



# TIONG NAM

LOGISTICS HOLDINGS BERHAD

198901005177 (182485-V)



常 年 报 告 书

## ANNUAL REPORT 2025

YOU CALL • WE DELIVER

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## CORPORATE PROFILE



**Founded in 1975, Tiong Nam began as a small-scale cargo business handling consolidated cargo and micro-distribution within Peninsular Malaysia. We have since evolved into one of the largest total logistics service providers in the region, with a reputation for efficiency, innovation and most importantly, service par excellence.**

The Group's expansion began in 1978, when Tiong Nam became an incorporated enterprise. In 1992, we extended our reach across Malaysia's borders into Singapore and Thailand. Since then, Laos, Vietnam and China, the new economic centre of the world, have been added to our trucking and warehousing network. At present, we are proud to have a fleet of over 1,500 trucks and a workforce of over 3,000 employees to meet the needs of our customers across the region.

We have also embraced the power of integration to enhance our development. This simple yet effective idea has seen us grow from a mere transportation business to one that now provides fully integrated logistics services, which includes provision of warehouse space coupled with

warehouse management services, trucking delivery, cross border transfers, container haulage, heavy transportation, as well as last mile delivery for e-commerce companies.

Ever since our listing on the Bursa Malaysia in 1992, Tiong Nam Logistics Holdings Berhad has consistently ridden high on Bursa Malaysia. This is testament to the confidence we have successfully instilled in both our customers and investors, and is a distinction we seek to preserve in the years to come. At Tiong Nam, we are driven by the company motto of "You Call, We Deliver". We go the extra mile to ensure that distance, or complexity, is never an obstacle to efficient delivery.



## FIVE YEARS FINANCIAL HIGHLIGHTS

Consolidated Statements of Profit or Loss and Other Comprehensive Income for the Year Ended 31 March (RM'000)

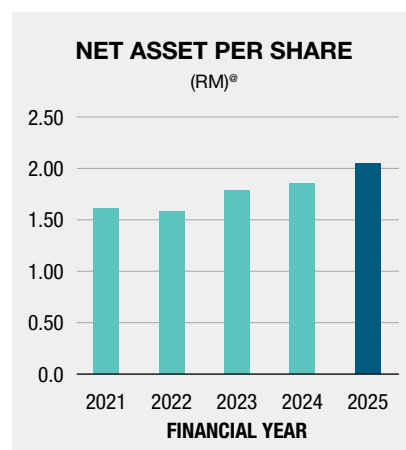
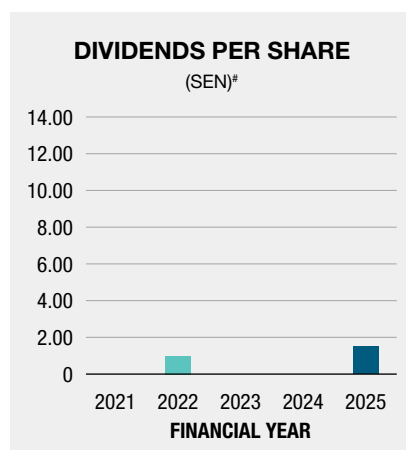
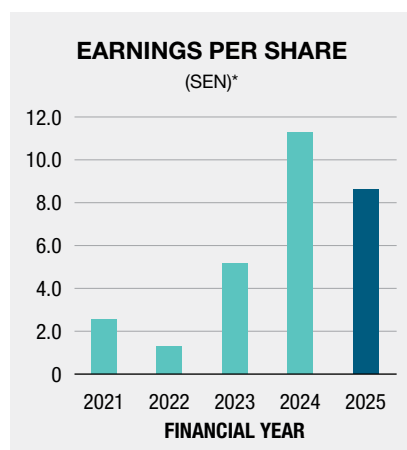
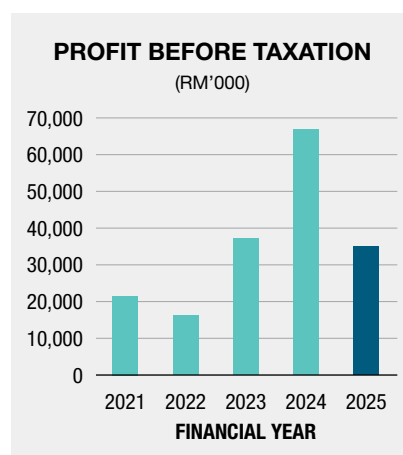
Year	2021	2022	2023	2024	2025
Revenue	602,120	689,825	725,692	758,617	856,763
Profit before taxation	20,946	16,768	39,460	67,857	35,245
Profit After Taxation	11,882	6,291	28,068	57,725	43,712
Basic Earnings Per Share (Sen)*	2.42	1.01	5.42	11.14	8.23
Diluted Earnings Per Share (Sen)	2.42	1.01	5.42	11.14	8.23
Dividends Per Share (Sen)#	–	1.00	–	–	1.84
Net Asset Per Share (RM)@	1.56	1.55	1.75	1.86	2.05

\* The basic earning per share are computed based on weighted average number of ordinary shares for the financial year under review.

# Dividends per share are computed based on number of ordinary shares of 514,050,191 for year 2021, 514,048,191 for year 2022, 514,046,191 for year 2023, 514,044,191 for year 2024 and 526,892,383 for year 2025 after set off treasury shares.

@ Net asset per share are computed based on number of ordinary shares of 514,050,191 for year 2021, 514,048,191 for year 2022, 514,046,191 for year 2023, 514,044,191 for year 2024 and 526,892,383 for year 2025 after set off treasury shares.

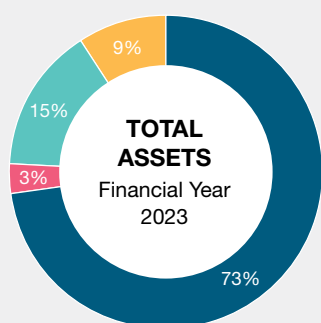
### SIMPLIFIED GROUP STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME



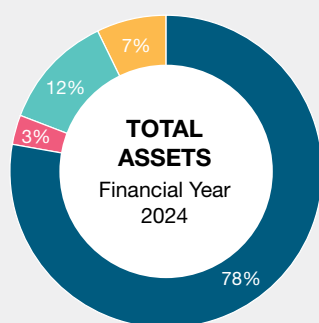
## FIVE YEARS FINANCIAL HIGHLIGHTS (CONT'D)

Consolidated Statements of Financial Position as at 31 March (RM'000)

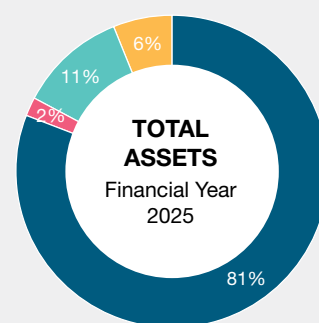
Year	2021	2022	2023	2024	2025
Property, Plant and Equipment, Investment Properties and Right-Of-Use Assets	1,445,625	1,353,074	1,895,414	2,330,543	2,709,366
Investments	35,770	111,202	88,402	81,382	64,570
Current Assets	459,610	395,865	394,007	362,820	370,468
Other Non Current Assets	181,342	244,376	223,374	214,877	215,168
<b>Total Assets</b>	<b>2,122,347</b>	<b>2,104,517</b>	<b>2,601,197</b>	<b>2,989,622</b>	<b>3,359,572</b>
Long Term and Deferred Liabilities	876,081	862,551	1,130,840	1,392,072	1,575,020
Current Liabilities	445,230	442,646	570,337	638,904	706,498
<b>Total Equity</b>	<b>801,036</b>	<b>799,320</b>	<b>900,020</b>	<b>958,646</b>	<b>1,078,054</b>



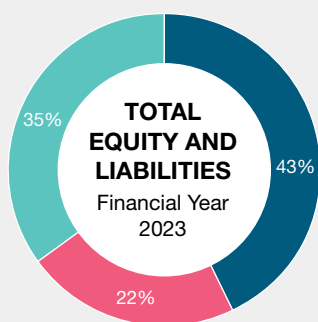
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■ INVESTMENTS  
■ CURRENT ASSETS  
■ OTHER NON CURRENT ASSETS



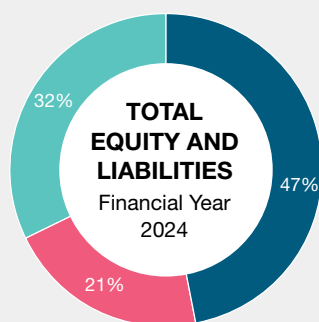
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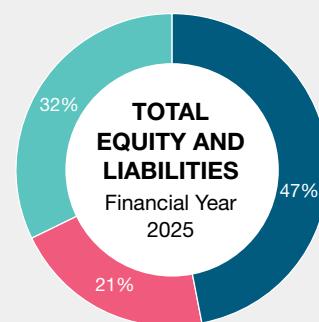
■ PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES, AND RIGHT-OF-USE ASSETS  
■ INVESTMENTS  
■ CURRENT ASSETS  
■ OTHER NON CURRENT ASSETS



■ LONG TERM AND DEFERRED LIABILITIES  
■ CURRENT LIABILITIES  
■ TOTAL EQUITY



■ LONG TERM AND DEFERRED LIABILITIES  
■ CURRENT LIABILITIES  
■ TOTAL EQUITY



■ LONG TERM AND DEFERRED LIABILITIES  
■ CURRENT LIABILITIES  
■ TOTAL EQUITY

# CHAIRMAN'S STATEMENT

Dear esteemed shareholders,

It is my privilege to present the Annual Report and Audited Financial Statements for Tiong Nam Logistics Holdings Berhad ("**TNLHB**" or "**the Group**") for the financial year ended 31 March 2025 ("**FY2025**").

Operating amidst a dynamic global and domestic economic landscape, the Group delivered commendable operational performance and strengthened our market standing. We successfully navigated complexities and maintained steady momentum, particularly within our logistics and warehousing segment, driven by network expansion and enhanced capabilities for long-term growth.

## CHAIRMAN'S STATEMENT (CONT'D)

### Economic Review

The global economy in late 2024 and early 2025 demonstrated a nuanced recovery trajectory. Global growth is projected by the World Bank to moderate to 2.3% in 2025, primarily influenced by rising trade barriers, policy uncertainty, and geopolitical tensions.

Domestically, Malaysia's economy showcased resilience, expanding 4.4% in the first quarter of 2025, driven by steady domestic demand and positive labour market conditions.

The robust domestic backdrop underpinned the strong performance of the Malaysian logistics and warehousing sector. The sector sustained expansion, driven by strong market activity and demand for warehouse spaces. Increased emphasis on supply chain resilience, optimization, and diversification, alongside growing foreign direct investments, continues to create fertile ground for Tiong Nam.

### Business Review

In FY2025, Tiong Nam's growth strategy yielded significant revenue expansion. The Group achieved a record topline of RM856.8 million, a 12.9% increase compared to RM758.6 million in the preceding financial year.

While top-line performance was robust, Group net profit attributable to shareholders for FY2025 stood at RM42.6 million, a moderation from RM57.3 million in the prior year. This was principally due to higher fair value gains recognized in FY2024, alongside increased operating and finance costs attributable to expanded warehouse assets.



The strong operational performance was propelled by our Logistics and Warehousing Services segment, which notably contributed RM819.7 or 95.7% of total group revenue, representing a 13.6% increase from RM721.4 million in the prior year. This growth was driven by both organic expansion with existing and new clientele.

Our ability to provide agile and reliable logistics solutions across diverse industries, from fast-moving consumer goods to technology products, was critical to the segment's robustness. Amidst increasing demand for dependable transportation and logistics services, we effectively leveraged Tiong Nam's well-established brand and consistent delivery standards to attract a growing and diversified client base of multinational corporations and domestic enterprises.

In FY2025, we completed new warehouses in key strategic locations, significantly expanding our network to 102 facilities across Malaysia and Singapore. This expansion strengthens our integrated logistics infrastructure, enhancing service capabilities and meeting market demands. Our consolidated logistics and warehousing capacity now encompass 9.6 million sq. ft. as at 31 March 2025, with progression towards 11.1 million sq. ft. by FY2028.

Our Property Development segment also registered revenue growth, up 3.0% to RM33.8 million in FY2025 from RM32.8 million previously, driven by increased revenue recognition from our residential project in Kota Masai, Johor. New phases demonstrated favourable take-up rates, contributing positively to the segment's performance.



## CHAIRMAN'S STATEMENT (CONT'D)

### Capacity Expansions

With demand for integrated logistics solutions continuing to rise, we are expanding our warehousing footprint to capitalize on growth opportunities.

As at 31 March 2025, construction is underway for three new warehouses in Johor and Kedah, adding 207,244 square feet (sq. ft.) to our capacity, with completion expected in FY2026. Additionally, six further new warehouses are planned for development in strategic locations, contributing 1.28 million sq. ft. of space, targeted for completion in FY2027 and FY2028. These expansions will enhance our operational scale and enable us to better serve existing and new clientele.

### Outlook

Looking ahead, the economic trajectory for FY2026 is viewed with cautious optimism. While global trade stabilisation is anticipated, persistent external headwinds stemming from trade tensions and geopolitical uncertainties remain pertinent. Domestically, Malaysia's economic growth is projected stable, underpinned by sustained consumption and investments.

The firm domestic outlook, alongside the Malaysian and broader Southeast Asian region's potential to benefit from global trade dynamics, strategically positions Tiong Nam. As more multinational corporations shift their supply chains and sourcing activities toward ASEAN to mitigate tariff-related risks, regional trade activity is poised to increase.

Furthermore, the shift towards enhanced supply chain resilience and optimized inventory management will increasingly prompt outsourcing to specialist logistics providers, a trend Tiong Nam is uniquely positioned to leverage.

Our trajectory for the upcoming financial year focuses on capitalising on these opportunities. We will expand our integrated logistics and warehousing footprint through targeted investments, increasing capacity and market reach to address escalating demand. Concurrently, we will strengthen partnerships and expand our client portfolio by consistently delivering tailored and high-calibre logistics solutions.

Furthermore, we continue to enhance operational efficiency and optimize routes for superior service delivery, advancements that are crucial for maintaining our competitive edge amidst increasing intricacy of global supply chains.

### Appreciation

The Group's achievements reflect the collective dedication and commitment of the entire Tiong Nam team. On behalf of the Board of Directors, I extend heartfelt appreciation to our adept management team and our dedicated employees, whose expertise and diligent efforts constitute the bedrock of our success.

We are thankful to our esteemed customers for demonstrating trust and confidence. We are equally grateful to our valued business partners, associates, suppliers, financial institutions, and shareholders for their continued support.

We remain resolute in pursuing sustainable growth and creating enduring value for all our stakeholders.

Sincerely,

**Dato' Fu Ah Kiow**

Non-Independent Non-Executive Chairman





# MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)

**Tiong Nam Logistics Holdings Berhad (“Tiong Nam” or “the Group”) recorded a strong performance in FY2025, marked by record revenue, primarily stemming from the continued growth of our logistics and warehousing services and a meaningful contribution from our property development ventures.**

## 1. Business Overview

Established in 1975, Tiong Nam has developed into a leading integrated logistics service provider, simultaneously emerging as a reputable developer of industrial and commercial parks. Our core strength lies in offering end-to-end logistics solutions, encompassing comprehensive warehouse facilities and management, diverse trucking services (including general, cross-border, and heavy haulage), alongside specialized air and sea freight forwarding, and last-mile delivery for e-commerce.

Our extensive logistics and warehousing infrastructure spans across Southeast Asia, presently comprising 102 warehouses, both owned and leased, strategically located in 19 areas across Malaysia, Singapore, and Laos as at 31 March 2025.

This comprehensive network is supported by a diverse fleet exceeding 2,000 transportation vehicles, enabling us to meet the multifaceted supply chain requirements of our clientele. Our holistic solutions serve a broad range of leading domestic and multinational corporations (MNCs) in critical sectors such as food and beverage, information technology, electrical and electronics, and the automotive industry.

In addition to logistics, Tiong Nam possesses a robust history in property development, with a portfolio of completed industrial, commercial, and residential projects to date valuing RM1.5 billion in Gross Development Value (GDV).

## 2. Group Financial Performance

The Group's financial performance for FY2025 reflects substantial topline growth and expansion of assets.

Income Statement	FY2025 (RM'000)	FY2024 (RM'000)	Change (%)
Revenue	856,763	758,617	12.94%
Profit before tax	35,245	67,857	(48.06%)
Profit after tax	43,712	57,725	(24.28%)

Statement of Financial Position	FY2025 (RM'000)	FY2024 (RM'000)	Change (%)
Total assets	3,359,572	2,989,622	12.37%
Total liabilities	2,281,518	2,030,976	12.34%
Total equity	1,078,054	958,646	12.46%

## MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A") (CONT'D)

### 2. Group Financial Performance (cont'd)

Financial Indicators	FY2025	FY2024
Earnings per share (sen)	8.23	11.14
Return on equity	4.29%	6.21%
Return on total assets	1.38%	2.06%
Net Gearing ratio	1.63	1.63
Net assets per share (RM)	2.05	1.86

Group revenue achieved a record RM856.8 million in FY2025, reflecting a 12.9% growth from RM758.6 million in the prior year. The increase in topline was primarily attributed to consistent performance of our logistics and warehousing services.

Despite robust revenue performance, Group net profit attributable to shareholders for FY2025 stood at RM42.6million, a moderation from RM57.3 million reported previously. The decrease was mainly due to higher fair value gains in FY2024, alongside elevated operating and finance costs directly linked to our expanded warehousing assets.

For FY2025, the Group's total assets continued their upward trajectory, reaching RM3.36 billion from RM2.99 billion in the prior year. This asset expansion signifies ongoing capital deployment into our logistics infrastructure. Concurrently, total liabilities increased to RM2.28 billion, primarily due to borrowings secured to finance our broadened warehousing capacity. Total equity simultaneously rose to RM1.08 billion as accumulated earnings grew. The Group's net gearing ratio amounted to 1.63 times as at 31 March 2025.

### 3. Operational Highlights & Prospects

Despite global economic uncertainties, Tiong Nam maintains a positive outlook for FY2026 and subsequent period. Our emphasis on expanding warehousing capacity and refining operational processes is anticipated to generate substantial long-term returns, as the logistics and warehousing sector plays an increasingly vital role in ensuring supply chain reliability and adaptability across various industries. Our established market presence and corporate reputation position us favourably to capitalize on emerging opportunities.

- **Logistics and Warehousing Services**

This segment consistently served as the primary catalyst for our growth, driven by sustained robust demand from both local businesses and MNCs. In FY2025, MNCs constituted 54.4% of segment revenue.

The segment's revenue notably reached RM819.7 million in FY2025, marking a 13.6% increase from RM721.4 million. This expansion was attributable to both organic growth within our existing client base and the successful integration of new clients. Our capability to deliver flexible and dependable logistics solutions across diverse sectors, from consumer goods to technology products, proved fundamental to the segment's robustness. Furthermore, our enhanced operational efficiencies, underpinned by sustained investment in our fleet and new warehouses, further bolstered profitability. Amidst increasing demand for dependable transportation and logistics services, we leveraged Tiong Nam's brand and consistent service delivery to attract a growing and diversified client base.

A significant achievement in FY2025 was the successful commissioning of new warehouse facilities across key strategic locations, increasing our operational network to 102 facilities across Malaysia, Singapore, and Laos. This strategic expansion strengthens our integrated logistics infrastructure, elevating service capabilities and addressing market needs.

## MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A") (CONT'D)

### 3. Operational Highlights & Prospects (cont'd)

- **Logistics and Warehousing Services (cont'd)**

Our combined logistics and warehousing capacity now extends to 9.6 million sq. ft. as at 31 March 2025 and is a progression towards 11.1 million sq. ft. by FY2028, as further warehouses are planned for completion. The Group remains committed to ongoing investment in enhancing logistics infrastructure to fulfil the increasingly complex requirements of our clientele.

- **Property Development**

The Malaysian property market demonstrates resilience and is positioned for sustained expansion, supported by favourable demographic trends and urbanization. Our Property Development segment recorded positive revenue growth, with its contribution increasing by 3.1% to RM33.8 million in FY2025 from RM32.8 million in FY2024. This was primarily attributed to accelerated revenue recognition from our ongoing residential project in Kota Masai, Johor.

New phases of the Kota Masai project demonstrated favourable take-up rates. The Group maintained a total landbank of 205.8 acres as at 31 March 2025, predominantly concentrated in Johor, strategically positioning us to capitalize on future development opportunities. The continued development of the Iskandar Malaysia economic zone and major infrastructure projects like the Rapid Transit System (RTS) Link are anticipated to further stimulate economic expansion and property demand in the region.

- **Dormitory**

This segment maintained stable operations during FY2025, continuing its role as a minor contributor to the Group's overall performance. We continually assess market conditions and potential opportunities to enhance this segment's contribution.

### 4. Capacity Expansions

To effectively leverage the sustained increase in demand for integrated logistics solutions, we are strategically expanding our warehousing footprint to capitalise on long-term growth opportunities.

As at 31 March 2025, construction is underway for three new warehouses, adding 207,244 square feet (sq. ft.) to our capacity, with completion anticipated in FY2026. Additionally, six further new warehouses are planned for development in Penang, Kelantan, Selangor, Johor and Sabah, contributing 1.28 million sq. ft. of space, targeted for completion in FY2027 and FY2028. These capacity expansions will enhance our operational scale and enable us to better serve the increasing requirements of both existing and new clientele.



## MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A") (CONT'D)

### 5. Outlook & Prospects

The economic outlook for FY2026 and beyond suggests cautious optimism. Global growth is projected by the World Bank to moderate to 2.3% in 2025, primarily influenced by rising trade barriers, policy uncertainty, and geopolitical tensions. Despite this, Malaysia's economy is expected to expand between 4.5% and 5.5% in 2025, according to Bank Negara Malaysia, driven by robust domestic demand and underpinned by sustained consumption and investments.

This firm domestic outlook, combined with the Malaysian and broader Southeast Asian region's potential to gain from evolving global trade dynamics, strategically positions Tiong Nam. As more multinational corporations reconfigure supply chains and sourcing activities toward ASEAN to mitigate tariff-related risks, regional trade activity is poised to intensify. Furthermore, shift towards enhanced supply chain resilience and optimized inventory management will increasingly prompt outsourcing to specialist logistics providers, a trend Tiong Nam is well-positioned to capitalize on.

Our trajectory for the upcoming financial year prioritizes seizing these opportunities and leveraging our strengths. We will expand our integrated logistics and warehousing footprint through targeted investments, increasing capacity and market reach to address escalating demand. Concurrently, we will strengthen partnerships and expand our portfolio of multinational clients by consistently delivering tailored and high-calibre logistics solutions. Furthermore, we continue to enhance operational efficiency and optimize routes for superior service delivery, which are crucial for maintaining our competitive edge amidst increasing intricacy of global supply chains. We will continue to focus on cost efficiency, operational excellence, and adaptability.

Complementing these growth endeavours, we will uphold rigorous financial management, implementing cost controls and efficient working capital practices, while fortifying our market leadership.



# SUSTAINABILITY STATEMENT

## Sustainability Governance

Tiong Nam is dedicated to upholding rigorous governance standards, ensuring integrity, transparency, and accountability in our operations.

Our Board of Directors provide oversight for sustainability performance, integrating environmental, social, and governance (ESG) factors into strategic decision-making, and monitors the implementation and effectiveness of sustainability initiatives.

Our management team, working in close collaboration with the Board, embeds sustainability principles throughout our operations and executes our sustainability strategy. The management team is also responsible for engaging stakeholders and driving continuous improvement.

## Stakeholder Engagement

Cultivating lasting relationships with our stakeholders is fundamental to our success. We proactively engage with stakeholders to understand their perspectives and incorporate their feedback into our decision-making. These engagements are regularly assessed to ensure alignment with our business strategy and sustainability objectives.

Stakeholder	Material Issues	Type of engagement
<b>Employees</b>	<ul style="list-style-type: none"> <li>Training and development</li> <li>Health and safety</li> </ul>	<ul style="list-style-type: none"> <li>Training programme and briefings</li> <li>Safety assessments</li> <li>Regular education via email and memos</li> </ul>
<b>Customers</b>	<ul style="list-style-type: none"> <li>Service quality</li> <li>Knowledge sharing</li> </ul>	<ul style="list-style-type: none"> <li>Customer surveys</li> <li>Engagement via customer support centre</li> </ul>
<b>Vendors/Suppliers</b>	<ul style="list-style-type: none"> <li>Supplier compliance</li> </ul>	<ul style="list-style-type: none"> <li>Supplier Assessment</li> <li>Meetings</li> </ul>
<b>Shareholders</b>	<ul style="list-style-type: none"> <li>Key corporate developments</li> <li>Financial performance</li> <li>Business strategies</li> </ul>	<ul style="list-style-type: none"> <li>Annual General Meeting</li> <li>Annual Report</li> <li>Filings with Bursa Malaysia</li> <li>Corporate website</li> <li>Investor Briefings</li> </ul>
<b>Regulators</b>	<ul style="list-style-type: none"> <li>Regulatory compliance</li> <li>Corporate governance</li> </ul>	<ul style="list-style-type: none"> <li>Meetings</li> <li>Presentations</li> </ul>
<b>Community</b>	<ul style="list-style-type: none"> <li>Employment opportunity</li> <li>Community welfare</li> </ul>	<ul style="list-style-type: none"> <li>Internships</li> <li>Charity/community events</li> </ul>

## Awards and Achievement

In FY2025, the Group has been awarded with the following: -

- Collaborative Development Award by Huawei Technologies Co., Ltd.
- Excellent Delivery Award by Huawei Technologies Co., Ltd.
- Integrated Logistics Partner of Excellence by COSCO SHIPPING Holdings Co., Ltd.



## SUSTAINABILITY STATEMENT (CONT'D)

### Material Matters

Our sustainability journey is shaped by an understanding of our stakeholders' perspectives. We actively engage with stakeholders to deepen our understanding of important ESG issues impacting our business and their interests. These material issues are integrated into our sustainability strategy, objectives and reporting. This ongoing process ensures that our sustainability efforts are directed towards the most impactful areas, and that our disclosures are transparent and relevant.

Material Matters		SDG
ECONOMIC		
Financial Performance		
Customer Satisfaction		
ENVIRONMENT		
Fuel Consumption		
Energy Management		
Water Management		
SOCIAL		
Workplace Health and Safety	   	
Workplace Equality and Diversity		
Employee Development		
Community Development		
GOVERNANCE		
Ethics		
Risk Management		

### ECONOMIC

As an integrated logistics solutions provider, Tiong Nam strives to drive sustainable business growth and deliver enhanced value to stakeholders.

#### Financial Performance

We provide reliable integrated logistics and warehousing solutions that support the efficient flow of goods to businesses and households across Malaysia. Our operations are essential to maintaining resilient supply chains across diverse industries, benefiting our customers, vendors, business partners, employees, and local communities.

Economic Indicator	FY 2025 (RM 'mil)	FY 2024 (RM 'mil)	FY 2023 (RM 'mil)
Revenue	856.8	758.6	725.7
Profit After Tax and Minority Interest	42.6	57.3	27.9



## SUSTAINABILITY STATEMENT (CONT'D)

### ECONOMIC (CONT'D)

#### Financial Performance (cont'd)

In FY2025, our revenue achieved a record RM856.8 million, a 12.9% growth from RM758.6 million in FY2024. The revenue increase was mainly due to consistent performance in our logistics and warehousing services, complemented by higher revenue recognition from our property development division. Our profit after tax and minority interest (PATMI) stood at RM42.9 million compared to RM57.3 million previously.

Our objective is to positively influence the broader economic landscape while maintaining our leadership position in the logistics and warehousing industry. We pursue this through a balanced approach that aligns with the diverse expectations of our stakeholders.

#### Customer Satisfaction

We prioritise a deep understanding of our customers' rigorous requirements and strive to deliver exceptional service quality.

Engagement with our customers occur through various channels, including surveys, dedicated support channels, and timely communication, ensuring seamless planning and coordination. Their invaluable feedback is key to continually enhancing our services.

To consistently uphold high standards, we track key performance indicators (KPIs) such as on-time delivery, order accuracy, customer satisfaction level, and complaint resolutions, enabling us to meet expectations and identify areas for improvement.

By sustaining our focus on customer-centricity and continuous improvement, we aim to further strengthen our customer relationships and reinforce our standing as a leading provider of integrated logistics solutions.

### ENVIRONMENT

We are committed to environmental preservation and adopt sustainable practices to minimize our environmental footprint.

We prioritize responsible fuel consumption and work to reduce carbon emissions. The majority of our trucks are equipped with environmentally friendly Euro 2 engines.

We continuously explore new opportunities to reduce our greenhouse gas (GHG) emissions through various initiatives, including:

- Optimizing energy use and exploring renewable energy sources.
- Investing in energy-efficient equipment.
- Promoting eco-friendly practices across our operations.

#### Fuel Consumption

FY	Diesel Use (Kilolitres)	tCO <sub>2</sub> e (tonnes)
2025	21,590.0	58,061.4
2024	20,056.0	53,936.0
2023	19,603.0	52,717.6

In FY2025, our fleet fuel consumption amounted to 21,590.0 kilolitres (KL) diesel fuel, contributing to 58,061.4 tonnes of carbon dioxide equivalent (tCO<sub>2</sub>e) in Scope 1 emissions. The increase reflects higher activity within our logistics and warehousing services operations.

**SUSTAINABILITY STATEMENT  
(CONT'D)**

## **ENVIRONMENT (CONT'D)**

### **Energy Management**

We recorded 35,901.1 megawatt hours (MWh) of purchased electricity across our operations in FY2025, resulting in 30,954.0 tCO<sub>2</sub>e in Scope 2 emissions.

To curb excessive energy use, we implement efficient lighting and air conditioning in our premises. Our investment in eco-friendly lamps and fixtures helps to minimize heat generation. Additionally, the rooftop solar photovoltaic (PV) system at our Shah Alam warehousing facilities, with a rated capacity of 2,163 kWp, allows us to harness a cleaner energy sources, which reduces our environmental impact. In FY2025, the rooftop solar photovoltaic system generated 2,456.1 MWh of energy, equivalent to 3,175.7 tCO<sub>2</sub>e.

Furthermore, our 1.1 million square feet mega-warehouse, leased for Mercedes-Benz's Regional After Sales Logistics Centre, is Green Building Index certified. The facility incorporates energy-efficient LED lighting and ventilation systems, promoting efficiency, potential energy savings, and lower GHG emissions, underscoring our capability to provide green solutions that support our clients' sustainability objectives.

### **Water Management**

For FY2025, our reported water usage amounted to 395.7 megalitres of purchased water across our operations. We aim to reduce our water consumption intensity through ongoing awareness campaigns that promote responsible water use and a culture of conservation.

### **Fleet Management**

Our fleet management practices emphasize safety and emissions reduction. Regular vehicle servicing and inspections by Puspakom are conducted to maintain operational efficiency and minimize air pollution. Our Haulage Management System helps monitor and remind drivers about vehicle inspection dates, reducing downtime and lessening environmental impact.

### **Waste Management**

We commenced reporting of our waste disposal in FY2025. Our waste management ensures a scheduled disposal is assigned to contractors. In FY2025, we recorded 10,197.55 metric tonnes of waste disposal.

## **SOCIAL**

We are committed to improving employee well-being, supporting professional growth through training and development, eliminating workplace accidents, and contributing to local communities in which we operate.

### **Workplace Health and Safety**

We prioritize a safe and healthy work environment for all employees and contractors. In FY2025, we maintained a record of zero work-related fatalities.

We delivered comprehensive safety training for 866 employees, conducted by internal and external competent trainers. The training covered various topics such as Warehouse Safety and 6S Training, Basic Occupational Firefighting Training, Competency First Aid Training, HIRARC Training, Behavioral Based Forklift & Reach Truck Safety Operations Training, EHS Roles and Responsibilities Training, ERT Roles and Responsibilities Training, among others. We have also customised Defensive Driving training specifically for our trucks drivers. Regular training sessions and briefings ensure our workforce is well-prepared, contributing to a minimal lost time incident rate of 1.55 in FY2025. We also engaged with local authorities such as JPJ and PERKESO in organising seminars and programmes. As part of emergency preparedness, various drills including fire drills and chemical spillage drills are conducted.

SUSTAINABILITY STATEMENT  
(CONT'D)

SOCIAL (CONT'D)

Workplace Health and Safety (cont'd)



Defensive Driving Training



Basic Occupational Firefighting Training



Competency First Aid Training



Behavioral Based Forklift & Reach Truck Safety Operations Training



**SUSTAINABILITY STATEMENT  
(CONT'D)**

**SOCIAL (CONT'D)**

**Workplace Health and Safety (cont'd)**



*Vision Zero Supporting Programme with PERKESO*



*Fire Drill and Fire Extinguisher Training*

Furthermore, we prioritise the welfare of our employees by ensuring fair and equitable compensation, in compliance with Malaysian laws, including contributions to the Employees' Provident Fund and Social Security Organisation. Comprehensive medical, health care, and insurance coverage further improve the financial security and well-being of our workforce.

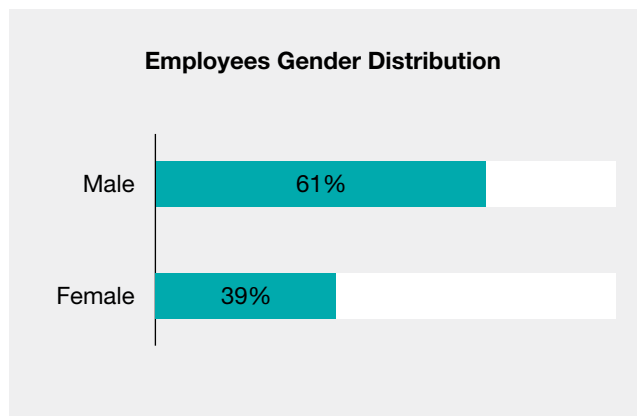
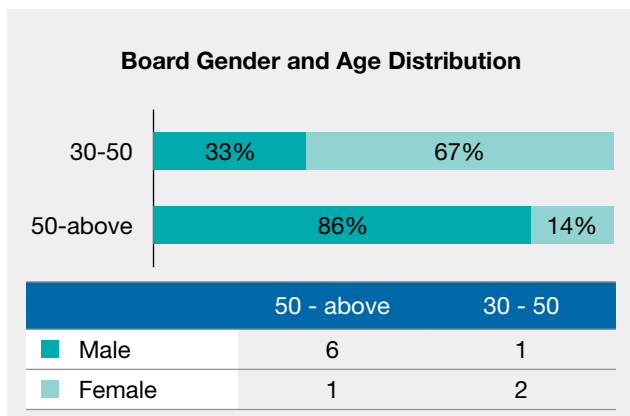
Our dedication to safety extends to safeguarding our fleet through insurance coverage for replacement or repair costs. We implement rigorous security measures, including convoyed trips, digital tracking devices, and closed-circuit surveillance systems, all of which enhance safety across our operations and minimise risks such as cargo hijacking and theft.

**Workplace Equality and Diversity**

We are committed a diverse, inclusive, and equitable workplace where every employee is treated with fairness, dignity, and respect. We strive to attract, develop, and retain a talented workforce that reflects the diversity of the communities we serve.

Our employment practices and policies uphold the principles of equity and equality. We recruit, develop, reward, and retain people based on merit, ability, and performance, prohibiting against any employee or person with whom we conduct business with.

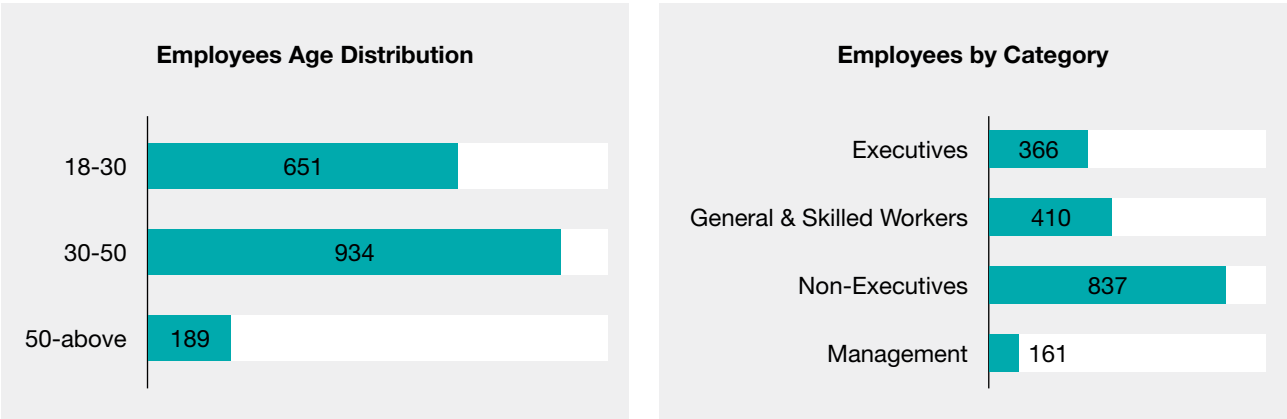
Our board and workforce composition demonstrates our commitment to diversity:



SUSTAINABILITY STATEMENT  
(CONT'D)

SOCIAL (CONT'D)

Workplace Equality and Diversity (cont'd)



- In FY2025, our workforce comprised 1,774 employees, with a gender distribution of 61.0% male and 39.0% female. The largest age group within our workforce is 30-50 (52.6%), followed by 18-30 (36.7%) and 50-above (10.7%).
- Our Board of Directors also reflects a commitment to diversity with a female representation of 30.0%.

We recognize the importance of continued efforts to enhance gender diversity and are committed to promoting equal opportunities for all.

Employee Training and Development

We emphasize human capital and talent management to ensure that every employee is equipped with the necessary skills and opportunities for growth. We support the professional advancement of our employees through enriching learning experiences and training opportunities that help them achieve their career objectives.

By nurturing talent and providing comprehensive professional training and certifications, we aim to maintain skill relevance, enhance organizational value, and foster career progression. In FY2025, we invested in 8,723 hours of training and development programs.

This focus on employee development underscores our dedication to empowering our workforce with the capabilities needed to succeed and contribute effectively.

Community Engagement and Development

The Group maintains active involvement in nurturing the local communities. We seek to generate a positive impact within the community, particularly in areas such as advancing education and supporting charitable organizations.

To support educational development, we offer internship training programs that provide practical experience to undergraduate students, offering valuable opportunities for students to acquire skills and competencies for professional growth and industry readiness.

In FY2025, a total of 134 students and recent graduates joined us as interns. As at the end of FY2025, 82 individuals successfully completed their internships, while 52 individuals are still undergoing their internship experience.

We also invested RM300,830 in the community in FY2025, benefiting 3 beneficiaries. A notable contribution was a donation of RM300,000 to the My Starfish Foundation. Additionally, our engagement with charitable organizations focuses on improving the quality of life for marginalized groups, including senior citizens and children with special needs.

