Director under Chapter 1 of Bursa Securities' MMLR and indicated their willingness to continue in office as INED of the Company as evidenced in their 2025 Independent Director Evaluation Forms.

In line with MCCG 2021, the Board Charter includes a policy which limits the tenure of INEDs to nine (9) years. The Board Charter is accessible at the Company's website at **www.puncakniaga.com.my**.

Evaluation Of The Board

As in the previous years, the Board has, with the assistance of the Company Secretary, conducted an annual peer evaluation of the Board's effectiveness in the following key areas:-

(i) Compliance;
(ii) Board Meetings;
(iii) Board Functions;
(iv) Board Structure;
(v) Board Committees;
(vi) Board Operations;
(vii) Board Chairman's Roles and Responsibilities;
(viii) Financial and Operational Reporting;
(ix) Planning and Objectives;
(x) Risk Assessment;
(xi) New Business Opportunities and Projects;
(xii) Human Resources;
(xiii) Sustainability; and
(xiv) Directors' Observations and Additional Comments.

The 2025 performance evaluation of the Board has been structured to ensure a balanced and objective review by the Directors for the above key areas.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

01 Questionnaires

The comprehensive questionnaires with an opportunity to provide qualitative feedback in respect of all areas covered was sent to all Board members, along with a summary of the previous year's evaluation, action plan and a progress update against actions identified:-

- Evaluation of Board Effectiveness Form
- Independent Director Evaluation Form
- Audit Committee and Compliance, Internal Control and Risk Policy Committee Self-Assessment Form
- Audit Committee's Evaluation of the Performance and Effectiveness of the Internal Audit Functions of the Company

02 Evaluation and Reporting

The Company Secretary compiled responses from the questionnaires into a report, identifying areas requiring further focus and attention, where appropriate. The report included recommendations taking into account the best practice, the MCCG 2021 and other corporate governance guidance.

03 Discussion with the Nomination Committee and Board

The findings were discussed with both the Nomination Committee and the Board.

The Nomination Committee had reviewed and deliberated on the Evaluation of Board Effectiveness Forms for the year 2025 at the 55th Nomination Committee Meeting held on 10 February 2026 and had recommended the same to the Board of Directors of the Company for consideration at the 145th Board of Directors' Meeting held on 25 February 2026 wherein the Board had concluded the following findings:

- The Board of Puncak Niaga is a united Board with more than 71% INEDs (with 14% women Director) comprising members who are individuals with the requisite qualities, diverse skills sets, experience, expertise, knowledge, competence and integrity to fully discharge their fiduciary duties and responsibilities as Directors of the Company and provide effective oversight on the Management of the Company.

- The length of tenure of the INEDs as at 31 December 2025 range between 5 years to 8 years which are below the maximum tenure limit of 9 years under Practice 5.3 of the MCCG 2021.

- The Company's Board as a collective Board has acted in the best interests of the Company.

REMUNERATION COMMITTEE REPORT

Members	Attendance
YBhg Dato' Sri Adenan bin Ab. Rahman *Chairman*	1/1 (100%)
YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason *Member*	1/1 (100%)
YBhg Datuk LSr Haji Johari bin Wahab *Member*	1/1 (100%)
YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj *Member*	1/1 (100%)
Tuan Haji Noor Faiz bin Hassan *Member*	1/1 (100%)

The Remuneration Committee comprises wholly of the INEDs of the Company.

Responsibilities Of The Remuneration Committee

The primary objectives of the Remuneration Committee ("RC") are as follows: -

- To establish and annually review the remuneration packages for each individual Executive Directors such that the levels of remuneration are sufficient to attract and retain the Directors needed to run the Company successfully and aligned to the business strategy and long-term objectives of the Company.
- To establish and review the Directors' Remuneration Policy for the Board of Directors and Executive Directors who are the Senior Management taking into account the demands, complexities and performance of the Company as well as the merit, qualification, competence, skills and experience required.
- To review the fees and benefits payable to the Directors including any compensation for loss of employment of a Director or a former Director.
- The RC shall make its recommendation to the Board and the respective Directors shall abstain from the discussion of their own remuneration.
- The levels of remuneration of the Executive Directors should be based on merit and reflect their experience, level of responsibilities, expertise and complexity of the Company's activities and contribution to the Company.
- To consider and examine such other matters as the RC considers appropriate.

The RC's Terms of Reference can be found at **www.puncakniaga.com.my**.

Matters Deliberated During The Year

Review on Independent Non-Executive Directors Remuneration Package

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Directors' Remuneration Policy

The Company has a formal procedure to determine the remuneration of each Board member which is reviewed, from time to time, against market practices.

The level and make-up of remuneration should be sufficient to attract and retain the Board members needed to run the Company successfully but the Company should avoid paying more than is necessary for this purpose. The remuneration packages of the Board and Executive Directors are determined based on merit, qualification and competence and the Company's/Group's performance including performance in managing sustainability risks and opportunities and operating results and industry standards.

The component parts of remuneration should be sufficient so as to link reward to corporate and individual performance, in the case of the Executive Directors. The Executive Directors shall not be involved in discussions to decide on their own remuneration. Executive Directors of the Company/Puncak Niaga Group who are the Senior Management of the Company/ Puncak Niaga Group receive no fees but are paid as full-time employees of the Company and/or subsidiary companies of Puncak Niaga.

In the case of the INEDs, the level of remuneration should reflect the experience and level of responsibilities undertaken by the particular INED concerned. The remuneration package of the INEDs of the Company should not conflict with their obligations to bring an objective and independent judgement on matters discussed at the Board and Board Committees.

The Directors' Remuneration Policy was last updated on 23 September 2021 and can be found at **www.puncakniaga.com.my**.

The RC is responsible for recommending the remuneration packages of the Directors to the Board. No Board member, whether executive or non-executive, shall be involved in deciding his own remuneration.

The details of the remuneration of the Directors of the Company received and receivable from the Company and on Group basis for the financial year ended 31 December 2025 are set out in Note 29 of the Audited Financial Statements of the Company on pages 258 and 260 of this Annual Report.

EFFECTIVE AUDIT, RISK MANAGEMENT AND INTERNAL CONTROL

Financial Reporting

The Board is responsible for the quality and completeness of publicly disclosed financial reports. In presenting the annual financial statements, quarterly reports and the annual reports to the shareholders of the Company, the Board takes appropriate steps to present a clear and balanced assessment of the Group's position and prospects. This also applies to other price-sensitive public announcements and reports to the regulatory authorities.

The Group's financial statements and quarterly announcements, prepared using appropriate accounting policies, consistently and supported by reasonable and prudent judgements and estimates, will be reviewed and deliberated by the Audit Committee in the presence of the External Auditors and the Executive Directors, Finance Division prior to recommending them for adoption by the Board. The Audit Committee ensures that the information to be disclosed are accurate, adequate and in compliance with the various disclosure requirements imposed by the relevant authorities. The Board discusses and reviews the recommendations proposed by the Audit Committee prior to its adoption. The Board also ensures accurate and timely release of the Group's quarterly and annual financial results to Bursa Securities.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Statement on Directors' Responsibility in respect of the preparation of the Annual Audited Financial Statements of the Group is set out on page 166 of this Annual Report.

Relationship With External Auditors

The Board maintains a transparent and professional relationship with the Group's External Auditors. The Audit Committee, with the assistance of the Finance Division of the Company, has assessed the suitability and independence of the External Auditors of the Company in accordance with the Policy and Procedures on assessment of the External Auditors.

The External Auditors attended four (4) out of five (5) Audit Committee Meetings of the Company held during the financial year. These quarterly Meetings enabled the exchange of views on issues requiring attention. A formal mechanism has been established by the Audit Committee to ensure there is frank and candid dialogue with the External Auditors. The Audit Committee will meet the External Auditors twice a year without the presence of the Executive Directors and Management. This allows the Audit Committee and the External Auditors the exchange of free and honest views and opinions on matters related to External Auditors' audit and audit findings.

The Audit Committee has considered the provision of non-audit services rendered to the Group and Company which amounted to RM188,000.00 and RM12,000.00 respectively did not compromise the External Auditors' independence and objectivity.

A report by the Audit Committee is set out on pages 141 to 144 of this Annual Report.

Internal Control

The Board acknowledges its overall responsibility for maintaining a sound system of internal controls, which provides reasonable assurance in ensuring the effectiveness and efficiency of the Group's operations and to safeguard shareholders' investment and its assets and interests in compliance with the relevant laws and regulations as well as the internal financial administration procedures and guidelines.

The effectiveness of the system of internal controls of the Group is reviewed by the Audit Committee. The Internal Audit Department, led by the Head of Internal Audit will conduct internal audit covering the financial, operational and compliance controls, processes to identify and evaluate the significant risks faced by the Group including the governance, risk management and internal control processes within the Company. The reports of the Internal Audit Department are tabled to the Audit Committee for review and deliberation.

The Group's Statement on Risk Management and Internal Control is set out on pages 146 to 152 of this Annual Report.

Risk Management Framework

The Board recognises that risk management involves a structured approach, combining the efforts of all functions within the Group, to minimise the possibility and impact of unexpected damages so as to contribute towards greater efficiency and better decision-making. The Group's Enterprise-Wide Risk Profile is reviewed annually to take into consideration changes in the business environment, strategies and functional activities of the Group for determining the Group's level of risk tolerance and identify, assess and monitor key business risks to safeguard shareholders' investments and the Company's assets.

The Group's Statement on Risk Management and Internal Control is set out on pages 146 to 152 of this Annual Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

RELATIONS WITH STAKEHOLDERS

Shareholders Communication And Investor Relations Policy

The Board acknowledges the need for the Company's shareholders and investors to be informed of all material business and corporate developments concerning the Group in a timely manner. In addition to various announcements made during the year, the timely release of the Group's consolidated financial results on quarterly basis provides the shareholders and investors with an overview of the Group's financial and operational performances.

The Company maintains regular communication with its shareholders and stakeholders, attend to shareholders' and investors' e-mails and phone calls enquiries and during the Company's General Meetings and other events. The notice for the Company's AGM contains relevant information including the shareholders' rights to demand for a poll vote to enable them to exercise their rights.

The notice for the Company's AGM is posted at the Investor Relations link - Annual Report at the Company's website, **www.puncakniaga.com.my**.

The Annual Report of Puncak Niaga which is produced in line with best corporate governance practices also serves as a key channel of communication with our various stakeholders. Information on the Group is also accessible via the Company's website, **www.puncakniaga.com.my**.

AGM

We encouraged shareholders to participate in our AGM and post questions to the Chairman and the Board. Puncak Niaga's 28th AGM was held on 4 June 2025 was conducted physically at Concorde I, Level 2, Concorde Hotel Shah Alam, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan.

At the 28th AGM of the Company, no substantive resolutions were put forth for the shareholders' approval, except for the routine resolutions pertaining to receiving the annual audited financial statements, re-appointment and re-election of Directors of the Company and re-appointment of Auditors of the Company. All resolutions were voted on by poll by the shareholders via Tricor e-Vote application provided by Tricor Investor & Issuing House Services Sdn Bhd and validated by the Independent Scrutineers, Coopers Professional Scrutineers Sdn Bhd.

Coopers Professional Scrutineers Sdn Bhd also acted as the Independent Observer for the Question & Answer Session at the 28th AGM to confirm that the Company has addressed all questions raised by Minority Shareholders Watch Group and those raised during the proceedings of the 28th AGM.

The Board was also in full attendances at the 28th AGM except for the Executive Chairman, YBhg Tan Sri Rozali bin Ismail who was on medical leave. The full minutes of the 28th AGM was published on our website at **https://www.puncakniaga.com.my/annual-general-meeting/** in a timely manner, together with the responses to queries posed by the Minority Shareholders Watch Group.

For year 2026, the resolutions set out in the notice of the Company's Twenty-Ninth AGM ("29th AGM") will also be conducted via poll voting as mandated in Paragraph 8.29A of the MMLR of Bursa Securities. The Company has appointed Tricor Investor & Issuing House Services Sdh Bhd to conduct the poll voting electronically via Tricor e-Vote application and Coopers Professional Scrutineers Sdn Bhd as Independent Scrutineers to verify the poll results.

This Corporate Governance Overview Statement has been approved by the Board of Puncak Niaga on 31 March 2026.

AUDIT COMMITTEE REPORT

The Board of Directors of Puncak Niaga Holdings Berhad ("Puncak Niaga") is pleased to present the report of the Audit Committee for the financial year ended 31 December 2025.

1. MEMBERSHIP AND MEETINGS

The Audit Committee comprises wholly of the Independent Non-Executive Directors of the Company. The composition of the Audit Committee and their attendance at the Audit Committee Meetings for the year 2025 were as follows:

Composition of Audit Committee	Attendance/Number of Meetings held	Percentage (%)
YBhg Dato' Sri Adenan bin Ab. Rahman *Independent Non-Executive Director/Chairman*	5/5	100
YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason *Independent Non-Executive Director/Member*	5/5	100
YBhg Datuk LSr Haji Johari bin Wahab *Independent Non-Executive Director/Member*	5/5	100
YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj *Independent Non-Executive Director/Member*	5/5	100
Tuan Haji Noor Faiz bin Hassan *Independent Non-Executive Director/Member*	5/5	100

During the financial year, the PNHB's Managing Director, Executive Director of Finance Division, relevant Managing Directors of the subsidiaries, Head of Internal Audit Department and related Head of Department attended the Audit Committee Meetings upon the invitation of the Chairman of the Audit Committee to ensure the Audit Committee was kept abreast of the matters and issues affecting the Group. The Group's external auditors were also invited to attend the Audit Committee Meetings where matters relating to the audit of the statutory accounts, quarterly financial results and/or the external auditors were discussed.

The Secretary to the Audit Committee is the Company Secretary.

2. TERMS OF REFERENCE

- The Terms of Reference of the Audit Committee can be viewed at Puncak Niaga's website, **www.puncakniaga.com.my** under the Investor Relations link.

3. SUMMARY OF AUDIT COMMITTEE'S ACTIVITIES

During the financial year ended 31 December 2025, the Audit Committee discharged its duties as set out in its Terms of Reference. The main activities carried out by the Audit Committee during the financial year included the following:

Financial Reporting

- Reviewed the quarterly and year-to-date unaudited financial results of the Company and Group before tabling to the Board for consideration and approval.
- Reviewed the reports and the audited financial statements of the Company and Group together with the external auditors prior to tabling to the Board for approval.
- Deliberated on matters relating to changes in accounting policies, significant and unusual events, compliance with accounting standards and other disclosure requirement and noted that the financial statements of Puncak Niaga Group have been prepared in accordance with the Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act, 2016 in Malaysia.

AUDIT COMMITTEE REPORT

Internal Control

- Reviewed and discussed all internal audit reports issued by the Internal Audit Department which highlighted key internal control issues/weaknesses and the corresponding management responses and actions.
- Received the Statement of Assurance from the respective Heads of Divisions/Companies of the auditee Divisions/Companies to resolve all outstanding findings within a stipulated time committed in the internal audit report, improve all areas of operations consistent with the applicable rules and regulations, Standard Operating Procedures ("SOPs") and good industrial practice and ensure the risk management and internal control system is operating adequately and effectively.
- Risk Scorecards of the respective business units, projects and support services of the Group are reviewed by the Compliance, Internal Control and Risk Policy Committee ("CICR") twice in 2025.

External Audit

- Reviewed and discussed the external auditors' audit report and key audit matters for the financial year ended 31 December 2024 at the 137th Meeting of the Audit Committee Meeting held on 19 February 2025 before recommending to the Board for approval.
- Assessed the suitability and independence of the External Auditors based on the caliber of the external audit firm, quality processes/performance, audit team, scope, audit fees and mandated the Management to re-appoint the external auditors, Messrs. Grant Thornton Malaysian PLT at the 138th Meeting of the Audit Committee Meeting held on 26 March 2025 before recommending to the Board for approval.
- Reviewed the external auditors' scope of work, audit plan and audit focus areas for the financial year ended 31 December 2025 prior to the commencement of the 2025 Annual Audit at the 140th Meeting of the Audit Committee Meeting held on 27 August 2025.
- Held two informal discussions with the External Auditors without the presence of the Management of the Company at the 138th and 141st Meeting of the Audit Committee Meeting held on 26 March 2025 and 26 November 2025 respectively.
- Reviewed the extent of the assistance rendered by the Management to the External Auditors.

Internal Audit

- Reviewed the competency, resources and assessed the performance of the Internal Audit Department for the year 2025 and approved the 2026 Annual Internal Audit Plan at the 141st Meeting of the Audit Committee held on 26 November 2025. The Internal Audit Department is manned by competent professionals from auditing, plantation, construction management and risk management disciplines with the requisite work experience and internal audit experiences.
- Reviewed the Internal Audit reports, which highlighted the audit issues, recommendations and the Management's responses and directed for follow up actions to be taken by the Management to rectify and improve on the weaknesses/shortcomings identified in the Internal Audit Reports.
- For the critical areas, the Audit Committee invited the relevant Heads of Divisions and/or the Managing Directors and/or the Executive Directors of the operating subsidiaries and/or the relevant Heads of Departments to attend the Audit Committee Meeting.
- Monitored the implementation of recommendations made by the Internal Audit Department arising from its audits in order to obtain assurances that all key risks and control concerns have been fully addressed.
- Reviewed the status of audit assignments reported by the Internal Audit Department at each Audit Committee Meeting to ensure that the progress is in line with the approved 2025 Audit Plan.
- Reviewed the Annual Statement of Assurance on Company's Sustainability Statement for the financial year ended 31 December 2025.

Working Site Visit

- The Audit Committee members conducted a working site visit to Loji Rawatan Air (LRA) Bukit Chupak, Gua Musang, Kelantan from 21 to 22 July 2025. The visit provided the Committee with on-site insights into operational processes, project progress, and key challenges.
- Members of the Board undertook a Board site visit to Bintulu from 22 to 25 April 2025, as part of their ongoing efforts to enhance understanding of the Group's operations and strategic developments.

Related Party Transactions

- Reviewed and reported to the Board all related party transactions, recurrent related party transactions and conflict of interest that may arise or entered into by the Company and the Group.
- Ascertained that transactions are conducted at arm's length prior to submission for the Board's consideration and where appropriate, shareholders' approval.

Reporting

- Reviewed the Statement on Risk Management and Internal Control and Audit Committee Report for the financial year ended 31 December 2025 and recommended the same for the Board's approval at the 143rd Meeting of the Audit Committee Meeting held on 31 March 2026.

4. INTERNAL AUDIT FUNCTIONS

Puncak Niaga has an established in-house and independent Internal Audit Department reporting directly to the Audit Committee. The Internal Audit Department assists the Audit Committee in discharging its duties and responsibilities. The Internal Audit Department's primary responsibility is to provide independent assurance on the adequacy and effectiveness of internal control systems, risk management and governance process. The Internal Audit Department focuses on regular and systematic review and has conducted an evaluation of the internal control, management information systems, and compliance with established procedures, including the system for compliance with applicable laws, regulations, rules, directives and guidelines.

Resources and Continuous Development

During the financial year, there were changes in the leadership of the Internal Audit Department. From 2 September 2024 to 27 July 2025, the Internal Audit Department was headed by the Assistant Manager, Encik Ahmad Zakwan Ahzahar, who has over twelve (12) years of professional experience in auditing, risk management and engineering across various industries, including construction, facilities maintenance, regulatory bodies and hospital management.

Following the resignation of Encik Ahmad Zakwan Ahzahar, the Internal Audit function was temporarily overseen by the Assistant Manager, Risk Management, Encik A.Samad bin A.Hamid from 12 August 2025 until the position was filled.

Subsequently, Puan Rahimahtul Akmam Hassan was appointed as Manager, Internal Audit & Integrity and assumed the role of Head of the Internal Audit Department effective 12 November 2025. She has eighteen (18) years of professional experience in accounting, risk management and internal auditing.

Currently, the Internal Audit Department has a total of two (2) Internal Auditors including the Head of Internal Audit Department. The Internal Auditors have completed at least nine (9) man-days of training in 2025 which consist of relevant professional institution training, seminars and on-the-job training including industry related training. All internal auditors have signed the declaration that they were and have been independent, objective and in compliance with the Code of Ethics of the Institute of Internal Auditors in carrying out their duties for the financial year under review.

AUDIT COMMITTEE REPORT

The total cost incurred by the Internal Audit Department in relation to the conduct of the internal audit functions of Puncak Niaga Group during the financial year ended 31 December 2025 was approximately RM190,755.00.

Guideline and Framework

The Internal Audit Department is guided by the Internal Audit Department Policy & Procedures ("P&P"), which outlines the roles, responsibilities, authority and operating procedures of the Internal Audit function. The P&P was previously approved in 2016 and aligned with the International Professional Practices Framework ("IPPF") issued by the Institute of Internal Auditors.

During the financial year, the Internal Audit Department undertook a revision of the Manual to enhance the governance and operational framework of the Internal Audit function and to align it with the Global Internal Audit Standards ("GIAS") issued by the Institute of Internal Auditors, which replaced the IPPF. The revised Manual was subsequently approved by the Audit Committee in February 2026.

Internal Audit Scope and Coverage

The 2025 Annual Internal Audit Plan of the Internal Audit Department was developed based on a risk-based approach and covers the business units, projects and support services of the Group which was duly approved by the Audit Committee.

In line with the approved Annual Audit Plan, the Internal Audit Department completed a total of six (6) audit assignments during the financial year ended 31 December 2025. All audits were performed in-house.

Key areas audited during the year included the following:

- Sustainability Assurance Review FY 2024;
- Annual MSPO Surveillance Audit 6 at Danum Sinar Sdn Bhd;
- Review on Group Awareness on Preparedness of Emergency and Disaster for PNHB, Wisma Rozali;
- Review of Post Construction Z1P3;
- Follow Up Review on Wages and Checkroll Management at Danum Sinar Sdn Bhd; and
- Follow Up Review on Procurement Based on Adequate Procedures Under Section 17A of MACC Act.

The relevant audit reports which comprise the audit findings and observations, recommendations, Management's responses and target deadlines for corrective action were presented to the Audit Committee for deliberation and notation.

The Internal Audit Department also conducted follow-up reviews to determine the adequacy, effectiveness and timeliness of actions taken by the Management to rectify past audit findings and provide updates arising from the follow-up reviews to the Audit Committee for their deliberation and notation.

ADDITIONAL COMPLIANCE INFORMATION

In accordance with Appendix 9C of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad:-

(a) Utilisation of Proceeds Raised from Any Corporate Proposals

There were no proceeds raised from any corporate proposal during the financial year ended 31 December 2025.

(b) Audit and Non-Audit Fees

For the financial year ended 31 December 2025:-

(a) The audit fees paid or payable to the external auditors, Grant Thornton Malaysia PLT for services rendered to the Group and the Company amounted to RM318,000.00 and RM65,000.00 respectively; and

(b) The non-audit fees paid or payable to the external auditors, Grant Thornton Malaysia PLT and its member firms for assurance services rendered to the Group and the Company amounted to RM188,000.00 and RM12,000.00 respectively.

(c) Recurrent Related Party Transaction

The Company did not enter into any recurrent related party transaction, which requires the shareholders' mandate during the financial year ended 31 December 2025.

(d) Material Contracts Involving Directors, Chief Executive who is not a Director or Major Shareholders

There were no material contracts entered into by the Company and the Group, which involve the interests of Directors, Chief Executive who is not a Director or major shareholders of the Company and its subsidiary companies which were still subsisting at the end of the financial year or which were entered into since the end of the previous financial year.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors ("the Board") of Puncak Niaga Holdings Berhad ("PNHB" or "the Group") is pleased to present the Statement on Risk Management and Internal Control ("Statement") for the financial year ended 31 December 2025.

This Statement is prepared in accordance with Paragraph 15.26(b) of the Main Market Listing Requirements, Principle B of the Malaysian Code on Corporate Governance, and the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers ("SORMIC Guidelines").

This Statement provides an overview of the Group's risk management and internal control framework and reflects the Board's ongoing oversight of key risk areas, including emerging risks such as environmental, social and governance ("ESG") considerations, climate-related risks and cybersecurity risks, as well as internal audit observations, whistleblowing and anti-corruption matters, and Management's control self-assessment processes.

BOARD'S RESPONSIBILITY

The Board remains ultimately responsible for the adequacy and effectiveness of the Group's risk management and internal control system. The Board provides oversight and direction over significant risks, including strategic, operational, project, financial, compliance, cybersecurity, ESG and climate-related risks.

The Board executes this responsibility through regular reporting by Management, Internal Audit and the Compliance, Internal Control & Risk Policy Committee ("CICR"), including updates on emerging risks, internal audit thematic findings, control weaknesses, remediation progress, and outcomes of whistleblowing and anti-corruption processes.

The Board also receives written assurance from the Managing Director and Executive Director, Finance Division confirming that the Group's risk management and internal control system operated adequately and effectively during the financial year and up to the date of this Statement. The Group is in the process of formalising a Risk Appetite Framework to further strengthen risk governance.

As with all systems, the Group's internal control framework provides reasonable, but not absolute, assurance against material misstatement, fraud or loss.

RISK MANAGEMENT POLICY

The Group's Risk Management Policy is currently undergoing a comprehensive review to enhance alignment with ESG and climate-related risk considerations, cybersecurity developments and emerging regulatory expectations. The revision aims to strengthen consistency in risk identification, assessment and mitigation across the Group and reinforce alignment with ISO 31000 and Committee of Sponsoring Organisations of the Treadway Commission internal control principles.

Pending completion of this review, the existing Policy remains effective and continues to guide day-to-day risk management activities.

RISK MANAGEMENT FRAMEWORK

The Group's risk management structure remains unchanged and continues to form an integral part of the governance framework. The structure clearly outlines the roles, responsibilities and reporting relationships between the Board, the CICR, Risk Management Unit and the operating units.

While the Risk Management Policy and Framework are being reviewed to enhance alignment with ESG and climate-related risk considerations, cybersecurity risks and emerging risk trends, the existing governance structure remains appropriate and effective in supporting risk oversight across the Group. The revised Policy will be tabled to the Board for approval upon completion.

An overview of the Group's Risk Management structure is shown below:



Figure 1: Risk Management Structure

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

RISK MANAGEMENT PROCESS

The Group continues to implement a structured, systematic and ongoing process for identifying, assessing, mitigating, monitoring and reporting risks across all business segments. This process is embedded into strategic planning, operational activities, project management and compliance functions to ensure that significant risks are identified early and managed proactively.

As part of the ongoing review of the Group's Risk Management Policy and Framework, enhancements are being introduced to strengthen the integration of ESG and climate-related risk considerations, cybersecurity threats, data integrity exposures, supply chain vulnerabilities and regulatory compliance requirements into the risk management process.

Risk identification and assessment are conducted at both the strategic and operational levels, where risk owners evaluate risks in terms of likelihood and impact and determine appropriate mitigation strategies. These assessments are periodically updated to reflect changes in the business environment, operational performance and emerging risk trends. Key Risk Indicators ("KRIs") are increasingly used to support early detection of potential risk escalation.

Management conducts periodic control self-assessments ("CSA") to evaluate the effectiveness of internal controls supporting critical processes. Exceptions arising from CSA exercises, Internal Audit reviews, compliance assessments or operational monitoring are documented, analysed and reported to the CICR together with corrective actions and timelines.

Outcomes of whistleblowing investigations and anti-corruption assessments are incorporated into the risk evaluation process, enabling the Group to strengthen governance and address areas of heightened exposure.

Significant or emerging risks requiring closer oversight are escalated to Senior Management and the CICR in accordance with the Group's risk escalation protocol. The risk owner, together with the relevant Head of Department, is responsible for monitoring mitigation progress and ensuring timely resolution of risk issues.

This structured and continuous risk management process enables the Group to maintain a holistic and forward-looking view of risk exposure, ensuring alignment between risk responses, operational realities and the Group's strategic objectives.

COMPLIANCE, INTERNAL CONTROL AND RISK POLICY COMMITTEE ("CICR")

The CICR, comprising exclusively Independent Directors, assists the Board in overseeing risk management, internal controls and compliance functions. The composition of CICR and attendance at the CICR Meetings for the year 2025 are as follows:

CICR MEMBERS	NUMBER OF MEETINGS ATTENDED IN 2025
YBhg Dato' Sri Adenan bin Ab. Rahman *Independent Non-Executive Director/Chairman*	2/2
YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason *Independent Non-Executive Director/Member*	2/2
YBhg Datuk LSr Haji Johari bin Wahab *Independent Non-Executive Director/Member*	2/2
YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj *Independent Non-Executive Director/Member*	2/2
Tuan Haji Noor Faiz bin Hassan *Independent Non-Executive Director/Member*	2/2

The Board delegates to the CICR the responsibility for reviewing the adequacy and effectiveness of the Group's risk management and internal control system. In carrying out this role, the Committee reviews the Group's risk profile, internal control issues, Internal Audit observations, compliance matters and Management's mitigation actions, and reports its deliberations and recommendations to the Board.

The Board remains ultimately responsible for the effectiveness of the Group's risk management and internal control system and relies on the CICR's reports, together with Management and Internal Audit inputs, to fulfil this responsibility.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

COMPLIANCE, INTERNAL CONTROL AND RISK POLICY COMMITTEE'S ACTIVITIES

During the financial year, the CICR met twice during the financial year to provide oversight of the Group's risk management, internal control and compliance environment. At each meeting, the Committee reviewed Management's reports on the Group's enterprise-wide risk profile, including updates on key risks, emerging risks and risk movements that occurred during the year. This included consideration of project execution risks, operational performance risks, financial and liquidity exposures, business development and tendering risks, supply chain challenges, regulatory compliance obligations, cybersecurity and data integrity risks, and ESG-related matters.

The Committee also reviewed the results of Management's risk assessments and control self-assessment ("CSA") exercises, which provided insights into the adequacy and effectiveness of key internal controls across various functions. Issues identified through CSA, internal audits, compliance reviews or operational monitoring were discussed together with Management's proposed mitigation actions, timelines and follow-up responsibilities.

Internal Audit presented thematic observations arising from its audits undertaken during the year, including recurring control gaps, areas requiring strengthened controls, and systemic issues with potential Group-wide impact. The CICR monitored Management's remediation progress and ensured that corrective actions were implemented in a timely manner.

The Committee also received updates on whistleblowing reports and anti-corruption matters, including investigation outcomes and actions taken to reinforce governance and ethical conduct within the Group.

Significant issues, risk exposures requiring heightened attention, and matters with strategic or financial implications were escalated to the Board for deliberation. Through this structured oversight process, the CICR ensured that the Group's risk management and internal control practices remained effective and responsive to the changing operating environment.

PUNCAK NIAGA HOLDINGS BERHAD GROUP'S ENTERPRISE-WIDE RISKS

The Group's enterprise-wide risks continue to be managed through a structured risk assessment and monitoring process involving operating units, Senior Management, the CICR and the Board. Throughout the year, risks were identified, assessed and monitored based on their potential impact on the Group's strategic objectives, operational performance, financial stability, regulatory compliance and long-term sustainability.

The Group's risk universe covers strategic, operational, project execution, financial, compliance, cybersecurity, ESG and emerging risks. In 2025, the Board and CICR reviewed the movement of key risks, including changes in likelihood and impact, the adequacy of mitigation strategies, and any new or evolving risk exposures arising from changes in the operating environment. Particular attention was given to project delivery and operational reliability risks, cost escalation pressures, supply chain and resource availability, business development and tendering risks, data integrity and system resilience, regulatory changes, and sustainability and climate-related impacts that may affect business continuity.

Management provided quarterly updates on the Group's risk profile, highlighting key trends, emerging risks and areas requiring heightened oversight. Emerging risks identified during the year included increased cybersecurity threats, potential climate-related disruptions, compliance with new regulatory and reporting requirements, digital transformation risks, and governance-related exposures such as fraud and corruption vulnerabilities.

ESG-related risks continued to form an important component of the Group's risk landscape, particularly in relation to environmental compliance, occupational safety, community impacts, ethical conduct and governance standards. The Group also monitored climate-related risks such as physical climate impacts and transition risks arising from evolving sustainability requirements.

The CICR reviewed significant and emerging risks together with the effectiveness of mitigation activities implemented by Management. Where control gaps or residual risks required additional attention, the Committee provided guidance and escalated the matters to the Board. Through this ongoing oversight, the Board ensured that key risks were managed within acceptable parameters and that risk responses remained aligned with the Group's strategic priorities and external developments.

INTERNAL AUDIT FUNCTION

The Internal Audit & Integrity Department provides independent assurance to the Audit Committee on the adequacy and effectiveness of the Group's risk management and internal control systems. The Department operates independently and is free from any relationships or conflicts of interest that could impair its objectivity and independence.

The Internal Audit & Integrity Department reports functionally to the Audit Committee and administratively to Management. As at the end of the financial year, the Department comprises three (3) personnel, consisting of one (1) Head and two (2) staff members. The Department is headed by a professionally qualified internal audit practitioner with relevant experience in internal audit and governance.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Internal Audit & Integrity Department adopts a risk-based auditing approach and conducts its activities in accordance with the International Professional Practices Framework ("IPPF") and Global Internal Audit Standard ("GIAS") issued by The Institute of Internal Auditors.

INTERNAL CONTROL SYSTEM

The Board acknowledges its responsibility for maintaining a sound and effective system of internal control within the Puncak Niaga Group, and for reviewing the adequacy and integrity of the system on an ongoing basis.

The system of internal control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss. In designing such a system, the Board and Management recognise that internal controls are subject to inherent limitations, including the possibility of human error, judgmental decision-making, circumvention or management override, and that the cost of controls should not exceed the benefits expected to be derived therefrom.

The key elements of the Puncak Niaga Group's internal control system and assurance process, inter alia, encompass the following:

INTERNAL CONTROL ELEMENTS

Control Environment	Risk Assessment	Control Activities	Information and Communication	Monitoring
• Code of Business Ethics • Code of Conduct and Ethics • Organisation Structure • Board Charter • Board Committee • Limits of Authority • Written Procedures & Policies • Anti-Corruption Policy and Procedures	• Risk Scorecards • Compliance, Internal Control and Risk Policy Committee ("CICR")	• Annual Budget/ Business Plan • Tender Committees • Accredited Certification • Insurance • Self-Assessments Audit	• Whistleblowing Policy • Awareness and Training • Staff Assembly	• Group Internal Audit • Statement of Assurance

Figure 2: Internal Control System

Control Environment

a. The operating subsidiaries of the Puncak Niaga Group maintain a formal organisational structure with clearly defined reporting lines and responsibilities. This structure promotes ownership, accountability and effective oversight of duties assigned to the Directors, Management and employees of the respective operating subsidiaries.

b. The Puncak Niaga Group's Code of Conduct and Ethics, which applies to the Board and employees of the Group, is incorporated in Puncak Niaga's Employee Handbook. The Code sets out the principles and standards of ethical conduct and good business practice expected throughout the Group.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

c. The Puncak Niaga Group's Code of Business Ethics provides guidance on ethical issues in the conduct of business and outlines the standards of behaviour expected of all Directors and employees, including matters relating to dealings with stakeholders, gifts, hospitality, favours or other advantages, conflicts of interest and harassment, as well as the relevant compliance policies and procedures.

d. The Board Charter governs the conduct of business by the Board in accordance with the principles of good corporate governance, while the Directors' Code of Conduct sets out the standards of conduct expected of Directors in the performance of their duties. The Board Charter also clearly defines the roles and responsibilities of the Board.

e. Board Committees, namely the Audit Committee, Remuneration Committee, Nomination Committee, CICR, Boards and Executive Committee ("EXCO") and Board Tender Committee, have been established to assist the Board in discharging its fiduciary responsibilities. The authority and responsibilities of these Committees are governed by their respective Terms of Reference, which are approved by the Board.

f. Major decisions are subject to approval by the respective EXCOs within the Puncak Niaga Group in accordance with the Group's Limits of Authority. EXCOs have been established at Puncak Niaga, Puncak Niaga Construction Sdn Bhd ("PNCSB") and the TRIplc Berhad Group ("TRIplc"), comprising the Heads of Divisions of the respective entities. Relevant members of Management are invited to attend meetings where necessary. The respective Boards and EXCOs are kept informed of matters relating to the Divisions and Departments through regular Board and EXCO meetings, as appropriate.

g. Documented policies and procedures, in the form of Standard Operating Procedures ("SOPs"), which incorporate control procedures and clearly define scopes of responsibility, are in place across all operating subsidiaries of the Puncak Niaga Group. These policies and procedures are reviewed and updated, where necessary, to reflect changes in legislation, industry best practices and business requirements.

h. The Group's Limits of Authority ("LOA") clearly define operational matters with specified approval thresholds for the Executive Chairman, Managing Directors and Executive Directors, as well as critical matters reserved for the approval of the Board and EXCOs, and matters delegated to subsidiary Directors and Management. In February 2024, the Board reviewed and approved revisions to the LOA to better align with management and operational requirements. No revisions were made during the financial year ended 31 December 2025, and the same LOA remained in force during the year under review.

i. The Puncak Niaga Group's Anti-Corruption Policy, which adopts a zero-tolerance approach towards corruption and corrupt practices within and outside the Group, was established on 1 June 2020 and revised on 24 November 2022. The policy is founded on the Five Principles of Adequate Procedures (TRUST) as prescribed under the Guidelines on Adequate Procedures issued pursuant to Section 17A of the Malaysian Anti-Corruption Commission Act 2009.

j. The Puncak Niaga Group is committed to upholding high standards of integrity and compliance with the relevant provisions of the MACC Act. The Anti-Corruption Policy and Procedures set out the measures implemented to prevent corrupt practices and apply to all Directors, employees and third parties acting on behalf of the Group. These procedures cover, among others, the giving and receiving of gifts, charitable donations, corporate social responsibility initiatives, sponsorships, memberships and political contributions.

k. An Integrity Unit has been established, and the Integrity Unit's SOP was approved at the 132nd Board of Directors' Meeting and implemented with immediate effect.

Overall, these elements form the foundation of a strong control environment that supports ethical conduct, accountability and effective governance across the Group.

Risk Assessment

a. Risk Scorecards are established and maintained for each business unit and support function within the Puncak Niaga Group to ensure that risks affecting the Group's operations are systematically identified and assessed in terms of likelihood and impact. The adequacy of existing controls is evaluated and residual risks are managed accordingly. Each Risk Scorecard is assigned to a designated Risk Scorecard Owner who is responsible for quarterly evaluation of the risk profile and for providing the relevant assurance to the Board.

b. The CICR, as a Board Committee, provides oversight of the Group's risk management process and monitors the extent of compliance with the requirements of the Statement on Risk Management and Internal Control.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

c. During the financial year, the Group commenced a review of its risk management policy and framework to align with current regulatory requirements and guidelines, while risk identification, assessment and monitoring activities continued to operate under the existing framework.

Control Activities

a. Annual Business Plans are prepared by Management and reviewed and approved by the respective subsidiary Boards prior to submission to Puncak Niaga's EXCO and Board for final approval.

b. A structured budgeting process is in place across the Puncak Niaga Group, whereby annual budgets are prepared, reviewed and approved by the respective Boards and EXCOs before implementation. Actual performance is monitored against approved budgets on a monthly basis, with significant variances reviewed by the Finance Division and Management, and appropriate corrective actions taken where necessary.

c. Tender Committees established within the Puncak Niaga Group operate within their respective limits of authority and, where applicable, provide mandatory recommendations to the Board for approval. These Committees play a key role in promoting transparency, accountability and competitive pricing in the award of contracts. During the year, revisions were made to the Tender Committee structure and the LOA.

d. PNHB obtained accredited certification under ISO 9001:2015 and ISO 37001:2016 (Anti-Bribery Management System) for the provision of project management and construction services for water-related infrastructure, including civil engineering, building, mechanical and electrical works, as well as head office activities.

e. PNCSB obtained accredited certification under ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 for construction services relating to water-related infrastructure, including civil engineering, building, mechanical and electrical works. Compliance with ISO requirements is monitored by designated representatives from PNCSB's project offices and relevant departments.

f. TRIplc Berhad and its subsidiaries, TRIplc FMS Sdn Bhd and TRIplc Medical Sdn Bhd, obtained accredited certification under ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 for quality management systems covering project management, construction and facility management. Compliance with ISO requirements is monitored by TRIplc Berhad's ISO Committee.

g. The Plantation Division, Danum Sinar Sdn Bhd, obtained Malaysian Sustainable Palm Oil ("MSPO") certification on 6 August 2024, which is valid until 5 August 2029. The certification is subject to annual surveillance audits monitored by the MSPO Committee of the Plantation Division.

h. The Puncak Niaga Group maintains insurance programmes to safeguard its assets against potential losses arising from unforeseen events.

i. Self-Assessment Audit Forms listing key internal controls have been developed in-house for relevant Departments within the operating subsidiaries. Departments are required to submit quarterly declarations to the Internal Audit Department on compliance with key internal controls.

j. The Self-Assessment Audit Forms are submitted and monitored via the Audit Monitoring System. For the financial year 2025, 100% of the key internal controls declared in the Self-Assessment Audit Forms were reported to be in compliance with the Group's SOPs and applicable regulations.

Information and Communications

a. Newly approved policies and procedures are communicated through internal memoranda circulated to all employees. Awareness sessions and dissemination through Monthly Staff Assemblies are conducted to ensure effective communication and understanding of such policies and procedures.

b. The Puncak Niaga Group has established a Whistleblowing Policy that encourages employees and external parties to report suspected wrongdoing, malpractice or misconduct, while providing protection to whistleblowers. The policy supports a culture of good corporate governance, integrity and transparency across the Group.

c. Internal and external awareness and training programmes are conducted for Directors, Senior Management and employees to enhance their knowledge, skills and competencies.

d. All whistleblowing reports within the Puncak Niaga Group are escalated to the Audit Committee and the Board, as appropriate.

e. Integrity briefings are conducted for new employees as part of the onboarding programme, covering offences under the MACC Act 2009, Section 17A on Corporate Liability, the Group's Anti-Corruption Policy and Procedures (including the Gift Policy), and the Whistleblowing Policy. As at 31 December 2025, a total of 27 new employees attended these integrity briefings.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Monitoring

a. The Internal Audit Department provides independent assurance by reviewing the control processes implemented by Management in accordance with the approved Annual Audit Plan. In 2025, Internal Audit reported its findings and recommendations to the Audit Committee on five occasions. The duties and responsibilities of the Audit Committee are set out in its approved Terms of Reference.

b. The Internal Audit Department also conducted audits on the declarations made in the Self-Assessment Audit Forms.

c. All Heads of Divisions, Managing Directors and relevant Heads of Department are required to provide written assurances ("Statements of Assurance") to the Executive Chairman confirming that issues highlighted in Internal Audit Reports will be addressed within the stipulated timelines.

