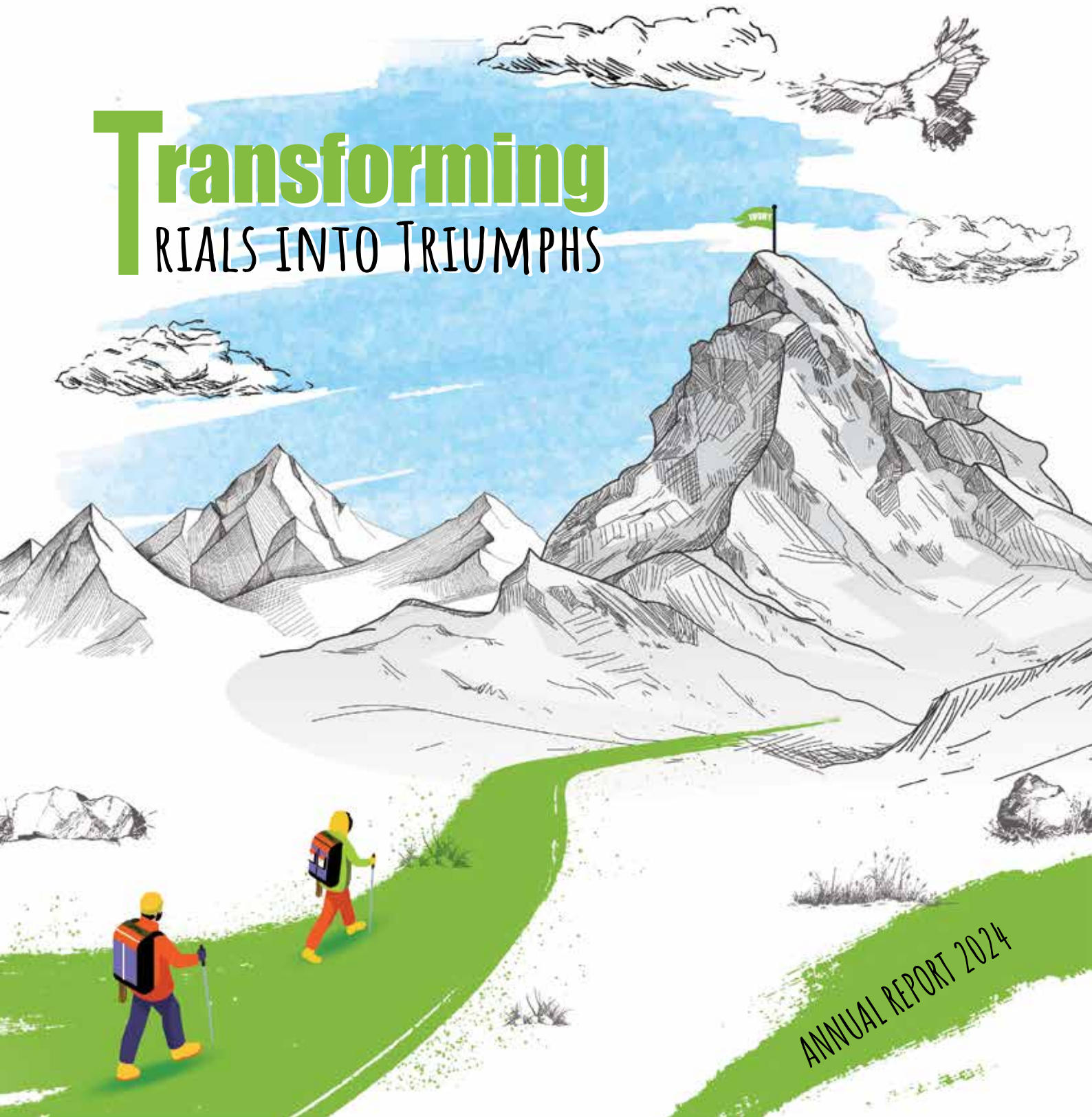


# IVORY

PROPERTIES

**T**ransforming  
TRIALS INTO TRIUMPHS



ANNUAL REPORT 2024

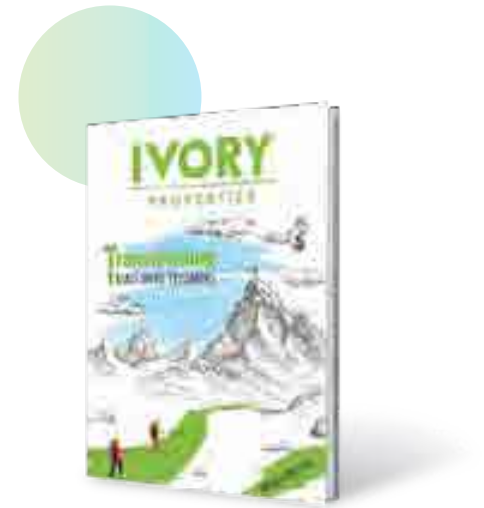
# Cover Rationale

## Transforming Trials into Triumphs

Depicting the tenacity and strength of Ivory Properties in overcoming challenges faced during the pandemic in order to achieve success, the design features two construction site workers adorned in their uniforms and equipment, trekking along the winding pathway towards their ultimate goal at the peak of the mountain, where an Ivory flag is planted.

Portraying the sincere commitment of Ivory in enhancing the quality of life of people and building a better world for future generations, the pathway is designed in a brushstroke style and coloured green, to symbolise the manual efforts and resilience that goes into delivering sustainable value through their portfolio of exclusive properties carefully curated for every stakeholder.

As the employees navigate the steep mountain peaks and harsh winter conditions, the artwork illustrates the potential of Ivory to go against all odds and transform trials into triumphs. Despite adversities, Ivory embraces change with stride and remains forward-looking in serving the community through continuous innovation and relentless growth to reach the top, with the unity and perseverance of its team.



## Table of Contents



---

**02** About Ivory Properties Group

---

**03** Corporate Structure

---

**04** Corporate Information

---

**05** Projects Review

---

**19** Awards and Achievements

---

**22** Sustainability Report

---

**40** Letter to Shareholders and  
Management Discussion and Analysis

---

**51** Board of Directors

---

**55** Key Senior Management

---

---

**58** Corporate Governance  
Overview Statement

---

**74** Audit and Risk Management  
Committee Report

---

**79** Statement on Risk Management  
and Internal Control

---

**81** Additional Compliance Information

---

**82** Financial Statements

---

**177** Group Properties

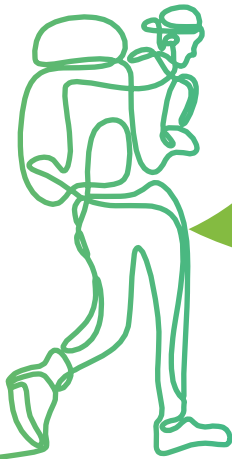
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**179** Analysis of Shareholdings

---

**182** Notice of Annual General Meeting  
Proxy Form

---



## About **IVORY** Properties Group

Building Legacies Through  
Resilience and Vision:  
**A Commitment to  
Excellence Across Regions**

At Ivory Properties Group Berhad, we are dedicated to building homes and fostering lasting communities. Established in 1999, we have evolved into a prominent developer with development projects exceeding RM3 billion in Gross Development Value (GDV).

Our journey has been one of consistent growth and innovation, culminating in a significant milestone on 28 July 2010, when we were listed on the Main Market of Bursa Malaysia Securities Berhad (Bursa Securities). To date, we have successfully completed over 5,000 residential and commercial units, solidifying our reputation as a reliable and reputable developer.

However, our path has not been without its hurdles. Each challenge—from economic downturns to regulatory changes—has tested our resilience and determination. Yet, these obstacles have only strengthened our resolve and deepened our commitment to our mission. Through perseverance and adaptability, we have navigated these complexities, emerging stronger and more prepared to seize new opportunities.

Headquartered in Penang, we continuously adapt to evolving business environments, ensuring we remain at the forefront of the industry. Our mission, encapsulated in our tagline "**Building a better world for future generations,**" propels us to drive cities forward by delivering premier developments to our valued purchasers.

# Corporate Structure

As at 28 June 2024

## IVORY PROPERTIES

### IVORY PROPERTIES GROUP BERHAD

Registration No.: 200401034702 (673211-M)

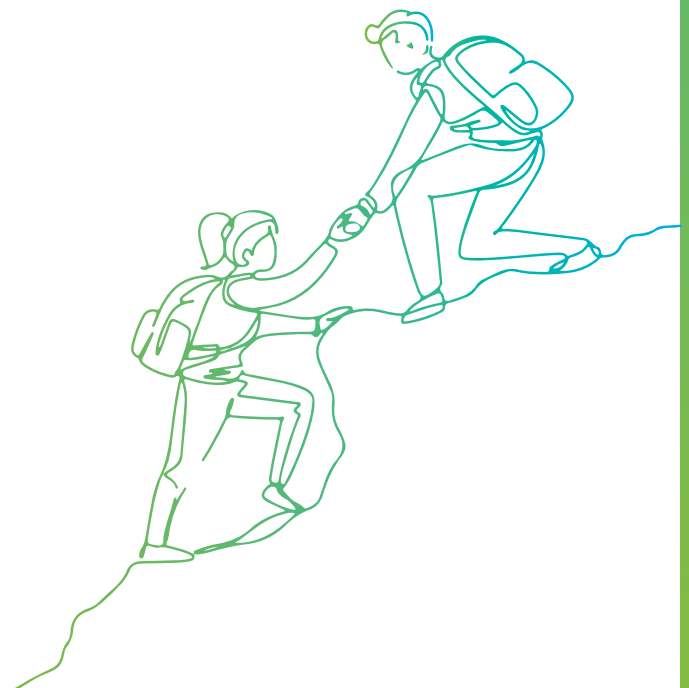
Investment Holding and Provision of Management and Marketing Services

#### Property Development and Construction

- 100% **Ivory Gleneary Sdn. Bhd.**  
Registration No.: 200101013031 (548788-M)
- 100% **Ivory Associates Sdn. Bhd.**  
Registration No.: 199901010676 (485576-P)
- 100% **Tanjong Tokong Garden  
Development Sendirian Berhad**  
Registration No.: 198201005756 (85510-X)
- 100% **Ivory Residence Sdn. Bhd.**  
Registration No.: 201001040777 (924702-T)
- 100% **Ivory Villas Sdn. Bhd.**  
Registration No.: 200101017566 (553323-V)
- 100% **Ivory Indah Sdn. Bhd.**  
Registration No.: 200201025694 (593357-M)
- 100% **Alshem Development Sdn. Bhd.**  
Registration No.: 199101008625 (218937-A)
- 100% **Ivory Meadows Sdn. Bhd.**  
Registration No.: 199901017223 (492123-A)
- 100% **Ivory Square Sdn. Bhd.**  
Registration No.: 200001007981 (510587-P)
- 100% **Ivory View Sdn. Bhd.**  
Registration No.: 201001041097 (925024-H)
- 100% **Ivory Continental Sdn. Bhd.**  
Registration No.: 199901015658 (490558-K)
- 100% **Sunlink Properties Sdn. Bhd.**  
Registration No.: 200801034817 (836156-U)
- 100% **Ivory Times Square Sdn. Bhd.**  
Registration No.: 200701033377 (791405-M)
- 100% **Ivory Utilities Sdn. Bhd.**  
Registration No.: 200801033253 (834590-A)

#### Property Management

- 100% **G & A Consultancy Sdn. Bhd.**  
Registration No.: 200001025016 (527624-W)
- 100% **Ivory Property Management  
Services Sdn. Bhd.**  
Registration No.: 200001015048 (517654-M)
- 100% **Ivory Furniture & Interior Sdn. Bhd.**  
Registration No.: 200301026900 (629320-D)
- 100% **Ivory Media Sdn. Bhd.**  
Registration No.: 201001035115 (919038-D)
- 100% **TTG Holdings Sdn. Bhd.**  
Registration No.: 199501003351 (332545-U)
- 100% **Ivory Place Sdn. Bhd.**  
Registration No.: 201001040780 (924705-K)
- 45% **Park Vue Realty Sdn. Bhd.**  
Registration No.: 198201013597 (93359-H)





# Corporate Information

## Board of Directors

**Dato' Haji Abdul Malik bin Abul Kassim**  
Chairman/Independent Non-Executive Director

**Dato' Low Eng Hock**  
Group Chief Executive Officer

**Low Wei Shane**  
Executive Director

**Siva Balan a/l Gunasegaran**  
Executive Director

**Ng Poh Choo**  
Independent Non-Executive Director

**Dato' Abu Bakar bin Hassan**  
Independent Non-Executive Director



## Joint Company Secretaries

Yeow Sze Min  
(SSM PC No. 201908003120, MAICSA 7065735)  
Low Seow Wei  
(SSM PC No. 202008000437, MAICSA 7053500)

## Principal Place of Business

Ivory Tower @ Penang Times Square,  
81-11-1, Jalan Dato' Keramat,  
10150 George Town, Penang,  
Malaysia  
Tel : 604 210 8000  
Fax : 604 227 0000  
Email : contact@ivory.com.my  
Website : www.ivory.com.my

## Registered Office

Suite 18.05, MWE Plaza,  
No. 8, Lebuhr Farquhar,  
10200 George Town, Penang,  
Malaysia  
Tel : 604 263 1966  
Fax : 604 262 8544  
Email : info@sshbs.com.my

## Share Registrar

Securities Services (Holdings) Sdn. Bhd.  
Suite 18.05, MWE Plaza,  
No. 8, Lebuhr Farquhar,  
10200 George Town, Penang,  
Malaysia  
Tel : 604 263 1966  
Fax : 604 262 8544  
Email : info@sshbs.com.my

## Auditors

UHY (AF1411)  
Suite 11.05, Level 11,  
The Gardens South Tower,  
Mid Valley City, Lingkaran Syed Putra,  
59200 Kuala Lumpur,  
Malaysia  
Tel : 603 2279 3088  
Fax : 603 2279 3099  
Email : uhy-kl@uhy-my.com

## Principal Bankers

CIMB Islamic Bank Berhad  
Bank Islam Malaysia Berhad

## Stock Exchange Listing

Main Market of Bursa Malaysia Securities Berhad  
Stock Code : 5175  
Stock Name : Ivory

# Property Portfolio



PENANG  
TIMES SQUARE

Penang Times Square  
George Town, Penang



## Status :

- Birch The Plaza & Commercial (Phase 1) – Completed
- Birch Regency & Commercial (Phase 2) – Completed
- The Wave & Commercial (Phase 3) – Ongoing
- Phase 4 – Upcoming Development
- Phase 5 – Upcoming Development

Located in the heart of George Town, Penang Times Square is fast becoming one of Penang's go-to spots for food and entertainment. The multi-phase development is regarded as one of the best contemporary public squares all over the world offering an urban experience unique to its locality. A visionary project by the Group, Penang Times Square is the essence of urban life with the ease of various amenities and facilities which will be developed in five phases. With a total of RM1.83 billion in estimated GDV for the master plan, the phases will accommodate both retail and residential use.

Phase 1 and Phase 2 comprise of the shopping mall as well as the Entertainment City which are the life of the development. Both Phase 3 and Phase 4 consist of suite, serviced apartment and commercial while Phase 5 features an upcoming boutique hotel complete with a rooftop bar. The project was highly commended at the Asia Pacific Property Awards in association with Bloomberg Television for Best Mixed-Use Development 2010 and received the Honours Awards under The Northern Star Award category at the StarProperty.my Awards in 2017.



## Property Portfolio (Cont'd)



**Island Resort**  
Batu Ferringhi, Penang

Sitting on the edge of the famed Miami Beach in Batu Ferringhi, the Island Resort development is an escapade from the bustling city, just one of the few paradises left on the island. If you are looking to come home to take a stroll on the beach or a hike in the hills, this development will be perfect for you.

With an estimated overall GDV of RM521 million, the 3-phase development offers a whole new meaning with its resort-style living and uninterrupted spectacular sea view amidst an oasis of tranquility. Island Resort received the Highly Commended Award for Best Housing Development at the South East Asia Property Awards 2014.