## SUSTAINABILITY STATEMENT (CONT'D)

### GOVERNANCE

We uphold high standards of ethical conduct and integrity across our operations. Transparency and honesty define our relationships with stakeholders, further supported by regular training sessions and communications with employees and external partners. Our commitment to integrity is reinforced by robust policies that enforce stringent standards against bribery, corruption, and unethical practices.

Key policies such as our Code of Conduct and Ethics, Anti-Bribery and Anti-Corruption Policy, and Whistleblowing Policy are accessible on our website at <https://tiongnam.com/investor/corporategovernance>.

#### Ethics

##### Code of Conduct and Ethics

Our Code of Conduct and Ethics is fundamental to delivering value to customers, stakeholders, and communities, setting consistent standards and guidelines for all employees. We prioritize integrity, loyalty, and diligence, ensuring actions are in the company's best interests and building trust with clients.

We have zero tolerance for unlawful and unethical practices, and we prioritize compliance with applicable laws and regulations. We strive to uphold integrity, ethical behaviour, respect, and environmental stewardship, guiding transparent and accountable business practices.

Additionally, through comprehensive training, our employees uphold rigorous ethical standards, reinforcing our commitment to responsible business conduct.

##### Anti-Corruption and Anti-Bribery

We conduct all our business activities with honesty and an ethical manner, strictly maintaining a zero-tolerance approach to bribery and corruption. We commit to act professionally, fairly, and with integrity in all our relationships and business dealings, supported by systems designed to prevent and counter bribery.

Our Anti-Corruption and Anti-Bribery Policy aligns with Malaysia's Anti-Corruption laws, including the Malaysia Anti-Corruption Commission (MACC) Act 2009, outlining our responsibilities and those of our employees in observing and upholding our stance on bribery and corruption. We provide comprehensive guidance to our workforce on identifying, preventing, and addressing incidents of bribery and corruption, ensuring compliance with ethical standards and legal obligations across our operations.

In FY2025, 100% of our management employees received anti-corruption training, while executive and supervisory employees reached a training coverage of 98.6%. There were zero reported incidents of corruption for the period.

##### Whistleblowing

Our Whistle-Blowing Policy provides clear guidance for our business conduct, ensuring lawful and ethically responsible interactions with all stakeholders, including employees, suppliers, and customers. We expect reports on wrongdoings such as fraud, corruption, financial impropriety, or mismanagement and commit to addressing them promptly and fairly.

The policy, endorsed by the Board, supports a transparent and accountable environment. Stakeholders can confidentially report concerns, which ensures consistent responses and protects their rights. Oversight by the Board prevents misconduct, fostering integrity across our organization as well as third-party representatives and external stakeholders.

## SUSTAINABILITY STATEMENT (CONT'D)

### GOVERNANCE (CONT'D)

#### Ethics (cont'd)

##### Risk Management

We maintain a robust governance and compliance framework to safeguard stakeholder trust and operational resilience. Our Board of Directors, operating through the Risk Committee, provides oversight and ensures adherence to ethical standards and regulatory requirements. The Risk Working Committee, comprising of department heads, identifies, evaluates, and mitigates operational risks to ensure business continuity and operational resilience.

Through rigorous assessments, internal audits, and strong internal controls, we systematically identify and address potential risks. This approach strengthens governance standards, anticipate challenges, and maximizes opportunities for sustainable growth. Cultivating a culture of risk awareness and ethical conduct through training initiatives empowers employees to proactively manage risks and uphold operational integrity.

##### Data Security & Privacy

Safeguarding sensitive customer data is fundamental to our operations. We maintain strict confidentiality measures and employ robust security protocols to protect data against unauthorized access, breaches, and other potential threats. In FY2025, we reported zero incidents of customer data breaches or privacy complaints.

Our approach to data privacy incorporates stringent measures to prevent the loss, misuse, or alteration of personal information collected from employees and customers. All personal data is stored on secure systems with protection measures, ensuring compliance with privacy regulations and upholding our commitment to maintaining confidentiality.

##### Supply Chain Management

Our supply chain management strategy is designed to integrate sustainability and resilience across our processes. In FY2025, 98.1% of our suppliers were local, supporting the domestic economy, thereby enhancing operational efficiency, and reducing our environmental footprint.

We prioritize partnerships with suppliers who uphold our ethical values, ensuring reliability and ethical conduct throughout our supply chain.

##### Data Source and Verification

The information presented in this Sustainability Statement is based on internal sources and has been verified by the relevant internal stakeholders.



**SUSTAINABILITY STATEMENT  
(CONT'D)**

Performance Data Table (from Bursa Malaysia ESG Reporting Platform)

Indicator	Measurement Unit	2025
<b>Bursa (Anti-corruption)</b>		
<b>Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category</b>		
Management	Percentage	100.00
Executive	Percentage	98.63
Non-executive/Technical Staff	Percentage	94.86
General Workers	Percentage	82.15
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
<b>Bursa (Community/Society)</b>		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	300,830.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	3
<b>Bursa (Diversity)</b>		
<b>Bursa C3(a) Percentage of employees by gender and age group, for each employee category</b>		
<b>Age Group by Employee Category</b>		
Management Under 30	Percentage	0.28
Management Between 30-50	Percentage	5.47
Management Above 50	Percentage	3.33
Executive Under 30	Percentage	4.85
Executive Between 30-50	Percentage	13.08
Executive Above 50	Percentage	2.71
Non-executive/Technical Staff Under 30	Percentage	23.45
Non-executive/Technical Staff Between 30-50	Percentage	20.57
Non-executive/Technical Staff Above 50	Percentage	3.16
General Workers Under 30	Percentage	8.12
General Workers Between 30-50	Percentage	13.53
General Workers Above 50	Percentage	1.47
<b>Gender Group by Employee Category</b>		
Management Male	Percentage	5.98
Management Female	Percentage	3.10
Executive Male	Percentage	10.37
Executive Female	Percentage	10.26

**SUSTAINABILITY STATEMENT**  
**(CONT'D)**

Indicator	Measurement Unit	2025
<b>Bursa (Diversity)</b>		
Non-executive/Technical Staff Male	Percentage	21.93
Non-executive/Technical Staff Female	Percentage	25.25
General Workers Male	Percentage	22.72
General Workers Female	Percentage	0.39
<b>Bursa C3(b) Percentage of directors by gender and age group</b>		
Male	Percentage	70.00
Female	Percentage	30.00
Under 30	Percentage	0.00
Between 30-50	Percentage	30.00
Above 50	Percentage	70.00
<b>Bursa (Energy management)</b>		
Bursa C4(a) Total energy consumption	Megawatt	35,901.10
<b>Bursa (Health and safety)</b>		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	1.55
Bursa C5(c) Number of employees trained on health and safety standards	Number	866
<b>Bursa (Labour practices and standards)</b>		
<b>Bursa C6(a) Total hours of training by employee category</b>		
Management	Hours	1,023
Executive	Hours	3,675
Non-executive/Technical Staff	Hours	3,290
General Workers	Hours	735
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0.00
<b>Bursa C6(c) Total number of employee turnover by employee category</b>		
Management	Number	13
Executive	Number	30
Non-executive/Technical Staff	Number	202
General Workers	Number	90
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0

**SUSTAINABILITY STATEMENT  
(CONT'D)**

Indicator	Measurement Unit	2025
<b>Bursa (Supply chain management)</b>		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	98.12
<b>Bursa (Data privacy and security)</b>		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
<b>Bursa (Water)</b>		
Bursa C9(a) Total volume of water used	Megalitres	395.739
<b>Bursa (Waste management)</b>		
Bursa C10(a) Total waste generated	Metric tonnes	10,197.55
<b>Bursa (Emissions management)</b>		
Bursa C11(a) Scope 1 emissions in tonnes of CO <sub>2</sub> e	Metric tonnes	58,109.17
Bursa C11(b) Scope 2 emissions in tonnes of CO <sub>2</sub> e	Metric tonnes	27,213.04
Bursa C11(c) Scope 3 emissions in tonnes of CO <sub>2</sub> e (at least for the categories of business travel and employee commuting)	Metric tonnes	962.67

# CORPORATE INFORMATION

**Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan**  
Non-Independent Non-Executive Director  
Chairman

**Ong Yoong Nyock**  
Non-Independent Managing Director

**Yong Kwee Lian**  
Non-Independent Executive Director

**Ong Wei Kuan**  
Non-Independent  
Deputy Managing Director

**Christina Ong Chu Voon**  
Non-Independent Executive Director

**Law Tik Long**  
Non-Independent Executive Director

**Chang Chu Shien**  
Non-Independent Non-Executive Director

**Chen Kuok Chin**  
Independent Non-Executive Director

**Tan Chuan Gor**  
Independent Non-Executive Director

**Mok Juan Chek**  
*(Appointed on 1 April 2024)*  
Independent Non-Executive Director

Directors

## Audit Committee

**Chairperson**  
Tan Chuan Gor

**Member**  
Chen Kuok Chin  
Mok Juan Chek  
*(Appointed on 1 April 2024)*

## Remuneration Committee

**Chairman**  
Chang Chu Shien

**Member**  
Chen Kuok Chin  
Tan Chuan Gor

## Nomination Committee

**Chairman**  
Mok Juan Chek  
*(Appointed on 1 April 2024)*

**Member**  
Tan Chuan Gor  
Chen Kuok Chin

## Risk Committee

**Chairperson**  
Tan Chuan Gor

**Member**  
Christina Ong Chu Voon  
Law Tik Long

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## CORPORATE INFORMATION (CONT'D)

### Company Secretaries

Tai Yit Chan  
(MAICSA 7009143)  
SSM Practicing Certificate No: 202008001023

Santhi A/P Saminathan  
(MAICSA 7069709)  
SSM Practicing Certificate No: 201908002933

Law Tik Long  
(MIA 18452)  
SSM Practicing Certificate No: 201909003258

### Registered Office

Suite 9D, Level 9, Menara Ansar,  
65 Jalan Trus,  
80888 IIBD,  
Johor Darul Ta'zim.

Tel : 07-224 1035  
Fax : 07-221 0891

### Auditors

KPMG PLT  
Level 3, CIMB Leadership Academy  
No. 3, Jalan Medini Utara 1,  
Medini Iskandar,  
79200 Iskandar Puteri,  
Johor Darul Ta'zim, Malaysia

Tel : 07-266 2213  
Fax : 07-266 2214

### Registrar

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

Tel: 03-2783 9299  
Fax: 03-2783 9222

### Solicitors

Abdul Raman Saad & Associates  
3, Jalan Permas 10/3,  
Bandar Baru Permas Jaya,  
81750 Masai, Johor Darul Ta'zim

Tel : 07-388 6363

Kee Norainn & Partners  
Suite 03-16 Level 3, Indah Walk 3 (Wisma SP Setia),  
Jalan Indah 15, Taman Bukit Indah,  
81200 Johor Bahru, Johor Darul Ta'zim

Tel : 07-239 5133  
Fax : 07-239 5959

### Principal Bankers

AmBank (M) Berhad  
Hong Leong Bank Berhad  
Affinbank Bank Berhad  
Public Bank Berhad  
Malayan Banking Berhad

### Stock Exchange Listing

Main Market of Bursa Malaysia Securities Berhad



## BOARD OF DIRECTORS



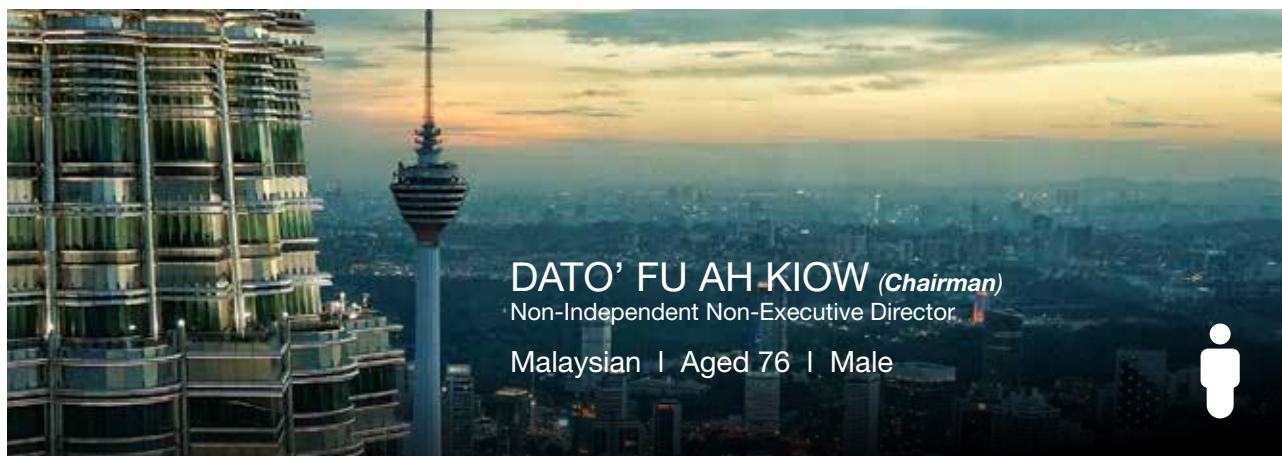
**Sitting** (left to right):

**ONG YOONG NYOCK | DATO' FU AH KIW**

**Standing** (left to right):

**MOK JUAN CHEK | LAW TIK LONG | TAN CHUAN GOR | CHRISTINA ONG CHU VOON  
YONG KWEE LIAN | CHANG CHU SHIEN | CHEN KUOK CHIN | ONG WEI KUAN**

## PROFILE OF THE DIRECTORS



**Dato' Fu Ah Kiow**, was appointed to the Board of Directors of Tiong Nam Logistics Holdings Berhad ("TNLHB") on 30 April 2008. He has more than thirteen (13) years of distinguished service in the Malaysian Government. He was elected a Member of Parliament in 1995 and was a Deputy Minister in several ministries prior to his retirement in 2008. Before joining the government, Dato' Fu had worked as an engineer and in various managerial roles with multinational companies, and later founded and managed companies engaged in construction and M&E engineering services. Dato' Fu has served before as Chairman and Board Member of several public listed companies under Bursa Malaysia. Currently, Dato' Fu is also an independent non-executive director of Parkson Retail Group Limited, public listed company in Hong Kong Stock Exchange.

Dato' Fu holds a Bachelor of Science (Honours) degree in Physics and a Master's degree in Industrial Engineering and Management Science.

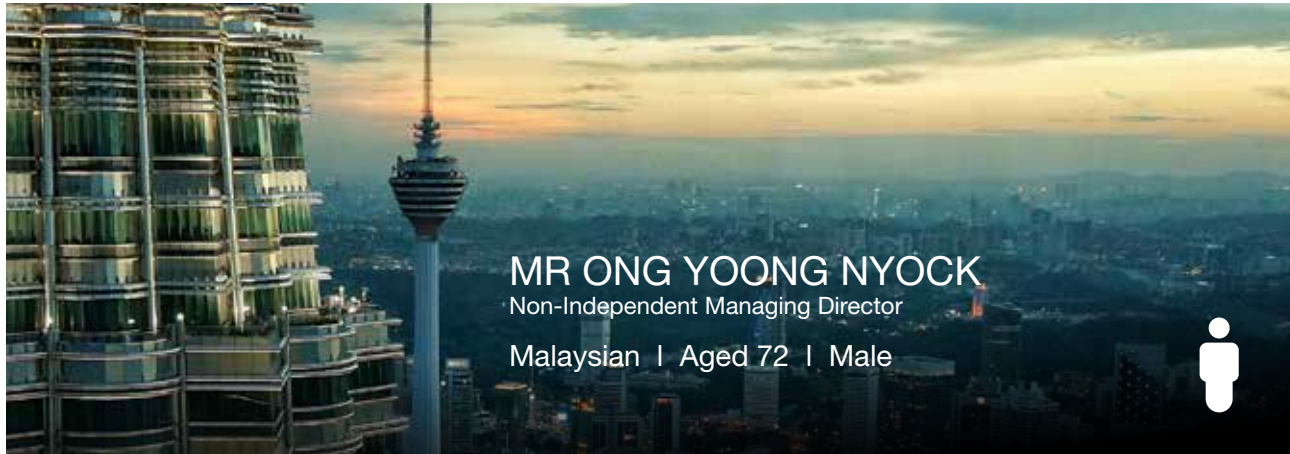
Dato' Fu does not have any family relationship with any director and/or major shareholder of TNLHB. He does not have any conflict of interest in any business arrangement involving the Company or its subsidiaries. He has no convictions for any offences within the past five (5) years.

Dato' Fu has attended all the four (4) Board meetings held during the financial year ended 31 March 2025.

Dato' Fu's equity interest in the Company's ordinary share is disclosed in page 155. He does not have any direct equity interest in the Company's subsidiaries.



## PROFILE OF THE DIRECTORS (CONT'D)



**Mr Ong Yoong Nyock**, was appointed to the Board of Directors of TNLHB on 31 January 1990. He has more than fifty (50) years of experience in the logistics industry. He started the transportation business in 1975 with a small fleet of lorries transporting general cargo in Johor which has since expanded to become a well-established total logistics company covering all the major routes of Peninsular Malaysia and East Malaysia. He also sits on the Board of Directors of several subsidiaries of the Company and other unrelated private companies.

Mr Ong Yoong Nyock's spouse Madam Yong Kwee Lian and his daughter Ms Christina Ong Chu Voon are Executive Directors of TNLHB. His son Mr Ong Wei Kuan is the Deputy Managing Director of TNLHB. He has no conflict of interest with the Company. He has abstained from deliberations and voting in respect of transactions between the Group and related parties of which he has interest. He has no convictions of any offences within the past five (5) years.

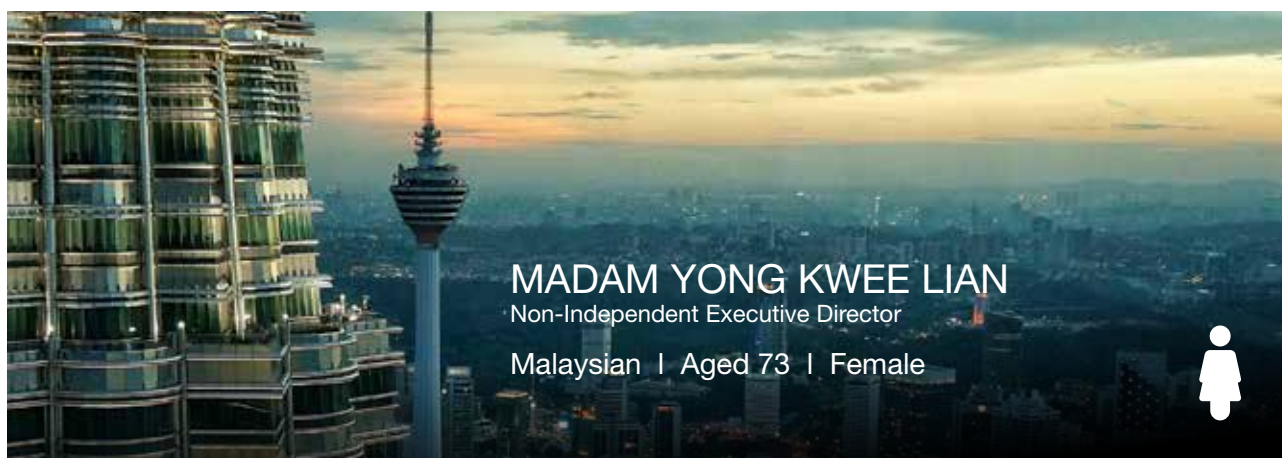
Mr Ong Yoong Nyock attended three (3) Board meetings held during the financial year ended 31 March 2025.

Mr Ong Yoong Nyock, by virtue of his substantial shareholdings (direct and indirect) in the Company as disclosed in page 155, he is deemed to have interest in the ordinary shares held by the Company in its subsidiaries.

Mr Ong Yoong Nyock is deemed interested in the transactions entered into by the Group in the ordinary course of business with companies in which he and his close family members have substantial financial interest as disclosed in note 30 to the financial statements.



## PROFILE OF THE DIRECTORS (CONT'D)



**Madam Yong Kwee Lian**, was appointed to the Board of Directors of TNLHB on 31 January 1990. She has been in the logistics industry for more than forty-seven (47) years. She is responsible for building up of the Singapore-based customers as well as contributing substantially to the day-to-day administrative and operating procedures of the Group's logistics business. In addition, she sits on the Board of Directors of several subsidiaries of the Company and other unrelated private companies.

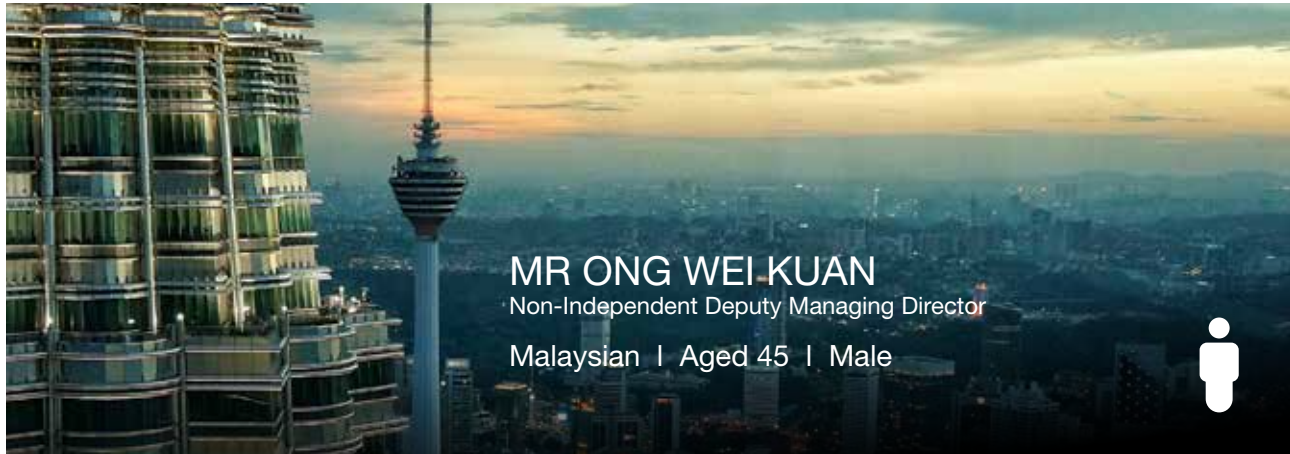
Madam Yong Kwee Lian's spouse, Mr Ong Yoong Nyock is the Managing Director of TNLHB, her son Mr Ong Wei Kuan is the Deputy Managing Director of TNLHB and her daughter Ms Christina Ong Chu Voon is the Executive Director of TNLHB. She has no conflict of interest with the Company. She has abstained from deliberations and voting in respect of transactions between the Group and related parties of which she has interest. She has no convictions of any offences within the past five (5) years.

Madam Yong Kwee Lian has attended all the four (4) Board meetings held during the financial year ended 31 March 2025.

Madam Yong Kwee Lian, by virtue of her substantial shareholdings (direct and indirect) in the Company as disclosed in page 155, she is deemed to have interest in the ordinary shares held by the Company in its subsidiaries.

Madam Yong Kwee Lian is deemed interested in the transactions entered into by the Group in the ordinary course of business with companies in which she and her close family members have substantial financial interest as disclosed in note 30 to the financial statements.

## PROFILE OF THE DIRECTORS (CONT'D)



**Mr Ong Wei Kuan**, was appointed to the Board of Directors of TNLHB on 1 April 2011. He holds a Bachelor of Science in Information System from Leeds University of United Kingdom. He joined Tiong Nam Group of Companies in year 2005 as head of IT and cost management department. He also sits on the Board of Directors of several subsidiaries of the Company and other unrelated private companies.

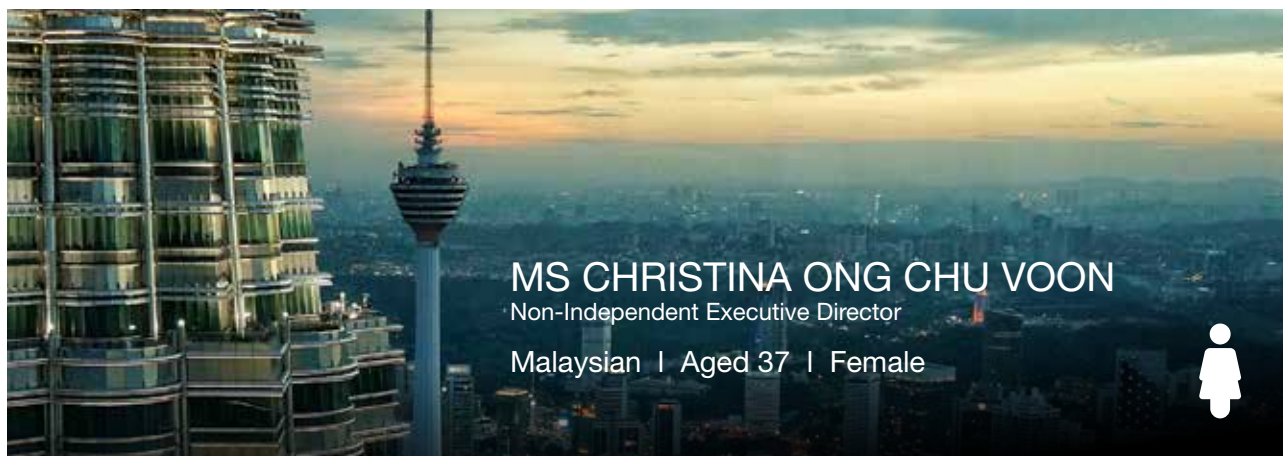
His parents, Mr Ong Yoong Nyock and Madam Yong Kwee Lian are Managing Director and Executive Director of the Company respectively and hence are members of the Board. His sister, Ms Christina Ong Chu Voon is Executive Director of the Company and hence member of the Board. He has no conflict of interest with the Company. He has abstained from deliberations and voting in respect of transactions between the Group and related parties of which he has interest. He has no convictions of any offences within the past five (5) years.

Mr Ong Wei Kuan attended all the four (4) Board meetings held during the financial year ended 31 March 2025.

Mr Ong Wei Kuan's equity interest in the Company's ordinary shares is disclosed in page 155 and he does not have any equity interest in the Company's subsidiary.

Mr Ong Wei Kuan is deemed interested in the transactions entered into by the Group in the ordinary course of business with companies in which he and his close family members have substantial financial interest as disclosed in note 30 to the financial statements.

PROFILE OF THE DIRECTORS  
(CONT'D)



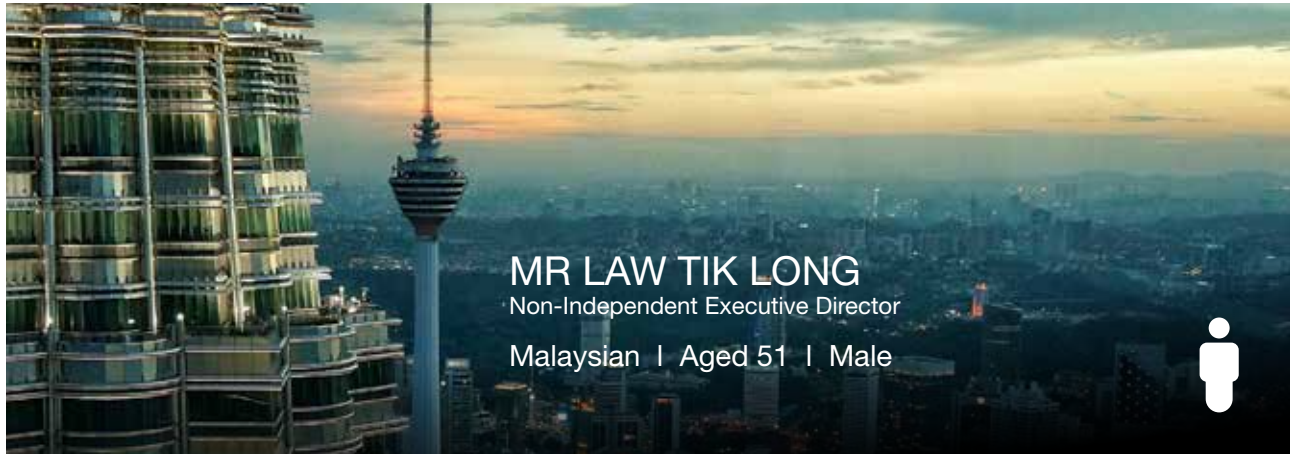
**Ms Christina Ong Chu Voon**, was appointed to the Board of Directors of TNLHB on 22 June 2020. She holds a Master of Commerce in Business Finance from Macquarie University. She joined Tiong Nam Group in October 2016 and works closely with the Senior Executive Team to formulate operational and tactical initiatives to achieve the organisation's interim goals. She is also responsible for the Group's organisational restructuring and the strengthening of internal policies and controls. Prior to joining the Group, Ms Christina was a Management Consultant at PwC Consulting working with multinational corporations on supply chain and cost improvement projects.

Her parents, Mr Ong Yoong Nyock and Madam Yong Kwee Lian are Managing Director and Executive Director of the Company respectively and hence are members of the Board. Her brother, Mr Ong Wei Kuan is Deputy Managing Director of the Company and hence member of the Board. She has no conflict of interest with the Company. She has no convictions of any offences within the past five (5) years.

Ms Christina has attended all the four (4) Board meetings held during the financial year ended 31 March 2025.

Ms Christina does not have any equity interest in the Company or its subsidiary companies.

## PROFILE OF THE DIRECTORS (CONT'D)



**Mr Law Tik Long**, was appointed to the Board of Directors of TNLHB on 1 April 2023. He is the member of the Risk Committee. He is a member for the Malaysian Institute of Accountant (MIA).

In September 2006, he joined Tiong Nam Group as a Finance Manager and thereafter promoted to Financial Controller in April 2009 and Chief Financial Officer in November 2022. His current responsibilities include overseeing the corporate finance, accounting and compliance with audit and statutory requirements of Tiong Nam Group. He is Joint Secretary of Tiong Nam Logistics Holdings Bhd and its subsidiaries since February 2014.

Mr Law Tik Long has more than ten (10) years of related working experience prior to joining Tiong Nam Group. He joined PNE Micron Engineering Sdn Bhd as an Accounts Officer in 1996 and served as its Accounts Manager in 1998. In 2002, he was promoted to Group Accounts Manager and Assistant to Group Chief Executive Officer in 2003. In 2004, he was appointed as an Executive Director of Hong Nam (M) Industry Sdn Bhd, a subsidiary of PNE Micron Holdings Ltd. He was responsible for the overall operations, sales and marketing of Hong Nam (M) Industry Sdn Bhd.

Mr Law Tik Long has no family relationship with any of the Directors and/or major shareholders of TNLHB.

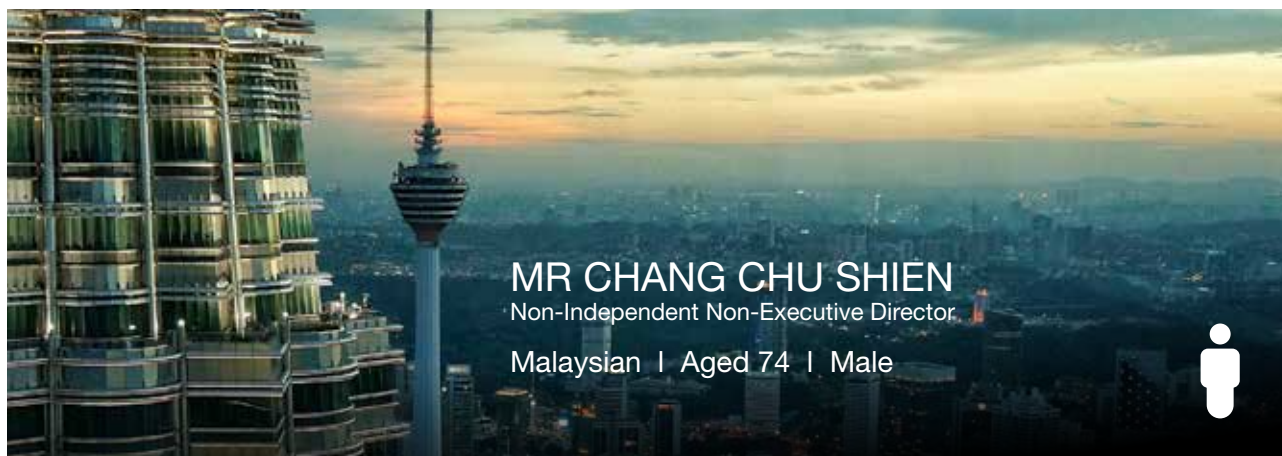
Mr Law Tik Long has no conflict of interest with the Company. He has no convictions of any offences within the past five (5) years.

Mr Law Tik Long has attended all the four (4) Board meetings held during the financial year ended 31 March 2025.

Mr Law Tik Long's equity interest in the Company's ordinary shares is disclosed in page 155 and he does not have any direct equity interest in the Company's subsidiaries.



PROFILE OF THE DIRECTORS  
(CONT'D)



**Mr Chang Chu Shien**, was appointed to the Board of Directors of TNLHB on 11 October 1991. He is the Chairman of the Remuneration Committee. He holds a Bachelor of Commerce degree from the University of New South Wales, Sydney, Australia. He was employed by Australian Consolidated Industries Ltd. in Sydney, Australia. He joined Pahang Enterprise Sdn Bhd and Asia Oil Palm Sdn Bhd in 1977 as Administrative/Financial Director and was the Managing Director of these companies since 1983. Both are oil palm plantation companies involved in production and trading of palm oil products.

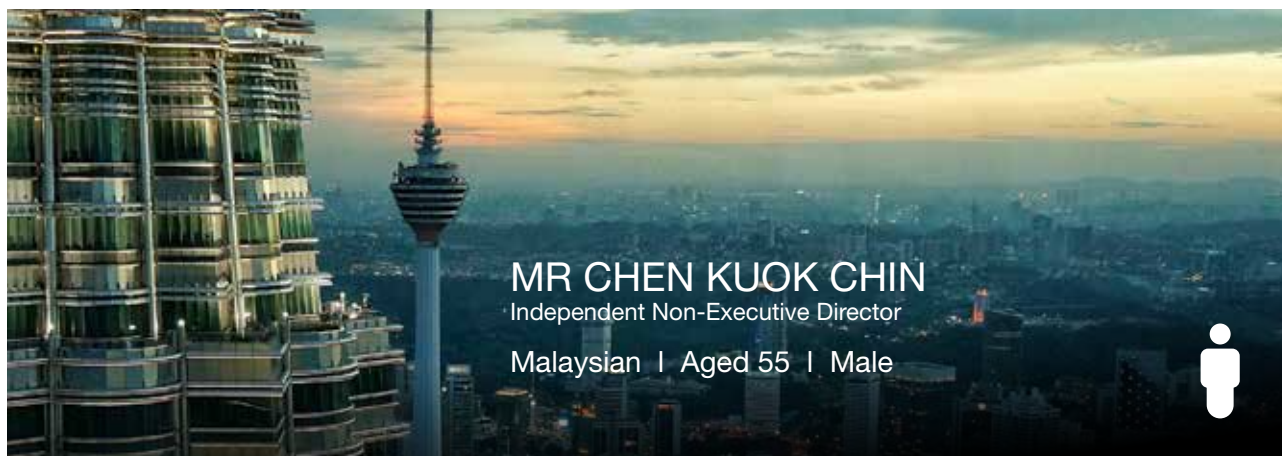
Mr Chang is also the Managing Director of Carotino Sdn Bhd which is involved in palm oil downstream manufacturing. He is currently involved in plantation, manufacturing, property development, insurance, real estate and hotel operations. He is a registered Real Estate Agent with the Board of Valuers, Appraisers & Estate Agents, Malaysia and a registered General Insurance Agent with The Malaysian Insurance Institute.

Mr Chang Chu Shien has no family relationship with any of the Directors and/or major shareholders of TNLHB. He has abstained from deliberations and voting in respect of transactions between the Group and related parties of which he has interest. He has no convictions of any offences within the past five (5) years.

Mr Chang Chu Shien attended four (4) Board meetings held during the financial year ended 31 March 2025.

Mr Chang Chu Shien's equity interest in the Company's ordinary shares is disclosed in page 155 and he does not have any direct equity interest in the Company's subsidiaries.

## PROFILE OF THE DIRECTORS (CONT'D)



**Mr Chen Kuok Chin**, was appointed to the Board of Directors of TNLHB on 22 June 2020. He is the member of Audit Committee and Nomination Committee. He holds a Bachelor of Accounting in Universiti Putra Malaysia. In 1994, he was employed by JB Securities S/B as Stock Market and Share Investment Analyst and was the Dealer and Head of Investment since 1999. He joined Hwang-DBS (Malaysia) Berhad in 2001 and Mercury Securities Sdn Bhd in 2007.

Mr Chen Kuok Chin has no family relationship with any of the Directors and/or major shareholders of TNLHB.

Mr Chen Kuok Chin has no conflict of interest with the Company. He has no convictions of any offences within the past five (5) years.

Mr Chen Kuok Chin has attended all the four (4) Board meetings held during the financial year ended 31 March 2025.

Mr Chen Kuok Chin's indirect interest in the Company's ordinary shares is disclosed in page 155 and he does not have any equity interest in the Company's subsidiaries.

PROFILE OF THE DIRECTORS  
(CONT'D)



**Madam Tan Chuan Gor**, was appointed to the Board of Directors of TNLHB on 15 January 2023. She is the Chairperson of Audit Committee and Risk Committee. She is also the member of Nomination Committee and Remuneration Committee. She holds a Bachelor of Accounting from Multimedia University. In 2007, she was employed by BDO Binder as Senior Associates. In 2008, she joined Tiong Nam Logistics Solutions Sdn Bhd as an Internal Auditor. She joined Accenture's (PMT) Holdings Consultancy LLP as Event Coordinator in 2015 and G-Force Sdn Bhd as a Manager of Internal Auditor in 2019. She is currently the Financial Controller of FGG Transportation Sdn Bhd. She is a member of the Malaysian Institute of Accountants.

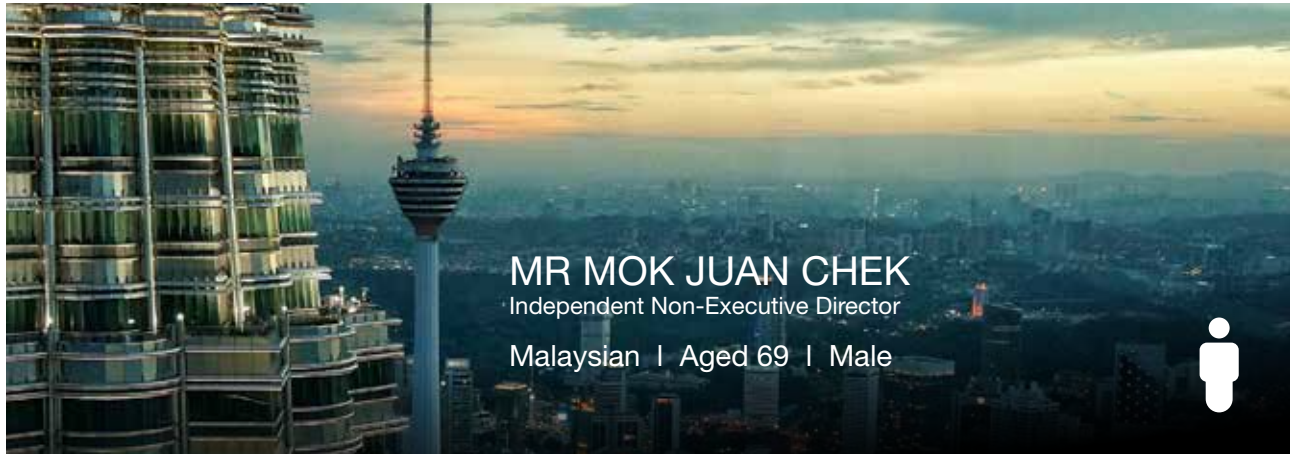
Madam Tan Chuan Gor has no family relationship with any of the Directors and/or major shareholders of TNLHB.