BOARD'S ASSESSMENT

The Board performed its annual assessment of the adequacy and effectiveness of the Group's risk management and internal control system, factoring in significant risks, emerging risks, internal audit reports, CSA results, ESG and climate-related risk implications, and remediation progress.

The Board also received written assurance from the CEO and CFO confirming that the Risk Management & Internal Control system operated adequately and effectively in all material respects for the financial year and up to the approval date of this Statement.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to the scope set out in 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 the Annual Report issued by the Malaysian Institute of Accountants ("MIA") for inclusion in the annual report of the Group for the year ended 31 December 2025 and reported to the Board that nothing has come to their attention that cause them to believe that the statement intended to be included in the annual report of the Group, in all material respects:

- has not been prepared in accordance with the disclosures required by paragraphs 7 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor
- is factually inaccurate.

AAPG 3 does not require the external auditors to consider whether the Directors' Statement on Risk Management and Internal Control covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Board of Directors and management thereon.

The auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the problems.

For and on behalf of the Board of Puncak Niaga Holdings Berhad

YBhg Dato' Sri Adenan bin Ab. Rahman
Chairman
Compliance, Internal Control and Risk Policy Committee
31 March 2026

CORPORATE DISCLOSURE POLICY

As a responsible corporate citizen, Puncak Niaga is totally committed to upholding the highest standards of transparency, accountability and integrity in the disclosure of all material information on the Company to the investing public in an accurate, clear, complete and timely manner in accordance with the corporate disclosure requirements as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

THE PRIMARY OBJECTIVES OF PUNCAK NIAGA'S CORPORATE DISCLOSURE POLICY ARE:

1. To promote and maintain market integrity and investor confidence.
2. To provide equal access to the Company's material information in an accurate, clear, timely and complete manner and to avoid selective disclosure to the investing public.
3. To exercise due diligence such that information disseminated to the investing public will be as far as possible accurate, clear, timely and complete.
4. To put in place an efficient management of information procedure that promotes accountability for the dissemination of material information to the investing public.
5. To build good investor relations with the investing public based on the principles of trust, honesty, openness, transparency and sound understanding of the Company.

TO ACHIEVE ITS OBJECTIVES, THE COMPANY WILL ENDEAVOUR TO UNDERTAKE THE FOLLOWING:

1. ESTABLISH POLICIES AND PROCEDURES

- Ensure written policies and procedures of the Company (Puncak Niaga's Corporate Disclosure Policy and Procedure) that encompass the Puncak Niaga's Corporate Disclosure Policy and Procedure and other requirements relating to corporate disclosure as set out in the Main Market Listing Requirements of Bursa Securities.
- Appoint a senior officer of the Company to oversee and coordinate disclosures to ensure the Company complies with the Main Market Listing Requirements of Bursa Securities.
- Ensure that only designated persons are the Company's spokespersons.
- Ensure due compliance with Puncak Niaga's Corporate Disclosure Policy and Procedure.

2. EXERCISE DUE DILIGENCE AND PREPARATION

- Ensure that the persons responsible for disseminating material information to the investing public, exercise due diligence in ensuring that information to be released is accurate, clear, timely and complete.
- Ensure that due care is observed when briefing and responding to analysts, institutional investors, the media and the investing public.

3. USE OF INFORMATION TECHNOLOGY

- Take advantage of current information technology to disseminate information to the investing public.

Our commitment to the above Policy is driven by the Board of Directors of the Puncak Niaga Group and implemented by the Management.

CORPORATE SUSTAINABILITY POLICY

At Puncak Niaga, sustainability is an integral component of our core corporate values. We are committed to promoting sustainability practices in the conduct of our business in a responsible manner for sustainable performance amidst continuing global urbanization and an evolving environment with rising energy needs and depleting non-renewable resources. As an organization, we will strive to continuously enhance our operational efficiency and reduce the environmental footprints of our business activities.

OUR APPROACH TO SUSTAINABILITY IS FOCUSED ON:

PEOPLE

- Our employees whom we provide with a safe and conducive working environment.
- Our customers to whom we deliver quality services as part of our ongoing commitment to being their partner of choice.
- The communities where we operate in where we take corporate responsibility through the conduct of our business operations and foster rapport and engagement with the local communities.

PLANET

- We seek to deliver safe and energy-efficient solutions using innovative technology.
- We seek to reduce the environmental footprints of our activities and services as well as our supply chain and office premises.

PERFORMANCE

- We are committed to achieve sustainable growth and performance in a responsible manner whilst upholding the principles of good corporate governance and maintaining an open and transparent relationship with all of our stakeholders.

To create value for our stakeholders, it is our ongoing commitment to behave ethically in the conduct of our business and provide innovative solutions and quality services and continuously work to improve on our environmental performance, the quality of life of our employees and their families as well as the local communities and society at large and contribute positively to the economic development of our nation.

Our commitment to the above Policy is driven by the Board of Directors of Puncak Niaga Group and implemented by the Management.

CORPORATE SOCIAL RESPONSIBILITY POLICY

Puncak Niaga Holdings Berhad recognises the significance of being an organisation that practises the highest standard of work ethics. As a responsible company to its shareholders, business associates, suppliers, employees and various stakeholders, we therefore take our corporate social responsibility seriously as our vision is to be the leading regional integrated water, wastewater and environmental solutions provider with involvement in concession facilities management services, plantation and property development sectors.

ENVIRONMENTAL

We advocate sustainable environment through managing our daily operation and activities in a responsible manner to minimise activities that could harm the environment and nature. We support a precautionary approach to environmental challenges, undertake initiatives to promote greater environmental responsibilities and encourage the development and diffusion of environmentally friendly technologies.

COMMUNITY

We support philanthropic and charitable giving, support for and active engagement with the local communities through volunteering and other programmes. We also support and encourage our employees to help local community organisations and activities in the areas where we operate in.

STAKEHOLDERS

We protect the interests and priorities of our stakeholders as well as managing risks in order to maximise profits for the success and growth of the Company.

EMPLOYEES

We respect the rights and diversity of our employees, irrespective of race and gender whilst providing a dynamic workplace and equal opportunities, improving employee satisfaction whilst enhancing the intellectual capital through continuous investment in training and development of employees' skills for the Company's quantum growth.

STRATEGIC COLLABORATION AND KNOWLEDGE ENHANCEMENT AT ALL LEVELS

We promote continuous education and knowledge enhancement at all levels through collaborations with local and international higher education institutions and corporations.

We are equally dedicated not only to maintaining the highest ethical standards but also to achieving sustainability, both in our operations and in our impact on the environment for the benefits of our customers, shareholders, stakeholders and business associates. We believe that responsible business practices can unlock value, increase competitiveness, enhance reputations, and increase brand and stakeholders' value for business excellence and corporate sustainability.

HEALTH, SAFETY AND ENVIRONMENTAL POLICY

It is the policy of Puncak Niaga Holdings Berhad and its subsidiaries ("Puncak Niaga Group") to provide, so far as is practicable healthy, safe and environmental friendly workplace for all employees, contractors, visitors, interested members of society and others, and in the spirit of consultation and cooperation, the Management and employees will together strive to achieve goals and objectives of this Policy.

WITHOUT PREJUDICE TO THE GENERALITY OF THE ABOVE STATEMENT, THE POLICY OF PUNCAK NIAGA GROUP IS:

- To provide and maintain a healthy, safe and environmental friendly workplace and system of work, and to continually improve its environment and safety performance;
- To continuously emphasise on the prevention of injury, ill health and pollution in all activities;
- To ensure environmental and safety objectives and targets are set and reviewed;
- To ensure all employees are informed, instructed, trained and supervised on how to perform their jobs safely and without risk to health and without any harm to the environment;
- To investigate all occupational health, safety and environment incidents, and to make corrective measures to ensure the incidents will not recur;
- To comply with all legal and other requirements on health, safety and environment and other good practices which the Group subscribes; and
- To review this policy as and when appropriate and to ensure it is understood by all employees and is available to all interested parties.

QUALITY POLICY

It is the policy of Puncak Niaga Holdings Berhad and its subsidiary ("Puncak Niaga Group") to provide world-class quality services and products, technical expertise, management services and financial assistance to meet its client requirements and satisfaction.

Puncak Niaga Group shall strive to consistently adopt and maintain a quality management system ("QMS") based on all regulated requirements, international recognized standards that ensure a planned, systematic, and proactive approach to quality in all aspects of its work.

Without prejudice to the generality of the above statement, the Quality Policy of Puncak Niaga Group is:

- To provide a safe, harmonious and friendly working environment and continuously equip its employees with knowledge and skills in order to further improve its quality systematically;
- To promote the use of a process approach and risk-based thinking;
- To ensure the objectives and targets of quality are set;
- To satisfy its clients and to meet their standard requirements by continuously improving its processes in order to enhance clients satisfaction and loyalty;
- To achieve continuous improvement across all aspects of quality management system; and
- To review this Quality Policy as and when appropriate and to ensure it is understood by all employees and is available to all relevant parties and stakeholders.

BOARD DIVERSITY POLICY

1.0 PURPOSE AND SCOPE OF APPLICATION

The Policy sets out the approach for achieving diversity for Puncak Niaga Holdings Berhad's Group's Boards of Directors ("Board").

The Policy applies to the Board of Puncak Niaga Holdings Berhad and its Group. It does not apply to diversity in relation to the employees of Puncak Niaga Holdings Berhad Group, all of whom are covered by Puncak Niaga Holdings Berhad's Diversity Policy.

2.0 POLICY STATEMENT

Puncak Niaga Holdings Berhad believes in diversity and values the benefits that diversity can bring to its Board. The Company seeks to maintain a Board comprised talented and dedicated directors with a diverse mix of expertise, skills and backgrounds, which reflect the diverse nature of the business environment in which the Group operates.

In designing the Board's composition, diversity includes but is not limited to, skills, knowledge, industry experience, gender, age, cultural, education and socioeconomic backgrounds, ethnicity and expertise required to achieve effective stewardship and management.

When assessing the Board's composition and performance of the Board, as well as identifying suitable candidates for appointment or re-election to the Board, the Company will consider the benefits of diversity and the needs of the Board in order to maintain an optimum mix of skills, knowledge and experience on the Board.

The Board through the Nomination Committee reviews this Policy annually and assesses its effectiveness in promoting a diverse Board which includes an appropriate number of women directors on the Board. At any given time, the Board may seek to improve one or more aspects of its diversity.

DIVERSITY POLICY

1.0 POLICY STATEMENT

Puncak Niaga Holdings Berhad and its Group of Companies ("the Group") is committed to incorporating diversity into every aspect of our organisation's functions and objectives. The Group recognises diversity as a means of enhancing the Group's performance, improving employee retention, accessing different perspectives and ideas.

Diversity includes, but is not limited to gender, age, ethnicity, religion, beliefs, origin, race and cultural background. It involves leveraging the diverse skills, experiences and talents from different backgrounds within our organisation.

2.0 MEASURABLE OBJECTIVES

The Group recognises diversity and supports national aspirations in providing equal opportunities to its employees regardless of gender, age, ethnicity, religion, beliefs, race and socioeconomic background. The Group believes that the Group's success and competitiveness depends upon its ability to embrace diversity and realise the benefits that diversity brings to the Group, such as:

- The Group is free from any form of discrimination where equal opportunity is given in hiring, training and career advancement of its employees at all levels.
- A diverse workforce from various education backgrounds, experiences, skills, languages and cultural understanding can supply a greater variety of solutions to problems in the workplace and allows a company to provide service to customers on a global basis. It could drive the Group's business success and sustain its competitiveness in all areas of business.
- A diverse workforce inspires our people to perform to their highest ability and encourages them to express their ideas and opinions and attribute a sense of equal value to all.
- In promoting diversity, we seek to identify, develop and implement the appropriate action plans to remove diversity barriers and obstacles in the workplace.

3.0 RESPONSIBILITIES

The Board is responsible to foster an inclusive workplace where each individual is respected and equal opportunity is given to all employees in respect of career development based on performance with a particular focus on participation of female employees on the Group's Board and Senior Management. The Board may seek to improve and set a direction on diversity from time to time to achieve the objectives of this Policy.

DIRECTORS' FIT AND PROPER POLICY

1.0 PURPOSE AND SCOPE OF APPLICATION

The Policy sets out Puncak Niaga Holdings Berhad's Directors' Fit and Proper Policy ("the Policy") in relation to the appointment and re-election of the Directors of Puncak Niaga Holdings Berhad and its Group ("Puncak Niaga Holdings Berhad Group") to ensure that the Directors of Puncak Niaga Holdings Berhad ("the Company") and its Group possess the requisite criteria and qualities to effectively discharge their duties as Directors of Puncak Niaga Holdings Berhad Group as prescribed in paragraph 2.20A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

The Policy shall be read in conjunction with the Board Charter and the Board Diversity Policy of the Company.

2.0 POLICY STATEMENT

Puncak Niaga Holdings Berhad is unreservedly committed to upholding the principles of good corporate governance and ensuring that the Directors of Puncak Niaga Holdings Berhad Group are individuals with the requisite qualities, competence and integrity to discharge their fiduciary duties and responsibilities as Directors of Puncak Niaga Holdings Berhad Group.

3.0 FIT AND PROPER CRITERIA

The Board and the Nomination Committee of the Company shall be responsible for conducting the assessments on the fitness and propriety of the Directors of the Company and its Group on a continuing basis, including the appointment and re-election of Directors of its Group on an annual basis by ensuring that these individuals who are either a Board candidate or Director have demonstrated and met the following fit and proper criteria relating to:-

3.1 Character, Personal Integrity and Reputation

Possesses personal qualities such as honesty, integrity, diligence, independence of mind and fairness and display an ongoing disciplined commitment to high ethical standards:

- Is not or has been the subject of any proceedings of a disciplinary or criminal nature or any investigation which might lead to such proceedings by the regulatory authorities or any court of law in Malaysia or elsewhere.
- Is not in contravention or convicted by a court of law of any written laws relating to dishonesty, bribery, fraud, corruption or malpractice in Malaysia or elsewhere where the conviction involved a finding that the Board candidate or Director had been personally found to have committed such acts.
- Is not in contravention of any requirements or standards of any regulatory body or professional body regulating the profession of the Board candidate or Director.
- Is not engaged or associated with any business practices which are deceitful, oppressive or other improper conduct which may discredit the Board candidate's or Director's personal professional conduct, honesty or integrity.
- Is not an individual who was a director or had held a position of responsibility in the management of a company that has gone into receivership, insolvency or involuntary liquidation or convicted by a court of law whether in Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation.
- Is an individual with financial integrity who manages his or her own personal debts and personal financial affairs prudently and has not been the subject of a judgment debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.
- Is an individual of good reputation in the professional, financial, business community and industry.

3.0 FIT AND PROPER CRITERIA (CONTINUED)

3.2 Experience and Competence

- Possesses the requisite qualifications, skills, ability to carry out the duties and responsibilities as Directors and have the appropriate knowledge, understanding and experience of the conduct of the business, as well as the laws, customs and values that governs the activities of Puncak Niaga Holdings Berhad Group.
- Possesses general management skills, financial literacy as well as understanding of good corporate governance, enterprise risk management and sustainability issues.
- Attends continuous training and professional development to keep abreast with the latest developments, best practises and knowledge in the industry, regulatory framework, global trends.
- Possesses the relevant skills, experience, professionalism and industry knowledge to meet the Company's strategic objectives and the demands of the evolving landscape of the business segments of Puncak Niaga Holdings Berhad Group.

3.3 Time and Commitment

- Devotes the time and commitment to fully discharge the duties and responsibilities as a Director of Puncak Niaga Holdings Berhad Group effectively after taking into consideration other external directorships or positions held or other commitments which are not within Puncak Niaga Holdings Berhad Group, if any.
- Participates actively in the Board's activities.
- Objectively discharges duties and responsibilities at all times in the best interests of Puncak Niaga Holdings Berhad Group and keeps abreast of the responsibilities as a Director of Puncak Niaga Holdings Berhad Group and of the conduct, business activities and developments of the Company and its Group.
- Is committed to achieving the highest level of ethical business conduct and promotes a good corporate governance culture which reinforces ethical, prudent and professional behaviour within the Company and its Group.

DIRECTORS' AND KEY SENIOR MANAGEMENT'S CONFLICT OF INTEREST POLICY

1.0 PURPOSE AND SCOPE OF APPLICATION

The Policy sets out Puncak Niaga Holdings Berhad's Directors' and Key Senior Management's Conflict of Interest Policy ("the Policy") to ensure that the Directors and Key Senior Management of Puncak Niaga Holdings Berhad ("Puncak Niaga" or "the Company") and its Group ("Puncak Niaga Holdings Berhad Group" or "the Group") adheres to the procedures governing any conflict of interest ("COI"), potential COI and interest in competing business involving the Directors and Key Senior Management of Puncak Niaga and the Group as stipulated under the relevant provisions of the Companies Act, 2016 ("CA"), Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries issued by Securities Commission Malaysia, Guidance on Conflict of Interest (ICN 1/2023) issued by Bursa Malaysia Securities Berhad, Corporate Governance Guide and the relevant requirements under the Main Market Listing Requirements ("LR") of Bursa Malaysia Securities Berhad and any other relevant regulatory requirements, where applicable.

The Policy applies to all Directors and all Key Senior Management (namely, Managing Directors, Executive Directors and Chief Financial Officer) of the Company and the Group.

The Policy shall be read in conjunction with the Board Charter, Directors' Code of Conduct and Employees' Code of Conduct and Ethics of the Company and shall be subject to periodic review from to time, where necessitated.

2.0 POLICY STATEMENT

Puncak Niaga Holdings Berhad is unreservedly committed to upholding the principles of good corporate governance and ensuring that all Directors and Key Senior Management of Puncak Niaga and the Group act in the best interests of the Company and the Group at all times and to avoid any COI or potential COI or interest in competing business involving the Directors or Key Senior Management of Puncak Niaga and the Group with the Company and the Group.

3.0 DEFINITION OF CONFLICT OF INTEREST AND POTENTIAL CONFLICT OF INTEREST

3.1 A Conflict of Interest ("COI") refers to situations where:-

3.1.1 the interests of a Director or Key Senior Management of the Company or the Group who are persons in position of trust, interfere, or appear to interfere, with the interests of the Company or the Group; or

3.1.2 the said Director or Key Senior Management of the Company or the Group has interests that may make it difficult for him/her to perform his or her role objectively and effectively.

3.2 A potential COI is a COI that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the said Director or Key Senior Management of the Company or the Group.

3.3 A COI situation occurs when a Director's or Key Senior Management's personal interests conflict with his/her duty to act in the best interests of the Company and the Group such that it could improperly influence the performance of his/her fiduciary duties and responsibilities to the Company and the Group.

3.4 The term "personal interests" may also arise from the interests of persons associated to a Director or Key Senior Management of the Company or the Group defined as "Close Relationship" in paragraph 5.2.2 of the Policy. A COI situation may be actual or potential and includes, but are not limited to, the following situations:-

3.4.1 financial and pecuniary interest, or non-financial interest; and/or

3.4.2 legitimate private-capacity activities, personal affiliations and associations and family interests where the said interest could reasonably be considered likely to improperly influence the Director's or Key Senior Management's discharge of his/her fiduciary duties and responsibilities towards the Company and the Group.

DIRECTORS' AND KEY SENIOR MANAGEMENT'S CONFLICT OF INTEREST POLICY

4.0 CIRCUMSTANCES WHICH CONSTITUTE OR MAY GIVE RISE TO A CONFLICT OF INTEREST SITUATION

4.1 A COI may be actual or potential and may be financial or non-financial in nature.

4.2 Examples of COI situations involving a Director or Key Senior Management of the Company or the Group which are non-exhaustive are as follows:

4.2.1 has interest in a contract or proposed contract with the Company or the Group;

4.2.2 uses his or her position as a Director or Key Senior Management to gain a benefit for himself/herself or any other person or cause detriment to the Company or the Group;

4.2.3 uses the property or resources of the Company or the Group for his or her personal purpose or business;

4.2.4 channels benefits or resources meant for the Company or the Group to a company in which he or she has an interest;

4.2.5 discloses trade secrets of the Company or the Group to a competitor where he or she has an interest;

4.2.6 engages in a business which is in competition with the Company or the Group;

4.2.7 prioritises his or her private venture by depriving the Company or the Group from an identified business opportunity of the Company or the Group;

4.2.8 leverages on the Company's or the Group's business proposals or development plans of the Company's or the Group's lands by disclosing the Company's or the Group's business proposals to a competitor or his/her private company or acquiring adjacent lands to the Company's or the Group's lands using the said Director's or Key Senior Management's private company;

4.2.9 is involved in a business which offers similar products or services that are likely to replace or substitute the products or services offered by the Company or the Group;

4.2.10 holds an office or directorship in companies who are competitors of the Company or the Group; or

4.2.11 provides financial assistance to, or receives financial assistance from, the Company or the Group on terms and conditions which are more favourable to the said Director or Key Senior Management than normal commercial terms.

4.3 Examples of potential COI situations involving a Director or Key Senior Management of the Company or the Group which are non-exhaustive are as follows:

4.3.1 The said Director or Key Senior Management of the Company or the Group has a similar business with the Company or the Group in a geographical location where the Company or the Group is not currently operating in, but which the Company or the Group may expand its venture in subsequently; or

4.3.2 The said Director or Key Senior Management of the Company or the Group purchases substantial building materials for the construction of his or her own personal property at a massive discount from a contractor which had been shortlisted as one of the contractors for the Company's or the Group's projects. There could be a potential COI as the said Director or Key Senior Management of the Company or the Group may favour awarding the Company or the Group's projects to the contractor that gave him/her the discount.

DIRECTORS' AND KEY SENIOR MANAGEMENT'S CONFLICT OF INTEREST POLICY

5.0 STEPS TO OBSERVE IN DEALING WITH CONFLICT OF INTEREST SITUATIONS

5.1 Contracts with the Company and the Group

5.1.1 Directors and Key Senior Management of the Company and the Group are permitted to deal with the Company or the Group provided that full disclosure of the relevant facts are made to the Company or the Group and the shareholders' approval is obtained, where required under the provisions of the CA and the LR and/or any other relevant regulatory requirements and the specific criteria and thresholds stipulated in the CA and LR which, if triggered, shall require the consent or ratification of the shareholders of the Company at a general meeting for the said transaction.

5.1.2 A Declaration on COI or potential COI shall be served by the said Director or Key Senior Management of the Company or the Group to the Board of Directors of the Company and/or EXCO of the Company, as the case may be, by way of a written notice to all members of the Board of Directors and copied to the Company Secretary; and, if the transaction or arrangement is to be deliberated at the Board Meeting and/or EXCO Meeting, as the case may be, such Declaration on COI shall be served before the commencement of the said Board Meeting and/or EXCO Meeting, as the case may be.

5.2 Duty to disclose

5.2.1 A Director or Key Senior Management of the Company or the Group who has an interest, direct or indirect, in any material transaction or arrangement with the Company or the Group, or, holds an office or possesses any property where his/her duties or interests as a Director or a Key Senior Management of the Company or the Group may create a conflict with his/her duties or interests as a Director or a Key Senior Management of the Company or the Group, shall, as soon as practicable after the facts have come to the Director's or Key Senior Management's knowledge, or, after possessing the property (as the case may be), shall:-

a) make a declaration of the full facts and nature of his/her interests at a Board Meeting and/or EXCO Meeting, as the case may be;
b) abstain and not participate in any discussion and decision making on the contract or proposed contract at the Board Meeting and/or EXCO Meeting, as the case may be; and
c) not vote on the contract or proposed contract.

5.2.2 The Director or Key Senior Management of the Company or the Group is also required to make full disclosure where a material transaction or arrangement of the Company or the Group involves the interest of the Director's or Key Senior Management's Close Relationship.

"Close Relationship" means:-

(i) a person who is a family member of the Director or Key Senior Management of the Company or the Group, where "family" shall have the same as stipulated in Bursa Malaysia Securities Berhad's Main Market Listing Requirements:-

a) spouse;
b) parent;
c) child including an adopted child and step-child;
d) brother or sister; and
e) spouse of the person referred to in (c) and (d) above.

DIRECTORS' AND KEY SENIOR MANAGEMENT'S CONFLICT OF INTEREST POLICY

5.0 STEPS TO OBSERVE IN DEALING WITH CONFLICT OF INTEREST SITUATIONS (CONTINUED)

5.2 Duty to disclose (continued)

5.2.2 The Director or Key Senior Management of the Company or the Group is also required to make full disclosure where a material transaction or arrangement of the Company or the Group involves the interest of the Director's or Key Senior Management's Close Relationship. (continued)

"Close Relationship" means (continued):-

(ii) a person who is a director, major shareholder, partner, or a person with executive powers of an entity or organisation;

(iii) is a family member of the person referred in paragraph 5.2.2 (ii) above; and

(iv) is a person who is accustomed or is under an obligation, whether formal or informal, to act in accordance with the directions, instructions, or wishes of that other person.

5.2.3 Where there is any change in the nature and extent of the Director's or Key Senior Management's interest subsequent to the disclosure, that Director or Key Senior Management shall make further disclosure of such changes to the Company or the Group.

5.2.4 The interested Director or Key Senior Management of the Company or the Group shall not be present during the deliberations at the Board Meeting and/or EXCO Meeting, as the case may be, to consider the material transaction or arrangement and shall not participate in the discussions or voting of the resolution to approve the transaction or arrangement. If he or she is present at the start of the Board Meeting and/or EXCO Meeting, as the case may be, that interested Director or Key Senior Management concerned shall take leave from the Board Meeting and/or EXCO Meeting, as the case may be, and leave the Meeting Room. The remaining members of the Board of Directors and/or remaining members of the EXCO, as the case may be, can then proceed to deliberate and vote on the resolution to approve the said transaction or arrangement.

The interested Director or Key Senior Management may however be counted to meet the quorum at the Board Meeting and/or EXCO Meeting, as the case may be, save and except where the sole agenda at the Board Meeting and/or EXCO Meeting, as the case may be, relates to the said material transaction or arrangement.

5.3 Oversight of the Audit Committee of the Company

5.3.1 The Audit Committee of the Company shall review and report any COI or potential COI situations to the Board of Directors of the Company on any related party transactions, COI and/or potential COI situations that arose, persist or may arise within the Company or the Group including a transaction, procedure or course of conduct that raises questions of the interested Director's or Key Senior Management's integrity and the measures taken by the Company or the Group to resolve, eliminate, or mitigate such COI situations.

5.3.2 The Audit Committee Report of the Company shall disclose any COI or potential COI situations, if any, which have been reviewed by the Audit Committee of the Company (excluding related party transactions which are subject to specific disclosure requirements pursuant to Chapter 10 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements), and the measures taken by the Company or the Group to resolve, eliminate, or mitigate such COI situations for inclusion in the Annual Reports of the Company which are published on an annual basis.

STATEMENT ON DIRECTORS' RESPONSIBILITY FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Group and of the Company have been drawn up in accordance with the applicable approved accounting standards in Malaysia and the requirements of the Companies Act, 2016. The Directors take responsibility in ensuring that the financial statements give a true and fair view of the financial position of the Group and of the Company as of 31 December 2025 and of the financial performance and the cash flows of the Group and of the Company for the financial year then ended.

In preparing the financial statements, the Directors have:

- Selected suitable accounting policies and applied them consistently;
- Made judgements and estimates that are reasonable and prudent;
- Ensured that all applicable accounting standards have been followed; and
- Made an assessment of the Group's and of the Company's ability to continue as a going concern.

The Board has the overall responsibility to take all steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect frauds and other irregularities.

APPROACHING OUR FINANCIAL STATEMENTS

The purpose of financial statements is to communicate the Group's financial information to its stakeholders. This section is to assist and guide the readers to understand our financial information by explaining the functions and relationships between the essential financial statements: the statements of profit or loss and other comprehensive income, the statements of financial position and the statements of cash flows. For comprehensive and authoritative definitions and explanations, readers should refer to the relevant accounting standards.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Financial performance measured by recording the flow of income and expenses over a period of time

This statement is to present all income or expenses in a performance statement during the financial year.

Please refer to Statements of Profit or Loss and Other Comprehensive Income on pages 178 to 179.

STATEMENTS OF FINANCIAL POSITION

A snapshot of all the assets the company owns and all the claims against those assets, as at a point in time

This statement sums up the Group's noncurrent assets and working capital, debts and other non-current liabilities and owners' equity at 31 December 2025.

Please refer to Statements of Financial Position on pages 176 to 177.

STATEMENTS OF CASH FLOWS

A statement that provides an overview of the cash inflows and outflows of the Company over a period of time

This statement divides the cash flows during the financial year into operating, investing and financing cash flows.

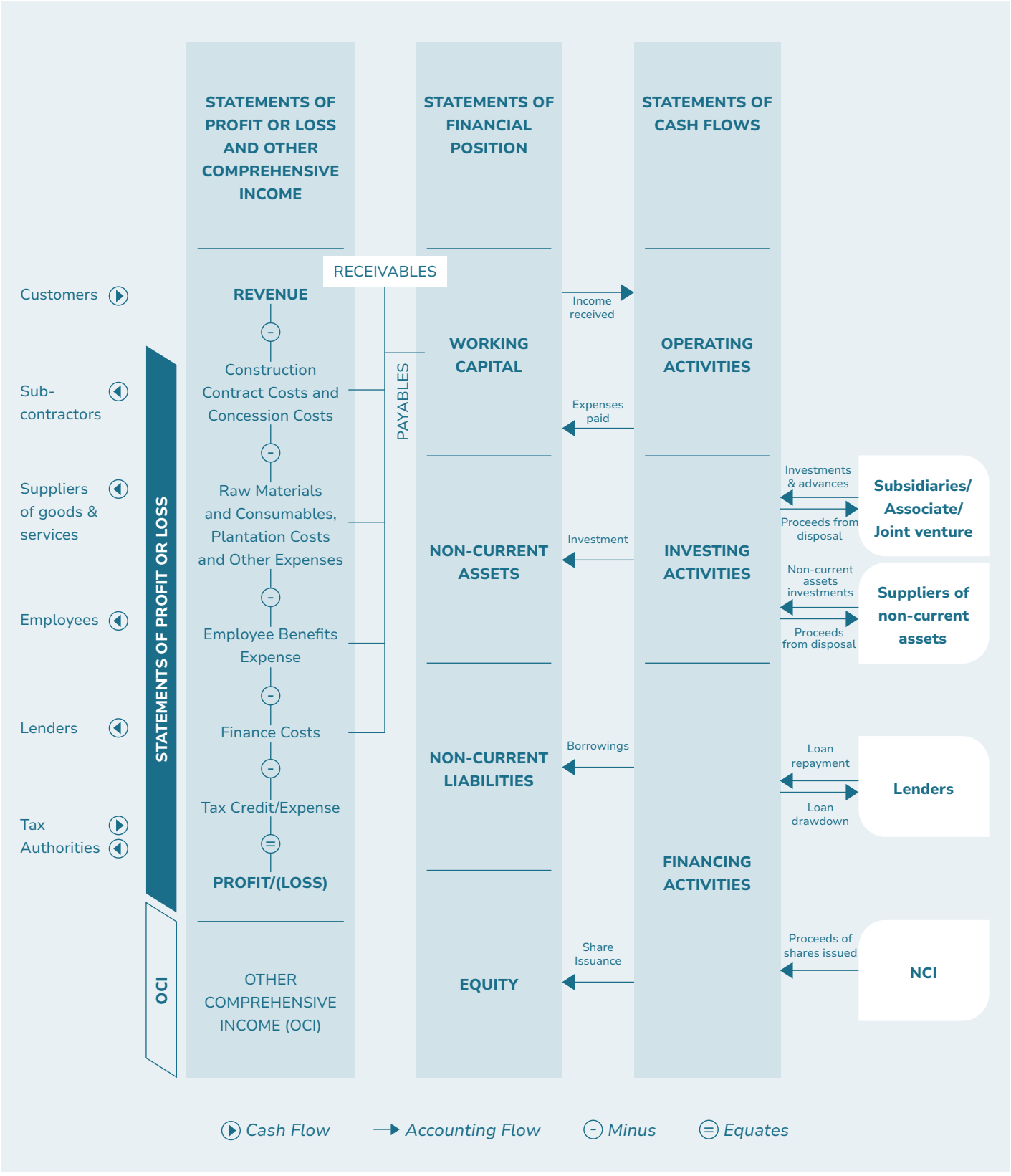
Operating cash flows are the cash inflows and outflows from working capital.

Investing cash flows are the cash flows arising from the purchase or disposal of noncurrent assets.

Financing cash flows represent the cash flows between the Group, its lenders and Non-Controlling Interest ("NCI").

Please refer to Statements of Cash Flows on pages 183 to 186.

APPROACHING OUR FINANCIAL STATEMENTS



DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2025:

"Company", "PNHB" or "Puncak"	:	Puncak Niaga Holdings Berhad
"D44 Project"	:	Pakej D44 - Pembinaan Rangkaian Paip Pembetungan di Bunus, Kuala Lumpur (Reka dan Bina)
"Group"	:	Puncak Niaga Holdings Berhad and its subsidiaries
"PNCSB"	:	Puncak Niaga Construction Sdn. Bhd.
"PNMSSB"	:	Puncak Niaga Management Services Sdn. Bhd.
"TRIplc"	:	TRIplc Berhad

DIRECTORS' REPORT

For the Year Ended 31 December 2025

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

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding, whilst the principal activities of the subsidiaries are disclosed in Note 8 to the financial statements. There has been no significant change in the nature of the principal activities.

RESULTS

	Group RM'000	Company RM'000
(Loss)/Profit for the year	(25,380)	4,025
(Loss)/Profit attributable to:		
Owners of the Company	(22,944)	4,025
Non-controlling interests	(2,436)	-
	(25,380)	4,025

RESERVES AND PROVISIONS

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

DIVIDEND

No dividend was paid during the financial year ended 31 December 2025 and the Directors do not recommend the payment of any dividend for the financial year under review.

DIRECTORS OF THE COMPANY

Directors who served during the financial year until the date of this report are:

Tan Sri Rozali bin Ismail
Azlan Shah bin Rozali
Dato' Sri Adenan bin Ab. Rahman
Prof Emeritus Datuk Dr Marimuthu a/l Nadason
YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj
Datuk LSr Haji Johari bin Wahab
Haji Noor Faiz bin Hassan

DIRECTORS' INTERESTS IN SHARES

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

	Number of ordinary shares			
Name of Director	**1.1.2025**	**Acquired**	**Sold**	**31.12.2025**
Direct Interest:				
Ordinary shares of the Company				
Azlan Shah bin Rozali	**491,300**	**-**	**-**	**491,300**
Deemed Interest:				
Ordinary shares of the Company				
Tan Sri Rozali bin Ismail *	**175,140,824**	**-**	**-**	**175,140,824**
Datuk LSr Haji Johari bin Wahab **	**1,050**	**-**	**-**	**1,050**

* Deemed interest by virtue of 100% shareholding interest in Central Plus (M) Sdn. Bhd. and Corporate Line (M) Sdn. Bhd., both are substantial corporate shareholders of the Company, of which 5% is held in his own name and 95% in his spouse's and children's names.

** Deemed interest by virtue of shares held in his brother's name.

By virtue of his interests in the shares of the Company, Tan Sri Rozali bin Ismail is also deemed interested in the shares of the subsidiaries during the financial year to the extent that Puncak Niaga Holdings Berhad has an interest.

None of the other Directors holding office at 31 December 2025 had any interest in the shares of the Company and of its related corporations during the financial year.

DIRECTORS' BENEFITS

Total Directors' remuneration incurred by the Group and the Company for the financial year ended 31 December 2025 was RM3,495,000 (2024: RM3,627,000) and RM552,000 (2024: RM649,000) respectively. Further details are disclosed in Note 29 to the financial statements.

Since the end of the previous financial year, no Director has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of remuneration received or due and receivable by the Directors or the fixed salary of a full-time employee of the Company as shown in Note 29 to the financial statements) by reason of a contract made by the Company or a related corporation with any 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.

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

DIRECTORS' REPORT

For the Year Ended 31 December 2025

ISSUE OF SHARES AND DEBENTURES

During the financial year, there were no changes in the issued and paid-up capital of the Company. The Company has not issued any debentures during the financial year.

TREASURY SHARES

During the financial year ended 31 December 2025, there were no movements in treasury shares.

As at 31 December 2025, the Company held 2,036,800 of the Company's ordinary shares as treasury shares, amounting to RM5,941,000.

OPTIONS GRANTED OVER UNISSUED SHARES

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

INDEMNITY AND INSURANCE COSTS

During the financial year, there was no indemnity cost for Directors or Officers of the Company. The insurance cost for Directors and Officers liability of the Group and of the Company was RM124,210.

QUALIFICATION OF SUBSIDIARIES' FINANCIAL STATEMENTS

There is no qualification for the auditors' report on the audit of the financial statements of the Company's subsidiaries.

OTHER STATUTORY INFORMATION

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

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

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

OTHER STATUTORY INFORMATION (CONTINUED)

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

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

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

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

(iv) not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements misleading.

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

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

(ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

In the opinion of the Directors:

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

(ii) the results of operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and

(iii) 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 to affect substantially the results of the operations of the Group and of the Company for the current financial year in which this report is made.

DIRECTORS' REPORT

For the Year Ended 31 December 2025

LIST OF DIRECTORS OF SUBSIDIARIES

Pursuant to Section 253 of the Companies Act 2016 in Malaysia, the list of Directors of the subsidiaries (excluding Directors who are also Directors of the Company) during the financial year and up to the date of this report are as follows:

Faridatulzakiah binti Mohd Bakhry
Syed Badli Shah bin Syed Mansoor
Taufik Afendy bin Othman
Lim Mun Lee
Tan Sri Datuk Ling Chiong Ho
Mohd Sukrie bin Mat Zin
Wong Ko Hock
Dr Gabriel Peter Salgo
Johanna Sammet
Chandran s/o Urath Sankaran Nair
Hafizah binti Ahmat
YAM Tengku Sulaiman Shah ibni Sultan Abdul Aziz Shah (Appointed on 14 July 2025)
Steve Paul David (Resigned on 2 July 2025)
Agan Khairil bin Mat Hairi (Resigned on 2 July 2025)
Mohammad Shahree bin Shamsuddin (Resigned on 31 December 2025)
Prof Dato' Dr Mohd Zainul Fithri bin Othman (Ceased as Director on 20 January 2025)
YBM Dato' Tengku Rozanna Petri binti Tengku Mohamed Nasrun (Ceased as Director on 22 December 2025)
YM Tengku Mohamad Ridzman (Ceased as Director on 22 December 2025)

SIGNIFICANT EVENTS

Significant events during the financial year

(i) Extension of Time ("EoT") for Projek Pembinaan Loji Rawatan Kumbahan Serantau dan Rangkaian Paip Pembetungan di Bandar Kuantan, Pahang (Reka dan Bina) ("Kuantan Project")

On 17 June 2025, PNCSB obtained EoT No. 5 from 26 June 2025 to 8 June 2026 to complete the Kuantan Project from Jalur Cahaya Sdn. Bhd..

(ii) Extension of Time ("EoT") for Projek Cadangan Membina Loji Rawatan Air Bukit Chupak (10JLH) dan Menaiktaraf Sistem Agihan Di Jajahan Gua Musang, Kelantan ("Kelantan Project")

On 4 December 2025, PNCSB obtained EoT No.5 from 3 December 2025 to 27 February 2026 to complete the Kelantan Project from Pembinaan Era Dinamik Sdn. Bhd..

Significant event subsequent to the financial year

(iii) Extension of Time ("EoT") for Kelantan Project

On 30 March 2026, PNCSB obtained EoT No.6 from 27 February 2026 to 28 April 2026 to complete the Kelantan Project from Pembinaan Era Dinamik Sdn. Bhd..

AUDITORS

The auditors, Grant Thornton Malaysia PLT, have expressed their willingness to continue in office.

The amount of audit and other fees paid or payable to the auditors by the Group and the Company for the financial year ended 31 December 2025 are as follows:

	Group RM'000	Company RM'000
Grant Thornton Malaysia PLT and its member firms	506	77
Other auditors	29	-
	535	77

To the extent permitted by law, the Group and the Company have agreed to indemnify its auditors, Grant Thornton Malaysia PLT, as part of the terms of its audit engagement against claims by third parties arising from the audit. No payment has been made to indemnify Grant Thornton Malaysia PLT during the financial year and since the end of the financial year.