### Status :

- Club house  
(Phase 1) – Completed
- 10 Island Resort  
(Phase 2) – Completed
- The Gardens  
(Phase 3) – Upcoming Development



**Property Portfolio (Cont'd)****The Wave & Commercial**

Penang Times Square, Penang

**On-Going Project**

If you are looking for the most sought-after address in George Town, look no further than The Wave at Penang Times Square. Just as its name implies, The Wave features elegant sun protection stripes that form a wave-like pattern on its entire exterior, creating an illusion of vertical sea. The iconic 4-storey commercial podium together with 312 units of suites are set in a single block with a GDV of approximately RM500 million.





## Property Portfolio (Cont'd)



**PENANG  
TIMES SQUARE**

**Phase 4 of  
Penang Times Square**  
Penang Times Square, Penang

The Phase 4 development of Penang Times Square will be a new masterpiece encompassing resort-style amenities and facilities with remarkable city views. This pulse of the city is set to become a new landmark in George Town with its bold stature. This upcoming development consisting serviced suites on top of a commercial podium will reflect the luxury-meets-business ideology.

**Upcoming Project**



## Property Portfolio (Cont'd)



PENANG  
TIMES SQUARE

### Phase 5 of Penang Times Square

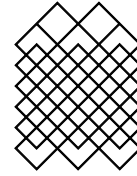
Penang Times Square, Penang

#### Upcoming Project

The fifth and final phase of Penang Times Square will feature a boutique hotel suite. Complete with a rooftop bar, this hotel is sure to appeal to young travelers looking for a trendy accommodation in the vibrant city of George Town. Located close to 24-hour eateries, fine dining, street food and everything in between, guests will never get bored staying here. The projected GDV for this project is estimated at RM126 million.



## Property Portfolio (Cont'd)



THE  
MILLENNIUM

The Millennium

Batu Uban, Penang

The Millennium, an everlasting work of art that will transcend time. Be prepared to immerse in a sophisticated lifestyle with its new age design and spectacular panoramic views. The mixed development sprawls over 5.9 acres of prime land with three towers that are perched atop a five-storey monumental central plaza. The upcoming development will comprise a wellness center, a hotel, serviced apartments, luxury condominiums and commercial shops/offices. The lush green surrounding The Millennium complements the sea and the city views, creating a balance and healthy urban living amidst the beauty of nature as the backdrop. Residents will also enjoy the convenience of retail therapy such as dining and shopping without having to endure the rush hour traffic. With easy access to George Town and Bayan Lepas, the project is located close to various public amenities and also the prestigious University Sains Malaysia.

### Upcoming Project



## Property Portfolio (Cont'd)



### Upcoming Project

Crown Penang, located in the popular neighbourhood of Straits Quay in Tanjung Tokong, offers a touch of convenience to almost everything. With just a short drive, it is close to shopping malls such as Straits Quay Marina Mall, Island 88 and Gurney Plaza, schools, hospitals, a myriad of restaurants and local eateries as well as the upcoming Gurney Bay, among others. The upcoming development is the definition of convenience. Located on a 2-acre prime land, the serviced apartment is perfect for city dwellers. The estimated GDV is RM638 million.

Ivory Meadows Sdn Bhd (“IMSB”), a wholly-owned subsidiary company of Ivory Properties Group Berhad, has entered into a Joint Development Agreement (“JDA”) with property firm Chin Hin Group Property Berhad (“CHGP”) to jointly develop Crown Penang.

Under the JDA, Stellar Platinum Sdn Bhd, a wholly-owned subsidiary of CHGP will assume the role of a developer for the project while IMSB will provide project management and consultancy services, and marketing and sales administrative supporting services. IMSB is also given the right of first refusal in relation to the project’s construction works.





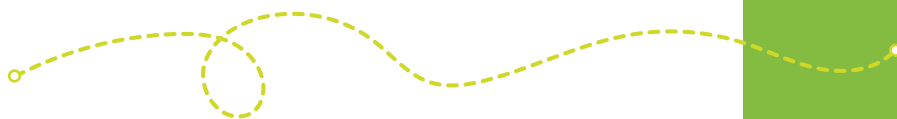
## Property Portfolio (Cont'd)



**The Gardens**  
Batu Ferringhi, Penang

Enveloped in the green reserve of the hills, The Gardens is just mere feet away from the renowned Miami beach as well as just a short drive to Penang's most celebrated tourist destination, Batu Ferringhi. Development components include serviced apartments and two multi-purpose bungalow units for commercial use with estimated GDV of RM321 million. Devoid of crowds, the resort-style dwellings are perfect for a therapeutic retreat. The Gardens encompasses dramatic and majestic landscape offering undisturbed privacy and security to its guests. The distinctive contemporary design of The Gardens is inspired by the idea of exploring eclectic flairs in modern homes.

### Upcoming Project



**Property Portfolio (Cont'd)**

**ENS Hostel**  
Juru, Penang

**Upcoming Project**

ENS Hostel is a development designed to provide accommodation for industry workers in the Seberang Perai Tengah region. Developed by Thirupathi Properties (Juru) Sdn. Bhd., with Ivory Associates Sdn. Bhd. serving as the turnkey builder, the project consists of 384 units of worker hostels and 14 commercial lots. The estimated contract value for this development is RM100 million.



## Property Portfolio (Cont'd)



CITY RESIDENCE



CITY MALL

**City Residence & City Mall**

Tanjung Tokong, Penang

A prime development in a prime location, City Residence and City Mall (now known as City Junction) on a 2.4 acre of prime freehold land in Tanjung Tokong promises a tranquil ambience to its residents. With units ranging from 490 sq ft to 7,882 sq ft, this development is simply the perfect dwelling designed to delight residents with its exclusive facilities. The cosmopolitan-style condominium with a panoramic skyline sits atop retail outlets that compliments an urban lifestyle. Ultimate relaxation is assured with the master plan designed to offer a balance between work, life and play. The development's GDV is RM255 million. The project has won the PropertyGuru Asia Property Awards Malaysia in 2017 under Best Condo Development (Penang).

### Completed Project



## Property Portfolio (Cont'd)

the **Latitude**  
翠峰苑

**The Latitude**  
Mount Erskine, Penang

## Completed Project

Nestled in the valley of Mount Erskine in Tanjong Tokong, The Latitude is a high-rise residential development offering fresh breezy air and serene mountain-top views that encapsulates the best that nature has to offer. Poised as one of the most affordable luxury condominiums in Penang, The Latitude offers 1,500 sq ft residential units with state-of-the-art facilities enclosed by a commercial area that offers daily convenience for dining within the development. The commercial units with sizes ranging from 1,390 sq ft to 2,880 sq ft are perfect for those who wish to grow their business in an upscale residential area. The Latitude, offering tranquility from the buzz of the city is also strategically located close to eateries, banks, shopping malls, hospitals and schools. With a GDV of RM193 million, The Latitude was commended at the South East Asia Property Awards 2014 and 2015 two years in a row.





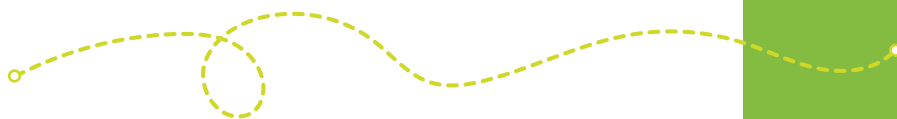
## Property Portfolio (Cont'd)



**The Peak Residences**  
Mount Erskine, Penang

As dwellers today seek not only a new home, but a lifestyle with every amenity, The Peak Residences steps in with its amazing view and extraordinary high-rise living. This luxurious development in Tanjung Tokong with units ranging from 1,000 sq ft to 3,800 sq ft is an ideal combination of eccentric architectural design and impeccable hospitality. Combined with commercial units, this development recorded a GDV of RM244 million. One of its main selling-point is an exclusive private garden that compliments every Garden, Executive and Penthouse suite.

**Completed Project**



## Property Portfolio (Cont'd)



TROPICANA  
Bay Residences  
Penang World City

### Tropicana Bay Residences

Bayan Lepas, Penang

#### Completed Project

Tropicana Bay Residences is the first phase of Penang World City, a waterfront master plan that seeks to embrace the cultural interaction and seafront beauty of Penang Island. Comprising 5 blocks of 22-storey and 1 block of 21-storey condominium towers, Tropicana Bay Residences is strategically located between the Penang International Airport and George Town and it is also adjacent to the Penang Bridge and the Sultan Abdul Halim Muadzam Shah bridge for excellent access to mainland. The units range from 400 sq ft to 1,945 sq ft, available in distinctive layouts that suit modern needs. Tropicana Bay Residences was highly commended at the South East Asia Property Awards Malaysia 2015 for the Best Luxury Condo Development and received a certificate of merit for Best Small Home Development at the StarProperty.my Awards 2018. Tropicana Bay Residences' GDV is recorded at RM874 million.



Property Portfolio (Cont'd)

Completed Projects



**Birch the Plaza & Commercial**  
 Penang Times Square, Penang

GDV: RM350 million



**Birch Regency & Commercial**  
 Penang Times Square, Penang

GDV: RM300 million



**Moonlight Bay**  
 Batu Ferringhi, Penang

GDV: RM180 million



**Aston Villa**  
 Bukit Mertajam, Penang

GDV: RM53 million



**Zen @ The View**  
 Batu Uban, Penang

GDV: RM15 million



**The View Twin Towers**  
 Batu Uban, Penang

GDV: RM110 million



**Palace Hill**  
 Bukit Gambier, Penang

GDV: RM40 million



**Plaza Ivory**  
 Bukit Gambier, Penang

GDV: RM87 million



**Tanjung Park**  
 Tanjung Tokong, Penang

GDV: RM102 million

# Awards and Achievements



Ivory Group has thrived through dynamic growth since its establishment in 1999. Having grown into a property developer in Penang backed by over 20 years of solid experience, the Group has earned its reputation as a highly reputable property developer with an outstanding track record accumulated over the years.

We are committed to striving for excellent services with achievements that are measured by consistency in delivery to customers and the best possible results to our investors and partners. The company's awards and achievements received over the years are important yardsticks of progress and the best evidence of our company's prestigious and impressive success.

## 2020

1. **Golden Bull Award 2020**
  - Super Golden Bull
2. **The Top 100 Property Developer Brand 2019/2020**

## 2019

3. **StarProperty.my Awards 2019**
  - Merit in Poseidon Award (Best Waterfront Development) – Penang World City

4. **Golden Eagle Award 2019**
  - Eminent Eagle
5. **Excellent Employer Award by Employees Provident Fund (KWSP)**

## 2018

6. **StarProperty.my Awards 2018**
  - Small is Big Award (Best Small Home Development) – Tropicana Bay Residences
7. **CSR Malaysia Awards 2018**
  - Company of the Year Award (Property Developer-Northern Region)
8. **Nanyang Siang Pau 95<sup>th</sup> Anniversary Outstanding Business Award**
  - Outstanding Developer Award
9. **Sin Chew Business Excellence Awards 2018**
  - Property Excellence Award
10. **Kwong Wah Yit Poh Dr. Sun Yat-sen Spirit Awards 2018**
  - Gold Corporate Award



## Awards and Achievements (Cont'd)



### 2017

#### **Kwong Wah Yit Poh Centennial Awards 2017**

- Dr. Sun Yat-sen Excellence Award

#### **StarProperty.my Awards 2017**

- Honours Award in The Northern Star Award (Penang Times Square)

#### **CSR Awards 2017**

- Company of the Year Award (Overall)

#### **PropertyGuru Asia Property Awards Malaysia**

- Best Condo Development (Penang) – City Residence

#### **Sin Chew Business Excellence Awards 2017**

- Property Excellence Award

#### **Sin Chew Business Excellence Awards 2017**

- CSR Excellence Award

### 2016

#### **Asia Pacific Property Awards 2016**

- Highly Commended for Office Architecture (Ivory Tower)

#### **StarProperty.my Awards 2016**

- Excellence Award in The Niche & Unique Awards Category (Moonlight Bay)

#### **CSR Awards 2016**

- Company of the Year Award under Sustainability Excellence Category

### 2015

#### **The Golden Eagle Award 2015**

- Eminent Eagle category

#### **South East Asia Property Awards Malaysia 2015**

- Highly Commended for Best Mid-Range Condo Development (North Malaysia) – The Latitude

#### **South East Asia Property Awards Malaysia 2015**

- Highly Commended for Best Luxury Condo Development (North Malaysia) – Tropicana Bay Residences

#### **Kwong Wah Yit Poh Centennial Awards 2015**

- Dr. Sun Yat-sen Outstanding Enterprise Award (Winner)

### 2014

#### **The Golden Eagle Award 2014**

- Eminent Eagle Category

#### **Asia Pacific Property Awards in association with Maybank**

- Highly Commended for Best Residential High-Rise Architecture Malaysia (The Wave)

#### **South East Asia Property Awards Malaysia 2014**

- Highly Commended for Best Housing Development (North Malaysia) – Island Resort Bungalows

#### **South East Asia Property Awards Malaysia 2014**

- Highly Commended for Best Mid-Range Condo Development (North Malaysia) – The Latitude

### 2013

#### **The Asset Triple A Transaction Banking Awards 2013**

- Best Real Estate Structured Trade Finance Solution, Malaysia

### 2012

#### **INPenang Awards 2012**

- Top Developers

#### **INPenang Awards 2012**

- Top F&B Hubs

### 2011

#### **The Edge Malaysia**

- Top Property Developers Awards (Ivory Associates Sdn. Bhd. ranked in Top 30 List under Qualitative Attributes for Product Quality, Innovation & Creativity, Value Creation for Buyers, Image and Expertise)

#### **Asia Pacific Property Awards 2011 in association with Bloomberg Television**

- Highly Commended for Best Leisure Development (Moonlight Bay)

#### **International Standard Quality (ISQ) Award**

- Quality Property Developer & Contractor

#### **NST Property**

- SC Cheah's Choice Awards 2011 – Best Penang Developer

## Awards and Achievements (Cont'd)

### 2010

---

#### The Edge Malaysia

- Top Property Developers Awards 2010 (Ivory Associates Sdn Bhd ranked in Top 30 List under Qualitative Attributes for Product Quality, Innovation & Creativity, Value Creation for Buyers, Image and Expertise)

**Trane Energy Efficiency Leader Award 2010** for Environmental Sustainability, Energy and Operational Efficiency

#### Kwong Wah Yit Poh Centennial Awards 2010

- Dr. Sun Yat-sen Outstanding Enterprise Award (Winner)

#### Asia Pacific Property Awards in association with Bloomberg Television

- Highly Commended for Best Mixed Use Development (Penang Times Square)

### 2009

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**ISO 9001:2008 Ivory Property Management Services Sdn. Bhd. (6962)**

### 2008

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**Asia Pacific Super Excellence Brand 2008 (Winner)**

**The Malaysian Construction Industry Excellence Awards 2008 (CIDB)**

### 2007

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**In Penang My Preferred 2<sup>nd</sup> Home Property 2007 by MarketSource Publishing - Winner**

#### The Golden Bull Award 2007

- Malaysia 100 Outstanding SMEs (Top 100 Winners)

#### Penang International Expo 2007

- Best Decorated Booth

**1<sup>st</sup> Top 50 Enterprise Awards Malaysia 2007 - Platinum Award Winner**

### 2006

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#### The Golden Bull Award 2006

- Malaysia 100 Outstanding SMEs (3<sup>rd</sup> Runner-up)

**Business Superbrands Malaysia Status 2006**

**ISO 9001:2008 Ivory Associates Sdn. Bhd. (3732)**

**ISO 9001:2008 G&A Consultancy Sdn. Bhd.(3733)**

**The International Real Estate Federation (FIABCI) Malaysian Chapter**

### 2005

---

#### The Golden Bull Award 2005

- Malaysia 100 Outstanding SMEs (Top 50 Winners)

**4<sup>th</sup> Asia Pacific/Malaysia e-Entrepreneur Excellence Award 2005 - Winner**

**The Enterprise 50 Award 2005 (Top 50 Winners)**

### 2004

---

#### The Golden Bull Award 2004

- Malaysia 100 Outstanding SMEs (1<sup>st</sup> Runner-up)

**SME Business of the Year Award 2004 - Winner**

**Keris Award 2004 - Winner**

**Penang State Landscape Competition 2004 (1<sup>st</sup> Runner-up)**

### 2003

---

#### The Golden Bull Award 2003

- Malaysia 100 Outstanding SMEs (Top 100 Winners)

# Sustainability Report

Ivory Properties Group Berhad (“Ivory” or “the Company”) adheres to the reporting framework outlined by the Global Reporting Initiative (GRI) for its reporting approach. The Sustainability Report of the Company is crafted in alignment with the Sustainability Reporting Guide provided by Bursa Malaysia Securities Berhad (“Bursa Securities”), while also upholding the GRI Principles delineated in its standard.