Madam Tan Chuan Gor has no conflict of interest with the Company and has no convictions of any offences within the past five (5) years.

Madam Tan Chuan Gor has attended four (4) Board meeting held during the financial year ended 31 March 2025.

Madam Tan Chuan Gor does not have any equity interest in the Company or its subsidiary companies.

## PROFILE OF THE DIRECTORS (CONT'D)



**Mr Mok Juan Chek**, was appointed to the Board of Directors of TNLHB on 01 April 2024. He graduated with a Diploma in Agriculture from Universiti Pertanian Malaysia in May 1976. After completing his diploma, he joined Rubber Industry Smallholders Development Authority ("RISDA") as RISDA Officer in May 1976 and was promoted to Senior RISDA Officer in January 1980 where his roles include handling grants and loans to rubber smallholders in the state of Pahang. He subsequently obtained a Bachelor of Science (Agribusiness) from Universiti Pertanian Malaysia in September 1984.

Upon completing his degree, he joined the Melaka branch of Public Bank Berhad as Senior Operation Officer in May 1984 where he was responsible for marketing credit facilities and preparing credit proposals. In January 1986, he was transferred to the head office of Public Finance Berhad (then a wholly-owned subsidiary of Public Bank Berhad) where he was involved in evaluating credit proposals. He was promoted to Senior Administrative Officer in January 1990 where he was responsible for evaluating credit proposals.

In October 1990, he joined Chung Khiaw Bank Limited as Assistant Manager, where he was primarily responsible for marketing and processing business corporate loans. In January 1992, he was promoted to Deputy Manager and Assistant Vice President in January 1994. His roles include marketing credit facilities, preparing loan proposals and executing credit administration works.

In May 1995, he worked at Hong Leong Bank Berhad as Branch Manager where his role include overseeing the business operation of the branch. In May 2001, he was promoted as the General Manager for Credit Card Centre where he was responsible for the overall operation of bank's credit card business. He served as the General Manager, Business Banking, Southern Region from January 2003 to August 2008 where his roles include managing the business banking portfolio.

He worked at AmBank (M) Berhad as General Manager in September 2008 where he was responsible to manage the business banking portfolio for Southern and East Coast regions. He was promoted to Head for Mid Corporates Segment in April 2016 and Executive Vice President in April 2019 where he was responsible for overseeing the mid corporate segment of wholesale banking, and retired in June 2020. He was appointed as Strategic Adviser of Affin Hwang Asset Management Berhad from September 2020 to December 2022 where he was responsible to assist in securing and developing business relationships and opportunities for the company.

He is an Independent and Non-Executive Chairman of Axteria Group Berhad and Independent Non-Executive Director of ITMAX System Berhad, both of which are public listed companies on the Main Market of Bursa Securities. He is also an Independent Non-Executive Chairman of Synergy House Berhad which is a public listed company on the ACE Market of Bursa Securities.

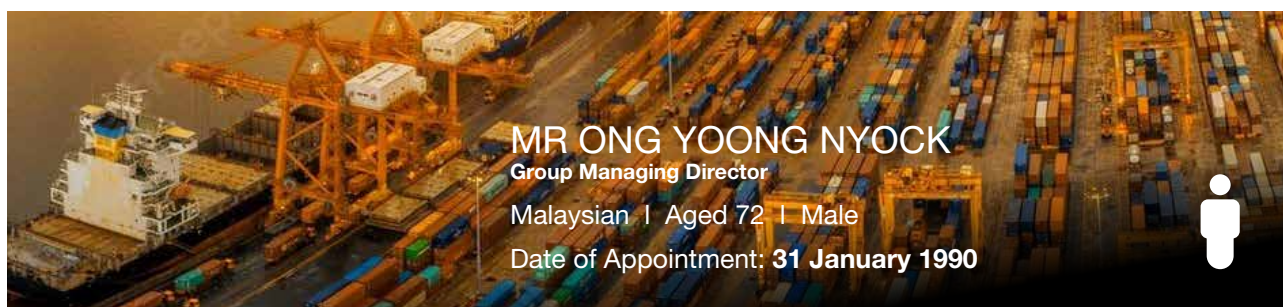
He has no conflict of interest with the Company. He has no conviction of any offences within the past five (5) years.

Mr Mok Juan Chek attended all four (4) Board meetings held during the financial year ended 31 March 2025.

Mr Mok Juan Chek's equity interest in the Company's ordinary shares is disclosed in page 155 and he does not have any direct equity interest in the Company's subsidiaries.



## PROFILES FOR KEY MANAGEMENT



Please refer to his profile in the Board of Directors' profile section on page 28.



Please refer to her profile in the Board of Directors' profile section on page 29.



Please refer to his profile in the Board of Directors' profile section on page 30.

PROFILES FOR KEY MANAGEMENT  
(CONT'D)



Please refer to her profile in the Board of Directors' profile section on page 31.



Please refer to his profile in the Board of Directors' profile section on page 32.



**Mr Chuah Koon Jin**, is the Information Technology (IT) Director of Tiong Nam Group. He graduated from University of Queensland, Brisbane Australia with Bachelor of Information Technology.

He commenced his career in the field of Information Technology since 1993. Over the years he had worked with industry such as Manufacturing, MNC Audit/Accounting firm Business Consulting division, local based IT Solutions and Services providers, Global Express Courier IT Services, European telco IT Solution and service provider, Japanese technology company and local based Logistics and Warehousing conglomerate.

He joined Tiong Nam Group in October 2017. As an IT Director, he primarily responsible for building the IT team, developing IT strategies, technology stacks and applications roadmap, overseeing network, server and security infrastructure and technical operations, developing and maintaining relevant IT policies and procedures. Lastly, overall responsible for IT Build and Run services delivery.



PROFILES FOR KEY MANAGEMENT  
(CONT'D)



**Ms Lim May Wan**, is the Legal Manager of Tiong Nam Group.

Ms Lim May Wan graduated from University of Northumbria at Newcastle with Bachelor of Laws on 29 June 2007. She was enrolled as an Advocate & Solicitor in the High Court of Malaya on 6 April 2012. She also obtained the Advanced Certificate in International Arbitration with Chartered Institute of Arbitrations (CIArb) in Singapore on 14 September 2017.

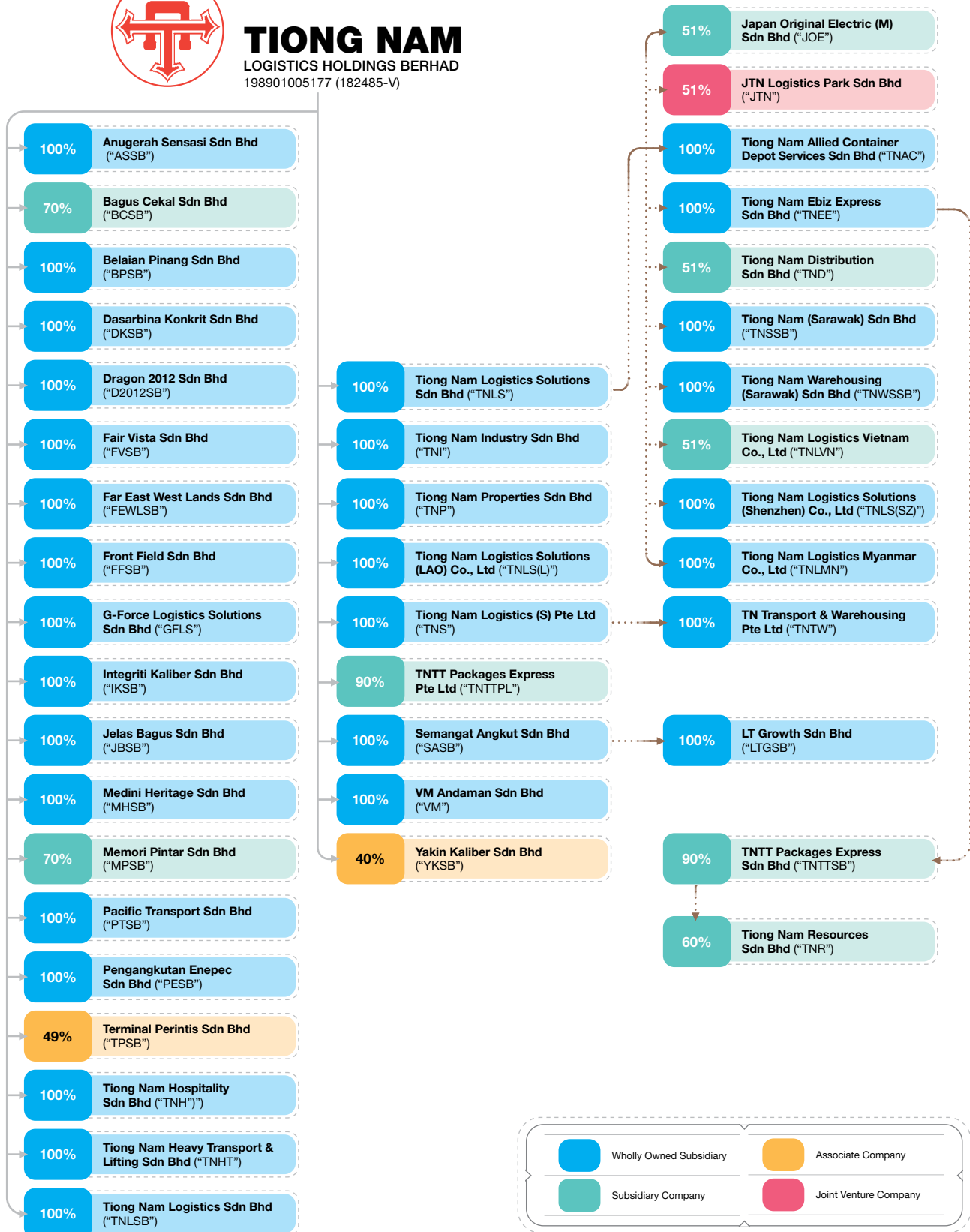
Ms Lim May Wan commenced her career as legal executive in Fuji Xerox Asia Pacific Pte Ltd (Singapore) from February 2012 to March 2015 where she involved in drafting and reviewing of commercial contracts, handling regional projects and company secretarial matters. Subsequently, from she joined Tiong Nam Logistics Solutions Sdn Bhd from April 2015 and Tiong Nam Logistics (S) Pte Ltd from April 2019 as the legal manager where she is responsible of drafting and reviewing of commercial and construction contracts, overseeing legal matters and contracts for the affiliates or related companies in Malaysia, Singapore and Thailand and providing legal advice to the company.

Ms Lim May Wan was empanelled as an adjudicator with the Kuala Lumpur Regional Centre for Arbitration (KLRC) (currently known as the Asian International Arbitration Centre (AIAC)) on 15 August 2016. She was appointed as the Commissioner for Oaths from 1 January 2022. She is also admitted as the Fellow (Pioneer Member) of Asian Institute of Alternative Dispute Resolution on 3 September 2018.

# CORPORATE STRUCTURE



**TIONG NAM**  
LOGISTICS HOLDINGS BERHAD  
198901005177 (182485-V)



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board is pleased to present this overview statement to the Shareholders, the Corporate Governance (“CG”) Overview Statement of the Company for the financial year ended 31 March 2025. This full CG is available on the Company’s website [www.tiongnam.com](http://www.tiongnam.com).

The Board of Tiong Nam Logistics Holdings Berhad (the “Company”) acknowledges the importance of adopting high standards of corporate governance in the Company in order to safeguard stakeholders’ interests as well as enhancing shareholders’ value. As such, the Board is committed towards adherence to the principles, intended outcome and best practices set out in the Malaysian Code on Corporate Governance 2021 (“MCCG 2021” or the “CG Code”) issued by the Securities Commission Malaysia.

The Board believes that good CG adds value to the business of the Company and will ensure that this practice continues. The Board believes in playing an active role in guiding the Management through its oversight review while at the same time steer the Company’s business direction and strategy.

The Group has applied most of the principles as set out in the CG Code throughout the financial year ended 31 March 2025 (“FY 2025”) except for the following:

Practice 5.2 – At least half of the board comprises independent directors.

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### I. BOARD’S RESPONSIBILITIES

#### 1. Clear Roles and Responsibilities

The Board is collectively responsible for the overall conduct and performance of the Company and provides the necessary stewardship and oversight on behalf of the shareholders. In order to ensure the effective discharge of the Board’s fiduciary duties and leadership functions, the Board delegates specific responsibilities and functions to various committees, namely Nomination Committee, Audit Committee, Remuneration Committee and Risk Committee. These Committees comprise of all Independent Non-Executive Directors (“INEDs”). Each of these Committees operates under clearly defined Terms of Reference (“TOR”) as approved by the Board to oversee and deliberate matters within their purviews. Nevertheless, the Board collectively retains full responsibility and accountability for all the company’s performance.

The Board recognizes the key role it plays in charting the strategic direction of the Company and has assumed the following principal responsibilities in discharging its fiduciary and leadership functions:

(a) *Reviewing and adopting a strategic plan for the Company*

The Board participates in the strategic planning process and reviews in depth and approves the strategy, including the human, technological and capital resources on its implementation. The Board then monitors management’s execution of the strategy in achieving the objectives.

(b) *Overseeing the conduct of the Group’s business*

The Board is responsible for the overall conduct and performance of the Group. It focuses mainly on overseeing the performance of management, critical and material business issues.

(c) *Identifying business risks and the implementation of appropriate internal controls*

The Board identifying the principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to address such risks.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### I. BOARD'S RESPONSIBILITIES (CONT'D)

##### 1. Clear Roles and Responsibilities (Cont'd)

###### (d) Succession planning

The Board considers succession planning and management development to be an on-going process.

The Board is responsible for:

- (a) approving the succession plan for the Chairman and Managing Director;
- (b) in the case of the other senior managers, ensuring that the succession and development plans are in place; and
- (c) ensuring that criteria and processes for recognition, promotion, development and appointment of senior management are consistent with the leadership requirements of the Company.

The Managing Director periodically discuss with the Nomination Committee and Chairman on his view as to a need for a successor in the event of the Managing Director's is in unexpected incapacity.

The Board, represented by the Managing Director, creates opportunities to become acquainted with employees within the Company who have the potential to become members of senior management.

###### (e) Overseeing the development and implementation of a shareholder communications policy

The Board strives to ensure the information is communicated to the shareholders, mainly through the Company's interim reports, annual reports and where applicable, quarterly reports, annual general meetings and other general meetings that may be convened, as well as by making available the disclosures submitted to Bursa Malaysia Securities Berhad ("Bursa Malaysia").

###### (f) Reviewing the adequacy and integrity of the Group's internal control and management information systems

The Board ensures the Group maintains a sound framework of reporting on internal controls and regulatory compliance through its internal auditors, who reports to both the AC and the Board quarterly. Further details on this are available in the Statement on Internal Control and Risk Management contained on pages 67 to 71 in this Annual Report.

Overall, our internal organization structure defines the lines of authority and responsibility for the business and operation strategies, promote fast and accurate decisions and enhance management transparency and efficiency.

Board	Responsibilities
Chairman	<p>The Board is led by Dato' Fu Ah Kiow, Non-Independent Non-Executive Chairman who provides effective and strategic direction and necessary governance to the Company.</p> <p>The Chairman provides leadership and governance in order to create a conducive environment geared towards building and enhancing the Board's effectiveness and ensures that all strategic and critical issues are discussed by the Board in a timely manner.</p> <p>The Chairman is also responsible for ensuring the adequacy and effectiveness of the Board's governance process and acts as a facilitator at Board meetings to ensure that contributions from Directors are forthcoming on matters being deliberated and that no Board member dominates discussion.</p>

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### I. BOARD'S RESPONSIBILITIES (CONT'D)

##### 1. Clear Roles and Responsibilities (Cont'd)

Board	Responsibilities
Group Managing Director	<p>The Managing Director ("MD") of the Company is Mr Ong Yoong Nyock, a Non-Independent Managing Director.</p> <p>The MD is responsible for the executive management of the Group's business and implementing operational decisions and managing day-to-day operations. MD is supported by the Executive Directors and management team in implementing the Group's strategic plan and overseeing the operations and business development of the Group.</p>
Independent Non-Executive Directors	<p>The Company has three (3) Independent Non-Executive Directors ("INED")</p> <p>The INEDs are strong individuals who demonstrate independence.</p> <p>The INEDs provide objective and independent perspectives, advice, and judgement on the interests of not just the Group, but also its shareholders, employees, customers, suppliers, and the communities in which it operates.</p> <p>The INEDs are essential for safeguarding shareholders' interests and can make substantial contributions to the Company's decision-making by bringing the quality of detached impartiality.</p>
Non-Independent Non-Executive Directors	<p>The Company has two (2) Non-Independent Non-Executive Directors. The Non-Independent Non-Executive Directors actively monitor the Company's performance by overseeing Management's achievement of agreed-upon goals and objectives.</p>

##### 2. Access to Information and Advice

Directors are supplied with relevant information and reports on financial, operational, corporate, regulatory, business development and audit matters for decisions to be made on an informed basis and effective discharge of the Board's responsibilities. Senior Management of the Group are invited to attend Board meetings to provide additional information and explanation when deemed necessary. This enables the Directors to interact directly with the Management, and request for further explanation, information or updates on any aspect of the Group's operations or business concerns.

Prior to Board meetings, Board members are provided with an agenda which contained matters which are to be discussed at the Board meetings. The Board is provided with the relevant Board papers ("Board Papers") such as financial reports, comparative turnovers of various type of services provided, summary of bank borrowings, variances analysis and other papers which require discussion, endorsement and approval of the Board. The Board Papers are distributed to all Directors at least seven (7) days prior to each Board meeting. This is to ensure that the Directors are well informed of the matters to be discussed and deliberated in advance of Board meetings in order to facilitate an effective conduct of Board meetings.

##### 3. Supported by Qualified and Competent Company Secretaries

The Board is supported by professionally qualified and competent Company Secretaries.

The Company Secretaries, being member of The Malaysian Institute of Accountant ("MIA") and The Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"), satisfy the qualification as prescribed under Section 235(2) of the Companies Act 2016 and have the requisite experience and competency in company secretarial services.

They are internal and external Company Secretaries with vast knowledge and experience from being in public practice and are supported by a dedicated team of company secretarial personnel.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### I. BOARD'S RESPONSIBILITIES (CONT'D)

##### 3. Supported by Qualified and Competent Company Secretaries (Cont'd)

The Company Secretaries play an important advisory role to the Board, on administrative, regulatory requirements and governance matters. The Company Secretaries are also responsible to ensure that accurate and proper recording of proceedings and resolutions at the Board, Board Committees meetings and general meetings.

The Board of Directors has unrestricted access to the advice and services of the Company Secretaries to enable them to discharge their duties effectively. The Board is regularly updated and advised by the Company Secretaries on any updates relating to new statutory and regulatory requirements pertaining to the duties and responsibilities of Directors, and promptly disseminate communications received from the relevant regulatory/governmental authorities. The Company Secretary organises and attends all Board meetings and is responsible to ensure that meetings are properly convened, and accurate and proper records of the proceedings and resolutions passed are taken and maintained at the Registered Office of the Company.

##### 4. Board Charter

The Board Charter serves as guidance for the Board with regards to the responsibilities of the Board, its Committees and the Management, the requirements of Directors in carrying out their stewardship role and in discharging their duties towards the Company as well as boardroom activities. The Board Charter is made available to the public for reference in the Company's website at [www.tiongnam.com](http://www.tiongnam.com). The Board Charter is subject to periodic reviewed by the Board and when necessary, revised in accordance with the need of the Group and any regulatory updates. The last review of the Board Charter by the Board was on 22 February 2025.

##### 5. Code of Conduct and Ethics

The Board is committed in maintaining good corporate integrity and is guided by a formalised Directors' Code of Ethics, setting out the principles and standards of business ethics and conduct expected from all Directors. The Board observes the Company Directors' Code of Ethics as established by the Suruhanjaya Syarikat Malaysia (Companies Commission of Malaysia or "SSM") which is published on SSM's website at [www.ssm.com.my](http://www.ssm.com.my).

To advocate good ethical and conduct among employees, the Group has established a Code of Conduct and Ethics for employees, encapsulated in Tiong Nam's Employees Manual, which has been communicated to all levels of employees in the Group, during employee orientation programme, via internal memo and displaying on the Company's notice board.

The Code of Conduct and Ethics is reviewed periodically in accordance with the needs of the Company. The Code of Conduct and Ethics is available on the Company's website, [www.tiongnam.com](http://www.tiongnam.com).

##### 6. Whistle-blower Policy

The Board has adopted a Whistle-blower Policy and is committed to conducting its business and working with all stakeholders including employees, suppliers, customers, and shareholders in a manner that is lawful and ethically responsible. It expects wrongdoings such as fraud, corruption, serious financial impropriety and gross mismanagement to be reported and actions to be taken where appropriate. The Board will address the disclosure in an appropriate, timely manner and given fair treatment to the alleged wrongdoer.

Whistle-blower Policy are available on at the Company's Website, [www.tiongnam.com](http://www.tiongnam.com).

##### 7. Sustainability of Business

The Board recognises and is mindful of the importance of business sustainability and, in conducting the Group's business, the impact of the Group's business on the environmental, social and governance ("ESG") aspects is taken into consideration. Whilst the Group embraces sustainability in its operations and supply chain, the Board will formalise a Sustainability Policy, addressing the ESG aspects to be incorporated in the Group's strategies.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### II. BOARD COMPOSITION

##### 1. Board Composition and Balance

During the financial year under review, the Board comprises ten (10) members, of whom three (3) Independent Non-Executive Director, two (2) Non-Independent Non-Executive Director and five (5) Non-Independent Executive Director with the composition as set out below: -

Name	Designation
1. Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan	Non-Independent Non-Executive Chairman
2. Chang Chu Shien	Non-Independent Non-Executive Director
3. Ong Yoong Nyock	Non-Independent Managing Director
4. Yong Kwee Lian	Non-Independent Executive Director
5. Ong Wei Kuan	Non-Independent Deputy Managing Director
6. Christina Ong Chu Voon	Non-Independent Executive Director
7. Law Tik Long	Non-Independent Executive Director
8. Chen Kuok Chin	Independent Non-Executive Director
9. Tan Chuan Gor	Independent Non-Executive Director
10. Mok Juan Chek	Independent Non-Executive Director

Based on the current Board composition, the Board meets the requirement pursuant to Paragraph 15.02 of the Main Market Listing Requirements where at least 2 directors or one third of the Board of Directors, whichever is higher, are independent directors.

Their presence fulfils a central role in corporate accountability and serves to provide a check and balance on the Board. In the event of any vacancy on the Board, resulting in a non-compliance, the vacancy will be filled within three (3) months. The NC shall on annual basis assess the independence of the Independent Directors.

The Directors, with their different background and specialisation, collectively bring with them a wide range of experience and expertise in areas such as finance, corporate affairs, legal, marketing and operations. The Board comprises of members from various professions with individual personalised quality, expertise, skills and relevant market and industry knowledge and ensures at all times that necessary financial and human resources are in place for the Company to meet its strategic objectives.

The profile of each Director is set out on pages 27 to 36 of this Annual Report.

The Board is mindful that the Board still does not comprise of at least half INEDs as recommended by Practice 5.2 of MCCG 2021. The Board is of the view that the present INEDs, with the breadth of professional background, have enabled the Board to exercise objective judgement on various issues and decisions are made through their sharing of impartial, objective and unbiased opinion and viewpoints. Although all Directors shared equal responsibility for the Group's business directions and operations, the presence of INEDs are essential in ensuring that the management proposals are fully discussed, challenged and evaluated, by taking into account the interest of not only the Group but also all interested parties, including shareholders, employees, customers, suppliers and the communities as a whole.

Further, the current composition of the Board Committees comprises of all INEDs which affirmed the Board's commitment towards independence and provide strong check and balance in the Board's governance function. The significant contributions of the Independent Directors in the decision-making process are evidenced by their participation as members of the various Board Committees. Hence, the INEDs are able to carry out their duties and to provide an unfettered and unbiased independent judgement and to promote good corporate governance.

Nonetheless the Board will consider appointment of additional INEDs in the near future to ensure that the Board comprises at least half INEDs as per Practice 5.2 of the MCCG 2021.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### II. BOARD COMPOSITION (CONT'D)

##### 2. Board Committee

##### a) Nomination Committee – Selection and Assessment of Directors

The Nomination Committee (“NC”) was formed on 25 August 2001. The present composition of the NC is as follows: -

Directors	Designation
Mok Juan Chek	Chairperson (Independent Non-Executive Director)
Chen Kuok Chin	Member (Independent Non-Executive Director)
Tan Chuan Gor	Member (Independent Non-Executive Director)
Chang Chu Shien	Member (Non-Independent Non-Executive Director) Resigned on 1 April 2024

The NC would meet at least once (1) annually with additional meetings convened as and when required.

The Board has stipulated specific terms of reference for the Nomination Committee, which cover, inter-alia, to oversee the selection and assessment of Director to ensure that board composition meets the needs of the Company.

During the FY2025 and up to the date of this Statement, the key activities undertaken by NC are summarised as follows: -

- Reviewed and recommended the appointment of Mr Mok Juan Chek as Independent Non-Executive Director of the company, Chairman of NC and Member of AC after having reviewed his profile in detail and assessed in his fit and proper criteria;
- Reviewed and recommended the appointments of Madam Tan Chuan Gor in Remuneration Committee;
- Reviewed and recommended the redesignation of Madam Tan Chuan Gor from Chairperson of NC to Member of NC;
- Assessed and recommended to the Board the re-election of the Directors in accordance with the Fit and Proper Policy for tabling at the AGM;
- Reviewed the independence of the Independent Directors of the Company;
- Reviewed the required mix of skills and experience and other qualities of Directors, succession planning, training courses for Directors and other qualities of the Board;
- Assessed the effectiveness of the Board as a whole, the Board Committees and contribution of each individual Director; and
- Reviewed the contribution and performance of each individual director to assess the character, experience, integrity, and competence to effectively discharge their role as a director.

Potential candidates can be identified by the Nomination Committee, existing Directors or any shareholder through internal or external sources. The Nomination Committee recommends suitable potential candidates for appointment to the Board, and the final endorsement lies with the Board.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### II. BOARD COMPOSITION (CONT'D)

##### 2. Board Committee (Cont'd)

##### a) Nomination Committee – Selection and Assessment of Directors (Cont'd)

In recommending suitable candidates for directorships and Board committees to the Board, the Nomination Committee reviewed the completed Fit and Proper Self-declaration and ensure that candidates process the necessary background, skills, professional expertise, experience, track record, character and integrity. The Nomination Committee also takes into consideration the candidate's experience, competency, character, time commitment and potential contribution to the Group. Any new nomination received is recommended to the Board after a comprehensive assessment by the Nomination Committee. During the FY 2025, the Nomination Committee had interviewed candidates and recommended appointment of one independent director and one executive director to the Board.

The process of assessing the Directors is an on-going responsibility of the entire Board. The Board has put in place a formal evaluation process to annually assess the effectiveness of the Board as a whole and the Board Committees, as well as the contribution and performance of each individual Director. The criteria used, amongst others, for the annual assessment of individual Director includes an assessment of their roles, duties, responsibilities, competency, expertise and contribution. Whereas, the criteria for the assessment of the performance of the Board and Board committees covered composition, processes, accountability, responsibilities as well as the fulfilment of duties.

During FY2025, the Nomination Committee had undertaken the activities stipulated in their terms of reference as mentioned above and based on the assessment on the Board for the FY 2024, the Board is satisfied with the composition, performance and effectiveness of the Board in discharging its roles and responsibilities for the benefits of the Group.

All directors attended at least 50% of all Board meetings held in FY 2025, complying with the minimum 50% attendance as required by Paragraph 15.05 of the Bursa Malaysia Securities Berhad's Listing Requirements. This is evidenced by the attendance record set out in this annual report.

The Board acknowledges the recommendation of the CG Code on the establishment of a gender diversity policy for the Board. In the selection process, there is no plan by the Board to implement a gender diversity policy or target, as the Group adheres to the practice of non-discrimination of any form, whether based on age, gender, race or religion, throughout the Group. This includes the selection on the candidate's skills, expertise, experience, integrity, character, time commitment and other qualities in meeting the needs of the Company, regardless of gender.

In accordance with the Company's Constitution, the newly appointed directors will retire at the subsequent Annual General Meeting and are eligible for re-election by shareholders. The clauses of Constitution also provide that at least one-third (1/3) of the Board including Executive Directors is subject to re-election annually and each director shall stand for re-election at least once every three (3) years.

##### b) Audit Committee

The Audit Committee ("AC") comprises of three (3) members with composition as set out below: -

Directors	Designation
Tan Chuan Gor	Chairperson (Independent Non-Executive Director)
Chen Kuok Chin	Member (Independent Non-Executive Director)
Mok Juan Chek	Member (Independent Non-Executive Director)
Chang Chu Shien	Member (Non-Independent Non-Executive Director) Resigned on 1 April 2024

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### II. BOARD COMPOSITION (CONT'D)

##### 2. Board Committee (Cont'd)

##### b) Audit Committee (Cont'd)

The AC is chaired by an independent non-executive director who is not the Chairman of the Board and the AC comprised exclusively of all non-executive directors with a majority of them are independent. The composition of the Audit Committee currently complies with the Listing Requirements of Bursa Malaysia. The AC Chairman is also a member of the Malaysian Institute of Accountants and all members are financially literate.

During the FY2025, the AC had five (5) meetings. The AC reviewed and recommend the quarterly financial reports, internal audit processes and related party transactions.

Terms of reference and functions of the AC are found on pages 64 and 65 of this Annual Report and is available on the Company's website at [www.tiongnam.com](http://www.tiongnam.com).

##### c) Remuneration Committee

The Remuneration Committee ("RC") was established by the Board on 25 August 2001 to assist the Board in the adoption of fair remuneration practices to attract, retain and motivate Directors. The present composition of the RC is as follows: -

Directors	Designation
Chang Chu Shien	Chairman (Non-Independent Non-Executive Director)
Chen Kuok Chin	Member (Independent Non-Executive Director)
Tan Chuan Gor	Member (Independent Non-Executive Director)

The wealth of experience, skills and competencies of the Board members are detailed in the profile of Directors on pages 27 to 36. The RC is chaired by a Non-Independent Non-Executive Director. The RC comprised exclusively of all non-executive directors with majority of them are independent. The RC has written Terms of Reference which deals with its authority and duties and these terms are disclosed on the company's website at [www.tiongnam.com](http://www.tiongnam.com).

As a fair remuneration is critical to attract, retain and motivate Directors, the RC reviews the proposed remuneration packages with regards to each Director's role, responsibility, and expertise, taking into consideration also the complexity of the Company's activities and performance of the Group.

Business strategic, long-term objectives, responsibilities of Directors, expertise required in the discharge of their duties and the complexity of the Group's business are aligned to the remuneration of Directors.

Drawing from the market information in relation to the profitability, turnover, total assets and types of industry, the RC has certain market information on remuneration of Executive Directors and Non-Executive Directors and ensure the remuneration are comparable with the current market and similar industry. The Company has a Remuneration Policy which describes the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The remuneration of Non-Executive Directors as recommended by RC, the Board agreed and approved by shareholders of the Company. The Non-Executive Directors do not participate in the deliberations and discussion of their own remuneration.

CORPORATE GOVERNANCE OVERVIEW STATEMENT  
(CONT'D)

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**

**II. BOARD COMPOSITION (CONT'D)**

**2. Board Committee (Cont'd)**

**c) Remuneration Committee (Cont'd)**

The remuneration package for Senior Management is studied and reviewed by the Executive Directors and Human Resource Department at the Company level. The final remuneration package for Senior Management is decided and approved by the Executive Directors. The Board is satisfied with the current structure and manner in arriving at the proposed remuneration package for all Directors and the Management.

The Board is committed to the MCCG 2021 recommendation by disclosing the Board's remuneration in detail as below but due to the sensitivity and confidentiality of the information, the remuneration of top five senior management is not disclosed in this Annual Report.

The aggregate remuneration of the Directors of the Group categorized into salaries and bonus and fees are as follows: -

<b>Aggregation Remuneration</b>	<b>Director Fee RM</b>	<b>Salaries &amp; Bonus RM</b>
<b>Non-Executive Directors</b>		
Dato Fu Ah Kiow @ Fu (Oh) Soon Guan	80,000	–
Chang Chu Shien	50,000	–
Chen Kuok Chin	57,000	–
Tan Chuan Gor	75,000	–
Mok Juan Chek	59,000	
<b>Total</b>	<b>321,000</b>	<b>–</b>
<b>Executive Directors</b>		
Ong Yoong Nyock	–	2,072,376
Yong Kwee Lian	–	791,275
Ong Wei Kuan	–	623,616
Christina Ong Chu Voon	–	842,144
Law Tik Long	45,000	495,000
<b>Total</b>	<b>45,000</b>	<b>4,824,411</b>

The top 5 key management of the Company whose remuneration falls within the following bands of RM50,000 is as set out below: -

<b>Range of Remuneration</b>	<b>Number of Key Management</b>
RM 450,001 to RM 500,000	1
RM 600,001 to RM 650,000	1
RM 750,001 to RM 800,000	1
RM 800,001 to RM 850,000	1
RM 2,050,001 to RM 2,100,000	1

The remuneration of key management included salaries and bonus and others.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### II. BOARD COMPOSITION (CONT'D)

##### 2. Board Committee (Cont'd)

##### d) Risk Committee

The Risk Committee was formed on 21 May 2011. The Risk Committee is comprised of three (3) members as follows: -

Directors	Designation
Tan Chuan Gor	Chairperson (Independent Non-Executive Director)
Christina Ong Chu Voon	Member (Non-Independent Executive Director)
Law Tik Long	Member (Non-Independent Executive Director)

The Risk Committee oversees the Risk Working Committee which comprised of Senior Managers of the Group.

The Risk Management Framework was established and designed to monitor and to mitigate the Group's risks associated with operational, financial, market and strategic risks which is reviewed by the Risk Committee and the Board.

Details of Risk Management Framework are disclosed in the Statement of Risk Management and Internal Control on page 67.

##### 3. Attendance of Directors

The meeting attendance of individual Directors at the Board and the Board Committees during the financial year under review (FY2025) are tabled as below: -

Director	Board	Nomination Committee	Audit Committee	Remuneration Committee	Risk Committee
<b>Non-Independent Non-Executive Chairman</b>					
Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan	4/4	–	–	–	–
<b>Non-Independent Managing Director</b>					
Ong Yoong Nyock	4/4	–	–	–	–
<b>Non-Independent Executive Director</b>					
Yong Kwee Lian	4/4	–	–	–	–
Ong Wei Kuan	4/4	–	–	–	–
Christina Ong Chu Voon	4/4	–	–	–	2/2
Law Tik Long	4/4	–	–	–	2/2
<b>Non-Independent Non-Executive Director</b>					
Chang Chu Shien	4/4	–	–	1/1	–
<b>Independent Non-Executive Director</b>					
Chen Kuok Chin	4/4	2/2	5/5	1/1	–
Tan Chuan Gor	4/4	2/2	5/5	1/1	2/2
Mok Juan Chek	4/4	2/2	5/5	–	–

**CORPORATE GOVERNANCE OVERVIEW STATEMENT  
(CONT'D)**

**PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**

**II. BOARD COMPOSITION (CONT'D)**

**4. Directors Training**

The Directors acknowledge that they are required to continue to update themselves on their skills and knowledge to discharge their duties. In order to ensure Directors' continuous professional development, the Board has identified and the Management has enrolled Directors for relevant training needs during the FY2025.

All Directors of the Company have attended the Mandatory Accreditation Programme (MAP) prescribed by the Bursa Malaysia for directors of public listed companies.

The following are the training programme/seminars/forum attended by the Directors in FY2025: -

<b>Name of Director</b>	<b>Topic of programme/seminars/forum</b>
Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan	- Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing
Ong Yoong Nyock	- Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing
Yong Kwee Lian	- Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing
Chang Chu Shien	- Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
Ong Wei Kuan	- Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing
Christina Ong Chu Voon	- Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing
Chen Kuok Chin	- Mandatory Accreditation Programme Part II: Leading for Impact (LIP) - Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing
Tan Chuan Gor	- Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing - Understanding the new National Sustainability Reporting Framework - Tax and Business Summit
Law Tik Long	- Webinar Service Tax 2024: Latest Update for Group A, G & J - Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing - Seminar on SSM Webinar Companies Act 2016 Director Statutory Disclosure - MIA Webinar Series: Optimising Corporate Tax Planning Strategies - Seminar on SSM Webinar: Roles and Responsibilities of Company Secretaries as Compliance Officer under AMLA 2001
Mok Juan Chek	- Unleashing the Transformation power of AI - Anti Bribery & Corruption: S17A Corporate Liability Implementation Awareness Session - Implementation of e-invoice in Malaysia - Awareness Briefing - Economic Outlook for 2nd half of 2024 - Board Ethics, Growing concerns from New Technology, Stakeholder Interest & Conflict of Interest - Tax and Business Summit



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### II. BOARD COMPOSITION (CONT'D)

##### 4. Directors Training (Cont'd)

All the Directors have been advised to attend at least one (1) or more programme/seminar/forum for the new financial year ending 31 March 2026 which have direct relevance to the discharge of their duties and responsibility as Directors and keep abreast with the latest developments in the capital markets, relevant changes in laws and regulations and the business environment from time to time.

The Company Secretaries normally circulates the relevant statutory and regulatory requirements from time to time for the Board's reference and briefs the Board on the updates, where applicable.

The Group Senior Financial Controller and External Auditors also brief the Board members on any changes to the Malaysian Financial Reporting Standards that affect the Group's financial statements for the financial year under review.

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### I. AUDIT COMMITTEE

##### 1. Composition of Audit Committee

It is the Board's commitment to present a balanced and meaningful assessment of the Group's financial performance and prospects at the end of each reporting period and financial year, primarily through the quarterly announcement of Group's results to Bursa Malaysia, the annual financial statements of the Group and Company as well as the Chairman's statement and review of the Group's operations in the Annual Report, where relevant.