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

Tan Sri Rozali bin Ismail
Director

Azlan Shah bin Rozali
Director

Shah Alam

Date: 31 March 2026

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Assets					
Non-current assets					
Property, plant and equipment	4	**448,371**	460,116	**2**	3
Investment properties	5	**611,565**	608,897	**168,000**	165,200
Bearer biological assets	6	**284,861**	303,168	**-**	-
Concession asset	7	**3,367**	3,767	**-**	-
Investment in subsidiaries	8	**-**	-	**1,172,306**	1,150,246
Investment in associate	9	**-**	-	**-**	-
Deferred tax assets	10	**42,288**	40,900	**-**	-
Trade and other receivables	14	**708,967**	744,565	**-**	-
		2,099,419	2,161,413	**1,340,308**	1,315,449
Current assets					
Inventories	11	**2,750**	2,554	**-**	-
Fresh fruit bunches	12	**4,753**	2,765	**-**	-
Contract assets	13	**6,065**	2,301	**-**	-
Trade and other receivables	14	**217,767**	207,704	**1,447**	1,335
Short-term investments	15	**110,617**	113,769	**27,618**	56,026
Tax recoverable		**692**	4,575	**-**	-
Cash and cash equivalents	16	**126,313**	148,649	**13,881**	18,665
		468,957	482,317	**42,946**	76,026
Assets held for sale	17	**100,225**	98,625	**98,625**	98,625
		569,182	580,942	**141,571**	174,651
Total assets		**2,668,601**	2,742,355	**1,481,879**	1,490,100

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Equity and liabilities					
Equity attributable to owners of the Company					
Share capital	18.1	**554,663**	554,663	**554,663**	554,663
Treasury shares	18.2	**(5,941)**	(5,941)	**(5,941)**	(5,941)
Reserves		**45,345**	97,932	**-**	-
Retained earnings		**557,289**	527,646	**849,891**	845,866
		1,151,356	1,174,300	**1,398,613**	1,394,588
Non-controlling interests	8.5	**17,744**	20,180	**-**	-
Total equity		**1,169,100**	1,194,480	**1,398,613**	1,394,588
Non-current liabilities					
Loans and borrowings	19	**845,650**	834,494	**-**	-
Concession liability	7	**81,957**	86,662	**-**	-
Deferred tax liabilities	10	**131,246**	137,007	**11,910**	11,630
		1,058,853	1,058,163	**11,910**	11,630
Current liabilities					
Loans and borrowings	19	**198,419**	230,929	**-**	-
Trade and other payables	20	**215,192**	227,351	**71,344**	82,420
Provision for foreseeable loss	21	**25,397**	29,099	**-**	-
Tax payable		**1,640**	2,333	**12**	1,462
		440,648	489,712	**71,356**	83,882
Total liabilities		**1,499,501**	1,547,875	**83,266**	95,512
Total equity and liabilities		**2,668,601**	2,742,355	**1,481,879**	1,490,100

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year Ended 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Revenue	22	**191,173**	164,896	**32,200**	97,500
Other income		**20,817**	50,821	**2,898**	10,501
Finance income		**6,980**	6,886	**1,326**	1,000
Items of expense					
Construction contract costs		**(45,291)**	(22,565)	**-**	-
Plantation costs		**(17,302)**	(23,437)	**-**	-
Concession costs		**(28,716)**	(23,322)	**-**	-
Raw materials and consumables		**-**	(1,314)	**-**	-
Employee benefits expense	23	**(33,318)**	(38,653)	**(1,946)**	(1,076)
Impairment losses on other assets		**(600)**	-	**(24,004)**	(67,197)
Net reversal/(provision) on impairment of financial instruments and contract assets		**257**	6,738	**(28)**	206,724
Reversal for foreseeable loss	21	**3,702**	-	**-**	-
Depreciation and amortisation expenses		**(30,636)**	(25,314)	**(1)**	(4)
Other expenses		**(25,746)**	(156,612)	**(5,649)**	(238,385)
Finance costs	24	**(67,135)**	(70,044)	**(376)**	(1,501)
Share of results of equity accounted entity		**(39)**	(51)	**-**	-
(Loss)/Profit before tax	25	**(25,854)**	(131,971)	**4,420**	7,562
Tax credit/(expense)	26	**474**	421	**(395)**	(7,165)
(Loss)/Profit for the year		**(25,380)**	(131,550)	**4,025**	397

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Year Ended 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
(Loss)/Profit for the year (continued)		**(25,380)**	(131,550)	**4,025**	397
Other comprehensive income					
Item that is or may be reclassified subsequently to profit or loss					
Foreign currency translation	27	**-**	1	**-**	-
Total comprehensive (expense)/income for the year		**(25,380)**	(131,549)	**4,025**	397
(Loss)/Profit attributable to:					
Owners of the Company		**(22,944)**	(131,778)	**4,025**	397
Non-controlling interests	8.5	**(2,436)**	228	**-**	-
		(25,380)	(131,550)	**4,025**	397
Total comprehensive (expense)/income attributable to:					
Owners of the Company		**(22,944)**	(131,777)	**4,025**	397
Non-controlling interests		**(2,436)**	228	**-**	-
		(25,380)	(131,549)	**4,025**	397
Loss per ordinary share (sen per share):					
Basic/Diluted	28	**(5.13)**	(29.46)		

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

STATEMENTS OF CHANGES IN EQUITY

For the Year Ended 31 December 2025

Group	Note	Attributable to owners of the Company		
		Non-distributable		
		Share capital RM'000	Treasury shares RM'000	Foreign currency translation reserve RM'000
At 1 January 2024		554,663	(5,941)	931
Foreign currency translation		-	-	1
Total other comprehensive income	27	-	-	1
(Loss)/Profit for the year		-	-	-
Total comprehensive income/(expense)		-	-	1
Contributions by owners of the Company:				
Additional subscription of shares by non-controlling interest in a subsidiary		-	-	-
Total transaction with owners of the Company		-	-	-
At 31 December 2024		**554,663**	**(5,941)**	**932**
Loss and total comprehensive expense for the year		**-**	**-**	**-**
Transfer of reserves to retained earnings due to struck off a sub-subsidiary		**-**	**-**	**(40,634)**
At 31 December 2025		**554,663**	**(5,941)**	**(39,702)**

STATEMENTS OF CHANGES IN EQUITY

For the Year Ended 31 December 2025

		Distributable			
Revaluation reserve RM'000	Other reserve RM'000	Retained earnings RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
117,014	(20,014)	659,424	1,306,077	19,462	1,325,539
-	-	-	1	-	1
-	-	-	1	-	1
-	-	(131,778)	(131,778)	228	(131,550)
-	-	(131,778)	(131,777)	228	(131,549)
-	-	-	-	490	490
-	-	-	-	490	490
117,014	**(20,014)**	**527,646**	**1,174,300**	**20,180**	**1,194,480**
-	**-**	**(22,944)**	**(22,944)**	**(2,436)**	**(25,380)**
-	**(11,953)**	**52,587**	**-**	**-**	**-**
117,014	**(31,967)**	**557,289**	**1,151,356**	**17,744**	**1,169,100**

STATEMENTS OF CHANGES IN EQUITY

For the Year Ended 31 December 2025

	Attributable to owners of the Company			
	Non-distributable		Distributable	
Company	Share capital RM'000	Treasury shares RM'000	Retained earnings RM'000	Total equity RM'000
At 1 January 2024	554,663	(5,941)	845,469	1,394,191
Profit and total comprehensive income for the year	-	-	397	397
At 31 December 2024	**554,663**	**(5,941)**	**845,866**	**1,394,588**
Profit and total comprehensive income for the year	**-**	**-**	**4,025**	**4,025**
At 31 December 2025	**554,663**	**(5,941)**	**849,891**	**1,398,613**

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

STATEMENTS OF CASH FLOWS

For the Year Ended 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Cash flows from operating activities					
Receipts from customers		**218,368**	225,010	**-**	-
Other income		**4,113**	3,124	**112**	217
Payments for operating expenses		**(111,439)**	(159,766)	**(13,972)**	(33,114)
Payments to contractors		**(52,560)**	(34,041)	**-**	-
Cash from/(used in) operations		**58,482**	34,327	**(13,860)**	(32,897)
Tax paid		**(4,898)**	(13,708)	**(168)**	(5,947)
Interest received		**5,962**	6,732	**334**	523
Net cash generated from/(used in) operating activities		**59,546**	27,351	**(13,694)**	(38,321)
Cash flows from investing activities					
Acquisition of property, plant and equipment	(ii)	**(584)**	(1,847)	**-**	-
Proceeds from disposal of property, plant and equipment		**-**	221	**-**	-
Proceeds from disposal of investment properties		**-**	24,309	**-**	-
Additions of bearer biological assets	(iii)	**-**	(2,273)	**-**	-
Investment in ordinary shares of a subsidiary	8.1(a)(i)	**-**	-	**-**	(510)
Investment in redeemable preference shares of a subsidiary	8.1(b)(ii)	**-**	-	**(27,000)**	(27,149)
Disposal of investment in subsidiary companies:					
- Proceeds from disposal, net cash and cash equivalents disposed off	8.3(b)	**-**	80,206	**-**	-
- Proceeds received deemed disposal price	8.3(b)	**4,402**	-	**-**	-
- Tax paid on capital gains tax		**-**	(1,672)	**-**	-
Dividends received from a subsidiary	22	**-**	-	**32,200**	97,500
Net advances to subsidiaries		**-**	-	**(33,873)**	(64,959)
Net advance to joint venture		**-**	-	**(39)**	(51)

STATEMENTS OF CASH FLOWS

For the Year Ended 31 December 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Cash flows from investing activities (continued)					
Net proceeds from/(Additions of) short-term investments		**4,144**	(14,430)	**29,400**	(21,352)
Assets held for sale:					
- Received of earnest deposits	17	**10,032**	61,213	**10,000**	61,213
- Tax refunded/(paid) on real property gains tax		**1,437**	(9,137)	**(1,397)**	(6,303)
Net cash from investing activities		**19,431**	136,590	**9,291**	38,389
Cash flows from financing activities					
Subscription of shares in a subsidiary by non-controlling interest		**-**	490	**-**	-
Decrease/(Increase) in pledged deposit		**10,279**	7,590	**(268)**	(283)
Interest paid		**(76,040)**	(69,017)	**(371)**	(1,493)
Proceeds from loans and borrowings		**255,000**	-	**-**	-
Repayment of loans and borrowings		**(278,900)**	(87,792)	**-**	-
Payment of lease liabilities		**(1,347)**	(2,101)	**-**	-
Net cash used in financing activities		**(91,008)**	(150,830)	**(639)**	(1,776)
Net (decrease)/increase in cash and cash equivalents		**(12,031)**	13,111	**(5,042)**	(1,708)
Effects of exchange rate changes on cash held		**(11)**	(18)	**(10)**	(22)
Cash and cash equivalents at 1 January		**116,191**	103,098	**6,392**	8,122
Cash and cash equivalents at 31 December	(i)	**104,149**	116,191	**1,340**	6,392

STATEMENTS OF CASH FLOWS
For the Year Ended 31 December 2025

(i) Cash and cash equivalents

Cash and cash equivalents included in the statements of cash flows comprise the following statements of financial position amounts:

	Note	Group 2025 RM'000	Group 2024 RM'000	Company 2025 RM'000	Company 2024 RM'000
Deposits with licensed banks	16	**45,328**	68,178	**12,541**	12,273
Cash and bank balances	16	**80,985**	80,471	**1,340**	6,392
		126,313	148,649	**13,881**	18,665
Less:					
Cash and bank balances pledged	16	**(22,164)**	(32,443)	**(12,541)**	(12,273)
Bank overdraft	19	**-**	(15)	**-**	-
		104,149	116,191	**1,340**	6,392

(ii) Acquisition of property, plant and equipment

During the financial year, the Group made the following cash payments to purchase property, plant and equipment:

	Note	Group 2025 RM'000	Group 2024 RM'000
Purchase of property, plant and equipment	4	**584**	2,309
Financed by lease arrangement		**-**	(462)
Cash payments on purchase of property, plant and equipment		**584**	1,847

(iii) Additions of bearer biological assets

During the financial year, the Group has made the following cash payments to acquire bearer biological assets:

	Note	Group 2025 RM'000	Group 2024 RM'000
Additions of bearer biological assets	6	**-**	5,639
Depreciation of property, plant and equipment	6.1	**-**	(1,121)
Finance cost	6.1	**-**	(2,245)
Cash payments on additions of bearer biological assets		**-**	2,273

STATEMENTS OF CASH FLOWS
For the Year Ended 31 December 2025

(iv) Cash outflows for leases as a lessee

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Included in the net cash from/(used in) operating activities:				
Payment relating to short-term leases	**1,295**	729	**299**	-
Payment relating to leases of low-value assets	**153**	441	**-**	43
Interest paid in relation to lease liabilities	**105**	244	**-**	-
Included in the net cash used in financing activities:				
Payment of lease liabilities	**1,347**	2,101	**-**	-
Total cash outflows for leases	**2,900**	3,515	**299**	43

(v) Reconciliation between movements of liabilities to cash flows arising from financing activities

Group	At 1 January 2024 RM'000	Net changes used in financing cash flows RM'000	Other non-cash flow changes RM'000	At 31 December 2024 RM'000	Net changes used in financing cash flows RM'000	Other non-cash flow changes RM'000	At 31 December 2025 RM'000
Tawarruq term loan	126,083	(2,400)	-	**123,683**	**(4,800)**	**-**	**118,883**
Revolving credit facilities	150,492	(492)	-	**150,000**	**-**	**-**	**150,000**
Medium Term Notes	242,568	(25,000)	484	**218,052**	**(220,000)**	**1,948**	**-**
Senior Sukuk Murabahah	544,785	(40,000)	2,110	**506,895**	**(40,000)**	**1,962**	**468,857**
Sukuk Murabahah	84,000	(19,900)	-	**64,100**	**240,900**	**-**	**305,000**
Bank overdraft	9	6	-	**15**	**(15)**	**-**	**-**
Lease liabilities	4,258	(2,101)	521	**2,678**	**(1,347)**	**(2)**	**1,329**
	1,152,195	(89,887)	3,115	**1,065,423**	**(25,262)**	**3,908**	**1,044,069**

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

NOTES TO THE FINANCIAL STATEMENTS

Puncak Niaga Holdings Berhad is a public limited liability company, incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are as follows:

PRINCIPAL PLACE OF BUSINESS

Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan.

REGISTERED OFFICE

10th Floor, Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan.

The consolidated financial statements as at and for the financial year ended 31 December 2025 comprise the Company and its subsidiaries (together referred to as the "Group" and individually referred to as "Group entities") and the Group's interest in associate and joint ventures. The financial statements of the Company as at and for the financial year ended 31 December 2025 do not include any other entities.

The principal activity of the Company is investment holding whilst the principal activities of the other Group entities are as disclosed in Note 8 to the financial statements. There has been no significant change in the nature of the principal activities.

These financial statements were authorised for issue by the Board of Directors on 31 March 2026.

1. BASIS OF PREPARATION

(a) Statement of compliance

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

At the beginning of the current financial year, the Group and the Company adopted new standards/amendments/improvements to MFRSs which are mandatory for annual financial periods beginning on or after 1 January 2025.

Effective for annual period beginning on or after 1 January 2025

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

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of the issuance of the Group's and the Company's financial statements are disclosed below. The Group and the Company intend to adopt these new and amended standards and interpretations, if applicable, when they become effective in the respective financial period.

NOTES TO THE FINANCIAL STATEMENTS

1. BASIS OF PREPARATION (CONTINUED)

(a) Statement of compliance (continued)

Effective for annual period beginning on or after 1 January 2026

- Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures - Amendments to the Classification and Measurement of Financial Instruments
- Amendments that are part of Annual Improvement - Volume 11:
  - Amendments to MFRS 1 First-time Adoption of Malaysian Financial Reporting Standards
  - Amendments to MFRS 7 Financial Instruments: Disclosures
  - Amendments to MFRS 9 Financial Instruments
  - Amendments to MFRS 10 Consolidated Financial Statements
  - Amendments to MFRS 107 Statement of Cash Flows
- Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures - Contracts Referencing Nature-dependent Electricity

Effective for annual period beginning on or after 1 January 2027

- MFRS 18 Presentation and Disclosure in Financial Statements
- MFRS 19 Subsidiaries without Public Accountability: Disclosures
- Amendments to MFRS 19 Subsidiaries without Public Accountability: Disclosures
- Amendments to MFRS 121 The Effects of Changes in Foreign Exchange Rates - Translation to a Hyperinflationary Presentation Currency

Deferred to a date to be determined by the MASB

Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The initial application of the accounting standards, interpretations and amendments are not expected to have any material financial impacts to the current period and prior period financial statements of the Group and of the Company upon their first adoption, except for:

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 Presentation and Disclosure in Financial Statements introduces three sets of new requirements to improve companies' reporting of financial performance:

- Improved comparability in the statement of profit or loss (income statement)
- Enhanced transparency of management-defined performance measures
- More useful grouping of information in the financial statements

MFRS 18 replaces MFRS 101 *Presentation of Financial Statements*. It carries forward many requirements from MFRS 101 unchanged. MFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027, but companies can apply it earlier.

The Group and the Company are currently working to identify all impacts the amendments will have on the financial statements and notes to the financial statements.

1. BASIS OF PREPARATION (CONTINUED)

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis other than as disclosed in Note 2 to the financial statements.

The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

(c) Functional and presentation currency

These financial statements are presented in RM, which is the Company's functional currency. All financial information is presented in Ringgit Malaysia ("RM") and has been rounded to the nearest thousand (RM'000), unless otherwise stated.

(d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than those disclosed in the following notes:

- Note 4 - Depreciation of property, plant and equipment
- Note 4 - Impairment loss on property, plant and equipment
- Note 4.3 - Revaluation of freehold land, leasehold land and buildings
- Note 5.1 - Fair value of investment properties
- Note 6 - Impairment loss on bearer biological assets
- Note 8.4 - Impairment loss on investment in subsidiaries
- Note 10 - Deferred tax assets/liabilities
- Note 12.1 - Fair value of fresh fruit bunches
- Note 17 - Fair value on assets held for sale
- Note 21 - Provision for foreseeable loss
- Note 22 - Revenue
- Note 26 - Tax credit/expense
- Note 31.4 - Provision for expected credit losses

NOTES TO THE FINANCIAL STATEMENTS

2. MATERIAL ACCOUNTING POLICIES INFORMATION

(a) Basis of consolidation

(i) Subsidiaries

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

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive.

The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

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

(ii) Business combinations

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

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

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(a) Basis of consolidation (continued)

(iii) Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statement of financial position. Any surplus or deficit arising from the loss of control is recognised in profit or loss. If the Group retains any interest in the former subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or a financial asset depending on the level of influence retained.

(iv) Non-controlling interests

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and owners of the Company.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

(v) Transactions eliminated on consolidation

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

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

(b) Financial instruments

(i) Recognition and initial measurement

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus or minus, for a financial asset or financial liability not measured at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

NOTES TO THE FINANCIAL STATEMENTS

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(b) Financial instruments (continued)

(ii) Financial instrument categories and subsequent measurement

The Group and the Company categorise financial instruments as follows:

Financial assets

The categories of financial assets at initial recognition are as follows:

(a) Amortised cost

Amortised cost category comprises financial assets that are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(b) Fair value through profit or loss

All financial assets not measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. This includes derivative financial assets (except for a derivative that is a designated and effective hedging instrument). On initial recognition, the Group or the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

All financial assets, except for those measured at fair value through profit or loss and equity investments measured at fair value through other comprehensive income, are subject to impairment assessment (see Note 2(k)(i)).

Financial liabilities

The categories of financial liabilities at initial recognition are as follows:

(a) Amortised cost

Other financial liabilities not categorised as fair value through profit or loss are subsequently measured at amortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in the profit or loss. Any gains or losses on derecognition are also recognised in the profit or loss.

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(b) Financial instruments (continued)

(iii) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at higher of:

- the amount of the loss allowance; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of MFRS 15, Revenue from Contracts with Customers.

Liabilities arising from financial guarantees are presented together with other provisions.

(c) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost/revaluation less any accumulated depreciation and any accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within “other income” and “other expenses” respectively in profit or loss.

Property, plant and equipment under the revaluation model

The Group revalue its properties comprising land and buildings every 3 years and at shorter intervals whenever the fair value of the revalued assets is expected to differ materially from their carrying value.

Surpluses arising from revaluation are dealt with in the revaluation reserve account. Any deficit arising is offset against the revaluation reserve to the extent of a previous increase for the same property. In all other cases, a decrease in carrying amount is recognised in profit or loss. When revalued assets are sold, the amounts included in the revaluation surplus reserve are transferred to retained earnings.

NOTES TO THE FINANCIAL STATEMENTS

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(c) Property, plant and equipment (continued)

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group or the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

The estimated useful lives for the current and comparative periods are as follows:

• Buildings	10 to 50 years
• Plantation buildings	10 to 50 years
• Infrastructure	50 years
• Plant and machinery	4 to 25 years
• Computers, software and equipment	3 to 10 years
• Furniture and fittings	5 to 10 years
• Motor vehicles	5 to 10 years
• Renovations	3 to 10 years

Depreciation methods, useful lives and residual values are reviewed at the end of the reporting period and adjusted as appropriate.

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(c) Property, plant and equipment (continued)

(iii) Depreciation (continued)

Right-of-use assets

The below accounting policies for right-of-use assets applies to leasehold land, plantation land, leasehold improvement, plant and machinery, computers, software and equipment and motor vehicles.

The estimated useful lives for:

• Long-term leasehold land	over the leasehold period of 82 to 99 years
• Plantation land	over the leasehold period of 86 years
• Leasehold improvement	10 years
• Plant and machinery	4 to 25 years
• Computers, software and equipment	5 to 10 years
• Motor vehicles	5 to 10 years

(d) Bearer biological assets

Bearer biological assets comprise oil palm plants which are stated at cost less any accumulated depreciation and any accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the plants and any other costs directly attributable to bringing the plants to maturity. The cost also includes the cost of planting, upkeep and maintenance, direct labour and estate overheads. For immature plants, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs.

Upon maturity of the plants, accumulated cost will be depreciated over estimated production life of the plants of approximately 25 years from date of maturity.

The depreciation method of the plants is the units of production method, which results in a charge based on the expected yield of the plants. The depreciation method of the bearer plants (determined by fields of planting or replanting) is reviewed at the end of each reporting period, and any change in estimate is applied prospectively over the remaining useful life of the plants, commencing in the current period.

When the plants reach the end of their useful lives and are replanted, the carrying amount of the plants is derecognised.

NOTES TO THE FINANCIAL STATEMENTS

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(e) Investment properties

Investment properties carried at fair value

Investment properties are properties which are owned or right-of-use asset held under a lease contract to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at fair value with any changes therein recognised in profit or loss for the period in which they arise.

An investment property is derecognised on its disposal, or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. The difference between the net disposal proceeds and the carrying amount is recognised in profit or loss in the period in which the item is derecognised.

(f) Concession arrangements

Where the Group performs more than one service (i.e. construction contract and maintenance services) under a single contract or arrangement, the consideration receivable is allocated by reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

Concession asset/(liability)

Concession asset/(liability) is amortised subsequent to initial recognition on a straight-line basis over the remaining tenure of the concession arrangements.

(g) Inventories

Inventories other than agriculture produce are measured at the lower of cost and net realisable value.

The cost of inventories is measured based on weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(h) Fresh fruit bunches

Fresh fruit bunches, which have yet to be harvested, are measured at fair value less costs to sell.

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(i) Contract assets/Contract liability

A contract asset is recognised when the Group's right to consideration is conditional on something other than the passage of time. A contract asset is subject to impairment in accordance to MFRS 9, Financial Instruments (see Note 2(k)(i)).

A contract liability is stated at cost and represents the obligation of the Group to transfer goods or services to a customer for which consideration has been received (or the amount is due) from the customers.

(j) Contract cost

(i) Incremental cost of obtaining a contract

The Group recognises incremental costs of obtaining contracts when the Group expects to recover these costs.

(ii) Costs to fulfil a contract

The Group recognises a contract cost that relate directly to a contract or to an anticipated contract as an asset when the cost generates or enhances resources of the Group, will be used in satisfying performance obligations in the future and it is expected to be recovered.

These contract costs are initially measured at cost and amortised on a systematic basis that is consistent with the pattern of revenue recognition to which the asset relates. An impairment loss is recognised in the profit and loss when the carrying amount of the contract cost exceeds the expected revenue less expected cost that will be incurred. Where the impairment condition no longer exists or has improved, the impairment loss is reversed to the extent that the carrying amount of the contract cost does not exceed the amount that would have been recognised had there been no impairment loss recognised previously.

(k) Impairment

(i) Financial assets

The Group and the Company recognise loss allowances for expected credit losses on financial assets measured at amortised cost. Expected credit losses are a probability-weighted estimate of credit losses.

The Group and the Company measure loss allowances at an amount equal to lifetime expected credit loss, except for debt securities that are determined to have low credit risk at the reporting date, cash and bank balance and other debt securities for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables, contract assets and lease receivables are always measured at an amount equal to lifetime expected credit loss.

NOTES TO THE FINANCIAL STATEMENTS

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(k) Impairment (continued)

(i) Financial assets (continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information, where available.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

The Group and the Company estimate the expected credit losses on trade receivables using a provision matrix with reference to historical credit loss experience.

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

(ii) Other assets

The carrying amounts of other assets (except for inventories, fresh fruit bunches, investment properties measured at fair value, deferred tax assets and non-current assets (or disposal groups) classified as held for sale) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Units ("CGUs"). Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to group of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value-in-use and its fair value less costs of disposal. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(k) Impairment (continued)

(ii) Other assets (continued)

An impairment loss is recognised if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount.

An impairment loss shall be recognised immediately in profit or loss, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset shall be treated as a revaluation decrease. An impairment loss on a non-revalued asset is recognised in profit or loss. However, an impairment loss on a revalued asset is recognised in other comprehensive income to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that same asset. Such an impairment loss on a revalued asset reduces the revaluation surplus for that asset.

Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs) and then to reduce the carrying amounts of the other assets in the CGU (groups of CGUs) on a pro rata basis.

(l) Revenue and other income

(i) Revenue

Revenue is measured based on the consideration specified in a contract with a customer in exchange for transferring goods or services to a customer, excluding amounts collected on behalf of third parties. The Group recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of the asset.

The Group transfers control of a good or service at a point in time unless one of the following overtime criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided as the Group performs;

(b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

(c) the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

(ii) Dividend income

Dividend income is recognised in profit or loss on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

NOTES TO THE FINANCIAL STATEMENTS

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(l) Revenue and other income (continued)

(iii) Finance income

Finance income is recognised as it accrues using the effective interest method in profit or loss except for interest income arising from temporary investment of borrowings taken specifically for the purpose of obtaining a qualifying asset which is accounted for in accordance with the accounting policy on borrowing costs.

(iv) Rental income

Rental income is recognised on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(m) Borrowing costs

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

(n) Assets held for sale

Classification of the asset (or disposal group) as held for sale occurs only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary and the sale must be highly probable. Management must be committed to a plan to sell the assets which are expected to qualify for recognition as a completed sale within one year from the date of classification. Action required to complete the plan should indicate that it is unlikely that significant changes to the plan will be made or the plan will be withdrawn.

(o) Deferred tax

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

Where investment properties are carried at their fair value, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale.

2. MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

(o) Deferred tax (continued)

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

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

Unutilised reinvestment allowance and investment tax allowance, being tax incentives that is not a tax base of an asset, is recognised as a deferred tax asset to the extent that it is probable that the future taxable profits will be available against which the unutilised tax incentive can be utilised.

3. AWARD OF CONCESSIONS

(a) Concession Agreement UiTM-Zone 1 Phase 2, Puncak Alam Campus ("CA-Z1P2")

On 4 May 2010, TRIplc Ventures Sdn. Bhd. ("TVSB"), a wholly-owned sub-subsidiary of the Company entered into the CA-Z1P2 Concession Agreement with the Government of Malaysia ("Government"), represented by the Ministry of Higher Education ("MOHE") and Universiti Teknologi MARA ("UiTM"). Under the CA-Z1P2, TVSB was granted a 23-year concession to undertake the planning, design, financing, development, construction, landscaping, equipping, installation, completion, testing, commissioning and maintenance of specified facilities and infrastructure for Z1P2 of UiTM Puncak Alam Campus. The specified facilities and infrastructure include academic facilities for three faculties, namely the Faculty of Accountancy, Faculty of Business Administration and Faculty of Hotel and Tourism Management, common facilities, student accommodation, multipurpose hall, maintenance centre, prayer hall, library, student centre, cafeteria and health centre.

The principal terms of the CA-Z1P2 are as follows:

(i) the Concession Period shall be for a period of twenty-three (23) years commencing from the Construction Commencement Date or Effective Date whichever is later and ending on twenty-third (23rd) anniversary of the date. The commencement date of the construction was 11 April 2011.

(ii) the maintenance works will commence upon the issuance of Certificate of Acceptance by UiTM and expire on the last date of the Concession Period ("Maintenance Period").

NOTES TO THE FINANCIAL STATEMENTS

3. AWARD OF CONCESSIONS (CONTINUED)

(a) Concession Agreement UiTM-Zone 1 Phase 2, Puncak Alam Campus ("CA-Z1P2") (continued)

The construction was completed and the Certificate of Acceptance was issued by UiTM on 11 April 2014. The issuance of Certificate of Acceptance was to confirm the acceptance of the availability of Facilities and Infrastructure by UiTM and to confirm the commencement of the Maintenance Period was from 11 April 2014.

UiTM shall pay TVSB throughout the Maintenance Period the following charges:

(i) Availability Charges for the availability of the Facilities and Infrastructure; and

(ii) Maintenance Charges for the provision of maintenance works in accordance with the provision of the Concession Agreement.

The Group, through another wholly-owned sub-subsidiary commenced with the facilities management services for a period of twenty (20) years from 2014 to 2034.

(b) Concession Agreement UiTM-Zone 1 Phase 3, Puncak Alam Campus ("CA-Z1P3")

On 18 February 2016, TRIplc Medical Sdn. Bhd. ("TMSB"), a wholly-owned sub-subsidiary of the Company was awarded a concession to undertake the planning, finance, design, development, construction, landscaping, equipping, installation, completion, testing and commissioning of the facilities and infrastructure in relation to the Teaching Hospital and Medical Academic Centre at UiTM Puncak Alam Campus and thereafter, to carry out the asset management services of the facilities and infrastructure in accordance with the terms and conditions of the Concession Agreement dated 18 February 2016 entered into between the Government, MOHE, UiTM and TMSB.

The principal terms of the CA-Z1P3 are as follows:

(i) the concession granted is for a period of twenty-five (25) years and ten (10) months ("Concession Period") which consists of three (3) years and ten (10) months for construction works and twenty-two (22) years for asset management services. The commencement date of the construction was 11 April 2017;

(ii) the asset management services had commenced on 1 February 2021 upon completion of the construction works and expiring on the last date of the Concession Period ("Asset Management Services Period"); and

(iii) throughout the Asset Management Services Period, UiTM shall pay TMSB the Availability Charges for the availability of the Facilities and Infrastructure and the Asset Management Services Charges for the provision of maintenance services and asset replacement program.

The concession is for a period of twenty-five (25) years and ten (10) months starting from 11 April 2017; three (3) years and ten (10) months for construction and twenty-two (22) years for asset management services.

3. AWARD OF CONCESSIONS (CONTINUED)

(b) Concession Agreement UiTM-Zone 1 Phase 3, Puncak Alam Campus ("CA-Z1P3") (continued)

TMSB was granted extensions of time from 10 April 2020 to 1 February 2021 to complete the CA-Z1P3 construction works. TMSB completed the construction works on time and successfully handed over on 1 February 2021 upon receipt of the Certificate of Acceptance by UiTM. Accordingly, the Asset Management Services Period and the payment of the Availability Charges (for the availability of the Facilities and Infrastructure) and Asset Management Services Charges (for the provision of maintenance services and asset replacement programme) of the Concession Agreement had commenced on 1 February 2021 over the next twenty-two (22) years.

Agreement between UiTM and TMSB to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM

On 28 April 2023, TMSB accepted a contract awarded by UiTM to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM, with a contract sum of RM11,156,400 ("MEQ 2 Phase 2"). The 36-month supply contract commenced on 15 March 2023 and will continue until 14 March 2026. The financial recognition of MEQ 2 Phase 2 commenced in the previous financial year ended 2024 and fully recognised during the financial year.

On 30 November 2023, TMSB accepted a contract awarded by UiTM to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM, with a contract sum of RM3,006,000 ("MEQ 2 Phase 3"). The 36-month supply contract commenced on 11 October 2023 and will continue until 10 October 2026. The financial recognition of MEQ 2 Phase 3 commenced and fully recognised in the previous financial year ended 2024.

On 25 September 2024, TMSB accepted a contract awarded by UiTM to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM, with a contract sum of RM2,689,000 ("MEQ 2 Phase 4"). The 36-month supply contract commenced on 1 August 2024 and will continue until 31 July 2027. The financial recognition of MEQ 2 Phase 4 commenced and fully recognised during the financial year.

On 28 December 2024, TMSB accepted a contract awarded by UiTM to supply additional medical equipment for Hospital Al-Sultan Abdullah UiTM, with a contract sum of RM9,310,000 ("MEQ 2 Phase 5"). The 36-month supply contract commenced on 22 November 2024 and will continue until 21 November 2027. The financial recognition of MEQ 2 Phase 5 commenced and fully recognised during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land RM'000	Buildings RM'000	Plantation buildings RM'000	Infrastructure RM'000	Plant and machinery RM'000
	At valuation				
Cost/Valuation					
At 1 January 2024	2,550	27,600	17,822	106,979	2,737
Additions	-	-	157	-	-
Reclassification	-	-	-	-	-
Disposal	-	-	-	-	-
Written off	-	-	-	-	-
At 31 December 2024	**2,550**	**27,600**	**17,979**	**106,979**	**2,737**
Additions	**-**	**-**	**16**	**-**	**-**
Reclassification	**-**	**-**	**-**	**-**	**1,740**
Disposal	**-**	**-**	**-**	**-**	**-**
At 31 December 2025	**2,550**	**27,600**	**17,995**	**106,979**	**4,477**
Accumulated depreciation					
At 1 January 2024	-	-	2,040	13,705	1,989
Charge for the year	-	680	387	2,254	93
Reclassification	-	-	-	-	-
Disposal	-	-	-	-	-
Written off	-	-	-	-	-
At 31 December 2024	**-**	**680**	**2,427**	**15,959**	**2,082**
Charge for the year	**-**	**681**	**368**	**2,254**	**204**
Reclassification	**-**	**-**	**-**	**-**	**1,045**
Disposal	**-**	**-**	**-**	**-**	**-**
At 31 December 2025	**-**	**1,361**	**2,795**	**18,213**	**3,331**
Carrying amounts					
At 31 December 2024	2,550	26,920	15,552	91,020	655
At 31 December 2025	**2,550**	**26,239**	**15,200**	**88,766**	**1,146**

NOTES TO THE FINANCIAL STATEMENTS

Computers, software and equipment RM'000	Furniture and fittings RM'000	Motor vehicles RM'000	Renovations RM'000	Work in progress RM'000	Right-of-use assets RM'000	Total RM'000
At cost						
31,519	6,791	40,929	20,230	1,927	361,577	620,661
710	27	110	507	261	537	2,309
-	-	-	11	(11)	-	-
(206)	-	(9,436)	-	-	(968)	(10,610)
(329)	-	-	-	(355)	-	(684)
31,694	**6,818**	**31,603**	**20,748**	**1,822**	**361,146**	**611,676**
273	**194**	**-**	**9**	**48**	**44**	**584**
293	**158**	**12,490**	**-**	**(158)**	**(14,523)**	**-**
-	**-**	**(237)**	**-**	**-**	**-**	**(237)**
32,260	**7,170**	**43,856**	**20,757**	**1,712**	**346,667**	**612,023**
28,823	6,356	40,600	17,732	-	37,738	148,983
1,025	229	2,378	408	-	6,062	13,516
-	-	(2,980)	-	-	2,980	-
(206)	-	(9,436)	-	-	(968)	(10,610)
(329)	-	-	-	-	-	(329)
29,313	**6,585**	**30,562**	**18,140**	**-**	**45,812**	**151,560**
942	**215**	**1,811**	**411**	**-**	**5,443**	**12,329**
132	**-**	**10,113**	**-**	**-**	**(11,290)**	**-**
-	**-**	**(237)**	**-**	**-**	**-**	**(237)**
30,387	**6,800**	**42,249**	**18,551**	**-**	**39,965**	**163,652**
2,381	233	1,041	2,608	1,822	315,334	460,116
1,873	**370**	**1,607**	**2,206**	**1,712**	**306,702**	**448,371**

NOTES TO THE FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Computers, software and equipment RM'000	Renovations RM'000	Total RM'000
Company			
Cost			
At 31 December 2024/At 31 December 2025	**904**	**1,928**	**2,832**
Accumulated depreciation			
At 1 January 2024	897	1,928	2,825
Depreciation for the year	4	-	4
At 31 December 2024	**901**	**1,928**	**2,829**
Depreciation for the year	**1**	**-**	**1**
At 31 December 2025	**902**	**1,928**	**2,830**
Carrying amounts			
At 31 December 2024	3	-	3
At 31 December 2025	**2**	**-**	**2**

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

4.1 Right-of-use assets

	Long-term leasehold land RM'000	Plantation land RM'000	Leasehold improvement RM'000	Plant and machinery RM'000	Computers, software and equipment RM'000	Motor vehicles RM'000	Total RM'000
	At valuation ←			At cost		→	
Group							
Cost/Valuation							
At 1 January 2024	41,801	292,879	5,160	1,740	545	19,452	361,577
Additions	-	-	-	-	43	494	537
Disposal	-	-	-	-	-	(968)	(968)
At 31 December 2024	**41,801**	**292,879**	**5,160**	**1,740**	**588**	**18,978**	**361,146**
Additions	**-**	**-**	**-**	**-**	**-**	**44**	**44**
Reclassification	**-**	**-**	**-**	**(1,740)**	**(293)**	**(12,490)**	**(14,523)**
At 31 December 2025	**41,801**	**292,879**	**5,160**	**-**	**295**	**6,532**	**346,667**
Accumulated depreciation							
At 1 January 2024	-	22,314	3,568	697	90	11,069	37,738
Charge for the year	446	3,448	502	174	95	1,397	6,062
Reclassification	-	-	-	-	-	2,980	2,980
Disposal	-	-	-	-	-	(968)	(968)
At 31 December 2024	**446**	**25,762**	**4,070**	**871**	**185**	**14,478**	**45,812**
Charge for the year	**446**	**3,448**	**503**	**174**	**126**	**746**	**5,443**
Reclassification	**-**	**-**	**-**	**(1,045)**	**(132)**	**(10,113)**	**(11,290)**
At 31 December 2025	**892**	**29,210**	**4,573**	**-**	**179**	**5,111**	**39,965**
Carrying amounts							
At 31 December 2024	41,355	267,117	1,090	869	403	4,500	315,334
At 31 December 2025	**40,909**	**263,669**	**587**	**-**	**116**	**1,421**	**306,702**

NOTES TO THE FINANCIAL STATEMENTS

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

4.2 Breakdown of depreciation charge for the year are as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Recognised in profit or loss	**12,329**	12,395	**1**	4
Capitalised in bearer biological assets (Note 6.1)	**-**	1,121	**-**	-
Depreciation charged for the year	**12,329**	13,516	**1**	4

4.3 Revaluation of freehold land, leasehold land and buildings

In the previous financial year, the freehold land, leasehold land and buildings were revalued to fair values. Their fair values were arrived at by reference to market evidence of transaction prices for similar properties and were performed by registered independent valuers having appropriate recognised professional qualifications and recent experience in the location and category of the properties being valued. The fair value measurement of the freehold land, leasehold land and buildings was based on the highest and best use, which did not differ from their actual use.

Valuation processes applied by the Group for Level 3 fair value

The following table showed the valuation technique used in the determination of fair values classified within Level 3, as well as the significant unobservable inputs used in the valuation model.

Description of valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Comparison approach: The method involved determining the market value by directly comparing the property under valuation with similar properties, which have been sold, and estimating the fair value from these transactions. This method was based on the principle that the market value of a property would be in line with the market values of similar properties in the same locality as the subject property, the values being indicated through sales transactions of these properties. In arriving at the valuation, the independent professional valuer had made adjustment for factors, which would affect the market value of the investment property including but not limited to location, size, facilities available, market conditions and other factors in order to arrive at a common basis for comparison.	Adjusted market value per square foot.	The estimated fair value would increase/(decrease) if adjusted market value per square foot were higher/(lower).

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

4.3 Revaluation of freehold land, leasehold land and buildings (continued)

If the leasehold land and buildings were measured using the cost model, the carrying amounts would have been as follows:

	Group	
	2025 RM'000	**2024 RM'000**
Buildings at 31 December:		
Cost	**28,552**	28,552
Accumulated depreciation	**(6,382)**	(6,073)
Carrying amount	**22,170**	22,479
Right-of-use asset		
Leasehold land at 31 December:		
Cost	**12,394**	12,394
Accumulated depreciation	**(2,851)**	(2,712)
Carrying amount	**9,543**	9,682
	31,713	32,161

4.4 Security

(a) As at the end of the reporting period, the carrying amount of the plantation land, plantation buildings and infrastructure of the Group of RM367,635,000 (2024: RM373,689,000) are charged to secure the banking facilities granted to a sub-subsidiary of the Company as disclosed in Notes 19.1.1(a) and 19.4.1(b)(i) to the financial statements.

(b) As at the end of the reporting period, the carrying amount of the leasehold land and buildings of the Group of RM65,615,000 (2024: RM66,707,000) has been charged to secure the banking facility granted to a subsidiary of the Company.

NOTES TO THE FINANCIAL STATEMENTS

5. INVESTMENT PROPERTIES

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
At 1 January	**608,897**	554,127	**165,200**	54,000
Fair value gain recognised during the year (Note 25)	**4,868**	16,229	**2,800**	4,876
Disposal during the year	**-**	(168,900)	**-**	-
Transfer (to)/from assets held for sale (Note 17)	**(2,200)**	207,441	**-**	106,324
At 31 December	**611,565**	608,897	**168,000**	165,200

Included in the above are:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
At fair value				
Freehold land	**4,900**	4,900	**-**	-
Buildings	**27,460**	28,940	**-**	-
Long-term leasehold land (Right-of-use assets)	**579,205**	575,057	**168,000**	165,200
	611,565	608,897	**168,000**	165,200

5.1 Fair value of investment properties

The fair values of the investment properties during the current and previous financial year are arrived at by reference to market evidence of transaction prices for similar properties and are performed by registered independent valuers having appropriate recognised professional qualifications and recent experience in the location and category of the properties being valued. The fair value measurement of the investment properties is based on the highest and best use, which does not differ from their actual use.

The following table shows the valuation technique used in the determination of fair values, classified within Level 3, as well as the significant unobservable inputs used in the valuation model in the current and previous financial year.