- (i) Stakeholder Inclusiveness – being responsive to stakeholder expectations and interest
- (ii) Sustainability Context – presenting performance in the wider sustainability context
- (iii) Materiality – focusing on issues where we can have the greatest impact and that are most important to our business stakeholders
- (iv) Completeness – including all information that is of significant economic, environmental and social impact to enable stakeholders to assess the Group’s performance

Ivory and its group of companies (“Group”) are steadfast in their commitment to advancing sustainability, especially amidst growing concerns for environmental preservation and the welfare of staff members.

By actively mitigating the environmental footprint of its operations and advocating for customers to adopt similar practices, Ivory strives to serve as a model for sustainable business practices. This report outlines the Group’s sustainable initiatives undertaken over the past year, encompassing various activities such as construction, property development, project management, and customer service.

## ABOUT IVORY

Since its inception in 1999, our Group has grown into a distinguished and esteemed property developer, initially making its mark in Penang and subsequently expanding its footprint into the dynamic landscape of the Klang Valley. Our journey is guided by the steadfast commitment encapsulated in our tagline, “Building a Better World for Our Future Generations,” underscoring our mission to transcend mere construction endeavours and instead focus on crafting enduring homes and nurturing vibrant communities meant to endure across generations.

Having debuted on the Main Market of Bursa Securities on 28 July 2010, our trajectory is marked by substantial growth and milestones achieved since our nascent years. With a robust portfolio boasting a cumulative Gross Development Value (GDV) exceeding RM3 billion, we have consistently pushed the boundaries of innovation and excellence in the real estate sector.

Furthermore, our Group’s prowess has been underscored by a plethora of prestigious awards garnered over the years, serving as tangible testimony to our unwavering commitment to excellence. Notable accolades include the esteemed Super Golden Bull Award 2020, the Golden Eagle Awards 2019, StarProperty.my Awards 2019, Kwong Wah Yit Poh Dr. Sun Yat-sen Spirit Awards 2018, Sin Chew Business Excellence Awards 2018, and the CSR Malaysia Awards 2018, among numerous others.

Through our unwavering dedication to quality, innovation, and community-centric development, we are poised to continue shaping the urban landscape while leaving an indelible mark on the real estate industry. As we forge ahead, we remain steadfast in our resolve to not only build structures but to cultivate enduring homes and foster vibrant communities that stand the test of time.

The core businesses of the Group are:

- (i) Property development
  - The Group’s real estate development process consists of all aspects of the real estate equation from site acquisition, planning, architecture, design, marketing and sales.
- (ii) Construction contract
  - Our services incorporate the activities such as project management, building construction, renovation, interior design and property management.

## Sustainability Report (Cont'd)

### OUR PURPOSE

Vision:

To be a premier real estate developer that enhances people's quality of living and go beyond their dreams.

Mission:

To transform neighbourhoods by creating iconic projects and experiences. Our brand name will also be sustained and enhanced as a company that is at the forefront of urban lifestyle living.

### OUR CORE VALUES

Integrity and Professionalism

- We strive to maintain integrity and honesty in our actions and decisions
- We will always do our best for the interest of our stakeholders

Innovative and Design Driven

- We embrace changes to stay relevant in the constantly changing market
- We celebrate our successes but are relentlessly dissatisfied
- We strive for continuous improvement and innovation

Customer Centric

- We leverage our strength and capabilities across our organisation to deliver the best services to our customers

Excellence

- We strive for excellence in everything we do
- We have the passion to win and remain humble

Citizenship

- We hold ourselves to be contributing citizens in our community, where we serve compassionately and live ethically

### THE IVORY MODEL

Our business model is anchored in a long-term vision to enhance people's quality of living. It is achieved by these three pillars:

- Focus
- Differentiation
- Vertical integration

#### Focus

The Group looks for investment opportunities in potential sectors and budding regions that have growth prospects. We use our expertise and years of experience on premium residential and commercial sectors. We set high standards for our project development which include on-time handover and in-house project management team.

#### Differentiation

We introduce enhanced lifestyle quality with projects that possess unique characteristics where people are able to enjoy the finest facilities and convenience all in one place. We create community and build urban lifestyle with high potential of property value increase.



## Sustainability Report (Cont'd)

### THE IVORY MODEL (CONT'D)

#### Vertical Integration

Through vertical integration, we are able to gain control of the supply chain, from designing and construction to end sales. The Group is benefitted from the reduced costs and improved efficiencies. The Management is involved in all stages of the supply chain to ensure quality control and on-time delivery.

### SUSTAINABILITY STRATEGY

The Group continues to embrace optimism amidst prevailing market trends, steadfast in its commitment to operate with the goal of delivering top-tier products that continually adapt to the dynamic needs and expectations of our customers. We recognise the intricate interplay of environmental, economic, and social factors within our industry and are deeply committed to address these challenges head-on.

Our unwavering focus remains on fostering sustainable development across all fronts: environmentally, economically, and socially, all within our operations and the communities we engage with. By integrating sustainability in every aspect of our business, we aim to create lasting positive impacts that resonate far beyond our immediate sphere of influence.

We are deeply dedicated to securing the future of our Group and nurturing sustainable growth through strategic decision-making and forward-looking initiatives that extend far into the future. Our commitment to this vision is demonstrated by regular and thorough evaluations of these initiatives to assess their impact, relevance, and alignment with our goals, ensuring our ability to adapt and thrive amidst evolving challenges and opportunities.

In terms of environmental responsibility, we have proactively implemented measures to reduce paper usage in document printing and have established effective paper waste recycling practices within our office premises. These actions reflect our pledge to minimise our environmental footprint and uphold responsible resource management practices.

From a social standpoint, our efforts encompass both internal initiatives aimed at promoting inclusivity and well-being among our employees, as well as external endeavors focused on community engagement and development. By prioritising the welfare of our employees and actively participating in community projects, we seek to create a positive and enduring impact on society.

Moreover, our collaboration with Chin Hin Group Property Berhad on the Crown Penang project in Bandar Tanjung Pinang, Tanjung Tokong, embodies our steadfast commitment to sustainability. Occupying a prime two-acre location adjacent to Straits Quay Retail Marina and Gurney Bay public park, this visionary development showcases clean, minimalist architecture and a serene tonal palette inspired by nature. Designed as an urban resort with a tranquil ambiance, Crown Penang sets a new standard for environmentally conscious and community-focused living spaces, reflecting our ethos of responsible development and thoughtful urban planning.

For the year 2024, Ivory has chosen to prioritise eight key material issues critical to the company's operations. A thorough analysis of these issues, which encompass climate change, waste management, product quality, customer satisfaction, supply chain integrity, anti-corruption measures, health and safety standards, and employee management practices, has been conducted. This analysis ensures that our business practices remain in harmony with responsible and sustainable principles, taking into account pertinent trends, standards, expectations, guidelines, and legal requirements.

## Sustainability Report (Cont'd)

### GOVERNANCE OF SUSTAINABILITY

Sustainability governance reflect the structure, processes, and mechanisms put in place to ensure that sustainability goals and principles are integrated into the core operations and decision-making processes of our organisation. It encompasses the frameworks, policies, accountability mechanisms, and leadership roles that guide and oversee sustainability initiatives within the Group. Effective sustainability governance enables us to manage risks, seize opportunities, and create long-term value while addressing environmental, social, and economic concerns.

The purpose of governance of sustainability is multifaceted, aiming to integrate sustainability principles into the core operations and decision-making processes of organisations. Ivory aims to integrate sustainability into the DNA of the organisation, driving value creation, risk management, stakeholder engagement, transparency, and long-term resilience. By embedding sustainability into our corporate governance structures and processes, it ensures that both financial success and positive societal impact are achievable.

Sustainability Structure	Roles and Responsibility
Board of Directors	The Board oversees the overall sustainability performance of the Group
Sustainability Steering Committee (“SSC”)	The SSC is chaired by an Executive Director to formulate sustainability policies and drive the sustainability efforts and initiatives while ensuring consistency with the Group’s Sustainability Strategy and Business Strategy
Sustainability Sub-Working Groups	Sustainability Sub-Working Groups are the sub-working groups of SSC established to carry out the following: <ul style="list-style-type: none"> <li>(i) Set sustainability priorities and goals</li> <li>(ii) Develop and implement sustainability programmes</li> <li>(iii) Advise on sustainability opportunities and innovations</li> <li>(iv) Track, monitor and analyse sustainability metrics and measures</li> <li>(v) Address and manage challenges and constraints to the sustainability initiatives</li> <li>(vi) Work on Quality, Health, Safety, and Environmental issues of the Group</li> </ul>

### STAKEHOLDER ENGAGEMENT

The Group’s effectiveness in addressing sustainability issues is enhanced by collaborating with different stakeholder groups. By maintaining open and honest communication channels and actively involving stakeholders, the Group can understand and anticipate their evolving expectations, and strive to promote positive outcomes that benefit all parties involved.

Stakeholder	Engagement Approach & Objectives
Customer - People who buy, lease and occupy our projects	<ul style="list-style-type: none"> <li>- Encourage customer interaction through face-to-face interaction such as roadshows and exhibition</li> <li>- Improve customer retention through quality workmanship and timely delivery of projects</li> <li>- Enhance customer service and experience through Ivory VIP privilege programmes and appreciation events</li> <li>- Increase customer satisfaction with prompt response to inquiries and complaints</li> <li>- Procure database and conduct survey in regards to sustainability perceptions and priorities</li> </ul>

## Sustainability Report (Cont'd)

### STAKEHOLDER ENGAGEMENT (CONT'D)

Stakeholder	Engagement Approach & Objectives
Employees - People who work directly for Ivory	<ul style="list-style-type: none"> <li>- Stimulate career development and progression through training, seminars and workshop</li> <li>- Increase employee retention and loyalty by rewarding long service, study trips and employee privilege programmes</li> <li>- Provide employee support intervention, fair compensation and workplace counselling to increase staff motivation</li> <li>- Ensure workplace health and safety by providing safety gears and conducting regular inspection</li> <li>- Encourage volunteerism via community programmes (Ivorycares)</li> </ul>
Suppliers/ Contractors/ Consultants - Companies who provide goods, services and materials as part of our supply chain	<ul style="list-style-type: none"> <li>- Implement common code of ethics and conduct</li> <li>- Conduct service and performance evaluation regularly</li> <li>- Carry out transparent work tender and award</li> <li>- Execute legal compliance contracts</li> <li>- Increase cost-saving practice</li> <li>- Conduct company background check</li> </ul>
Regulators/ Statutory bodies - Legislative bodies and authorities	<ul style="list-style-type: none"> <li>- Active engagement with regulatory bodies</li> <li>- ISO certification</li> <li>- Compliance with regulatory requirements – Occupational Safety and Health Act 1994 (ACT514), Emergency Response Team, Workplace Health and Safety Officers</li> <li>- Public disclosure of our annual sustainability reports</li> <li>- Conduct regulatory compliance training</li> <li>- Manage security issues, public nuisance and waste management</li> <li>- Conduct lawful labour practices</li> </ul>
Community - People who live around our projects	<ul style="list-style-type: none"> <li>- Develop awareness and understanding in the community we live in through community outreach and strategic partnership</li> <li>- Provide financial support and donation in kind for local charity programmes and activities</li> </ul>
Media partners/ Bankers - Companies that influence Ivory's public image	<ul style="list-style-type: none"> <li>- Immediate notifications on financial result releases and corporate development material</li> <li>- Corporate announcements and project updates</li> <li>- Prompt and transparent communication</li> <li>- Maintaining good rapport during conferences and events</li> </ul>
Non-governmental organisation - Independent bodies that address social or political issue	<ul style="list-style-type: none"> <li>- Provide support in terms of partnership</li> <li>- Conduct occasional meetings to discuss and share biodiversity and other environmental concerns</li> </ul>
Investors and other stakeholders - Those who have a financial investment in our business (security holders)	<ul style="list-style-type: none"> <li>- Engagement by sharing expansion plans based on sustainable and responsible investment</li> <li>- Presentation of short and long-term goals</li> <li>- Uphold business integrity, compliance and conduct</li> <li>- Holding investor focused presentations, meetings and discussions</li> </ul>

## Sustainability Report (Cont'd)

### MATERIAL MATTERS AND KEY AREAS

Over the years, Ivory has nurtured strong partnerships with its stakeholders. As the business landscape evolves, we remain poised to confront emerging challenges and capitalise on new opportunities. Our Sustainability Report comprehensively addresses material concerns spanning economic, social, environmental, and employment domains. The Group is steadfast in its commitment to addressing stakeholder concerns to the best of its ability.

In year 2024, we will uphold the list of material sustainability matters, recognising their pivotal role in value creation and supporting our reporting strategy. Key considerations for reassessment included inputs from senior management, adherence to GRI standards, and alignment with sustainability priorities within our industry.

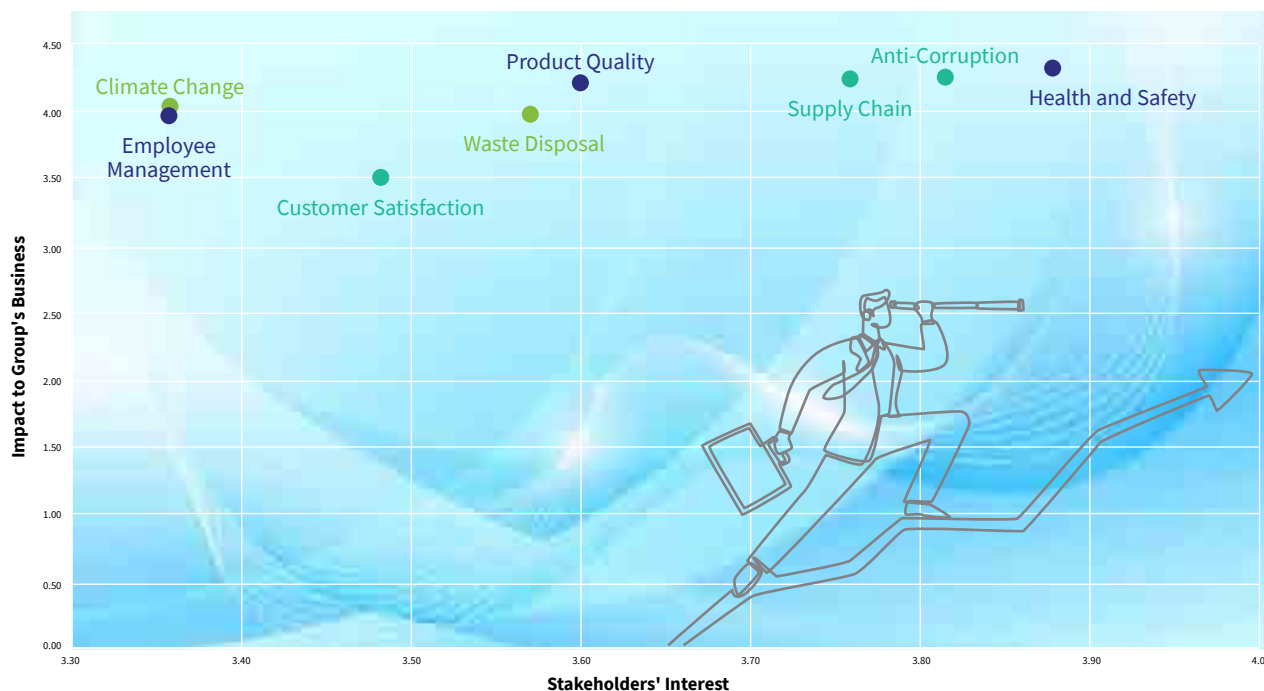
To refine our pursuit of responsible growth, the Group initiated a materiality assessment survey among stakeholders, encompassing customers, employees, consultants, contractors, and suppliers. This initiative aims to gather insights vital for enhancing our sustainability efforts and ensuring alignment with stakeholder expectations.