The Board is responsible for ensuring that the financial statements give a true and fair view of the state of affairs of the Group and the Company as at the end of the reporting period and of their results and cash flows for the period then ended.

In assisting the Board to discharge its duties on financial reporting, the Board established an Audit Committee, comprising three (3) members as follows: -

Directors	Designation
Tan Chuan Gor	Chairperson (Independent Non-Executive Director)
Chen Kuok Chin	Member (Independent Non-Executive Director)
Mok Juan Chek	Member (Independent Non-Executive Director)

The Chairman of the AC is an Independent Non-Executive Directors who is not the Chairman of the Board. The Board is committed in ensuring the effectiveness and independence of the Audit Committee. This includes to require any former key audit partner to observe a cooling off period of three (3) years before being appointed as a member of AC. No former key audit partners of the external auditors have been appointed to the Board thus far.

The composition of the Audit Committee, including its roles and responsibilities, are set out in the Audit Committee Report on pages 64 to 66 of this Annual Report. One of the key responsibilities of the Audit Committee in its specific terms of reference is to ensure that the financial statements of the Group and Company comply with applicable financial reporting standards in Malaysia and provisions of the Companies Act 2016. Such financial statements comprise the quarterly financial report announced to Bursa Malaysia and the annual statutory financial statements.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### I. AUDIT COMMITTEE (CONT'D)

##### 1. Composition of Audit Committee (Cont'd)

The Board understands its role in upholding the integrity of financial reporting by the Company. Accordingly, the Audit Committee, which assists the Board in overseeing the financial reporting process of the Company, will formalize and adopt a policy for the types of non-audit services permitted to be provided by the external auditors, including the need for the Audit Committee's approval in writing before such services can be provided by the external auditors. To address the "self-review" threat faced by the external audit firm, the procedures to be included in the policy require the engagement team conducting the non-audit services to be different from the external audit team.

The Audit Committee undertakes an annual assessment of the suitability and independence of the external auditors. Areas of assessment include the external auditor's objectivity and independence, adequacy of the experience and resources of the audit firm, size and competency of the audit firm, audit strategy and reporting, partner involvement and audit fees.

In assessing the independence of external auditors, the Audit Committee requires written assurance by the external auditors, confirming that they are, and have been, independent throughout the conduct of the audit engagement with the Company in accordance with the independence criteria set out by the International Federation of Accountants and the Malaysian Institute of Accountants.

The Audit Committee is satisfied with the suitability and independence of the external auditors based on the quality and competency of services delivered, sufficiency of the firm and professional staff assigned to the annual audit as well as the non-audit services performed for the financial year ended 31 March 2025 and has recommended their re-appointment for the financial year ending 31 March 2026.

The terms of reference of the Audit Committee are available on the Company's website at [www.tiongnam.com](http://www.tiongnam.com).

##### 2. Relationship with External Auditors

The Group maintains a transparent and professional relationship with the external auditors in seeking professional advice towards ensuring compliance with accounting standards. External auditors' views, opinions and expertise are sought by Senior Management and Board Members periodically on general accepted accounting principles, financial reporting standards, appropriate disclosures, dealings with authorities and compliances. Discussions with external auditors are held during the finalisation of the annual audited financial statements, quarterly Audit Committee meeting from time to time and on internal control matters.

The AC meets up with the external auditors at least twice a year for the external auditors present their audit plan, audit findings and their comments on the Group's financial statements.

The AC also met once with the external auditors without the presence of the Executive Board members and management during the financial year under review, to allow the AC and the external auditors to exchange independent views on crucial areas which require the AC's attention.

The AC has assessed the suitability and independence of the external auditors vis a vis adequacy of experience and resources of the external auditors before recommending their re-appointment to the Board.

The AC ensures the external audit function is independent of the activities it audits and reviews the contracts for the provision of non-audit services by the external auditors in order to ensure it does not give rise to conflict of interest situation.

The Board, having considered the recommendations by the AC, is satisfied with the level of independent and performance of the external auditors including quality of audit review procedures, adequacy of audit firm's expertise, its resources to carry out the audit work according to the audit plan and the Board had recommended their re-appointment for shareholders' approval at the forthcoming AGM.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### I. AUDIT COMMITTEE (CONT'D)

##### 3. Risk Management and Internal Control Framework

Recognising the importance of risk management, the Group has established a risk management and internal controls framework to identify, evaluate, control, monitor and manage significant business risks faced by the Group on an ongoing basis. The following represent the key elements of the Group's risk management and internal control structure:

- (1) An organizational structure in the Group with formally defined lines of responsibility and delegation of authority;
- (2) Review and approval of annual business plan and budget of all major business units by the Board. This plan sets out key business objectives of the respective business units, the major risks and opportunities in the operations and ensuing action plans;
- (3) Quarterly review of the Group's business performance by the Board, which also covers the assessment of the impact of changes in business and competitive environment.
- (4) Active participation and involvement by the Group Managing Director and Non-Independent Executive Directors in the day-to-day running of the major business and regular discussions with the senior management of smaller business units on operational issues; and
- (5) Monthly financial reporting by the subsidiaries to the holding company.

The Group had formalized its internal audit function by setting up an in-house internal audit team, to carry out internal audits on various operating units within the Group on a risk-based approach based on the annual audit plan approved by the Risk Committee.

The Statement of Risk Management and Internal Control is set out on page 67 of this Annual Report provides an overview of the state of risk management and internal control within the Group.

##### 4. Internal Audit Function

In line with the MCCG 2021 and the Listing Requirements of Bursa Malaysia, the Company has in place an in-house Internal Audit ("IA") function, which reports directly to the Audit Committee on the adequacy and effectiveness of the Group's internal controls. The Audit Committee will ensure the IA is able to function independently and effectively. The internal audit is guided by internal auditing standards promulgated by the Institute of Internal Auditors Inc, a globally recognized professional body for internal auditors. The internal audit is led by Mr Adrian Ong, a Chartered member of Institute of Internal Auditors Malaysia. The internal audit function is carried out in accordance with the Code of Ethics and the International Standards. The internal audit function is independent of the activities it audits and the scope of work it covered during the financial year under review is provided in the Audit Committee Report set out on pages 64 to 66 of this Annual Report.

**CORPORATE GOVERNANCE OVERVIEW STATEMENT  
(CONT'D)**

**PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS**

**I. Communication with stakeholders**

**1. Directors' Responsibility Statement in respect of the Audited Financial Statements**

The Board is responsible to ensure that the financial statements of the Company are drawn up in accordance with the Companies Act 2016 ("CA 2016") and applicable accounting standards in Malaysia. The aforesaid financial statements give a true and fair view of the state of affairs, the results of the operations and cash flows of the Group and the Company for the financial year under review.

The Board has adopted and applied appropriate accounting policies on a consistent basis, made judgements and estimates where applicable which were reasonable and prudent and ensured that applicable accounting standards were followed in the preparation of the Company's audited financial statements for the year ended 31 March 2025. The Company keeps proper accounting and other records which will disclose with reasonable accuracy at any time the financial position of the Company, and which enable the Board to ensure that the audited financial statements comply with the CA 2016 and the applicable approved accounting standards.

**2. Shareholder participation at general meeting**

The Company encourage shareholders' participation in AGM by providing adequate notice. The Company had dispatched its Notice of the 35th AGM held on 24th August 2024 to shareholders more than twenty-eight (28) days before the date of the meeting to allow sufficient time for shareholders to review the Annual Report.

The Annual General Meeting ("AGM") which is the principal forum for shareholder dialogue, allows shareholders to review the Group's performance via the Company's Annual Report and pose questions to the Board for clarification. At the AGM, shareholders participate in deliberating resolutions being proposed or on the Group's operations in general. At the 35th AGM, all Directors attended the AGM virtually through live streaming from the broadcast venue to engage directly with the shareholders and be accountable to their stewardship in the Company. At the 35th AGM, a question & answer session was held where the Chairman of the meeting invited shareholders to raise questions with responses from the directors, management and external auditors.

**3. Communication and engagement with shareholders and prospective investors**

The Board recognizes the importance of accurate, transparent, accountable and timely dissemination of information to the Company's shareholders and prospective investors. The Board observes the Corporate Disclosure Policy issued by the Bursa Malaysia and complies with the disclosure requirements of the Main Market Listing Requirements of Bursa Malaysia.

The various channels of communications are through meetings with institutional shareholders and investment communities, quarterly announcements on financial results to Bursa Malaysia, relevant announcements and circulars, when necessary, the Annual and Extraordinary General Meetings and through the Group's website at [www.tiongnam.com](http://www.tiongnam.com) where shareholders and prospective investors can access corporate information, annual reports, press releases, financial information, company announcements and share prices of the Company. The minutes of Annual General Meeting is published at the Company's website. To maintain a high level of transparency and to effectively address any issues or concerns, the Group has a dedicated electronic mail, i.e. [info.investor@tiongnam.com](mailto:info.investor@tiongnam.com) to which stakeholders can direct their queries or concerns.

However, any information that may be regarded as undisclosed material information about the Group will not be given to any single shareholder or shareholder group.

**4. Investors Relations**

The Company takes into consideration the shareholder's rights to access information relating to the Company and thus, taken measures to enable the Company to communicate effectively with its shareholders, prospective investors, stakeholders and public generally with the intention of giving them a better understanding of the Group's performance and operations.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### **I. Communication with stakeholders (Cont'd)**

##### **5. Poll voting**

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia, all resolutions tabled at the Company's annual general meetings or at any other general meetings (collectively referred as "general meetings") will be voted by way of poll. An independent scrutineer is appointed to validate the votes cast at the general meetings. Where it is more efficient, the Company will employ electronic poll voting. The outcome of all resolutions tabled at the Company's general meetings shall be announced to Bursa Malaysia on the same day after the respective meetings.

##### **6. Leveraging on technology for voting in absentia and remote shareholders' participation**

The Constitution of the Company provides for the use of any available technology or method that allows all shareholders of the Company to participate and to exercise the shareholders' rights to speak and vote at general meeting or any adjournment thereof subject to rules, regulations and laws prevailing. Based on an analysis of the investors, the Company does not have a large number of shareholders and, a large majority of investors are Malaysians. Further, all general meetings are held at a location which is easily accessible to all shareholders. As such, the concern over voting in absentia and/or remote shareholders' participation at AGM are not applicable.

As of now, the Company encourages participation of shareholders through the issuance of proxies when there is indication that shareholders are unable to attend and vote in person at general meetings. However, in the event that physical attendance at any of the Company's general meeting is curtailed and/or not permitted arising from unforeseen circumstances, the use of available technology is prioritised to allow shareholders' full participation including the right to speak and vote at such general meeting.

#### **II. Other Compliance Information**

##### **1. Material Contract**

For the financial year ended 31 March 2025, there were no material contracts involving directors and substantial shareholders in the Company and subsidiaries.

However, recurring related party transactions of a revenue or trading nature in the ordinary course of business which are entered into by the Company and its subsidiaries involving the interest of Mr Ong Yoong Nyock and Madam Yong Kwee Lian, Managing Director and Executive Director respectively and substantial shareholders of the Company and Mr Chang Chu Shien a Non-Independent Non-Executive Director, Mr Ong Wei Kuan a Deputy Managing Director and persons connected to the Directors and/or Substantial Shareholders of the Company, Mr Ong Yong Meng, Mr Ong Weng Seng, Madam Yong Wei Lian and Mr. Wong Swee Siong have been mandated and approved by the shareholders in the Annual General Meeting of the Company held on 24 August 2024.

##### **2. Sanctions and Penalties**

There were no sanctions and penalties imposed by regulatory authorities on the Company, its subsidiaries, Directors and management.

**CORPORATE GOVERNANCE OVERVIEW STATEMENT  
(CONT'D)**

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

**II. Other Compliance Information (Cont'd)**

**3. Audit and Non-Audit Fees**

The audit fees and non-audit fees incurred by the Company and its subsidiaries and payable to the external auditors, Messrs KPMG PLT and its affiliates for the financial year ended 31 March 2025 are as follows: -

	<b>Group (RM'000)</b>	<b>Company (RM'000)</b>
Audit Fees	490	78
Non-Audit Fees	198 [Note 1]	20

Note 1: The non-audit fees are related to tax services and review of statement on risk management and internal control.

**4. Utilisation of Proceeds**

No proceeds were raised from any corporate exercise during the financial year.

**5. Share Buy-Back**

Details of share repurchased during the financial year ended 31 March 2025 are as follows: -

<b>Month</b>	<b>No. of shares repurchases</b>	<b>Lowest price paid (RM)</b>	<b>Highest price paid (RM)</b>	<b>Average price paid (RM)</b>	<b>Total consideration (RM)</b>
April 2024	1,000	0.800	0.800	0.800	801.23
October 2024	1,000	0.780	0.780	0.780	776.23
	2,000				1,577.46

At the end of the financial year, a total of 933,103 of the repurchased shares are being held as treasury shares and carried at cost. There is no resale of treasury shares or cancellation of shares during the financial year.

**6. Recurrent Related Party Transaction of a Revenue or Trading Nature**

All recurrent related party transactions ("RRPTs") are dealt with in accordance with the Main Market Listing Requirements of Bursa Malaysia ("Listing Requirements") and a summary of RRPT Register is tabled for Audit Committee's review and monitoring on quarterly basis.

The nature of transactions with the Related Parties, involving the interest of the Major Shareholders and Directors of the Company, namely Mr Ong Yoong Nyock ("OYN") and Madam Yong Kwee Lian ("YKL") and the following the persons connected to them are as follows: -

- (i) Ms Christina Ong Chu Voon ("COCV"), daughter of OYN and YKL
- (ii) Mr Ong Weng Seng ("OWS") and Mr Ong Yong Meng ("OYM"), both are brothers of OYN
- (iii) Madam Yong Wei Lian ("YWL"), sister of YKL
- (iv) Mr Pan Chee Seng ("PCS"), husband of YWL
- (v) Mr Wong Swee Siong ("WSS"), brother-in-law of YKL
- (vi) Mr Yong Loy Huat ("YLH"), brother of YKL
- (vii) Ms Lim Hooy, wife of OYM

**CORPORATE GOVERNANCE OVERVIEW STATEMENT  
(CONT'D)**

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

**II. Other Compliance Information (Cont'd)**

**6. Recurrent Related Party Transaction of a Revenue or Trading Nature (Cont'd)**

	<b>Transacting Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transactions</b>	<b>Transacted Value (RM'000)</b>
a	Linocraft Printers Sdn Bhd ("LPSB")	LPSB is 70% owned by Charlecote Sdn Bhd ("CSB").  CSB is 50% and 50% owned by OYN and YKL respectively. OYN is a director in LPSB and owned 11% share.	Freight income received from provision of transportation and related services such as forwarding, handling stuffing and unstuffing, container haulage services and general warehousing facilities.  The above services & warehouse facilities are provided by TNLS.	1,791
b	G-Force Sdn Bhd ("GFSB") and the following wholly owned subsidiaries: - Trans-Crest Sdn Bhd ("TC") - GFA Logistics Sdn Bhd ("GFA") and the following wholly owned subsidiaries:	OWS – 39.1% OYM – 39.6%  Both OWS and OYM are directors in GFSB  - TC	Rent payable for general warehouses and coldroom facilities in Shah Alam, Johor Bahru and Sarawak: -  - Lot 16875 & 16876, Mukim Damansara, Shah Alam - Lot 204, Shah Alam - Lot 61383, Bangi - Lot 6 & 19L-Walson 1, Shah Alam - PLO 26, Jalan Cecair, Pasir Gudang - Lot 59703 - Lot 2-30, 32 & 34 - Lot 2-30, 32 & 34 - Lot 640, Blk A, Sarawak - Lot 20L-Walson 3, Shah Alam  The above warehouses and coldroom facilities are provided to TNLS.	30,490

CORPORATE GOVERNANCE OVERVIEW STATEMENT  
(CONT'D)

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

**II. Other Compliance Information (Cont'd)**

**6. Recurrent Related Party Transaction of a Revenue or Trading Nature (Cont'd)**

	<b>Transacting Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transactions</b>	<b>Transacted Value (RM'000)</b>
c	Tiong Wang Movers (JB) Sdn Bhd ("TWM")	OYM – 30% OWS – 70%	Income from rental of office at Lot 30462, Jalan Kempas Baru, Johor Bahru provided by TNLS.	3
		Both OYM and OWS are directors in TWMJB.	Transportation and related services, handling, forklift services, trucking and sale of diesel provided by TNLS & TNLHB.	19
			Charges payable for transportation and related services such as forwarding, handling, forklifts services, labour, repairs, loading and unloading provided to TNLS, JBSB and TNHT.	212
d	Trinity Legend Sdn Bhd ("TLNB")	OYN – 50% OWK – 50%	Rent payable of office at Lot 28689, Lot 28721 and Lot 28722 provided to TNLS.	5,445
		Both OYN and OWK are directors in TLNB.		
e	Fastrans (M) Sdn Bhd ("FTSB")	OYN – 70% YKL – 30%	Rent payable for rental of office block at Lot 30462, Jalan Kempas Baru, Johor Bahru provided to TNLS.	5,110
		OYN and OWK are directors in FTSB.	Sale of diesel provided by TNLHB.	



CORPORATE GOVERNANCE OVERVIEW STATEMENT  
(CONT'D)

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

**II. Other Compliance Information (Cont'd)**

**6. Recurrent Related Party Transaction of a Revenue or Trading Nature (Cont'd)**

	Transacting Party	Nature of Relationship	Nature of Transactions	Transacted Value (RM'000)
f	GF Equipment Rental Sdn Bhd ("GFERSB") and the following wholly owned subsidiaries:  - GF Forklift Services (Penang) Sdn Bhd ("GFFSSB") - G-Force Equipment Services Sdn Bhd ("GFESSB") - Mach 1 Hyster Sdn Bhd ("M1HSB") - Mach 1 Equipment Services ("M1ES") 80% owned subsidiary:  - Mach 1 Heavylift & Equipment Sdn Bhd ("M1HESB")	OYN – 25% PCS – 20% OWK – 9% COCV – 9%  Both OWK and PCS are director in GFERSB.	Freight income received from provision of transportation and related services such as forwarding and handling, stuffing and unstuffing, and sales of diesel, sales of canvas provided by TNLS and TNLHB.  Charges payable for rental of crane & forklifts provided to TNLS, TNS, TNHT, TNEE, TNLSB and PTSB.  Rental income for office at Lot 2-13, Shah Alam provided by TNLS.	385  11,786  20
g	Potential Landscape Sdn Bhd ("PLSB")	OYN – 35% OWK – 25%  Both OYN and OWK are director in PLSB.	Income from project management provided by TNP.  Charges payable for agent fee by FVSB.	71  –
h	Ontime Privilege Sdn Bhd ("OPSB")	OYN – 64% YWL – 5%  Both OYN and OWK are director in OPSB.	Income from project management provided by TNP.	71
i	Gold Vista Realty Sdn Bhd ("GVR")	OYN is the director in GVR.	Income from project management provided by TNLS.	23
j	Lim Hooy	Spouse of OYM	Rent payable for hostel at C-08-02 and C-09-06 provided to TNLS.	40
k	Nadi Eltra Sdn Bhd ("NESB")	OYN – 89% YKL – 11%  Both OYN and YKL are directors in NESB.	Rent payables for warehouse at PTD 148494 provided to TNLS.	1,750

(CONT'D)

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

## II. Other Compliance Information (Cont'd)

**6. Recurrent Related Party Transaction of a Revenue or Trading Nature (Cont'd)**

The nature of transactions with Related Parties of which the Director of the Company, Mr Ong Wei Kuan (“OWK”) is a shareholder and a director and therefore has financial interest in the Company are as follows: -

	Transacting Party	Nature of Relationship	Nature of Transactions	Transacted Value (RM)
a	Semangat Forwarding Agent Sdn Bhd ("SFA")	OWK – 5.5%	<p>Income from rental of office provided by TNLS &amp; GFLS: -</p> <ul style="list-style-type: none"> <li>- Lot 2, Padang Besar</li> <li>- Lot 24, Pasir Gudang</li> <li>- D28A, Pelabuhan Tanjung Pelepas</li> <li>- Lot 5, Port Klang</li> </ul> <p>Freight income received from provision of transportation and related services such as forwarding and handling, stuffing and unstuffing provided by TNLS and TNAC.</p> <p>Charges payable for forwarding, custom clearance and related services, telephone, handling, stuffing and unstuffing, postages and travelling charges provided to TNLS and TNS.</p>	<p>210</p> <p>65</p> <p>7,675</p>
b	Dynamic Tyre Sdn Bhd ("DTSB")	OWK – 7%	<p>Income from rental of warehouse at Lot 30462, Jalan Kempas Baru, Johor Bahru provided by TNLS.</p> <p>Freight income received from provision of transportation services provided by TNLS.</p> <p>Charges for purchase of tyres and accessories provided to TNLS, FEWLSB, FFSB, PESB, SASB, TNLSB, TNHT, BPSB, TNEE and GFLS.</p>	<p>72</p> <p>8</p> <p>5,724</p>

**CORPORATE GOVERNANCE OVERVIEW STATEMENT  
(CONT'D)**

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

**II. Other Compliance Information (Cont'd)**

**6. Recurrent Related Party Transaction of a Revenue or Trading Nature (Cont'd)**

The nature of transactions with Related Parties of which the Director of the Company, Mr Ong Wei Kuan ("OWK") is a shareholder and a director and therefore has financial interest in the Company are as follows (Cont'd) : -

	<b>Transacting Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transactions</b>	<b>Transacted Value (RM)</b>
c	TN Engineering Sdn Bhd ("TNE") and the following subsidiaries: - Power Auto Marketing Sdn Bhd ("PAM") (70%)	OWK – 10%	Income from freight and sales of diesel provided by TNLS and TNLHB.  Income from rental of warehouses and showroom, offices and service centre in Kuantan provided by TNLS: - Lot 203D, Gebeng Industrial Estate, Kuantan - Lot 92, 93, 94 & 240, Shah Alam - Lot 204, Shah Alam.  Charges payable for repairs and maintenance of lorries (including smash repairs), forklifts, mobile cranes and motor vehicles rendered to TNLS, ASSB, PTSB, FEWLSB, PESB, SASB, TNLBS, TNHT, TNEE, TNLHB and TTT.	304  510  5,313

The nature of transactions with a Related Party of which the Director of the Company, Mr Chang Chu Shien ("CCS") is a shareholder and a director and therefore has financial interest in the Company are as follows: -

	<b>Transacting Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transactions</b>	<b>Transacted Value (RM)</b>
a	Straits View Hotel Sdn Bhd ("SVH")	CCS – 19.6%  CCS is a director in SVH.	Rent payable for general warehouses in Shah Alam provided to TNLS. - Lot 2-43 & 2-45, Lion Industrial Park, Shah Alam - Lot 2-13, Lion Industrial Park, Shah Alam	1,330

**Statement on Compliance**

The Board will continue to strive for sound standards of corporate governance throughout the Group. Presently, the Board is of the view that the Company has, in all material aspects satisfactory complied with the principles and practices set out in the Code, except for the departures set out in the CG Report.

STATEMENT ON DIRECTORS' RESPONSIBILITY  
**IN RELATION TO THE AUDITED FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 31 MARCH 2025

The Directors are required by the Companies Act 2016 to prepare financial statements which give a true and fair view of the state of affairs of the Company and its subsidiaries as at the end of each financial year and of the profit and loss for that period.

In preparing the financial statements as set out on pages 78 to 152 of this Annual Report, the Board has ensured that appropriate accounting policies have been consistently applied, make reasonable and prudent judgements and estimates in accordance to applicable accounting standards and provision of Companies Act 2016 subject to any explanations and any material departures disclosed in the notes to the financial statements.

The Directors are responsible for ensuring that the Company and its subsidiaries keep accounting records which disclose with reasonable accuracy financial positions of the company and its subsidiaries and which enable them to ensure the financial statements comply with the Companies Act 2016. The Directors have the general responsibility for taking such steps as are reasonable open to them to safeguard the assets of the Group and to prevent and to detect fraud and other irregularities.

# AUDIT COMMITTEE REPORT

## TERMS OF REFERENCE OF AUDIT COMMITTEE

### 1. Objectives

The principal objectives of the Audit Committee are as follows: -

- a. To ensure quarterly results and the annual financial statements of the Group: -
  - i. have been prepared in accordance with generally accepted accounting principles and comply with all statutory and the Bursa Malaysia Securities Berhad requirements; and
  - ii. provided by the management are realistic and reliable.
- b. To identify and review business risks and ensure that the Group system of internal control is effective and measures implemented have been adhered to by the management and staff of the Group.
- c. To ensure that internal and external exceptional findings in relation to compliance with the Authorities and the Bursa Malaysia Securities Berhad requirements are corrected and measures be implemented to avoid recurrent.

### 2. Composition of Audit Committee

- a. The Audit Committee Members are to be appointed by the Board of Directors.
- b. The Audit Committee shall comprise of at least 3 Directors of the Company.
- c. Majority members must be independent non-executive Directors.
- d. At least one (1) member to be a Malaysian Institute of Accountants member or has passed examination specified in Part I of the First Schedule of the Accountants Act 1967 or a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967 (with at least 3 years of working experience).
- e. The Chairman shall be an independent non-executive Director approved by the Board.
- f. No alternate director shall be appointed as a member of the Audit Committee.
- g. In the event that any vacancy arising from reasons such as retirement, resignation, death, removal of a member of the audit committee or for any other reasons, the Board shall ensure the vacancy be filled within three (3) months to ensure compliance of the Listing Requirements.
- h. The Board shall review the term of office of the Audit Committee members not less than every three (3) years and may reappoint the existing members after the review and/or to appoint new members to the Audit Committee from time to time as and when they think is appropriate.

### 3. Duties & Responsibilities

The main duties & responsibilities of the Audit Committee shall be: -

- a. To review the quarterly results and annual financial statements of the Group: -
  - i. To ensure that they have been prepared in accordance with generally accepted accounting principles and that all statutory requirements have been complied with.
  - ii. To ensure quarterly results and annual financial statements are true and fair.
- b. To identify and review business risks, the effectiveness of internal control with the internal and external auditors.
- c. To discuss with internal and external auditors in relation to the scope of the audit and audit procedures.
- d. To discuss with internal and external auditors and to report to the Board of Directors significant results and findings.
- e. To consider and recommend the appointment of external auditors, the audit fees and any question of resignation or dismissal.
- f. To review recurrent related party transactions and ensure that the transactions are entered into at arm's length basis and have benefits in term of revenue, efficiency, improving the profile and increasing customer base of the Group.
- g. To consider any other functions that may be required and agreed to be undertaken by the Audit Committee and the Board of Directors.
- h. Overseeing the internal audit functions.



## AUDIT COMMITTEE REPORT (CONT'D)

### TERMS OF REFERENCE OF AUDIT COMMITTEE (CONT'D)

#### 4. Quorum

The quorum for Audit Committee meeting shall be a majority of members present at the meeting whom must be independent Directors.

#### 5. Meeting

- a. The Audit Committee shall meet not less than four (4) times per annum.
- b. Directors who are non-members and/or employees may attend any particular meeting only at the audit committee's invitation, specific to the relevant meeting to provide explanation and expertise advice.
- c. The appointed secretary (usually company secretary) shall take minutes for all proceedings and matters discussed as well as make record attendance for all members and invitees. All minutes of meeting shall be circulated to every member of the Board.

#### 6. Authority

The Audit Committee is authorised by the Board and at the expenses of the Group: -

- a. To investigate any matters within its term of reference.
- b. Have full and unrestricted access to any information of the Group.
- c. To be able to obtain independent professional and other advice.

### MEMBERS AND MEETINGS

The Audit Committee (AC) has a total of three (3) members and has held five (5) meetings during the financial year. The members of the AC and their attendance are as follows:

Name of members	Attendance
Madam Tan Chuan Gor Independent Non-Executive Director	5/5
Mr Chen Kuok Chin Independent Non-Executive Director	5/5
Mr Mok Juan Chek Independent Non-Executive Director (Appointed on 1 April 2024)	5/5

The Agenda, internal audit reports and unaudited quarterly results are prepared and distributed to the members for discussions and considerations and approval in the quarterly meetings held by the AC. Minutes of the quarterly meetings are made available to the full Board.

## AUDIT COMMITTEE REPORT (CONT'D)

### SUMMARY OF ACTIVITIES

The AC activities for the financial year ended are as follows:

1. Review of unaudited quarterly results for announcement prior to the submission to the Board for approval. The AC communicated with the external auditor with particular focus on significant matters highlighted including financial reporting issues, significant judgments made by the Management, significant and unusual events or transactions, and how these matters are addressed; and compliance with the applicable approved accounting or auditing standards in Malaysia and other legal and regulatory requirements.
2. The AC, internal auditor and external auditors met to discuss Group unaudited quarterly reports and internal control procedures in respect of financial year ended 31 March 2025, final audited Financial Statement for the financial year ended 31 March 2024 and matters arising for the Audit of the Financial Statement for the year ended 31 March 2024.
3. Assessed the independence and objectivity of external auditor prior to the appointment for non-audit services. Based on the assessment, the Audit Committee is satisfied that there is no conflict of interest situation.
4. Reviewed quarterly audit work performed by the Internal Audit department, findings and actions taken to further strengthen the internal control system. In its oversight over the Internal Audit function, the AC approved the internal audit framework and the annual audit plan to ensure adequate scope and comprehensive coverage over the activities of the Group and ensured that all high-risk areas are audited at least annually.
5. Reviewed recurrent related party transactions for the pricing to ensure that they are comparable to market price and that the transactions are entered into on arm's length basis and benefits the Group in terms of revenue, efficiency, improving the profile and increasing the Group's customer base.

### INTERNAL AUDIT ACTIVITIES

During the year under review, the Group Internal Audit Department has performed audit on the branches operation and management, anti-bribery and anti-corruption compliance with Section 17(A) of the MACC Act 2009, human resource – hiring process and payroll and recurrent related party transactions. Areas which AC evaluated and monitored during the year:

- a) internal audit plan and resources planning requirements for the financial year;
- b) internal audit issues, recommendations and the management responses to rectify and improve the system of internal control; and
- c) the implementation of programmes recommended by internal auditors arising from its audits in order to obtain assurance that all key risks and controls are fully dealt with.

The internal audit findings have been summarized and distributed to the member of the AC in their scheduled quarterly audit committee meeting.

### INTERNAL AUDIT FUNCTION

The internal audit function is performed in-house and the cost incurred in respect of financial year 2025 is approximately RM 258,000.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors (“Board”) recognises the importance of sound risk management practices and internal controls to safeguard shareholders’ interest and assets of the Group. The Board of Directors acknowledges its responsibility for the adequacy and the integrity of the Group’s system of risk management and internal control which includes the establishment of an appropriate control environment and risk framework, as well as reviewing its adequacy and effectiveness. By virtue of the nature of its business activities, the Board considers its strategic risk appetite and seeks to minimise risks at operational level.

The Board is of the view that the risk management framework and internal control system are designed, implemented and monitored to mitigate the Group’s risks. There are inherent limitations to any system of internal control and the system is designed to manage and minimise impact within an acceptable risk appetite, rather than eliminate the risk of failure to achieve the policies, goals and objectives of the Group. In view of these, it can only provide reasonable but not absolute assurance of effectiveness against operational oversight which may result in material misstatement of management and financial information or against financial losses and fraud.

The risk management and internal control system have been in place for the financial year under review and up to the date of approval of this statement. However, this statement does not include the state of risk management and internal control of the Group’s associate companies and joint venture, which have not been deal with as part of the Group.

The Board is of the opinion that the risk management and internal control system were adequate to address the risks of the Group.

### Group Risk Management Objectives

- Ensure the continuity of business.
- Safeguard the assets of the Group.
- Safeguard the interest of all shareholders.
- Ensure the continuity of its quality service to customers at all times.
- Preserve the safety and health of its employees.
- Promote an effective risk awareness culture where risk management is an integral aspect of the Group’s operation and management systems.
- Ensure compliance with the Malaysian Code of Corporate Governance and all applicable laws.

### Risk Management Framework

Risk Committee was established by the Board to undertake the responsibility of reviewing the development of risk management framework, align with business and operational requirements which supports the maintenance of a strong control environment. The Group has established an on-going process for identifying and documenting major risks, evaluating the potential impact and likelihood of their occurrence and mitigating controls. This process is reviewed by the Risk Committee and the Board.

At the operational level, a Risk Working Committee (RWC) was established. The members of RWC consist of all Heads of Department within the Group. RWC is responsible for identifying business risks relevant to the business growth and strategy of the Group, maintaining, monitoring and evaluating the effectiveness of the risk management system on an on-going basis. The risk governance structure is aligned across business units and subsidiaries of the Group through the streamlining of the risk frameworks, policies and organisational structures in order to embed and enhance the risk management and risk culture based on the Group’s growth and expansion plan. RWC presents the updated risk register to the Risk Committee for review on an annual basis.

The key aspects of our risk management framework are as follows:-

- **Identification of specific risk areas**

Annual risk survey is carried out by RWC with involvement of Heads of Department for identifying risks posed to the Group. Risks identified are assessed and discussed by the RWC based on the Group’s business environment, incident analysis, findings of internal audits and analysis of the Group’s performance relative to the business growth and strategy.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

### **Risk Management Framework (Cont'd)**

The key aspects of our risk management framework are as follows (Cont'd) :-

- **Evaluation of the causes and consequences**

Risk analysis and evaluation is carried out using scenario based assessments to assess the potential impact to the Group.

- **Managing and rating of risk**

Risks identified are assessed based on their likelihood of occurrence and their impact to the Group.

- **Risk mitigation and action plan**

Implementation of tactical solutions to soften or mitigate risks, including preventive and detective controls and measures.

- **Implementation and monitoring**

Risk management principles, policies, procedures and practices are updated regularly to ensure relevance and compliance with current applicable laws and regulations, and are made available to all employees. The Group also had adopted an Anti-Bribery and Anti-Corruption (ABAC) Framework. The Framework provides broad principles, strategy and policy for the Group to adopt in relation to corruption in order to promote high standards of integrity. The Framework establishes robust and comprehensive programmes and controls for the Group as well as highlights the roles and responsibilities at every level.

### **Significant or Principal Risks**

The Group has identified the following risks that are significant to the business operations.

#### **Market Risks**

- **Loss of key customers**

Loss of key customers due to macroeconomic downturn, other market conditions and stiff competition. The Group has various measures in place, amongst others, allocating key personnel to manage and maintain good relationship with key customers.

- **Escalating cost of services including crude oil prices fluctuation**

The price of diesel is subject to market volatility which in turn affects the Group's profitability. In addition, other related cost of services may also be indirectly affected by the fluctuation in crude oil prices. We model our business plans across a broad range of market and economic scenarios and take account of alternative economic outlooks within our overall business strategy.

#### **Operational Risks**

- **Warehouses and assets management**

The Group has a number of material sized business premises and warehouses which are vital to the business operations. The risk of fire, natural disasters such as flood and civil or labour unrest may result in significant losses to the Group. The Group addresses this risk by periodic review on the adequacy of the fire insurance coverage, including business interruption cover. On-going safety trainings and audits are conducted from time to time.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

### Operational Risks (Cont'd)

- **Loss of Key Personnel**

The Group has continuous business strategies which identify Key Personnel who are responsible to their operating business centre.

They include short term and long term measures with retention plan and continuous training and to gradually develop a fully integrated operating systems which could minimise the dependency of Key Personnel.

- **Health and safety**

The Group has a Health and Safety Policy in place to protect the well-being, health and safety of all our employees, customers, suppliers and general public. As the disease of Covid-19 in Malaysia has transitioned into endemic phase, the Group continuously monitors and updates the standard operating procedures and policies following the guidelines and recommendations from the Ministry of Health (MOH).

### Financial Risks

- **Credit risk**

The Group is exposed to financial risk arising from the inability to recover debts which may affect the Group's profitability, cash flows and funding. In response to this risk, the Group has credit control policy in place to evaluate and assess credit application of new customers. Credit control department is tasked to monitor and follow up payment with customers to mitigate long overdue debts.

- **Liquidity risks**

The Group is aware of the economic downturn on global scale resulting from the pandemic, the Group seeks to reduce overheads, in order to improve operational efficiency and meet its ongoing operating cash requirements. The goal of the Group's liquidity risk management is to minimise the effects of the changes in financial markets on the Group's profit and equity. The policy for managing financial risks is based on the guidelines approved by the Board of Directors. Finance and operations are tasked to manage the Group's cash flow to ensure there are adequate funds available for operational purposes.

### Code of Conduct and Ethics

The Group had set out the Code of Conduct and Ethics that including all its subsidiaries, affiliates and or related companies, and was made available in the Group's website.

This Code of Conduct and Ethics clarifies the standards of behaviour that Tiong Nam Group expects of all Employees, and it affirms Tiong Nam Group's belief in responsible social and ethical behaviour from all Employees.

### Anti-Bribery and Anti- Corruption Policy

The Group has Anti-Bribery and Anti-Corruption (ABAC) Framework in place to promote high standards of integrity for its directors, employees, partners or persons who perform services for or on behalf of the Group. The ABAC Policy is published on the Company's website outlines the Group's commitment to conducting business ethically in compliance with all applicable anti-bribery and anti-corruption laws of every country in which the Group operates in.

The ABAC Policy of the Group is in compliance with the Malaysia Anti-Corruption Commission (MACC) Act 2009 Amendment (May 2018), includes new Corporate Liability Provision under the Section 17(A), which became effective on 1 June 2020 whereby the organisation (Company and Top Management) is equally liable for any corruption committed by person associated to the organisation, unless the organisation can demonstrate that it has adequate procedures in place to prevent corruption.

Reports of any concern or suspicion may be emailed to the whistleblowing mail box.



## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

### Whistle Blowing Policy

The Group adopted a whistle blowing policy, providing an avenue for employees and external parties to report actual or suspected malpractice, misconduct or violations of the Group's policies and regulations in a safe and confidential manner.

### Internal Audit Function

The Internal Audit Function undertakes regular reviews of the Group's operations and business processes according to the approved annual audit plan, to examine and evaluate the adequacy and effectiveness of financial and operating controls and highlights significant risks and non-compliance impacting the Group. Where applicable, Internal Audit provides recommendations to improve on the effectiveness of risk management, control and governance processes. Management will follow up and review the status of actions on recommendations made by the internal auditors and external auditors. Audit reviews are conducted according to risk-based approach, in line with the Group's objectives and policies in the context of its evolving business and regulatory environment, taking into consideration inputs from senior management and the Board.

### Key Elements of Internal Control

The Audit Committee and Senior Management are conscious of the importance of maintaining a sound internal control system. The Group's system of internal control is embedded in the day to day operational and management processes.

The Board of Directors, Audit Committee and Senior Management are aware of the significance of risk management and internal control in the planning and day to day conduct of the Group's business activities. Therefore, procedures had been established for the Company and its subsidiaries, to ensure the adequacy and integrity of the Group's internal control and management information systems. These procedures are intended to provide an ongoing process of identifying, evaluating, monitoring and managing the significant risks faced by the Group. These procedures are subject to regular reviews by the Board of Directors.