5. INVESTMENT PROPERTIES (CONTINUED)

5.1 Fair value of investment properties (continued)

Description of valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Comparison approach: The method involves determining the market value by directly comparing the property under valuation with similar properties which have been sold, and estimating the fair value from these transactions. This method is based on the principle that the market value of a property would be in line with the market values of similar properties in the same locality as the subject property, the values being indicated through sales transactions of these properties. In arriving at the valuation, the independent professional valuer has made adjustment for factors, which would affect the market value of the investment property including but not limited to location, size, facilities available, market conditions and other factors in order to arrive at a common basis for comparison.	Adjusted market value per square foot.	The estimated fair value would increase/(decrease) if adjusted market value per square foot were higher/(lower).

5.2 The following are recognised in profit or loss in respect of investment properties:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Rental income	**1,202**	1,324	**96**	86
Direct operating expenses:				
- income generating investment properties	**(604)**	(580)	**(80)**	(42)
- non-income generating investment properties	**(367)**	(507)	**(46)**	(33)

5.3 Security

(a) As at the end of the reporting period, certain parcels of leasehold land of a wholly-owned sub-subsidiary of the Company, Suasa Integrasi Sdn. Bhd., with a fair value of RM26,860,000 (2024: RM26,860,000) have been charged as security for bank overdraft facility granted to the Group as disclosed in Note 19.5(a)(i) to the financial statements.

(b) In the previous financial year, certain parcels of leasehold land of a wholly-owned subsidiary of the Company, PNMSSB, with a fair value of RM53,632,000 have been charged as security for First Tranche Sukuk Murabahah II granted to the Group as disclosed in Note 19.4.2(c)(ii) to the financial statements. The security has been duly discharged during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

6. BEARER BIOLOGICAL ASSETS

	Note	Matured area RM'000	Oil palm Immature area RM'000	Total RM'000
Group				
Cost				
At 1 January 2024		317,417	41,131	358,548
Reclassification		6,910	(6,910)	-
Additions	6.1	-	5,639	5,639
At 31 December 2024		**324,327**	**39,860**	**364,187**
Reclassification		**39,860**	**(39,860)**	**-**
At 31 December 2025		**364,187**	**-**	**364,187**
Accumulated amortisation				
At 1 January 2024		48,100	-	48,100
Charge for the year		12,919	-	12,919
At 31 December 2024		**61,019**	**-**	**61,019**
Charge for the year		**18,307**	**-**	**18,307**
At 31 December 2025		**79,326**	**-**	**79,326**
Carrying amounts				
At 31 December 2024		263,308	39,860	303,168
At 31 December 2025		**284,861**	**-**	**284,861**

6.1 Included in the additions during the year are as follows:

	Note	Group 2025 RM'000	Group 2024 RM'000
Finance cost*	24	-	2,245
Depreciation of property, plant and equipment	4.2	-	1,121

* In the previous financial year, finance cost was capitalised at the borrowing cost rate of 6.10% per annum.

6. BEARER BIOLOGICAL ASSETS (CONTINUED)

6.2 Risk management objectives, policies and processes for managing the bearer biological assets

The Group has obtained borrowings to finance the development expenditures for bearer biological assets (see Note 19.1.1(a)). The bearer biological assets comprise oil palm plants which take three to four years to mature and bear fruits, upon which the bearer biological assets will begin to generate cash inflows from the sale of fresh fruit bunches. The repayments of these borrowings take into consideration the timing of cash inflows to be generated by these bearer biological assets.

The Group is also exposed to risk of market price changes of fresh fruit bunches due to supply and demand changes. The market price risk is monitored by the Group on an ongoing basis.

6.3 Security

As at the end of the reporting period, the carrying amount of the bearer biological assets of RM284,861,000 (2024: RM303,168,000) is charged to secure the banking facilities granted to a sub-subsidiary of the Company as disclosed in Notes 19.1.1(a) and 19.4.1(b)(i) to the financial statements.

7. CONCESSION ASSET/(LIABILITY)

	Note	Group	
		2025 RM'000	2024 RM'000
Concession asset	7.1	**3,367**	3,767
Concession liability	7.2	**(81,957)**	(86,662)

7.1 Concession asset

The concession asset represents the fair value adjustment on CA-Z1P2 concession pursuant to the acquisition of TRIplc Berhad and its subsidiaries. During the current financial year, a total of RM400,000 (2024: RM400,000) was amortised to profit or loss of the Group.

7.2 Concession liability

The concession liability represents the fair value adjustment on CA-Z1P3 concession pursuant to the acquisition of TRIplc Berhad and its subsidiaries. During the current financial year, a total of RM4,705,000 (2024: RM4,706,000) was amortised to profit or loss of the Group.

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENT IN SUBSIDIARIES

	Company	
	2025 RM'000	2024 RM'000
Cost		
Unquoted shares	**1,735,815**	1,689,751
Less: Accumulated impairment losses	**(563,509)**	(539,505)
	1,172,306	1,150,246

Details of the subsidiaries are as follows:

		Effective ownership interest and voting interest	
Name	**Principal activities**	2025 %	2024 %
Principal place of business/ Incorporated in Malaysia			
PNMSSB	Provision of management, advisory and consultancy services	**100**	100
PNCSB	Construction work, general contracts and related activities	**100**	100
TRIplc	Investment holding and engaged in property construction and related activities	**100**	100
Subsidiaries of TRIplc			
TMSB	Concession relates to design, development, construction and completion of the facilities and infrastructure and asset management services activities	**100**	100
TVSB	Concession relates to design, development, construction and completion of the facilities and infrastructure and maintenance works activities	**100**	100
TRIplc Resources Sdn. Bhd.	Property construction and related activities	**100**	100
TRIplc FMS Sdn. Bhd.	Provision of facilities management services and related activities	**100**	100
Central Challenger (M) Sdn. Bhd.	Property development, provision of project management services and property management	**100**	100
TRIplc Industries Sdn. Bhd.	Property construction and related activities	**100**	100
Prinsip Barisan (M) Sdn. Bhd.	Property investment	**100**	100

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows (continued):

Name	Principal activities	Effective ownership interest and voting interest 2025 %	Effective ownership interest and voting interest 2024 %
Principal place of business/ Incorporated in Malaysia (continued)			
Subsidiaries of TRIplc (continued)			
Insa Alliance Sdn. Bhd.	Property development and provision of project management services	**100**	100
Pujian Bayu Sdn. Bhd. ("PBSB")	To raise funds and/or to issue debentures and/ or Islamic securities for and in connection with TRIplc Berhad and its subsidiaries	**100**	100
Suasa Integrasi (M) Sdn. Bhd.*	Property development	**100**	100
Usahasewa Sdn. Bhd.*	Struck off on 6 March 2025 (Note 8.2(c))	**-**	100
Samasys Sdn. Bhd.*	Ceased to be a subsidiary of TRIplc on 18 August 2025 (Note 8.3(a))	**-**	100
Layar Kekal (M) Sdn. Bhd.*	Ceased to be a subsidiary of TRIplc on 18 August 2025 (Note 8.3(a))	**-**	100
Tirai Gemilang Sdn. Bhd.*	Ceased to be a subsidiary of TRIplc on 18 August 2025 (Note 8.3(a))	**-**	100
Murni Estate Sdn. Bhd. ("MESB")	Investment holding and oil palm plantation business	**100**	100
Subsidiary of MESB			
Danau Semesta Sdn. Bhd. ("DSSB")	Investment holding and oil palm plantation business	**93.03**	92.23
Subsidiary of DSSB			
Danum Sinar Sdn. Bhd. ("Danum Sinar")	Oil palm plantation business	**100**	100
Subsidiary of Danum Sinar			
Aneka Suriamas Sdn. Bhd.*	Operate the grocery stores in the plantation estates	**100**	100

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows (continued):

Name	Principal activities	Effective ownership interest and voting interest 2025 %	Effective ownership interest and voting interest 2024 %
Principal place of business/ Incorporated in Malaysia (continued)			
Puncak Oil & Gas Sdn. Bhd. ("POG")	Investment holding and provision of services for offshore logistics and marine management	**100**	100
Subsidiaries of POG			
GOM Resources Sdn. Bhd.	Ceased operations	**100**	100
KGL Ltd.	Struck off on 20 January 2025 (Note 8.2(a))	**-**	100
Ideal Water Resources Sdn. Bhd.	To raise funds and/or to issue debentures and/ or Islamic securities for and in connection with PNHB Group	**100**	100
Puncak Seri (M) Sdn. Bhd.*	Dormant	**100**	100
Puncak Communication Sdn. Bhd.*	Mobile dealer, telecommunication and other related services	**100**	100
Bluevibe Sdn. Bhd.*	Dormant (Note 8.1(a)(i))	**51**	51
Magnum Nature Sdn. Bhd.*	Struck off on 6 March 2025 (Note 8.2(b))	**-**	100
Aspen Streams Sdn. Bhd.	Struck off on 22 December 2025 (Note 8.2(d))	**-**	60
Principal place of business/ Incorporated in Singapore			
Sino Water Pte. Ltd.*	Ceased operations In the process of Members' Voluntarily Winding-Up	**98.65**	98.65
Principal place of business/ Incorporated in Hong Kong			
Jadekind Ltd.*	Ceased operations	**50^**	50^

* Audited by firms other than Grant Thornton Malaysia PLT.

^ Although the Group owns only half of the ownership interest in Jadekind Ltd., the Directors have determined that the Group controls this entity.

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

8.1 Increase in investment of subsidiaries

(a) Investment in ordinary shares of subsidiaries

(i) In the previous financial year, the Company acquired 510,000 ordinary shares, representing 51% equity interest in Bluevibe Sdn. Bhd. ("BVSB") for a total consideration of RM510,000.

(ii) In the previous financial year, the Company subscribed ordinary shares of RM170,000 in Puncak Communication Sdn. Bhd., by way of capitalisation of the amount due from subsidiary.

(b) Investment in redeemable preference shares of subsidiaries

(i) During the financial year, the Company subscribed Redeemable Preference Shares ("RPS") of RM9,350,000 in PNCSB, RM9,610,000 in PNMSSB, RM600,000 in POG and RM500,000 in BVSB, by way of capitalisation of the amounts due from these subsidiaries.

In the previous financial year, the Company subscribed RPS of RM15,650,000 in PNCSB, RM32,390,000 in PNMSSB and RM11,010,000 in Puncak Seri (M) Sdn. Bhd., by way of capitalisation of the amounts due from these subsidiaries.

(ii) During the financial year, the Company subscribed Musharakah Redeemable Preference Shares of RM27,000,000 (2024: RM27,149,000) in MESB with cash payment of RM27,000,000 (2024: RM27,149,000). The additional capital injection into MESB was used by MESB for the subscription of ordinary shares of RM27,000,000 (2024: RM27,149,000) in DSSB. In turn, DSSB subscribed Musharakah Redeemable Preference Shares of RM27,000,000 (2024: RM27,149,000) ("Preference B") in Danum Sinar.

8.2 Striking off of subsidiaries

During the financial year, the following occurred:

(a) Striking Off of KGL Ltd. ("KGL")

On 20 January 2025, KGL received confirmation that it has officially been struck off from the register of companies under the Labuan Companies Act 1990 on the same date. Accordingly, KGL ceased to be a sub-subsidiary of the Company on 20 January 2025.

(b) Striking Off of Magnum Nature Sdn. Bhd. ("MNSB")

On 18 September 2024, MNSB had submitted an application to strike off the name of MNSB from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

On 6 March 2025, the name of MNSB had been struck off from the Register of Companies Commission of Malaysia and the strike off was gazetted on the same date. Accordingly, MNSB ceased to be a subsidiary of the Company on 6 March 2025.

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

8.2 Striking off of subsidiaries (continued)

During the financial year, the following occurred (continued):

(c) Striking Off of Usahasewa Sdn. Bhd. ("USSB")

On 3 October 2024, USSB had submitted an application to strike off the name of USSB from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

On 6 March 2025, the name of USSB had been struck off from the Register of Companies Commission of Malaysia and the strike off was gazetted on the same date. Accordingly, USSB ceased to be a sub-subsidiary of the Company on 6 March 2025.

(d) Striking Off of Aspen Streams Sdn. Bhd. ("ASSB")

On 15 July 2025, ASSB submitted an application to strike off the name of ASSB from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

On 22 December 2025, the name of ASSB had been struck off from the Register of Companies Commission of Malaysia and the strike off was gazetted on the same date. Accordingly, ASSB ceased to be a subsidiary of the Company on 22 December 2025.

In the previous financial year, the following occurred:

(e) Striking Off of Puncak Patem Konsortium Sdn. Bhd. ("PPKSB")

On 22 April 2024, PPKSB had submitted an application to strike off the name of PPKSB from the Register of Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

On 15 October 2024, the Company received a letter dated 15 October 2024 from the Companies Commission of Malaysia notifying that PPKSB had been struck off from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016 on 7 October 2024. Accordingly, PPKSB ceased to be a subsidiary of the Company on 7 October 2024.

(f) Striking Off of Puncak Research Centre Sdn. Bhd. ("PRCSB") and Unggul Raya (M) Sdn. Bhd. ("URSB")

On 3 October 2024, PRCSB and URSB submitted two (2) separate applications to strike off the names of PRCSB and URSB from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016.

On 22 January 2025, PRCSB and URSB received confirmations respectively, from the Companies Commission of Malaysia that PRCSB and URSB had been struck off from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016 on 30 December 2024. Accordingly, PRCSB and URSB ceased to be subsidiaries of the Company on 30 December 2024.

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

8.3 Disposal of subsidiary companies

(a) Disposal of Layar Kekal (M) Sdn. Bhd. ("LKSB"), Samasys Sdn. Bhd. ("SSB") and Tirai Gemilang Sdn. Bhd. ("TGSB")

On 29 July 2025, TRIplc, a wholly-owned subsidiary of the Company entered into three (3) separate share sale agreements ("SSAs") with Mr Koh Tuan Heng for the disposal of the entire equity interest in its three (3) wholly-owned subsidiaries, namely, LKSB, SSB and TGSB, for total cash consideration of RM3 only.

The disposal of LKSB, SSB and TGSB have been completed on 18 August 2025 upon fulfilment of the Conditions Precedent of the SSAs. LKSB, SSB and TGSB ceased to be a subsidiary of TRIplc on 18 August 2025.

The disposal of LKSB, SSB and TGSB gave rise to a gain on disposal of RM7,000 in the Group's financial statements and did not have any material effect on the financial position of the Group as at the date of disposal.

(b) Disposal of Zuriat Watan Sdn. Bhd. ("ZWSB")

On 21 August 2024, TRIplc, a wholly-owned subsidiary of the Company entered into a share sale agreement with Jinze Sdn. Bhd. ("JSB") for the disposal of 202,500 ordinary shares representing 4.5% equity interest in ZWSB for a disposal price of RM3,580,537 ("SSA 1").

On 27 August 2024, TRIplc entered into a separate share sale agreement with Leeway Holdings Sdn. Bhd., DB Enneadrakon Group (M) Sdn. Bhd. and Sheng Dar Holding Sdn. Bhd. for the disposal of 4,297,500 ordinary shares representing 95.5% equity interest in ZWSB for a disposal price of RM80,041,595 ("SSA 2").

The SSA 1 and SSA 2 are collectively referred to as the "Disposal of ZWSB" and the total disposal price for the Disposal of ZWSB is RM83,622,132.

The Disposal of ZWSB has been completed on 25 November 2024 upon fulfilment of the Conditions Precedent of the share sale agreements. ZWSB ceased to be a subsidiary of TRIplc on 23 December 2024. Accordingly, TRIplc and Puncak Group will cease to consolidate the financial results of ZWSB moving forward.

The Disposal of ZWSB gave rise to a loss of disposal of RM90,149,000 in the Group's financial statements in the previous financial year.

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

8.3 Disposal of subsidiary companies (continued)

(b) Disposal of Zuriat Watan Sdn. Bhd. ("ZWSB") (continued)

The effect of the Disposal of ZWSB on the financial position of the Group as at the date of disposal was as follows:

	2024 RM'000
Investment properties	162,261
Other receivables	8,249
Cash and cash equivalents	153
Other payables	(155)
Net assets	170,508
Transaction cost for disposal	3,263
Loss on disposal	(90,149)
Consideration received, satisfied in cash	83,622
Payment for transaction cost for disposal	(3,263)
Cash and cash equivalents disposed	(153)
Net cash inflows from disposal	80,206

Under SSA 2, TRIplc is expected to receive additional payments as proceeds received deemed disposal price, arising from the following company's affairs:

(i) The monies in ZWSB's bank accounts as at the completion date shall be paid by the purchasers to TRIplc;

(ii) In the event that ZWSB's tenant pays the outstanding monthly rental income to ZWSB after the completion date, the amount shall be apportioned as at the completion date, and the purchasers shall pay TRIplc's portion of the outstanding monthly rental to TRIplc upon receipt of the same from the tenant;

(iii) In the event that any compensation is paid by the authority to ZWSB for the balance of partial lands under the East Coast Rail Link ("ECRL") compulsory acquisition to ZWSB after the completion date, the purchasers shall pay the same to TRIplc upon receipt from the authority; and

(iv) In the event that the three (3) agriculture lands pursuant to Clause 5.16 of SSA 2 are transferred to ZWSB after the completion date, the purchasers shall acquire the same from TRIplc at the price mutually agreed upon by the parties.

During the financial year, TRIplc received additional payments of approximately RM4,402,000 representing proceeds received deemed disposal price for the Disposal of ZWSB, arising from the company's affairs under items (i), (ii) and part of item (iii) above and hence resulting to a gain on deemed disposed of subsidiary company in the Group's financial statements.

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

8.4 Impairment loss on investment in subsidiaries

Management reviews the material investment in subsidiaries for impairment when there is an indication of impairment.

The recoverable amounts of the investments in subsidiaries are assessed by reference to the value-in-use or fair value less cost to sell of the respective subsidiaries, whichever is higher.

The movement during the year is as follows:

	Company	
	2025 RM'000	**2024 RM'000**
Balance at 1 January	**539,505**	472,303
Impairment loss for the year	**25,000**	73,247
Reversal of impairment loss during the year	**(996)**	(6,045)
Balance at 31 December	**563,509**	539,505

During the year, the Company recognised net impairment loss of RM24,004,000 (2024: RM67,202,000) in "Impairment losses on other assets" line item of statements of profit or loss and other comprehensive income. The impairment loss arising from irrecoverable investment costs is recognised up to the recoverable amounts of investments in subsidiaries. The recoverable amounts are determined based on fair value less costs of disposal. Reversal of impairment loss of RM996,000 (2024: RM6,045,000) was recognised following the striking off of subsidiaries and reassessment of its recoverable amounts.

Fair value less costs of disposal

The fair value less costs of disposal of the assets and liabilities is determined based on the adjusted net assets of the subsidiary company.

Details of the Level 3 fair value method used in obtaining the recoverable amounts are as follows:

Description of valuation technique and input used	**Significant unobservable assets and liabilities**	**Relationship of unobservable inputs and fair value**
Adjusted net asset method which derives the fair value of an investee's equity instruments by reference to the fair value of its assets and liabilities.	Fair value of individual assets and liabilities.	The higher the net assets, the higher the fair value.

NOTES TO THE FINANCIAL STATEMENTS

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

8.5 Non-controlling interests in subsidiaries

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

	2025		
	DSSB RM'000	Other subsidiaries with immaterial NCI RM'000	Total RM'000
NCI percentage of ownership interest and voting interest	6.97%		
Carrying amount of NCI	16,603	1,141	17,744
(Loss)/Profit allocated to NCI	(2,837)	401	(2,436)
Summarised financial information before intra-group elimination			
As at 31 December 2025			
Non-current assets	656,573		
Current assets	15,360		
Non-current liabilities	(243,453)		
Current liabilities	(166,628)		
Net assets	261,852		
Year ended 31 December 2025			
Revenue	19,299		
Loss and comprehensive expense for the year	(39,412)		
Cash flows used in operating activities	(1,338)		
Cash flows used in investing activities	(39)		
Cash flows from financing activities	2,298		
Net increase in cash and cash equivalents	921		

8. INVESTMENT IN SUBSIDIARIES (CONTINUED)

8.5 Non-controlling interests in subsidiaries (continued)

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

	2024		
	DSSB RM'000	Other subsidiaries with immaterial NCI RM'000	Total RM'000
NCI percentage of ownership interest and voting interest	7.77%		
Carrying amount of NCI	19,440	740	20,180
(Loss)/Profit allocated to NCI	(2,748)	2,976	228

Summarised financial information before intra-group elimination

As at 31 December 2024

Non-current assets	683,035
Current assets	12,745
Non-current liabilities	(261,299)
Current liabilities	(160,217)
Net assets	274,264

Year ended 31 December 2024

Revenue	29,713
Loss and comprehensive expense for the year	(34,140)
Cash flows used in operating activities	(3,068)
Cash flows used in investing activities	(2,648)
Cash flows from financing activities	3,487
Net decrease in cash and cash equivalents	(2,229)

9. INVESTMENT IN ASSOCIATE

Striking Off of Purnama Persada Sdn. Bhd. ("Purnama Persada")

On 6 February 2024, the Company received a letter dated 31 January 2024 from the Companies Commission of Malaysia notifying that Purnama Persada had been struck off from the Register of Companies Commission of Malaysia pursuant to Section 550 of the Companies Act 2016 on 23 January 2024. Accordingly, Purnama Persada ceased to be an associate company of the Company on 23 January 2024.

NOTES TO THE FINANCIAL STATEMENTS

10. DEFERRED TAX ASSETS/(LIABILITIES)

Recognised deferred tax assets/(liabilities)

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Group						
Property, plant and equipment	**-**	-	**(83,078)**	(84,347)	**(83,078)**	(84,347)
Investment properties	**-**	-	**(44,413)**	(44,310)	**(44,413)**	(44,310)
Bearer biological assets	**-**	-	**(65,228)**	(69,420)	**(65,228)**	(69,420)
Fresh fruit bunches	**-**	-	**(1,141)**	(664)	**(1,141)**	(664)
Receivables from concession customer	**-**	-	**(24,201)**	(25,358)	**(24,201)**	(25,358)
Concession asset/(liability)	**19,670**	20,799	**(808)**	(904)	**18,862**	19,895
Unabsorbed tax losses	**28,162**	28,155	**-**	-	**28,162**	28,155
Unabsorbed capital allowances	**58,133**	57,338	**-**	-	**58,133**	57,338
Unabsorbed agriculture allowances	**3,829**	3,496	**-**	-	**3,829**	3,496
Unabsorbed industrial building allowances	**20,098**	18,961	**-**	-	**20,098**	18,961
Other temporary differences	**19**	147	**-**	-	**19**	147
Net tax assets/(liabilities)	**129,911**	128,896	**(218,869)**	(225,003)	**(88,958)**	(96,107)
Company						
Investment properties	**-**	-	**(11,910)**	(11,630)	**(11,910)**	(11,630)

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

Recognised deferred tax assets/(liabilities) (continued)

Movement in temporary differences:

	As at 1 January 2024 RM'000	Recognised in profit or loss in 2024 (Note 26) RM'000	As at 31 December 2024 RM'000	Recognised in profit or loss in 2025 (Note 26) RM'000	As at 31 December 2025 RM'000
Group					
Deferred tax (liabilities)/assets					
Property, plant and equipment	(85,776)	1,429	**(84,347)**	**1,269**	**(83,078)**
Investment properties	(36,200)	(8,110)	**(44,310)**	**(103)**	**(44,413)**
Assets held for sale	(21,375)	21,375	**-**	**-**	**-**
Bearer biological assets	(71,740)	2,320	**(69,420)**	**4,192**	**(65,228)**
Fresh fruit bunches	(1,215)	551	**(664)**	**(477)**	**(1,141)**
Receivables from concession customer	(30,094)	4,736	**(25,358)**	**1,157**	**(24,201)**
Concession asset/(liability)	20,929	(1,034)	**19,895**	**(1,033)**	**18,862**
Unabsorbed tax losses	27,599	556	**28,155**	**7**	**28,162**
Unabsorbed capital allowances	55,773	1,565	**57,338**	**795**	**58,133**
Unabsorbed agriculture allowances	3,491	5	**3,496**	**333**	**3,829**
Unabsorbed industrial building allowances	19,092	(131)	**18,961**	**1,137**	**20,098**
Other temporary differences	1,203	(1,056)	**147**	**(128)**	**19**
	(118,313)	22,206	**(96,107)**	**7,149**	**(88,958)**
Company					
Deferred tax liabilities					
Investment properties	(3,600)	(8,030)	**(11,630)**	**(280)**	**(11,910)**
Assets held for sale	(14,545)	14,545	**-**	**-**	**-**
	(18,145)	6,515	**(11,630)**	**(280)**	**(11,910)**

NOTES TO THE FINANCIAL STATEMENTS

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

Recognised deferred tax assets/(liabilities) (continued)

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Presented after appropriate offsetting as follows:				
Deferred tax assets	**42,288**	40,900	**-**	-
Deferred tax liabilities	**(131,246)**	(137,007)	**(11,910)**	(11,630)
	(88,958)	(96,107)	**(11,910)**	(11,630)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	Group	
	2025 RM'000	2024 RM'000
Unabsorbed tax losses	**860,333**	823,382
Unabsorbed capital allowances	**16,039**	15,751
Provisions	**25,411**	29,113
Other temporary differences	**(611)**	199
	901,172	868,445

The comparative figures of the Group have been revised to reflect the previous year's final tax submission.

Effective Year of Assessment 2019 as announced in the Annual Budget 2022, the unabsorbed tax losses of the Group as of 31 December 2018 and thereafter will be available for carry forward for a period of 10 consecutive years. Upon expiry of the 10 years, the unabsorbed tax losses will be disregarded.

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

Unrecognised deferred tax assets (continued)

The unabsorbed tax losses of the Group are available for offsetting against future taxable profits of the respective entities within the Group, subject to no substantial change in shareholdings of those entities under the Income Tax Act 1967 and guidance issued by the tax authority. The final year of assessment for utilisation of the unabsorbed tax losses is as follows:

	Group	
	2025 RM'000	2024 RM'000
Year of assessment 2028	**495,424**	495,424
Year of assessment 2029	**78,483**	78,483
Year of assessment 2030	**48,316**	48,316
Year of assessment 2031	**31,264**	31,264
Year of assessment 2032	**51,159**	51,159
Year of assessment 2033	**80,216**	80,216
Year of assessment 2034	**38,520**	38,520
Year of assessment 2035	**36,951**	-
	860,333	823,382

11. INVENTORIES

	Group	
	2025 RM'000	2024 RM'000
Cost		
Stores and consumables	**2,750**	2,554

During the financial year, the amount of inventories recognised in the profit or loss of the Group was RM10,678,000 (2024: RM12,265,000) and is included in plantation costs in the statements of profit or loss and other comprehensive income.

In the previous financial year, the amount of inventories written off recognised in the profit or loss of the Group was RM29,000 and was included in other expenses in the statements of profit or loss and other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

12. FRESH FRUIT BUNCHES

12.1 Fair value of fresh fruit bunches

	Group	
	2025 RM'000	2024 RM'000
Fair value less costs to sell		
Fresh fruit bunches	**4,753**	2,765

The following table shows the valuation technique used in the determination of fair values, classified within Level 3, as well as significant unobservable inputs used in the valuation model.

Description of valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Income approach: The method involves forecasting the income to be generated by the fresh fruit bunches on the trees at year end by using 4 months projected sales less cost of harvesting and collection to estimate the fresh fruit bunches on the trees as the black bunches normally require 4 to 5 months to reach maturity. In arriving at the valuation, a transformation growth factor was included.	Maturity period of the fresh fruit bunches and transformation growth factor.	The estimated fair value would increase/ (decrease) if: (a) the fresh fruit bunches take shorter/ (longer) time to reach maturity. (b) the transformation growth factor is higher/ (lower).

The following table shows a reconciliation of the fair value of fresh fruit bunches:

	Group	
	2025 RM'000	2024 RM'000
At 1 January	**2,765**	5,062
Change in fair value recognised in profit or loss	**1,988**	(2,297)
At 31 December	**4,753**	2,765

During the financial year, Danum Sinar harvested approximately 23,568 MT (2024: 37,974 MT). The quantity of unharvested fresh fruit bunches ("FFB") as at 31 December 2025 included in the fair valuation of unharvested FFB was 9,228 MT (2024: 6,904 MT).

If the FFB selling price changes by 5%, profit or loss would have equally increased or decreased by approximately RM280,000 (2024: RM167,000).

13. CONTRACT ASSETS

	Group	
	2025 RM'000	2024 RM'000
Contract assets	**6,065**	2,301

13.1 Contract assets

The contract assets primarily relate to the Group's rights to consideration for work completed on construction contracts but not yet billed at the reporting date. Typically, the amount will be billed within 30 days and payment is expected within 60 days.

14. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Non-current					
Trade					
Receivables from concession customer	14.1	**684,404**	729,665	**-**	-
Non-trade					
Prepayments	14.2	**24,563**	14,900	**-**	-
		708,967	744,565	**-**	-
Current					
Trade					
Trade receivables	14.3	**32,160**	24,515	**-**	-
Receivables from concession customer	14.1	**99,133**	91,705	**-**	-
Advances to subcontractors	14.4	**4,796**	4,796	**-**	-
		136,089	121,016	**-**	-
Non-trade					
Prepayments	14.2	**55,702**	61,486	**214**	89
Other receivables		**9,037**	8,655	**1,203**	1,228
Deposits	14.5	**16,939**	16,547	**30**	18
		81,678	86,688	**1,447**	1,335
		217,767	207,704	**1,447**	1,335
		926,734	952,269	**1,447**	1,335

NOTES TO THE FINANCIAL STATEMENTS

14. TRADE AND OTHER RECEIVABLES (CONTINUED)

14.1 Receivables from concession customer

(a) CA-Z1P2

The receivables from the concession customer of CA-Z1P2 are pledged to Bank Pembangunan Malaysia Berhad and Junior Notes as disclosed in Note 19.2.1(d)(viii) to the financial statements.

(b) CA-Z1P3

The receivables from the concession customer of CA-Z1P3 are pledged to the Security Trustee for the Al-Kafalah Facility, Senior Sukuk Murabahah and Junior Sukuk Murabahah granted to TMSB as disclosed in Note 19.3(e)(v) to the financial statements as part of the assignment of the Concession Agreement.

14.2 Prepayments

(a) Included in the prepayments of the Group are prepaid guarantee premium fees and prepaid interest expense of RM3,730,000 (2024: RM4,213,000) and RM37,709,000 (2024: RM40,126,000) respectively in respect of the Senior Sukuk Murabahah.

(b) Included in the prepayments of the Group are prepaid interest expense of paid on the redemption of Junior Notes issued by TVSB amounting to RM1,833,000 (2024: RM2,738,000).

14.3 Trade receivables

Trade receivables are non-interest bearing and are generally on a range of 15 to 90 days (2024: 15 to 90 days) terms. Credit terms are assessed and approved on a case-by-case basis.

14.4 Advances to subcontractors

Advances are paid to subcontractors upon request by subcontractors, as per contract. Advances are non-interest bearing and are recouped progressively and proportionately from subsequent progress billings from the subcontractors upon supply of the works attaining a certain percentage of the contract sum.

14.5 Deposits

Included in the deposits of the Group are deposits paid to various regulatory authorities in regards to the construction projects of RM7,502,000 (2024: RM7,502,000) and deposits of the net adjudicated amount of RM6,315,000 (2024: RM6,315,000) which is currently held by the solicitor of Genbina Sdn. Bhd. (“Genbina”) and its receiver cum co-plaintiff, namely Malaysia Debt Ventures Berhad in regards to the notice of adjudication as disclosed in Note 36(II) to the financial statements.

15. SHORT-TERM INVESTMENTS

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Short-term investments	15.1	**30,081**	56,026	**27,618**	56,026
Fixed deposits placed with licensed banks	15.2	**80,536**	57,743	**-**	-
		110,617	113,769	**27,618**	56,026

15.1 Short-term investments

Short-term investments represent unit trust and cash fund placements in financial institutions and are categorised as financial assets at fair value through profit or loss.

15.2 Fixed deposits placed with licensed banks

The fixed deposits placed with licensed banks have maturity of more than three (3) months and are measured at amortised cost.

(a) Included in the short-term investments of the Group are restricted monies amounting to RM9,555,000 (2024: RM10,360,000) held under the Revenue Accounts, Medium Term Notes Debt Service Reserve Account ("MTN DSRA") and Junior Notes Debt Service Reserve Account ("JN DSRA"), representing securities assigned and charged with Security Agent for the Financial Guarantee Insurance ("FGI") and Medium Term Notes I as disclosed in Note 19.2.1(d)(vii) to the financial statements.

(b) Included in the short-term investments of the Group are restricted monies amounting to RM41,324,000 (2024: RM31,347,000) held under Revenue Account, Senior Sukuk Finance Service Reserve Account ("Senior Sukuk FSRA"), Senior Sukuk Trustees' Reimbursement Account ("Senior Sukuk TRA"), Junior Sukuk Trustees' Reimbursement Account ("Junior Sukuk TRA") and Disbursement Account. The Group's Revenue Account, Senior Sukuk FSRA and Disbursement Account are securities assigned and charged with Security Agent, licensed banks and/or licensed financial institutions for Senior Sukuk Murabahah and Junior Sukuk Murabahah as disclosed in Note 19.3(e)(ii),(iii) and (iv) to the financial statements.

(c) Included in the short-term investments of the Group are restricted monies amounting to RM321,000 (2024: RM314,000) as a security assigned and charged to lender of bank overdraft to TRIplc Berhad as disclosed in Note 19.5(a)(ii) to the financial statements.

(d) Included in the short-term investments of the Group are restricted monies amounting to RM2,185,000 (2024: RM1,650,000) pledged with a licensed bank to secure the issuance of bank guarantees.

(e) Included in the short-term investments of the Group are restricted monies amounting to RM27,150,000 (2024: RM Nil) held under Proceeds Account and Reserve Account. The Group's Proceeds Account and Reserve Account are securities assigned and charged with Security Trustee for the Sukuk Murabahah II as disclosed in Note 19.4.2(g)(viii) to the financial statements.

(f) Included in the short-term investments of the Group are restricted monies amounting to RM Nil (2024: RM14,072,000) held under the Debt Service Reserve Account ("DSRA"), Liquidity Reserve Account ("LRA") and Trustee Reimbursement Account ("TRA"). The Group's DSRA and LRA are securities assigned and charged with Security Trustee for the Medium Term Notes II as disclosed in Note 19.2.2(c)(iv) to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

16. CASH AND CASH EQUIVALENTS

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Deposits with licensed banks	**45,328**	68,178	**12,541**	12,273
Cash and bank balances	**80,985**	80,471	**1,340**	6,392
	126,313	148,649	**13,881**	18,665

(i) Included in the cash and cash equivalents of the Group is an amount of RM Nil (2024: RM17,035,000) held under the Group's Proceeds Account, DSRA and LRA. The Group's Proceeds Account, DSRA and LRA are securities pledged, assigned and charged with a licensed financial institution as disclosed in Note 19.2.2(c)(iv) to the financial statements.

(ii) Included in the cash and cash equivalents of the Group is an amount of RM3,367,000 (2024: RM3,039,000) held under the Group's Escrow Accounts and Sukuk Trustees' Reimbursement Account ("STRA"). The Group's Escrow Accounts are securities pledged with a licensed bank to secure the loan facilities as disclosed in Notes 19.1.1(c) and 19.4.1(b)(iii) to the financial statements.

(iii) Included in the cash and cash equivalents of the Group is an amount of RM17,394,000 (2024: RM11,650,000) held under the Group's Revenue Account, Operating Account and MTN DSRA. The Group has assigned and charged to the Security Agent, all its rights, title, interest, and benefits in and under the Group's Revenue Account, Operating Account and MTN DSRA as securities for the repayment of the total secured amount for the FGI facility and Junior Notes. The repayment shall rank in the order of priority as disclosed in Note 19.2.1(d)(viii) to the financial statements.

(iv) Included in the cash and cash equivalents of the Group is an amount of RM17,000 (2024: RM17,000) held under the JN DSRA. The Group has assigned and charged to the Security Agent all its rights, title, interest and benefits in and under the JN DSRA as security for the payment of the outstanding under the Junior Notes.

(v) Included in the cash and cash equivalents of the Group is an amount of RM39,530,000 (2024: RM47,822,000) held under the Group's Disbursement Account, Revenue Account, Operating Account, Senior Sukuk FSRA, Junior Sukuk Finance Service Reserve Account ("Junior Sukuk FSRA"), Senior Sukuk TRA and Junior Sukuk TRA. The Group's Disbursement Account, Revenue Account, Operating Account, Senior Sukuk FSRA and Junior Sukuk FSRA are securities assigned and charged to the Security Trustee, all its rights, title, interest and benefits under these accounts as disclosed in Note 19.3(e)(ii),(iii) and (iv) to the financial statements.

(vi) Included in the cash and cash equivalents of the Group and of the Company is an amount of RM12,727,000 (2024: RM12,459,000) and RM12,541,000 (2024: RM12,273,000) respectively pledged with a licensed bank to secure the issuance of bank guarantees.

(vii) Included in the cash and cash equivalents of the Group is an amount of RM6,070,000 (2024: RM Nil) held under the Group's STRA, Proceeds Account and Reserve Account. The Group's Proceeds Account and Reserve Account are securities assigned and pledged with a licensed bank to secure the loan facilities as disclosed in Note 19.4.2(g)(viii) to the financial statements.

16. CASH AND CASH EQUIVALENTS (CONTINUED)

(viii) Included in the cash and cash equivalents of the Group is an amount of RM Nil (2024: RM1,482,000) held under the Group's Escrow Account and STRA. The Group's Escrow Account is assigned and pledged with a licensed bank to secure the loan facilities as disclosed in Note 19.4.2(c)(iii) to the financial statements.

(ix) Included in the cash and cash equivalents of the Group is an amount of RM1,000 (2024: RM3,534,000) held under the Group's Revenue Account as a security assigned and charged to the lender of revolving credit facility II as disclosed in Note 19.1.2(b)(iii) to the financial statements.

17. ASSETS HELD FOR SALE

	Group		Company	
	2025 RM'000	**2024 RM'000**	**2025 RM'000**	**2024 RM'000**
At 1 January	**98,625**	306,066	**98,625**	204,949
Transfer from/(to) investment properties (Note 5)	**2,200**	(207,441)	**-**	(106,324)
Impairment loss recognised during the year	**(600)**	-	**-**	-
At 31 December	**100,225**	98,625	**98,625**	98,625

(i) On 17 August 2023, the Company and its wholly owned subsidiary, PNMSSB entered into three separate conditional sale and purchase agreements ("Conditional SPAs") to dispose three parcels of land in Ijok, Selangor for RM306,065,749 to be paid in cash progressively over fifty-three (53) months from the date of the execution of the respective Conditional SPAs in accordance with the terms and conditions as stipulated in the respective Conditional SPAs.

On 16 August 2024, the Company entered into a supplemental agreement ("Supplemental Agreement") with the purchaser to proceed with the Conditional SPA for Lot 7093 and to terminate and revoke the Conditional SPAs for Lot 7094 and Lot 7095. All deposit payments of approximately RM61,213,000 made by the purchaser to the Company and PNMSSB shall be deemed as advance payment for the purchase of Lot 7093 of approximately RM98,625,000. The balance purchase price for Lot 7093 of approximately RM37,412,000 will be paid in cash progressively over three years from June 2025 in accordance with the terms and conditions as stipulated in the Supplemental Agreement.

On 16 August 2024, the Company and PNMSSB also entered into two (2) separate deeds of revocation to revoke and rescind the Conditional SPAs for Lot 7095 and Lot 7094 respectively.

During the financial year, the Company received the payment for the balance purchase price for Lot 7093 amounted to RM10,000,000.

NOTES TO THE FINANCIAL STATEMENTS

17. ASSETS HELD FOR SALE (CONTINUED)

(ii) During the financial year, the sub-subsidiary of the Company, Central Challenger (M) Sdn. Bhd., received an offer from a prospect buyer to acquire its investment properties located in Mukim of Sungai Buloh, District of Petaling, Selangor for a cash consideration of RM1,600,000. The prospect buyer has deposited an earnest deposit equivalent to 2% of the purchase consideration during the financial year, and a further deposit of 8% of the purchase consideration in January 2026.

The amount of impairment loss on initial classification as assets held for sale recognised in "Impairment losses on other assets" line item of statements of profit or loss and other comprehensive income of the Group was RM600,000. The impairment loss recognised in the assets held for sales was due to the asset is measured at the fair value less costs to sell.

Subsequent to the financial year end, the sale and purchase agreement in relation to the disposal of the investment properties was executed on 4 February 2026.

18. CAPITAL AND RESERVES

18.1 Share capital

	Group and Company			
	2025		2024	
	Amount RM'000	Number of shares '000	Amount RM'000	Number of shares '000
Ordinary shares, issued and fully paid with no par value:				
At 1 January/31 December	**554,663**	**449,285**	554,663	449,285

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. In respect of the Company's treasury shares that are held by the Company (Note 18.2), all rights are suspended until those shares are reissued.

18. CAPITAL AND RESERVES (CONTINUED)

18.2 Treasury shares

Treasury shares comprise solely the ordinary shares of the Company that are held by the Company. The amount consists of the acquisition costs of treasury shares net of the proceeds received on their subsequent sale or issuance. There was no repurchase of issued share capital in the current financial year.

As at 31 December 2025 and 2024, the Company held 2,036,800 of the Company's ordinary shares as treasury shares, amounting to RM5,941,000.

18.3 Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

18.4 Revaluation reserve

The revaluation reserve relates to the revaluation of property, plant and equipment and also for those properties reclassified from property, plant and equipment to investment properties. Details of the revaluation reserve are as follows:

	Group	
	2025 RM'000	**2024 RM'000**
At 1 January/31 December, gross	**132,293**	132,293
At 1 January/31 December, deferred tax	**(15,279)**	(15,279)
At 31 December, net	**117,014**	117,014

18.5 Other reserve

Other reserve represents the premium paid on the acquisition of the non-controlling interests in GOM Resources Sdn. Bhd..