In year 2024, we will maintain the list of material sustainability matters as they are critical drivers of value creation and support the Group's reporting strategy.

Key parameters that are taken into consideration for the reassessment were:

- Issues highlighted by the senior management
- GRI standards
- Sustainability matters prioritised by peer industry

### SUSTAINABILITY MATERIALITY ASSESSMENT



#### Legend:

##### Environmental

- Climate Change
- Waste Disposal

##### Economic

- Customer Satisfaction
- Supply Chain
- Anti-Corruption

##### Social

- Health and Safety
- Employee Management
- Product Quality



## Sustainability Report (Cont'd)

### MATERIAL FACTORS – ENVIRONMENTAL

#### 1. Climate Change

##### Why it is important to us to reduce the environmental footprint of our operations

The Group acknowledges the significant impact climate change could have on both its business and the environment, potentially increasing the planet's fragility. In response, we are committed to conducting our construction activities in a manner that minimises environmental impacts.

To reduce our long-term carbon footprint, we are exploring innovative green infrastructure solutions to reduce urban runoff and improve building ventilation. These measures not only lower our carbon footprint but also enhance property value, minimise risks, and contribute to a more sustainable future.

Our survey results indicate that 50% of respondents support the Group's current efforts to combat climate change. Moving forward, we will focus on optimising the efficient use of fuel, energy, water, and other resources across all Ivory projects.

##### How we are positioned to drive change

The development of Crown Penang was guided by Environmental, Social, and Governance (ESG) principles from inception. Our objective is to create a lush landscape within the premises and establish facilities that promote a healthier and cooler environment, all while minimising reliance on electrical conditioners.

By embracing architectural concepts that maximise natural sunlight and ventilation, we aim to minimise electricity consumption, thereby enhancing sustainability and environmental friendliness.

##### Our progress to date

In the fiscal year ended 31 March 2024 ("FY2024"), the Group remains dedicated to advancing environmentally friendly and efficient development initiatives. Our team is actively exploring designs and construction methods aimed at minimising carbon emissions, all while maintaining rigorous standards of quality control.

Moreover, we are actively identifying opportunities for environmental improvement and exploring the use of alternative materials. Additionally, we are assessing the feasibility of integrating renewable energy sources like solar power into our projects, alongside a commitment to incorporating more green spaces within our developments.

Target for FY2025	Key initiatives to be implemented
Continue to develop projects that are considered green and efficient to meet initial target from FY2024	<ul style="list-style-type: none"><li>- To meet green standards such as GBI or GreenRE for Crown Penang and The Gardens.</li><li>- To introduce biophilic designs for future projects</li></ul>

## Sustainability Report (Cont'd)

### MATERIAL FACTORS – ENVIRONMENTAL (CONT'D)

#### 2. Waste Disposal

##### Why it is important to preserve natural resources

To prevent future environmental harm, the Group intend to adopt more responsible construction practices. One of our key initiatives is minimising waste at our construction sites by reusing or repurposing building materials that remain in good condition.

In a recent survey conducted, 53% of respondents praised the Group's waste management efforts. Building on this positive feedback, we are committed to continually improving our waste disposal methods at both construction sites and offices.

##### How we are positioned to drive change

Through the IvoryGreen initiative, which emphasises reducing, reusing, and recycling (3R) waste, we have maintained our efforts to separate waste for proper disposal and repurpose materials that are still in excellent condition, thereby minimising overall waste.

Complying with local government requirements, the Group has instituted a consistent practice across all development sites to segregate obsolete construction materials and dispose of construction debris. Licensed contractors collect all recyclable materials for appropriate recycling and disposal. The proceeds from recycling are donated to Ivorycares, the Group's charitable arm, to support future community initiatives.

In FY2024, we fell short of our target initiative due to inactivity at the construction site. However, we have begun engaging suppliers specialising in soil investigation for our upcoming project, Crown Penang. This step ensures that on-site waste will be properly managed by experienced professionals.

##### Our progress to date

In FY2025, we are looking into more green efforts to be incorporated in the Group's offices and development sites. Such are ways of reducing the amount of general waste while increasing the volume of recyclables and decreasing waste.

Target for FY2025	Key initiatives to be implemented
To reduce construction waste by 50%	<ul style="list-style-type: none"> <li>- To continue to engage more suppliers with recyclable materials for construction sites and reduce landfill waste</li> <li>- To monitor the volume of waste at our construction sites</li> </ul>

## Sustainability Report (Cont'd)

### MATERIAL FACTOR – ECONOMIC

#### 3. Customer Satisfaction

##### Why it is important to go the extra mile for our customers

At Ivory, our customers consistently return because we prioritise their satisfaction. By consistently exceeding customer expectations, we demonstrate our unwavering commitment to their satisfaction, thereby building lasting bonds. This customer-centric approach not only fosters loyalty but also encourages positive word-of-mouth, which is invaluable for organic growth.

When we prioritise customer satisfaction, we reinforce our dedication to quality and trust, aligning with our core principles. Satisfied customers naturally become brand advocates, promoting our offerings to others and expanding our customer base without additional marketing efforts. This strategy contributes to a sustainable business model, ensuring long-term viability and success through positive customer experiences.

This year, we held a meeting with the purchasers of our halted project, The Wave, to propose a comprehensive development scheme aimed at completing the construction and facilitating the timely handover of keys.

Recent survey results indicate that 55% of our customers are satisfied with the Group’s products and services. Moving forward, the Group is dedicated to maintain and enhance these relationships by providing high-quality products and exemplary service, reinforcing a foundation of trust and commitment.

##### How we are positioned to drive change

We are committed to enhancing customer satisfaction through continuous improvement strategies. By actively seeking feedback, analysing customer needs, and adapting our processes, we can identify areas for improvement and implement necessary changes. Embracing technology, investing in staff training, and prioritising personalised experiences are essential steps in our ongoing efforts to consistently elevate customer satisfaction. These strategies will serve as a mean to enhance customer satisfaction, it will lead to increased loyalty, positive word-of-mouth, and a stronger market position.

##### Our progress to date

We recognise that customer feedbacks are just one aspect of overall satisfaction. For financial year ending 31 March 2025 (“FY2025”), we will look into various initiatives aimed at enhancing our customers’ experience. A comprehensive survey will be conducted to evaluate the impact and effectiveness of our previous efforts. This will enable us to make more informed decisions for future improvements in customer service.

Additionally, we will enhance our communication channels to provide timely project updates and address customer concerns promptly. Our commitment to ongoing customer support and post-sales services will ensure a consistently positive ownership experience. The Group will conduct periodic reviews to evaluate the effectiveness of the strategies and make improvements as needed.

Target for FY2025	Key initiatives to be implemented
To increase customer satisfaction rate by 50%	<ul style="list-style-type: none"> <li>- To focus on enhancing the overall customer experience, ensuring product quality, and fostering strong relationships with clients.</li> <li>- Keep customers informed about the progress of their homes with regular updates.</li> <li>- Provide multiple channels for communication (phone, email, in-person meetings) and ensure timely responses to queries and concerns.</li> </ul>

## Sustainability Report (Cont'd)

### MATERIAL FACTOR – ECONOMIC (CONT'D)

#### 4. Supply Chain

##### Why it is important to have strong supplier network

To ensure the accuracy, comprehensiveness, and credibility of our business sustainability, a robust supplier network is paramount. At Ivory, leveraging a strong supplier network allows us to gain clear visibility into our supply chain, identify and mitigate potential risks, collaborate on sustainability enhancements, meet stakeholder expectations, and comply with regulatory mandates. Proactively managing our suppliers enhances our sustainability performance and supports the broader goal of fostering a sustainable economy.

Our commitment to managing a sustainable supply chain is recognised and valued by our stakeholders. A recent survey revealed that 67% of participants have confidence in our efforts in this regard. To uphold this confidence, Ivory has instituted a range of policies, procedures, and best practices aimed at delivering products and services of superior quality. Additionally, we are committed to ensuring fair pricing for our clients by prioritising the use of sustainable materials whenever they are economically feasible. This strategic approach not only aligns with our sustainability goals but also reinforces our dedication to providing value and quality to our clients.

##### How we are positioned to drive change

Ivory has proactively strengthened its management framework to prioritise responsible supplier management and regular evaluations, which are integral to our sustainability strategy. We are committed to integrating sustainable and eco-friendly practices by incorporating green technologies and designs that appeal to environmentally conscious customers. To this end, we have gathered comprehensive data on the use of sustainable materials and procurement practices throughout various stages of our supply chain, aiming to identify factors that positively impact the environment.

In FY2025, we are incorporating ESG principles into the Crown Penang development. This is not only enhancing the sustainability of our development but also contributing to a more sustainable and equitable future. Our commitment to these principles ensures that Crown Penang will be a model for responsible development, setting a benchmark for our future projects.

##### Our progress to date

In FY2024, our Group has placed the utmost importance to the use of environmentally friendly materials throughout our supply chain especially for Crown Penang. We have established ESG criteria and standards for all suppliers. The criteria is included in all procurement policies and tender documents. Our actions are proof that we are committed to protecting the environmental well-being of our project sites and their surrounding areas. To this end, we will continue look into various strategies for integrating green practices into our supply chain.

Target for FY2025	Key initiatives to be implemented
Suppliers to meet the ESG criteria for Crown Penang development	<ul style="list-style-type: none"> <li>- Evaluate potential and existing suppliers based on their ESG performance. Use sustainability ratings, audits, and certifications as part of the assessment process.</li> <li>- Work closely with suppliers to improve their ESG practices. Provide support and resources for them to meet the required standards.</li> </ul>

#### 5. Anti-Corruption

##### Why it is important to maintain integrity

Integrity is essential for building trust among customers, employees, investors, and other stakeholders. We maintain our integrity by ensuring that business operations comply with the laws, regulations, and industry standards. Adhering to legal and ethical guidelines helps avoid legal issues, fines, and upholding our brand name while fostering a fair and competitive marketplace.



## Sustainability Report (Cont'd)

### MATERIAL FACTOR – ECONOMIC (CONT'D)

#### 5. Anti-Corruption (Cont'd)

A recent survey revealed that 70% of respondents believe the Group currently operates ethically, lawfully, and in the best interests of stakeholders, demonstrating strong confidence in our commitment to integrity.

##### How we are positioned to drive change

Driving change through integrity in business operations requires a strategic approach that aligns ethical practices with organisational goals. At Ivory, we lead by example by ensuring that leaders at all levels demonstrate integrity in their actions and decisions. Leadership must embody the ethical standards they wish to see in the organisation. This is done through ethical leadership training.

We will reinforce the importance of integrity and equip our employees with the skills to manage ethical dilemmas through training programmes. The Group also makes sure that detailed policies on anti-corruption, anti-bribery, and ethical are easily accessible to all employees.

In FY2025, we will engage with the stakeholders, including investors, partners, and suppliers, to communicate the Company's commitment to integrity. Adopting similar standards, employees are encouraged to discuss their ethical concerns without any fear of retaliation from the Management. Regular audits, risk assessments, and due diligence processes will be conducted throughout the Company to enhance transparency and open dialogue.

In FY2024, Ivory achieved 100% compliance with our Anti-Bribery and Anti-Corruption Policy in commercial operations. Additionally, we established a Whistleblowing structure within the Group.

##### Our progress to date

The Group is fully aware of its vulnerable state. Therefore, we make it a priority to conduct regular due diligence on all permits and licenses to ensure full compliance with regulations. This proactive approach helps us mitigate risks and maintain operational integrity. Regular reviews and audits are conducted to identify any potential areas of non-compliance and address them promptly. By staying vigilant and up-to-date with all regulatory requirements, we aim to safeguard the Group's interests and ensure sustainable business operations.

Target for FY2025	Key initiatives to be implemented
To continue 100% compliance with the law and 0% deviation from the policy	<ul style="list-style-type: none"> <li>- Provide training courses for staff members regarding Anti-Bribery and Anti-Corruption Policy</li> <li>- Full disclosure and transparency in operation process</li> </ul>

### MATERIAL FACTOR – SOCIAL

#### 6. Product Quality

##### Why it is important to maintain the standard of quality

Maintaining high standards of quality is essential for Ivory as it builds a strong brand image, making our projects attractive to new customers and retaining existing ones. By integrating sustainable practices and materials, we not only reduce environmental impact but also meet the growing demand for green buildings. This approach aligns with regulatory requirements and corporate social responsibility, significantly enhancing the overall value and appeal of our developments.

Our survey findings reveal that 62% of respondents recognise and appreciate the Group's commitment to quality. The Group rigorously maintains quality standards through comprehensive procedures, including construction monitoring and defect inspections, ensuring strict adherence to these standards. These measures are designed to guarantee that we deliver the highest quality products to our valued buyers.

## Sustainability Report (Cont'd)

### MATERIAL FACTOR – SOCIAL (CONT'D)

#### 6. Product Quality (Cont'd)

##### How we are positioned to drive change

Ivory has partnered with esteemed architectural firms for the upcoming project, Crown Penang which will feature quality and sustainable materials to meet the Green Building Index (“GBI”) guidelines. In a competitive market filled with similar offerings, our commitment to quality will set us apart as the foremost choice.

##### Our progress to date

We are dedicated to seek continuous improvement in our product quality and ESG initiatives. Feedback from stakeholders is actively sought and integrated into our planning and execution processes. By staying responsive to emerging trends and maintaining a long-term customer relationship, we ensure that Ivory remains a preferred choice in the market.

Target for FY2025	Key initiatives to be implemented
To meet GBI design standard for Crown Penang and reduce defects in The Wave	<ul style="list-style-type: none"> <li>- Regular defects inspection on The Wave</li> <li>- Frequent site visits and closely monitor work in progress</li> <li>- To meet standard of quality requirement of designs for Crown Penang</li> </ul>

#### 7. Health and Safety

##### Why it is important to take care of our employees and the communities like our family

Our employees and communities are crucial to us as if a family. A positive workplace culture not only strengthens community relationships but also contributes to the business's long-term sustainability and success.

Our Emergency Response Team (ERT), established in compliance with the Occupational Safety and Health Act of 1994 (OSHA), demonstrates that Ivory's commitment extends beyond merely protecting employees from harm. By prioritising the health and safety of our community, we aim to enhance overall well-being, job satisfaction, and productivity. This dedication to sustainable practices reflects our consideration of the long-term impact on our workforce and our holistic approach to employee care.

A recent survey revealed that 72% of respondents believe the Group is actively fulfilling its responsibility to ensure the health and safety of its employees. This positive feedback underscores the importance of implementing clear and comprehensive safety policies and procedures. These guidelines cover safe work practices, emergency response protocols, proper use of safety equipment on construction sites, and safe handling of hazardous materials.

Ivory's proactive stance on employee safety and well-being not only protects its workforce but also nurtures a supportive and productive work environment. This dedication underscores the Company's commitment to long-term success and sustainability.

Safety measures are taken to safeguard our work environment:

- (i) Regular evaluation on workplace equipment and layout report by safety officers
- (ii) Notice and circulation to remind staff on proper workplace practices
- (iii) First-aid kits and fixtures of emergency fire equipment at all floors
- (iv) Mandatory fire drills conducted annually to prepare staff for emergency evacuations
- (v) First-aid training for nominated safety officers represented by each department

##### How we are positioned to drive change

Our employees and communities are our top priority when it comes to long-term business sustainability. We conduct regular on-site safety inspections to ensure that safety measures are never compromised during ongoing construction. The Company consistently emphasises adherence to laws, regulations, and industry standards through continuous monitoring, audits, and inspections. This commitment to maintaining a safe and compliant work environment underscores our dedication to the well-being of our workforce and the success of our business.



## Sustainability Report (Cont'd)

### MATERIAL FACTOR – SOCIAL (CONT'D)

#### 7. Health and Safety (Cont'd)

##### Our progress to date

The Group is steadfast in its commitment to achieving zero injuries and fatalities across all project locations. To ensure we stay at the forefront of industry best practices, the Safety and Health Committee Meeting will convene frequently. These meetings will enable us to stay updated on the latest safety advancements and effectively integrate them into our daily operations. By doing so, we reinforce our dedication to creating a secure and healthy work environment for all our employees.