The following main processes of internal control are embedded in the day to day operations of the Group with continuing effort to improve the processes:

- 1 Credit policies are established for new customers such as credit terms and limits, amount of deposit required for long term rental of trucks and warehouses. Credit Control Committee has been established to provide stringent control when approving new customers' credit applications.  
  
Credit control review is conducted by Credit Control Department and Marketing personnel on a regular basis and exceptions are highlighted from time to time for consideration by senior management.
- 2 Information provided by Information Technology from written programs and developed software for Operations, Billing, Logsheet, Driver Information, Inventory Management, Human Resources and Accounts are reviewed by Internal Audit for accuracy to ensure that there is integrity in the information provided. Audit trails and check and balance are provided for analysis for accuracy of information.
- 3 Goods in transit are insured for selected customers. Other customers have been advised to take their own insurance cover for loss or damage to their goods. Similarly all warehouses are insured for fire risks. Both goods in transit for selected customers and fire risks insurance covers are reviewed periodically for their adequacy and renewed on an annual basis.
- 4 Customers are invoiced in accordance to authorised quotations with attached documents such as endorsed customs documents and delivery orders.
- 5 Payments made are adequately verified and approved with attached purchase orders and invoices.
- 6 Group Internal Audit monitors compliance on policies and procedures and the effectiveness of the system of internal control and any significant non-compliance from policies and procedures are highlighted and corrected.
- 7 Drivers are given continuous training especially on defensive driving skill. Safety manuals have been compiled for drivers in relation to safer ways to drive a truck, handling of goods and documents, preventing hijacks and other safety measures.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

### Key Elements of Internal Control (Cont'd)

Business risks and system of internal control are reviewed regularly in line with new customers' requirements and extension of existing business activities.

Group Internal Audit Department carries out the internal audit work on a planned and ad hoc basis on the Group's system of internal control and reports to the Audit Committee on a quarterly basis in the scheduled Audit Committee meetings.

During the year under review, the Group Internal Audit Department has performed audits on different aspects, focusing on branches and hotel operations and controls, compliance of environmental, health and safety program, implementation and effectiveness of anti-bribery and anti-corruption in accordance with Section 17(A) of the MACC Act 2009, adequacy of labour practice on foreign workers in accordance with Employment Act 1955 and transaction review for recurrent related party transactions.

### Effectiveness of Internal Control

The review and assurance of the system of internal control is an ongoing process. It is continuously reviewed by the Internal Audit and Audit Committee and weaknesses and incidents of non-compliance with policies and procedures are highlighted to the management for its further improvement actions to achieve business objectives.

### Assurance from Management

The Board has received assurance from the Group Managing Director and Chief Financial Officer that the Group's risk management and internal control system are operating adequately and effectively in all material aspects, based on the risk management and internal control system adopted by the Group.

### 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 March 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 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, or 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.

### Conclusion

The Board of Directors is of the view that the risk management and internal control system are satisfactory and have not resulted in any material losses that would require disclosure in the Annual Report for the year ended 31 March 2025 up to the date of this statement.

# DIRECTORS' REPORT

## FOR THE YEAR ENDED 31 MARCH 2025

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 March 2025.

### PRINCIPAL ACTIVITIES

The principal activities of the Company consist of investment holding and trading of diesel and petrol. The principal activities of its subsidiaries are disclosed in Note 5 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

### SUBSIDIARIES

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

### RESULTS

	Group RM'000	Company RM'000
Profit for the year attributable to:		
Owners of the Company	42,647	8,597
Non-controlling interests	1,065	–
	<u>43,712</u>	<u>8,597</u>

### RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year under review except as disclosed in Note 14 to the financial statements.

### DIVIDENDS

Since the end of previous financial year, the amount of dividends paid by the Company were as follows:

- i) In respect of the financial year ended 31 March 2025:
- a share dividend (equivalent to 1.84 sen per share) of 1 treasury share for every 40 ordinary shares held (amounting in total 12,850,192 treasury shares) totalling RM9,444,891 declared on 12 November 2024 and crediting into the entitled depositors' securities accounts of the shareholders maintained with Bursa Malaysia Depository Sdn. Bhd. on 18 December 2024.

The Directors do not recommend any final dividend for the financial year ended 31 March 2025.

**DIRECTORS' REPORT  
(CONT'D)**

**DIRECTORS OF THE COMPANY**

Directors who served during the financial year until the date of this report are:

Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan  
Mr. Ong Yoong Nyock\*\*  
Mdm. Yong Kwee Lian\*\*  
Mr. Chang Chu Shien  
Mr. Ong Wei Kuan\*\*  
Mr. Chen Kuok Chin  
Ms. Christina Ong Chu Voon\*\*  
Mdm. Tan Chuan Gor  
Mr. Law Tik Long\*\*  
Mr. Mok Juan Chek (appointed on 1 April 2024)

\*\* These Directors are also Directors of the Company's subsidiaries.

The names of the Directors of the Company's subsidiaries in office since the beginning of the financial year to the date of this report (not including those Directors listed above) are:

Mr. Yong Loy Huat  
Mr. Tham Yick Fun  
Mr. Khoo Kim Leong  
En. Mohd. Nizam bin Md. Shariff  
Pn. Siti Supiah binti Hj. Jaffar  
En. Mhd Yusoff bin Ab Rahman  
Mr. Liew Chee Long  
Pn. Rohana binti Annuar  
Mr. Derrick Yap Khiam Wee (resigned on 1 April 2024)

**DIRECTORS' INTERESTS IN SHARES**

The direct 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 (including the interests of the spouses or children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows:

Name of Directors	Number of ordinary shares			
	At 1 April 2024/ date of appointment '000	Bought/ via distribution '000	Sold '000	At 31 March 2025 '000
<b>Company</b>				
<b>Direct interest</b>				
Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan	765	19	—	784
Mr. Ong Yoong Nyock	128,601	3,215	—	131,816
Mdm. Yong Kwee Lian	6,650	166	—	6,816
Mr. Chang Chu Shien	2,080	52	—	2,132
Mr. Ong Wei Kuan	255	6	—	261
Mr. Law Tik Long	45	1	—	46
Mr. Mok Juan Chek	30	1	—	31
<b>Deemed interest</b>				
Mr. Ong Yoong Nyock	145,899	3,647	—	149,546
Mdm. Yong Kwee Lian	267,850	6,696	—	274,546
Mr. Chen Kuok Chin	1,227	30	—	1,257

## DIRECTORS' REPORT (CONT'D)

### DIRECTORS' INTERESTS IN SHARES (CONT'D)

Name of Directors	Number of ordinary shares			At 31 March 2025 '000
	At 1 April 2024 '000	Bought/ via distribution '000	Sold '000	
Subsidiaries				
<i>Mr. Ong Yoong Nyock's and Mdm. Yong Kwee Lian's deemed interest in:</i>				
- TNTT Packages Express Sdn. Bhd.	90	—	—	90
- Tiong Nam Resources Sdn. Bhd.	30	—	—	30
- Japan Original Electric (M) Sdn. Bhd.	408	—	—	408
- TNTT Packages Express Pte. Ltd.	5	—	—	5
- Tiong Nam Industry Sdn. Bhd.	158	—	—	158
- Memori Pintar Sdn. Bhd.	7	—	—	7
- Bagus Cekal Sdn. Bhd.	700	—	—	700
- Tiong Nam Distribution Sdn. Bhd.	255	—	—	255
- Tiong Nam Logistics Vietnam Co., Ltd.	102	—	—	102

Mr. Ong Yoong Nyock's deemed interest represents shares held by his spouse, Mdm. Yong Kwee Lian, his son, Mr. Ong Wei Kuan, and by companies in which he and his spouse have substantial financial interests. Mdm. Yong Kwee Lian's deemed interest represents the shares held by her spouse, her son and by companies in which she and her spouse have substantial financial interests. Mr. Chen Kuok Chin's deemed interest represents shares held by his spouse.

In addition to Mr. Ong Yoong Nyock's and Mdm. Yong Kwee Lian's deemed interests in the ordinary shares of the subsidiaries as disclosed above, by virtue of their substantial interests in the shares of the Company, they are also deemed to have interest in the ordinary shares of all the wholly-owned subsidiaries of the Company as disclosed in Note 5 to the financial statements during the financial year to the extent that the Company has an interest.

None of the other Directors holding office at 31 March 2025 had any interest in the ordinary shares of the Company and of its related corporations during the financial year.

### DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than those shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.



## DIRECTORS' REPORT (CONT'D)

### DIRECTORS' BENEFITS (CONT'D)

The Directors' benefits paid to or receivable by Directors in respect of the financial year ended 31 March 2025 are as follows:

	From the Company RM'000	From subsidiary companies RM'000
Directors of the Company:		
Fee	366	–
Remuneration	52	4,950
	<u>418</u>	<u>4,950</u>
Trading between companies in which certain Directors/Directors' close family members who have substantial financial interests and certain companies in the Group in the ordinary course of business		
- Sales	345	2,964
- Purchase	–	74,877
	<u>345</u>	<u>77,841</u>

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.

### ISSUE OF SHARES

There were no changes in the issued and paid-up capital of the Company during the financial year.

### 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, the total amount of premium paid for insurance effected for Directors and officers of the Company was RM10,810.

There were no indemnity given to or insurance effected for auditors of the Company during the financial year.

## DIRECTORS' REPORT (CONT'D)

### 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) all known bad debts have been written off and adequate provision has been made for doubtful debts, and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

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

- i) that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value 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 that would render any amount stated in the financial statements of the Group and of the Company 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.

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

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 March 2025 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

**DIRECTORS' REPORT  
(CONT'D)**

**AUDITORS**

The auditors, KPMG PLT, have indicated their willingness to accept re-appointment.

The details of remuneration paid by the Group and the Company to auditors of the Group and the Company during the financial year are as follows:

	<b>Group RM'000</b>	<b>Company RM'000</b>
<b>Auditors' remuneration</b>		
Statutory audit		
- KPMG PLT	490	78
- Other auditors	86	–
Non-audit fees		
- KPMG PLT	19	9
- Local affiliates of KPMG PLT	179	11
	<u>774</u>	<u>98</u>

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:

**Ong Yoong Nyock**  
Director

**Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan**  
Director

Date: 24 July 2025

# STATEMENTS OF FINANCIAL POSITION

AS AT 31 MARCH 2025

	Note	Group 2025 RM'000	2024 RM'000	Company 2025 RM'000	2024 RM'000
<b>Assets</b>					
Property, plant and equipment	2	1,106,999	1,156,062	158	43
Right-of-use assets	3	386,315	356,097	2,559	1,458
Investment properties	4	1,216,052	818,384	38,150	38,150
Investments in subsidiaries	5	–	–	59,824	47,374
Investments in associates	6	93,127	67,226	93,701	64,683
Investment in a joint venture	7	–	40	–	–
Inventories	8	111,157	110,392	–	–
Deferred tax assets	9	17,764	14,087	–	–
Trade and other receivables	10	57,679	90,398	235,958	271,510
<b>Total non-current assets</b>		<b>2,989,093</b>	<b>2,612,686</b>	<b>430,350</b>	<b>423,218</b>
Inventories	8	113,674	116,129	816	371
Contract assets	11	6,689	–	–	–
Trade and other receivables	10	228,556	229,115	4,584	6,472
Current tax assets		12,811	6,878	–	–
Other investments	12	11	14,116	–	14,105
Cash and cash equivalents	13	8,738	10,698	431	444
<b>Total current assets</b>		<b>370,479</b>	<b>376,936</b>	<b>5,831</b>	<b>21,392</b>
<b>Total assets</b>		<b>3,359,572</b>	<b>2,989,622</b>	<b>436,181</b>	<b>444,610</b>
<b>Equity</b>					
Share capital	14	200,236	200,236	200,236	200,236
Reserves	14	867,499	748,356	208,614	200,019
<b>Equity attributable to owners of the Company</b>		<b>1,067,735</b>	<b>948,592</b>	<b>408,850</b>	<b>400,255</b>
<b>Non-controlling interests</b>	5	<b>10,319</b>	<b>10,054</b>	<b>–</b>	<b>–</b>
<b>Total equity</b>		<b>1,078,054</b>	<b>958,646</b>	<b>408,850</b>	<b>400,255</b>

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

STATEMENTS OF FINANCIAL POSITION  
AS AT 31 MARCH 2025  
(CONT'D)

		Group		Company	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Liabilities</b>					
Lease liabilities		81,766	88,725	2,513	1,412
Deferred tax liabilities	9	118,262	105,007	4,785	4,784
Other payables	15	29,795	23,955	–	–
Loans and borrowings	16	1,345,197	1,174,385	6,084	7,427
<b>Total non-current liabilities</b>		<b>1,575,020</b>	<b>1,392,072</b>	<b>13,382</b>	<b>13,623</b>
Lease liabilities		39,654	28,282	128	97
Contract liabilities	11	1,497	447	–	–
Trade and other payables	15	247,914	209,022	6,101	6,079
Loans and borrowings	16	416,034	399,709	6,561	23,576
Current tax liabilities		1,399	1,444	1,159	980
<b>Total current liabilities</b>		<b>706,498</b>	<b>638,904</b>	<b>13,949</b>	<b>30,732</b>
<b>Total liabilities</b>		<b>2,281,518</b>	<b>2,030,976</b>	<b>27,331</b>	<b>44,355</b>
<b>Total equity and liabilities</b>		<b>3,359,572</b>	<b>2,989,622</b>	<b>436,181</b>	<b>444,610</b>

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



# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Revenue</b>	17	856,763	758,617	66,327	71,764
Cost of sales	17	(699,880)	(646,665)	(49,942)	(56,288)
<b>Gross profit</b>		156,883	111,952	16,385	15,476
Other income		69,113	116,894	3,057	8,592
Selling, marketing and distribution expenses		(2,693)	(1,120)	–	–
Administrative expenses		(90,440)	(84,792)	(1,254)	(1,237)
Net gain on reversal/(loss on) impairment of financial instruments	19	962	(872)	(4,984)	(14,627)
Other expenses		(18,693)	(3,175)	–	(2,418)
<b>Results from operating activities</b>		115,132	138,887	13,204	5,786
Finance income	18	144	305	3	1
Finance costs	18	(76,565)	(65,705)	(941)	(2,308)
<b>Net finance costs</b>		(76,421)	(65,400)	(938)	(2,307)
<b>Operating profit</b>	19	38,711	73,487	12,266	3,479
Share of loss after tax in associates	6	(3,117)	(5,621)	–	–
Share of loss after tax in a joint venture	7	(349)	(9)	–	–
<b>Profit before tax</b>		35,245	67,857	12,266	3,479
Tax expense	20	8,467	(10,132)	(3,669)	(3,499)
<b>Profit/(Loss) for the year</b>		43,712	57,725	8,597	(20)
<b>Other comprehensive income/(expense), net of tax</b>					
<b>Items that will not be reclassified subsequently to profit or loss</b>					
Revaluation of properties, net of deferred tax	9.3	78,491	–	–	–
<b>Items that are or may be reclassified subsequently to profit or loss</b>					
Foreign currency translation differences for foreign operations		(1,993)	1,538	–	–
<b>Other comprehensive income for the year, net of tax</b>		76,498	1,538	–	–
<b>Total comprehensive income/(expense) for the year</b>		120,210	59,263	8,597	(20)

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

**STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 MARCH 2025  
(CONT'D)**

	Note	<b>Group</b>		<b>Company</b>	
		<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
		<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>Profit /(Loss) attributable to:</b>					
Owners of the Company		42,647	57,268	8,597	(20)
Non-controlling interests		1,065	457	–	–
		<hr/>	<hr/>	<hr/>	<hr/>
<b>Profit/(Loss) for the year</b>		<b>43,712</b>	<b>57,725</b>	<b>8,597</b>	<b>(20)</b>
		<hr/>	<hr/>	<hr/>	<hr/>
<b>Total comprehensive income/(expense) attributable to:</b>					
Owners of the Company		119,145	58,806	8,597	(20)
Non-controlling interests		1,065	457	–	–
		<hr/>	<hr/>	<hr/>	<hr/>
<b>Total comprehensive income/(expense) for the year</b>		<b>120,210</b>	<b>59,263</b>	<b>8,597</b>	<b>(20)</b>
		<hr/>	<hr/>	<hr/>	<hr/>
Basic and diluted earnings per ordinary share (sen)	21	<hr/>	<hr/>		
		<b>8.23</b>	<b>11.14</b>		
		<hr/>	<hr/>		

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

<div>↔ Attributable to owners of the Company ↔</div>							
↔ Non-distributable ↔				Distributable			
Note	Share capital	Revaluation reserve	Treasury shares	Exchange fluctuation reserve	Retained earnings	Total	Non-controlling interests
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Group							
At 1 April 2023	200,236	231,280	(10,565)	2,558	466,278	889,787	10,233
Foreign currency translation differences for foreign operations/Total other comprehensive income for the year	-	-	-	1,538	-	1,538	-
Profit for the year	-	-	-	-	57,268	57,268	457
Total comprehensive income for the year	-	-	-	1,538	57,268	58,806	457
Distributions to owners of the Company							
Own shares acquired/							
Total transactions with owners of the Company	14	-	-	(1)	-	(1)	-
Subscription of shares by non-controlling interests							
Dividends to non-controlling interests in subsidiaries							
Realisation of revaluation reserve							
At 31 March 2024	200,236	219,354	(10,566)	4,096	535,472	948,592	10,054
							958,646

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2025  
(CONT'D)

	Attributable to owners of the Company						
	Non-distributable			Distributable			
	Share capital RM'000	Revaluation reserve RM'000	Treasury shares RM'000	Exchange fluctuation reserve RM'000	Retained earnings RM'000	Total RM'000	Non- controlling interests RM'000
Note							Total equity RM'000
<b>Group</b>							
<b>At 1 April 2024</b>	200,236	219,354	(10,566)	4,096	535,472	948,592	10,054
Foreign currency translation differences for foreign operations	-	-	-	(1,993)	-	(1,993)	-
Revaluation of properties, net of deferred tax	-	78,491	-	-	-	78,491	-
<b>Total other comprehensive income/(expense) for the year</b>	-	78,491	-	(1,993)	-	76,498	-
Profit for the year	-	-	-	-	42,647	42,647	1,065
<b>Total comprehensive income/(expense) for the year</b>	-	78,491	-	(1,993)	42,647	119,145	1,065
<i>Distributions to owners of the Company</i>							
Own shares acquired	-	-	(2)	-	-	(2)	-
Dividend to the owners of the Company	-	-	9,445	-	(9,445)	-	-
<b>Total transactions with owners of the Company</b>	-	-	9,443	-	(9,445)	(2)	-
Dividends to non-controlling interests in subsidiaries	-	-	-	-	-	-	(800)
Realisation of revaluation reserve	-	(6,804)	-	-	6,804	-	-
<b>At 31 March 2025</b>	200,236	291,041	(1,123)	2,103	575,478	1,067,735	10,319
							1,078,054

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

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

	Note	Attributable to owners of the Company			Total equity RM'000
		Non-distributable Share capital RM'000	Treasury shares RM'000	Distributable Retained earnings RM'000	
<b>Company</b>					
<b>At 1 April 2023</b>		200,236	(10,565)	210,605	400,276
Loss and total comprehensive expense for the year		–	–	(20)	(20)
<i>Distributions to owners of the Company</i>					
Own shares acquired/					
<b>Total transactions with owners of the Company</b>	14	–	(1)	–	(1)
<b>At 31 March 2024/1 April 2024</b>		200,236	(10,566)	210,585	400,255
Profit and total comprehensive income for the year		–	–	8,597	8,597
<i>Distributions to owners of the Company</i>					
Own shares acquired	14	–	(2)	–	(2)
Dividends to owners of the Company	22	–	9,445	(9,445)	–
<b>Total transactions with owners of the Company</b>		–	9,443	(9,445)	(2)
<b>At 31 March 2025</b>		200,236	(1,123)	209,737	408,850

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



**STATEMENTS OF CASH FLOWS**

FOR THE YEAR ENDED 31 MARCH 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Cash flows from operating activities</b>					
Profit before tax		35,245	67,857	12,266	3,479
Adjustments for:					
Depreciation:					
- Property, plant and equipment		36,468	35,577	10	7
- Right-of-use assets		47,858	31,514	129	114
Finance costs	18	76,565	65,705	941	2,308
Negative goodwill		(3)	–	–	–
(Reversal of)/Allowance for impairment loss on:					
- Investments in subsidiaries		–	–	(54)	2,183
- Investments in associates		(317)	235	(317)	235
- Property, plant and equipment		–	215	–	–
Share of loss in associates		3,117	5,621	–	–
Share of loss in a joint venture		349	9	–	–
Fair value gain upon transfer from inventories to investment properties		–	(8,814)	–	–
Change in fair value of investment properties		(47,301)	(87,123)	–	(3,270)
Gain on derecognition of right-of-use assets		(239)	(194)	–	–
(Gain)/Loss on disposal of:					
- Other investments		(715)	(1,509)	(715)	(1,509)
- Property, plant and equipment		(149)	183	–	–
Property, plant and equipment written off		20	89	–	14
Revaluation deficit on properties		11,238	–	–	–
Revaluation surplus on properties with previous revaluation deficit charged in profit or loss		(1,680)	–	–	–
Investment property written off		3,600	–	–	–
Finance income	18	(3,295)	(4,031)	(13,257)	(13,190)
Net loss/(reversal) on impairment of financial instruments:					
- Trade receivables		(1,562)	872	–	–
- Amounts due from subsidiaries		–	–	4,384	14,627
- Amount due from a joint venture		600	–	600	–
Other investments:					
- Fair value (gain)/loss		(947)	2,780	(947)	2,780
- Gross dividends		(140)	(163)	(140)	(163)
Write down of inventories to net realisable value		7,549	10,893	–	–
<b>Operating profit before changes in working capital</b>		<b>166,261</b>	<b>119,716</b>	<b>2,900</b>	<b>7,615</b>

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

STATEMENTS OF CASH FLOWS  
FOR THE YEAR ENDED 31 MARCH 2025  
(CONT'D)

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Operating profit before changes in working capital (cont'd)</b>		166,261	119,716	2,900	7,615
Change in inventories		(5,859)	6,906	(445)	49
Change in contract assets/liabilities		(5,192)	2,780	–	–
Change in trade and other receivables		2,910	1,135	943	3,690
Change in trade and other payables		50,172	43,978	22	(502)
<b>Cash generated from operations</b>		208,292	174,515	3,420	10,852
Payment of tax, net of refunded		(9,417)	(7,312)	(3,489)	(3,004)
<b>Net cash from/(used in) operating activities</b>		198,875	167,203	(69)	7,848
<b>Cash flows from investing activities</b>					
Acquisition of:					
- property, plant and equipment	23	(198,082)	(261,473)	(125)	(7)
- investment properties	24	(51,367)	(47,062)	–	–
- right-of-use assets		(5,656)	(33,452)	–	–
- subsidiary	25	(12,396)	–	(12,396)	–
Proceeds from disposal of:					
- other investments		19,196	12,877	19,196	12,877
- property, plant and equipment		567	1,281	–	–
Investment in:					
- other investments		(3,429)	(11,992)	(3,429)	(11,992)
- subsidiaries		–	–	–	(95)
- an associate		(133)	(1,000)	(133)	(1,000)
Interest received	18	3,295	4,031	13,257	13,190
Dividends received		140	163	140	163
Changes in amounts due from/(to) subsidiaries		–	–	490	(26,545)
Changes in amount due from an associate		17,063	2,309	17,063	2,309
Changes in amount due from a joint venture		(14,608)	–	(14,608)	–
<b>Net cash (used in)/from investing activities</b>		(245,410)	(334,318)	19,455	(11,100)

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

STATEMENTS OF CASH FLOWS  
FOR THE YEAR ENDED 31 MARCH 2025  
(CONT'D)

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Cash flows from financing activities</b>					
Drawdown of term loans		247,428	313,092	–	–
(Repayment of)/Proceeds from:					
- term loans		(72,267)	(60,321)	(1,279)	(1,219)
- hire purchase liabilities		(10,245)	(8,324)	–	–
- short term borrowings		12,041	10,820	(17,079)	6,906
Proceeds from issue of shares to non-controlling interests		–	64	–	–
Payment of lease liabilities		(41,107)	(25,590)	(98)	(84)
Interest paid	18	(82,186)	(74,973)	(941)	(2,308)
Change in pledged deposits		171	(55)	–	–
Dividends paid to non-controlling interests of subsidiaries		(800)	(700)	–	–
Repurchase of treasury shares		(2)	(1)	(2)	(1)
<b>Net cash from/(used in) financing activities</b>		<b>53,033</b>	<b>154,012</b>	<b>(19,399)</b>	<b>3,294</b>
Exchange differences on translation of the financial statements of foreign subsidiaries		(1,993)	1,538	–	–
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>4,505</b>	<b>(11,565)</b>	<b>(13)</b>	<b>42</b>
<b>Cash and cash equivalents at 1 April</b>		<b>(38,132)</b>	<b>(26,567)</b>	<b>444</b>	<b>402</b>
<b>Cash and cash equivalents at 31 March</b>	13	<b>(33,627)</b>	<b>(38,132)</b>	<b>431</b>	<b>444</b>
<b>Cash outflows for leases as a lessee</b>					
	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Included in net cash from operating activities</b>					
Payment relating to short-term leases	19	63,375	61,855	96	96
Payment relating to variable lease payments not included in the measurement of lease liabilities	19	225	252	–	–
<b>Included in net cash from financing activities</b>					
Payment of lease liabilities		41,107	25,590	98	84
Interest paid in relation to lease liabilities	18	5,509	4,952	81	71
<b>Total cash outflows for leases</b>		<b>110,216</b>	<b>92,649</b>	<b>275</b>	<b>251</b>

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

STATEMENTS OF CASH FLOWS  
FOR THE YEAR ENDED 31 MARCH 2025  
(CONT'D)

Reconciliation of movements of liabilities to cash flows arising from financing activities

Group	At 1 April 2024 RM'000	Net changes from financing cash flows RM'000	Acquisition of new leases RM'000	Derecognition RM'000	Acquisition of new hire purchase liabilities (Note 23) RM'000	At 31 March 2025 RM'000
Term loans	1,205,647	175,161	-	-	-	1,380,808
Hire purchase liabilities	31,705	(10,245)	-	-	16,474	37,934
Lease liabilities	117,007	(41,107)	47,841	(2,321)	-	121,420
Short term borrowings	290,249	12,041	-	-	-	302,290
<b>Total liabilities from financing activities</b>	<b>1,644,608</b>	<b>135,850</b>	<b>47,841</b>	<b>(2,321)</b>	<b>16,474</b>	<b>1,842,452</b>

Group	At 1 April 2023 RM'000	Net changes from financing cash flows RM'000	Acquisition of new leases RM'000	Derecognition RM'000	Acquisition of new hire purchase liabilities (Note 23) RM'000	At 31 March 2024 RM'000
Term loans	952,876	252,771	-	-	-	1,205,647
Hire purchase liabilities	29,057	(8,324)	-	-	10,972	31,705
Lease liabilities	112,331	(25,590)	33,989	(3,723)	-	117,007
Short term borrowings	279,429	10,820	-	-	-	290,249
<b>Total liabilities from financing activities</b>	<b>1,373,693</b>	<b>229,677</b>	<b>33,989</b>	<b>(3,723)</b>	<b>10,972</b>	<b>1,644,608</b>

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

STATEMENTS OF CASH FLOWS  
FOR THE YEAR ENDED 31 MARCH 2025  
(CONT'D)

Reconciliation of movements of liabilities to cash flows arising from financing activities (Cont'd)

	At 1 April 2023 RM'000	Net changes from financing cash flows RM'000	At 31 March 2024/ 1 April 2024 RM'000	Net changes from financing cash flows RM'000	Aquisition of new leases RM'000	At 31 March 2025 RM'000
<b>Company</b>						
Term loans	9,925	(1,219)	8,706	(1,279)	-	7,427
Short term borrowings	15,391	6,906	22,297	(17,079)	-	5,218
Lease liabilities	1,593	(84)	1,509	(98)	1,230	2,641
<b>Total liabilities from financing activities</b>	<b>26,909</b>	<b>5,603</b>	<b>32,512</b>	<b>(18,456)</b>	<b>1,230</b>	<b>15,286</b>

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

# NOTES TO THE FINANCIAL STATEMENTS

Tiong Nam Logistics Holdings Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is 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**

Lot 30462  
Jalan Kempas Baru  
81200 Johor Bahru  
Johor, Malaysia

**Registered office**

Suite 9D, Level 9  
Menara Ansar  
65, Jalan Trus  
80888 IIBD  
Johor Darul Takzim  
Malaysia

The consolidated financial statements of the Company as at and for the financial year ended 31 March 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 associates and joint venture. The consolidated financial statements of the Company as at and for the financial year ended 31 March 2025 do not include other entities.

The principal activities of the Company consist of investment holding and trading of diesel and petrol. The principal activities of its subsidiaries are disclosed in Note 5.

These financial statements were authorised for issue by the Board of Directors on 24 July 2025.

## 1. BASIS OF PREPARATION

**(a) Statement of compliance**

The financial statements of the Group and of the Company have been prepared in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board (“MFRS Accounting Standards”), IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) and the requirements of the Companies Act 2016 in Malaysia.

The following are accounting standards, interpretations and amendments of the MFRS Accounting Standards that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been adopted by the Group and the Company:

***MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2025***

- Amendments to MFRS 121, *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability*



NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**1. BASIS OF PREPARATION (CONT'D)**

**(a) Statement of compliance (Cont'd)**

***MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2026***

- Amendments to MFRS 9, *Financial Instruments* and MFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments*
- Amendments that are part of Annual Improvements – 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*

***MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2027***

- MFRS 18, *Presentation and Disclosure in Financial Statements*
- MFRS 19, *Subsidiaries without Public Accountability: Disclosures*

***MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed***

- 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 Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments in the respective financial year when the above accounting standards, interpretations and amendments become effective, if applicable.

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 the Company upon their first adoption.

**(b) Basis of measurement**

The financial statements of the Group and of the Company have been prepared on the historical cost basis except for the following items, which are measured based on the measurement bases stated below:

Items	Measurement bases
Investment properties	Fair value
Property, plant and equipment (land and buildings)	Revaluation
Right-of-use assets (land)	Revaluation
Financial assets at fair value through profit or loss	Fair value

As at 31 March 2025, the Group's and Company's current liabilities exceeded their current assets by RM336,019,000 and RM8,118,000 respectively.

At balance sheet date, the Group and the Company hold short-term borrowings of RM342,489,000 and RM5,218,000 respectively, which could be rolled over at their maturity. Furthermore, the Group and the Company have unutilised banking facilities of RM85.5 million and RM7.7 million respectively. Considering the existing financing facilities and the ability of the Group to continue to roll over the banking facilities, and the ability of the Group generating sufficient operating cash flows historically, the Directors are of the opinion that the Group and the Company will be able to meet their liabilities as and when they fall due.

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 1. BASIS OF PREPARATION (CONT'D)

#### (c) Functional and presentation currency

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

#### (d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRS Accounting Standards 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 2 - Valuation of property, plant and equipment
- Note 3 - Valuation of right-of-use assets
- Note 4 - Valuation of investment properties
- Note 8 - Valuation of inventories - completed properties held for sales
- Note 28.4 - Measurement of expected credit losses ("ECLs")

### 2. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings RM'000	Motor vehicles RM'000	Equipment, furniture and fittings RM'000	Construction -in-progress RM'000	Total RM'000
<b>Group</b>					
<b>At cost/valuation</b>					
At 1 April 2023	797,118	160,235	102,378	67,001	1,126,732
Additions	5,403	16,497	6,088	244,764	272,752
Transfer	8,350	—	8,226	(16,576)	—
Transfer to investment properties (Note 4)	(25,963)	—	—	—	(25,963)
Disposals	—	(3,104)	(1,221)	—	(4,325)
Written off	—	(108)	—	—	(108)
At 31 March 2024/1 April 2024	784,908	173,520	115,471	295,189	1,369,088
Additions	22,230	19,192	15,063	164,501	220,986
Revaluation	3,043	—	—	—	3,043
Transfer	252,862	—	—	(252,862)	—
Transfer to investment properties (Note 4)	(257,500)	—	—	(14,099)	(271,599)
Disposals	—	(1,282)	(4)	—	(1,286)
Written off	—	—	(3,007)	—	(3,007)
At 31 March 2025	805,543	191,430	127,523	192,729	1,317,225

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

## 2. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Land and buildings RM'000	Motor vehicles RM'000	Equipment, furniture and fittings RM'000	Construction -in-progress RM'000	Total RM'000
<b>Representing items at:</b>					
Cost	22,894	191,430	127,523	192,729	534,576
Valuation adopted by Directors - 2025	782,649	–	–	–	782,649
	<u>805,543</u>	<u>191,430</u>	<u>127,523</u>	<u>192,729</u>	<u>1,317,225</u>
<b>Accumulated depreciation</b>					
At 1 April 2023	27,654	83,379	71,159	–	182,192
Depreciation charge	13,893	13,572	8,112	–	35,577
Transfer to investment properties (Note 4)	(2,078)	–	–	–	(2,078)
Disposals	–	(2,216)	(645)	–	(2,861)
Written off	–	(19)	–	–	(19)
	<u>39,469</u>	<u>94,716</u>	<u>78,626</u>	<u>–</u>	<u>212,811</u>
At 31 March 2024/1 April 2024	14,581	14,467	7,420	–	36,468
Depreciation charge	(35,413)	–	–	–	(35,413)
Revaluation	–	(864)	(4)	–	(868)
Disposals	–	–	(2,987)	–	(2,987)
Written off	–	–	–	–	–
	<u>18,637</u>	<u>108,319</u>	<u>83,055</u>	<u>–</u>	<u>210,011</u>
At 31 March 2025					
<b>Accumulated impairment losses</b>					
At 1 April 2023	–	–	–	–	–
Impairment loss	209	–	6	–	215
	<u>209</u>	<u>–</u>	<u>6</u>	<u>–</u>	<u>215</u>
At 31 March 2024					
	<u>209</u>	<u>–</u>	<u>6</u>	<u>–</u>	<u>215</u>
At 1 April 2024/ At 31 March 2025	209	–	6	–	215
	<u>209</u>	<u>–</u>	<u>6</u>	<u>–</u>	<u>215</u>
<b>Carrying amounts</b>					
At 1 April 2023	769,464	76,856	31,219	67,001	944,540
	<u>769,464</u>	<u>76,856</u>	<u>31,219</u>	<u>67,001</u>	<u>944,540</u>
At 31 March 2024/1 April 2024	745,230	78,804	36,839	295,189	1,156,062
	<u>745,230</u>	<u>78,804</u>	<u>36,839</u>	<u>295,189</u>	<u>1,156,062</u>
At 31 March 2025	786,697	83,111	44,462	192,729	1,106,999
	<u>786,697</u>	<u>83,111</u>	<u>44,462</u>	<u>192,729</u>	<u>1,106,999</u>

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

2. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Equipment, furniture and fittings/Total RM'000
<b>Company</b>	
<b>At cost</b>	
At 1 April 2023	869
Additions	7
Written off	(16)
At 31 March 2024/1 April 2024	860
Additions	125
At 31 March 2025	985
<b>Accumulated depreciation</b>	
At 1 April 2023	812
Depreciation charge	7
Written off	(2)
At 31 March 2024/1 April 2024	817
Depreciation charge	10
At 31 March 2025	827
<b>Carrying amounts</b>	
At 1 April 2023	57
At 31 March 2024/1 April 2024	43
At 31 March 2025	158

	2025 RM'000	Group 2024 RM'000
<b>Carrying amounts of land and buildings</b>		
<b>At valuation</b>		
Freehold land	285,800	220,550
Buildings	496,214	455,063
	782,014	675,613
<b>At cost</b>		
Freehold land	–	52,626
Buildings	4,683	16,991
	4,683	69,617
	786,697	745,230

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 2. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

#### 2.1 Fair value information

The land and buildings are stated at Directors' valuation based on independent professional valuations on the open market value basis using the comparison method and cost method carried out during financial year ended 31 March 2025. The previous valuation was performed for financial year ended 31 March 2023. The fair value of land and buildings is categorised as Level 3.

##### Level 3 fair value

Fair values of land have been generally derived using the sales comparison approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

The fair values of buildings have been generally derived using depreciated replacement approach. The most significant input into this valuation approach is gross replacement or reproduction costs per square foot and depreciation rate.

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the significant unobservable inputs used in the valuation models.

Description of valuation technique and inputs used	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Sales comparison approach:		
Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot.	Price per square foot of comparable properties range from RM11 – RM246 (2023: RM3 – RM184).	The estimated fair value would increase/(decrease) if the price per square foot is higher/(lower).
Depreciated replacement cost approach:		
Estimated reproduction cost of building of same kind and design as when new based on current market prices for materials, labour and present construction techniques and deducting therefrom the accrued depreciation due to use and disrepair, age and obsolescence through technology and market changes.	<ul style="list-style-type: none"> <li>Gross replacement or reproduction costs price per square foot range from RM57 – RM300 (2023: RM61 – RM218).</li> <li>Depreciation rate ranges from 0% – 60% (2023: 0% – 50%).</li> </ul>	<p>The estimated fair value would increase/(decrease) if:</p> <ul style="list-style-type: none"> <li>Gross replacement or reproduction costs were higher/(lower); or</li> <li>Depreciation were lower/(higher).</li> </ul>

##### Valuation processes applied by the Group for Level 3 fair value

The fair value of land and buildings are determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued.

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 2. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

#### 2.2 Security

Land and buildings and construction-in-progress with an aggregate carrying amount of RM786,057,000 (2024: RM874,113,000) are charged to banks as security for banking facilities granted to the Group.

At 31 March 2025, the net carrying amount of the motor vehicles pledged for hire purchase liabilities is RM61,350,000 (2024: RM50,556,000).

#### 2.3 Construction-in-progress

The construction-in-progress consists of several warehouses.

#### 2.4 Transfer to investment properties

During the financial year, two plot of industrial land and three industrial buildings (2024: one plot of industrial land and one industrial building) were transferred to investment properties because it was leased to third parties.

#### 2.5 Property, plant and equipment subject to operating lease

The Group leases certain portion of its buildings to third parties. Each of the lease contracts contains an initial non-cancellable lease period of 1 to 3 years. Subsequent renewals are negotiated with the lessee.

The following are recognised in profit or loss:

	2025 RM'000	Group 2024 RM'000
Lease income	6,882	3,273

The operating lease payments to be received are as follow:

	2025 RM'000	Group 2024 RM'000
Less than one year	6,620	2,618
One to two years	1,211	2,290
Total undiscounted lease payments	7,831	4,908



NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**2. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

**2.6 Others**

- a) Included in the additions of construction-in-progress is an interest expense capitalised of RM4,909,000 (2024: RM4,541,000) at a rate of 4.76% (2024: 4.84%) per annum.
- b) Had the revalued land and buildings been carried at cost model, their carrying amounts would have been as follows:

	2025 RM'000	Group 2024 RM'000
Freehold land	167,397	182,839
Buildings	409,562	376,568
	<u>576,959</u>	<u>559,407</u>

**2.7 Material accounting policy information**

**(a) Recognition and measurement**

Items of property, plant and equipment are measured at cost or valuation less any accumulated depreciation and any accumulated impairment losses.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

***Property, plant and equipment under the revaluation model***

The Group revalues its property comprising land and buildings every 5 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.