NOTES TO THE FINANCIAL STATEMENTS

19. LOANS AND BORROWINGS

	Note	Group 2025 RM'000	Group 2024 RM'000
Non-current			
Tawarruq term loan	19.1	**109,283**	121,283
Medium Term Notes	19.2	**-**	192,876
Senior Sukuk Murabahah	19.3	**430,669**	469,005
Sukuk Murabahah	19.4	**305,000**	50,000
Lease liabilities	31.5	**698**	1,330
		845,650	834,494
Current			
Tawarruq term loan	19.1	**9,600**	2,400
Revolving credit facilities	19.1	**150,000**	150,000
Medium Term Notes	19.2	**-**	25,176
Senior Sukuk Murabahah	19.3	**38,188**	37,890
Sukuk Murabahah	19.4	**-**	14,100
Bank overdraft	19.5	**-**	15
Lease liabilities	31.5	**631**	1,348
		198,419	230,929
		1,044,069	1,065,423

19.1 Tawarruq term loan and revolving credit facilities

19.1.1 Tawarruq term loan and revolving credit facility I

Tawarruq term loan facility and Tawarruq revolving credit facility I were granted to Danum Sinar to refinance its previous banking facilities, for working capital purposes and to finance the expansion of the plantation development activities in Sarawak, Malaysia.

The Tawarruq term loan facility I is for a period of 180 months inclusive of twenty-four (24) months' grace period and subject to a yearly review. The principal repayment commenced on the 25th month end from the date of initial drawdown in November 2017. The profit is payable on a monthly basis at a profit rate of Islamic Cost of Fund plus margin of 1.60% per annum.

The Tawarruq revolving credit facility I is for a period of one (1), two (2) or three (3) months and subject to yearly review. The profit is payable on a monthly basis at the end of each profit period at a profit rate of Islamic Cost of Fund plus margin of 1.60% per annum.

19. LOANS AND BORROWINGS (CONTINUED)

19.1 Tawarruq term loan and revolving credit facilities (continued)

19.1.1 Tawarruq term loan and revolving credit facility I (continued)

The facilities are secured against the following securities:

(a) first charge on plantation land, plantation buildings and infrastructure as disclosed in Note 4.4(a) to the financial statements and bearer biological assets as disclosed in Note 6.3 to the financial statements;

(b) debenture over present and future assets of Danum Sinar;

(c) charge and assignment over a designated Escrow Account;

(d) corporate guarantee from the Company; and

(e) undertaking letter from Company to finance any cash flow deficiency in Danum Sinar and to top up any shortfall in the Minimum Required Balance in the Escrow Account.

The key financial covenants of the facilities are as follows:

(i) Danum Sinar shall maintain a minimum Finance Service Cover Ratio ("FSCR") of 1.20 times at all times. FSCR shall be computed as the ratio of total opening cash balances plus net operating and investing cash flows, all drawdown/issuances and advances from shareholder(s) or related companies to the annual principal and profit payment obligations; and

(ii) PNHB Group's consolidated net finance to equity ("FE") ratio shall not be more than 1.20 times at all times.

19.1.2 Revolving credit facility II

(a) In the previous financial year ended 2024, TRIplc FMS Sdn. Bhd. ("TFSB") was granted with revolving credit facility II to finance the supply of medical equipment work for Hospital Al-Sultan Abdullah UiTM under the CA-Z1P3 as disclosed in Note 3(b) to the financial statements.

(b) The facility is secured against the following securities:

(i) corporate guarantee from the Company;

(ii) assignment by TFSB on payment from TMSB to a Designated Account controlled by the lender;

(iii) assignment of Designated Account by TFSB; and

(iv) undertaking letter from the Company to cover any deficiency by TFSB's contribution to the project cost and any shortfall of payment of the facility.

(c) Revolving credit facility II bears interest at rates ranging from 0.15% to 0.58% (2024: 0.15% to 0.58%) per month.

NOTES TO THE FINANCIAL STATEMENTS

19. LOANS AND BORROWINGS (CONTINUED)

19.2 Medium Term Notes

	Group	
	2025 RM'000	2024 RM'000
At 1 January	**220,000**	245,000
Repayment during the financial year	**(220,000)**	(25,000)
At 31 December	**-**	220,000
Accretion of discount		
At 1 January	**1,948**	2,432
Less: Recognised in profit or loss	**(1,948)**	(484)
At 31 December	**-**	1,948
	-	218,052
Represented as:		
Current	**-**	25,176
Non-current	**-**	192,876
	-	218,052

19.2.1 Medium Term Notes I

(a) On 10 October 2011, TVSB issued RM240 million nominal value Medium Term Notes I under a MTN programme for the following purpose:

(i) to part finance the construction cost under the CA-ZIP2; and

(ii) to finance the payment of coupons under the Medium Term Notes I during the construction period of the said Facilities and Infrastructure and to prefund the debt service reserve account require under the financial guarantee facility up to such amount equivalent to the minimum required balance.

(b) The Medium Term Notes I of the Group bears coupon at a rate of 3.00% per annum for the first three (3) years of the tenure and at rates ranging from 5.40% to 5.93% per annum for the subsequent years of the tenure.

(c) The Medium Term Notes I is repayable as follows:

(i) repayment of RM20 million instalments each to be made from the fifth year to the tenth year from the issue date;

(ii) repayment of RM25 million instalments each to be made from the eleventh to the fourteenth year from the issue date; and

(iii) final repayment of RM20 million to be made at the end of the fifteenth year from the issue date.

19. LOANS AND BORROWINGS (CONTINUED)

19.2 Medium Term Notes (continued)

19.2.1 Medium Term Notes I (continued)

(d) Medium Term Notes I is secured by the FGI facility. The FGI facility is secured by:

(i) debenture over present and future assets of TVSB;

(ii) assignment of all rights, title, interests and benefits in and under the CA;

(iii) assignment of all rights, title, interests and benefits in and under the insurances and the performance bonds;

(iv) corporate guarantee from TRIplc;

(v) charge over investment in a sub-subsidiary, TVSB with a carrying amount of RM26,650,000 (2024: RM26,650,000);

(vi) undertaking by PNHB and TRIplc;

(vii) assignment and charge of all rights, title, interest and benefits in and under the TVSB's Revenue Account, Operating Account, MTN DSRA and JN DSRA ("Designated Accounts"); and

(viii) repayment of the secured amount shall rank in the following order of priority;

(1) Firstly, Bank Pembangunan Malaysia Berhad in respect of FGI facility;

(2) Secondly, the trustee for the benefit of holders of Junior Notes.

(e) Significant covenants for the Medium Term Notes I is as follows:

(i) debt service cover ratio (annual) of not less than 1.30 times throughout the tenure of the credit facilities of TVSB for the covenant of Medium Term Notes I; and

(ii) debt service cover ratio (restricted distribution) of not less than 1.50 times after payment of Junior Notes interest and dividend throughout the tenure of the credit facilities of TVSB for the covenant of Medium Term Notes I.

(f) On 7 July 2025, the outstanding balance of the Medium Term Notes I was acquired by its related company, PBSB.

NOTES TO THE FINANCIAL STATEMENTS

19. LOANS AND BORROWINGS (CONTINUED)

19.2 Medium Term Notes (continued)

19.2.2 Medium Term Notes II

(a) On 31 July 2019, PBSB issued RM200 million nominal value Medium Term Notes II under a MTN programme for the following purpose:

(i) advance to TRIplc as and when required to part finance the construction costs pursuant to the CA-Z1P3;

(ii) advance to TRIplc to partially repay the term loan facility to part finance the construction costs of the CA-Z1P3 Project;

(iii) purchase RM35 million in nominal value of Junior Notes issued by TVSB;

(iv) to finance the payment obligations in respect of the initial pre-fund amount for the purpose of making coupon payments of the Medium Term Notes II and meet the minimum requirement for debt service reserve account and liquidity reserve account; and

(v) to pay fees and expenses in connection with the issuance of Medium Term Notes II.

(b) The Medium Term Notes II of the Group bears coupon at a rate ranging from 6.05% to 6.70% per annum.

(c) The Medium Term Notes II is secured by:

(i) a second ranking charge by TRIplc over the entire issued and fully paid up share capital of TVSB ("Share Charge"). Such Share Charge shall rank after the charge over the TVSB Shares given by TRIplc in favour of Malaysian Trustees Berhad as Security Agent in respect of the TVSB Medium Term Notes I and Junior Notes;

(ii) an assignment by TRIplc over all dividends declared or to be declared by TVSB from time to time;

(iii) a charge by PBSB over the rights, interest, title and benefits under the Junior Notes of RM35 million in nominal value issued by TVSB as disclosed in Note 19.2.1(e) to the financial statements;

(iv) an assignment and charge by PBSB over the Designated Accounts and the credit balances;

(v) a debenture by PBSB by way of a first ranking fixed and floating charge over all the present and future assets, rights and interests of PBSB;

(vi) an assignment by PBSB over the rights, interests, titles and benefits of the debt receivables from TRIplc pursuant to the advance granted to TRIplc by PBSB; and

(vii) undertaking by the Company.

(d) On 8 July 2025, the outstanding balance of the Medium Term Notes II was fully settled using partial proceeds from Second Tranche Sukuk Murabahah II issued by IWR as disclosed in Note 19.4.2(f)(ii) to the financial statements. The securities disclosed in Note 19.2.2(c) have been duly discharged.

19. LOANS AND BORROWINGS (CONTINUED)

19.3 Senior Sukuk Murabahah

	Group	
	2025 RM'000	2024 RM'000
At 1 January	**519,000**	559,000
Repayment during the financial year	**(40,000)**	(40,000)
At 31 December	**479,000**	519,000
Accretion of discount		
At 1 January	**12,105**	14,215
Less: Recognised in profit or loss	**(1,962)**	(2,110)
At 31 December	**10,143**	12,105
	468,857	506,895
Represented as:		
Current	**38,188**	37,890
Non-current	**430,669**	469,005
	468,857	506,895

(a) On 23 October 2017, a wholly-owned sub-subsidiary of the Company, TMSB issued the Senior Sukuk Murabahah of up to RM639 million in nominal value based on the Shariah principle of Murabahah (via Tawarruq arrangement) with tenure from five (5) years up to eighteen (18) years from the date of issuance for the following purposes:

(i) to part finance the construction cost of the CA-Z1P3;

(ii) to finance the payment obligations in respect of the initial pre-fund amount for the Senior Sukuk FSRA for the purpose of making profit payments of the Senior Sukuk Murabahah and guarantee fee payments under the Al-Kafalah Facility; and

(iii) the balance shall be utilised to pay and/or reimburse the fees and expenses incidental to CA-Z1P3.

(b) The Senior Sukuk Murabahah bears coupon at profit rates ranging from 4.95% to 5.90% per annum.

(c) The Senior Sukuk Murabahah was guaranteed by both guarantors, Danajamin Nasional Berhad and Bank Pembangunan Malaysia Berhad ("Al-Kafalah Providers") for a period of forty-eight (48) months from the date of issuance of Senior Murabahah or upon issuance of the Certificate of Acceptance ("Al-Kafalah Period"), whichever is earlier.

The guarantee fee is charged at 1.75% per annum for the first three (3) years and 2.00% per annum for the fourth (4th) year.

The Al-Kafalah Facilities and Al-Kafalah policy was cancelled effective 1 February 2021 upon issuance of the Certificate of Acceptance by UiTM.

NOTES TO THE FINANCIAL STATEMENTS

19. LOANS AND BORROWINGS (CONTINUED)

19.3 Senior Sukuk Murabahah (continued)

(d) The Senior Sukuk Murabahah is repayable as follows:

(i) repayment of RM40 million instalments each to be made from the fifth year to the ninth year from the issue date;

(ii) repayment of RM44 million instalment to be made for the tenth year from the issue date;

(iii) repayment of RM45 million instalment to be made for the eleventh year from the issue date; and

(iv) repayment of RM50 million instalments each to be made from the twelfth year to the eighteenth year from the issue date.

(e) TMSB has executed the following security documents being securities for the Senior Sukuk Murabahah and Junior Sukuk Murabahah:

(i) the debenture by TMSB;

(ii) the assignment and fixed charge over Disbursement Account, Revenue Account and Operating Account;

(iii) the assignment and fixed charge over Senior Sukuk FSRA;

(iv) the assignment and fixed charge over Junior Sukuk FSRA;

(v) the assignment of CA-Z1P3;

(vi) the assignment of performance bonds and completion guarantee;

(vii) the assignment of Project Documents;

(viii) the assignment of takaful/insurances; and

(ix) the fixed charge over the shares of TMSB.

(f) The rights of the above security documents and any proceeds of realisation thereof as stated in the Priority and Security Sharing Agreement ("PSSA") shall rank as follows:

(i) Firstly, the Senior Sukuk Trustee on behalf of the Senior Sukuk holders; and

(ii) Secondly, the Junior Sukuk Trustee on behalf of the Junior Sukuk holders.

(g) Significant financial covenants for the Senior Sukuk Murabahah and Junior Sukuk Murabahah are as follows:

(i) finance service cover ratio of at least 1.65 times during the Asset Management Services Period; and

(ii) permitted distribution finance service cover ratio of at least 1.65 times following any distribution made after the permitted distribution conditions are met.

19. LOANS AND BORROWINGS (CONTINUED)

19.4 Sukuk Murabahah

	Group	
	2025 RM'000	2024 RM'000
At 1 January	**64,100**	84,000
Drawdown during the financial year	**255,000**	-
Repayment during the financial year	**(14,100)**	(19,900)
At 31 December	**305,000**	64,100
Represented as:		
Current	**-**	14,100
Non-current	**305,000**	50,000
	305,000	64,100

19.4.1 Sukuk Murabahah I

(a) On 23 December 2021, Danum Sinar made a lodgement with the Securities Commission Malaysia ("SC") for Islamic Medium Term Notes Programme of up to RM300 million in nominal value under the Shariah Principle of Murabahah via Tawarruq Arrangement ("Sukuk Murabahah Programme I").

In the previous financial years, Danum Sinar issued the First Tranche Sukuk Murabahah I of RM50 million in nominal value under the Sukuk Murabahah Programme I.

The proceeds from the issuance of the Sukuk Murabahah Programme I, from time to time, shall be utilised by Danum Sinar for the following Shariah-compliant purposes:

(i) to pay all fees and expenses in relation to the Sukuk Murabahah Programme I; and

(ii) to part finance Danum Sinar's new plantation development expenditure, construction of plantation mill and for working capital requirements.

NOTES TO THE FINANCIAL STATEMENTS

19. LOANS AND BORROWINGS (CONTINUED)

19.4 Sukuk Murabahah (continued)

19.4.1 Sukuk Murabahah I (continued)

(b) The Sukuk Murabahah Programme I will be issued in tranches and the security/collateral to be pledged for each of the tranches will only be determined and agreed with the relevant subscribers of the respective tranches prior to issuance of such tranche.

First Tranche Sukuk Murabahah I shall be secured against the following securities:

(i) first charge on plantation land, plantation buildings and infrastructure as disclosed in Note 4.4(a) to the financial statements and bearer biological assets as disclosed in Note 6.3 to the financial statements;

(ii) debenture over present and future assets of Danum Sinar;

(iii) assignment and charge over First Tranche Sukuk Murabahah I Designated Account;

(iv) corporate guarantee from the Company; and

(v) undertaking by the Company.

The security under items (i), (ii) and (v) shall be shared on a pari passu basis between the Sukukholders under First Tranche Sukuk Murabahah I and financier to the existing Tawarruq term loan facility and revolving credit facility I as disclosed in Note 19.1.1 to the financial statements via the security sharing agreement ("Security Sharing Agreement").

(c) The profit is payable on a monthly basis at a profit rate of Islamic Cost of Fund plus margin of 1.60% per annum.

(d) The key financial covenants for the Sukuk Murabahah Programme I are as follows:

(i) Danum Sinar shall maintain a minimum FSCR of 1.20 times at all times; and

(ii) PNHB Group's consolidated net FE ratio shall not be more than 1.20 times at all times.

19.4.2 Sukuk Murabahah II

(a) On 7 September 2023, IWR, a wholly-owned subsidiary of the Company made a lodgement with SC for Islamic Medium Term Notes Programme of RM1 billion in nominal value under the Shariah Principle of Murabahah via Tawarruq arrangement ("Sukuk Murabahah Programme II").

First Tranche Sukuk Murabahah II

(b) On 9 October 2023, IWR issued the First Tranche Sukuk Murabahah II of RM34 million under the Sukuk Murabahah Programme II. The proceeds raised from the First Tranche Sukuk Murabahah II are utilised by the Group for the following purposes:

(i) to fund general working capital requirements of the Group;

(ii) to fund identified projects undertaken by PNCSB; and/or

(iii) payment of fees and costs in relation to the establishment of the Sukuk Murabahah Programme II and the issuance of the First Tranche Sukuk Murabahah II.

19. LOANS AND BORROWINGS (CONTINUED)

19.4 Sukuk Murabahah (continued)

19.4.2 Sukuk Murabahah II (continued)

First Tranche Sukuk Murabahah II (continued)

(c) The First Tranche Sukuk Murabahah II is unrated, has a tenure of one (1) year from the issue date and shall be secured against the following securities:

(i) third party first legal assignment and charge over the rights, titles and interests over all proceeds receivable by PNCSB under the contract agreements signed between the PNCSB and the respective contract awarders of the identified projects;

(ii) third party first legal charge on certain parcels of leasehold land of a subsidiary of the Company as disclosed in Note 5.3(b) to the financial statements;

(iii) assignment and charge of all rights, title, interest and benefits under the First Tranche Sukuk Murabahah II Designated Accounts; and

(iv) corporate guarantee from the Company.

On 3 October 2024, the tenure of the First Tranche Sukuk Murabahah has been extended by one (1) year from its original maturity date on 9 October 2024, as approved by the Sukukholder of the First Tranche Sukuk Murabahah II.

(d) The profit is payable on a quarterly basis using the floating profit rate.

(e) On 8 July 2025, the outstanding balance of the First Tranche Sukuk Murabahah II was fully settled using partial proceeds from Second Tranche Sukuk Murabahah II issued by IWR as disclosed in Note 19.4.2(f)(i) to the financial statements. The securities disclosed in Note 19.4.2(c) have been duly discharged.

Second Tranche Sukuk Murabahah II

(f) On 8 July 2025, IWR issued the Second Tranche Sukuk Murabahah II of RM255 million under the Sukuk Murabahah Programme II. The proceeds raised from the Second Tranche Sukuk Murabahah II are utilised for the following purposes:

(i) to part redeem the First Tranche Sukuk Murabahah II issued by IWR;

(ii) to advance to PBSB for the partial early redemption of the Medium Term Notes I issued by PBSB;

(iii) to fund the Reserve Account of the Second Tranche Sukuk Murabahah II; and

(iv) to advance to Puncak and/or its subsidiaries to fund its general working capital requirement (including fees and expenses in relation to the issuance of the Second Tranche Sukuk Murabahah II).

NOTES TO THE FINANCIAL STATEMENTS

19. LOANS AND BORROWINGS (CONTINUED)

19.4 Sukuk Murabahah (continued)

19.4.2 Sukuk Murabahah II (continued)

Second Tranche Sukuk Murabahah II (continued)

(g) The Second Tranche Sukuk Murabahah II has been assigned a final AA1/stable credit rating by RAM Rating Services Bhd and carries a tenure of up to nine years from the issue date and shall be secured against the following security:

(i) charge by PBSB over rights and interest under the TVSB Medium Term Notes I;

(ii) charge over investment in a sub-subsidiary, TVSB with a carrying amount of RM26,650,000;

(iii) debenture over present and future assets of TVSB;

(iv) assignment and charge of all rights, title, interest and benefits in and under the TVSB Revenue Account and Operating Account;

(v) charge by PBSB over rights and interest under the TVSB Junior Notes;

(vi) assignment by TRIplc over all dividends declared or to be declared by TVSB from time to time to TRIplc;

(vii) assignment by PBSB over all of its rights, title, interest and benefits in and to the Tripartite Agreement dated 26 June 2019 and the debt receivables from TRIplc;

(viii) assignment and charge by IWR over the Proceeds Account and Reserve Account and the credit balance therein;

(ix) assignment by IWR over all of its rights, title, interest and benefits in and to the PBSB Advance Agreement dated 23 June 2025 and the debt receivables from PBSB; and

(x) corporate guarantee from the Company.

Items (ii), (iii) and (iv) shall be secured upon release and discharge of TVSB's obligations over the Medium Term Notes I as disclosed in Note 19.2.1(d) to the financial statements.

(h) The profit is payable on semi-annually basis and the rates ranging from 4.10% to 4.92% per annum.

(i) The financial covenant for the Second Tranche Sukuk Murabahah II is that IWR shall maintain a minimum debt service cover ratio of 1.50 times at all times.

19.5 Bank overdraft

(a) Bank overdraft of TRIplc, a wholly-owned subsidiary of the Company is secured by:

(i) a third party first legal charge over a leasehold land as disclosed in Note 5.3(a) to the financial statements; and

(ii) pledged of first party fixed deposit of RM321,000 (2024: RM314,000) as disclosed in Note 15.2(c) to the financial statements.

19. LOANS AND BORROWINGS (CONTINUED)

19.5 Bank overdraft (continued)

(b) Bank overdraft of the Group bears interest at a rate of Nil (2024: 7.82% per annum).

(c) Bank overdraft facility had been cancelled on 27 August 2025. The securities disclosed in Note 19.5(a) are in the process of being discharged as at the date of this report.

20. TRADE AND OTHER PAYABLES

		Group		Company	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Trade					
Trade payables	20.1	**85,359**	98,827	**-**	-
		85,359	98,827	**-**	-
Non-trade					
Other payables and accruals	20.2	**58,588**	67,311	**131**	6,933
Amount due to a subsidiary	20.3	**-**	-	**-**	14,274
Deposits received for assets held for sale		**71,245**	61,213	**71,213**	61,213
		129,833	128,524	**71,344**	82,420
		215,192	227,351	**71,344**	82,420

20.1 Trade payables

These amounts are non-interest bearing. Trade payables are normally settled on 30 – 60 days (2024: 30 – 60 days) terms.

20.2 Other payables and accruals

(a) Included in the other payables and accruals of the Group are accrued interest expense on Medium Term Notes, Junior Notes and Sukuk Murabahah amounting to RM151,000 (2024: RM5,016,000), RM3,947,000 (2024: RM5,561,000) and RM5,985,000 (2024: RM344,000) respectively.

(b) Included in the other payables and accruals of the Group is a provision for replacements costs relating to CA-Z1P2 amounting to RM24,737,000 (2024: RM25,361,000).

(c) Included in the other payables and accruals of the Group is an amount owing to a Director of the Company of RM5,306,000 (2024: RM5,306,000). The amount owing to a Director represents advances which are unsecured, interest-free and repayable on demand.

20.3 Amount due to a subsidiary

In the previous financial year, amount due to a subsidiary is the proceeds on-lent to the Company from a subsidiary for the issuance of First Tranche Sukuk Murabahah II as disclosed in Note 19.4.2 to the financial statements. The amount is unsecured, bears a periodic profit equivalent to the periodic profit payable on First Tranche Sukuk Murabahah II.

NOTES TO THE FINANCIAL STATEMENTS

21. PROVISION FOR FORESEEABLE LOSS

	Group	
	2025 RM'000	2024 RM'000
At 1 January	**29,099**	29,099
Reversal during the year	**(3,702)**	-
At 31 December	**25,397**	29,099

Provision for foreseeable loss of the Group, which arose from a subsidiary, PNCSB was made as the total contract costs of one of its contracts, D44 Project, is expected to exceed the total estimated contract revenue as a result of cost increase subsequent to the termination of the previous sub-contractor for non-performance and slow work progress.

The provision for foreseeable loss that was reversed during the financial year reflects the actual work that was realised upon revenue and cost recognition.

22. REVENUE

	Group	
	2025 RM'000	2024 RM'000
Revenue from contracts with customers	**150,075**	120,360
Revenue from other sources:		
- Finance income from concession contract	**41,098**	42,933
- Others	**-**	1,603
	191,173	164,896

	Company	
	2025 RM'000	2024 RM'000
Other revenue		
- Dividend income	**32,200**	97,500

22. REVENUE (CONTINUED)

22.1 Disaggregation of revenue

Group	Construction		Plantation		Concession		Other revenue		Total	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Primary geographical markets										
Malaysia	**43,081**	6,090	**19,299**	28,110	**128,793**	129,093	**-**	1,603	**191,173**	164,896
Major products and service lines										
Construction contracts	**43,081**	6,090	**-**	-	**-**	-	**-**	-	**43,081**	6,090
CA-Z1P2 – maintenance service	**-**	-	**-**	-	**31,764**	28,874	**-**	-	**31,764**	28,874
CA-Z1P2 – finance income from concession contract	**-**	-	**-**	-	**9,086**	9,845	**-**	-	**9,086**	9,845
CA-Z1P3 – asset management services	**-**	-	**-**	-	**43,603**	43,561	**-**	-	**43,603**	43,561
CA-Z1P3 – supply of medical equipment	**-**	-	**-**	-	**12,328**	13,724	**-**	-	**12,328**	13,724
CA-Z1P3 – finance income from concession contract	**-**	-	**-**	-	**32,012**	33,089	**-**	-	**32,012**	33,089
Sale of fresh fruit bunches	**-**	-	**19,299**	28,110	**-**	-	**-**	-	**19,299**	28,110
Others	**-**	-	**-**	-	**-**	-	**-**	1,603	**-**	1,603
	43,081	6,090	**19,299**	28,110	**128,793**	129,093	**-**	1,603	**191,173**	164,896
Timing of recognition										
At a point in time	**-**	-	**19,299**	28,110	**12,328**	13,724	**-**	1,603	**31,627**	43,437
Over time	**43,081**	6,090	**-**	-	**116,465**	115,369	**-**	-	**159,546**	121,459
	43,081	6,090	**19,299**	28,110	**128,793**	129,093	**-**	1,603	**191,173**	164,896
Revenue from contract with customers	**43,081**	6,090	**19,299**	28,110	**87,695**	86,160	**-**	-	**150,075**	120,360
Revenue from other sources	**-**	-	**-**	-	**41,098**	42,933	**-**	1,603	**41,098**	44,536
Total revenue	**43,081**	6,090	**19,299**	28,110	**128,793**	129,093	**-**	1,603	**191,173**	164,896

NOTES TO THE FINANCIAL STATEMENTS

22. REVENUE (CONTINUED)

22.2 Nature of goods and services

The following information reflects the typical transactions of the Group:

Nature of goods or services	Timing of recognition or method used to recognise revenue	Significant payment terms	Variable element in consideration	Obligation for returns or refunds	Warranty
Construction contract	Revenue is recognised over time using the cost incurred method.	Based on agreed milestones, certified by architects. Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Defect liability period of 2 years is given to the customer.
CA-Z1P2					
1. Construction contract	Revenue is recognised over time using the cost incurred method. The construction of the building and faculties are on land owned by the customer.	A fixed monthly payment will be received after the completion of the construction works. Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	TVSB to make good defects throughout maintenance period.
2. Maintenance service	Revenue is recognised over time when the services are rendered.	Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
CA-Z1P3					
1. Construction contract	Revenue is recognised over time using the cost incurred method. The construction of the building and faculties are on land owned by the customer.	A fixed monthly payment will be received after the completion of the construction works. Credit period is of 30 days from invoice date.	Not applicable.	Not applicable.	TMSB to make good defects throughout asset management services period.
2. Supply of medical equipment	Revenue is recognised at a point in time when the goods are delivered.	Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
3. Asset management services	Revenue is recognised over time when the services are rendered.	Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
Sale of fresh fruit bunches	Revenue is recognised at a point in time when the goods are delivered.	Credit period of 15 days from invoice date.	Not applicable.	Not applicable.	Not applicable.

22. REVENUE (CONTINUED)

22.3 Transaction price allocated to the remaining performance obligations

The following table shows revenue from performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date. The disclosure is only providing information for contracts that have a direction of more than one (1) year.

Group	Year	Total RM'000
Concession segment		
- CA-Z1P2 – Availability charges	2026 to 2034	184,854
- CA-Z1P2 – Maintenance service	2026 to 2034	124,329
- CA-Z1P3 – Availability charges	2026 to 2043	635,735
- CA-Z1P3 – Asset management services	2026 to 2043	719,656
		1,664,574

22.4 Significant judgements and assumptions arising from revenue recognition

The Group applied the following judgements and assumptions that significantly affect the determination of the amount and timing of revenue recognised from contracts with customers:

Construction contract

Significant judgement is involved in determining the costs to completion of the construction contract of the Group as at the reporting date, which has bearing on the computation of the stage of completion and the provision for foreseeable loss as disclosed in Note 21 to the financial statements. The stage of completion requires management to make reasonably dependable estimates of progress towards completion of projects.

These construction works are subject to final approval by respective customers. There is time lag between the final approval and the completion of construction work done by the Group. Hence, the actual costs could only be determined reliably on the completion of contracts, which may result in adjustments to the recognised profit or loss of the contracts.

CA-Z1P2

The Group applied the following approach to allocate the transaction price of the identified performance obligations:

Construction contract : Expected cost-plus margin approach
Maintenance service : Residual approach

In applying the above, the Group assumed an appropriate gross profit margin for the construction contract. A change in the gross profit margin will directly affect the transaction price, the amounts allocated to the identified performance obligations and the timing of the revenue recognised.

NOTES TO THE FINANCIAL STATEMENTS

22. REVENUE (CONTINUED)

22.4 Significant judgements and assumptions arising from revenue recognition (continued)

CA-Z1P2 (continued)

Upon completion of the construction works, the Group is entitled to fixed payments throughout the tenure of the concession period, as per the concession agreement. The discount rate used for the purpose of computation of the concession revenue comprising revenue from construction contract require significant judgements. A change in the discount rate will directly affect the amount and timing of revenue recognised.

CA-Z1P3

The Group applied the following approach to allocate the transaction price of the identified performance obligations:

Construction contract	: Expected cost-plus margin approach
Supply of medical equipment	: Expected cost-plus margin approach
Asset management services	: Residual approach

In applying the above, the Group assumed an appropriate gross profit margin for the construction contract and supply of medical equipment. A change in the gross profit margin will directly affect the transaction price, the amounts allocated to the identified performance obligations and the timing of the revenue recognised.

Upon completion of the construction works, the Group is entitled to fixed payments throughout the tenure of the concession period, as per the concession agreement. The discount rate used for the purpose of computation of the concession revenue comprising revenue from construction contract require significant judgements. A change in the discount rate will directly affect the amount and timing of revenue recognised.

23. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Wages and salaries	**26,108**	29,116	**1,585**	885
Defined contribution plan	**3,324**	3,621	**143**	42
Other staff related expenses	**3,886**	5,916	**218**	149
	33,318	38,653	**1,946**	1,076

Included in the employee benefits expense of the Group are the Executive Directors' remuneration (excluding benefits-in-kind) amounting to RM2,878,000 (2024: RM2,877,000). Further details are disclosed in Note 29 to the financial statements.

24. FINANCE COSTS

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Tawarruq term loan interest	**7,098**	7,579	**-**	-
Revolving credit interest	**8,667**	9,109	**-**	-
Medium Term Notes interest	**6,337**	11,253	**-**	-
Senior Sukuk Murabahah interest	**34,432**	38,000	**-**	-
Sukuk Murabahah interest	**9,179**	4,518	**-**	-
Overdraft interest	**1**	44	**-**	-
Lease liabilities interest	**105**	244	**-**	-
Guarantee fees	**1,206**	1,290	**-**	-
Commitment fees	**56**	45	**-**	-
Bank charges	**54**	207	**5**	8
Interest on amount due to a subsidiary company	**-**	-	**371**	1,493
	67,135	72,289	**376**	1,501
Recognised in profit or loss	**67,135**	70,044	**376**	1,501
Capitalised in bearer biological assets (Note 6.1)	**-**	2,245	**-**	-
	67,135	72,289	**376**	1,501

NOTES TO THE FINANCIAL STATEMENTS

25. (LOSS)/PROFIT BEFORE TAX

Other than those disclosed elsewhere in the financial statements, the following amounts have been included in arriving at (loss)/profit before tax:

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
After charging:					
Auditors' remunerations	25.1	**535**	384	**77**	77
Short-term lease payment for:					
- buildings		**1,219**	729	**72**	-
- motor vehicles		**76**	-	**227**	-
Lease payment for low-value assets:					
- photocopier machines		**153**	398	**-**	-
- automated teller machine		**-**	43	**-**	43
Unrealised foreign exchange loss (net)		**20**	4	**20**	4
Property, plant and equipment written off		**-**	355	**-**	-
Fair value loss on fresh fruit bunches	12.1	**-**	2,297	**-**	-
Bad debt written off		**142**	-	**-**	195,238
Loss on disposal of a sub-subsidiary	8.3(b)	**-**	90,149	**-**	-
Investment in subsidiaries written off		**-**	-	**996**	6,045
and after crediting:					
Gain on disposal of property, plant and equipment		**-**	221	**-**	-
Gain on disposal of investment properties		**-**	25,773	**-**	-
Fair value gain on fresh fruit bunches	12.1	**1,988**	-	**-**	-
Fair value gain on investment properties	5	**4,868**	16,229	**2,800**	4,876
Fair value gain on short-term investments		**1,107**	481	**992**	481
Finance income		**5,873**	6,405	**334**	519
Amortisation of concession assets and liabilities	7	**4,305**	4,306	**-**	-
Gain on deemed disposed/disposal of subsidiary companies	8.3	**4,409**	-	**-**	-
Realised foreign exchange gain (net)		**-**	37	**-**	-
Waiver of debt		**671**	-	**-**	5,415

25. (LOSS)/PROFIT BEFORE TAX (CONTINUED)

25.1 Auditors' remunerations

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Grant Thornton Malaysia PLT and its member firms				
- Statutory audit	**318**	318	**65**	65
- Other non-audit services	**188**	21	**12**	12
	506	339	**77**	77
Other auditors				
- Statutory audit	**21**	29	**-**	-
- Other non-audit services	**8**	16	**-**	-
	29	45	**-**	-
	535	384	**77**	77

26. TAX (CREDIT)/EXPENSE

Recognised in profit or loss

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Total income tax (credit)/expense	**(474)**	(421)	**395**	7,165
Major components of income tax (credit)/expense include:				
Current income tax				
- Current financial year	**6,793**	6,246	**86**	129
- (Over)/Under provision in respect of prior years	**(118)**	6,167	**29**	5,851
- Real property gains tax	**-**	7,700	**-**	7,700
- Capital gains tax	**-**	1,672	**-**	-
	6,675	21,785	**115**	13,680
Deferred income tax (Note 10)				
- Origination and reversal of temporary differences	**(6,391)**	(21,452)	**280**	(6,515)
- Over provision in respect of prior years	**(758)**	(754)	**-**	-
	(7,149)	(22,206)	**280**	(6,515)
Total income tax (credit)/expense	**(474)**	(421)	**395**	7,165

NOTES TO THE FINANCIAL STATEMENTS

26. TAX (CREDIT)/EXPENSE (CONTINUED)

Reconciliation of tax (credit)/expense

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
(Loss)/Profit before tax	**(25,854)**	(131,971)	**4,420**	7,562
Taxation at Malaysian statutory tax rate of 24%	**(6,205)**	(31,673)	**1,061**	1,815
Income not subject to tax	**(13,842)**	(16,728)	**(8,358)**	(74,429)
Expenses not deductible for tax purposes	**12,595**	34,083	**7,663**	73,928
(Over)/Under provision of current tax expenses in prior years	**(118)**	6,167	**29**	5,851
Over provision of deferred tax in prior years	**(758)**	(754)	**-**	-
Movement of deferred tax assets not recognised	**7,854**	8,484	**-**	-
Income tax (credit)/expense recognised in profit or loss	**(474)**	(421)	**395**	7,165

27. OTHER COMPREHENSIVE INCOME

	2025			2024		
	Before tax RM'000	Tax expense RM'000	Net of tax RM'000	Before tax RM'000	Tax expense RM'000	Net of tax RM'000
Item that is or may be reclassified subsequently to profit or loss						
Foreign currency translation differences for foreign operations						
- *Gain arising during the year*	**-**	**-**	**-**	1	-	1
	-	**-**	**-**	1	-	1

28. LOSS PER ORDINARY SHARE

Basic loss per ordinary share

The calculation of basic loss per ordinary share for the year ended 31 December 2025 was based on the profit or loss attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

	Group	
	2025	**2024**
Loss attributable to ordinary shareholders (RM'000)	**(22,944)**	(131,778)
Weighted average number of ordinary shares ('000)	**447,248**	447,248
Basic/Diluted loss per ordinary share (sen)	**(5.13)**	(29.46)

Diluted loss per ordinary share

The calculation of diluted loss per ordinary share at 31 December 2025 was based on profit or loss attributable to ordinary shareholders and weighted average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares.

The diluted loss per ordinary share is the same as basic loss per ordinary share as it does not have dilutive potential ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS

29. DIRECTORS' REMUNERATION

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Executive Directors:				
Wages and salaries	**1,643**	1,642	**-**	-
Defined contribution plan	**463**	463	**-**	-
Other emoluments	**772**	772	**-**	-
Total Executive Directors' remuneration (excluding benefits-in-kind)	**2,878**	2,877	**-**	-
Estimated monetary value of benefits-in-kind	**92**	127	**27**	26
Total Executive Directors' remuneration (including benefits-in-kind)	**2,970**	3,004	**27**	26
Non-Executive Directors:				
Other emoluments	**508**	603	**508**	603
Total Non-Executive Directors' remuneration (excluding benefits-in-kind)	**508**	603	**508**	603
Estimated monetary value of benefits-in-kind	**17**	20	**17**	20
Total Non-Executive Directors' remuneration (including benefits-in-kind)	**525**	623	**525**	623
Total Directors' remuneration (including benefits-in-kind)	**3,495**	3,627	**552**	649

29. DIRECTORS' REMUNERATION (CONTINUED)

	Group			Company		
2025	Salaries and/ or other emoluments* RM'000	Benefits-in-kind RM'000	Total RM'000	Salaries and/ or other emoluments* RM'000	Benefits-in-kind RM'000	Total RM'000
Executive Directors						
Tan Sri Rozali bin Ismail	2,422	65	2,487	-	-	-
Azlan Shah bin Rozali	456	27	483	-	27	27
	2,878	92	2,970	-	27	27
Non-Executive Directors						
Dato' Sri Adenan bin Ab. Rahman	132	4	136	132	4	136
Prof Emeritus Datuk Dr Marimuthu a/l Nadason	100	4	104	100	4	104
YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj	92	5	97	92	5	97
Haji Noor Faiz bin Hassan	92	-	92	92	-	92
Datuk LSr Haji Johari bin Wahab	92	4	96	92	4	96
	508	17	525	508	17	525
	3,386	109	3,495	508	44	552

* *Includes defined contribution plan and meeting allowances*

NOTES TO THE FINANCIAL STATEMENTS

29. DIRECTORS' REMUNERATION (CONTINUED)

	Group			Company		
2024	Salaries and/ or other emoluments* RM'000	Benefits-in-kind RM'000	Total RM'000	Salaries and/ or other emoluments* RM'000	Benefits-in-kind RM'000	Total RM'000
Executive Directors						
Tan Sri Rozali bin Ismail	2,450	101	2,551	-	-	-
Azlan Shah bin Rozali	427	26	453	-	26	26
	2,877	127	3,004	-	26	26
Non-Executive Directors						
Dato' Sri Adenan bin Ab. Rahman	134	4	138	134	4	138
Prof Emeritus Datuk Dr Marimuthu a/l Nadason	102	4	106	102	4	106
YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj	94	5	99	94	5	99
Haji Noor Faiz bin Hassan	90	-	90	90	-	90
Datuk LSr Haji Johari bin Wahab	94	4	98	94	4	98
Tan Sri Dr Madinah binti Mohamad	89	3	92	89	3	92
	603	20	623	603	20	623
	3,480	147	3,627	603	46	649

* *Includes defined contribution plan and meeting allowances*

30. OPERATING SEGMENTS

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the continuing operations and discontinued operations in each of the Group's reportable segments:

- Construction — Includes construction activities.
- Plantation — Includes oil palm plantation activities.
- Concession — Includes construction and maintenance related activities relating to the concession agreements between TRIplc, UiTM and the Government.

Other non-reportable segments comprise mainly investment holding and management-related activities.

Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

30. OPERATING SEGMENTS (CONTINUED)

Segment assets

The total of segment assets is measured based on all assets of a segment, as included in the internal management reports that are reviewed by the Board of Directors. Segment total assets is used to measure the return on assets of each segment.

Segment liabilities

The total of segment liabilities is measured based on all liabilities of a segment as included in the internal management reports that are reviewed by the Board of Directors.

Segment capital expenditure

Segment capital expenditure is the total cost incurred during the financial year to acquire property, plant and equipment and other tangible assets.