Target for FY2025	Key initiatives to be implemented
Continue to achieve zero fatality and major injury on site	- Conduct safety assessment regularly and enforce obligatory safety gears at construction sites

#### 8. Employee Management

##### Why it is important to build leaders

Leaders are the key to setting a strategic vision, drive cultural transformation, engage stakeholders, foster innovation, manage risks, influence industries, and prepare the organisation for a sustainable and resilient future. Strong sustainability leaders can embed sustainability into a company's core values, operations, and decision-making processes, leading to long-term success and a positive impact on society and the environment.

Our survey indicated that 50% of respondents recognised and praised the Group's effective management of its employees. This success is attributed to our dedicated workforce, whose commitment to achieving the organisation's goals and objectives is unwavering. By focusing on leadership development, the Group ensures that its leaders are equipped to guide the company towards continued growth and sustainability, creating a lasting and positive influence on the industry and community.

##### How we are positioned to drive change

As sustainability issues become more prominent, leaders with expertise in sustainability must be well-equipped to navigate complex issues, anticipate emerging trends, and adapt to changing regulatory frameworks and stakeholder demands.

The sustained growth and profitability of our business depend on the well-being of our employees and the support of the communities in which we operate. By developing sustainability leaders, Ivory can be assured that sustainability is integrated into the Company's long-term vision and goals. These leaders can champion sustainability initiatives, drive innovation, and align the organisation toward a more sustainable future.

In FY2025, the Group will continue to inspire and promote values such as environmental responsibility, social equity, and ethical business practices. By fostering a culture of sustainability, our leaders can influence employees at all levels to adopt sustainable behaviours and make environmentally and socially conscious decisions.

Besides that, the Group actively offers internships to college and university students, providing them with valuable industry experience. We also emphasise on promoting diversity and equality throughout our operations, fostering a workforce that includes individuals from diverse ethnic backgrounds and cultures and ensuring a balanced representation of male and female employees.

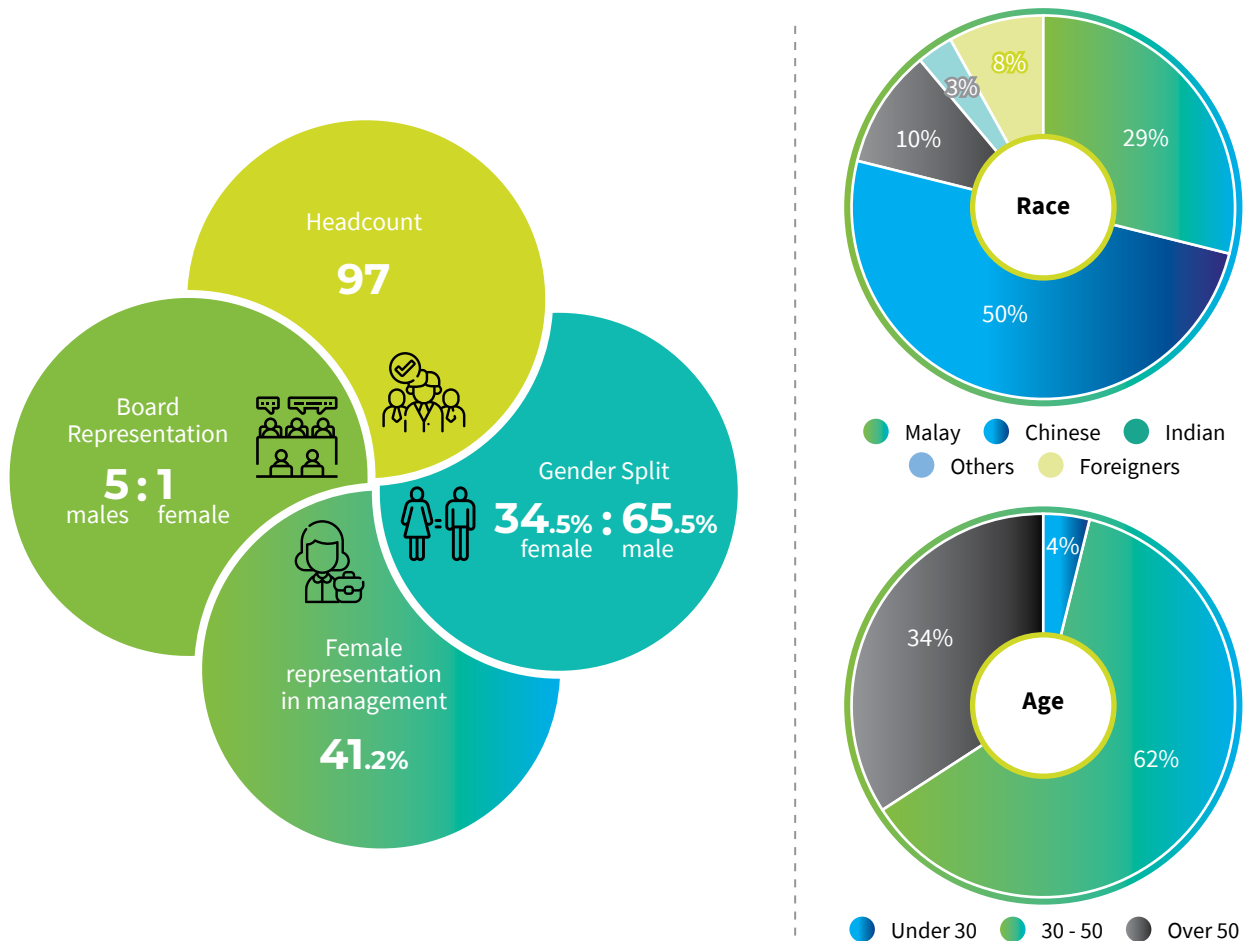
## Sustainability Report (Cont'd)

### MATERIAL FACTOR – SOCIAL (CONT'D)

#### 8. Employee Management (Cont'd)

The data below shows our Company's human resource allocation for FY2024:

#### Our Current Workforce at a Glance (As of 31 March 2024)



Despite the Group's dedicated efforts, employee satisfaction reached 50% in FY2024. This result has only strengthened the Group's resolve to improve employee enrichment. We are committed to intensifying our efforts and initiatives to achieve the desired 65% employee satisfaction level.

#### Our progress to date

In the upcoming FY2025, the Group's aim is to introduce more diverse perspectives, valuable skills, and youthful enthusiasm into the workforce. The Group seeks to infuse the workplace with innovative ideas, ensuring its continuous freshness and relevance in the dynamic market landscape.

To achieve this goal, the Group plans to actively recruit individuals from various backgrounds and experiences, fostering a diverse and inclusive environment. This diversity will not only enrich the organisational culture but also enhance creativity and problem-solving capabilities within teams.

Additionally, the Group is committed to providing opportunities for professional development and skills enhancement, particularly targeting younger talents who bring new insights and technological savvy to the table. By nurturing these talents and encouraging their input, the Group aims to stay ahead of industry trends and adapt swiftly to changing market demands.

Overall, the focus on introducing diverse perspectives, valuable skills, and youthful enthusiasm underscores the Group's commitment to innovation and maintaining a competitive edge in the marketplace throughout FY2025 and beyond.



## Sustainability Report (Cont'd)

### MATERIAL FACTOR – SOCIAL (CONT'D)

#### 8. Employee Management (Cont'd)

##### Communities Relation

In FY2024, Ivory reaffirmed its dedication to community support and engagement by actively involving its staff in charitable activities. Employees were encouraged to participate in distributing food and drinks to devotees during the Thaipusam celebration, highlighting the organisation's hands-on approach to giving back. This initiative not only provided essential sustenance to the devotees but also strengthened the bond between Ivory and the local community. By engaging directly in these acts of kindness, Ivory staff embodied the Company's values and reinforced our commitment to making a positive impact on society. This effort is a testament to our ongoing mission to create meaningful and lasting relationships with the communities we serve.

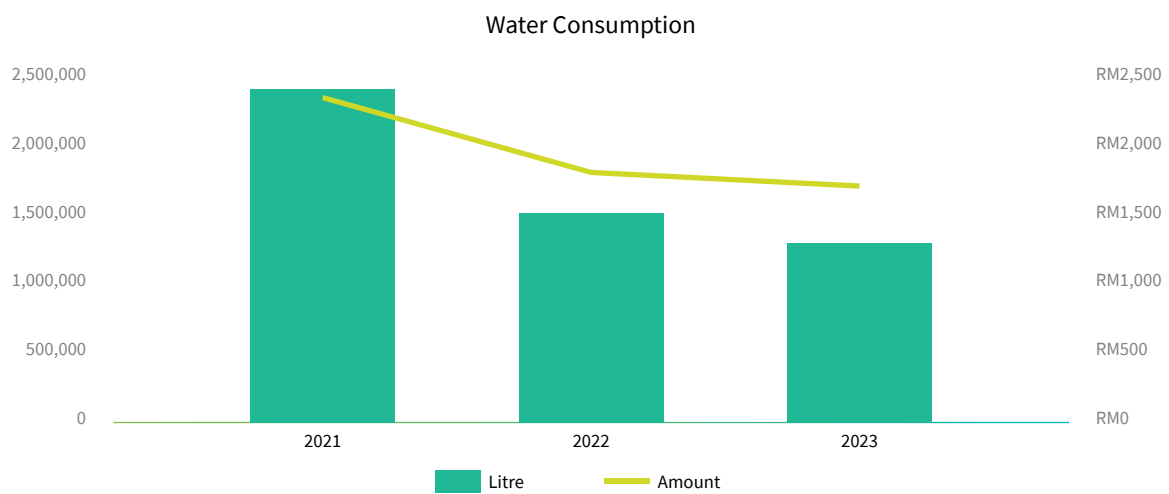
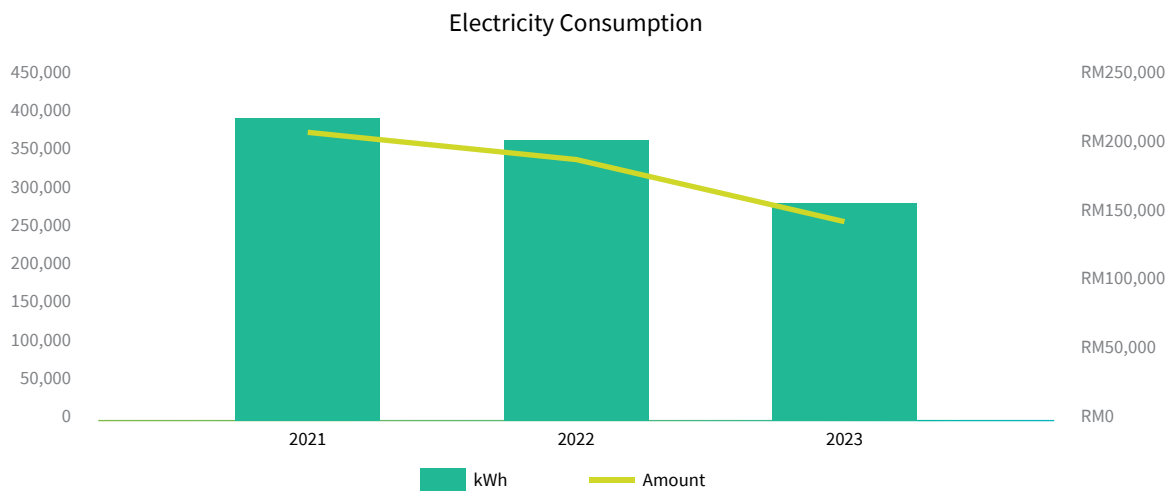
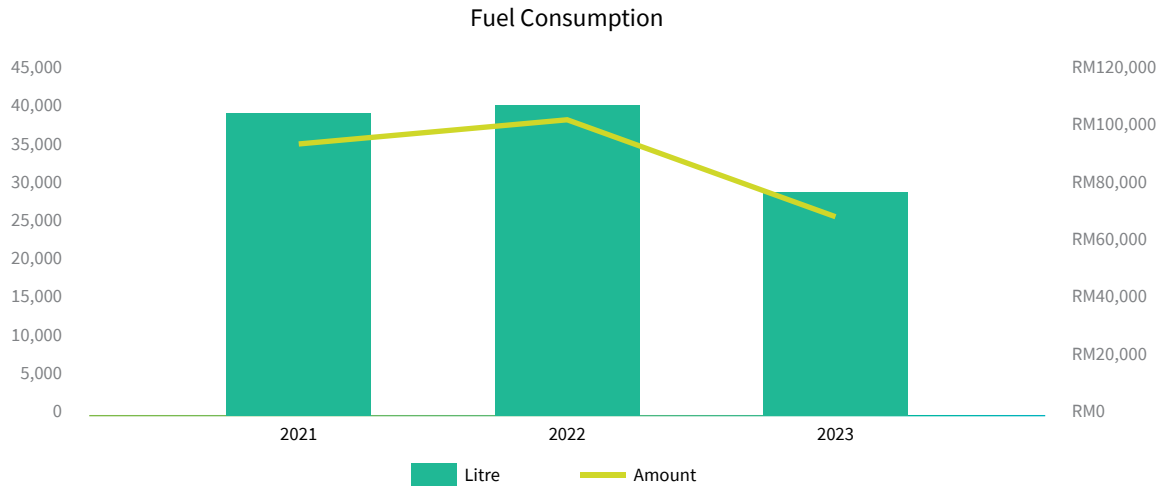
Target for FY2025	Key initiatives to be implemented
To boost staff satisfaction and foster high morale while enhancing collaboration	<ul style="list-style-type: none"> <li>- Implement diversity initiatives in our hiring practices to bring in a broader range of perspectives and experiences.</li> <li>- Consider remote working options as a workplace benefit to provide flexibility and support for our employees' work-life balance.</li> </ul>

### OVERVIEW OF SUSTAINABILITY REPORT FOR FY2024

Commitment	Targets for FY2024	Results
<b>Environmental and Climate Impact</b>		
Climate change	To ensure that Crown Penang project is launched with sustainable features	Partly accomplished
Waste disposal	To increase disposal efforts and the use of recyclable materials throughout the entire group by 50%	Objective not applicable due to business inactivity
<b>Economic Impact</b>		
Customer satisfaction	To ensure that Crown Penang project had customer satisfaction score of at least 70% upon launching	Objective not applicable due to business inactivity
Supply chain	To identify green initiatives that will be used at Crown Penang construction site	Partly accomplished
Anti-corruption	To continue 100% compliance with the law and 0% deviation from the policy	Objective accomplished
<b>Social Impact</b>		
Product quality	To meet design standard for Crown Penang and reduce defects in The Wave	Objective not applicable due to business inactivity
Health and safety	Continue to achieve zero fatality and major injury on site	Objective accomplished
Employee management	To increase Generation Y employees	Partly accomplished

## Sustainability Report (Cont'd)

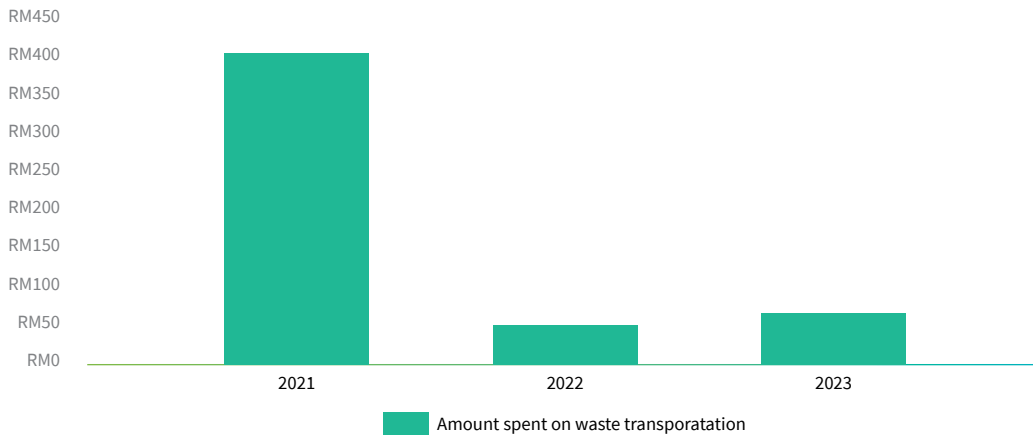
### OVERVIEW OF SUSTAINABILITY REPORT FOR FY2024 (CONT'D)