**(b) Depreciation**

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 from the date that they are available for use. 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 - 50 years
Motor vehicles	10 years
Equipment, furniture and fittings	3 - 20 years

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

3. RIGHT-OF-USE ASSETS

	Land RM'000	Buildings RM'000	Equipment RM'000	Total RM'000
<b>Group</b>				
<b>At cost/valuation</b>				
At 1 April 2023	237,673	108,565	905	347,143
Additions	33,452	33,989	–	67,441
Depreciation	(5,604)	(25,522)	(388)	(31,514)
Derecognition	–	(3,529)	–	(3,529)
Transfer to investment properties (Note 4)	(23,444)	–	–	(23,444)
At 31 March 2024/1 April 2024	242,077	113,503	517	356,097
Additions	5,656	47,841	–	53,497
Depreciation	(5,904)	(41,566)	(388)	(47,858)
Revaluation	51,961	–	–	51,961
Derecognition	–	(2,082)	–	(2,082)
Transfer to investment properties (Note 4)	(25,300)	–	–	(25,300)
At 31 March 2025	268,490	117,696	129	386,315
<b>Group</b>				
<b>Representing items at:</b>				
Cost	4,990	117,696	129	122,815
Valuation adopted by Directors - 2025	263,500	–	–	263,500
	268,490	117,696	129	386,315
				<b>Buildings/ Total RM'000</b>
<b>Company</b>				
<b>At cost</b>				
At 1 April 2023				1,572
Depreciation				(114)
At 31 March 2024/1 April 2024				1,458
Addition				1,230
Depreciation				(129)
At 31 March 2025				2,559

The Group leases a number of land, warehouses, offices, petrol station and showroom and equipment that run between 2 to 99 years with an option to renew the lease after the end of the contract term for certain leases.

The Company leases a petrol station and showroom that run for a period for 2 years with an option to renew the lease after the end of the contract term.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**3. RIGHT-OF-USE ASSETS (CONT'D)**

**3.1 Fair value information**

The land is stated at Directors' valuation based on independent professional valuations on the open market value basis using the comparison method and cost method carried out during financial year ended 31 March 2025. The previous valuation was performed for financial year ended 31 March 2023. Fair value of land is categorised as Level 3.

The valuation technique used in measuring the carrying amount of the right-of-use assets are the same of those applied to property, plant and equipment (Note 2.1).

**3.2 Extension options**

Some leases of warehouses contain extension options exercisable by the Group up to 3 years before the end of the non-cancellable contract period. Where applicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

	<b>Lease liabilities recognised (discounted) RM'000</b>	<b>Potential future lease payments not included in lease liabilities (discounted) RM'000</b>
<b>2025</b>		
Buildings	31,730	28,728
<b>2024</b>		
Buildings	13,229	7,695

The Group assesses the probability of extending the options is low based on past practice.

The Group applied assumptions in determining the incremental borrowing rate of the lease. The Group first determines the closest available borrowing rates before it determines the adjustments required to reflect the term, security, value or economic environment of the respective leases.

**3.3 Security**

The land is charged to banks as security for banking facilities granted to the Group.

**3.4 Transfer to investment properties**

During the financial year ended 31 March 2025, a leasehold industrial land (2024:one) was transferred to investment properties because it was leased to third parties.

**3.5 Others**

Had the revalued land been carried at cost model, their carrying amounts would have been RM99,834,000 (2024: RM97,418,000).

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 3. RIGHT-OF-USE ASSETS (CONT'D)

#### 3.6 Significant judgements and assumptions in relation to lease

The Group assesses at lease commencement by applying significant judgement whether it is reasonably certain to exercise the extension options. Group entities consider all facts and circumstances including their past practice and any cost that will be incurred to change the asset if an option to extend is not taken, to help them determine the lease term.

The Group also applied judgement and assumptions in determining the incremental borrowing rate of the respective leases. Group entities first determine the closest available borrowing rates before using significant judgement to determine the adjustments required to reflect the term, security, value or economic environment of the respective leases.

#### 3.7 Material accounting policy information

##### (a) Recognition and measurement

All right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses.

##### (b) Lease and non-lease components

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, it has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

### 4. INVESTMENT PROPERTIES

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
At 1 April	818,384	603,731	38,150	34,880
Acquisition of a subsidiary	12,397	–	–	–
Additions	44,671	52,701	–	–
Disposals/Written off	(3,600)	–	–	–
Net transfer from:				
- Property, plant and equipment (Note 2)	271,599	23,885	–	–
- Right-of-use assets (Note 3)	25,300	23,444	–	–
- Inventories	–	27,500	–	–
Change in fair value	47,301	87,123	–	3,270
At 31 March	1,216,052	818,384	38,150	38,150

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**4. INVESTMENT PROPERTIES (CONT'D)**

Included in the above are:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>At fair value</b>				
Freehold land	383,500	345,400	38,150	38,150
Leasehold land	127,097	89,720	–	–
Buildings	650,709	365,800	–	–
	<u>1,161,306</u>	<u>800,920</u>	<u>38,150</u>	<u>38,150</u>
<b>At cost</b>				
Buildings under construction	54,746	17,464	–	–
	<u>1,216,052</u>	<u>818,384</u>	<u>38,150</u>	<u>38,150</u>

**4.1 Nature of leasing activities**

Investment properties comprise a number of freehold and leasehold vacant land, factories/warehouses, workshops and petrol kiosk with a drive-thru restaurant that are leased to third parties.

**4.2 Investment property under construction**

Buildings under construction are measured at cost until either the fair value becomes reliably determinable or when construction is completed, whichever is earlier.

Buidings under construction comprise of a hotel, a coldroom and several warehouses (2024: Buidings under construction comprise of a hotel).

**4.3 Property transferred to investment properties**

During the financial year, three plots of industrial land and three industrial buildings (2024: two plots of industrial land and an industrial building) have been transferred from property, plant and equipment and right-of-use assets to investment property (see Notes 2 and 3), since the industrial land and building were no longer used by the Group and were leased to a third party.

**4.4 Fair value information**

Freehold and leasehold land and buildings were revalued during financial year ended 31 March 2025 by independent professional valuers based on open market value basis. Fair values of investment properties are categorised as Level 3.

**Level 3 fair value**

Fair values of land have been generally derived using the sales comparison approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

The fair values of buildings have been generally derived using depreciated replacement approach. The most significant input into this valuation approach is gross replacement or reproduction costs per square foot and depreciation rate.

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 4. INVESTMENT PROPERTIES (CONT'D)

#### 4.4 Fair value information (Cont'd)

##### Level 3 fair value (Cont'd)

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the significant unobservable inputs used in the valuation models.

Description of valuation technique and inputs used	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Sales comparison method:		
Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size and property location. The most significant input in this valuation is price per square foot.	Price per square foot of comparable properties range from RM38 - RM756 (2024: RM36 - RM625).	The estimated fair value would increase/(decrease) if the price per square foot is higher/(lower).
Depreciated replacement cost approach:		
Estimated reproduction cost of building of same kind and design as when new based on current market prices for materials, labour and present construction techniques and deducting therefrom the accrued depreciation due to use and disrepair, age and obsolescence through technology and market changes.	<ul style="list-style-type: none"> <li>Gross replacement or reproduction costs: Price per square foot range from RM130 - RM866 (2024: RM90 - RM288).</li> <li>Depreciation rate ranges from : 0% - 50% (2024: 0% - 42.5%).</li> </ul>	<p>The estimated fair value would increase/(decrease) if:</p> <ul style="list-style-type: none"> <li>Gross replacement or reproduction costs were higher/(lower); or</li> <li>Depreciation were lower/(higher).</li> </ul>

##### Valuation processes applied by the Group for Level 3 fair value

The fair value of investment properties is determined by an external, independent property valuer, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued. The external valuer provides the fair value of the Group's investment properties on an annual basis. Changes in Level 3 fair values are analysed by the management after obtaining valuation report from the external valuer.



NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**4. INVESTMENT PROPERTIES (CONT'D)**

**4.5 Others income/expenses recognised in profit or loss in relation to investment properties**

The following are recognised in profit or loss in respect of investment properties:

	<b>Group</b>		<b>Company</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Lease income	49,723	24,559	1,024	1,024
Direct operating expenses				
- income generating investment properties	(1,829)	(1,283)	-	-
- non-income generating investment properties	(111)	(55)	-	-

**4.6 Maturity analysis of operating lease payments**

The operating lease payments to be received are as follows:

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>
Less than one year	61,906	40,422
One to two years	51,454	35,376
Two to five years	91,163	83,829
More than five years	125,481	149,761
Total undiscounted lease payments	330,004	309,388

**4.7 Security**

The land and buildings of the Group and the Company are charged to banks as security for banking facilities granted to certain subsidiaries.

**4.8 Other**

Included in the additions of investment properties is an interest expense capitalised of RM712,000 (2024: RM4,727,000) at a rate of 4.76% (2024: 4.84%) per annum.

**4.9 Material accounting policy information**

Investment properties are measured subsequently at fair value with any changes therein recognised in profit or loss for the period in which they arise.

**NOTES TO THE FINANCIAL STATEMENTS**  
**(CONT'D)**

**5. INVESTMENTS IN SUBSIDIARIES**

	<b>Company</b>	
	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>
Cost of investment	89,334	76,938
Less: Impairment loss	(29,510)	(29,564)
	<u>59,824</u>	<u>47,374</u>

In the current year, the Company reversed impairment losses of RM54,000 (2024: recognised impairment losses of RM2,183,000) for certain loss making subsidiaries. The Company has determined the recoverable amounts of the investment in these subsidiaries based on the fair value less costs of disposal of the respective subsidiaries.

Details of the subsidiaries are as follows:

<b>Name of entity</b>	<b>Principal place of business/ Country of incorporation</b>	<b>Principal activities</b>	<b>Effective ownership interest and voting interest</b>	
			<b>2025</b>	<b>2024</b>
			<b>%</b>	<b>%</b>
Tiong Nam Logistics Solutions Sdn. Bhd.	Malaysia	Logistics and warehousing services and property investment and property development	100	100
Pacific Transport Sdn. Bhd.	Malaysia	Transportation, property letting and warehousing services	100	100
Semangat Angkut Sdn. Bhd.	Malaysia	Transportation services and leasing of trucks	100	100
Pengangkutan Enepec Sdn. Bhd.	Malaysia	Transportation services and leasing of trucks	100	100
Jelas Bagus Sdn. Bhd.	Malaysia	Property development	100	100
Anugerah Sensasi Sdn. Bhd.	Malaysia	Property investment holding, transportation services and leasing of trucks	100	100
Fair Vista Sdn. Bhd.	Malaysia	Property development	100	100
Tiong Nam Logistics Sdn. Bhd.	Malaysia	Property investment holding, transportation services and leasing of trucks	100	100
Tiong Nam Heavy Transport & Lifting Sdn. Bhd.	Malaysia	Transportation and related services	100	100
Tiong Nam Logistics (S) Pte. Ltd. <sup>^</sup>	Republic of Singapore	Logistics and warehousing services	100	100
TNTT Packages Express Pte. Ltd. <sup>^</sup>	Republic of Singapore	Provision of courier transport and logistics services	90	90

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**5. INVESTMENTS IN SUBSIDIARIES (CONT'D)**

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2025 %	2024 %
Dragon 2012 Sdn. Bhd.	Malaysia	Property development	100	100
G-Force Logistics Solutions Sdn. Bhd.	Malaysia	Dormant	100	100
Medini Heritage Sdn. Bhd.	Malaysia	Property development	100	100
Tiong Nam Properties Sdn. Bhd.	Malaysia	Administrative and commission agents	100	100
Integrati Kaliber Sdn. Bhd.	Malaysia	Transportation, hostel management and related services	100	100
Tiong Nam Logistics Solutions (LAO) Co., Ltd. @	Lao People's Democratic Republic	Transportation and related services	100	100
Memori Pintar Sdn. Bhd.	Malaysia	Operation of tuition centre	70	70
Tiong Nam Industry Sdn. Bhd.	Malaysia	Dormant	100	100
Bagus Cekal Sdn. Bhd.	Malaysia	Dormant	70	70
Belaian Pinang Sdn. Bhd.	Malaysia	Dormant	100	100
Front Field Sdn. Bhd.	Malaysia	Dormant	100	100
Far East West Lands Sdn. Bhd.	Malaysia	Dormant	100	100
VM Andaman Sdn. Bhd.	Malaysia	Property investment holding	100	100
Dasarbina Konkrit Sdn. Bhd.	Malaysia	Investment holding	100	–
Tiong Nam Hospitality Sdn. Bhd.	Malaysia	Dormant	100	–
<b>Subsidiary of Semangat Angkut Sdn. Bhd.</b>				
LT Growth Sdn. Bhd.	Malaysia	Trading and distributing of food groceries	100	100
<b>Subsidiaries of Tiong Nam Logistics Solutions Sdn. Bhd.</b>				
Japan Original Electric (M) Sdn. Bhd.	Malaysia	Property development	51	51
Tiong Nam Distribution Sdn. Bhd.	Malaysia	Dormant	51	51
Tiong Nam Ebiz Express Sdn. Bhd.	Malaysia	Transportation and related services	100	100
Tiong Nam Allied Container Depot Services Sdn. Bhd.	Malaysia	Storage and management of empty containers	100	100

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**5. INVESTMENTS IN SUBSIDIARIES (CONT'D)**

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2025 %	2024 %
Tiong Nam (Sarawak) Sdn. Bhd.	Malaysia	Provision of transport and related services	100	100
Tiong Nam Warehousing (Sarawak) Sdn. Bhd.	Malaysia	Provision of public bonded warehousing and distribution services	100	100
Tiong Nam Logistics Vietnam Co., Ltd. <sup>^</sup>	Socialist Republic of Vietnam	Transportation and related services	51	51
Tiong Nam Logistics Solutions (Shenzhen) Co., Ltd. <sup>^</sup>	People's Republic of China	Transportation and related services	100	100
Tiong Nam Logistics Myanmar Co., Ltd @	Republic of the Union of Myanmar	Transportation and related services	100	100
<b><i>Subsidiary of Tiong Nam Ebiz Express Sdn. Bhd.</i></b>				
TNTT Packages Express Sdn. Bhd.	Malaysia	Provision of transport and distribution services	90	90
<b><i>Subsidiary of TNTT Packages Express Sdn. Bhd.</i></b>				
Tiong Nam Resources Sdn. Bhd.	Malaysia	General sales agent for air, land and sea logistics activities	54	54
<b><i>Subsidiary of Tiong Nam Logistics (S) Pte. Ltd.</i></b>				
TN Transport and Warehousing Pte. Ltd. <sup>^</sup>	Republic of Singapore	Dormant	100	100

@ Management accounts were used for the preparation of consolidated financial statements. In the opinion of the Directors, the results and financial position of these subsidiaries are not material to the consolidated financial statements.

<sup>^</sup> Not audited by KPMG PLT.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**5. INVESTMENTS IN SUBSIDIARIES (CONT'D)**

**5.1 Non-controlling interests in subsidiaries**

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

	2025				
	Japan Original Electric (M) Sdn. Bhd.	Tiong Nam Resources Sdn. Bhd.	TNTT Packages Express Sdn. Bhd.	Other subsidiaries with immaterial NCI	Total
NCI percentage of ownership interest and voting interest	49%	46%	10%		
	RM'000	RM'000	RM'000	RM'000	RM'000
Carrying amount of NCI	7,734	1,349	945	291	10,319
Profit/(Loss) and total comprehensive income/ (expense) allocated to NCI	238	836	241	(250)	1,065

	2025		
	Japan Original Electric (M) Sdn. Bhd. RM'000	Tiong Nam Resources Sdn. Bhd. RM'000	TNTT Packages Express Sdn. Bhd. RM'000

**Summarised financial information before  
intra-group elimination**

**As at 31 March**

Non-current assets	19,884	–	1,567
Current assets	2,535	3,485	16,023
Non-current liabilities	(5,949)	–	(430)
Current liabilities	(687)	(552)	(7,714)
Net assets	15,783	2,933	9,446

**Year ended 31 March**

Revenue	–	4,161	13,859
Profit for the year/Total comprehensive income	486	1,817	2,412
Cash flows (used in)/from operating activities	(2,919)	1,619	1,337
Cash flows (used in)/from investing activities	(1)	(94)	658
Cash flows from/(used in) financing activities	2,924	(1,500)	(1,997)
Net increase/(decrease) in cash and cash equivalents	4	25	(2)
Dividends paid to NCI	–	600	200

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

5.1 Non-controlling interests in subsidiaries (Cont'd)

	2024				
	Japan Original Electric (M) Sdn. Bhd.	Tiong Nam Resources Sdn. Bhd.	TNTT Packages Express Sdn. Bhd.	Other subsidiaries with immaterial NCI	Total
NCI percentage of ownership interest and voting interest	49%	46%	10%		
	RM'000	RM'000	RM'000	RM'000	RM'000
Carrying amount of NCI	7,311	1,203	904	636	10,054
Profit/(Loss) and total comprehensive income/ (expense) allocated to NCI	3	712	221	(479)	457

	2024		
	Japan Original Electric (M) Sdn. Bhd. RM'000	Tiong Nam Resources Sdn. Bhd. RM'000	TNTT Packages Express Sdn. Bhd. RM'000

Summarised financial information before  
intra-group elimination

As at 31 March

Non-current assets	19,327	–	14,853
Current assets	126	3,057	1,667
Non-current liabilities	(3,994)	–	(489)
Current liabilities	(539)	(442)	(6,995)
Net assets	14,920	2,615	9,036

Year ended 31 March

Revenue	–	3,530	12,908
Profit for the year/Total comprehensive income	5	1,548	2,211
Cash flows (used in)/from operating activities	(148)	1,673	1,669
Cash flows (used in)/from investing activities	(44)	(489)	716
Cash flows used in financing activities	–	(1,200)	(2,476)
Net decrease in cash and cash equivalents	(192)	(16)	(91)
Dividends paid to NCI	–	480	220



NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**5. INVESTMENTS IN SUBSIDIARIES (CONT'D)**

**5.2 Material accounting policy information**

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses.

**6. INVESTMENTS IN ASSOCIATES**

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Investment in shares	120,102	91,401	93,701	65,000
Share of post-acquisition reserves	(26,975)	(23,858)	–	–
	93,127	67,543	93,701	65,000
Less: Impairment loss	–	(317)	–	(317)
	93,127	67,226	93,701	64,683

During the year, the Company has capitalised amount due from an associate amounting to RM28,567,648 (2024:NIL) as cost of investment

Details of material associates are as follows:

Name of entity	Principal place of business and country of incorporation	Effective ownership interest and voting interest	
		2025	2024
		%	%
Terminal Perintis Sdn. Bhd.	Malaysia	49	49
Yakin Kaliber Sdn. Bhd.	Malaysia	40	40

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

	Terminal Perintis Sdn. Bhd. RM'000	2025 Other immaterial associate RM'000	Total RM'000
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**Summarised financial information**

**As at 31 March**

Non-current assets	240,588
Current assets	109,716
Non-current liabilities	(133,385)
Current liabilities	(28,194)
Net assets	188,725

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

6. INVESTMENTS IN ASSOCIATES (CONT'D)

	Terminal Perintis Sdn. Bhd. RM'000	2025 Other immaterial associate RM'000	Total RM'000
<b>Summarised financial information (Cont'd)</b>			
<b>Year ended 31 March</b>			
Loss from continuing operations/Total comprehensive expense	(5,653)		
Included in the total comprehensive income is:			
Revenue	46,039		
<b>Reconciliation of net assets to carrying amount as at 31 March</b>			
Group's share of net assets/Carrying amount in the statement of financial position	92,476	651	93,127
Group's share of total comprehensive expenses for the year ended 31 March	(2,770)	(347)	(3,117)
	Terminal Perintis Sdn. Bhd. RM'000	2024 Other immaterial associate RM'000	Total RM'000

**Summarised financial information**

**As at 31 March**

Non-current assets	246,384
Current assets	104,912
Non-current liabilities	(187,294)
Current liabilities	(28,573)
Net assets	135,429

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**6. INVESTMENTS IN ASSOCIATES (CONT'D)**

	<b>Terminal Perintis Sdn. Bhd. RM'000</b>	<b>2024 Other immaterial associate RM'000</b>	<b>Total RM'000</b>
<b>Summarised financial information (Cont'd)</b>			
<b>Year ended 31 March</b>			
Loss from continuing operations/Total comprehensive expense	(11,583)		
Included in the total comprehensive income is:			
Revenue	42,265		
<b>Reconciliation of net assets to carrying amount as at 31 March</b>			
Group's share of net assets/Carrying amount in the statement of financial position	66,360	866	67,226
Group's share of total comprehensive expenses for the year ended 31 March	(5,676)	55	(5,621)

**6.1 Material accounting policy information**

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses.

**7. INVESTMENT IN A JOINT VENTURE**

	<b>2025 RM'000</b>	<b>Group 2024 RM'000</b>
Investment in shares	360	51
Share of post-acquisition reserves	(360)	(11)
	–	40

**NOTES TO THE FINANCIAL STATEMENTS**  
**(CONT'D)**

**7. INVESTMENT IN A JOINT VENTURE (CONT'D)**

Details of the joint venture are as follows:

Name of entity	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2025 %	2024 %
JTN Logistics Park Sdn. Bhd.	Malaysia	Logistics and warehousing services, property investment and property development	51	51

The following table summarises the information of JTN Logistics Park Sdn. Bhd.. The table also reconciles the summarised financial information to the carrying amount of the Group interest in JTN Logistics Park Sdn. Bhd., which has been accounted for using the equity method.

	2025 RM'000	Group 2024 RM'000
<b>Summarised financial information</b>		
<b>As at 31 March</b>		
Non-current assets	27,136	2
Current assets	180	5,312
Non-current liabilities	(14,608)	–
Current liabilities	(13,311)	(5,234)
Net (liabilities)/assets	(603)	80
<b>Year ended 31 March</b>		
Loss for the year/Total comprehensive expense for the year	(684)	(17)
<b>Included in the total comprehensive expense are:</b>		
Administrative expenses	(10)	(17)
Finance cost	(674)	–
	(684)	(17)
<b>Reconciliation of net (liabilities)/assets to carrying amount as at 31 March</b>		
Group's share of net (liabilities)/assets	(308)	40
Carrying amount in the statement of financial position	–	40
<b>Group's share of results for the year ended 31 March</b>		
Group's share of loss/Group's share of total comprehensive expense	(349)	(9)

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**7. INVESTMENT IN A JOINT VENTURE (CONT'D)**

**7.1 Material accounting policy information**

Investment in a joint venture is measured in the Group's statement of financial position at cost less any impairment losses.

**8. INVENTORIES**

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Non-current</b>				
Properties under development	111,157	110,392	–	–
<b>Current</b>				
Trading stocks	1,216	1,944	816	371
Properties under development	24,623	41,477	–	–
Completed properties held for sale	87,835	72,708	–	–
	113,674	116,129	816	371
	224,831	226,521	816	371

	Group	
	2025 RM'000	2024 RM'000
Carrying amount of properties under development and completed properties held for sale pledged as security for borrowings (see Note 16)	87,700	104,189

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Recognised in profit or loss:				
- Inventories recognised as cost of sales	70,174	74,366	49,942	56,288
- Write down to net realisable value (included in cost of sales)	7,549	10,893	–	–

**8.1 Material accounting policy information**

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average method.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

9. DEFERRED TAX ASSETS/(LIABILITIES)

9.1 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
<b>Group</b>						
Property, plant and equipment						
- capital allowances	–	–	(43,717)	(35,910)	(43,717)	(35,910)
- revaluation	–	–	(74,578)	(56,647)	(74,578)	(56,647)
Trade receivables	1,283	1,554	–	–	1,283	1,554
Provisions	2,041	1,812	–	–	2,041	1,812
Unabsorbed capital allowances	12,536	5,358	–	–	12,536	5,358
Unutilised tax losses	1,818	1,500	–	–	1,818	1,500
Fair value gain on investment properties	–	–	(29,592)	(20,107)	(29,592)	(20,107)
Inventories	14,138	10,964	–	–	14,138	10,964
Advances received from property buyers	421	421	–	–	421	421
Unabsorbed investment tax allowances	13,152	–	–	–	13,152	–
Right-of-use assets	–	–	(24,016)	(20,692)	(24,016)	(20,692)
Lease liabilities	25,592	22,218	–	–	25,592	22,218
Interest receivables	–	–	(1,371)	(1,371)	(1,371)	(1,371)
Advance lease received	3,941	2,514	–	–	3,941	2,514
Others	–	–	(2,146)	(2,534)	(2,146)	(2,534)
	74,922	46,341	(175,420)	(137,261)	(100,498)	(90,920)
Set off of tax	(57,158)	(32,254)	57,158	32,254	–	–
Net tax assets/(liabilities)	17,764	14,087	(118,262)	(105,007)	(100,498)	(90,920)
<b>Company</b>						
Property, plant and equipment						
- capital allowances	–	–	(15)	(7)	(15)	(7)
Fair value gain on investment properties	–	–	(3,219)	(3,219)	(3,219)	(3,219)
Interest receivables	–	–	(1,571)	(1,571)	(1,571)	(1,571)
Right-of-use assets	–	–	(614)	(349)	(614)	(349)
Lease liabilities	634	362	–	–	634	362
Net tax assets/(liabilities)	634	362	(5,419)	(5,146)	(4,785)	(4,784)



NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**9. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)**

**9.2 Unrecognised deferred tax assets**

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>
Deductible/(Taxable) temporary differences	110	(128)
Unabsorbed capital allowances	12,302	7,948
Unutilised tax losses	51,809	45,414
	<u>64,221</u>	<u>53,234</u>

Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom.

The unrecognised unutilised tax losses will expire in the following year of assessment:

	<b>Group</b>	
	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>
2028	8,450	8,450
2029	4,634	4,634
2030	3,679	3,679
2031	4,302	4,302
2032	2,780	2,780
2033	8,477	8,477
2034	12,490	13,092
2035	6,997	–
	<u>51,809</u>	<u>45,414</u>

The deductible temporary differences and unabsorbed capital allowances do not expire under the current tax legislation.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**9. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)**

**9.3 Movements in temporary differences during the year**

	At 1 April 2023 RM'000	Recognised in profit or loss (Note 20) RM'000	At 31 March 2024/ 1 April 2024 RM'000	Recognised in profit or loss (Note 20) RM'000	Revaluation reserve RM'000	At 31 March 2025 RM'000
<b>Group</b>						
Property, plant and equipment						
- capital allowances	(31,748)	(4,162)	(35,910)	(7,807)	–	(43,717)
- revaluation	(60,575)	3,928	(56,647)	3,553	(21,484)	(74,578)
Trade receivables	1,567	(13)	1,554	(271)	–	1,283
Provisions	1,502	310	1,812	229	–	2,041
Unabsorbed capital allowances	3,050	2,308	5,358	7,178	–	12,536
Unutilised tax losses	1,228	272	1,500	318	–	1,818
Fair value gain on investment properties	(10,583)	(9,524)	(20,107)	(9,485)	–	(29,592)
Inventories	8,712	2,252	10,964	3,174	–	14,138
Advance received from property buyers	421	–	421	–	–	421
Unabsorbed investment tax allowance	–	–	–	13,152	–	13,152
Right-of-use assets	(21,053)	361	(20,692)	(3,324)	–	(24,016)
Lease liabilities	22,565	(347)	22,218	3,374	–	25,592
Interest receivables	(1,571)	200	(1,371)	–	–	(1,371)
Advance lease received	–	2,514	2,514	1,427	–	3,941
Others	(759)	(1,775)	(2,534)	388	–	(2,146)
	(87,244)	(3,676)	(90,920)	11,906	(21,484)	(100,498)

Deferred tax liabilities include RM21,484,000, which relates to the tax effect on the revaluation surplus of RM99,975,000 recognised during the financial year.

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 9. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)

#### 9.3 Movements in temporary differences during the year (Cont'd)

	At 1 April 2023 RM'000	Recognised in profit or loss (Note 20) RM'000	At 31 March 2024/ 1 April 2024 RM'000	Recognised in profit or loss (Note 20) RM'000	At 31 March 2025 RM'000
<b>Company</b>					
Property, plant and equipment					
- capital allowances	(7)	–	(7)	(8)	(15)
Fair value gain on investment properties	(2,892)	(327)	(3,219)	–	(3,219)
Interest receivables	(1,571)	–	(1,571)	–	(1,571)
Right-of-use assets	(377)	28	(349)	(265)	(614)
Lease liabilities	382	(20)	362	272	634
	<u>(4,465)</u>	<u>(319)</u>	<u>(4,784)</u>	<u>(1)</u>	<u>(4,785)</u>

#### 9.4 Material accounting policy information

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 values 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. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

### 10. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Non-current</b>				
Other receivables	7,818	8,606	–	–
Due from subsidiaries				
- non-trade	–	–	185,789	189,718
Due from an associate				
- non-trade	36,161	81,792	36,161	81,792
Due from a joint venture				
- non-trade	13,700	–	14,008	–
	<u>57,679</u>	<u>90,398</u>	<u>235,958</u>	<u>271,510</u>
<b>Current</b>				
Trade receivables	166,684	179,439	1,125	2,068
Other receivables, deposits and prepayments	61,867	49,672	124	124
Due from subsidiaries				
- trade	–	–	3,330	4,276
Due from an associate				
- trade	5	4	5	4
	<u>228,556</u>	<u>229,115</u>	<u>4,584</u>	<u>6,472</u>
	<u>286,235</u>	<u>319,513</u>	<u>240,542</u>	<u>277,982</u>

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 10. TRADE AND OTHER RECEIVABLES (CONT'D)

Included in other receivables, deposits and prepayments are as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Current</b>				
Other receivables	21,403	11,057	–	–
Deposits for purchase of:				
- property, plant and equipment	5,711	5,564	–	–
Deposits for rental and utilities	30,130	29,288	124	124
Prepayments	4,623	3,763	–	–
	<u>61,867</u>	<u>49,672</u>	<u>124</u>	<u>124</u>

Included in trade and other receivables of the Group and the Company are amounts due from related parties and key management personnel of the Group as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Due from related parties				
- trade	1,231	2,112	192	35
- non-trade	10	17	–	–
	<u>1,241</u>	<u>2,129</u>	<u>192</u>	<u>35</u>

The current trade amounts due from subsidiaries and associate are unsecured, interest free and with credit terms of 30 days to 90 days.

The non-current non-trade amounts due from subsidiaries/associate/joint venture are unsecured. Interests are charged at a fixed rate of 4.6% (2024: 4.6%) per annum on monthly outstanding balances.

The non-current amount due from a joint venture represents the deposits paid to a joint venturer for the acquisition of land.

### 11. CONTRACT ASSETS/(CONTRACT LIABILITIES)

Contract assets consist of unbilled amount resulting from sales of properties under development for work completed but not yet billed at reporting date. Contract assets are transferred to receivables when the right to economic benefits become unconditional.

Contract liabilities represent the obligation of the Company to transfer goods or services to customers for which considerations have been received (or the amount is due) from the customers.

The Group issues billings to purchasers based on the billing schedule as stipulated in the contracts.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**12. OTHER INVESTMENTS**

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Financial assets at fair value through profit or loss:				
- Quoted shares	–	14,105	–	14,105
- Unit trust fund	11	11	–	–
	<u>11</u>	<u>14,116</u>	<u>–</u>	<u>14,105</u>

**12.1 Material accounting policy information**

The above investments are designed as measured at fair value through profit or loss.

**13. CASH AND CASH EQUIVALENTS**

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Fixed deposits placed with licensed banks	1,027	1,573	–	–
Cash and bank balances	7,711	9,125	431	444
<b>Cash and cash equivalents in the statements of financial position</b>	<b>8,738</b>	<b>10,698</b>	<b>431</b>	<b>444</b>
Less: Pledged deposits and restricted cash	(2,166)	(2,337)	–	–
Bank overdrafts	(40,199)	(46,493)	–	–
<b>Cash and cash equivalents in the statements of cash flows</b>	<b>(33,627)</b>	<b>(38,132)</b>	<b>431</b>	<b>444</b>

The pledged deposits with licensed banks of the Group of RM1,027,000 (2024: RM1,573,000).

Included in the cash and bank balances of the Group is an amount of RM241,546 (2024: RM1,698,000) of which the utilisation is subject to Section 7A of the Housing Development (Control and Licensing) Act, 1966, as amended by the Housing Developers (Housing Development Account) Regulation, 2002 in Malaysia.

**14. CAPITAL AND RESERVES**

**Share capital**

	Group/Company		Group/Company Number of ordinary shares	
	2025 RM'000	2024 RM'000	2025 '000	2024 '000
Issued and fully paid shares with no par value classified as equity instruments:				
Ordinary shares	<u>200,236</u>	<u>200,236</u>	<u>527,825</u>	<u>527,825</u>

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

14. CAPITAL AND RESERVES (CONT'D)

Reserves

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Distributable</b>				
Retained earnings	575,478	535,472	209,737	210,585
<b>Non-distributable</b>				
Revaluation reserve	291,041	219,354	–	–
Treasury shares	(1,123)	(10,566)	(1,123)	(10,566)
Exchange fluctuation reserve	2,103	4,096	–	–
	292,021	212,884	(1,123)	(10,566)
	867,499	748,356	208,614	200,019

14.1 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 Group (see below), all rights are suspended until those shares are reissued.

14.2 Revaluation reserve

Revaluation reserve represents surplus on revaluation of land and buildings of the Group, net of deferred tax.

14.3 Treasury shares

At the Annual General Meeting held on 28 August 2023, the shareholders of the Company approved the Company's plan to repurchase its own shares. The Directors of the Company are committed to enhancing the value of the Company to its shareholders and believe that the repurchase plan can be applied in the best interests of the Company and its shareholders.

During the financial year, the Company repurchased 2,000 (2024: 2,000) of its issued ordinary shares capital from the open market. The average price paid for the shares repurchased was RM0.79 (2024: RM0.72) per share including transaction costs, and the repurchase transactions were financed by internally generated funds.

The Company distributed about 12,850,192 treasury shares on the basis of one treasury share for every forty existing ordinary shares with voting rights held as share dividend. The share dividend was distributed on 18 December 2024.

At 31 March 2025, a total of 933,103 (2024: 13,781,295) repurchased shares are being held as treasury shares. The number of outstanding shares in issue after the set off is 526,892,383 (2024: 514,044,191).

Treasury shares have no rights to voting, dividends and participation in any other distribution. Treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, take-overs, notices, the requisition of meeting, the quorum for a meeting and the result of a vote on a resolution at a meeting.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**15. TRADE AND OTHER PAYABLES**

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Non-current</b>				
Other payables	29,795	23,955	–	–
<b>Current</b>				
Trade payables	71,825	81,698	4,709	4,779
Other payables and accrued expenses	176,089	127,324	1,384	1,292
Due to subsidiaries - trade	–	–	8	8
	247,914	209,022	6,101	6,079
	277,709	232,977	6,101	6,079

Included in other payables and accrued expenses are:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Non-current</b>				
Advance lease received	14,718	9,490	–	–
Investment properties creditors (Note 24)	15,077	14,465	–	–
	29,795	23,955	–	–
<b>Current</b>				
Other payables	49,084	27,400	216	78
Investment properties creditors (Note 24)	–	8,020	–	–
Retention sum held to third parties	35,828	26,882	–	–
Advance lease received	1,703	986	–	–
Advances received from property buyers	804	804	–	–
Property, plant and equipment creditors (Note 23)	2,018	497	–	–
Deposits for rental of trucks and properties	32,035	23,401	574	574
Due to a Director	6,000	–	–	–
Accrued expenses	48,617	39,334	594	640
	176,089	127,324	1,384	1,292
	205,884	151,279	1,384	1,292



## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 15. TRADE AND OTHER PAYABLES (CONT'D)

Included in trade and other payables of the Group are amounts due to related parties as follows:

	2025 RM'000	Group 2024 RM'000
Trade	8,452	12,639
Non-trade	209	370
	<u>8,661</u>	<u>13,009</u>

The amount due to a Director was unsecured, interest free and repayable on demand.

The amount owing to an investment properties creditor represent the outstanding purchase consideration for acquisition of a piece of land under deferred payment scheme. The amount is subject to an interest rate of 4.15% (2024: 4.15%) per annum.

Retention sums are payable upon the expiry of the defect liability periods of 12 to 24 months after date of completion of contracts.

### 16. LOANS AND BORROWINGS

	2025 RM'000	Group 2024 RM'000	2025 RM'000	Company 2024 RM'000
<b>Non-current</b>				
<b>Secured</b>				
- Hire purchase liabilities	26,853	21,989	–	–
- Term loans	809,500	653,425	6,084	7,427
- Islamic term loans	508,844	498,971	–	–
	<u>1,345,197</u>	<u>1,174,385</u>	<u>6,084</u>	<u>7,427</u>
<b>Current</b>				
<b>Secured</b>				
- Hire purchase liabilities	11,081	9,716	–	–
- Term loans	34,993	23,984	1,343	1,279
- Islamic term loans	27,471	29,267	–	–
	<u>73,545</u>	<u>62,967</u>	<u>1,343</u>	<u>1,279</u>
<b>Unsecured</b>				
- Revolving credits	150,831	132,741	–	9,742
- Islamic revolving credits	35,000	35,000	–	–
- Bankers' acceptances	96,459	105,008	5,218	12,555
- Islamic trade bills	20,000	17,500	–	–
- Bank overdrafts	25,104	30,725	–	–
- Islamic bank overdraft	15,095	15,768	–	–
	<u>342,489</u>	<u>336,742</u>	<u>5,218</u>	<u>22,297</u>
	<u>416,034</u>	<u>399,709</u>	<u>6,561</u>	<u>23,576</u>
Total borrowings	<u>1,761,231</u>	<u>1,574,094</u>	<u>12,645</u>	<u>31,003</u>

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**16. LOANS AND BORROWINGS (CONT'D)**

**Security**

The borrowings are secured by way of:

- i) charges on certain land and buildings, right-of-use assets, investment properties and inventories of the Group as disclosed in Notes 2, 3, 4 and 8 respectively;
- ii) negative pledge on certain assets of a subsidiary; and
- iii) corporate guarantee by the Company.

**Significant covenants**

Certain borrowings are subject to the following covenants:

- i) To maintain Group gearing ratio of not more than 2.25 times as defined by the respective financial institutions;
- ii) To maintain the Group's shareholders' equity of not less than RM700 million; and
- iii) The Managing Director shall maintain more than 40% of direct and indirect shareholdings in the Company.