	Construction		Plantation		Concession		Total	
	2025 RM'000	**2024 RM'000**	**2025 RM'000**	**2024 RM'000**	**2025 RM'000**	**2024 RM'000**	**2025 RM'000**	**2024 RM'000**
Revenue	**43,081**	6,090	**19,299**	28,110	**128,793**	129,093	**191,173**	163,293
Finance income	**29**	20	**11**	33	**4,530**	4,539	**4,570**	4,592
Other income	**-**	38	**1,669**	376	**502**	520	**2,171**	934
Fair value gain/(loss) on fresh fruit bunches	**-**	-	**1,988**	(2,297)	**-**	-	**1,988**	(2,297)
	43,110	6,148	**22,967**	26,222	**133,825**	134,152	**199,902**	166,522
Operating expenses	**(49,863)**	(22,220)	**(22,851)**	(28,156)	**(51,605)**	(45,048)	**(124,319)**	(95,424)
Reversal for foreseeable loss	**3,702**	-	**-**	-	**-**	-	**3,702**	-
Depreciation and amortisation	**(1)**	(4)	**(26,501)**	(20,593)	**(1,369)**	(1,304)	**(27,871)**	(21,901)
Segment results	**(3,052)**	(16,076)	**(26,385)**	(22,527)	**80,851**	87,800	**51,414**	49,197
Finance costs	**(180)**	(234)	**(18,810)**	(17,628)	**(58,659)**	(61,038)	**(77,649)**	(78,900)
(Loss)/Profit before tax	**(3,232)**	(16,310)	**(45,195)**	(40,155)	**22,192**	26,762	**(26,235)**	(29,703)

NOTES TO THE FINANCIAL STATEMENTS

30. OPERATING SEGMENTS (CONTINUED)

	Construction		Plantation		Concession		Total	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Assets and liabilities								
Segment assets	**56,833**	53,588	**671,946**	695,453	**1,030,550**	1,059,565	**1,759,329**	1,808,606
Included in the measure of segment assets are:								
Additions to non-current assets other than financial instruments and deferred tax assets	**-**	-	**39**	6,014	**50**	1,183	**89**	7,197
Segment liabilities	**(92,951)**	(105,004)	**(325,902)**	(331,257)	**(859,637)**	(903,298)	**(1,278,490)**	(1,339,559)

Reconciliations of reportable segment revenue, profit or loss, assets, liabilities and other material items

	2025 RM'000	2024 RM'000
Profit or loss		
Total profit or loss for reportable segments	**(26,235)**	(29,703)
Other non-reportable segments and elimination	**(3,186)**	(108,510)
Unallocated income	**3,567**	6,242
Loss before tax	**(25,854)**	(131,971)

30. OPERATING SEGMENTS (CONTINUED)

Reconciliations of reportable segment revenue, profit or loss, assets, liabilities and other material items (continued)

2025	External revenue RM'000	Depreciation and amortisation RM'000	Finance cost RM'000	Finance income RM'000	Segment assets RM'000	Additions to non-current assets RM'000	Segment liabilities RM'000
Total reportable segments	**191,173**	**(27,871)**	**(77,649)**	**4,570**	**1,759,329**	**90**	**(1,278,490)**
Other non-reportable segments	**-**	**(2,765)**	**3,631**	**9,293**	**2,246,896**	**494**	**(219,659)**
Elimination of inter-segment transactions or balances	**-**	**-**	**6,883**	**(6,883)**	**(1,380,604)**	**-**	**131,534**
Unallocated assets	**-**	**-**	**-**	**-**	**42,980**	**-**	**-**
Unallocated liabilities	**-**	**-**	**-**	**-**	**-**	**-**	**(132,886)**
Consolidated total	**191,173**	**(30,636)**	**(67,135)**	**6,980**	**2,668,601**	**584**	**(1,499,501)**
2024							
Total reportable segments	163,293	(21,901)	(78,900)	4,592	1,808,606	7,197	(1,339,559)
Other non-reportable segments	1,603	(3,413)	7,363	3,786	2,052,203	751	501
Elimination of inter-segment transactions or balances	-	-	1,493	(1,492)	(1,163,929)	-	(69,477)
Unallocated assets	-	-	-	-	45,475	-	-
Unallocated liabilities	-	-	-	-	-	-	(139,340)
Consolidated total	164,896	(25,314)	(70,044)	6,886	2,742,355	7,948	(1,547,875)

NOTES TO THE FINANCIAL STATEMENTS

30. OPERATING SEGMENTS (CONTINUED)

Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of the customers while segment assets are based on the geographical location of the assets. The geographical location of the customers for segment revenue are disclosed in Note 22.1 to the financial statements. The amounts of non-current assets do not include financial instruments and deferred tax assets.

	Group	
Geographical information	**External revenue RM'000**	**Non-current assets RM'000**
2025		
Malaysia	**191,173**	**1,344,797**
2024		
Malaysia	164,896	1,372,181

Major customers

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

	Revenue		
	2025 RM'000	**2024 RM'000**	**Segment**
All common control companies of:			
- Customer A	**27,327**	-	Construction
- Customer B	**128,793**	129,093	Concession
- Customer C	**19,299**	28,110	Plantation

31. FINANCIAL INSTRUMENTS

31.1 Categories of financial instruments

The table below provides an analysis of financial instruments as at 31 December 2025 categorised as follows:

(a) Amortised cost ("AC")
(b) Fair value through profit or loss ("FVTPL")
- Designated upon initial recognition ("DUIR")

2025	Carrying amount RM'000	AC RM'000	FVTPL-DUIR RM'000
Group			
Financial assets			
Trade and other receivables	**841,673**	**841,673**	**-**
Short-term investments	**110,617**	**80,536**	**30,081**
Cash and cash equivalents	**126,313**	**126,313**	**-**
	1,078,603	**1,048,522**	**30,081**
Financial liabilities			
Trade and other payables	**(215,192)**	**(215,192)**	**-**
Loans and borrowings	**(1,042,740)**	**(1,042,740)**	**-**
	(1,257,932)	**(1,257,932)**	**-**
Company			
Financial assets			
Other receivables	**1,233**	**1,233**	**-**
Short-term investments	**27,618**	**-**	**27,618**
Cash and cash equivalents	**13,881**	**13,881**	**-**
	42,732	**15,114**	**27,618**
Financial liability			
Other payables	**(71,344)**	**(71,344)**	**-**

NOTES TO THE FINANCIAL STATEMENTS

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.1 Categories of financial instruments (continued)

The table below provides an analysis of financial instruments as at 31 December 2024 categorised as follows:

(a) Amortised cost ("AC")
(b) Fair value through profit or loss ("FVTPL")
- Designated upon initial recognition ("DUIR")

2024	Carrying amount RM'000	AC RM'000	FVTPL-DUIR RM'000
Group			
Financial assets			
Trade and other receivables	871,087	871,087	-
Short-term investments	113,769	57,743	56,026
Cash and cash equivalents	148,649	148,649	-
	1,133,505	1,077,479	56,026
Financial liabilities			
Trade and other payables	(227,351)	(227,351)	-
Loans and borrowings	(1,062,745)	(1,062,745)	-
	(1,290,096)	(1,290,096)	-
Company			
Financial assets			
Other receivables	1,246	1,246	-
Short-term investments	56,026	-	56,026
Cash and cash equivalents	18,665	18,665	-
	75,937	19,911	56,026
Financial liability			
Other payables	(82,420)	(82,420)	-

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.2 Net gains/(losses) arising from financial instruments

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Net gains/(losses) on:				
Financial assets at fair value through profit or loss:				
Designated upon initial recognition	**1,107**	481	**992**	481
Financial assets at amortised cost	**6,605**	12,936	**301**	11,997
Financial liabilities at amortised cost	**(66,920)**	(69,548)	**(371)**	3,922
	(59,208)	(56,131)	**922**	16,400

31.3 Financial risk management

The Group and the Company have exposure to the following risks from their use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The Board of Directors regularly reviews and agrees on policies and procedures for the management of these risks.

The following sections provide details on the Group's and the Company's exposure to the abovementioned financial risks and the objectives and policies for the management of these risks.

31.4 Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers, short-term investments and cash and cash equivalents.

The Company's exposure to credit risk arises primarily from loans and advances to subsidiaries, financial guarantees given to banks for credit facilities granted to subsidiaries, short-term investments and cash and cash equivalents. There are no significant changes as compared to prior periods.

NOTES TO THE FINANCIAL STATEMENTS

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.4 Credit risk (continued)

31.4.1 Trade receivables and contract assets

Risk management objectives, policies and processes for managing the risk

The Group manages its credit risk by establishing credit controls with the view to ensuring that overdue debts are within an acceptable level. For other financial assets, the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

At each reporting date, the Group assesses whether any of the trade receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired trade receivables and contract assets are written off when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables and contract assets that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous year.

Credit risk concentration profile

At the reporting date, the Group's trade receivables were mainly due from one (2024: one) customer.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables and contract assets are represented by the carrying amounts in the statements of financial position.

Recognition and measurement of impairment losses

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within 30-60 days.

The Group uses an allowance matrix to measure expected credit loss ("ECL") of trade receivables for all segments except for construction and concession segment. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as credit impaired.

Management has taken reasonable steps to ensure that trade receivables and contract assets that are neither past due nor impaired are stated at their recoverable values. A significant portion of these trade receivables and contract assets are arising from a few individual customers. The Group assessed the risk of loss of each customer individually based on their financial information, past trend of payments and external credit ratings, where applicable. All of these customers have low risk of default.

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.4 Credit risk (continued)

31.4.1 Trade receivables and contract assets (continued)

Recognition and measurement of impairment losses (continued)

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets as at 31 December 2024 and 31 December 2025 which are grouped together as they are expected to have similar risk nature.

	2025			2024		
Group	**Gross carrying amount RM'000**	**Net remeasurement of loss allowance RM'000**	**Net balance RM'000**	**Gross carrying amount RM'000**	**Net remeasurement of loss allowance RM'000**	**Net balance RM'000**
Unbilled	**801,493**	**(8,222)**	**793,271**	835,911	(8,569)	827,342
Not past due	**1,170**	**(12)**	**1,158**	5,929	(59)	5,870
1-30 days past due	**22,519**	**(225)**	**22,294**	10,176	(102)	10,074
	825,182	**(8,459)**	**816,723**	852,016	(8,730)	843,286
Credit impaired						
More than 90 days past due	**9,997**	**(162)**	**9,835**	9,858	(162)	9,696
Individually impaired	**328**	**(328)**	**-**	328	(328)	-
	835,507	**(8,949)**	**826,558**	862,202	(9,220)	852,982
Trade receivables	**824,333**	**(8,636)**	**815,697**	854,821	(8,936)	845,885
Advances to subcontractors	**5,048**	**(252)**	**4,796**	5,048	(252)	4,796
Contract assets	**6,126**	**(61)**	**6,065**	2,333	(32)	2,301
	835,507	**(8,949)**	**826,558**	862,202	(9,220)	852,982

NOTES TO THE FINANCIAL STATEMENTS

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.4 Credit risk (continued)

31.4.1 Trade receivables and contract assets (continued)

Recognition and measurement of impairment losses (continued)

The movements in the allowance for impairment in respect of trade receivables and contract assets during the year are shown below:

	Trade Receivables			
Group	Lifetime ECL RM'000	Credit impaired RM'000	Contract assets RM'000	Total RM'000
Balance at 1 January 2024	9,120	6,880	251	16,251
Net remeasurement of loss allowance	(422)	(6,390)	(219)	(7,031)
Balance at 31 December 2024	**8,698**	**490**	**32**	**9,220**
Net remeasurement of loss allowance	**(300)**	**-**	**29**	**(271)**
Balance at 31 December 2025	**8,398**	**490**	**61**	**8,949**

31.4.2 Short-term investments

Investments are allowed only in liquid securities and only with counterparties that have a credit rating equal to or better than the Group.

As at the end of the reporting period, the Group and the Company have only invested in unit trust and cash fund. The maximum exposure to credit risk is represented by the carrying amounts in the statements of financial position.

There is no history of default on the unit trust and cash fund and there are no indicators that these funds may default. The Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

31.4.3 Cash and cash equivalents

Cash and cash equivalents are placed with banks and financial institutions which are regulated.

As at the end of the reporting period, the maximum exposure to credit risk of the Group and of the Company are represented by the carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.4 Credit risk (continued)

31.4.4 Other receivables

Risk management objectives, policies and processes for managing the risk

Credit risks on non-current other receivables are mainly arising from receivables from contract with customer which represents financial assets from the concession agreements for the UiTM project.

Credit risks on current other receivables are mainly on sundry debtors and deposits paid.

Expected credit loss of other receivables is determined individually after considering the financial strength of the other receivables.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk are represented by their carrying amounts in the statements of financial position.

Recognition and measurement of impairment loss

In managing credit risk of other receivables, the Group and the Company manage their sundry debtors and take appropriate actions (including but not limited to legal actions) to recover long overdue balances.

The movements in the allowance for impairment in respect of other receivables during the year are shown below:

Group	Lifetime ECL RM'000
Balance at 1 January 2024	7,741
Net remeasurement of loss allowance	293
Balance at 31 December 2024	**8,034**
Net remeasurement of loss allowance	**14**
Balance at 31 December 2025	**8,048**
Company	
Balance at 1 January 2024	24
Net remeasurement of loss allowance	(10)
Balance at 31 December 2024	**14**
Net remeasurement of loss allowance	**28**
Balance at 31 December 2025	**42**

NOTES TO THE FINANCIAL STATEMENTS

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.4 Credit risk (continued)

31.4.5 Inter-company loans and advances

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured loans and advances to the subsidiaries. The Company regularly monitors the financial performance and position of the subsidiaries on an individual basis.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

Loans and advances are not secured by any collateral or supported by any other credit enhancements.

Recognition and measurement of impairment loss

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries' loans and advances when they are payable, the Company considers the loans and advances to be in default when the subsidiaries are not able to pay when demanded. The Company considers a subsidiary's loan or advance to be credit impaired when:

- the subsidiary is unlikely to repay its loan or advance to the Company in full; or/and
- the subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default for these loans and advances individually using internal information available.

The movement in the allowance for impairment in respect of the subsidiaries' loans and advances during the year is as follows:

Company	Lifetime ECL RM'000	Credit Impaired RM'000	Total RM'000
Balance at 1 January 2024	-	206,714	206,714
Net remeasurement of loss allowance	-	(206,714)	(206,714)
Balance at 31 December 2024/31 December 2025	-	-	-

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.4 Credit risk (continued)

31.4.6 Financial guarantees

Risk management objectives, policies and processes for managing the risk

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

Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk amounts to RM654,610,000 (2024: RM663,986,000) representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period which are guaranteed by the Company.

The financial guarantees are provided as credit enhancements to the subsidiaries' secured loans.

Recognition and measurement of impairment loss

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when:

- the subsidiary is unlikely to repay its credit obligation to the bank in full; or/and
- the subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default of the guaranteed loans individually using internal information available. As at the end of the reporting period, there was no indication that any subsidiary would default on repayment.

31.5 Liquidity risk

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

The Group and the Company manage liquidity risk by establishing budget with the view to ensure sufficient bank balances and have sufficient liquidity to meet its liabilities when they fall due. In addition, the Group and the Company negotiate with financial institutions to reschedule and/or restructure the existing credit facilities to coincide with the present operating environment.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

NOTES TO THE FINANCIAL STATEMENTS

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.5 Liquidity risk (continued)

Maturity analysis

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

Group	Carrying amount RM'000	Contractual interest rate/ coupon	Contractual cash flows RM'000	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000
2025						
Financial liabilities						
Tawarruq term loan	**118,883**	**5.85% - 6.10%**	**147,407**	**16,296**	**82,701**	**48,410**
Revolving credit facilities	**150,000**	**5.64% - 6.07%**	**150,695**	**150,695**	**-**	**-**
Senior Sukuk Murabahah	**468,857**	**4.95% - 5.90%**	**629,433**	**65,890**	**270,685**	**292,858**
Sukuk Murabahah	**305,000**	**4.51% - 5.95%**	**389,063**	**14,520**	**192,808**	**181,735**
Lease liabilities	**1,329**	**2.23% - 3.50%**	**1,415**	**686**	**729**	**-**
Trade and other payables	**215,192**	**-**	**215,192**	**215,192**	**-**	**-**
Total undiscounted financial liabilities	**1,259,261**		**1,533,205**	**463,279**	**546,923**	**523,003**

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.5 Liquidity risk (continued)

Maturity analysis (continued)

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

Group	Carrying amount RM'000	Contractual interest rate/ coupon	Contractual cash flows RM'000	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000
2024						
Financial liabilities						
Tawarruq term loan	123,683	6.10%	160,835	12,210	76,241	72,384
Revolving credit facilities	150,000	5.99% - 6.10%	150,763	150,763	-	-
Medium Term Notes	218,052	5.76% - 6.70%	322,567	38,522	162,122	121,923
Senior Sukuk Murabahah	506,895	4.95% - 5.90%	697,303	67,870	336,575	292,858
Sukuk Murabahah	64,100	5.05% - 6.05%	83,096	17,675	27,000	38,421
Bank overdraft	15	7.82%	15	15	-	-
Lease liabilities	2,678	2.23% - 4.52%	2,757	1,371	1,386	-
Trade and other payables	227,351	-	227,351	227,351	-	-
Total undiscounted financial liabilities	1,292,774		1,644,687	515,777	603,324	525,586

NOTES TO THE FINANCIAL STATEMENTS

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.5 Liquidity risk (continued)

Maturity analysis (continued)

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

Company	Carrying amount RM'000	Contractual interest rate/coupon	Contractual cash flows RM'000	On demand or within one year RM'000
2025				
Financial liability				
Other payables	**71,344**	**-**	**71,344**	**71,344**
Total undiscounted financial liability	**71,344**		**71,344**	**71,344**
Financial guarantees (Note 31.4.6)	**-**		**654,610**	**654,610**
2024				
Financial liability				
Other payables	82,420	-	82,420	82,420
Total undiscounted financial liability	82,420		82,420	82,420
Financial guarantees (Note 31.4.6)	-		663,986	663,986

31.6 Market risk

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

31.6.1 Currency risk

The Group is exposed to a foreign currency, mainly United States Dollar ("USD"). Foreign currency denominated assets and liabilities together with expected cash flows from expenses, give rise to foreign exchange exposures.

Risk management objectives, policies and processes for managing the risk

Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level.

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.6 Market risk (continued)

31.6.1 Currency risk (continued)

Exposure to foreign currency risk

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

Group and Company	Denominated in USD RM'000
As at 31 December 2025	
Cash and cash equivalents	**101**
As at 31 December 2024	
Cash and cash equivalents	113

Currency risk sensitivity analysis

Foreign currency risk arises from Group entities which have a RM functional currency. The exposure to currency risk of Group entities which do not have a RM functional currency is not material and hence, sensitivity analysis is not presented.

31.6.2 Interest rate risk

Risk management objectives, policies and processes for managing the risk

The Group's and the Company's investments in fixed deposits and its fixed rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings and receivables are exposed to a risk of change in cash flows due to changes in interest rates. Investments in short-term receivables and payables are not significantly exposed to interest rate risk.

The Company's loans and advances to subsidiaries are exposed to a risk of change in cash flows due to changes in interest rates charged. Short-term loans and advances to subsidiaries are not significantly exposed to interest rate risk.

NOTES TO THE FINANCIAL STATEMENTS

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.6 Market risk (continued)

31.6.2 Interest rate risk (continued)

Exposure to interest rate risk

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

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Fixed rate instruments				
Financial assets	**125,864**	125,921	**12,541**	12,273
Financial liabilities	**(470,186)**	(727,625)	**-**	-
	(344,322)	(601,704)	**12,541**	12,273
Floating rate instruments				
Financial assets	**30,081**	56,026	**27,618**	56,026
Financial liabilities	**(573,883)**	(337,798)	**-**	-
	(543,802)	(281,772)	**27,618**	56,026

The Group's and the Company's income and operating cash flows on fixed interest rate instruments are substantially independent on changes in market interest rates.

Fair value sensitivity analysis for fixed rate instruments

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

Cash flow sensitivity analysis for variable rates instruments

At the reporting date, if interest rates had been 25 (2024: 25) basis points higher, with all other variables held constant, the Group's pre-tax loss would have been higher by the amount of RM1,360,000 (2024: RM704,000) and the Company's pre-tax loss would have been lower by the amount of RM69,000 (2024: RM140,000). If the interest rates had been 25 (2024: 25) basis points lower, with all other variables held constant, the Group's pre-tax loss would have had equal but opposite effect.

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.7 Fair value information

The carrying amounts of cash and cash equivalents, short-term receivables and payables and short-term borrowings reasonably approximate fair values due to the relatively short-term nature of these financial instruments.

The following are the analyses of the carrying amount and fair value of those financial instruments not carried at fair value. These fair values are categorised under Level 3 of the fair value hierarchy.

Group	Carrying amount 2025 RM'000	Fair value 2025 RM'000	Carrying amount 2024 RM'000	Fair value 2024 RM'000
Financial liabilities				
Loans and borrowings				
- Tawarruq term loan	**(118,883)**	**(118,883)**	(123,683)	(123,683)
- Revolving credit facilities	**(150,000)**	**(150,000)**	(150,000)	(150,000)
- Medium Term Notes	**-**	**-**	(218,052)	(218,052)
- Senior Sukuk Murabahah	**(468,857)**	**(468,857)**	(506,895)	(506,895)
- Sukuk Murabahah	**(305,000)**	**(305,000)**	(64,100)	(64,100)
- Bank overdraft	**-**	**-**	(15)	(15)

Short-term investments (comprise of unit trust and cash fund) of the Group and of the Company amounted to RM30,081,000 and RM27,618,000 (2024: RM56,026,000) respectively. These short-term investments which are carried at fair value are categorised under Level 2 of the fair value hierarchy.

Fair values of financial guarantees of the Company amounted to RM654,610,000 (2024: RM663,986,000) are not expected to be material due to low credit risk exposure.

Level 1 fair value

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical financial assets or liabilities that the entity can access at the measurement date.

Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

Transfer between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and Level 2 fair values during the financial year (2024: no transfer in either direction).

NOTES TO THE FINANCIAL STATEMENTS

31. FINANCIAL INSTRUMENTS (CONTINUED)

31.7 Fair value information (continued)

Level 3 fair value

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the key unobservable inputs used in the valuation methods.

Financial instruments not carried at fair value

Type	Description of valuation technique and inputs used
Loans and borrowings	Discounted cash flows using rates based on the current market rate of borrowings of the respective Group entities at the reporting date.
Financial guarantees	Probability weighted discounted cash flows taking into account the likelihood of the guaranteed party defaulting and the estimated loss exposure if the party guaranteed were to default.

32. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to support the Group's growth strategy and maximise shareholder value with optimal capital structure.

The Group and the Company are not subject to externally imposed capital requirements other than the financial covenant as disclosed in Note 19 to the financial statements.

The Group manages capital using a gearing ratio, which is net debt divided by total capital being the equity attributable to equity holders of the Group plus net debt. Included within net debts of the Group are loans and borrowings.

At year end, the Group has a net debt of RM1,044,069,000 (2024: RM1,065,423,000) and a total capital of RM2,195,425,000 (2024: RM2,239,723,000) giving rise to a gearing ratio of approximately 48% (2024: 48%).

There was no change in the Group's approach to capital management during the financial year.

33. CAPITAL AND OTHER COMMITMENTS

Capital expenditure as at the reporting date is as follows:

	Group	
	2025 RM'000	2024 RM'000
Contracts approved and contracted for		
- Property, plant and equipment	**380**	290
- Bearer biological assets	**-**	252
	380	542

34. RELATED PARTIES

Identity of related parties

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

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. Key management personnel include all the Directors and certain members of senior management of the Group.

Significant related party transactions

Related party transactions have been entered into in the normal course of business under normal trade terms. The significant related party transactions of the Group and the Company are shown below. Information regarding outstanding balances arising from related party transactions are disclosed in Note 20 to the financial statements.

A. Subsidiaries

	Note	Company	
		2025 RM'000	2024 RM'000
Dividend income	22	**32,200**	97,500
Interest expense on amount due to a subsidiary company	24	**(371)**	(1,493)
Short-term lease payment for:			
- building	25	**(72)**	-
- motor vehicles	25	**(227)**	-

NOTES TO THE FINANCIAL STATEMENTS

34. RELATED PARTIES (CONTINUED)

Significant related party transactions (continued)

B. Key management personnel

	Note	Group 2025 RM'000	Group 2024 RM'000	Company 2025 RM'000	Company 2024 RM'000
Salaries		**3,420**	3,615	**-**	-
Defined contribution plan		**723**	775	**-**	-
Other emoluments		**1,398**	1,534	**508**	603
Estimated monetary value of benefits-in-kind		**176**	210	**44**	46
		5,717	6,134	**552**	649
Included in the total key management personnel are:					
Directors' remuneration of the Company	29	**3,495**	3,627	**552**	649

During the financial year, the key management personnel comprised of 13 individuals (2024: 18 individuals).

35. SIGNIFICANT EVENTS

Significant events during the financial year

(i) Extension of Time ("EoT") for Projek Pembinaan Loji Rawatan Kumbahan Serantau dan Rangkaian Paip Pembetungan di Bandar Kuantan, Pahang (Reka dan Bina) ("Kuantan Project")

On 17 June 2025, PNCSB obtained EoT No. 5 from 26 June 2025 to 8 June 2026 to complete the Kuantan Project from Jalur Cahaya Sdn. Bhd..

(ii) Extension of Time ("EoT") for Projek Cadangan Membina Loji Rawatan Air Bukit Chupak (10JLH) dan Menaiktaraf Sistem Agihan Di Jajahan Gua Musang, Kelantan ("Kelantan Project")

On 4 December 2025, PNCSB obtained EoT No.5 from 3 December 2025 to 27 February 2026 to complete the Kelantan Project from Pembinaan Era Dinamik Sdn. Bhd..

Significant event subsequent to the financial year

(iii) Extension of Time ("EoT") for Kelantan Project

On 30 March 2026, PNCSB obtained EoT No.6 from 27 February 2026 to 28 April 2026 to complete the Kelantan Project from Pembinaan Era Dinamik Sdn. Bhd..

36. MATERIAL LITIGATIONS

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC")

(i) The First Arbitration Proceedings

KHEC, a sub-contractor for the Chennai Water Supply Augmentation Project 1 - Package III ("Chennai Project"), had initially referred certain disputed claims totalling Rs8,44,26,981 (equivalent to approximately RM6.75 million) against PNHB-LANCO-KHEC JV ("the Consortium"), a jointly controlled entity of the Company in India.

Arising from the arbitration proceedings initiated by KHEC, both KHEC and the Consortium had each appointed a qualified civil engineer as their arbitrator respectively, and both arbitrators had selected a retired Judge of the High Court in Chennai, India as the third arbitrator who will also act as the presiding arbitrator of the arbitral tribunal. The arbitral tribunal was officially constituted on 24 September 2005.

On 28 September 2005, the Company was informed that the arbitral tribunal had fixed the following dates for the filing of the arbitration cause papers as part of the preliminary procedural formalities:

(i) claim by the claimant, KHEC to be filed before 4 October 2005;

(ii) rejoinder by the respondent, the Consortium to be filed before 18 November 2005; and

(iii) reply rejoinder by the claimant, KHEC to be filed before 5 December 2005.

The Consortium had on 2 January 2006, filed its counter-claim amounting to Rs13,61,61,931 (equivalent to approximately RM10.89 million) against KHEC's claim of Rs8,44,26,981 (equivalent to approximately RM6.75 million) to the arbitral tribunal in India.

The Statement of Claim lodged by KHEC was subsequently revised from Rs8,44,26,981 (equivalent to approximately RM6.75 million) to Rs9,84,58,245 (equivalent to approximately RM7.88 million) whilst the counter-claim submitted by the Consortium, was also revised as per the rejoinder, from Rs13,61,61,931 (equivalent to approximately RM10.89 million) to Rs13,63,39,505 (equivalent to approximately RM10.91 million).

The Company was notified on 4 March 2009 by solicitors acting on behalf of Consortium that the Arbitration Panel had at its meeting held on 26 February 2009 accepted the letter of withdrawal from the Arbitration Panel dated 18 February 2009 from the arbitrator nominated by KHEC. As such, the date for further meeting of the Arbitration Panel was to be communicated after the appointment of the substitute arbitrator to be nominated by KHEC under Section 15(2) of the Arbitration and Conciliation Act, 1996 of India.

The Company was notified on 25 June 2009 that the first sitting of the newly formed Arbitration Panel for the First Arbitration Proceedings comprising the Presiding Arbitrator, the arbitrator nominated by the Consortium and the substitute arbitrator nominated by KHEC was held on 20 June 2009.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)

(i) The First Arbitration Proceedings (continued)

The continued hearing date for the First Arbitration Proceedings were fixed on 31 August 2013, 28 September 2013 and 29 September 2013, 9 November 2013 and 10 November 2013.

At the hearing held on 10 November 2013, the Arbitration Panel tentatively fixed the continued hearing of the First Arbitration Proceedings on 4 January 2014 and 5 January 2014.

The continued hearing tentatively scheduled on 4 January 2014 and 5 January 2014 did not proceed as scheduled.

On 29 January 2014, the Arbitration Panel fixed the continued hearing of the First Arbitration Proceedings on 8 February 2014 and 9 February 2014, respectively.

The continued hearing proceeded on 8 February 2014 but the hearing date of 9 February 2014 was vacated due to non-availability of the Chief Arbitrator. The Arbitration Panel fixed the continued hearing dates for the First Arbitration Proceedings on 29 May 2014 and 30 May 2014.

The hearing for the First Arbitration Proceedings fixed on 29 May 2014 and 30 May 2014 did not proceed as scheduled and was fixed by the Arbitration Panel on 4 July 2014 to be fixed on 16 August 2014 and 17 August 2014.

The hearing of the First Arbitration Proceedings fixed on 16 August 2014 and 17 August 2014 proceeded as scheduled.

The Arbitration Panel tentatively fixed the next continued hearing dates on 24 October 2014 and 25 October 2014 which proceeded as scheduled.

On 17 November 2014, the Arbitration Panel fixed the continued hearing dates for the First Arbitration Proceedings on 6 and 7 December 2014 respectively.

On 26 November 2014, the Arbitration Panel rescheduled the continued hearing dates for the First Arbitration Proceedings originally scheduled on 6 December 2014 and 7 December 2014 to 24 January 2015 and 25 January 2015, respectively.

On 7 January 2015, the Arbitration Panel postponed the continued hearing dates for the First Arbitration Proceedings originally scheduled on 24 January 2015 and 25 January 2015.

On 14 December 2015, the counsel of the Consortium notified the Presiding Arbitrator that the Arbitrator in charge was unable to continue as Arbitrator in view of his continued ill-health. An alternative Arbitrator will be appointed in due course.

On 3 March 2016, the name of the replacement Arbitrator was submitted by the counsel of the Consortium to the Panel for consideration and decision.

36. MATERIAL LITIGATIONS (CONTINUED)

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)

(i) The First Arbitration Proceedings (continued)

On 20 April 2016, the name of the replacement Arbitrator was accepted by the Panel. The Panel did not schedule new dates for the continued hearing for the First Arbitration Proceedings.

On 2 June 2016, KHEC's Arbitrator resigned and a new arbitrator was nominated for the Panel's consideration and decision before the Panel schedules new dates for the continued hearing for the First Arbitration Proceedings.

On 11 July 2016, the Panel fixed 30 July 2016 for the continued hearing of the First Arbitration Proceedings.

At the hearing on 30 July 2016, the Panel fixed 17 September 2016 and 18 September 2016 for the continued hearing of the First Arbitration Proceedings.

On 19 September 2016, the Company updated that the hearing of the First Arbitration Proceedings will be continued on 2 October 2016.

On 4 October 2016, the Company updated that the hearing of the First Arbitration Proceedings will be continued on 12 November 2016 and 13 November 2016.

On 11 November 2016, the Company notified that the hearing fixed on 11 November 2016 and 12 November 2016 had been cancelled as the Chief Arbitrator had resigned due to health reasons. The remaining Panel was in the process of selecting a suitable replacement for the Chief Arbitrator before the Panel schedules the new dates for the continued hearing for the First Arbitration Proceedings.

On 21 November 2016, the Company was notified that the Panel had approved the replacement for the Chief Arbitrator for the First Arbitration Proceedings. The new dates for the continued hearing for the First Arbitration Proceedings had yet to be scheduled by the Panel.

On 4 January 2017, the Company was notified that the Panel had fixed the continued hearing for the First Arbitration Proceedings on 10 January 2017.

On 11 January 2017, the Company was notified at the hearing held on 10 January 2017 that the Chief Arbitrator had withdrawn himself from the Panel and the remaining Panel will have to find a replacement for the Chief Arbitrator before the Panel schedules new dates for the continued hearing for the First Arbitration Proceedings.

The newly constituted Panel fixed the hearing for the First Arbitration Proceedings on 7 March 2017 and the continued hearing on 11 April 2017 and 22 April 2017.

At the hearing held on 11 April 2017, the Panel fixed the next continued hearing date of the First Arbitration Proceedings on 17 June 2017 and vacated the earlier date fixed on 22 April 2017.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)

(i) The First Arbitration Proceedings (continued)

On 17 June 2017, the Panel fixed the continued hearing dates of the First Arbitration Proceedings on 15 July 2017 and 16 July 2017, respectively which were subsequently cancelled by the Panel.

The next continued hearing date of the First Arbitration Proceedings which was fixed by the Panel on 10 September 2017 was subsequently adjourned and held on 18 November 2017.

At the hearing held on 18 November 2017, the Panel fixed the next continued hearing dates of the First Arbitration Proceedings on 6 and 7 January 2018.

The continued hearing proceeded on 6 January 2018 but the hearing date of 7 January 2018 was vacated and the Panel fixed the next continued hearing of the First Arbitration Proceedings on 24 February 2018, 25 February 2018, 24 March 2018 and 25 March 2018, respectively.

At the hearings held on 24 February 2018 and 25 February 2018, the Panel fixed the next continued hearing of the First Arbitration Proceedings on 24 March 2018, 25 March 2018, 5 May 2018, 6 May 2018 and 8 May 2018, respectively.

The next continued hearing date of the First Arbitration Proceedings which was fixed by the Panel on 24 March 2018 and 25 March 2018 were subsequently adjourned. The Panel fixed the next hearing of the First Arbitration Proceedings on 5 May 2018, 6 May 2018 and 7 May 2018, respectively.

The continued hearing proceeded on 5 May 2018 and 6 May 2018 but the hearing date of 7 May 2018 was vacated. The Panel fixed the next continued hearing date on 23 June 2018 and 24 June 2018.

The hearing proceeded on 23 June 2018 and the Panel vacated the hearing scheduled on 24 June 2018. The Panel fixed the next continued hearing of First Arbitration Proceedings on 30 June 2018 and 1 July 2018.

The hearing proceeded on 30 June 2018 and 1 July 2018. The Panel fixed the next continued hearing of the First Arbitration Proceedings on 11 August 2018 and 12 August 2018.

The hearing proceeded on 11 August 2018. The Panel vacated the hearing scheduled on 12 August 2018 and fixed the next continued hearing of the First Arbitration Proceedings on 15 September 2018.

The continued hearing proceeded on 15 September 2018 and parties were directed to submit written submissions on or before 15 October 2018.

36. MATERIAL LITIGATIONS (CONTINUED)

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)

(i) The First Arbitration Proceedings (continued)

The Arbitration Panel of India delivered the Final Award dated 13 November 2019 (which was notified to the Company on 16 November 2019) in relation to the First Arbitration Proceedings, allowing only the following 3 out of the 34 claims brought by the Claimant against PNHB-LANCO-KHEC JV ("the JV") totalling Rs50,51,786 (equivalent to RM293,708.48 at RM1 = Rs17.2 exchange rate) out of the total claim sum of Rs9,84,58,245 (equivalent to RM5.72 million at RM1 = Rs17.2 exchange rate) with interest at 18% from the date of the award to full and final payment of the Final Award sum. The Arbitration Panel further dismissed the counter claim by the JV in the Final Award.

Claim No	Description	Final Award(Rs)
2	Extra charges for making holes on the pipe	2,44,750
19	Release of Final Bill	36,43,463
22	Refund of Security Deposit (Retention amount)	11,41,703*
	Total three (3) claims awarded	50,29,916
	Additional Expense for Services as per award	21,870
	Final Arbitration Award amount	**50,51,786**

Note:-

* *The Total Retention amount due to the Claimant is Rs61,41,703. The Fixed Deposit of Rs50,00,000 deposited by the JV with the Arbitration Panel will be handed over to the Claimant after the appeal time is over or after the disposal of the appeal, if any.*

The JV sought advice from its solicitors in India on the next course of action.

On 8 June 2020, the Claimant's counsel served on the counsel for the JV, a copy of the Petition filed at the Madras High Court to appeal against the decision of the Arbitration Panel dated 13 November 2019.

On 12 August 2020, the Claimant's Petition filed at the Madras High Court to appeal against the decision of the Arbitration Panel dated 13 November 2019 was returned by the Registrar pending the Claimant's representation with compliance. The hearing of the appeal was adjourned to 9 September 2020 and did not proceed as scheduled as it was not listed at the Madras High Court. A new hearing date has yet to be fixed by the Madras High Court.

The Claimant's appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant's appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings were jointly heard at the Madras High Court on 9 February 2022 where the Consortium's counsel clarified on certain technicalities raised by the Madras High Court and directions were given by the Madras High Court and further joint hearings were held on 17 February 2022 and 23 February 2022. The hearing was subsequently adjourned to 16 March 2022, 21 April 2022, 16 June 2022, 14 July 2022, 21 July 2022, 11 August 2022, 8 September 2022, 15 September 2022 and 21 September 2022.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)

(i) The First Arbitration Proceedings (continued)

The joint hearing of the Claimant's appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant's appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings continued at the Madras High Court on 27 September 2022, 18 October 2022, 1 November 2022, 15 November 2022, 24 November 2022 and were completed on 1 December 2022.

The Madras High Court has issued an Interim Order dated 1 December 2022 (which was notified to the Company on 16 December 2022) in relation to the Claimant's appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings whereby PNHB-LANCO-KHEC JV ("the JV" or "the Respondent") has been directed by the Madras High Court to pay the sum of Rs50,51,786 (equivalent to approximately RM269,585.25 at RM1 = Rs18.74 exchange rate) directly to the Claimant within a maximum period of twelve (12) weeks from the date of the Interim Order.

In the meantime, the Madras High Court reserved the final judgement on the Claimant's appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant's appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings to be notified in due course.

At the final order joint hearing of the Claimant's appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant's appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings on 8 February 2023, the Madras High Court delivered the final oral judgements in dismissing the appeals filed by the Claimant in relation to the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings with no order as to costs since the Claimant had failed to establish its case for both appeals. The written judgements were obtained on 10 February 2023 by the counsel to PNHB-LANCO-KHEC JV ("the JV" or "the Respondent").

On 2 December 2023, KHEC served the PNHB-Lanco member of the Consortium with a private notice dated 31 November 2023 pertains to the appeal OSA (CAD) No.152 of 2023, challenging the Fair and Decretal Order dated 8 February 2023 passed in O.P. 488 of 2020 before the Madras High Court. The Court has fixed a hearing date on 19 December 2023.

On 19 December 2023, the Madras High Court adjourned the hearing of the appeal to a later date to be advised in due course.

On 5 November 2024, the appeal was listed by the Madras High Court. The bench had directed the matter to be placed before an alternate judge and another hearing date will be fixed by the High Court.

The appeal was listed for hearing by the Madras High Court on 17 February 2025.

36. MATERIAL LITIGATIONS (CONTINUED)

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)

(i) The First Arbitration Proceedings (continued)

On 17 February 2025, the Madras High Court has adjourned the hearing and listed the hearing of the appeal on 3 March 2025.

On 3 March 2025, the parties commenced their oral submissions before the High Court of Madras. The High Court of Madras had fixed the matter for further submissions on 10 March 2025.

On 10 March 2025, the High Court of Madras had adjourned the matter to next hearing on 7 April 2025 for further submissions.

On 7 April 2025, the appeal was not listed by the Madras High Court. The next hearing date fixed on 28 April 2025.

On 28 April 2025, the High Court of Madras has adjourned the matter to the next hearing on 16 June 2025 for further submissions.

On 16 June 2025, the hearing of appeal was not listed by the High Court. The details on next hearing date shall be advised once the matter gets listed in due course.

(ii) The Second Arbitration Proceedings

KHEC had commenced a second arbitration proceedings against the PNHB-Lanco members of the Consortium ("the Second Arbitration Proceedings") on the basis of the terms of the Joint Venture Agreement ("JVA") dated 13 February 2003 and the Supplemental Agreement to the JVA dated 26 March 2003 respectively, entered into between the Company, Lanco Infratech Limited ("Lanco") and KHEC whereby KHEC is claiming for loss of profit (inclusive of interest and other cost) amounting to Rs5,44,32,916 (equivalent to approximately RM4.35 million) as they alleged that they, despite being a 10% share owner, received only 4.31% out of the total value of the contract works of the Chennai Project. Subsequently, KHEC filed in an amended claim for damages and loss of profit from Rs5,44,32,916 to Rs55,44,32,916 (equivalent to approximately RM4.35 million to RM44.3 million).

PNHB-Lanco's counsel filed an interim application to dismiss the claim of Rs50,00,00,000 (equivalent to approximately RM39.9 million) for compensation for loss of opportunity on the basis that it is frivolous and unreasonable.

The Second Arbitration Proceedings which was heard by a single arbitrator was completed wherein the parties submitted their respective written submissions on 1 December 2012.

On 1 April 2013, PNHB-Lanco members of the Consortium received the Arbitrator's Final Award dated 29 March 2013 wherein the PNHB-Lanco members of the Consortium are to pay interest for the delayed payment of enabling cost of Rs58 Lakhs amounting to Rs14,62,503 (approximately RM83,627.38) only to the Claimant, KHEC on or before 30 April 2013 and all other claims by the Claimant were rejected.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)

(ii) The Second Arbitration Proceedings (continued)

PNHB-Lanco member of consortium had on 27 April 2013 complied with the Final Award of the Arbitration dated 29 March 2013 by paying the interest for the delayed payment of enabling cost of Rs58 Lakhs amounting to Rs14,62,503 to KHEC.

KHEC had on 4 November 2013 served the PNHB-Lanco members of the Consortium with a copy of the Petition filed at the Madras High Court to appeal against the decision of the Arbitrator dated 29 March 2013. The Madras High Court fixed the Petition for hearing on 2 December 2013.

On 2 December 2013, the Madras High Court postponed the hearing of the Petition filed by KHEC to 3 December 2013.

On 3 December 2013, the Madras High Court fixed the continued hearing of the Petition filed by KHEC on 10 December 2013.

On 10 December 2013, the Madras High Court postponed the hearing of the Petition filed by KHEC, wherein the new hearing date had yet to be fixed by the Madras High Court.

On 29 June 2018, the Madras High Court fixed the continued hearing on 27 July 2018 for the Second Arbitration Proceedings.

At the hearing held on 27 July 2018, the Madras High Court adjourned the next hearing for the Second Arbitration Proceedings to 27 August 2018.

On 27 August 2018, the Madras High Court adjourned the hearing for the Second Arbitration Proceedings to a later date to be advised in due course due to the change in the sitting judge.

On 12 September 2018, the Madras High Court adjourned the hearing of the Second Arbitration Proceedings to the first week of October 2018.

On 3 October 2018, the Madras High Court adjourned the hearing of the Second Arbitration Proceedings to the third week of October 2018.

On 1 November 2018, the Madras High Court adjourned the hearing of the Second Arbitration Proceedings to a later date to be advised in due course.

On 7 March 2019, the Madras High Court adjourned the hearing of the Second Arbitration Proceedings to a later date to be advised in due course.