## Sustainability Report (Cont'd)

### OVERVIEW OF SUSTAINABILITY REPORT FOR FY2024 (CONT'D)

Waste Management



### OUTLOOK FOR FY2025

#### Environmental Impact



- Continue to develop projects that are considered green and efficient to meet initial target from FY2024
- To reduce construction waste by 50%

#### Economic Impact



- To increase customer satisfaction rate by 50%
- Suppliers to meet the ESG criteria for Crown Penang development
- To continue 100% compliance with the law and 0% deviation from the policy

#### Social Impact



- To meet GBI design standard for Crown Penang and reduce defects in The Wave
- Continue to achieve zero fatality and major injury on site
- To boost staff satisfaction and foster high morale while enhancing collaboration

## Sustainability Report (Cont'd)

## PERFORMANCE DATA TABLE FROM BURSA MALAYSIA ESG REPORTING PLATFORM

Indicator	Measurement Unit	2024
<b>Bursa (Anti-corruption)</b>		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	100.00
Executive	Percentage	100.00
Non-executive/Technical Staff	Percentage	100.00
General Workers	Percentage	100.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	100.00
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	0.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	0
<b>Bursa (Diversity)</b>		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Under 30	Percentage	1.00
Management Between 30-50	Percentage	9.50
Management Above 50	Percentage	18.00
Executive Under 30	Percentage	0.00
Executive Between 30-50	Percentage	21.00
Executive Above 50	Percentage	6.00
Non-executive/Technical Staff Under 30	Percentage	4.00
Non-executive/Technical Staff Between 30-50	Percentage	26.00
Non-executive/Technical Staff Above 50	Percentage	8.50
General Workers Under 30	Percentage	0.00
General Workers Between 30-50	Percentage	4.00
General Workers Above 50	Percentage	2.00
Gender Group by Employee Category		
Management Male	Percentage	19.00
Management Female	Percentage	9.50
Executive Male	Percentage	11.50
Executive Female	Percentage	15.50
Non-executive/Technical Staff Male	Percentage	27.00
Non-executive/Technical Staff Female	Percentage	11.50
General Workers Male	Percentage	6.00
General Workers Female	Percentage	0.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	83.30 *
Female	Percentage	16.70 *
Under 30	Percentage	0.00
Between 30-50	Percentage	33.00
Above 50	Percentage	67.00
<b>Bursa (Energy management)</b>		
Bursa C4(a) Total energy consumption	Megawatt	275.09
<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	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	11 *
<b>Bursa (Labour practices and standards)</b>		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	71
Executive	Hours	200
Non-executive/Technical Staff	Hours	70
General Workers	Hours	0
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	17.70
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	4
Executive	Number	13
Non-executive/Technical Staff	Number	21
General Workers	Number	1
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	2
<b>Bursa (Supply chain management)</b>		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	100.00
<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	1.222000

Internal assurance

External assurance

No assurance

(\*)Restated

# Letter To Shareholders And Management Discussion And Analysis



## Dear fellow shareholders,

Financial year ended 31 March 2024 (“FY2024”) can be regarded as the most difficult year in the history of the Company. During the financial year under review, the Company continued to operate under a challenging environment, significantly impacted by Ivory status being an affected issuer under Practice Note 17 (“PN17”) since July 2022.

### **Affected Listed Issuer Under PN17 of Listing Requirements of Bursa Securities**

The Company remains as a PN17 Issuer to this day. It is obligated to submit a regularisation plan to Bursa Securities by 27 July 2024, as per the approval letter from Bursa Securities dated 18 March 2024. Given the current progress, the Company needs additional time to identify and finalise terms and conditions with potential investors or white knights which is a critical component of the overall proposed regularisation plan. Throughout the year, the Group has dedicated significant efforts to addressing the challenges concerning its financial standing and has embarked on several strategic initiatives aimed at enhancing and stabilising the Group’s financial position, as summarised below.



## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### Affected Listed Issuer Under PN17 of Listing Requirements of Bursa Securities (Cont'd)

#### (i) Sale of inventories

The Group has disposed of a total of RM7,832,000 completed development properties at marginal loss to raise funds for working capital and allowed RM Nil (FY2023: RM5,897,000) impairment made to certain completed development properties. As a result, the value of completed development properties for sale decreased from RM RM 25,430,000 to RM17,621,000.

#### (ii) Monetisation of assets

The Group disposed some assets and entered joint development agreements with strategic partners.

- (a) On 3 May 2023, Ivory Meadows Sdn Bhd ("IMSB"), a wholly-owned subsidiary company entered into a joint development agreement ("JDA") with a subsidiary of Chin Hin Group Property Berhad to jointly develop a 41-storey, 588-unit serviced apartment at the prime and affluent seafront land of Seri Tanjung Pinang 1 ("Crown Penang"). IMSB has already received RM68,000,000 out of RM71,000,000 as the Reimbursement Sum pursuant to the JDA. A portion of these funds was allocated to settle the land financier's totalling RM32,000,000, thereby reducing the Group's borrowing by the same sum. The commencement of project consultancy, architectural consultancy, sales and marketing, and sales administrative engagements has generated operating cash flow for the Group, as we await the developer's invitation to tender for the main construction work of Crown Penang;
- (b) On 10 January 2024, another subsidiary of the Company, Ivory Gleneary Sdn Bhd, ("IGSB") entered into a sale and purchase agreement ("SPA") with another subsidiary of Chin Hin Property Group Berhad for the proposed disposal of a plot of freehold land measuring approximately 1.218 acres within an existing project known as Penang Times Square for a cash consideration of RM40,000,000. The SPA remains conditional as the date of this report;
- (c) The Group will explore selling its investment property and find ways to expedite the completion of a SPA signed in 2015, which has remained conditional up to this point.

#### (iii) Joint venture agreements

After a thorough review of the challenges surrounding its financial standing, the Group has reviewed the following contracts and actively engaged with landowners regarding the future plans of these joint venture agreements.

- (i) The joint venture agreement ("JVA") for the final phase of development at Batu Ferringhi was terminated and conditioned upon certain terms. However, the Company is engaging with the new landowner in exploring potential development opportunities, contingent upon resolving financing requirements between the parties involved;
- (ii) The JVA for the development land at Batu Uban between Ivory Villas Sdn Bhd and the new owner is still pending finalisation of new terms and conditions. Estimated credit loss was provided for the advance landowner's entitlement of RM10,470,000 paid under the agreement signed in 2017;
- (iii) The JVA for the proposed commercial development in Cheras, Kuala Lumpur, was terminated on 21 November 2022. The termination became effective upon the completion of the disposal of equity interest by the shareholders of the JV partner. The consideration Ivory is set to receive under the deed of termination will be allocated towards the repayment of bank borrowing and meeting working capital requirements.

#### (iv) Debt restructuring/managing liabilities

On 19 April 2024, IGSB successfully obtained High Court Order for a proposed scheme of the arrangement aimed at addressing its outstanding debts, particularly the Liquidated Ascertained Damages ("LAD") purchasers. This proposed Scheme of Arrangement will be put forward for creditors to vote at a Court Convened Meeting of Creditors to be held pursuant to the Court Order. The scheme of arrangement will provide clarity on potential losses arising from liquidated ascertained damages due to delays in completing Penang Times Square Phase 3. This scheme of arrangement is expected to help in restructuring the Group's liabilities and alleviate the financial burden.

## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### Affected Listed Issuer Under PN17 of Listing Requirements of Bursa Securities (Cont'd)

In summary, the Regularisation Plan is envisaged to comprise the following proposals:

- finalisation of projects/business and/or injection of new viable business into the Group for its existing property development and construction projects;
- proposed balance sheet reconstruction exercise to reduce its overall accumulated losses and strengthen its future balance sheet position, including undertaking assets disposal and rationalisation activities; and
- proposed fund raising exercise via rights issue and/or private placement to identified investors to raise necessary funds for undertaking the implementation of the Company's business regularisation plan as well as repayment of the Group's existing debt and contractual obligations in the ordinary course of business of the Group.

### Group's Business and Operations

The Company's primary business activities focus on property development and construction activities. Established in 2001 as a private limited company, a humble local developer, the Company was listed in the Main Market of Bursa Securities in 2010 and has since crated its footprint as a reputable property player in the Northern region of Malaysia.

### Review of Group Financial Performance

The Group continues to post losses for the consecutive five (5) years. New impairments were allowed for clarity on the Group's financial position. Net shareholders funds have been weightened down significantly to RM37,894,000, a decrease of RM66,395,000 or 64% from RM 104,289,000 as at 31 March 2023.

For the full financial year under review, the Group reported revenue of RM81,539,000, marking a significant improvement compared to the negative revenue of RM19,975,000 or RM16,063,000 revenue before set-off by liquidated ascertained damages in FY2023. Notably, the current year's revenue includes RM71,000,000 from the joint development agreement of Crown Penang, with IMSB acting as the proprietor and development undertaken by a third-party developer.

Despite the revenue growth, the Group is still in a red with loss before tax for the year of RM67,130,000 compared to RM122,716,000 reported in FY2023, while loss after tax amounted to RM66,395,000 (FY2023: RM125,658,000). This financial setback was primarily attributed to further impairments of development costs deemed unlikely to yield future income, as well as provisions for expected credit losses on long outstanding receivables.

The Group's unbilled sales and construction order book have seen little change, standing at RM50,096,000 (FY2023: RM50,096,000) and RM8,332,000 (FY2023: RM9,933,000) respectively. The minimal variation was attributed to limited progress on ongoing projects, including The Wave@Penang Times Square and a construction project in Kuala Lumper, due to cash flow constraints. The conversion of unbilled sales and construction order book into revenue depends on the Group's ability to secure sufficient cash to resume work and the success of the proposed scheme of arrangement initiated by IGSB, the developer of Penang Times Square.

### Segmental Financial Performance

	FY2024 RM'000	FY2023 RM'000	Variance %
<b>REVENUE</b>	81,539	(19,975)	508
<b>NET PROFIT/(LOSS)</b>			
Investment holding	(13,844)	(28,947)	(52)
Property development	(59,148)	(93,547)	(37)
Construction	5,862	(222)	2,741
<b>Core Division Net Loss</b>	<b>(67,130)</b>	<b>(122,716)</b>	<b>(45)</b>
Add: One-off non-cash assets written off	47,865	58,812	(19)
<b>Normalised net loss before tax</b>	<b>(19,265)</b>	<b>(63,904)</b>	<b>(70)</b>

## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### Segmental Financial Performance (Cont'd)

#### (i) Property Development Division

The Group only on-going development is The Wave and Commercial at Penang Times Square (“PTS3”) at cumulative 85% progress billing. It is currently in dormant state, facing legal challenges from the project’s financier and potential LAD claims from its purchasers due to delays in completion. In an effort to revive the project and attract potential investors or white knights to participate in the Company’s regularisation plan, IGSB, the Developer of PTS3, has initiated a Scheme of Arrangement (“SOA”) after a thorough review of the Developer’s financial position. This scheme aims to address, in particular, the potential LAD owed to purchasers of PTS3 (“Scheme Creditors”) and giving the Developer a chance to complete PTS3 within a stipulated time agreed upon in a Court Convened Meeting.

The Developer believes this proposed scheme offers the most viable path to complete the project. After engaging with the purchasers in several informal meetings and discussions, Ivory believes it has a good chance in securing the required vote to make the SOA a success. As part of the arrangement under the SOA, the Developer obtained a restraining order (“RO”) and an order to convene Court Convened Meeting from the Penang High Court on 19 April 2024. Although the RO was subsequently set aside when the court allowed the project financier, Bank Islam Malaysia Berhad’s application to intervene, the order for IGSB to conduct the Court Convened Meeting was maintained. IGSB expects to hold the Court Convened Meeting in the third quarter of 2024.

During FY2024, the Group recorded total development revenue of RM80,429,000, comprised of RM71,000,000 from the joint development of Crown Penang, and RM7,832,000 from the sale of completed properties and RM1,597,000 from project management. The balance of unsold completed properties at its cost/NRV is RM17,621,000, (FY2023: RM25,430,000) consisting of RM8,283,000 in residential properties and RM9,338,000 in commercial properties, mainly at Tanjung Tokong and Penang Times Square, Penang (FY2023: RM15,255,000 and RM10,175,000, respectively).

Revenue: Property Development	FY2024 (RM'000)	FY2023 (RM'000)
Property under construction	-	(2,811)
Joint development of Crown Penang	71,000	-
Sales of completed properties	7,832	11,432
Property Management	1,597	-
Less:		
Change in variable consideration: LAD	-	(36,038)
<b>Net Revenue</b>	<b>80,429</b>	<b>(27,417)</b>

The division posted a total gross profit of RM228,000 (FY2023: Gross loss of RM42,586,000) and a loss before tax of RM59,148,000 (FY2023: RM93,547,000), after several one-off, non-cash asset write-off adjustments. There are 65 units of serviced suites in The Wave that remain unsold from the ongoing PTS3 development.

#### (ii) Construction Division

The construction division delivered a total revenue of RM1,110,000 (FY2023: RM7,442,000) and a net profit before tax of RM5,862,000 (FY2023: Net loss before tax of RM222,000); contributed by progress from the Sewerage Treatment Plant (“STP”) rationalisation work at Taman Connaught and the reversal of over-provision of costs in several completed projects.

#### (iii) Investment Holding Division

No dividend income was received by the investment holding division due to the dismay financial performance across the Group of companies. During FY2024, a total of RM3,101,000 (FY2023: RM3,086,000) management fees were collected from subsidiaries which were eliminated at Group’s consolidated financial results.

## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### Group's Financial Position

The Group total assets decreased by RM135,603,000 to RM339,089,000 as at 31 March 2024, 29% lower than the previous financial year attributable to assets written off and provision for impairment.

Similarly, total liabilities dropped by 19% to RM301,195,000 as at 31 March 2024, compared to RM370,403,000 as at 31 March 2023. The shareholders' equity on a consolidated basis shrank by 64% to RM37,894,000 from RM104,289,000, resulted from net loss for the year of RM66.4 million. These translated into a lower net asset per share of 0.08 sen (FY2023: 0.21 sen).

	FY2024 RM'000	FY2023 RM'000	Increase/ (decrease) RM'000	Increase/ (decrease) %
Non-current assets	195,896	298,770	(102,874)	(34)
Current assets	143,193	175,922	(32,729)	(19)
<b>Total Assets</b>	<b>339,089</b>	<b>474,692</b>	<b>(135,603)</b>	<b>(29)</b>
Non-current liabilities	7,877	58,868	(50,991)	(87)
Current liabilities	293,318	311,535	(18,217)	(6)
<b>Total Liabilities</b>	<b>301,195</b>	<b>370,403</b>	<b>(69,208)</b>	<b>(19)</b>
<b>Net Current Liabilities</b>	<b>150,125</b>	<b>135,613</b>	<b>14,512</b>	<b>11</b>
Owners' equity	37,894	104,289	(66,395)	(64)
<b>Total Equity</b>	<b>37,894</b>	<b>104,289</b>	<b>(66,395)</b>	<b>(64)</b>
Current ratio (times)	0.49	0.56	(0.07)	(13)
Net assets per share attributable to equity holders (RM)	0.08	0.21	(0.13)	(62)

Current ratio of less than one at 0.49 times indicates the Group's challenges in meeting its short-term financial obligations.

### Cash Flows Analysis

The Group experienced a negative operating cash flow of RM36,720,000 with cash and bank balances limited to RM1,713,000 as of 31 March 2024.

Cash flow from investing activities was generated through the withdrawal of short-term investments, which were used to repay a bank facility. Total payments used for financing activities amounted to RM44,683,000, primarily due to the repayment of bank borrowings from the proceeds from the JDA of Crown Penang and withdrawal of the short-term investment. As of year-end, the Group's cash and cash equivalents stood at an overdraft of RM1,303,000 marking a slight decrease of RM25,000 from the overdraft amount of RM1,328,000 reported last financial year.

Without a substantial injection of funds, the Group continues to encounter challenges in meeting its financial obligations to principal bankers, having defaulted on nearly all credit facilities of the Group as of 31 March 2024.

## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### Cash Flows Analysis (Cont'd)

Summary Cash Flow	FY 2024 RM'000	FY2023 RM'000	Increase/ (decrease) RM'000
Net cash from operating activities	36,720	14,938	21,782
Net cash from investing activities	7,988	3,525	4,463
Net cash used in financing activities	(44,683)	(17,104)	27,579
Net increase in cash and cash equivalents	25	1,359	(1,334)
Cash and cash equivalents at beginning of the financial year	(1,328)	(2,687)	1,359
Cash and cash equivalents at end of the financial year <i>(including bank overdraft)</i>	(1,303)	(1,328)	25

### Capital Structure and Capital Management

	FY2024 RM'000	FY2023 RM'000	Increase/ (decrease) RM'000
Total borrowings	83,112	119,039	(35,927)
Total lease liabilities	-	213	(213)
Total cash and cash equivalents	(1,713)	(1,865)	152
Net borrowings	81,399	117,387	(35,988)
Owners' equity and non-controlling interests	37,894	104,289	(66,395)
Net gearing ratio (times)	2.15	1.13	1.02

The Group's total borrowings decreased by RM35,927,000 from RM119,039,000 to RM83,112,000, translating into gearing ratio of 2.19 times (FY2023: 1.14 times) and net gearing ratio of 2.15 times (FY2023: 1.13 times), primarily due to a decrease in owners' equity.

The Group posted an earning before interest, taxes, depreciation and amortisation of RM57,176,000, indicating a negative interest cover and signalling insufficient revenues stream to cover short-term financial obligations. Consequently, most of the outstanding loans were in default as of 31 March 2024. The Group is actively engaged in negotiations with banks to establish a viable repayment plan while concurrently working on its regularisation plan.

### DIVIDENDS

The Company does not have any formal dividend policy. The payment of dividends is determined after taking into account the performance of the Group, available funds, the amount of retained earnings, the fund allocated for business growth and investment.

No dividend has been paid, proposed, or declared for the financial year under review.



## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### FIVE YEARS GROUP FINANCIAL HIGHLIGHTS

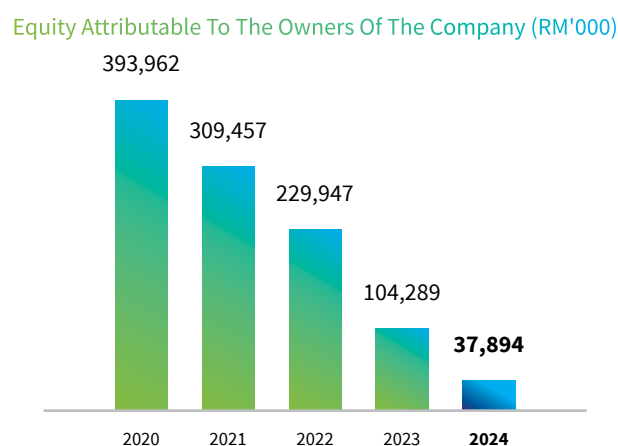
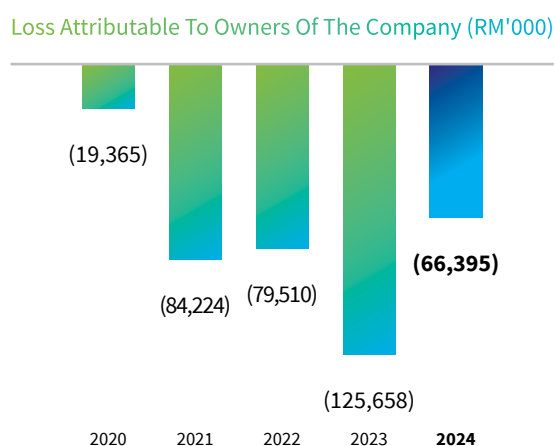
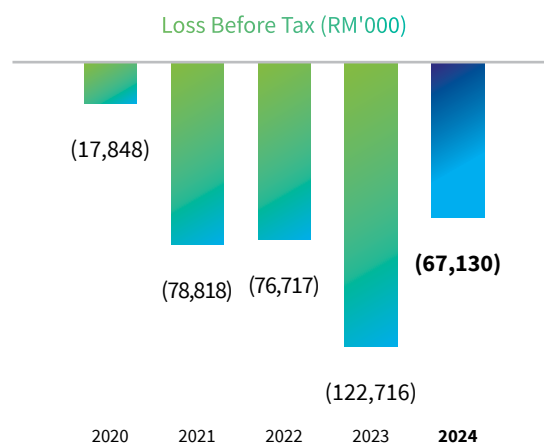
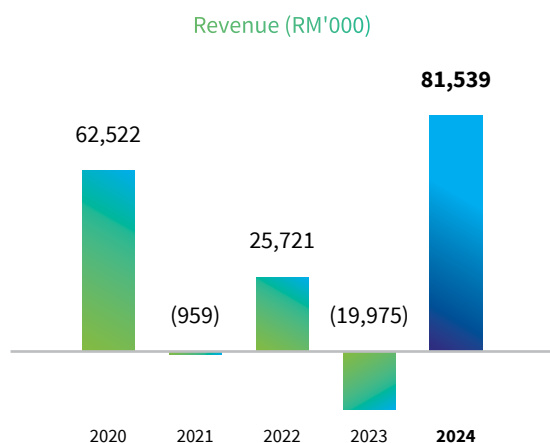
Description	FY2024 RM'000	FY2023 RM'000	FY2022 RM'000	FY2021 RM'000	FY2020 RM'000
<b>Revenue</b>	<b>81,539</b>	<b>(19,975)</b>	<b>25,721</b>	<b>(959)</b>	<b>62,522</b>
Gross profit/(loss)	<b>6,378</b>	(38,225)	5,910	(14,632)	16,650
Loss before tax	<b>(67,130)</b>	(122,716)	(76,717)	(78,818)	(17,848)
Loss attributable to owners of the Company	<b>(66,395)</b>	(125,658)	(79,510)	(84,224)	(19,365)
Total cash and cash equivalents	<b>1,713</b>	1,865	1,669	3,396	10,616
<b>Total assets</b>	<b>339,089</b>	<b>474,692</b>	<b>688,032</b>	<b>715,627</b>	<b>726,902</b>
Total borrowings	<b>83,112</b>	119,039	128,801	116,919	84,160
Total net tangible assets	<b>37,894</b>	104,289	229,947	305,771	389,995
Share capital	<b>226,440</b>	226,440	226,440	226,440	226,440
Equity attributable to owners of the Company	<b>37,894</b>	104,289	229,947	309,457	393,962
Basic loss per share (sen)	<b>(13.55)</b>	(25.64)	(16.22)	(17.19)	(3.95)
Dividend per share (sen)	-	-	-	-	-
<b>Net assets per share attributable to owners of the Company (RM)</b>	<b>0.08</b>	<b>0.21</b>	<b>0.47</b>	<b>0.63</b>	<b>0.80</b>
Return on equity (%)	<b>(175.21)</b>	(120.49)	(34.58)	(27.22)	(4.92)
Debt-to-equity ratio (times)	<b>2.19</b>	1.14	0.56	0.38	0.21
Dividend pay-out ratio (%)	-	-	-	-	-

### SHARE PERFORMANCE

	FY2024	FY2023	FY2022	FY2021	FY2020
Year high (RM)	<b>0.140</b>	0.130	0.225	0.225	0.215
Year low (RM)	<b>0.050</b>	0.040	0.105	0.120	0.115
Year close (RM)	<b>0.065</b>	0.050	0.115	0.180	0.115
Trading volume	<b>134,035,400</b>	140,818,800	135,252,700	339,789,500	80,951,500
Market capitalisation (RM)	<b>31,855,182</b>	24,503,986	56,359,169	88,214,351	58,809,567

## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### FIVE YEARS GROUP FINANCIAL HIGHLIGHTS



### GROUP QUARTERLY PERFORMANCE

	Financial Quarter Ended 31.03.2024 ("4QFY2024")	Financial Quarter Ended 31.12.2023 ("3QFY2024")	Financial Quarter Ended 30.09.2023 ("2QFY2024")	Financial Quarter Ended 30.06.2023 ("1QFY2024")
	RM'000	RM'000	RM'000	RM'000
Revenue	72,872	1,161	1,969	5,537
Loss before tax	(41,732)	(13,520)	(5,159)	(6,719)
Loss attributable to owners of the Company	(45,355)	(9,352)	(5,211)	(6,477)
Equity attributable to owners of the Company	37,894	83,249	92,601	97,812
Total assets	339,089	449,000	455,256	466,680
Basic loss per share (sen)	(9.25)	(1.91)	(1.06)	(1.32)
Net assets per share attributable to owners of the Company (RM)	0.08	0.17	0.19	0.20

## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### VALUE ADDED STATEMENT

A value-added statement shows the total wealth created by a company and its distribution to various stakeholders, with the balance retained in company for reinvestment and future growth.

For the Group, the below value-added statement demonstrates the utilisation of resources by the respective stakeholders before the negative total value was absorbed by the retained earnings.

	FY2024 RM'000	FY2023 RM'000
<b>Value added:</b>		
Total revenue	81,539	(19,975)
Purchase of goods and services	(129,793)	(87,568)
Other income	2,551	13,541
Share of results in associate	(13)	(23)
<b>Total Value Added for Distribution</b>	<b>(45,716)</b>	<b>(94,025)</b>
<b>Value Distributed:</b>		
To employees		
- Salaries & other staff costs	11,460	12,133
To government		
- Corporate taxation	(735)	2,942
To providers of capital		
- Finance costs	8,849	15,095
Retained for future reinvestment & growth		
- Depreciation & amortisation	1,105	1,463
- Retained profits	(66,395)	(125,658)
<b>Total Distributed</b>	<b>(45,716)</b>	<b>(94,025)</b>
<b>Reconciliation:</b>		
Loss for the year	(66,395)	(125,658)
Add: Depreciation & amortisation	1,105	1,463
Finance costs	8,849	15,095
Salaries & other staff costs	11,460	12,133
Taxation	(735)	2,942
<b>Total Value Added</b>	<b>(45,716)</b>	<b>(94,025)</b>

## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### RISK MANAGEMENT

The Group recognises risk profile summarised in the following categories:

- Financial Risks
- Strategic Risks
- Operational Risks
- Sustainability Risks

The management carries out Enterprise Risk Management (“ERM”) assessment every year to develop risk profile, rank and prioritise key risks that could affect the Group’s strategic, operational and financial well-being. Based on the findings of the current ERM, the Group has identified the following risks with mitigation measures for the financial year under review.

- (i) Financial risks resulting from lack of income stream to sustain operations and meet financial obligations

The Board of Directors (“the Board”) acknowledges this significant risk as the Group has encountered unprecedented challenges in keeping the Company afloat over the past year. The Group is also exposed to interest rate and liquidity risks arising from its existing bank borrowings. This financial strain is evident in the frequent defaults in payment servicing the banks’ instalments and interest. Considering the reluctance of financial institutions to extend new credit facilities to the Group, the Group is exploring alternative funding avenues. It continuously evaluates various proposals to mitigate financial risk, including signing joint development agreements to secure repayment sources for financiers and creditors.

- (ii) Operational risk

The Group recognises the following operational risks.

- 1) Risk of timely delivery of project;
- 2) Risk to achieve desired product quality;
- 3) Risk to achieve expected returns;
- 4) Risk on disruption of supply chain (labour and materials);
- 5) Risk of ineffective headcount requirement planning, causing wastages and redundancy while being unable to retain talent.

These risks pose significant impact on the reputation and profitability of the Group. The Group strives to mitigate the impact within its financial means and ensure that initiatives are carried out to reduce operational costs without compromising its productivity.

- (iii) Acquisition, investment and divestment risk

Strategic risk becomes apparent for the Group in this challenging period. The Board must strike a delicate balance in deciding between divestment and potential future profits/earnings. Acquisition, investment, and divestment risks are inherent in any investment and divestment decision. The outcome of these decisions depends on a range of uncertainties, such as planning or approval risk, duration risk, and joint venture partner risk, which fluctuate according to market circumstances. The Group worked relentlessly to mitigate foreseeable risks without compromising the primary objective of any strategic decision.

- (iv) Health and Safety Risk

The Group recognises risk at work where potential accidents, injuries, and casualties happened caused by unsafe working conditions and safety may also lead to stop work orders at site imposed by authorities. The Group has put in place Health and Safety policies and procedures, as well as increased monitoring of workplace safety compliance. The Group continues its vigilance in monitoring the COVID-19 cases in the office by having strict Standard of Procedures and frequent sanitisation of the work place. All these efforts and health precautionary measures is to ensure continuous delivery of productivity.

- (v) Sustainability risk

Sustainability risks in business include environmental, socio-economic, and governance risks. The Group’s revenue and profitability are exposed to the risk of uncertainties arising from global and local economic conditions. The Group recognises the potential market risks triggered by global and local economic conditions. For example, COVID-19 caused changes in purchasing behaviour, as consumers divert spending towards more essential purposes. The Group has introduced sale campaigns with huge discounts to push the sale of the existing completed development properties. New product development is subjected to rigorous market research and feasibility, a thorough review and approval process, as well as the development of a compelling business case before the launch of new products. Continuous assessment and alignment of strategies to market conditions are carried out to ensure that current market needs and requirements are addressed.

## Letter To Shareholders And Management Discussion And Analysis (Cont'd)

### FORWARD-LOOKING STATEMENT

The Board is currently in the process of formulating a regularisation plan. However, the final terms and conditions with potential white knights cannot be completed by the submission due date of 27 July 2024. The Company will apply for a further extension to submit the comprehensive regularisation plan. While the plan aims to comprehensively address the Company's financial condition, the Board also recognises the need to tackle short-term liquidity issues to sustain operations.

The Board acknowledges the challenging nature of completing the regularisation plan to turnaround and usher in a new chapter for the Company. Nevertheless, we are resolute in our determination to forge ahead and give our best efforts in this phase of our journey toward recovery.

### APPRECIATION

Lastly, I wish to express my sincerest gratitude and appreciation to all our valued customers, shareholders, business associates, government agencies, vendors and suppliers for your continuous support and trust throughout the years.

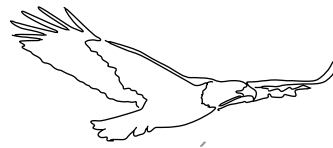
To the Ivory family, I would like to thank you from the bottom of my heart for your dedication and perseverance as we face the challenge head on. Many thanks to all board members and senior management for your commitment and invaluable insights to the Group.

As we continue to push forward and deliver value to all our customers and stakeholders, trust that we will emerge stronger and more resilient after we buy ourselves out from the PN17 status.

Dato' Low Eng Hock  
Group Chief Executive Officer



# Board Of Directors



## DATO' HAJI ABDUL MALIK BIN ABUL KASSIM

Chairman/Independent Non-Executive Director

Age <b>70</b>	Gender <b>Male</b>	Nationality <b>Malaysian</b>	Date of Appointment as a Director <b>1 April 2021</b>	Total Board meetings attended in the financial year <b>5/5</b>
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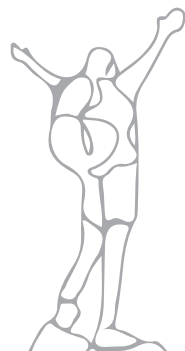
Dato' Haji Abdul Malik bin Abul Kassim ("Dato' Abdul Malik") was appointed as our Company's Chairman and Independent Non- Executive Director on 1 April 2021. He is also a member of our Audit and Risk Management Committee, Nominating Committee and Remuneration Committee.

Dato' Abdul Malik graduated from the School of Administration and Law of University Mara Institute of Technology in 1976, majoring in Public Administration. With over 48 years of experience in various industries, including event management, chemical, housing development, construction, construction materials, electrical engineering, food packaging, electronics, international real estate, and hospitality, he has held several notable positions in international engineering and construction companies such as Christiani & Nielsen Company in United Kingdom, a construction company, Boskalis International (M) Sdn Bhd, a leading global service provider operating in dredging, maritime infrastructure and maritime services sectors which based in Netherlands and Al- Mobty Co., a Saudi Arabia-based construction and real estate company in Riyadh.

Dato' Abdul Malik was a member of Penang State Legislative Assembly and the Penang State Executive Councillor for Religious Affairs and, Domestic Trade and Consumer Affairs between March 2008 and May 2018. Since its inception until July 2018, he was Chairman of the Penang International Halal Hub Development Sdn. Bhd., a company set- up to develop and promote halal initiatives in Penang. Dato' Abdul Malik's contributions in this field have been widely recognised, and he has represented Malaysia at numerous international conferences and events. He also chaired and sat in several Councils involve in halal activities, Islamic affairs and education. He was the Yang Di-Pertua Majlis Agama Islam Negeri Pulau Pinang for term 2018/2019.