**17. REVENUE AND COST OF SALES**

**17.1 Revenue**

	<b>Group</b>		<b>Company</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>Revenue from contracts with customers</b>				
Services rendered	727,745	658,549	—	—
Dormitory income	—	488	—	—
Property development	32,736	32,268	—	—
Goods sold	36,243	35,962	52,933	58,412
	796,724	727,267	52,933	58,412
<b>Other revenue</b>				
Rental income	56,748	27,461	—	—
Interest income	3,151	3,726	13,254	13,189
Dividend income				
- Other investments	140	163	140	163
	60,039	31,350	13,394	13,352
<b>Total revenue</b>	<b>856,763</b>	<b>758,617</b>	<b>66,327</b>	<b>71,764</b>

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

17. REVENUE AND COST OF SALES (CONT'D)

17.1 Revenue (Cont'd)

17.1.1 Disaggregation of revenue

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Timing and recognition</b>				
- At a point in time	39,506	35,962	52,933	58,412
- Over time	757,218	691,305	-	-
Revenue from contracts with customers	796,724	727,267	52,933	58,412
Other revenue	60,039	31,350	13,394	13,352
<b>Total revenue</b>	<b>856,763</b>	<b>758,617</b>	<b>66,327</b>	<b>71,764</b>

17.1.2 Nature of goods or services

The following information reflects the typical transactions of the Group and of the Company:

Nature of goods or services	Timing of recognition or method used to recognise revenue	Significant payment terms	Variable element in consideration	Warranty
Services rendered	Revenue is recognised over time for service transactions, such as freight services, based on the cost incurred method	Credit period of 0 - 90 days from invoice date	Not applicable	Not applicable
Sales of completed properties	Revenue is recognised when the customer obtains the physical possession or legal title of the completed properties	Credit period of 14 days from invoice date	Not applicable	Not applicable
Property development	Revenue is recognised over time by reference to the progress towards satisfaction of the performance obligation	Credit period of 30 days from invoice date	Rebates are given to purchasers upon signing of the Sale and Purchase Agreement	Defect liability period of 2 years is given to purchasers
Goods sold	Revenue is recognised when the goods are delivered and accepted by the customers	Credit period of 0 - 90 days from invoice date	Not applicable	Not applicable
Revenue from dormitory income	Revenue is recognised over time during the period of stay for the dormitory guests	Credit period of 0 - 30 days from invoice date	Not applicable	Not applicable

The revenue from contracts with customers of the Group and the Company are not subject to obligation for returns or refunds.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**17. REVENUE AND COST OF SALES (CONT'D)**

**17.1 Revenue (Cont'd)**

**17.1.2 Nature of goods or services (Cont'd)**

The Group and the Company apply the practical expedient for exemption on disclosure of information on remaining performance obligations that have original expected duration of one year or less.

**17.1.3 Significant judgements and assumptions arising from revenue recognition**

The Group recognises its properties development activities based on the percentage of completion method using the input method which is based on the actual cost incurred to date on the property development project as compared to the total budgeted cost for the respective development projects.

Significant judgement is required in determining the progress towards complete satisfaction of the performance obligation and this includes determining the extent of property development costs incurred and the total estimated costs of property development, which in turn is used to determine the percentage of completion and gross profit margin of property development activities undertaken by the Group.

**17.2 Cost of sales**

	<b>Group</b>		<b>Company</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Cost of services	(629,706)	(572,299)	–	–
Cost of properties sold	(34,429)	(36,569)	–	–
Cost of goods sold	(35,745)	(37,797)	(49,942)	(56,288)
<b>Total cost of sales</b>	<b>(699,880)</b>	<b>(646,665)</b>	<b>(49,942)</b>	<b>(56,288)</b>

**18. FINANCE INCOME AND FINANCE COSTS**

**18.1 Finance income**

	<b>Group</b>		<b>Company</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Interest income of financial assets that are not at fair value through profit or loss	3,295	4,031	13,257	13,190

Finance income included in:

	<b>Group</b>		<b>Company</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Revenue	3,151	3,726	13,254	13,189
Finance income	144	305	3	1
	<b>3,295</b>	<b>4,031</b>	<b>13,257</b>	<b>13,190</b>

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

18. FINANCE INCOME AND FINANCE COSTS (CONT'D)

18.2 Finance costs

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Interest expense of financial liabilities that are not at fair value through profit or loss	76,677	70,021	860	2,237
Interest expense on lease liabilities	5,509	4,952	81	71
	<u>82,186</u>	<u>74,973</u>	<u>941</u>	<u>2,308</u>
Recognised in profit or loss	76,565	65,705	941	2,308
Interest expense of financial liabilities that are not at fair value through profit or loss capitalised into qualifying assets:				
- property, plant and equipment	4,909	4,541	-	-
- investment properties	712	4,727	-	-
	<u>82,186</u>	<u>74,973</u>	<u>941</u>	<u>2,308</u>

19. OPERATING PROFIT

		Group		Company	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Operating profit is arrived at after charging/(crediting):</b>					
<b>Auditors' remuneration</b>					
Audit fees:					
- KPMG PLT					
- Current year		490	473	78	70
- Under provision in prior year		18	53	-	-
- Other auditors		86	72	-	-
Non-audit fees					
- KPMG PLT		19	82	9	9
- Local affiliates of KPMG PLT		179	137	11	11

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**19. OPERATING PROFIT (CONT'D)**

		Group		Company	
	Note	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Material expenses/(income)</b>					
Depreciation:					
- Property, plant and equipment		36,468	35,577	10	7
- Right-of-use assets		47,858	31,514	129	114
(Reversal of)/Allowance for impairment loss on:					
- Investments in subsidiaries		-	-	(54)	2,183
- Investments in associates		(317)	235	(317)	235
- Property, plant and equipment		-	215	-	-
Personnel expenses (including key management personnel):					
- Contributions to state plans		10,042	9,274	16	14
- Wages, salaries and others		142,190	124,370	297	286
Property, plant and equipment written off		20	89	-	14
Change in fair value of investment properties		(47,301)	(87,123)	-	(3,270)
(Gain)/Loss on disposal of:					
- Other investments		(715)	(1,509)	(715)	(1,509)
- Property, plant and equipment		(149)	183	-	-
Revaluation deficit on properties		11,238	-	-	-
Revaluation surplus on properties with previous revaluation deficit charged in profit or loss		(1,680)	-	-	-
Investment property written off		3,600	-	-	-
Net foreign exchange loss/(gain)		1,428	(507)	-	-
Other investments:					
- Fair value (gain)/loss		(947)	2,780	(947)	2,780
Gross dividends					
- Quoted investment		(140)	(163)	(140)	(163)
Fair value gain upon transfer from inventories to investment properties		-	(8,814)	-	-
<b>Expenses/(income) arising from leases</b>					
Expenses relating to short-term leases	a	63,375	61,855	96	96
Expenses relating to variable leases payments not included in the measurement of lease liabilities		225	252	-	-
Rental income from land and buildings		(1,608)	(1,648)	(1,024)	(1,024)
Gain on derecognition of lease		(239)	(194)	-	-
<b>Net (reversal)/loss on impairment of financial instruments:</b>					
Trade receivables		(1,562)	872	-	-
Amounts due from subsidiaries		-	-	4,384	14,627
Amount due from a joint venture		600	-	600	-
		(962)	872	4,984	14,627

**Note a**

The Group and the Company lease a number of warehouses, hostels and equipment with contract term of 1 year or less. The Group and the Company have elected not to recognise right-of-use assets and lease liabilities for these leases.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

20. TAX EXPENSE

20.1 Recognised in profit or loss

Major components of income tax expense include:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Current tax expense</b>				
- Current year	8,620	6,757	3,696	3,213
- Over provision in prior years	(5,181)	(301)	(28)	(33)
	3,439	6,456	3,668	3,180
<b>Deferred tax expense</b>				
- Origination and reversal of temporary differences	(9,483)	5,114	(1)	390
- (Over)/Under provision in prior years	(2,423)	(1,438)	2	(71)
	(11,906)	3,676	1	319
<b>Tax expenses recognised in profit and loss</b>	(8,467)	10,132	3,669	3,499
Share of tax of equity-accounted associates	–	6	–	–
<b>Total income tax expense</b>	(8,467)	10,138	3,669	3,499

20.2 Reconciliation of tax expense

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Profit/(Loss) for the year	43,712	57,725	8,597	(20)
Total income tax expense	(8,467)	10,138	3,669	3,499
Profit before tax	35,245	67,863	12,266	3,479



NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**20. TAX EXPENSE (CONT'D)**

**20.2 Reconciliation of tax expense (Cont'd)**

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Income tax calculated using Malaysian tax rate of 24% (2024: 24%)	8,459	16,287	2,944	835
Effect of different tax rates in foreign jurisdictions	438	197	–	–
Non-deductible expenses	6,096	6,041	785	4,219
Effect of fair value change in investment properties	(5,981)	(9,706)	–	(383)
Non-taxable income	(472)	(3,588)	(34)	(1,068)
Unrecognised deferred tax assets	2,637	2,646	–	–
Tax incentive	(12,040)	–	–	–
	(863)	11,877	3,695	3,603
Over provision in prior years	(7,604)	(1,739)	(26)	(104)
Total income tax expense	(8,467)	10,138	3,669	3,499

**21. EARNINGS PER ORDINARY SHARE**

**Basic earnings per ordinary share**

The calculation of basic earnings per ordinary share at 31 March was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares calculated as follows:

	Group	
	2025 RM'000	2024 RM'000
Profit for the year attributable to ordinary shareholders	42,647	57,268

Weighted average number of ordinary shares are determined as follows:

	Group	
	2025 '000	2024 '000
Number of ordinary shares as at 31 March	527,825	527,825
Effect of own shares acquired	(9,499)	(13,781)
Weighted average number of ordinary shares at 31 March	518,326	514,044
Basic earnings per ordinary share (sen)	8.23	11.14

**Diluted earnings per ordinary share**

There is no outstanding dilutive potential ordinary shares.

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 22. DIVIDENDS

Dividends recognised by the Company are:

	Sen per share RM	Total amount RM'000	Date of Securities crediting
<b>2025</b>			
Interim 2025 ordinary	1.84	9,445	18 December 2024

On 18 December 2024, the Company distributed an interim share dividend in respect of financial year ended 31 March 2025, via distribution of 1 treasury share for every 40 ordinary shares held, equivalent to 1.84 sen per share.

### 23. ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Current year additions	220,986	272,752	125	7
Less: Amount financed by hire purchase liabilities	(16,474)	(10,972)	–	–
Finance cost capitalised	(4,909)	(4,541)	–	–
(Less)/Add:				
Balances in respect of acquisition of property, plant and equipment included in other payables (Note 15)				
- at the end of year	(2,018)	(497)	–	–
- at the beginning of year	497	4,731	–	–
	198,082	261,473	125	7

### 24. ACQUISITION OF INVESTMENT PROPERTIES

	Group	
	2025 RM'000	2024 RM'000
Current year additions	44,671	52,701
Less: Finance cost capitalised	(712)	(4,727)
(Less)/Add:		
Balances in respect of acquisition of investment properties included in other payables at the end of year (Note 15)		
- at the end of year	(15,077)	(22,485)
- at the beginning of year	22,485	21,573
	51,367	47,062

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**25. ACQUISITION OF A SUBSIDIARY**

On 25 November 2024, the Group entered into a Sale and Purchase Agreement of Shares to acquire 100% equity interest in Dasarbina Konkrit Sdn. Bhd. The principal activity of the company is investment holding. The acquisition is to expand the Group's the warehousing capacity to meet increasing demand for logistics and warehousing services. The acquisition was completed on 23 March 2025. The cost of acquisition is satisfied via internally generated fund.

Given the immaterial impact of the acquisition on the consolidated income statement, the Group has not disclosed the revenue and profit and loss contribution of the acquiree since the acquisition date, and the financial information as if the acquisition had occurred at the beginning of the reporting period.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

**Fair value of consideration transferred**

	<b>Group 2025 RM'000</b>
Cash and cash equivalents	12,396

**Identified assets acquired and liabilities assumed**

	<b>Group 2025 RM'000</b>
Investment property	12,397
Other receivables	2
Total identifiable net assets	12,399

The fair value of the investment properties were determined by an independent professional valuer based on open market value basis. The carrying values of other assets and liabilities on completion date are recognised based on their estimate fair values.

**Net cash outflow arising from acquisition of a subsidiary**

	<b>Group/Company 2025 RM'000</b>
Consideration settled in cash and cash equivalents	12,396

**Negative goodwill**

Negative goodwill was recognised as a results of the acquisition as follows:

	<b>Group 2025 RM'000</b>
Total consideration transferred	12,396
Fair value of identifiable net assets	(12,399)
Negative goodwill arising from acquisition	(3)

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 26. CAPITAL COMMITMENTS

	2025 RM'000	Group 2024 RM'000
<b>Capital expenditure commitments</b>		
<b>Property, plant and equipment and investment properties</b>		
Contracted but not provided for	358,581	97,159

### 27. OPERATING SEGMENTS

The Group has four reportable segments, as described below:

- Logistics and warehousing services
- Investment
- Property development
- Dormitory

For each of the business segments, the Group Managing Director who is the Chief Operating Decision Maker, reviews the internal management reports on a monthly basis.

The goods sold segment relates primarily to the trading of diesel and fast-moving consumer goods. The results are reviewed together with the logistics and warehousing services segment by the Group Managing Director.

Performance is measured based on segment profit before tax, interest, depreciation and amortisation as the management believes that such information is the most relevant in evaluating the results of the operation.

#### 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 Group Managing Director. Segment total assets is used to measure the return of assets of each segment.

#### Segment liabilities

Segment liabilities information is included in the internal management reports that are reviewed by the Group Managing Director.

#### Segment capital expenditure

Segment capital expenditure is the total cost incurred during the financial year to acquire property, plant and equipment, right-of-use assets and investment properties.

#### Geographical segments

The Group's operations are located mainly in Malaysia.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

## 27. OPERATING SEGMENTS (CONT'D)

	Logistics and warehousing services		Investment		Property development		Dormitory		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
<b>Segment profit/(loss) before tax, interest, depreciation and amortisation</b>										
	198,908	189,760	4,953	8,178	(3,624)	8,623	(777)	(583)	199,460	205,978
Depreciation	(83,138)	(65,733)	-	-	(42)	(60)	(1,148)	(1,298)	(84,328)	(67,091)
Interest income	9	43	-	-	135	262	-	-	144	305
Finance costs	(67,692)	(55,215)	-	-	(8,254)	(8,780)	(619)	(1,710)	(76,565)	(65,705)
Share of loss in associates	-	-	(3,117)	(5,621)	-	-	-	-	(3,117)	(5,621)
Share of loss in a joint venture	-	-	(349)	(9)	-	-	-	-	(349)	(9)
<b>Profit/(Loss) before tax</b>	<b>48,087</b>	<b>68,855</b>	<b>1,487</b>	<b>2,548</b>	<b>(11,785)</b>	<b>45</b>	<b>(2,544)</b>	<b>(3,591)</b>	<b>35,245</b>	<b>67,857</b>
<i>Included in the measure of segment profit are:</i>										
Revenue from external customers	819,669	721,403	3,291	3,889	33,803	32,837	-	488	856,763	758,617
<b>Segment assets</b>	<b>2,845,981</b>	<b>2,480,216</b>	<b>129,299</b>	<b>163,174</b>	<b>353,065</b>	<b>313,933</b>	<b>31,227</b>	<b>32,299</b>	<b>3,359,572</b>	<b>2,989,622</b>
Additions to non-current assets other than inventories, financial instruments and deferred tax assets	319,106	392,704	-	-	-	96	48	94	319,154	392,894
<b>Segment liabilities</b>	<b>2,170,958</b>	<b>1,954,601</b>	<b>-</b>	<b>-</b>	<b>99,681</b>	<b>64,230</b>	<b>10,879</b>	<b>12,145</b>	<b>2,281,518</b>	<b>2,030,976</b>
<b>Major customers</b>										

Revenue from one customer of the Group represents approximately RM79.6 million (2024: RM73.2 million) of the Group's total revenue.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**28. FINANCIAL INSTRUMENTS**

**28.1 Categories of financial instruments**

The table below provides an analysis of financial instruments categorised as follows:

- (a) Fair value through profit or loss ("FVTPL")  
- Mandatorily required by MFRS 9
- (b) Amortised cost ("AC")

	Carrying amount RM'000	AC RM'000	Mandatorily at FVTPL RM'000
<b>2025</b>			
<b>Financial assets</b>			
<b>Group</b>			
Other investments	11	–	11
Trade and other receivables*	281,612	281,612	–
Cash and cash equivalents	8,738	8,738	–
	<u>290,361</u>	<u>290,350</u>	<u>11</u>
<b>Company</b>			
Trade and other receivables	240,542	240,542	–
Cash and cash equivalents	431	431	–
	<u>240,973</u>	<u>240,973</u>	<u>–</u>
<b>2024</b>			
<b>Financial assets</b>			
<b>Group</b>			
Other investments	14,116	–	14,116
Trade and other receivables*	315,750	315,750	–
Cash and cash equivalents	10,698	10,698	–
	<u>340,564</u>	<u>326,448</u>	<u>14,116</u>
<b>Company</b>			
Other investments	14,105	–	14,105
Trade and other receivables	277,982	277,982	–
Cash and cash equivalents	444	444	–
	<u>292,531</u>	<u>278,426</u>	<u>14,105</u>

\* excluding prepayments

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**28. FINANCIAL INSTRUMENTS (CONT'D)**

**28.1 Categories of financial instruments (Cont'd)**

	Carrying amount RM'000	AC RM'000
<b>2025</b>		
<b>Financial liabilities</b>		
<b>Group</b>		
Loans and borrowings	(1,761,231)	(1,761,231)
Trade and other payables <sup>^</sup>	(260,484)	(260,484)
	<u>(2,021,715)</u>	<u>(2,021,715)</u>
<b>Company</b>		
Loans and borrowings	(12,645)	(12,645)
Trade and other payables	(6,101)	(6,101)
	<u>(18,746)</u>	<u>(18,746)</u>
<b>2024</b>		
<b>Financial liabilities</b>		
<b>Group</b>		
Loans and borrowings	(1,574,094)	(1,574,094)
Trade and other payables <sup>^</sup>	(222,144)	(222,144)
	<u>(1,796,238)</u>	<u>(1,796,238)</u>
<b>Company</b>		
Loans and borrowings	(31,003)	(31,003)
Trade and other payables	(6,079)	(6,079)
	<u>(37,082)</u>	<u>(37,082)</u>

<sup>^</sup> excluding advances received from property buyers, and advance lease received.



## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### 28.2 Net gains and losses arising from financial instruments

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Net gains/(losses) on:				
Fair value through profit or loss:				
- Mandatorily required by MFRS 9	1,802	4,452	1,802	4,452
Financial assets at AC	2,810	3,865	8,273	(1,437)
Financial liabilities at AC	(76,677)	(70,021)	(860)	(2,237)
	<u>(72,065)</u>	<u>(61,704)</u>	<u>9,215</u>	<u>778</u>

#### 28.3 Financial risk management

The Group has exposure to the following risks from its financial instruments:

- Credit risk
- Liquidity risk
- Market risk

#### 28.4 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 and contract assets. The Company's exposure to credit risk arises principally from receivables from customers, advances to subsidiaries/associates and financial guarantees given to banks for credit facilities granted to subsidiaries/associates. There are no significant changes as compared to prior period.

##### Trade receivables and contract assets

##### *Risk management objectives, policies and processes for managing the risk*

The Group's credit control department carried out credit control review with the direct involvement of Executive Directors on an ongoing basis.

In respect of trade receivables and contract assets arising from the sale of development properties, the Group monitors its credit risk by maintaining a register of owners of the development properties until full settlement by the purchaser self-finance portion of the purchase consideration or upon undertaking of end financing by the purchaser's end financier.

At each reporting date, the Group or the Company 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 (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company 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 prior period.

##### *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 is represented by the carrying amounts in the statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**28. FINANCIAL INSTRUMENTS (CONT'D)**

**28.4 Credit risk (Cont'd)**

**Trade receivables and contract assets (Cont'd)**

*Concentration of credit risk*

The exposure of credit risk for trade receivables as at the end of the reporting period by one (2024:one) customer accounted for 15% (2024:14%) of the carrying amounts of trade receivables.

*Recognition and measurement of impairment loss*

In managing credit risk of trade receivables, the Group maintains separate ageing analysis in respect of trade receivables from logistics and warehousing services and property development.

For logistics and warehousing services, management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are measured at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than 90 days, which are deemed to have higher credit risk, are monitored individually.

For property development activities, the progress billings are due within 14 days or 30 days as stipulated in the sale and purchase agreements/billings. The retention sums are due upon the expiry of the defects liability period stated in the respective sale and purchase agreements.

The Group uses an allowance matrix to measure expected credit losses ("ECLs") of trade receivables. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as credit impaired.

Loss rates are calculated using a "roll rate" method based on the probability of a receivable progressing through successive stages of delinquency to 90 days past due.

Loss rates are based on actual credit loss experience over the past three years. The Group also considers differences between (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Group's view of economic conditions over the expected lives of the receivables. Nevertheless, the Group believes that these factors are immaterial for the purpose of impairment calculation for the year.

The following table provides information about the exposure to credit risk and ECLs for trade receivables which are grouped together as they are expected to have similar risk nature.

**Logistics and warehousing services**

	<b>Gross carrying amount RM'000</b>	<b>Loss allowance RM'000</b>	<b>Net balance RM'000</b>
<b>2025</b>			
<b>Group</b>			
Current (not past due)	99,864	–	99,864
1 - 30 days past due	44,115	171	43,944
31 - 60 days past due	16,783	498	16,285
61 - 90 days past due	3,188	393	2,795
	<b>163,950</b>	<b>1,062</b>	<b>162,888</b>
<b>Credit impaired</b>			
More than 90 days past due	7,512	7,060	452
Individually impaired	288	288	–
	<b>171,750</b>	<b>8,410</b>	<b>163,340</b>

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

28. FINANCIAL INSTRUMENTS (CONT'D)

28.4 Credit risk (Cont'd)

Trade receivables and contract assets (Cont'd)

Recognition and measurement of impairment loss (Cont'd)

Logistics and warehousing services (Cont'd)

	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
<b>2025</b>			
<b>Company</b>			
Current (not past due)	939	–	939
1 - 30 days past due	2	–	2
31 - 60 days past due	62	–	62
61 - 90 days past due	37	–	37
	1,040	–	1,040
<b>Credit impaired</b>			
More than 90 days past due	85	–	85
	1,125	–	1,125
<b>2024</b>			
<b>Group</b>			
Current (not past due)	84,375	–	84,375
1 - 30 days past due	64,813	412	64,401
31 - 60 days past due	15,485	154	15,331
61 - 90 days past due	6,874	562	6,312
	171,547	1,128	170,419
<b>Credit impaired</b>			
More than 90 days past due	9,589	8,563	1,026
Individually impaired	288	288	–
	181,424	9,979	171,445
<b>Company</b>			
Current (not past due)	1,357	–	1,357
1 - 30 days past due	709	–	709
31 - 60 days past due	–	–	–
61 - 90 days past due	1	–	1
	2,067	–	2,067
<b>Credit impaired</b>			
More than 90 days past due	1	–	1
	2,068	–	2,068

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**28. FINANCIAL INSTRUMENTS (CONT'D)**

**28.4 Credit risk (Cont'd)**

**Trade receivables and contract assets (Cont'd)**

*Recognition and measurement of impairment loss (Cont'd)*

**Logistics and warehousing services (Cont'd)**

The movements in the allowance for impairment in respect of trade receivables from logistics and warehousing services during the year are shown below.

	<b>Lifetime ECL RM'000</b>	<b>Credit impaired RM'000</b>	<b>Total RM'000</b>
<b>Group</b>			
<b>Balance at 1 April 2023</b>	4,654	4,458	9,112
Net remeasurement of loss allowance	(3,529)	4,393	864
Exchange difference	3	–	3
	<hr/>	<hr/>	<hr/>
<b>Balance at 31 March 2024/1 April 2024</b>	1,128	8,851	9,979
Net remeasurement of loss allowance	(59)	(1,503)	(1,562)
Exchange difference	(7)	–	(7)
	<hr/>	<hr/>	<hr/>
<b>At 31 March 2025</b>	<u>1,062</u>	<u>7,348</u>	<u>8,410</u>

**Property development**

	<b>Gross carrying amount RM'000</b>	<b>Loss allowance RM'000</b>	<b>Net balance RM'000</b>
<b>Group 2025</b>			
Current (not past due)	9,994	–	9,994
31 - 60 days past due	2	–	2
61 - 90 days past due	4	–	4
	<hr/>	<hr/>	<hr/>
	10,000	–	10,000
<b>Credit impaired</b>			
More than 90 days past due	12	8	4
Individually impaired	355	326	29
	<hr/>	<hr/>	<hr/>
	10,367	334	10,033
	<hr/>	<hr/>	<hr/>
Trade receivables	3,678	334	3,344
Contract assets	6,689	–	6,689
	<hr/>	<hr/>	<hr/>
	<u>10,367</u>	<u>334</u>	<u>10,033</u>

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

28. FINANCIAL INSTRUMENTS (CONT'D)

28.4 Credit risk (Cont'd)

Trade receivables and contract assets (Cont'd)

Recognition and measurement of impairment loss (Cont'd)

Property development (Cont'd)

	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
<b>Group 2024</b>			
Current (not past due)	7,918	–	7,918
1 - 30 days past due	22	–	22
	<hr/> 7,940	<hr/> –	<hr/> 7,940
<b>Credit impaired</b>			
More than 90 days past due	62	8	54
Individually impaired	326	326	–
	<hr/> 8,328	<hr/> 334	<hr/> 7,994
Trade receivables	<hr/> 8,328	<hr/> 334	<hr/> 7,994

The movements in the allowance for impairment in respect of trade receivables and contract assets from property development during the year are shown below.

	Credit impaired 2025 RM'000	2024 RM'000
<b>Balance at 1 April 2024/2023</b>		
Net remeasurement of loss allowance	334	326
	<hr/> –	<hr/> 8
<b>Balance at 31 March</b>	<hr/> 334	<hr/> 334

Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

These banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that the loss allowance are not material and hence, it is not provided for.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**28. FINANCIAL INSTRUMENTS (CONT'D)**

**28.4 Credit risk (Cont'd)**

**Other receivables**

The Group and the Company monitor the exposure to credit risk on individual basis.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position and the Group and the Company do not recognise any allowance for impairment losses.

**Financial guarantees**

*Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries and an associate. The Company monitors the ability of certain subsidiaries and an associate to service their loans on an individual basis.

*Exposure to credit risk, credit quality and collateral*

The maximum exposure to credit risk of the Company amounts to RM1,723 million (2024: RM1,499 million) representing the outstanding banking facilities of certain subsidiaries as at the end of the reporting period.

The maximum exposure to credit risk of the Group amounts to RM36 million (2024: RM19 million) representing the outstanding banking facilities of an associate as at the end of the reporting period

The financial guarantees are provided as credit enhancements to the subsidiaries' and associate's secured loans.

*Recognition and measurement of impairment loss*

The Company assumes that there is a significant increase in credit risk when the subsidiaries' and associate's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when:

- The subsidiaries and associate are unlikely to repay its credit obligation to the bank in full; or
- The subsidiaries and associate are continuously loss making and are 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, the Group and the Company do not recognise any allowance for impairment losses.

**Inter-company loans and advances/amount due from a joint venture/an associate**

*Risk management objectives, policies and processes for managing the risk*

The Group provides unsecured advances to an associate. Other than trade transactions with subsidiaries, the Company also provides unsecured loans and advances to subsidiaries and a joint venture. The Company monitors the ability of the subsidiaries, joint venture and associate to repay the advances on an individual basis.

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### 28.4 Credit risk (Cont'd)

##### Inter-company loans and advances/amount due from a joint venture/an associate (Cont'd)

##### *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 statement of financial position.

Loans and advances provided are not secured by any collateral or supported by any other credit enhancements.

##### *Recognition and measurement of impairment loss*

Generally, the Group or the Company considers advances to subsidiaries and amount due from an associate and a joint venture have low credit risk. The Group or the Company assumes that there is a significant increase in credit risk when the subsidiaries', joint venture's and associate's financial position deteriorates significantly. As the Group or the Company is able to determine the timing of payments of the amounts due when they are payable, the Group or the Company considers the advances to be in default when the subsidiaries, joint venture or associate are not able to pay when demanded. The Group or the Company considers amounts due from subsidiaries or joint venture or associate to be credit impaired when:

- The subsidiaries or joint venture or associate are unlikely to repay the amounts to the Group or to the Company in full; or
- The subsidiaries or joint venture or associate are continuously loss making and are having a deficit shareholders' fund.

The Group or the Company determine the probability of default for these advances individually using internal information available.

The following table provides information about the exposure to credit risk and ECLs for subsidiaries', joint venture's and associate's outstanding balances as at the end of reporting period:

	Carrying amount RM'000	Impairment loss allowance RM'000	Net balance RM'000
<b>Group 2025</b>			
Low credit risk	49,866	–	49,866
Credit impaired	600	600	–
	<u>50,466</u>	<u>600</u>	<u>49,866</u>
<b>2024</b>			
Low credit risk	<u>81,796</u>	<u>–</u>	<u>81,796</u>



NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**28. FINANCIAL INSTRUMENTS (CONT'D)**

**28.4 Credit risk (Cont'd)**

**Inter-company loans and advances/amount due from a joint venture/an associate (Cont'd)**

*Recognition and measurement of impairment loss (Cont'd)*

	Carrying amount RM'000	Impairment loss allowance RM'000	Net balance RM'000
<b>Company</b>			
<b>2025</b>			
Low credit risk	239,293	–	239,293
Credit impaired	21,423	21,423	–
	<u>260,716</u>	<u>21,423</u>	<u>239,293</u>
<b>2024</b>			
Low credit risk	275,790	–	275,790
Credit impaired	16,439	16,439	–
	<u>292,229</u>	<u>16,439</u>	<u>275,790</u>

The movement in the allowance for impairment in respect of joint venture's and subsidiaries' outstanding balances during the year is as follows:

	<b>Credit impaired</b>	
	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Group</b>		
<b>Balance at 1 April 2024/2023</b>	–	–
Net remeasurement of loss allowance	600	–
<b>Balance at 31 March</b>	<u>600</u>	<u>–</u>
<b>Company</b>		
<b>Balance at 1 April 2024/2023</b>	16,439	1,812
Net remeasurement of loss allowance	4,984	14,627
<b>Balance at 31 March</b>	<u>21,423</u>	<u>16,439</u>

**28.5 Liquidity risk**

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

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

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  
(CONT'D)

28. FINANCIAL INSTRUMENTS (CONT'D)

28.5 Liquidity risk (Cont'd)

Maturity analysis

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

Group	Carrying amount RM'000	Contractual interest rate/ Discount rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000
<b>2025</b>							
<i>Non-derivative financial liabilities</i>							
Trade and other payables	245,407	—	245,407	245,407	—	—	—
Other payables	15,077	4.15	15,101	638	7,536	6,927	—
Secured hire purchase liabilities	37,934	4.00 - 6.50	42,895	12,465	10,875	16,029	3,526
Secured term loans	844,493	4.30 - 6.70	1,287,987	74,553	83,450	244,596	885,388
Secured Islamic term loans	536,315	4.50 - 6.05	758,675	52,983	55,975	161,462	488,255
Unsecured revolving credits	150,831	4.88 - 5.71	151,583	151,583	—	—	—
Unsecured Islamic revolving credits	35,000	4.76 - 5.31	35,209	35,209	—	—	—
Unsecured bankers' acceptances	96,459	3.95 - 6.47	96,459	96,459	—	—	—
Unsecured Islamic trade bills	20,000	5.05 - 5.15	20,000	20,000	—	—	—
Unsecured bank overdrafts	25,104	4.50 - 8.14	25,104	25,104	—	—	—
Unsecured Islamic bank overdraft	15,095	5.31 - 6.95	15,095	15,095	—	—	—
Lease liabilities	121,420	2.18 - 5.00	145,774	45,711	28,194	28,297	43,572
Financial guarantees*	—		35,879	35,879	—	—	—
	2,143,135		2,875,168	811,086	186,030	457,311	1,420,741

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

## 28. FINANCIAL INSTRUMENTS (CONT'D)

## 28.5 Liquidity risk (Cont'd)

## Maturity analysis (Cont'd)

	Carrying amount RM'000	Contractual interest rate/ Discount rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000
<b>2024</b>							
<i>Non-derivative financial liabilities</i>							
Trade and other payables	199,659	-	199,659	199,659	-	-	-
Other payables	22,485	4.15	23,526	8,425	638	14,463	-
Secured hire purchase liabilities	31,705	3.78 - 6.25	35,263	11,313	9,217	13,930	803
Secured term loans	677,409	4.40 - 5.97	925,660	53,446	58,370	182,608	631,236
Secured Islamic term loans	528,238	4.50 - 5.59	767,661	54,228	53,467	152,133	507,833
Unsecured revolving credits	132,741	4.79 - 5.66	133,219	133,219	-	-	-
Unsecured Islamic revolving credits	35,000	4.76 - 5.32	35,199	35,199	-	-	-
Unsecured bankers' acceptances	105,008	3.28 - 5.66	105,008	105,008	-	-	-
Unsecured Islamic trade bills	17,500	5.05 - 5.09	17,500	17,500	-	-	-
Unsecured bank overdrafts	30,725	4.07 - 6.89	30,725	30,725	-	-	-
Unsecured Islamic bank overdraft	15,768	5.06 - 5.70	15,768	15,768	-	-	-
Lease liabilities	117,007	2.18 - 5.00	139,535	32,855	18,594	38,619	49,467
Financial guarantees*	-	-	18,557	18,557	-	-	-
	1,913,245		2,447,280	715,902	140,286	401,753	1,189,339

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

28. FINANCIAL INSTRUMENTS (CONT'D)

28.5 Liquidity risk (Cont'd)

Maturity analysis (Cont'd)

Company	Carrying amount RM'000	Contractual interest rate/ Discount rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 - 2 years RM'000	2 - 5 years RM'000	More than 5 years RM'000
<b>2025</b>							
<i>Non-derivative financial liabilities</i>							
Trade and other payables	6,101	-	6,101	6,101	-	-	-
Secured term loans	7,427	4.80	8,339	1,663	1,663	4,932	81
Unsecured bankers' acceptances	5,218	4.47 - 4.50	5,218	5,218	-	-	-
Lease liabilities	2,641	4.60	3,629	246	246	738	2,399
Financial guarantees*	-	-	1,723,445	1,723,445	-	-	-
	21,387		1,746,732	1,736,673	1,909	5,670	2,480
<b>2024</b>							
<i>Non-derivative financial liabilities</i>							
Trade and other payables	6,079	-	6,079	6,079	-	-	-
Secured term loans	8,706	5.05	10,001	1,663	1,663	4,989	1,686
Unsecured bankers' acceptances	12,555	3.28 - 4.35	12,555	12,555	-	-	-
Revolving credits	9,742	5.66	9,786	9,786	-	-	-
Lease liabilities	1,509	4.60	1,989	156	156	468	1,209
Financial guarantees*	-	-	1,499,294	1,499,294	-	-	-
	38,591		1,539,704	1,529,533	1,819	5,457	2,895

\* The amount represents the outstanding banking facilities of the subsidiaries and an associate as at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**28. FINANCIAL INSTRUMENTS (CONT'D)**

**28.6 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 financial position or cash flows.

**Currency risk**

The Group is exposed to foreign currency risk on services rendered that are denominated in a currency other than the functional currencies of the Group entities. The currency giving rise to this risk is primarily Singapore Dollar ("SGD").

*Risk management objectives, policies and processes for managing the risk*

In respect of monetary assets and liabilities held in currencies other than Ringgit Malaysia, the Group does not hedge this exposure. However, the Group keeps this policy under review.

*Exposure to foreign currency risk*

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

	<b>Denominated in SGD</b>	
	<b>2025</b>	<b>2024</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Group</b>		
Trade and other receivables	11,339	11,244
Cash and cash equivalents	175	150
Trade and other payables	(2)	–
<b>Net exposure</b>	<b>11,512</b>	<b>11,394</b>

*Currency risk sensitivity analysis*

A 10% (2024: 10%) strengthening of the Ringgit Malaysia against SGD at the end of the reporting period would have decreased post-tax profit or loss by RM875,000 (2024: RM866,000). This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. This analysis assumes that all other variables, in particular interest rates, remained constant.

A 10% (2024: 10%) weakening of Ringgit Malaysia against SGD at the end of the reporting period would have had equal but opposite effect on the above currency to the amounts shown above, on the basis that all other variables remained constant.

**Interest rate risk**

The Group's investments in fixed rate deposits, fixed rate borrowings and lease liabilities are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Investments in equity securities and short term receivables and payables are not significantly exposed to interest rate risk.

*Risk management objectives, policies and processes for managing the risk*

The Group managed interest rate risk through effective use of its floating and fixed rate debts.

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### 28.6 Market risk (Cont'd)

##### Interest rate risk (Cont'd)

##### *Exposure to interest rate risk*

The interest rate profile of the Group's and of the Company's significant interest-bearing financial instruments and lease liabilities, 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
<b>Fixed rate instruments</b>				
Financial assets	50,888	83,365	235,958	271,510
Financial liabilities	(355,301)	(344,439)	(5,218)	(22,297)
Lease liabilities	(121,420)	(117,007)	(2,641)	(1,509)
	<u>(425,833)</u>	<u>(378,081)</u>	<u>228,099</u>	<u>247,704</u>
<b>Floating rate instruments</b>				
Financial liabilities	<u>(1,421,007)</u>	<u>(1,252,140)</u>	<u>(7,427)</u>	<u>(8,706)</u>

##### *Interest rate risk sensitivity analysis*

##### (a) *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, and the Group and the Company do not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

##### (b) *Cash flow sensitivity analysis for variable rate instruments*

A change of 100 basis points (bp) in interest rates during the reporting period would have increased/ (decreased) the Group and the Company's post-tax profit or loss by RM10,800,000 (2024: RM9,516,000) and RM56,000 (2024: RM66,000) respectively. This analysis assumes that all other variables, in particular foreign currency rates, remained constant.

##### Other price risk

Equity price risk arises from the Group's investments in equity securities.

##### *Risk management objectives, policies and processes for managing the risk*

The Group monitors the equity investments on a portfolio basis. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Managing Director of the Group.

##### *Equity price risk sensitivity analysis*

This analysis assumes that all other variables remain constant and the Group's equity investments moved in correlation with FTSE Bursa Malaysia KLCI (FBMKLCI).

A 10% (2024: 10%) strengthening in FBMKLCI at the end of the reporting period would have increased post-tax profit or loss of the Group and the Company by RM1,000 (2024: RM1,412,000) and NIL (2024: RM1,411,000) respectively. A 10% (2024: 10%) weakening in FBMKLCI would have had equal but opposite effect on the post-tax profit or loss.

## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### 28.7 Fair value information

The carrying amounts of cash and cash equivalents, short term receivables and payables and short term borrowings reasonably approximate their fair values due to the relatively short term nature of these financial instruments.