On 9 April 2019, the Madras High Court adjourned the hearing to a later date to be advised in due course.

36. MATERIAL LITIGATIONS (CONTINUED)

(I) Kris Heavy Engineering & Construction Sdn. Bhd. ("KHEC") (continued)

(ii) The Second Arbitration Proceedings (continued)

On 24 April 2019, the Madras High Court adjourned the hearing to a later date to be advised in due course.

On 12 June 2019, the Madras High Court fixed the next hearing on 26 June 2019.

On 26 June 2019, the Madras High Court adjourned the hearing to a later date to be advised in due course.

The Claimant's appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant's appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings were jointly heard at the Madras High Court on 9 February 2022 where the Consortium's counsel clarified on certain technicalities raised by the Madras High Court and directions were given by the Madras High Court and further joint hearings were held on 17 February 2022 and 23 February 2022. The hearing was subsequently adjourned to 16 March 2022, 21 April 2022, 16 June 2022, 14 July 2022, 21 July 2022, 11 August 2022, 8 September 2022, 15 September 2022 and 21 September 2022.

The joint hearing of the Claimant's appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant's appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings continued at the Madras High Court on 27 September 2022, 1 November 2022, 15 November 2022, 24 November 2022 and were completed on 1 December 2022.

At the final order joint hearing of the Claimant's appeal against the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the Claimant's appeal against the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings on 8 February 2023, the Madras High Court delivered the final oral judgements in dismissing the appeals filed by the Claimant in relation to the decision of the Arbitration Panel dated 13 November 2019 in respect of the First Arbitration Proceedings and the decision of the Arbitrator dated 29 March 2013 in respect of the Second Arbitration Proceedings with no order as to costs since the Claimant had failed to establish its case for both appeals. The written judgements were obtained on 10 February 2023 by the counsel to PNHB-LANCO-KHEC JV ("the JV" or "the Respondent").

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(II) PNCSB

Two (2) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to PNCSB

(i) Notice of Arbitration dated 17 June 2016 issued under KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to PNCSB

On 20 June 2016, PNCSB received a Notice of Arbitration dated 17 June 2016 from Genbina to refer the disputes or differences arising from the termination of the contract contained in a Letter of Award and its Addendums ("Contract") and an Operate, Maintain and Service Agreement under the Contract ("OMSA") for the D44 Project to arbitration under KLRCA in accordance to the Arbitration Act 2005 and the Arbitration (Amendment) Act 2011 for the alleged sum of RM119,699,168.11 together with the damages, interest, costs as such other relief as the learned arbitrator deems fit or proper and PNCSB instructed its solicitor to contest the matter.

On 18 July 2016, PNCSB issued a response to Genbina's Notice of Arbitration dated 17 June 2016 through its solicitors. In summary, PNCSB's response denied the claims asserted by Genbina in its Notice of Arbitration dated 17 June 2016 as well as raised numerous set-offs and/or counterclaim against Genbina's claims in its Notice of Arbitration dated 17 June 2016.

(ii) Notice of Arbitration dated 17 June 2016 issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to PNCSB

On 20 June 2016, PNCSB received a Notice of Arbitration dated 17 June 2016 from Genbina to refer the disputes or differences arising from the termination of the Contract and an OMSA for the D44 Project to arbitration under KLRCA in accordance to the Arbitration Act 2005 and the Arbitration (Amendment) Act 2011 for the alleged sum of RM24,171,671.43 together with the damages, interest, costs as such other relief as the learned arbitrator deems fit or proper and PNCSB has instructed its solicitor to contest the matter.

On 18 July 2016, PNCSB issued a response to Genbina's Notice of Arbitration dated 17 June 2016 through its solicitors. In summary, PNCSB's response denied the claims asserted by Genbina in its Notice of Arbitration dated 17 June 2016 as well as raised numerous set-offs and/or counterclaim against Genbina's claims in its Notice of Arbitration dated 17 June 2016.

Three (3) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 by PNCSB

PNCSB had on 18 July 2016 issued three (3) separate Notices of Arbitration dated 18 July 2016 to Genbina to refer the disputes or differences arising from the termination of the Contract, an OMSA and Workers' Agreement dated 12 October 2015 ("Workers' Agreement") relating to the D44 Project to arbitration.

36. MATERIAL LITIGATIONS (CONTINUED)

(II) PNCSB (continued)

Three (3) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 by PNCSB (continued)

The details of the Notices of Arbitration dated 18 July 2016 issued by PNCSB to Genbina are as follows:

(i) In respect of the Notice of Arbitration arising from the Contract, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's breaches under the Contract which led to PNCSB's termination of the Contract. PNCSB seeks to recover the loss and damage suffered by PNCSB from Genbina in the arbitration;

(ii) In respect of the Notice of Arbitration arising from the OMSA, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's wrongful acts under the OMSA over Genbina's failure to return the Machineries & Equipment belonging to PNCSB under the OMSA, unlawfully removing the said Machineries & Equipment from the D44 Project site and wrongfully detaining them. PNCSB seeks to recover the loss and damage suffered by PNCSB from Genbina in the arbitration; and

(iii) In respect of the Notice of Arbitration arising from the Workers' Agreement, PNCSB has suffered loss and damage and continues to incur loss and damage arising from Genbina's breach of the Workers' Agreement over Genbina's failure and/or refusal to pay the foreign workers' salaries and to bear all direct and incidental costs for their repatriation, amongst others. PNCSB seeks to recover its loss and damage suffered from Genbina in the arbitration.

PNCSB has asserted that it has suffered losses and damage arising from Genbina's breaches and wrongful acts under the Contract, OMSA and Workers' Agreement and is preparing a counterclaim against Genbina, which PNCSB has assessed and estimated to be in the region of RM152.2 million.

The two (2) separate arbitrations initiated by Genbina and the three (3) separate arbitrations initiated by PNCSB had been consolidated into a single arbitration proceeding. The arbitral tribunal was constituted and a preliminary meeting was called on 5 July 2017 wherein parties were given directions to move the arbitration forward.

The arbitral tribunal confirmed the hearing dates for the arbitration on 24 May 2021, 25 May 2021, 27 May 2021, 28 May 2021 and 31 May 2021 which were subsequently vacated and the arbitral tribunal fixed the new hearing dates on 20 December 2021 to 23 December 2021 and 28 December 2021 to 31 December 2021.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(II) PNCSB (continued)

Three (3) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 by PNCSB (continued)

At the case management held on 13 December 2021, the Arbitral Panel vacated the hearing dates fixed on 20 December 2021 to 23 December 2021 and 31 December 2021. The Arbitral Panel further fixed a new hearing date on 27 December 2021 and maintained the hearing dates of 28 December 2021 to 30 December 2021 fixed previously for the arbitration proceeding.

The Arbitral Panel subsequently vacated the hearing dates fixed on 27 December 2021 to 30 December 2021. A case management was held by the Arbitral Panel on 27 December 2021 for further directions to be given in the arbitration proceedings.

No further directions were given by the Arbitral Panel at the case management held on 27 December 2021 as parties are to propose mutual hearing dates for the Arbitral Panel's consideration by 31 December 2021.

The continued hearing dates for the arbitration have been scheduled on 20 December 2022 to 23 December 2022, 30 January 2023 to 31 January 2023 and 2 February 2023 to 3 February 2023.

The hearing dates for the arbitration previously fixed on 20 December 2022 to 23 December 2022 were vacated by the Arbitral Tribunal. The hearing on 21 December 2022 was converted to a case management wherein the Arbitral Tribunal has fixed additional hearing dates in 2023 on 16 October 2023 to 20 October 2023 and 30 October 2023 to 3 November 2023.

The Arbitral Tribunal has vacated the hearing dates previously fixed on 30 and 31 January 2023 for the arbitration proceeding.

The hearing proceeded on 2 February 2023 to 3 February 2023.

The Arbitral Tribunal has fixed additional hearing dates on 11 to 12 April 2023 for the arbitration proceeding.

The hearing for the arbitration proceeding proceeded as scheduled on 11 April 2023. The hearing scheduled on 12 April 2023 was vacated by the Arbitral Tribunal.

The continued hearing dates for the arbitration previously fixed on 16 October 2023 to 20 October 2023 and 30 October 2023 to 3 November 2023 are maintained.

Upon the request of Genbina Sdn. Bhd., the Arbitral Tribunal vacated the hearing dates fixed on 16 October 2023 to 17 October 2023 and maintained the remaining hearing dates previously fixed on 18 October 2023 to 20 October 2023 and 30 October 2023 to 3 November 2023.

The hearing dates fixed on 2 November 2023 to 3 November 2023 were taken off by the Arbitral Tribunal and the next hearing dates are fixed on 16 February 2024 and 3 May 2024.

36. MATERIAL LITIGATIONS (CONTINUED)

(II) PNCSB (continued)

Three (3) Notices of Arbitration issued under the KLRCA in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 by PNCSB (continued)

The hearing for the arbitration proceeding proceeded as scheduled on 16 February 2024 and 3 May 2024. Parties are currently awaiting further instructions from the Arbitral Tribunal on the timeline for parties to finalise the notes of proceeding, as well as to file and serve their respective written submissions and submissions in reply.

The arbitral hearings have come to a close earlier this year. Parties have finalised the notes of proceedings for the arbitral hearings.

Parties are due to exchange their respective written submissions by 29 November 2024, followed by written submissions in reply by 24 February 2025.

On 21 February 2025, the Tribunal has granted an extension of time for parties to file its written submissions in reply, respectively, by 10 April 2025.

On 25 March 2025, the Tribunal has granted an extension of time for parties to file its written submissions in reply by 2 May 2025.

The written submission in reply was filed by PNCSB on 2 May 2025.

An oral clarification was fixed by the Tribunal on 2 July 2025, The Tribunal raised clarifications in respect of both the Claimant and Respondent's Written Submissions. The Tribunal then directed the Parties to file in reply to the Tribunal's Oral Clarifications on or before 4 August 2025.

The clarification submission was filed by PNCSB on 7 August 2025.

The Tribunal is required to deliver its award on liability within three (3) months, by 17 November 2025, subject to any extension of time mutually agreed upon by the parties and/or granted by the Director of AIAC.

The Tribunal is in the midst of preparing the partial award on liability and seeks an extension to complete the award by 30 December 2025. The Tribunal on 30 December 2025 seeks additional extension of time to complete and deliver the award.

The Tribunal has on 15 January 2026 found in favour of Genbina in its award on liability. The Tribunal will now hear parties on quantum.

Notice of Arbitration dated 26 October 2020 issued under AIAC in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to Mersing Construction and Engineering Sdn. Bhd.

PNCSB had on 26 October 2020 issued a Notice of Arbitration dated 26 October 2020 against one of its sub-contractors for the D44 Project, Mersing Construction and Engineering Sdn. Bhd. ("Mersing"), to refer disputes relating to the true value of works carried out by Mersing up to 30 September 2020 as well as the value of PNCSB's entitlement to backcharges and/or deductions to be determined by the arbitral tribunal.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(II) PNCSB (continued)

Notice of Arbitration dated 26 October 2020 issued under AIAC in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to Mersing Construction and Engineering Sdn. Bhd. (continued)

The details of the Notice of Arbitration issued by PNCSB are as follows:

(i) To seek a determination of the true value of work carried out by Mersing up to 30 September 2020, to determine the value of PNCSB's entitlement to backcharges and/or deductions, a declaration that Mersing is not entitled to any payment as determined in the adjudication decision dated 4 August 2020 ("Adjudication Decision") together with damages, interest and costs; and

(ii) Further to the above and in the event any payment has been made pursuant to the Adjudication Decision, that such payment (or any sum thereto) shall be refunded to PNCSB.

PNCSB had subsequently issued a commencement request to the Asian International Arbitration Centre ("AIAC") to commence the arbitration on 27 October 2020 and had also applied to the Kuala Lumpur High Court to stay the Adjudication Decision dated 4 August 2020 pending final determination of the dispute between PNCSB and Mersing by arbitration ("Stay Application").

The Stay Application was fixed for case management on 30 October 2020.

On 30 October 2020, the Kuala Lumpur High Court fixed the hearing of the Stay Application on 26 November 2020.

At the hearing on 26 November 2020, the Kuala Lumpur High Court reserved its decision to be delivered on 24 December 2020.

On 24 December 2020, the Kuala Lumpur High Court dismissed the Stay Application with costs of RM5,000.00 to Mersing.

On 12 January 2021, PNCSB's solicitors had, on behalf of PNCSB, filed an appeal on the Kuala Lumpur High Court's Decision on Stay Application, at the Court of Appeal ("PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application").

On 2 February 2021, the Court of Appeal fixed the case management on PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 4 March 2021.

On 4 March 2021, the Court of Appeal fixed the next case management on PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 5 May 2021.

On 5 May 2021, the Court of Appeal fixed the next case management on PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 4 August 2021.

On 4 August 2021, the Court of Appeal fixed the next case management on PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 6 October 2021.

36. MATERIAL LITIGATIONS (CONTINUED)

(II) PNCSB (continued)

Notice of Arbitration dated 26 October 2020 issued under AIAC in accordance with the Arbitration Act 2005 and Arbitration (Amendment) Act 2011 to Mersing Construction and Engineering Sdn. Bhd. (continued)

At the case management of PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application at the Court of Appeal on 6 October 2021, the Court of Appeal fixed the next case management on 15 March 2022. The Court of Appeal also fixed the hearing date of PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application on 30 March 2022.

On 25 October 2021, Puncak announced that PNCSB has withdrawn PNCSB's Appeal on Kuala Lumpur High Court's Decision on Stay Application vide the filing of the Notice of Discontinuance at the Court of Appeal on 21 October 2021 and duly confirmed by the Court of Appeal on 22 October 2021.

The arbitral tribunal was constituted and a preliminary meeting was called on 5 August 2024 wherein parties were given directions to move the arbitration forward.

On 5 August 2024, the arbitral tribunal fixed the next preliminary meeting on 14 July 2025.

The preliminary meeting initially fixed on 14 July 2025 was vacated and rescheduled to 16 October 2025.

The hearing is fixed on 13 October 2026, 15 October 2026, 20 October 2026 to 22 October 2026 and 8 December 2026 to 10 December 2026.

(III) PNMSSB

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB

(i) Bill of Demand dated 21 October 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB

On 23 October 2019, a wholly-owned subsidiary, PNMSSB received a Bill of Demand from RMCD dated 21 October 2019, demanding for Goods and Services Tax in the sum of RM850,645.23 for the period between 1 January 2018 and 31 August 2018 ("Demand"). PNMSSB sought advice from its tax agent and solicitors on the next course of action. Based on the preliminary advice received, PNMSSB will contest and appeal against the Demand.

On 31 October 2019, PNMSSB filed to commence a judicial review application ("Application") against RMCD to set aside the Bill of Demand dated 21 October 2019.

At the case management on 5 November 2019, the Court fixed the hearing of the Application on 8 January 2020 and granted an interim order to stay the enforcement and effect of Bill of Demand pending the disposal of the Application.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(III) PNMSSB (continued)

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)

(i) Bill of Demand dated 21 October 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)

At the hearing on 8 January 2020, the Court granted leave for the Application and an order to stay the enforcement and effect of the Bill of Demand pending the disposal of the substantive hearing of the Application.

At the case management on 5 February 2020, the Registrar directed parties to attend another case management on 17 April 2020 to obtain the Court's directions on the filling of cause papers in respect of the Application.

At the case management on 17 June 2020, the Court maintained the interim stay previously granted by Court of all further proceedings including the enforcement and effect of the Bill of Demand dated 21 October 2019 as the Application is currently put on hold pending the disposal of the other Application against RMCD for the two (2) Bills of Demand dated 18 December 2019.

At the case management on 7 October 2020, the Court fixed the next case management of the Application on 18 January 2021.

At the case management on 18 January 2021, the Court fixed the next case management of the Application on 8 March 2021.

At the case management on 8 March 2021, the Court fixed the next case management of the Application on 3 June 2021.

The Court vacated the case management of the Application fixed on 3 June 2021 and fixed the next case management of the Application on 16 June 2021.

The Court subsequently vacated the hearing of the Application originally fixed on 27 September 2021 and fixed a case management on 23 September 2021 for parties to fix a new hearing date for the Application against RMCD.

At the case management on 23 September 2021, the Court fixed the hearing of the Application against RMCD on 16 December 2021 and granted the interim stay order to stay the enforcement and effect of the Bill of Demand dated 21 October 2019 until 16 December 2021.

The hearing of the Application against RMCD fixed on 16 December 2021 was vacated as the presiding judge for the matter has been transferred out of the Shah Alam High Court to the Kuala Lumpur High Court.

In the meantime, at the hearing of PNMSSB's application to extend the interim stay order to stay the enforcement and effect of the Bill of Demand dated 21 October 2019 in light of the substantive hearing of the Application against RMCD being vacated at the Shah Alam High Court on 16 December 2021 before a different judge, the Shah Alam High Court granted PNMSSB an interim stay of all further proceedings until the disposal of the Application against RMCD.

36. MATERIAL LITIGATIONS (CONTINUED)

(III) PNMSSB (continued)

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)

(i) Bill of Demand dated 21 October 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)

The Shah Alam High Court has fixed the hearing of PNMSSB's Application against RMCD on 23 May 2022 before a new judge. The Shah Alam High Court had previously granted PNMSSB an interim stay of all further proceedings until the disposal of the hearing of the Application against RMCD.

At the hearing of PNMSSB's Application against RMCD on 23 May 2022, the Shah Alam High Court fixed the matter for decision on 26 August 2022. In the meantime, the interim stay against the enforcement of the Bill of Demand previously granted by the Shah Alam High Court will continue to be in effect until the disposal of the matter.

The decision fixed for 26 August 2022 was postponed to 19 October 2022 and subsequently postponed again to 22 November 2022 by the Shah Alam High Court. The decision fixed on 22 November 2022 was subsequently converted to a clarification before the Shah Alam High Court Judge on 24 November 2022. The Shah Alam High Court has fixed the decision of PNMSSB's Application against RMCD on 29 December 2022. In the meantime, the interim stay against the enforcement of the Bill of Demand previously granted by the Shah Alam High Court will continue to be in effect until the disposal of the matter.

On 29 December 2022, the Shah Alam High Court had decided in favour of PNMSSB by allowing PNMSSB's Application against RMCD with no order as to costs.

Following the Shah Alam High Court's decision made on 29 December 2022 in favour of PNMSSB by allowing PNMSSB's Application against RMCD, the Attorney General's Chambers had filed an appeal to the Court of Appeal on 26 January 2023 ("Appeal") and the sealed copy of the Appeal was received by PNMSSB's solicitors, on behalf of PNMSSB, on 30 January 2023.

Civil Appeal No: B-01(A)-44-01/2023

The Attorney General's Chambers served a copy of the Record of Appeal which was received by PNMSSB's solicitors, on behalf of PNMSSB, on 24 March 2023. The Court of Appeal fixed the case management for the Appeal on 26 April 2023.

At the case management for the Appeal on 26 April 2023, the Court of Appeal fixed the next case management on 10 July 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(III) PNMSSB (continued)

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)

(i) Bill of Demand dated 21 October 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)

Civil Appeal No: B-01(A)-44-01/2023 (continued)

At the case management for the Appeal on 10 July 2023, the Court of Appeal fixed the next case management on 11 September 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 11 September 2023, the Court of Appeal fixed the next case management on 6 November 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 6 November 2023, the Court of Appeal fixed the next case management on 17 January 2024 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 17 January 2024, the Court of Appeal fixed the Hearing for the Appeal on 5 July 2024.

The Court of Appeal has also fixed a case management on 24 June 2024 before the hearing for the appeal.

At the case management on 24 June 2024, the Court of Appeal informed that the hearing fixed on 5 July 2024 has been vacated. The Court of Appeal has fixed a new hearing date for the appeal on 20 February 2025. The Court of Appeal has also fixed a case management on 6 February 2025 before the hearing for the appeal.

On 6 February 2025, the Court of Appeal has fixed a case management on 20 February 2025 to fix hearing date.

On 20 February 2025, the Court of Appeal has fixed a hearing date on 31 July 2025.

On 31 July 2025, the counsel for RMCD informed the Court of Appeal of their intention to settle the matter out of court with the Company and sought to adjourn the hearing. The Court of Appeal has fixed a hearing on 22 October 2025 in the event the settlement negotiation is not successful.

On 22 October 2025, the Court of Appeal hearing had been vacated and the Court of Appeal has fixed a case management on 21 November 2025 to provide an update on the settlement.

36. MATERIAL LITIGATIONS (CONTINUED)

(III) PNMSSB (continued)

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)

(i) Bill of Demand dated 21 October 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)

Civil Appeal No: B-01(A)-44-01/2023 (continued)

On 21 November 2025, the Court of Appeal directed parties to attend case management via e-review fixed on 10 December 2025 to fix a mention date to record consent order.

On 10 December 2025, a further case management is fixed on 21 January 2026 for Parties to fix a hearing date to record Consent Order as Parties are still in the midst of finalising the terms of the draft consent order.

On 21 January 2026, Consent Judgment was recorded.

(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB

PNMSSB had on 18 December 2019 received two (2) Bills of Demand both dated 18 December 2019 from RMCD, demanding for Goods and Services Tax in the aggregate sum of RM5,268,924.68 for the period between 1 February 2016 to 31 December 2017.

On 30 December 2019, PNMSSB filed a judicial review application ("Application") against RMCD to set aside the Bill of Demand.

At the case management on 7 January 2020, the Registrar fixed a further case management before the learned Judge on 14 January 2020 for parties to record an interim order to stay the enforcement and effect of the Bills of Demand pending the hearing of the Application.

At the case management on 14 January 2020, the learned Judge granted an interim stay order to stay the enforcement and effect of the Bills of Demand pending the hearing of the Application. The learned Judge also directed both parties to attend a case management on 5 February 2020 to fix a hearing date for the Application.

At the case management held on 5 February 2020, the Registrar fixed the hearing of the Application on 17 April 2020. The Registrar also fixed another case management on 31 March 2020 for parties to update the Registrar on the filling at the relevant cause papers.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(III) PNMSSB (continued)

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)

(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)

The Court subsequently vacated the hearing scheduled on 17 April 2020 and fixed a case management before the Registrar on 29 April 2020 for parties to fix a new hearing date for the Application.

Due to the Extended Movement Control Order imposed by the Government due to the COVID-19 outbreak, the Court subsequently fixed the case management on 4 June 2020.

At the case management on 4 June 2020, the Registrar directed the parties to attend another case management on 17 June 2020 for the parties to fix a hearing date for the Application.

At the case management on 17 June 2020, the Court fixed the hearing of the Application on 28 August 2020. The interim stay of all further proceedings including the enforcement and effect of the Bills of Demand previously granted by the Court remain in force pending the disposal of the Application.

The Court had subsequently vacated the hearing date of the Application on 28 August 2020 and fixed a new hearing date on 24 September 2020. The interim stay of all further proceedings including the enforcement and effect of the Bills of Demand previously granted by the Court remain in force pending the disposal of the Application.

On 24 September 2020, the Court fixed the next case management of the Application on 7 October 2020.

At the case management on 7 October 2020, the Court renewed the interim order to stay the enforcement and effect of the two (2) Bills of Demand dated 18 December 2019 which was previously granted on 24 September 2020. The Court fixed the next case management of the Application on 18 January 2021. In the meantime, the interim stay order will be renewed every two (2) weeks until the hearing date.

At the case management on 18 January 2021, the Court fixed the case management of the Application on 8 March 2021.

On 8 March 2021, the Court fixed the next case management of the Application on 3 June 2021.

On 15 April 2021, the Court vacated the case management of the Application fixed on 3 June 2021 and fixed the next case management of the Application on 16 June 2021.

36. MATERIAL LITIGATIONS (CONTINUED)

(III) PNMSSB (continued)

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)

(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)

At the case management on 16 June 2021, the Court fixed the hearing of the Application against RMCD on 27 September 2021 and granted the interim stay order to stay the enforcement and effect of the two (2) Bills of Demand dated 18 December 2019 until 27 September 2021.

The Court subsequently vacated the hearing of the Application originally fixed on 27 September 2021 and fixed a case management on 23 September 2021 for parties to fix a new hearing date for the Application against RMCD.

At the case management on 23 September 2021, the Court fixed the hearing of the Application against RMCD on 16 December 2021 and granted the interim stay order to stay the enforcement and effect of the two (2) Bills of Demand dated 18 December 2019 until 16 December 2021.

The hearing of the Application against RMCD fixed on 16 December 2021 was vacated as the presiding judge for the matter had been transferred out of the Shah Alam High Court to the Kuala Lumpur High Court.

In the meantime, at the hearing of PNMSSB's application to extend the interim stay order to stay the enforcement and effect of the two (2) Bills of Demand dated 18 December 2019 in light of the substantive hearing of the Application against RMCD being vacated at the Shah Alam High Court on 16 December 2021 before a different judge, the Shah Alam High Court granted PNMSSB an interim stay of all further proceedings until the disposal of the Application against RMCD.

The Shah Alam High Court fixed the hearing of PNMSSB's Application against RMCD on 23 May 2022 before a new judge. The Shah Alam High Court had previously granted an interim stay of all further proceedings until the disposal of the hearing of the Application against RMCD.

At the hearing of PNMSSB's Application against RMCD on 23 May 2022, the Shah Alam High Court fixed the matter for decision on 26 August 2022. In the meantime, the interim stay against the enforcement of the Bills of Demand previously granted by the Shah Alam High Court will continue to be in effect until the disposal of the matter.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(III) PNMSSB (continued)

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)

(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)

The decision fixed for 26 August 2022 was postponed to 19 October 2022 and subsequently postponed again to 22 November 2022 by the Shah Alam High Court. The decision fixed on 22 November 2022 was subsequently converted to a clarification before the Shah Alam High Court Judge on 24 November 2022. The Shah Alam High Court fixed the decision of PNMSSB's Application against RMCD on 29 December 2022. In the meantime, the interim stay against the enforcement of the Bills of Demand previously granted by the Shah Alam High Court will continue to be in effect until the disposal of the matter.

On 29 December 2022, the Shah Alam High Court had decided in favour of PNMSSB by allowing PNMSSB's Application against RMCD with no order as to costs.

Following the Shah Alam High Court's decision made on 29 December 2022 in favour of PNMSSB by allowing PNMSSB's Application against RMCD, the Attorney General's Chambers had filed an appeal to the Court of Appeal on 26 January 2023 ("Appeal") and the sealed copy of the Appeal was received by PNMSSB's solicitors, on behalf of PNMSSB, on 30 January 2023.

Civil Appeal No: B-01(A)-45-01/2023

The Attorney General's Chambers served a copy of the Record of Appeal which was received by PNMSSB's solicitors, on behalf of PNMSSB, on 24 March 2023. The Court of Appeal fixed the case management for the Appeal on 26 April 2023.

At the case management for the Appeal on 26 April 2023, the Court of Appeal fixed the next case management on 10 July 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 10 July 2023, the Court of Appeal fixed the next case management on 11 September 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 11 September 2023, the Court of Appeal fixed the next case management on 6 November 2023 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

At the case management for the Appeal on 6 November 2023, the Court of Appeal fixed the next case management on 17 January 2024 for the appellant to update the Court on the status of the Grounds of Judgement from the Shah Alam High Court.

36. MATERIAL LITIGATIONS (CONTINUED)

(III) PNMSSB (continued)

Three (3) Bills of Demand issued under the Royal Malaysian Customs Department Selangor ("RMCD") in accordance with the Goods and Services Tax Act 2014 to PNMSSB (continued)

(ii) Bills of Demand dated 18 December 2019 issued under RMCD in accordance with the GST Act 2014 to PNMSSB (continued)

Civil Appeal No: B-01(A)-45-01/2023 (continued)

At the case management for the Appeal on 17 January 2024, the Court of Appeal fixed the Hearing for the Appeal on 5 July 2024.

The Court of Appeal has also fixed a case management on 24 June 2024 before the hearing for the appeal.

At the case management on 24 June 2024, the Court of Appeal informed that the hearing fixed on 5 July 2024 has been vacated. The Court of Appeal has fixed a new hearing date for the appeal on 20 February 2025. The Court of Appeal has also fixed a case management on 6 February 2025 before the hearing for the appeal.

On 6 February 2025, the Court of Appeal has fixed a case management on 20 February 2025 to fix hearing date.

On 20 February 2025, the Court of Appeal has fixed a hearing date on 31 July 2025.

On 31 July 2025, the counsel for RMCD informed the Court of Appeal of their intention to settle the matter out of court with the Company and sought to adjourn the hearing. The Court of Appeal has fixed a hearing on 22 October 2025 in the event the settlement negotiation is not successful.

On 22 October 2025, the Court of Appeal hearing had been vacated and the Court of Appeal has fixed a case management on 21 November 2025 to provide an update on the settlement.

On 21 November 2025, the Court of Appeal directed parties to attend case management via e-review fixed on 10 December 2025 to fix a mention date to record consent order.

On 10 December 2025, a further case management is fixed on 21 January 2026 for Parties to fix a hearing date to record Consent Order as Parties are still in the midst of finalising the terms of the draft consent order.

On 21 January 2026, Consent Judgment was recorded.

NOTES TO THE FINANCIAL STATEMENTS

36. MATERIAL LITIGATIONS (CONTINUED)

(IV) Danum Sinar

Writ and Statement of Claim (Suit No.: BTU-22NCvC-15-12/2024 (HC))

On 24 December 2024, Danum Sinar, an indirect subsidiary of Puncak, has filed Writ and Statement of Claim in the High Court of Sabah & Sarawak at Bintulu against Fifty (50) Defendants that erected, carried out and/or participated in the blockade that started since 29 November 2024, on the access road namely, between Blocks 3 and 4 of Danum Sinar's Arau Estate ("Blockade"). The Fifty (50) Defendants consist of the first Forty-Nine (49) ex-workers from Penan Community who worked on the Lakin Kelayan estates and the Fiftieth (50th) Defendant refers to such person unknown who fall under the description, namely, any individual who erected, carried out and/or participated in the Blockade (collectively described as "Defendants"). The Blockade had previously prevented Danum Sinar from carrying out its harvesting activities and selling its crops to Sarawak Oil Palm Berhad (SOPB) since the month of December 2024.

Danum Sinar sought from the High Court for:

(i) a declaration that the Defendants unlawfully and/or wrongly constructed, installed, erected and/or maintained a Blockade on Danum Sinar's land;

(ii) a declaration that the Defendants are not entitled to obstruct and/or interfere with Danum Sinar's use of the access road (or any part thereof), including but not limited to the erection of the Blockade;

(iii) an Injunction to restrain the Defendants from erecting and/or maintaining the Blockade;

(iv) an Injunction to restrain the Defendants from obstructing and/or interfering with the use of the access road (or any part thereof) by Danum Sinar;

(v) an Injunction to restrain the Defendants from placing, assembling, erecting, and/or otherwise howsoever constructing anything which obstructs, interfere with, and/or otherwise however prevents Danum Sinar's use of the said access road (or any part thereof);

(vi) an Injunction to restrain the Defendants from trespassing on Danum Sinar's land for any of the foregoing purposes;

(vii) a direction be given that the Royal Malaysia Police to assist in the enforcement of the foregoing injunction; and

(viii) damages and cost to be assessed by the High Court.

The High Court has fixed this case management for this suit on 28 March 2025.

The counsel for the Defendants was not present during the proceedings on 28 March 2025.

The High Court fixed the matter for further case management via e-review on 10 April 2025.

The High Court has fixed for further case management via Zoom on 22 May 2025.

The High Court has fixed for further case management on 17 June 2025.

The High Court has fixed for further case management on 5 August 2025 for parties to obtain further directions.

36. MATERIAL LITIGATIONS (CONTINUED)

(IV) Danum Sinar (continued)

Writ and Statement of Claim (Suit No.: BTU-22NCvC-15-12/2025 (HC)) (continued)

The High Court has fixed for further case management on 20 August 2025.

The High Court has fixed for further case management on 8 September 2025.

The High Court has fixed for further case management on 13 November 2025.

The High Court has fixed for further case management on 26 January 2026.

Defendant's solicitor did not turn up on 26 January 2026 and the High Court has fixed for further case management on 25 February 2026.

The High Court has fixed trial date on 4 May 2026 to 8 May 2026.

Inter-Partes Application for Interim Injunction (Suit No.: BTU-22NCvC-15-12/2024 (HC))

On 24 December 2024, Danum Sinar filed an inter-partes application for Interim Injunction to the High Court against the Fifty (50) Defendants, pending the disposal of the main suit, for an injunction be granted to restrain the Fifty (50) Defendants from doing, causing to be done, enabling, and/or assisting others to (i) erect and/or maintain the Blockade on the access road, (ii) obstruct and/or interfere with the use of the said access road (or any part thereof) by Danum Sinar, (iii) place, assemble, erect, and/or otherwise howsoever constructing anything which obstructs, interferes with, and/or otherwise howsoever prevents Danum Sinar's use of the access road (or any part thereof), and/or trespassing on to Danum Sinar's land for any of the foregoing purposes ("the Interim Injunction"). Danum Sinar has also sought for a direction be given that the Royal Malaysian Police to assist in the enforcement of the foregoing injunctions and that parties are at liberty to apply.

The High Court has fixed the hearing for the Inter-Partes Application on 7 February 2025.

On 7 February 2025, Danum Sinar has successfully obtained the High Court's order for the Interim Injunction. The High Court has also allowed Danum Sinar's application for a direction be given that the Royal Malaysian Police to assist in the enforcement of the foregoing injunctions and that parties are at liberty to apply.

STATEMENT BY DIRECTORS

Pursuant to Section 251(2) of the Companies Act, 2016

In the opinion of the Directors, the financial statements set out on pages 176 to 307 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting 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 31 December 2025 and of their financial performance and their cash flows for the financial year then ended.

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

.....

Tan Sri Rozali bin Ismail
Director

.....

Azlan Shah bin Rozali
Director

Shah Alam

Date: 31 March 2026

STATUTORY DECLARATION

Pursuant to Section 251(1)(b) of the Companies Act, 2016

I, **Lim Mun Lee,** the Officer primarily responsible for the financial management of Puncak Niaga Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 176 to 307 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 provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed Lim Mun Lee (MIA CA: 18214), at Shah Alam in the State of Selangor on 31 March 2026.

.....

Lim Mun Lee

Before me:

INDEPENDENT AUDITORS' REPORT

To the Members of Puncak Niaga Holdings Berhad

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Puncak Niaga Holdings Berhad, which comprise the statements of financial position as at 31 December 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policies information as set out on pages 176 to 307.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and the Company as at 31 December 2025, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act, 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current year. 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.

INDEPENDENT AUDITORS' REPORT

To the Members of Puncak Niaga Holdings Berhad

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

The Group

Key Audit Matter	How the matter was addressed in the audit
1) Revenue Recognition	
Refer to Note 22 to the financial statements. **Construction revenue** As at 31 December 2025, the Group recognised approximately RM43.1 million of revenue from construction segment. The construction revenue is recognised over time by reference to the cost incurred over the estimated cost of each individual contract. The construction revenue is considered a key audit matter as it requires us to exercise significant judgement to evaluate the estimate of the total costs to be incurred, which inherently is uncertain.	Our audit procedures included, among others: **Construction revenue:** • Performed site visits for individually significant on-going projects to arrive at an overall assessment towards stage of completion. • Reviewed information provided by the entity and inquired management as to whether they had determined the completeness of the budgets, if there were any disputes with the customers/sub-contractors and if there would be any delays in the projects which would render additional costs. • Selected samples of estimated costs and compared them with contracts or letter of awards. • Performed a re-computation of the actual costs to budgeted cost to determine if the percentage of completion was computed appropriately, and subsequently, performed a re-computation to determine if the revenue was recognised appropriately. • Re-assessed the foreseeable losses had been recognised in accordance with the requirements of the accounting standards.
Concession revenue As at 31 December 2025, the Group recognised approximately RM128.8 million of revenue from concession segment. The revenue is comprising maintenance services, asset management services and supply of medical equipment, involves significant judgement, particularly in determining the appropriate discount rate used to measure concession receivables at present value and assessing the financing component arising from deferred payment arrangements.	**Concession revenue:** • Reviewed the agreements and assessed whether these agreements had been appropriately identified to be service concession agreements within the scope of MFRS 15. • Evaluated the key assumptions used in determining the discount rates applied to measure concession receivables at present value. • Assessed the treatment of the financing component arising from deferred payment arrangements and its recognition over time. • Tested the mathematical accuracy of the discounting model and verified supporting documentation to substantiate the revenue recognised. • Verified the supporting documents so as to ascertain the proof of the services rendered and sale of goods.

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

The Group (continued)

Key Audit Matter	How the matter was addressed in the audit
2) Impairment assessment of plantation assets and bearer biological assets	
Refer to Notes 4 and 6 to the financial statements. As at 31 December 2025, a subsidiary within the Group holding plantation assets and bearer biological assets with carrying amounts of RM371.7 million and RM284.9 million respectively has been reporting significant losses for consecutive years. During the year, the subsidiary incurred a loss of RM39.4 million. As such, this is an indication that the plantation assets and bearer biological assets may be subject to impairment. The management had carried out an impairment assessment to determine whether the recoverable amount of plantation assets and bearer biological asset is lower than their carrying amount using the fair value less costs of disposal method. The management had concluded that there was no impairment required in respect of the plantation assets and bearer biological assets for the current financial year. We considered this to be a key audit matter due to the magnitude of the carrying amounts involved and the significant judgement and estimation uncertainty in determining the recoverable amounts of the plantation assets and bearer biological assets.	Our audit procedures included, among others: • Performed physical sighting of the plantation assets and estate visit of the bearer biological assets. • Evaluated the objectivity, independence and competency of the independent valuer engaged by management. • Discussed with independent valuer to obtained an understanding of the valuation methodology, key assumptions and data inputs used in estimating the fair value of the plantation assets and bearer biological assets. • Challenged the reasonableness of the valuation approach and key assumptions, including comparison against available market data and industry benchmarks. • Assessed whether the methodology applied is appropriate and consistent with market practices. • Reviewed the adequacy of the disclosures in the financial statements.

INDEPENDENT AUDITORS' REPORT

To the Members of Puncak Niaga Holdings Berhad

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

The Company

Key Audit Matter	How the matter was addressed in the audit
3) Impairment assessment of cost of investment in subsidiaries	
Refer to Note 8 to the financial statements. As at 31 December 2025, the carrying amount of investment in subsidiaries was RM1,172.3 million. During the financial year, the Company has recognised an net impairment loss of approximately RM24.0 million in investment in subsidiaries. A recent history of losses and significant accumulated losses recorded by certain subsidiaries have resulted in indications that the carrying amount of investment in subsidiaries may be impaired. Management estimated the recoverable amounts of the investments in subsidiaries using the fair value less costs of disposal method. We considered this as a key audit matter due to the significance of the carrying amount of investment in subsidiaries at the Company level as at year end. The recoverable amount of the Company's investment in subsidiaries also involves significant management judgement.	Our audit procedures included, among others: • Challenged the assessment for indications of impairment performed by the management by considering whether it had factored or considered relevant internal and external information. • Assessed the recoverable amounts estimated by the management were in accordance with applicable accounting standard. • Reviewing the adjusted net assets of the subsidiaries used in the determination of recoverable amounts. • Evaluated the appropriateness of the work of the independent valuer engaged by the management including assessing the significant assumptions, method and basis used in deriving the recoverable amounts. • Assessing the adequacy and completeness of disclosures relating to the investments in subsidiaries in the financial statements.

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 do not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

INDEPENDENT AUDITORS' REPORT

To the Members of Puncak Niaga Holdings Berhad

Report on the Audit of the Financial Statements (continued)

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's 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.

INDEPENDENT AUDITORS' REPORT

To the Members of Puncak Niaga Holdings Berhad

Report on the Audit of the Financial Statements (continued)

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

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

- 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.

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.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act, 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 8 to the financial statements.

Other Matter

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

GRANT THORNTON MALAYSIA PLT
(201906003682 & LLP0022494-LCA)
CHARTERED ACCOUNTANTS (AF 0737)

KOH SOOK LI
(NO: 03804/11/2027 J)
CHARTERED ACCOUNTANT

Kuala Lumpur
31 March 2026

ANALYSIS ON SECURITIES OF COMPANY

As at 31 March 2026

ANALYSIS OF SHAREHOLDINGS

Share Capital	:	RM554,662,777.00
Total Number of Issued Shares	:	449,284,556
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per ordinary share
No. of Shareholders	:	9,825

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders						No. of Issued Shares Held					
	Malaysian		Foreigner		Total		Malaysian		Foreigner		Total	
	No.	%	No.	%	No.	%#	No.	%	No.	%	No.	%#
Less than 100	1,093	11.12	6	0.06	1,099	11.19	15,192	0.00	175	0.00	15,367	0.00
100-1,000	1,626	16.55	17	0.17	1,643	16.72	927,035	0.21	10,350	0.00	937,385	0.21
1,001-10,000	4,624	47.06	43	0.44	4,667	47.50	20,423,190	4.57	222,937	0.05	20,646,127	4.62
10,001-100,000	1,991	20.26	36	0.37	2,027	20.63	67,399,966	15.07	1,454,380	0.33	68,854,346	15.40
100,001-22,362,386 (less than 5% of the issued share capital)	372	3.79	15	0.15	387	3.94	197,204,582	44.09	7,961,200	1.78	205,165,782	45.87
22,362,387 and above (5% and above of the issued share capital)	2	0.02	0	-	2	0.02	151,628,749	33.90	0	0.00	151,628,749	33.90
TOTAL	**9,708**	**98.81**	**117**	**1.19**	**9,825**	**100.00**	**437,598,714**	**97.84**	**9,649,042**	**2.16**	**447,247,756**	**100.00**

Notes:

* *Negligible.*

\# *Excluding a total of 2,036,800 Puncak Niaga Shares bought back by Puncak Niaga and retained as treasury shares as at 31 March 2026.*

ANALYSIS ON SECURITIES OF COMPANY

As at 31 March 2026

LIST OF TOP THIRTY SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS

(Without aggregating the securities from different securities accounts belonging to the same Registered Holder)

No.	Size of Shareholdings	No.	%
1	CENTRAL PLUS (M) SDN BHD	103,798,260	23.21
2	CORPORATE LINE (M) SDN BHD	47,830,489	10.69
3	CORPORATE LINE (M) SDN BHD	21,600,000	4.83
4	NUSMAKMUR DEVELOPMENT SDN BHD	8,600,000	1.92
5	GOH TAI SIANG	7,690,000	1.72
6	LEE KUANG CHONG	6,898,100	1.54
7	LEE CHEE BENG	4,330,700	0.97
8	NG CHOI	3,638,500	0.81
9	LIN THEAN FATT	3,242,000	0.72
10	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE PA WEI (E-SJA)	3,029,200	0.68
11	LIM MOK LENG	2,812,000	0.63
12	GOH TAI SIANG	2,718,300	0.61
13	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WONG SUI YUING (E-BTL)	2,674,400	0.60
14	LEE PA WEI	2,671,100	0.60
15	KALAYARASU A/L SUBRAMANIAM	2,633,000	0.59
16	LIN THEAN FATT	2,132,000	0.48
17	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ZULKIFLI BIN ISMAIL	2,000,000	0.45
18	CENTRAL PLUS (M) SDN BHD	1,912,075	0.43
19	FARIDAH BINTI IDRIS	1,800,000	0.40
20	CHIN YUN FEN	1,721,200	0.38
21	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHONG KEN MIN (8042243)	1,710,000	0.38
22	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR NG CHAI HOCK (MY0972)	1,685,100	0.38
23	YEO KIAN JOO	1,650,500	0.37
24	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEE KIM HEW (E-KLG/BTG)	1,637,800	0.37
25	LIM TEIK HOE	1,479,000	0.33
26	KHOR KENG SAW @ KHAW AH SOAY	1,401,200	0.31
27	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ABDUL MALIK BIN ABDUL RAHIM (ML00254)	1,400,000	0.31

ANALYSIS ON SECURITIES OF COMPANY

As at 31 March 2026

LIST OF TOP THIRTY SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS (CONTINUED)

(Without aggregating the securities from different securities accounts belonging to the same Registered Holder)

No.	Size of Shareholdings	No.	%
28	GOH TECK YIEW	1,351,100	0.30
29	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TONY NGU KET PING	1,270,000	0.28
30	ZAINUL ABIDEEN BIN FAZLE ABBAS	1,200,000	0.27
		248,516,024	**55.55**

* *Excluding 2,036,800 Puncak Niaga Shares bought back by Puncak Niaga and retained as treasury shares as at 31 March 2026.*

DIRECTORS' INTEREST IN ORDINARY SHARES AS PER THE REGISTER OF THE DIRECTORS' SHAREHOLDINGS

		No. of Issued Shares Held in The Company			
No.	Name of Director	Direct Interest	%#	Indirect Interest	%#
1	YBhg Tan Sri Rozali bin Ismail	-	-	175,140,824+	39.16+
2	Encik Azlan Shah bin Rozali	491,300	0.11	-	-
3	YBhg Dato' Sri Adenan bin Ab. Rahman	-	-	-	-
4	YBhg Prof Emeritus Datuk Dr Marimuthu a/l Nadason	-	-	-	-
5	YBhg Datuk LSr Haji Johari bin Wahab	-	-	1,050	*^^
6	YM Tengku Loreta binti Tengku Dato' Setia Ramli Alhaj	-	-	-	-
7	Tuan Haji Noor Faiz bin Hassan	-	-	-	-

Notes:

* *Negligible.*

\+ *Deemed interest by virtue of 100% shareholding interest each in Central Plus (M) Sdn Bhd [198901006230 (183535-W)] and Corporate Line (M) Sdn Bhd [198801005332 (172689-H)] of which 5% is held in own name and 95% is held in his spouse's and children's names, respectively.*

^^ *Deemed interest by virtue of shares held in his brother's name.*

\# *Excluding a total of 2,036,800 Puncak Niaga Shares bought back by Puncak Niaga and retained as treasury shares as at 31 March 2026.*

ANALYSIS ON SECURITIES OF COMPANY

As at 31 March 2026

SUBSTANTIAL SHAREHOLDERS BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS

(Excluding Bare Trustees)

		No. of Issued Shares Held in The Company			
No.	Name of Substantial Shareholder	Direct Interest	%#	Indirect Interest	%#
1	YBhg Tan Sri Rozali bin Ismail	-	-	175,140,824+	39.16+
2	YBhg Puan Sri Faridah binti Idris	1,800,000	0.40	175,140,824++	39.16++
3	Central Plus (M) Sdn Bhd	105,710,335	23.64	-	-
4	Corporate Line (M) Sdn Bhd	69,430,489	15.52	-	-

Notes:

* *Deemed interest by virtue of 100% shareholding interest each in Central Plus (M) Sdn Bhd [198901006230 (183535-W)] and Corporate Line (M) Sdn Bhd [198801005332 (172689-H)] of which 5% is held in own name and 95% is held in his spouse's and children's names, respectively.*

++ *Deemed interest by virtue of 75% shareholding interest each in Central Plus (M) Sdn Bhd [198901006230 (183535-W)] and Corporate Line (M) Sdn Bhd [198801005332 (172689-H)], respectively.*

\# *Excluding a total of 2,036,800 Puncak Niaga Shares bought back by Puncak Niaga and retained as treasury shares as at 31 March 2026.*

LIST OF PROPERTIES OWNED BY PUNCAK NIAGA GROUP

As at 31 December 2025

No.	Description & Location	Existing Use	Land Area/ Built-up Area	Tenure	Remaining Lease Period (Expiry Date)	Approximate Age of Building (Years)	Date of Acquisition/ Valuation (V)	Net Book Value as at 31 December 2025 (RM'000)
Property, Plant and Equipment								
1.	**Building and Adjacent Land** Wisma Rozali, No. 4, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan	Office premises and land	12,952 sq. m	99 Years Leasehold	76 Years Expiring on 22/01/2102	22	01/08/2005 31/12/2023 (V)	65,616
2.	**3-Storey Building** No. 31, Jalan Temoleh P8/7, Precinct 8, 64450 Putrajaya, Wilayah Persekutuan Putrajaya	Premises	387 sq. m	Freehold	N/A	13	09/11/2016 31/12/2023 (V)	4,082
3.	**Plantation Land and Building** Lot 13 Murum Land District Lot 14 Murum Land District Lot 20 Murum Land District Lot 21 Murum Land District Lot 22 Murum Land District Lot 23 Murum Land District Lot 24 Murum Land District Lot 25 Murum Land District Lot 36 Murum Land District Lot 37 Murum Land District Lot 39 Murum Land District Lot 40 Murum Land District Lot 52 Murum Land District Lot 56 Murum Land District Lot 58 Murum Land District Lot 1 Silat Land District	Oil palm plantation estates	1,409.00 Ha. 126.00 Ha. 2.50 Ha. 0.60 Ha. 2.00 Ha. 3.90 Ha. 5.84 Ha. 0.16 Ha. 0.01174 Ha. 0.06019 Ha. 9.662 Ha. 13,207.00 Ha. 2,003.00 Ha. 1.6059 Ha. 23,132 Ha. 2,540 Ha.	99 Years Leasehold	78 Years Expiring on 05/10/2103 90 Years Expiring on 22/01/2116	1-16	03/07/2017 01/10/2025 (V)	276,438
4.	**4-Storey Building** Lot 8388 Block 31, Kemena Land District, 97000 Bintulu, Sarawak	Regional office	186 sq. m	60 Years Leasehold	54 Years Expiring on 24/11/2079	9	12/08/2022	2,431
Investment Properties								
5.	**Leasehold Land** HSD 304452, Lot No. PT 48216, Mukim Ijok, District of Kuala Selangor, Selangor Darul Ehsan	Vacant	12,823 sq. m	99 Years Leasehold	83 Years Expiring on 12/04/2109	N/A	16/03/2022 31/12/2025 (V)	12,000

LIST OF PROPERTIES OWNED BY PUNCAK NIAGA GROUP

As at 31 December 2025

No.	Description & Location	Existing Use	Land Area/ Built-up Area	Tenure	Remaining Lease Period (Expiry Date)	Approximate Age of Building (Years)	Date of Acquisition/ Valuation (V)	Net Book Value as at 31 December 2025 (RM'000)
Investment Properties (continued)								
6.	**Leasehold Land and Building** PN 10340, Lot 267, Mukim of Serting Ulu, District of Jempol, Negeri Sembilan Darul Khusus (Industrial premises bearing address No. PT 1152, Batu 36, Jalan Pahang, 72200 Batu Kikir, Negeri Sembilan Darul Khusus)	A parcel of industrial land of which about 7.22 acres is built upon with a single-storey factory building with two-storey office section and single storey workers quarters. The factory is rented out. The remaining portion of the property comprising an estimated land area of about 50.04 acres is presently undeveloped	231,704 sq. m	99 Years Leasehold	67 Years Expiring on 25/03/2093	31	31/12/2025 (V)	24,290
7.	**Freehold Land** No. 8, Jalan Sultan Mahmud, 21080 Kuala Terengganu, Terengganu Darul Iman (Lot No. 2119, Mukim of Batu Buruk, District of Kuala Terengganu, Terengganu Darul Iman)	Vacant	2,058 sq. m	Freehold	N/A	N/A	02/07/2008 31/12/2025 (V)	1,500
8.	**3-Storey Shop/office** No. 20, Jalan Presiden F U1/F, Accentra Business Park, Section U1, Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan	Vacant	164 sq. m	Freehold	N/A	17	01/02/2008 31/12/2025 (V)	2,200
9.	**3-Storey Shop/office** No. 8, Jalan Presiden F U1/F, Accentra Business Park, Section U1, Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan	Vacant	164 sq. m	Freehold	N/A	17	24/7/2020 31/12/2025 (V)	2,200
10.	**Leasehold Land** PN 118079, Lot 6118, Mukim of Jeram, District of Kuala Selangor, Selangor Darul Ehsan	Vacant	145,500 sq. m	99 Years Leasehold	70 Years Expiring on 01/12/2095	N/A	01/08/2010 31/12/2025 (V)	54,000

LIST OF PROPERTIES OWNED BY PUNCAK NIAGA GROUP

As at 31 December 2025

No.	Description & Location	Existing Use	Land Area/ Built-up Area	Tenure	Remaining Lease Period (Expiry Date)	Approximate Age of Building (Years)	Date of Acquisition/ Valuation (V)	Net Book Value as at 31 December 2025 (RM'000)
Investment Properties (continued)								
11.	**Leasehold Land and Building** PN 77569, Lot 7092, PN 77571, Lot 7094#, PN 77572, Lot 7095, Mukim of Ijok, District of Kuala Selangor, Selangor Darul Ehsan # *include a single storey building complete with parking facilities*	Partly Rented Out Partly Rented Out Partly Rented Out	331,426 sq. m 229,290 sq. m 229,717 sq. m	99 Years Leasehold	76 Years Expiring on 24/10/2101	N/A 15 N/A	16/02/2007 31/12/2025 (V)	154,600 112,270 114,000
12.	**4-Storey Shop/office** No. 12, Jalan Todak 5, Pusat Bandar Seberang Jaya, 13700 Perai, Pulau Pinang	Partly Rented Out	238 sq. m	99 Years Leasehold	67 Years Expiring on 21/10/2092	32	21/03/2007 31/12/2025 (V)	2,700
13.	**5-Storey Shop/office** Unit Nos. G32, 132, 232, 332 and 432, Blok 4, Laman Seri Business Park, Persiaran Sukan, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan	Vacant	957 sq. m	99 Years Leasehold	83 Years Expiring on 21/03/2109	15	07/06/2011 31/12/2025 (V)	4,750
14.	**4-Storey Shop/office** No. 12B, Jalan PJS 8/11, Dataran Mentari, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan	Partly Rented Out	331 sq. m	99 Years Leasehold	77 Years Expiring on 06/11/2102	22	19/10/2011 31/12/2025 (V)	6,000
15.	**3-Storey Shophouse** Lot 9306, Block 6, Seduan Land District, No. 12, Lorong Wawasan 10B1, 96000 Sibu, Sarawak	Rented Out	140 sq. m	60 Years Leasehold	52 Years Expiring on 25/06/2078	7	17/08/2016 31/12/2025 (V)	1,155
16.	**Leasehold Land** PN 80453, Lot 19255, Jalan Meru Tambahan, 42300 Bandar Puncak Alam, Selangor Darul Ehsan	Vacant	8.413 Ha.	99 Years Leasehold	81 Years Expiring on 11/05/2107	N/A	24/10/2017 31/12/2025 (V)	42,000

LIST OF PROPERTIES OWNED BY PUNCAK NIAGA GROUP

As at 31 December 2025

No.	Description & Location	Existing Use	Land Area/ Built-up Area	Tenure	Remaining Lease Period (Expiry Date)	Approximate Age of Building (Years)	Date of Acquisition/ Valuation (V)	Net Book Value as at 31 December 2025 (RM'000)
Investment Properties (continued)								
17.	**3-Storey Shop/office** Lots PT 2774 and PT 2775, Pekan Baru Sungai Buloh, District of Petaling, Selangor Darul Ehsan (bearing address Nos. 20 and 22, Jalan Uranus AH U5/AH, Subang Impian, Section U5, 40150 Shah Alam, Selangor Darul Ehsan)	Rented Out	327.04 sq. m	99 Years Leasehold	73 Years Expiring on 03/04/2099	25	31/12/2025 (V)	2,200
18.	**Leasehold Land** Part of PN 16618, Lot 10965, Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan (located along Jalan Pulau Angsa U10/14, Taman Puncak Perdana, Section U10, 40170 Shah Alam, Selangor Darul Ehsan)	A parcel of residential building land comprising the remaining undeveloped part of Lot 10965 which has been approved for development of medium-cost apartments	3.625 acres	99 Years Leasehold	73 Years Expiring on 09/04/2099	N/A	31/12/2025 (V)	7,500
19.	**Leasehold Land** State alienated residential development land located within Taman Puncak Perdana, Section U10, Shah Alam, Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan	A parcel of land approved for commercial development	25.65 acres	99 Years Leasehold	91 Years Expiring on 19/02/2117	N/A	31/12/2025 (V)	41,340
20.	**Leasehold Land** Lots 57580 to 57583, Lots 57592 to 57597, Lots 57615 to 57626, Lots 57628 to 57650, Lot 57751, Lots PT 2104 to PT 2108, Lots PT 2118 and PT 2119, Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan (located within Perdana Heights, Taman Puncak Perdana, Section U10, Shah Alam, Mukim of Bukit Raja, District of Petaling, Selangor Darul Ehsan)	53 Vacant detached house lots	50,263 sq. m	99 Years Leasehold	80 Years Expiring on 05/07/2105 (save for Lots PT 2104 to PT 2108, PT 2118 and PT 2119 that are expiring on 28/10/2096)	N/A	31/12/2025 (V)	26,860

GRI CONTENT INDEX

STATEMENT OF USE:

Puncak Niaga Holdings Berhad has reported the information cited in this GRI content index for the period 1 January 2025 to 31 December 2025 with reference to the GRI Standards.

GRI 1: Foundation 2021

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
GRI 2: General Disclosures 2021			
2-1	Organisational details	Corporate Profile; Corporate Information	12-16
2-2	Entities included in the organisation's sustainability reporting	Scope, Period, and Boundary of Reporting	5; 48-49
2-3	Reporting period, frequency and contact point	Scope, Period, and Boundary of Reporting; Report Accessibility and Feedback	5; 48-49
2-4	Restatements of information	Not applicable	-
2-5	External assurance	Data Assurance	5; 49; 106-107
2-6	Activities, value chain and other business relationships	Corporate Profile	12-13
2-7	Employees	Employee Performance Data; ESG Performance Data Table	81-83; 101-103
2-8	Workers who are not employees		
2-9	Governance structure and composition	Organisation Structure; Sustainability Governance; Board of Directors' Profile; Corporate Governance Overview Statement	17; 112-119; 124-140
2-10	Nomination and selection of the highest governance body		
2-11	Chair of the highest governance body		
2-12	Role of the highest governance body in overseeing the management of impacts		
2-13	Delegation of responsibility for managing impacts		
2-14	Role of the highest governance body in sustainability reporting		
2-15	Conflicts of interest	Conflicts	129
2-16	Communication of critical concerns	Valued Stakeholders; Grievance Mechanism; Whistleblowing	52-53; 84; 99
2-17	Collective knowledge of the highest governance body	Board Development	129-130
2-18	Evaluation of the performance of the highest governance body	Nomination Committee Report; Evaluation of the Board	132-133
2-19	Remuneration policies	Remuneration Committee Report	137-138
2-20	Process to determine remuneration		
2-21	Annual total compensation ratio	Not available	-

GRI CONTENT INDEX

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
GRI 2: General Disclosures 2021			
2-22	Statement on sustainable development strategy	Chairman's Letter to Shareholders	20-27
2-23	Policy commitments	Public Policy; Material Topics within the Sustainability Statement	54-55
2-24	Embedding policy commitments		
2-25	Processes to remediate negative impacts	Grievance Mechanism; Whistleblowing	84; 99
2-26	Mechanisms for seeking advice and raising concerns		
2-27	Compliance with laws and regulations	Regulatory Compliance	98
2-28	Membership associations	List of Corporate Memberships	4
2-29	Approach to stakeholder engagement	Valued Stakeholders; Materiality	52-55
2-30	Collective bargaining agreements	Not available	-
GRI 3: Material Topics 2021			
3-1	Process to determine material topics	Materiality	55
3-2	List of material topics		
3-3	Management of material topics	Material Topics within the Sustainability Statement	55-56
GRI 201: Economic Performance 2016			
201-1	Direct economic value generated and distributed	Statements of Profit or Loss and Other Comprehensive Income	178-179
201-2	Financial implications and other risks and opportunities due to climate change	Creating Economic Value	57-65
201-3	Defined benefit plan obligations and other retirement plans	Benefits and Compensation	85
201-4	Financial assistance received from government	Not available	-
GRI 202: Market Presence 2016			
202-1	Ratios of standard entry level wage by gender compared to local minimum wage	Not available	-
202-2	Proportion of senior management hired from the local community		
GRI 203: Indirect Economic Impacts 2016			
203-1	Infrastructure investments and services supported	Creating Economic Value	57-65
203-2	Significant indirect economic impacts		
GRI 204: Procurement Practices 2016			
204-1	Proportion of spending on local suppliers	Strengthening Our Supply Chain	100

GRI CONTENT INDEX

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
GRI 205: Anti-corruption 2016			
205-1	Operations assessed for risks related to corruption	Anti-bribery and Anti-corruption; ESG Performance Data Table	98; 101
205-2	Communication and training about anti-corruption policies and procedures		
205-3	Confirmed incidents of corruption and actions taken		
GRI 206: Anti-competitive Behavior 2016			
206-1	Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	Regulatory Compliance	98
GRI 207: Tax 2019			
207-1	Approach to tax	Not available	-
207-2	Tax governance, control, and risk management		
207-3	Stakeholder engagement and management of concerns related to tax		
207-4	Country-by-country reporting		
GRI 301: Materials 2016			
301-1	Materials used by weight or volume	Materials Consumption	77-78
301-2	Recycled input materials used	Not available	-
301-3	Reclaimed products and their packaging materials		
GRI 302: Energy 2016			
302-1	Energy consumption within the organisation	Energy Management; ESG Performance Data Table	73-74; 103
302-2	Energy consumption outside of the organisation		
302-3	Energy intensity		
302-4	Reduction of energy consumption		
302-5	Reductions in energy requirements of products and services		
GRI 303: Water and Effluents 2018			
303-1	Interactions with water as a shared resource	Water Management; ESG Performance Data Table	74-76; 105
303-2	Management of water discharge-related impacts		
303-3	Water withdrawal		
303-4	Water discharge		
303-5	Water consumption		

GRI CONTENT INDEX

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
GRI 304: Biodiversity 2016			
304-1	Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	Not available	-
304-2	Significant impacts of activities, products and services on biodiversity		
304-3	Habitats protected or restored		
304-4	IUCN Red List species and national conservation list species with habitats in areas affected by operations		
GRI 305: Emissions 2016			
305-1	Direct (Scope 1) GHG emissions	Emissions Management; ESG Performance Data Table	70-72; 105
305-2	Energy indirect (Scope 2) GHG emissions		
305-3	Other indirect (Scope 3) GHG emissions		
305-4	GHG emissions intensity		
305-5	Reduction of GHG emissions		
305-6	Emissions of ozone-depleting substances (ODS)	Not available	-
305-7	Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions		
GRI 306: Waste 2020			
306-1	Waste generation and significant waste-related impacts	Waste and Resource Management; ESG Performance Data Table	77-78; 105
306-2	Management of significant waste-related impacts		
306-3	Waste generated		
306-4	Waste diverted from disposal		
306-5	Waste directed to disposal		
GRI 308: Supplier Environmental Assessment 2016			
308-1	New suppliers that were screened using environmental criteria	Supply Chain Management	99-100
308-2	Negative environmental impacts in the supply chain and actions taken		

GRI CONTENT INDEX

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
GRI 401: Employment 2016			
401-1	New employee hires and employee turnover	Hiring and Attrition; ESG Performance Data Table	83; 101-103
402-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees		
403-3	Parental leave	Not available	-
GRI 402: Labour/Management Relations 2016			
402-1	Minimum notice periods regarding operational changes	Not available	-
GRI 403: Occupational Health and Safety 2018			
403-1	Occupational health and safety management system	Occupational Safety and Health; ESG Performance Data Table	90-91; 103
403-2	Hazard identification, risk assessment, and incident investigation		
403-3	Occupational health services		
403-4	Worker participation, consultation, and communication on occupational health and safety		
403-5	Worker training on occupational health and safety		
403-6	Promotion of worker health		
403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships		
403-8	Workers covered by an occupational health and safety management system		
403-9	Work-related injuries		
403-10	Work-related ill health		
GRI 404: Training and Education 2016			
404-1	Average hours of training per year per employee	Training and Development	88-89
404-2	Programmes for upgrading employee skills and transition assistance programmes		
404-3	Percentage of employees receiving regular performance and career development reviews	Not available	-

GRI CONTENT INDEX

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
GRI 405: Diversity and Equal Opportunity 2016			
405-1	Diversity of governance bodies and employees	Employee Performance Data; ESG Performance Data Table	81-83; 103
405-2	Ratio of basic salary and remuneration of women to men	Not available	-
GRI 406: Non-discrimination 2016			
406-1	Incidents of discrimination and corrective actions taken	Protecting our Employees	83
GRI 407: Freedom of Association and Collective Bargaining 2016			
407-1	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	Not available	-
GRI 408: Child Labour 2016			
408-1	Operations and suppliers at significant risk for incidents of child labour	Upholding Labour and Human Rights	84
GRI 409: Forced or Compulsory Labour 2016			
409-1	Operations and suppliers at significant risk for incidents of forced or compulsory labour	Upholding Labour and Human Rights	84
GRI 410: Security Practices 2016			
410-1	Security personnel trained in human rights policies or procedures	Not available	-
GRI 411: Rights of Indigenous Peoples 2016			
411-1	Incidents of violations involving rights of indigenous peoples	Supporting Local Indigenous Communities	61; 94
GRI 413: Local Communities 2016			
413-1	Operations with local community engagement, impact assessments, and development programmes	Investments Into Our Communities	94-96
413-2	Operations with significant actual and potential negative impacts on local communities		
GRI 414: Supplier Social Assessment 2016			
414-1	New suppliers that were screened using social criteria	Supply Chain Management	63; 99-100
414-2	Negative social impacts in the supply chain and actions taken		
GRI 415: Public Policy 2016			
415-1	Political contributions	Not available	-

GRI CONTENT INDEX

CODE	GRI DISCLOSURE	REFERENCE/EXPLANATION	PAGE
GRI 416: Customer Health and Safety 2016			
416-1	Assessment of the health and safety impacts of product and service categories	Not available	-
416-2	Incidents of non-compliance concerning the health and safety impacts of products and services		
GRI 417: Marketing and Labeling 2016			
417-1	Requirements for product and service information and labeling	Not available	-
417-2	Incidents of non-compliance concerning product and service information and labeling		
417-3	Incidents of non-compliance concerning marketing communications		
GRI 418: Customer Privacy 2016			
418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Data Integrity; ESG Performance Data Table	64-65; 100; 105

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Ninth (29th) Annual General Meeting of Puncak Niaga Holdings Berhad [199701000591 (416087-U)] will be held at Concorde I, Level 2, Concorde Hotel Shah Alam, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 4 June 2026 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESSES

1. To receive the Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.

2. To re-elect the following Directors of the Company who retire by rotation pursuant to Rule 100 of the Company's Constitution:

   (a) YBhg Dato' Sri Adenan bin Ab. Rahman **Resolution 1**
   (b) Tuan Haji Noor Faiz bin Hassan **Resolution 2**

3. To approve the Independent Non-Executive Directors' remuneration with effect from 4 June 2026 until the next Annual General Meeting of the Company. **Resolution 3**

4. To re-appoint Grant Thornton Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration. **Resolution 4**

5. To transact any other ordinary business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 29th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") in accordance with Rule 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 ("SICDA") to issue a General Meeting Record of Depositors ("ROD") as at 26 May 2026. Only a depositor whose name appears on the ROD as at 26 May 2026 shall be entitled to attend the 29th Annual General Meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.

BY ORDER OF THE BOARD
WAN RAZMAH BINTI WAN ABD RAHMAN
MAICSA 7021383/SSM PC No: 202008002111
Secretary

Shah Alam
30 April 2026

NOTICE OF 29TH ANNUAL GENERAL MEETING

Notes:

1. A member who is entitled to attend and vote at the 29th Annual General Meeting ("29th AGM") is entitled to appoint another person to attend and vote in his stead.

2. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.

3. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM provided that,

   a) where a member is an authorised nominee as defined in the Central Depositories Act, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

   b) where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account namely, Omnibus Securities Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Securities Account it holds with ordinary shares of the Company standing to the credit of the said Omnibus Securities Account.

   Where a member appoints two (2) or more proxies (as the case maybe), the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the power of attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Proxy Form.

5. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the 29th AGM in accordance with Rule 85 of the Company's Constitution.

6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the 29th AGM or adjourned general meeting at which the person named in the appointment proposes to vote, the last date and time for lodging the Proxy Form is **Wednesday, 3 June 2026 at 10.00 a.m.**:

   (i) <u>In hard copy form</u>

   In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Drop-in Box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

NOTICE OF 29TH ANNUAL GENERAL MEETING

(ii) In electronic form

The Proxy Form can be electronically lodged with the Share Registrar of the Company via Vistra Share Registry and IPO (MY) portal ("The Portal") at https://srmy.vistra.com. Kindly refer to the Information for Shareholders, which is posted on our website at www.puncakniaga.com.my on the procedures for electronic lodgement of the Proxy Form via the Portal.

7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of the 29th AGM will be put to vote by poll. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator to conduct the poll and Coopers Professional Scrutineers Sdn Bhd as the Independent Scrutineers to verify the poll results of the 29th AGM.

8. **Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2025**

The audited financial statements are for discussion only under Agenda 1, as they do not require the shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, they will not be put for voting.

9. **Resolutions 1 and 2: Agenda 2 - Re-election of Directors who retire by rotation pursuant to Rule 100 of the Company's Constitution**

Rule 100 of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to one-third with a minimum of one, shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 29th AGM, the Board through the Nomination Committee's recommendations, had approved that the Directors who retire by rotation pursuant to Rule 100 of the Company's Constitution namely, YBhg Dato' Sri Adenan bin Ab. Rahman and Tuan Haji Noor Faiz bin Hassan are eligible to stand for re-election. These two (2) retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Nomination Committee Meetings.

The Nomination Committee and the Board of Directors have recommended the two (2) retiring Directors under Rule 100 of the Company's Constitution to be re-elected at the forthcoming 29th AGM of the Company and continue to serve as Directors of the Company since they have discharged their duties and responsibilities effectively as Directors of the Company as prescribed in Paragraph 2.20A of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR"), have met the requisite criteria and qualities under the Company's Directors' Fit and Proper Policy and have been able to contribute positively to the Board and the Company with active participation at the Board/ Board Committees' Meetings due to their vast experience and diverse skills set.

YBhg Dato' Sri Adenan bin Ab. Rahman and Tuan Haji Noor Faiz bin Hassan have given their confirmation that they have met the criteria of Independent Director under Chapter 1 of Bursa Securities' MMLR and indicated their willingness to continue in office as Independent Non-Executive Director ("INED") of the Company as evidenced in their 2025 Independent Director Evaluation Forms. They have effectively discharged their duties as INEDs of the Company.

10. **Resolution 3: Agenda 3 – Approval of the Independent Non-Executive Directors' remuneration**

Section 230(1) of the Companies Act, 2016 provides amongst others, 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.

The Company is seeking the shareholders' approval on the payment of the Independent Non-Executive Directors' ("INEDs") remuneration up to the next Annual General Meeting in 2027.

The details of the proposed payment of remuneration under Resolution 3 are as set out below:

Puncak Niaga		**Monthly Allowance (RM)**	**Chairman's Yearly Allowance (RM)**	**Other Benefit**	**Meeting Allowance (RM)**
Board	INEDs	5,000	N/A	Corporate golf club membership	2,000 per each Board Committee/ General Meeting and adjourned meetings of the Company attended
Board Committees	**Audit Committee**				
	Chairman	N/A	24,000	-	
	Member	N/A	N/A	-	
	Remuneration Committee, Nomination Committee and Compliance, Internal Control & Risk Policy Committee				
	Chairman	N/A	8,000 for each Committee	-	
	Member	N/A	N/A	-	

Notes:

* *There has been no change to the remuneration payable to the INEDs since 2013. The corporate golf club membership was extended to the INEDs after the 23rd AGM in 2020.*

* *None of the INEDs received any remuneration from the subsidiaries in their positions as Directors of the Company.*

* *If approved by the shareholders, the remuneration framework will result in a projected INEDs' remuneration of RM825,000.00 for the period from 4 June 2026 to the next AGM in 2027 based on the assumption of the projected number of Board and Board Committee Meetings in 2026/2027 to the next AGM.*

11. **Resolution 4: Agenda 4 - Re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company**

Pursuant to Practice 9.3 Principle B (Effective Audit and Risk Management) of the Malaysian Code On Corporate Governance 2021, the Audit Committee, with the assistance of the Finance Division of the Company, has assessed the suitability and independence of Grant Thornton Malaysia PLT as the Auditors of the Company. The Audit Committee and the Board have recommended the re-appointment of Grant Thornton Malaysia PLT, who shall retire as Auditors of the Company at the 29th AGM of the Company and who have expressed their willingness to continue in office, to hold office as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Board of Directors of the Company.

STATEMENT ACCOMPANYING THE NOTICE OF 29TH ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27 (2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

There is no individual standing for election as Director (other than the Directors standing for re-election namely, YBhg Dato' Sri Adenan bin Ab. Rahman and Tuan Haji Noor Faiz bin Hassan at the forthcoming 29th Annual General Meeting of Puncak Niaga Holdings Berhad).

The profiles of the Directors who are standing for re-election as per Resolutions 1 and 2 as stated in the Notice of 29th Annual General Meeting are set out in the Board of Directors' Profile section on pages 115 and 119 respectively of the Company's Annual Report 2025.

PUNCAK NIAGA

PUNCAK NIAGA HOLDINGS BERHAD
[199701000591 (416087-U)]

PROXY FORM

CDS Account No.															
			-				-								

Number of Shares Held

I/We _____

NRIC No./Passport No./Company No.: _____ Tel/Mobile Phone No.: _____

Address: _____

_____ being a Member/Members of Puncak Niaga Holdings Berhad, hereby appoint:-

1) Name of Proxy: _____ NRIC/Passport No.: _____
Address: _____
_____
Number of Shares Represented: _____ % of Shares Represented: _____

and/or:

2) Name of Proxy: _____ NRIC/Passport No.: _____
Address: _____
_____
Number of Shares Represented: _____ % of Shares Represented: _____

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 Twenty-Ninth (29th) Annual General Meeting of Puncak Niaga Holdings Berhad to be held on Thursday, 4 June 2026 at 10.00 a.m. at Concorde I, Level 2, Concorde Hotel Shah Alam, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan and at any adjournment thereof, as indicated below:

NO.	RESOLUTION	FOR	AGAINST
	ORDINARY BUSINESSES		
1.	To re-elect YBhg Dato' Sri Adenan bin Ab. Rahman as a Director of the Company.		
2.	To re-elect Tuan Haji Noor Faiz bin Hassan as a Director of the Company.		
3.	To approve the Independent Non-Executive Directors' remuneration with effect from 4 June 2026 until the next Annual General Meeting of the Company.		
4.	To re-appoint Grant Thornton Malaysia PLT as the Auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration.		

Please indicate with a cross (X) how you wish your votes to be cast in respect of the above Resolution. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.

Signed this _____ day of _____ 2026

_____
Signature(s)/Common Seal of Shareholder

Notes:

1. A member who is entitled to attend and vote at the 29th Annual General Meeting ("29th AGM") is entitled to appoint another person to attend and vote in his stead.
2. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM provided that,
   a) where a member is an authorised nominee as defined in the Central Depositories Act, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
   b) where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account namely, Omnibus Securities Account, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Securities Account it holds with ordinary shares of the Company standing to the credit of the said Omnibus Securities Account.

   Where a member appoints two (2) or more proxies (as the case maybe), the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly appointed under a power of attorney. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under an Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under a power of attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the power of attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed with this Proxy Form.
5. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at the 29th AGM in accordance with Rule 85 of the Company's Constitution.
6. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the 29th AGM or adjourned general meeting at which the person named in the appointment proposes to vote, the last date and time for lodging the Proxy Form is **Wednesday, 3 June 2026 at 10.00 a.m.**:
   (i) In hard copy form

   In the case of an appointment made in hard copy form, the Proxy Form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Drop-in Box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

   (ii) In electronic form

   The Proxy Form can be electronically lodged with the Share Registrar of the Company via Vistra Share Registry and IPO (MY) portal ("The Portal") at https://srmy.vistra.com. Kindly refer to the Information for Shareholders, which is posted on our website at www.puncakniaga.com.my on the procedures for electronic lodgement of the Proxy Form via the Portal.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of the 29th AGM will be put to vote by poll. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator to conduct the poll and Coopers Professional Scrutineers Sdn Bhd as the Independent Scrutineers to verify the poll results of the 29th AGM.

8. **Audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2025**

   The audited financial statements are for discussion only under Agenda 1, as they do not require the shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act, 2016. Hence, they will not be put for voting.

9. **Resolutions 1 and 2: Agenda 2 - Re-election of Directors who retire by rotation pursuant to Rule 100 of the Company's Constitution**

   Rule 100 of the Company's Constitution provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to one-third with a minimum of one, shall retire from office. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.

   For the purpose of determining the eligibility of the Directors to stand for re-election at the 29th AGM, the Board through the Nomination Committee's recommendations, had approved that the Directors who retire by rotation pursuant to Rule 100 of the Company's Constitution namely, YBhg Dato' Sri Adenan bin Ab. Rahman and Tuan Haji Noor Faiz bin Hassan are eligible to stand for re-election. These two (2) retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Nomination Committee Meetings.

   The Nomination Committee and the Board of Directors have recommended the two (2) retiring Directors under Rule 100 of the Company's Constitution to be re-elected at the forthcoming 29th AGM of the Company and continue to serve as Directors of the Company since they have discharged their duties and responsibilities effectively as Directors of the Company as prescribed in Paragraph 2.20A of Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR"), have met the requisite criteria and qualities under the Company's Directors' Fit and Proper Policy and have been able to contribute positively to the Board and the Company with active participation at the Board/Board Committees' Meetings due to their vast experience and diverse skills set.

   YBhg Dato' Sri Adenan bin Ab. Rahman and Tuan Haji Noor Faiz bin Hassan have given their confirmation that they have met the criteria of Independent Director under Chapter 1 of Bursa Securities' MMLR and indicated their willingness to continue in office as Independent Non-Executive Director ("INED") of the Company as evidenced in their 2025 Independent Director Evaluation Forms. They have effectively discharged their duties as INEDs of the Company.

10. **Resolution 3: Agenda 3 – Approval of the Independent Non-Executive Directors' remuneration**

    Section 230(1) of the Companies Act, 2016 provides amongst others, 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.

    The Company is seeking the shareholders' approval on the payment of the Independent Non-Executive Directors' ("INEDs") remuneration up to the next Annual General Meeting in 2027.

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STAMP

Share Registrar for
Puncak Niaga Holdings Berhad [199701000591(416087-U)]
Tricor Investor & Issuing House Services Sdn Bhd [197101000970(11324-H)]
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8 Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

PLEASE FOLD HERE

The details of the proposed payment of remuneration under Resolution 3 are as set out below:

Puncak Niaga		**Monthly Allowance (RM)**	**Chairman's Yearly Allowance (RM)**	**Other Benefit**	**Meeting Allowance (RM)**
Board	INEDs	5,000	N/A	Corporate golf club membership	2,000 per each Board Committee/ General Meeting and adjourned meetings of the Company attended
Board Committees	**Audit Committee**				
	Chairman	N/A	24,000	-	
	Member	N/A	N/A	-	
	Remuneration Committee, Nomination Committee and Compliance, Internal Control & Risk Policy Committee				
	Chairman	N/A	8,000 for each Committee	-	
	Member	N/A	N/A	-	

Notes:

- ** There has been no change to the remuneration payable to the INEDs since 2013. The corporate golf club membership was extended to the INEDs after the 23rd AGM in 2020.*
- ** None of the INEDs received any remuneration from the subsidiaries in their positions as Directors of the Company.*
- ** If approved by the shareholders, the remuneration framework will result in a projected INEDs' remuneration of RM825,000.00 for the period from 4 June 2026 to the next AGM in 2027 based on the assumption of the projected number of Board and Board Committee Meetings in 2026/2027 to the next AGM.*

11. **Resolution 4: Agenda 4 - Re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company**

    Pursuant to Practice 9.3 Principle B (Effective Audit and Risk Management) of the Malaysian Code On Corporate Governance 2021, the Audit Committee, with the assistance of the Finance Division of the Company, has assessed the suitability and independence of Grant Thornton Malaysia PLT as the Auditors of the Company. The Audit Committee and the Board have recommended the re-appointment of Grant Thornton Malaysia PLT, who shall retire as Auditors of the Company at the 29th AGM of the Company and who have expressed their willingness to continue in office, to hold office as Auditors of the Company for the ensuing year until the conclusion of the next AGM at a fee to be determined by the Board of Directors of the Company.

PUNCAK NIAGA HOLDINGS BERHAD
[199701000591 (416087-U)]

PERSONAL DATA NOTICE

The Personal Data Protection Act 2010 ("Act") regulates the processing and use of personal data in commercial transactions and applies to Puncak Niaga Holdings Berhad ("the Company").

Personal data including but not limited to your (or your proxy/proxies, if appointed) name, NRIC number or passport number, CDS account number, contact details, mailing address and any other personal data furnished or made available to the Company will be used or disclosed by the Company and the Company's personnel for the purpose of the Twenty-Ninth Annual General Meeting of the Company as well as for disclosure requirements imposed by law or any other regulatory authorities from time to time including but not limited to the stock exchange, companies commission and securities commission ("Purpose"). The Company shall retain the personal data for so long as it is necessary for the fulfilment of the Purpose or for compliance with any law or legal obligations.

If you wish to make any enquiries regarding this Personal Data Notice or any personal data disclosed to the Company, please contact the Company at:

Mailing Address : **PUNCAK NIAGA HOLDINGS BERHAD**
10th Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13, 40100 Shah Alam
Selangor Darul Ehsan
Attention : Puan Wan Razmah binti Wan Abd Rahman
Company Secretary
Telephone No. : +603 5522 8589
Fax No. : +603 5512 0220

Please ensure that your proxy/proxies consent to the disclosure of their personal data for the Purpose.

NOTIS DATA PERIBADI

Akta Perlindungan Data Peribadi 2010 ("Akta") mengawal selia pemprosesan dan penggunaan data peribadi dalam transaksi komersil dan diaplikasikan kepada Puncak Niaga Holdings Berhad ("Syarikat").

Data peribadi termasuk tetapi tidak terhad kepada nama, nombor NRIC atau nombor pasport, nombor akaun CDS, butiran perhubungan, alamat surat-menyurat dan apa-apa data peribadi lain anda (atau proksi anda, jika dilantik) yang diberikan atau tersedia kepada Syarikat akan digunakan atau didedahkan oleh Syarikat atau kakitangan Syarikat untuk tujuan Mesyuarat Agung Tahunan Syarikat yang Kedua Puluh Sembilan dan juga untuk keperluan pendedahan yang dikerah oleh undang-undang atau manamana pihak berkuasa yang berkaitan dari semasa ke semasa termasuk tetapi tidak terhad kepada bursa saham, suruhanjaya syarikat dan suruhanjaya sekuriti ("Tujuan"). Syarikat akan menyimpan data peribadi selagi perlu untuk memenuhi Tujuan atau bagi pematuhan mana-mana undang-undang atau obligasi undang-undang.

Sekiranya anda ingin membuat sebarang pertanyaan mengenai Notis ini atau mana-mana data peribadi anda yang didedahkan kepada Syarikat, sila hubungi Syarikat di:

Alamat Surat-menyurat : **PUNCAK NIAGA HOLDINGS BERHAD**
10th Floor, Wisma Rozali
No. 4, Persiaran Sukan
Seksyen 13, 40100 Shah Alam
Selangor Darul Ehsan
Untuk Perhatian : Puan Wan Razmah binti Wan Abd Rahman
Setiausaha Syarikat
No. Telefon : +603 5522 8589
No. Faks : +603 5512 0220

Sila pastikan proksi anda bersetuju dengan pendedahan data peribadi mereka untuk Tujuan tersebut.



PUNCAK NIAGA HOLDINGS BERHAD
[199701000591 (416087-U)]

PUNCAK NIAGA HOLDINGS BERHAD
[199701000591 (416087-U)]
Wisma Rozali, No. 4,
Persiaran Sukan, Seksyen 13,
40100 Shah Alam,
Selangor Darul Ehsan,
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Email Investors : investors@puncakniaga.com.my
General : info@puncakniaga.com.my

www.puncakniaga.com.my