It is not practical to estimate the fair value for amount due from/(to) an associate/subsidiaries/joint ventures, as it is not practicable to determine their fair value with sufficient reliability since these balances have no fixed terms of repayment.

The table below analyses other financial instruments at fair value.

	Fair value of financial instruments carried at fair value Level 1 RM'000	Fair value of financial instruments not carried at fair value Level 3 RM'000	Total fair value RM'000	Carrying amount RM'000
<b>Group</b>				
<b>2025</b>				
<b>Financial assets</b>				
Other investments	11	–	11	11
<b>Financial liabilities</b>				
Term loans	–	(1,380,808)	(1,380,808)	(1,380,808)
Hire purchase liabilities	–	(39,422)	(39,422)	(37,934)
	–	(1,420,230)	(1,420,230)	(1,418,742)
<b>2024</b>				
<b>Financial assets</b>				
Other investments	14,116	–	14,116	14,116
<b>Financial liabilities</b>				
Term loans	–	(1,205,647)	(1,205,647)	(1,205,647)
Hire purchase liabilities	–	(32,722)	(32,722)	(31,705)
	–	(1,238,369)	(1,238,369)	(1,237,352)
<b>Company</b>				
<b>2025</b>				
<b>Financial liabilities</b>				
Term loans	–	(7,427)	(7,427)	(7,427)
<b>2024</b>				
<b>Financial assets</b>				
Other investments	14,105	–	14,105	14,105
<b>Financial liabilities</b>				
Term loans	–	(8,706)	(8,706)	(8,706)



## NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

### 28. FINANCIAL INSTRUMENTS (CONT'D)

#### 28.7 Fair value information (Cont'd)

##### Transfers between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and 2 fair values during the financial year (2024: no transfer in either directions).

##### 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 models.

##### Financial instruments not carried at fair value

Type	Description of valuation technique and inputs used
Term loans/Hire purchase liabilities	Discounted cash flows using a rate based on the current market rate of borrowing of the Group entities at the reporting date.

#### 28.8 Material accounting policy information

The Company applies settlement date accounting for regular way purchase or sale of financial assets.

### 29. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investors, creditors and market confidence and to sustain future development of the business. The Directors monitor and determine to maintain gearing ratio that complies with debt covenants and regulatory requirements.

The gearing ratio at 31 March was as follows:

	2025 RM'000	2024 RM'000
Total loans and borrowings (Note 16)	1,761,231	1,574,094
Total equity attributable to owners of the Company	1,067,735	948,592
Gearing ratio	1.6	1.7

There were no changes in the Group's approach to capital management during the financial year.

Under the requirement of Bursa Malaysia Practice Note No. 17/2005, the Company is required to maintain a consolidated shareholders' equity equal to or not less than the 25 percent of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less than RM40 million. The Company has complied with this requirement.

The Group is also required to maintain gearing ratio as disclosed in Note 16, failing which, the bank may call an event of default.

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

**30. RELATED PARTIES**

**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. The balances related to the below transactions are shown in Notes 10 and 15.

		<b>Company</b>	
		<b>2025</b>	<b>2024</b>
		<b>RM'000</b>	<b>RM'000</b>
<b>Transactions</b>			
<b>A. Subsidiaries</b>			
Interest income		10,103	9,479
Sales of diesel, NGV gas and canvas		24,323	44,120
Storage income		1,024	1,024
Storage expense		(96)	(96)
		<u>          </u>	<u>          </u>
<b>B. Associates</b>			
Interest income		3,040	3,710
		<u>          </u>	<u>          </u>
<b>C. Companies in which certain Directors have financial interest</b>			
Sales of diesel, NGV gas and canvas		345	201
		<u>          </u>	<u>          </u>
<b>D. Key management personnel</b>			
<b>Directors</b>			
- Fee		366	362
- Remuneration		52	51
		<u>          </u>	<u>          </u>
		418	413
		<u>          </u>	<u>          </u>
		<b>Group</b>	
		<b>2025</b>	<b>2024</b>
		<b>RM'000</b>	<b>RM'000</b>
<b>A. Associates</b>			
Interest income		3,040	3,710
		<u>          </u>	<u>          </u>
<b>B. Companies in which certain Directors' close family members have financial interest</b>			
Lease expenses		(30,530)	(30,295)
Freight charges expense		(187)	(172)
		<u>          </u>	<u>          </u>

NOTES TO THE FINANCIAL STATEMENTS  
(CONT'D)

30. RELATED PARTIES (CONT'D)

Significant related party transactions (Cont'd)

	2025 RM'000	Group 2024 RM'000
<b>C. Companies in which certain Directors have financial interest</b>		
Sales of diesel, NGV, cargo and canvas	345	201
Freight charges income	2,010	2,424
Freight charges expenses	(8,321)	(8,829)
Rental income on land and buildings	812	1,008
Lease expenses	(13,658)	(14,135)
Repair and maintenance	(5,340)	(5,052)
Purchase of tyres and tubes	(5,724)	(5,477)
Custom forwarding expense	(360)	(302)
Project management fee	142	133
Rental expenses on motor vehicles	(10,757)	(13,689)
	<hr/>	<hr/>
<b>D. Key management personnel</b>		
<b>Directors</b>		
- Remuneration	5,002	4,943
- Fee	366	362
	<hr/>	<hr/>
Total short-term employee benefits	5,368	5,305
	<hr/>	<hr/>
<b>Other key management personnel</b>		
- Wages, salaries and others	10,371	9,570
- Contributions to state plans	1,071	1,052
	<hr/>	<hr/>
	11,442	10,622
	<hr/>	<hr/>
	16,810	15,927
	<hr/>	<hr/>

Other key management personnel comprise persons other than the Directors of Group entities, having authority and responsibility for planning, directing and controlling the activities of the Group entities either directly or indirectly.

## 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 78 to 152 are drawn up in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board, IFRS Accounting Standards as issued by the International Accounting Standards Board 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 March 2025 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:

**Ong Yoong Nyock**  
Director

**Dato' Fu Ah Kiow @ Oh (Fu) Soon Guan**  
Director

Date: 24 July 2025

## STATUTORY DECLARATION

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

I, **Law Tik Long**, the Director primarily responsible for the financial management of TIONG NAM LOGISTICS HOLDINGS BERHAD, do solemnly and sincerely declare that the financial statements set out on pages 78 to 152 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed Law Tik Long, NRIC: 740224-01-5089, MIA CA 18452, at Johor Bahru in the State of Johor on 24 July 2025.

**Law Tik Long**

Before me:  
Lim May Wan  
Commissioner For Oaths  
J-353

# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF TIONG NAM LOGISTICS HOLDINGS BERHAD

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of Tiong Nam Logistics Holdings Berhad, which comprise the statements of financial position as at 31 March 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 78 to 152.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025, and of their financial performance and their cash flows for the year then ended in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board ("MFRS Accounting Standards"), IFRS Accounting Standards as issued by the International Accounting Standards Board ("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 auditors' 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.

#### (i) Valuation of property, plant and equipment and right-of-use assets - Group

Refer to Note 2 – Property, plant and equipment and Note 3 – Right-of-use assets

#### The key audit matter

The Group adopts revaluation model for its properties comprising land and buildings. As at 31 March 2025, property, plant and equipment and right-of-use assets with carrying amount of RM782 million and RM264 million respectively were stated at their fair values based on independent external valuations performed in 2025. The valuation of property, plant and equipment and right-of-use assets are considered a key audit matter because there are significant judgements and estimates inherent in the valuation of property, plant and equipment and right-of-use assets. The valuations are subjective in nature and sensitive to changes in the key assumptions applied, particularly availability of recent market transactions of comparable properties in proximity, price per square foot, and estimated cost of construction of the building and depreciation.

**INDEPENDENT AUDITORS' REPORT  
(CONT'D)**

**Key Audit Matters (Cont'd)**

**(i) Valuation of property, plant and equipment and right-of-use assets - Group (Cont'd)**

**How the matter was addressed in our audit**

We performed the following audit procedures, amongst others:

- We evaluated the qualifications and competency of the external valuers and discussed the scope of work with the external valuers to determine whether there were any matters that might have affected the valuers' objectivity or placed limitations in their scope of work;
- We evaluated the appropriateness of the valuation methodologies adopted by the external valuers by comparing them to accepted market practices of similar properties;
- We assessed the key assumptions used in the valuation by comparing them against available market data; and
- We assessed the adequacy of the Group's disclosures in the financial statements on the valuation methodologies, key assumptions used in the valuation, and inter-relationships between the assumptions and the valuation amounts.

**(ii) Valuation of investment properties - Group and Company**

Refer to Note 4 - Investment properties.

**The key audit matter**

The Group's and Company's investment properties of RM1,161 million and RM38 million respectively as at 31 March 2025 are stated at their fair values based on independent external valuations. The valuation of investment properties is considered a key audit matter because there are significant judgements and estimates inherent in the valuation of investment properties. The valuations are subjective in nature and sensitive to changes in the key assumptions applied, particularly availability of recent market transactions of comparable properties in proximity, price per square foot, and estimated cost of construction of the building and depreciation.

**How the matter was addressed in our audit**

We performed the following audit procedures, amongst others:

- We evaluated the qualifications and competency of the external valuers and discussed the scope of work with the external valuers to determine whether there were any matters that might have affected the valuers' objectivity or placed limitations in their scope of work;
- We evaluated the appropriateness of the valuation methodologies adopted by the external valuers by comparing them to accepted market practices of similar properties;
- We assessed the key assumptions used in the valuation by comparing them against available market data; and
- We assessed the adequacy of the Group's and the Company's disclosures in the financial statements on the valuation methodologies, key assumptions used in the valuation, and inter-relationships between the assumptions and the valuation amounts.

## INDEPENDENT AUDITORS' REPORT (CONT'D)

### Key Audit Matters (Cont'd)

#### (iii) Valuation of trade receivables from the logistics and warehousing services segment - Group

Refer to Note 10 - Trade and other receivables and Note 28.4 - Credit risk.

##### The key audit matter

The Group services a large number of customers from various industries and is required to reassess its credit exposures for its trade receivables. Provisions on forward-looking losses may be required.

We have determined the valuation of trade receivables from the logistics and warehousing services segment as a key audit matter because of the judgement involved by the Group in estimating the probability of default of the trade receivables and assessing the adequacy of impairment made.

##### How the matter was addressed in our audit

We performed the following audit procedures, amongst others:

- We evaluated the accounting policies adopted and compared to the requirements of the accounting standards, our business understanding and industry practice;
- We evaluated the design and implementation of the Group's controls over the trade receivables credit control processes and credit limit approvals;
- We evaluated the Directors' key judgements and estimates made including selection and application of the method, assumptions and data in making the estimate;
- We assessed and tested mathematical accuracy of the impairment loss provided;
- We tested the trade receivables ageing report to ascertain the accuracy of the information used to assess the adequacy of impairment loss of trade receivables by testing the age profile of trade receivables to the respective documents; and
- We assessed the adequacy of the Group's disclosures as required by accounting standards.

### Information Other than the Financial Statements and Auditors' Report Thereon

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

Our opinion on the financial statements of the Group and of the Company does not cover the annual report 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 annual report and, in doing so, consider whether the annual report is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the annual report, we are required to report that fact. We have nothing to report in this regard.



## INDEPENDENT AUDITORS' REPORT (CONT'D)

### Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with MFRS Accounting 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 ability of the Group and of the Company 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 internal control of the Group and of the Company.
- 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 ability of the Group or of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that gives a true and fair view.
- 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 financial statements of the Group. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

## INDEPENDENT AUDITORS' REPORT (CONT'D)

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

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

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

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current 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 auditors' 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 5 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.

**KPMG PLT**  
(LLP0010081-LCA & AF 0758)  
Chartered Accountants

**Chua See Guan**  
Approval Number: 03169/02/2027 J  
Chartered Accountant

Johor Bahru

Date: 24 July 2025

# ANALYSIS OF SHAREHOLDINGS

AS AT 30 JUNE 2025

Total Number of Issued Shares	:	527,825,486
Class of Shares	:	Ordinary Share
Voting Rights	:	One (1) Vote Per Ordinary Share
Number of Shareholders	:	5,213

## DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	Number of Shareholders	%	Number of Shares Held	%*
Less than 100	575	11.030	19,696	0.004
100 to 1,000	359	6.887	112,950	0.021
1,001 to 10,000	2,122	40.706	9,268,877	1.756
10,001 to 100,000	1,830	35.105	47,092,212	8.922
100,001 to less than 5% of issued shares	325	6.234	329,884,401	62.499
5% and above of issued shares	2	0.038	141,447,350	26.798
<b>Total</b>	<b>5,213</b>	<b>100.000</b>	<b>527,825,486</b>	<b>100.000</b>

## DIRECTORS' SHAREHOLDINGS

Name	Direct Shareholdings	Percentage of Issued Shares*	Indirect Shareholdings	Percentage of Issued Shares*
1. Dato Fu Ah Kiow @ Oh (Fu) Soon Guan	784,125	0.149	—	—
2. Ong Yoong Nyock	131,816,207	25.018	149,546,335	28.383
3. Yong Kwee Lian	6,816,250	1.294	274,546,294	52.107
4. Ong Wei Kuan	261,375	0.050	—	—
5. Christina Ong Chu Voon	—	—	—	—
6. Chang Chu Shien	2,132,000	0.405	—	—
7. Chen Kuok Chin	—	—	1,257,367	0.239
8. Tan Chuan Gor	—	—	—	—
9. Law Tik Long	46,535	0.009	—	—
10. Mok Juan Chek	30,750	0.006	—	—

## LIST OF SUBSTANTIAL SHAREHOLDERS

Name	Direct	Interest in Shares %*	Indirect	%*
1. TNTT Realty Sdn. Bhd. (a)	124,122,800	23.558	—	—
2. Ong Yoong Nyock (b)	131,816,207	25.018	149,546,335	28.383
3. Yong Kwee Lian (c)	6,816,250	1.294	274,546,294	52.107

### Notes:

- a Part of the shares are held through Amsec Nominees (Tempatan) Sdn Bhd, Cimsec Nominees (Tempatan) Sdn Bhd, and Maybank Nominees (Tempatan) Sdn Bhd.
- b Part of the shares are held through Affin Hwang Nominees (Tempatan) Sdn Bhd, AllianceGroup Nominees (Tempatan) Sdn Bhd, Ambank (M) Berhad, Amsec Nominees (Tempatan) Sdn Bhd, CGS-CIMB Nominees (Tempatan) Sdn Bhd, HLB Nominees (Tempatan) Sdn Bhd, HLIB Nominees (Tempatan) Sdn Bhd, Kenanga Nominees (Tempatan) Sdn Bhd Maybank Nominees (Tempatan) Sdn Bhd, RHB Capital Nominees (Tempatan) Sdn Bhd, and RHB Nominees (Tempatan) Sdn Bhd.
- c Part of the shares are held through Kenanga Nominees (Tempatan) Sdn Bhd.
- \* The percentage of issued shares is computed based on the number of shares in issue of 527,825,486 ordinary shares less 933,103 ordinary shares held as Treasury Shares.

**ANALYSIS OF SHAREHOLDINGS  
(CONT'D)**

**LIST OF THIRTY LARGEST SHAREHOLDERS  
As At 30 June 2025**

No.	Name	Number of Shares	%*
1	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TINT REALTY SDN BHD	79,947,350	15.173
2	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT - AMBANK (M) BERHAD FOR ONG YOONG NYOCK	61,500,000	11.672
3	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR TINT REALTY SDN BHD (PB)	23,575,000	4.474
4	AMSEC NOMINEES (TEMPATAN) SDN BHD AMBANK (M) BERHAD	20,185,940	3.831
5	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR BAKAT IMPIAN SDN BHD (8124505)	16,455,150	3.123
6	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEO KWEE HOCK	16,239,942	3.082
7	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK (8039533)	14,602,088	2.771
8	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR RENITRANS SDN BHD	13,744,665	2.609
9	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TINT REALTY SDN BHD	13,425,450	2.548
10	HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK	10,250,000	1.945
11	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK (CEB)	7,536,927	1.430
12	HLB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TINT REALTY SDN BHD	7,175,000	1.362
13	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR YONG KWEE LIAN	6,816,250	1.294
14	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK	6,797,841	1.290
15	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK (M04)	6,360,125	1.207
16	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK (MY3272)	5,125,000	0.973
17	TA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK	4,787,500	0.909

**ANALYSIS OF SHAREHOLDINGS  
(CONT'D)**

**LIST OF THIRTY LARGEST SHAREHOLDERS (CONT'D)**  
**As At 30 June 2025**

No.	Name	Number of Shares	%*
18	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR RENITRANS SDN BHD (501392110894)	4,600,200	0.873
19	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEO KWEE HOCK (7004011)	4,243,910	0.805
20	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEO SIEW LAI	4,228,875	0.803
21	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK	3,544,942	0.673
22	AMBank (M) BERHAD PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK (SMART)	3,489,612	0.662
23	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR CHEONG BOON LONG (PB)	3,223,625	0.612
24	TAJUKON SDN BHD	3,177,500	0.603
25	THROTECH INDUSTRIES SDN.BHD	2,870,000	0.545
26	HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ASTINAS CONSTRUCTION & DEVELOPMENT SDN. BHD. (MG0037-222)	2,716,862	0.516
27	HLB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG YOONG NYOCK	2,613,750	0.496
28	BAKAT IMPIAN SDN BHD	2,530,110	0.480
29	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHEONG BOON LONG (E-TSA)	2,310,750	0.439
30	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHONG MEE TING (8105611)	2,214,410	0.420
<b>TOTAL</b>		<b>356,288,774</b>	<b>67.621</b>

# LIST OF TOP 10 PROPERTIES

AS AT 31 MARCH 2025

Lot No / Location	Description	Existing Use	Tenure/ Tenure Years	Expiry Date	Area (sq ft)	Age of Building (year)	Valuation/ Acquisition date	Carrying Value as at 31 Mar 2025 (RM)
H.S.(D) 620623 PTD 209393, Mukim Tebrau, Johor	Warehouse	Warehouse	Freehold		Land 2,178,000 Built up 1,090,115	2	Mar-25	439,400,000.00
H.S.(D) 79959 PT 14386 Mukim Damansara Daerah Petaling	5 Blocks of warehouses cum office	Office & warehouse	Leasehold 70 years	26.09.2092	Land 871,152 Built up 604,510	18	Mar-25	207,900,000.00
D25B (PTD 2423, HS(D) 303868) Mukim of Tanjung Kupang District of Johor Bahru	Warehouse	Warehouse	Leasehold 30 years	22.03.2055	Land 435,600 Built up 777,024	1	Mar-25	194,300,000.00
H.S.(M) 4392 PTD 112714, MK Senai - Kulai	2 Blocks of Warehouse	Warehouse	Freehold		Land 987,357 Built up 527,022	6	Mar-25	145,300,000.00
PT 853, ( HSD 316148) Lion Industrial Park Shah Alam	4 Blocks of warehouses/ office cum canteen	Office warehouse & Coldrooms	Freehold		Land 564,996 Built up 302,909	29	Mar-25	129,600,000.00
PT 8198 & 8199, Section 39, Town of Kulim, District of Kulim, Kedah	Warehouse	Warehouse	Freehold		Land 459,877 Built up 211,543	1	Sept-24	82,000,000.00
H.S.(D) 303868 PTD 2423 (Plot D28A) Mukim of Tanjung Kupang District of Johor Bahru	Warehouse	Warehouse	Leasehold 33 years	22.03.2055	Land 435,600 Built up 272,217	6	Mar-25	72,000,000.00
D25A (PTD 2423, HS(D) 303868) Mukim of Tanjung Kupang District of Johor Bahru	Warehouse	Warehouse	Leasehold 33 years	23.03.2055	Land 221,241 Built up 252,780	8	Mar-25	58,000,000.00
LOT PT 3925, Seksyen 39, title HS(M) 16450 ( formerly LOT 3176, Section 39, Bandar Kulim, District Kulim, Kedah)	Office/ warehouse	Warehouse	Freehold		Land 641,838 Built up 125,703	3	Mar-25	55,200,000.00
PLO 232, Tanjung Langsat Marine Terminal, Kompleks Perindustrian Tanjung Langsat, Pasir Gudang, Johor	Warehouse	Warehouse	Leasehold 23 years	15.11.2045	Land 871,200 Built up 141,605	8	Mar-25	52,000,000.00

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Sixth (36<sup>th</sup>) Annual General Meeting (“36<sup>th</sup> AGM” or “AGM”) of **TIONG NAM LOGISTICS HOLDINGS BERHAD** (the “Company”) will be held at Lot 30462, Jalan Kempas Baru, 81200 Johor Bahru, Johor Darul Takzim on Saturday, 23 August 2025 at 9:30 a.m. to transact the following businesses:

## AS ORDINARY BUSINESS

- |  |   |
|--|---|
| 1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2025 and the Reports of the Directors and Auditors thereon.     | <b>(Please refer to Note 1)</b>                       |
| 2. To re-elect Directors retiring in accordance with Clause 104 of the Constitution of the Company:<br><br>Dato’ Fu Ah Kiow<br>Chang Chu Shien<br>Ong Wei Kuan | <b>Resolution 1<br/>Resolution 2<br/>Resolution 3</b> |
| 3. To approve the payment of the Directors’ Fees amounting to RM 366,000-00 in respect of the financial year ended 31 March 2025.                              | <b>Resolution 4</b>                                   |
| 4. To re-appoint KPMG PLT as Auditors and to authorise the Directors to fix their remuneration.  | <b>Resolution 5</b>                                   |

## AS SPECIAL BUSINESS

- |  |                     |
|--|---------------------|
| 5. To consider and if thought fit, pass the following resolution as an ordinary resolution | <b>Resolution 6</b> |
|--|---------------------|

**PROPOSED NEW SHAREHOLDERS’ MANDATE AND PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPTs”)**

“**THAT**, pursuant to Paragraph 10.09 of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into and give effect to the class and nature of Recurrent Related Party Transactions in Section 2.3 subsection 2.3.1 as specified in the Circular to Shareholders dated 25 July 2025 involving the interests of Directors and major shareholders of the Company, namely **Mr Ong Yoong Nyock and Madam Yong Kwee Lian** and persons connected to them, Ms Christina Ong Chu Voon, Mr Ong Yong Meng, Mr Ong Weng Seng, Madam Yong Wei Lian, Mr Pan Chee Seng and Mr Wong Swee Siong provided that such Recurrent Related Party Transactions are subject to the following:

- (i) the transactions are undertaken in the ordinary course of business at an arm’s length basis and on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) the disclosure of the breakdown of the aggregate value of the recurrent related party transactions conducted pursuant to the Proposed Shareholders’ Mandate for RRPT during the financial year, the type of recurrent related party transactions made, the names of the related parties involved in each type of recurrent related party transactions and their relationships with the Company will be made in the Annual Report.

(“Proposed Shareholders’ Mandate of RRPTs - Mr Ong Yoong Nyock and Madam Yong Kwee Lian”);

**AND THAT** the Mandate is subject to annual renewal and any authority conferred by a Mandate shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the AGM at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.



## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the “Proposed Shareholders’ Mandate for RRPTs - Mr Ong Yoong Nyock and Madam Yong Kwee Lian”.

6. To consider and if thought fit, pass the following resolution as an ordinary resolution

### Resolution 7

#### **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPTs”)**

“**THAT**, subject to the Companies Act 2016 (“Act”), the Constitution of the Company and the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into and give effect to the class and nature of Recurrent Related Party Transactions in Section 2.3.2 as specified in the Circular to Shareholders dated 25 July 2025 involving the interests of a Director, **Mr Ong Wei Kuan** provided that such Recurrent Related Party Transactions are subject to the following:

- (iii) the transactions are undertaken in the ordinary course of business at an arm’s length basis and on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (iv) the disclosure of the breakdown of the aggregate value of the recurrent related party transactions conducted pursuant to the Proposed Shareholders’ Mandate for RRPT during the financial year, the type of recurrent related party transactions made, the names of the related parties involved in each type of recurrent related party transactions and their relationships with the Company will be made in the Annual Report.

(“Proposed Shareholders’ Mandate for RRPTs – Mr Ong Wei Kuan”);

**AND THAT** the Mandate is subject to annual renewal and any authority conferred by a Mandate shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the AGM at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the “Proposed Shareholders’ Mandate for RRPTs – Mr Ong Wei Kuan”.

7. To consider and if thought fit, pass the following resolution as an ordinary resolution

### Resolution 8

#### **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPTs”)**

“**THAT**, subject to the Companies Act 2016 (“Act”), the Constitution of the Company and the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary companies to enter into and give effect to the class and nature of Recurrent Related Party Transactions in Section 2.3.3 as specified in the Circular to Shareholders dated 25 July 2025 involving the interests of a Director, **Mr Chang Chu Shien** provided that such Recurrent Related Party Transactions are subject to the following:

**NOTICE OF ANNUAL GENERAL MEETING  
(CONT'D)**

- (v) the transactions are undertaken in the ordinary course of business at an arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (vi) the disclosure of the breakdown of the aggregate value of the recurrent related party transactions conducted pursuant to the Proposed Shareholders' Mandate for RRPT during the financial year, the type of recurrent related party transactions made, the names of the related parties involved in each type of recurrent related party transactions and their relationships with the Company will be made in the Annual Report.

("Proposed Shareholders' Mandate for RRPTs – Mr Chang Chu Shien");

**AND THAT** the Mandate is subject to annual renewal and any authority conferred by a Mandate shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the AGM at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

**AND FURTHER THAT** the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the "Proposed Shareholders' Mandate for RRPTs – Mr Chang Chu Shien".

8. To consider, and if thought fit, to pass with or without modifications the following resolutions:

**Resolution 9**

**Proposed Renewal of Shareholders' approval for Share Buy-Back ("Proposed Renewal of Share Buy-Back")**

**"THAT** subject to the provisions of the CA 2016, the Constitution of the Company, the Main Market Listing Requirements ("**MMLR**") of Bursa Securities and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time; and the Directors of the Company shall allocate an amount of funds which will not be more than the aggregate sum of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Renewal of Share Buy-Back.

**THAT** the Directors of the Company be and is hereby authorised to deal with the shares purchased at their absolute discretion, either partially or fully, in the following manner:

- a) cancel all the shares so purchased; or
- b) distribute the shares as share dividends to the shareholders; or
- c) resell the shares through Bursa Securities in accordance with the rules of Bursa Securities; or
- d) transfer the shares for the purpose of or under an employees' share scheme; or
- e) transfer the shares as purchase consideration; or
- f) such other manners as may be permitted by the CA 2016, the MMLR of Bursa Securities and any other relevant authorities for the time being in force.

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

**THAT** the Directors of the Company be and is hereby authorised to take all such necessary steps to give effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or deemed by the Directors to be in the best interest of the Company, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back.

**AND THAT** the authority conferred by this resolution shall commence immediately upon the passing of this resolution and continue to be in force until:

- a) the conclusion of the next AGM of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions; or
- b) the expiration of the period within the next AGM of the Company is required by law to be held; or
- c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

**AND THAT** the Directors of the Company be and are hereby authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

9. To consider, and if thought fit, to pass with or without modifications the following resolutions:

### Resolution 10

Proposed authority to issue and allot shares by the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”) and waiver of pre-emptive rights pursuant to the CA 2016

“**THAT** pursuant to Sections 75 and 76 of the CA 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of issue **AND THAT** the Directors be and are also authorised to obtain the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for listing of and quotation for the additional shares so issued **AND THAT** such authority shall continue to be in force until the conclusion of the next AGM of the Company (“Proposed General Mandate”).

**THAT** the Directors of the Company be and are hereby also authorised and empowered to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities and to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

**THAT** in connection with the above, pursuant to Section 85 of the CA 2016 to be read together with Clause 13 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of the new shares above by the Company.

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

NOTICE OF ANNUAL GENERAL MEETING  
(CONT'D)

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at **15 August 2025** and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.

By order of the Board

**TAI YIT CHAN** (MAICSA 7009143)  
SSM Practising Cert. No.: 202008001023

**SANTHI A/P SAMINATHAN** (MAICSA 7069709)  
SSM Practising Cert. No.: 201908002933

**LAW TIK LONG** (MIA 18452)  
SSM Practising Cert. No.: 201908003258  
Secretaries

Date: 25 July 2025

**NOTES:**

**1. Audited Financial Statements**

*The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under agenda 1. They do not require shareholders' approval and hence will not be put forward for voting.*

**2. Re-election of Directors who retire in accordance with Regulation 104 of the Company's Constitution ("Constitution")**

*Clause 104 of the Company's Constitution expressly states that at the Annual General Meeting ("AGM") in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office and be eligible for re-election. With the current Board size of ten (10), three (3) Directors are to retire in accordance with Regulation 104 of the Constitution.*

*The Nomination Committee has assessed the performance of these Directors seeking for re-election based on salient criteria of their contribution to the Board's decision making and their individual performance in their roles and responsibilities to the Company/Group.*

*The satisfactory outcome of the assessment was reported to the Board of Directors and the Board recommends these Directors to be re-elected according to the resolutions put forth in the forthcoming AGM.*

*These Directors had abstained from deliberation and participation of their own agenda in both the Nomination Committee meeting as well as the Board of Directors' meeting.*

**3. Directors' fees**

*Ordinary Resolution 4, pursuant to Section 230(1) of the Companies Act, 2016, 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 fee payable to the Non-Executive Directors up to an amount of RM 366,000-00 is for the period of 1 April 2024 to 31 March 2025.*

*The Board will seek shareholders' approval at the next AGM in the event the remuneration amount is insufficient due to an increase in Board/Board Committee meetings and/or increase in board size. Details of the Directors' fees and benefits paid are disclosed on page 49 in this Annual Report 2025.*

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### NOTES: (Cont'd)

#### 4. Re-appointment of Auditors

Ordinary Resolution 5, pursuant to Section 273(b) of the Companies Act 2016, the term of office of the present Auditors, Messrs KPMG PLT, shall lapse at the conclusion of this AGM unless they are re-appointed by the shareholders to continue in office.

Messrs KPMG PLT, have indicated their willingness to continue their service. The re-appointment of Messrs KPMG PLT as Auditors has been considered against the relevant criteria prescribed by Paragraph 15.21 of the MMLR. This proposed Ordinary Resolution 5, if passed, will also give the Directors of the Company, the authority to determine the remuneration of the Auditors.

#### 5. Proposed Renewal of Authority under Sections 75 and 76 of the Act and the Constitution of the Company for the Directors to Allot and Issue Share

The Company had, during its 35th AGM obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Sections 75 and 76 of the Act. As of the date of this notice, the Company did not issue any shares pursuant to this mandate obtained. Ordinary Resolution 8 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act and empowering the Directors of the Company to issue and allot shares in the Company from time to time, provided that the aggregate number of such shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate"). The Proposed General Mandate, if passed, serves as a measure to meet the Company's immediate working capital needs in the short term without relying on conventional debt financing (which will result in higher finance costs to be incurred) for the purpose of funding investment project(s), working capital and/or acquisition(s), without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier. By approving the issuance and allotment of shares pursuant to Sections 75 and 76 of the Act and the Constitution of the Company, the shareholders, having agreed to irrevocably waive their statutory pre-emptive rights pursuant to Section 85 of the Act read together with Clause 59 of the Constitution of the Company which will result in a dilution to their shareholding percentage in the Company, allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the Proposed General Mandate. If there should be a decision to issue new shares after the Proposed General Mandate is obtained, the Company will make an announcement in respect thereof

#### 6. Form of Proxy

- i. Every member is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative) to attend and vote in his place. A proxy may but need not be a member of the Company.
- ii. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- iii. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### NOTES: (Cont'd)

#### 6. Form of Proxy (Cont'd)

- iv. 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 forty-eight (48) hours before the time appointed for holding the 36<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - (a) In hard copy form  
In the case of an appointment made in hard copy form, the Form of Proxy must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time of holding the Meeting or any adjournment thereof.
  - (b) By electronic form  
The Form of Proxy can be electronically lodged via TIH Online website at <https://tjih.online>. Kindly refer to the Administrative Details of the 36<sup>th</sup> AGM on the procedure for electronic lodgement of proxy form via TIH Online.
- v. Please ensure **ALL** the particulars as required in the Form of Proxy are completed, signed and dated accordingly.
- vi. Last date and time for lodging the Form of Proxy is **Thursday, 21 August 2025 at 9.30 a.m.**
- vii. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 36<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- viii. For a corporate member who has appointed an authorised representative, please deposit the original or duly certified certificate of appointment of authorised representative at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
  - (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - (1) at least two (2) authorised officers, of whom one shall be a director; or
    - (2) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- ix. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a **Record of Depositors as at 15 August 2025** and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.



## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

### NOTES: (Cont'd)

#### 7. Explanatory Notes on Special Business

**i. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") ("Proposed Shareholders' Mandate")**

The proposed Resolutions No. 6, 7 and 8 if passed, will authorise the Company and/or its subsidiaries to enter into RRPTs with the respective related parties as set out in Section 2.3, Part B of the Circular to the Shareholders dated 25 July 2025. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. For further information on the Proposed Shareholders' Mandate for RRPTs, please refer to the Circular to Shareholders dated 25 July 2025 which was dispatched together with the Company's 2025 Annual Report.

**ii. Proposed Renewal of Share Buy-Back Authority**

The proposed Resolution No. 9, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. For further information on the Proposed Share Buy-Back, please refer to Part A of the Circular to the Shareholders dated 25 July 2025 which is dispatched together with the Company's 2025 Annual Report.

**iii. Proposed authority to issue and allot shares by the Directors pursuant to Sections 75 and 76 of the CA 2016 and waiver of pre-emptive rights pursuant to the CA 2016**

The Proposed authority to issue shares, Ordinary Resolution 10, if passed, will give the Directors of the Company, from the date of the 36<sup>th</sup> AGM, authority to issue not more than ten percent (10%) of the total number of issued shares of the Company for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. Such issuance of shares will still be subject to the approvals of the Securities Commission and Bursa Securities. This authority, unless revoked or varied at a General Meeting, will expire at the conclusion of the next AGM of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares and thereby reducing administrative time and cost associated with the convening of such meeting(s).

The mandate sought under Ordinary Resolution 10 above is a renewal of an existing mandate. There was no issuance of share and thus no proceed being raised since the last renewal was sought.

The renewal of the general mandate above, if approved will provide flexibility to the Company for any potential fund-raising activities and there is no specific purpose and utilisation for the proceeds to be raised under this mandate. Hence, the proceed to be raised, if any, may be used for funding future investments, working capital, repayment of bank borrowings and/or any acquisition.

#### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



**TIONG NAM LOGISTICS HOLDINGS BERHAD**Company No. 198901005177 (182485-V)  
(Incorporated in Malaysia)**FORM OF PROXY**

No. of Shares held	CDS Account No. (For Nominees Account Only)

I/We, ..... NRIC/Passport/Registration No.: .....  
(Full name in block letters)of .....  
(Address)being a member/members of **TIONG NAM LOGISTICS HOLDINGS BERHAD** (the "Company"), hereby appoint:

Full Name (in Block) (P1):	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Email Address:			
Address:			

and / or\*

Full Name (in Block) (P2):	NRIC/Passport No.:	Proportion of Shareholdings	
		No. of Shares	%
Email Address:			
Address:			

or failing him, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Thirty-Sixth (36<sup>th</sup>) Annual General Meeting ("36<sup>th</sup> AGM" or "AGM") of the Company to held at Lot 30462, Jalan Kempas Baru, 81200 Johor Bahru, Johor Darul Takzim, Malaysia on Saturday, 23 August 2025 at 9:30 a.m. or any adjournment thereof.

Please indicate with an "x" in the space below how you wish your votes to be cast. In the absence of specific directions, your proxy will vote or abstain as he thinks fit.

NO.	RESOLUTIONS	FOR	AGAINST
<b>ORDINARY BUSINESS</b>			
1.	Re-election of Director – Dato' Fu Ah Kiow		
2.	Re-election of Director – Chang Chu Shien		
3.	Re-election of Director – Ong Wei Kuan		
4.	Payment of Directors' Fees of RM 366,000-00		
5.	Appointment of KPMG PLT as Auditors		
<b>SPECIAL BUSINESS</b>			
6.	Proposed New Shareholders' Mandate and Proposed Renewal Shareholders' Mandate for Recurrent Related Party Transactions - Mr Ong Yoong Nyock and Madam Yong Kwee Lian		
7.	Proposed New Shareholders' Mandate and Proposed Renewal Shareholders' Mandate for Recurrent Related Party Transactions – Mr Ong Wei Kuan		
8.	Proposed New Shareholders' Mandate and Proposed Renewal Shareholders' Mandate for Recurrent Related Party Transaction – Mr Chang Chu Shien		
9.	Proposed Renewal of Share Buy-Back Authority		
10.	Proposed authority to issue shares pursuant to Section 75 and 76 of the Companies Act 2016		

For appointment of 2 proxies, percentage of shareholdings to be represented by the proxies:-

	No. of shares	Percentage
Proxy 1		
Proxy 2		
<b>Total</b>		<b>100%</b>

Signed this ..... day of..... 2025

Signature of Member .....

No. of shares held .....



Notes:

1. Every member is entitled to appoint a proxy (or in the case of a corporation, to appoint a representative) to attend and vote in his place. A proxy may but need not be a member of the Company.
2. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
3. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. The Form of Proxy must be signed by the member and in the case of a corporation, executed under its common seal or attorney duly authorised in writing or in that behalf. In the case of joint holders, all holders must sign the Form of Proxy.
5. 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 forty-eight (48) hours before the time appointed for holding the 36<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - a. In hard copy form  
In the case of an appointment made in hard copy form, the Form of Proxy must be deposited at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time of holding the Meeting or any adjournment thereof.
  - b. By electronic form  
The Form of Proxy can be electronically lodged via TIH Online website at <https://tjih.online>. Kindly refer to the Administrative Details of the 36<sup>th</sup> AGM on the procedure for electronic lodgement of proxy form via TIH Online.
6. Please ensure **ALL** the particulars as required in the Form of Proxy are completed, signed and dated accordingly.

1st Fold Here

AFFIX  
STAMP

Tiong Nam Logistics Holdings Berhad  
Unit 32-01, Level 32, Tower A,  
Vertical Business Suite, Avenue 3, Bangsar South,  
No. 8, Jalan Kerinchi, 59200 Kuala Lumpur,  
Malaysia

2nd Fold Here

7. Last date and time for lodging the Form of Proxy is **Thursday, 21 August 2025 at 9.30 a.m.**
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the office of Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 36<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
9. For a corporate member who has appointed an authorised representative, please deposit the original or duly certified certificate of appointment of authorised representative at the Share Registrar of the Company situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
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  - b. If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - i. at least two (2) authorised officers, of whom one shall be a director; or
    - ii. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
10. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 15 August 2025 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.

Fold This Flap For Sealing

**TIONG NAM LOGISTICS HOLDINGS BERHAD**

198901005177 (182485-V)

Lot 30462, Jalan Kempas Baru

81200 Johor Bahru

Johor Darul Ta'zim

Malaysia

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