Dato' Abdul Malik served as both the former Chairman and Deputy Chairman of the Halal Development Corporation and the Malaysia Pineapple Industry Board. From March 2008 to May 2018, he was a member of the Board of PBA Holdings Bhd., Penang Development Corporation, Invest-in-Penang Berhad, and Penang Global Tourism. Presently, he holds advisory roles in businesses engaged in housing development, construction, trading, and international business.

Dato' Abdul Malik does not have any conflict of interest with our Company and he has no family relationship with any Director and/or major shareholder of our Company. Other than our Company, Dato' Abdul Malik does not hold any directorship in public companies and public listed companies. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.



## Board Of Directors (Cont'd)



### DATO' LOW ENG HOCK

Group Chief Executive Officer

Age	Gender	Nationality	Date of Appointment	Total Board meetings
61	Male	Malaysian	as a Director <b>12 March 2010</b>	attended in the financial year <b>5/5</b>

Dato' Low Eng Hock ("Dato' Low") was appointed as the Group Chief Executive Officer ("CEO") of our Company on 12 March 2010 and concurrently serves as a member of the Remuneration Committee of the Company.

Leveraging his extensive knowledge in property development, building, and construction industries, Dato' Low undertook a pivotal role in founding our Group and guiding its growth, advancement, and success. He oversees all operational and business activities to ensure they align with the Group's direction and achieve the desired results.

Dato' Low attained his Bachelor's Degree in Engineering with Distinction from Concordia University, Montreal, Canada, in 1985. He is also a member of the Institution of Engineers, Malaysia. His career commenced in a civil engineering contracting company, where he effectively supervised numerous large-scale infrastructure projects. Dato' Low's venture into property development began in 1996 with his involvement in the RM500 million Penang Gold Coast mixed development project adjacent to Queensbay, Penang.

In 1999, Dato' Low spearheaded the formation of Ivory Associates Sdn. Bhd., marking the inception of our Group. Under his leadership, the Group has evolved into a distinguished and prominent property developer in Malaysia.

Dato' Low does not have any conflict of interest with our Company. Other than Datin Khoo Siew Siew ("Datin Khoo"), who is his spouse, a substantial shareholder of the Company; Mr. Ooi Choi Kiat ("Mr. Ooi"), who is his brother-in-law, a substantial shareholder of the Company; and Mr. Low Wei Shane who is his son, an Executive Director of the Company, Dato' Low has no other family relationship with any Director and/or major shareholder of our Company. Other than our Company, Dato' Low does not hold any directorship in public companies and public listed companies. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

### LOW WEI SHANE

Executive Director

Age	Gender	Nationality	Date of Appointment	Total Board meetings
32	Male	Malaysian	as a Director <b>3 September 2018</b>	attended in the financial year <b>5/5</b>

Mr. Low Wei Shane ("Mr. Low") was appointed to our Board on 3 September 2018. He commenced his tenure with our Company as a Development Director in May 2018, entrusted with the pivotal role of managing the day-to-day development activities of the Group's projects. His duties encompass various aspects such as town planning, conducting feasibility studies, project management, and overseeing land acquisitions. His expertise in town planning was developed during his previous attachment with our Company from 2011 to 2016.

In 2015, he completed his Bachelor of Planning (Hons) degree at the University of New South Wales, Australia, and went on to earn his Master of Property and Development degree from the same university the following year. Continuing his academic pursuits, Mr. Low pursued a Master of Business Administration degree from the Australian Graduate School of Management at UNSW Business School and London Business School in 2018.

Mr. Low does not have any conflict of interest with our Company. He is the son of our Group CEO, Dato' Low and Datin Khoo, a substantial shareholder of our Company and nephew of Mr. Ooi, a substantial shareholder of our Company. Other than Dato' Low, Datin Khoo and Mr. Ooi, Mr. Low has no other family relationship with any Director and/or major shareholder of our Company.

Mr. Low does not hold any directorship in public companies and public listed companies other than our Company. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

**Board Of Directors (Cont'd)****SIVA BALAN A/L GUNASEGARAN**

Executive Director

Age <b>42</b>	Gender <b>Male</b>	Nationality <b>Malaysian</b>	Date of Appointment as a Director <b>12 December 2022</b>	Total Board meetings attended in the financial year <b>4/5</b>
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Mr. Siva Balan a/l Gunasegaran (“Mr. Siva”) was appointed as an Executive Director of our Board on 12 December 2022. He is the Operations Director of our Company. Mr. Siva joined our Group in 2014 as Assistant Manager in charge of the property management services, asset management, health and safety and operational licensing requirements. He was promoted to Associate Director in the following year, a position which he held until his promotion to Operations Director in 2021.

Mr. Siva liaises directly with our Group CEO to advise and assist Group CEO in coordinating and proactively managing the assets and risks of Ivory Group, seeks and arranges financial and operational solutions for Ivory Group.

Mr. Siva graduated with Bachelor Degree in Human Resources Development from Universiti Teknologi Malaysia in 2008 and he also held a Master in Business and Administration (Property Management) from Universiti Malaya (“UM”), which he obtained in 2018. Adding up to his academic achievements was a Bachelor Degree in Jurisprudence which he obtained from UM in 2019.

Mr. Siva does not have any conflict of interest with our Company and he has no family relationship with any Director and/or major shareholder of our Company.

Mr. Siva does not hold any directorship in public companies and public listed companies. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

**NG POH CHOO**

Independent Non-Executive Director

Age <b>61</b>	Gender <b>Female</b>	Nationality <b>Malaysian</b>	Date of Appointment as a Director <b>30 November 2022</b>	Total Board meetings attended in the financial year <b>5/5</b>
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Ms. Ng Poh Choo (“Ms. Ng”) was appointed to our Board on 30 November 2022. She is the Chairman of our Audit and Risk Management Committee and a member of Nominating Committee of the Company.

Ms. Ng, a Chartered Accountant by profession, has more than 35 years of experience in public practice in trading, transportation and property development companies. She began her career in 1984 in auditing with a chartered accountant firm in Alor Setar, Kedah. In 1989, she joined Tan Joo Kheng & Co. (“TJK”), a chartered accountant firm, where she obtained all her professional qualifications as a Chartered Accountant and a Licenced Tax Agent. Ms. Ng held the position of Manager in the Taxation Division when she first joined TJK. She was then admitted as a Partner at TJK and carried on the firm as a sole proprietor from 2018 to 2020 due to the deceased of her Partner. In 2021, she started a new chartered accountant firm, PC & Tan Co., where she currently holds the position of Partner.

Ms. Ng is a member of the Malaysian Institute of Accountants and is also a practicing Licensed Company Secretary. She was a Director of Leading General Agency Sdn. Bhd., a property agent company, Leong Joo Enterprises Sdn. Bhd., an investment holding company and Leading Management Consultants Sdn. Bhd., a management company.

Ms. Ng does not have any conflict of interest with our Company and she has no family relationship with any Director and/or major shareholder of our Company.

Ms. Ng does not hold any directorship in public companies and public listed companies. She has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

## Board Of Directors (Cont'd)



### **DATO' ABU BAKAR BIN HASSAN**

Independent Non-Executive Director

Age <b>69</b>	Gender <b>Male</b>	Nationality <b>Malaysian</b>	Date of Appointment as a Director <b>29 June 2021</b>	Total Board meetings attended in the financial year <b>5/5</b>
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Dato' Abu Bakar bin Hassan ("Dato' Abu Bakar") was appointed to our Board on 29 June 2021. He serves as the Chairman of Nominating Committee and Remuneration Committee, and is also a member of Audit and Risk Management Committee of the Company.

Dato' Abu Bakar graduated from Universiti Malaya with Bachelor of Arts, majoring in Economics in 1978. He then obtained Diploma in Public Administration from National Institute of Public Administration (Intan) in the following year.

He began his career in 1979 as an Assistant Secretary in the Ministry of Works. Over the years, Dato' Abu Bakar held several key positions, including Chief Assistant Director in the Implementation and Co-ordination unit of the Prime Minister's Department in 1983, Chief Assistant District Officer of Selangor Land and District Office in 1987, and Chief Assistant Secretary in the Ministry of Finance in 1998. Dato' Abu Bakar joined Negeri Sembilan Government Secretary Office as Deputy Director of Lands and Minerals before leaving the office in 2002 as Director of Lands and Minerals. In 2005, he was appointed as the Penang Island Municipal Council President and later joined the National Housing Department in 2007 as its Director General before retiring from public service in 2015 as the Federal Secretary to Sabah. He is presently a Director of a private construction company.

With over 30 years of experience in land administration and development, local government management, and both private and public sector housing development, Dato' Abu Bakar is also highly proficient in land laws. His areas of expertise encompass planning and executing development projects, overseeing land and district administration and development, budgeting and financial planning, managing local governments, and supervising housing sector management and land development. Additionally, he played an active role in reviewing developers' plans for planning approval, ensuring their compliance with planning guidelines.

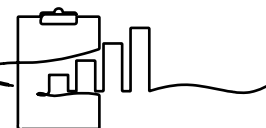
Dato' Abu Bakar does not have any conflict of interest with our Company. He has no family relationship with any Director and/or major shareholder of our Company. Besides our Company, Dato' Abu Bakar is also an Independent Non-Executive Director of Majuperak Holdings Bhd. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

# Key Senior Management

## LEE CHIN AIK

Senior Personal Assistant to Group Chief Executive Officer

Age	Gender	Nationality	Date of Appointment
<b>54</b>	<b>Male</b>	<b>Malaysian</b>	<b>1 June 2018</b>



Mr. Lee Chin Aik (“Mr. Lee”) joined our Group in June 2011 as the Financial Controller before being promoted to Chief Financial Officer in September 2011. Subsequently, he transitioned to the role of Personal Assistant on 1 May 2013, and served as an Executive Director of our Company from April 2017 and March 2018. Currently, he holds the position of Senior Personal Assistant to our Group CEO.

Mr. Lee is a Chartered Accountant of the Malaysian Institute of Accountants, having obtained his Bachelor of Accountancy from Universiti Utara Malaysia. He commenced his career with a reputable international accounting firm in 1995 before assuming the role of Group Accountant at a property development company listed on Bursa Malaysia Securities Berhad in June 2000.

He was later promoted to Financial Controller before transitioning to Financial Controller cum Director of an established shipbuilding company, where he oversaw financial and operational matters, prior to joining our Group.

Mr. Lee does not have any conflict of interest with our Company and he has no family relationship with any Director and/or major shareholder of our Company.

Mr. Lee does not hold any directorship in public companies and public listed companies. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

## JU SIEW LEE

Chief Financial Officer

Age	Gender	Nationality	Date of Appointment
<b>54</b>	<b>Female</b>	<b>Malaysian</b>	<b>1 February 2016</b>

Ms. Ju Siew Lee (“Ms. Ju”) has been leading the Finance Department and serving as the Chief Financial Officer of our Group since February 2016. She initially joined our Group in September 2015 as the Group Financial Controller.

As a Chartered Accountant and qualified Management Accountant of The Chartered Institute of Management Accountants, United Kingdom, Ms. Ju oversees financial and management reporting, treasury function, tax compliance, and corporate finance, including involvement in corporate restructuring exercises.

Ms. Ju brings extensive expertise in accounting, finance, and corporate finance to her role, garnered from her experience with accounting and auditing firms in Singapore, as well as her previous position as the Group Financial Controller of a public listed company before joining our Group.

Her wealth of experience in the property development industry has been instrumental in driving the growth and success of our Company. Ms. Ju has no conflict of interest with the Company and is not related to any Director and/or major shareholder of the Company.

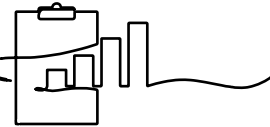
Ms. Ju serves as Independent Non- Executive Director on committees and board of Nategate Holdings Berhad and Aemulus Holdings Berhad. She has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.



## Key Senior Management (Cont'd)

### CHAN KENG HUNG

Personal Assistant to Group Chief Executive Officer (Business Development)



Age	Gender	Nationality	Date of Appointment
52	Male	Malaysian	3 April 2017

Mr. Chan Keng Hung (“Mr. Chan”) assumed his current role within our Group on 3 April 2017, with the primary objective of supporting the Group CEO in business development endeavors. His responsibilities encompass identifying and evaluating development prospects for the Group, facilitating interdepartmental collaboration to devise strategies for addressing business challenges, and supervising the execution of new projects.

Mr. Chan is a Chartered Accountant of the Chartered Accountants Australia New Zealand and Malaysia Institute of Accountants. He graduated with Bachelor of Commerce and Administration from Victoria University of Wellington, New Zealand.

He started his career in 1995 in the audit division of a renowned international accounting firm and later moved to its corporate advisory division in 1997. In 2005, he joined a public listed company as Personal Assistant to Group CEO, leading new business development initiatives. After the Group CEO retired, Mr. Chan assisted him in restructuring a retail business at the Malaysia-Thai border.

Subsequently, in 2009, he joined a property development company involved in waterfront property development in Kota Kinabalu as Personal Assistant to its Group CEO, where he was responsible for multiple assignments related to property development, leasing, tourism, and green building before joining our Group.

With extensive experience in business restructuring and project management across various business disciplines, Mr. Chan will bring new perspectives to maintain the Group’s innovative edge as the main driving force for future earning’s growth.

Mr. Chan does not have any conflict of interest with our Company and he has no family relationship with any Director and/or major shareholder of our Company. He does not hold any directorship in public companies and public listed companies. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

### KOAY HOCK BENG

Deputy Chief Operating Officer

Age	Gender	Nationality	Date of Appointment
47	Male	Malaysian	1 May 2021

Mr. Koay Hock Beng (“Mr. Koay”) joined our Group as Assistant Town Planner in 2004 and was later promoted to Project Planner in 2007. He continued to advance in his career within the Company, becoming the Project and Planning Manager of the Project & Planning Department in 2010 and later, the Assistant Director of the same department in 2018. In 2021, Mr. Koay was promoted to Deputy Chief Operating Officer to oversee daily operations of our Group and develop strategies for all aspects, including future project developments of our Group.

Additionally, Mr. Koay is also responsible for coordinating and proactively manages the overall planning of the Group’s development projects and submissions to the relevant authorities, work progresses and status, implementation and completion. He has accumulated extensive experience in managing various projects for our Group, particularly high-rise and mixed developments.

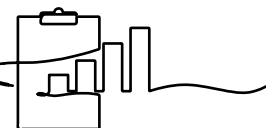
Mr. Koay holds a degree in Land Administration and Development (Hons) from Universiti Teknologi Malaysia (“UTM”) in 2001, and a diploma in Urban and Regional Planning from UTM which he obtained in 1999.

Mr. Koay does not have any conflict of interest with our Company and he has no family relationship with any Director and/or major shareholder of our Company.

Mr. Koay does not hold any directorship in public companies and public listed companies. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

**Key Senior Management (Cont'd)****WONG SIEW CHONG**

Chief Development Officer



Age	Gender	Nationality	Date of Appointment
<b>57</b>	<b>Male</b>	<b>Malaysian</b>	<b>16 April 2013</b>

Mr. Wong Siew Chong (“Mr. Wong”) joined our Group on 16 April 2013 as Chief Development Officer to oversee development projects from conceptual design to project handover. Mr. Wong is a highly experienced architect and real estate professional who has directed, managed, and led multi-disciplinary international consortiums for world-renowned projects in Malaysia and the United Arab Emirates.

Mr. Wong pursued his architectural study at Tunghai University, Taiwan and started his career as a Design Architect in Taiwan in 1995. He returned to Malaysia in 1996 and joined Penas Realty Sdn. Bhd. as a Design Architect. Mr. Wong has played multiple roles in envisioning, implementing and completing mega projects. He travelled frequently to the Middle East to explore business opportunities in the property business.

In 2005, Mr. Wong joined Tamouh Investments LLC, a business incorporated in Abu Dhabi, the United Arab Emirates as a pioneer employee and Deputy Project Director.

He led a multi-disciplinary international consortium to deliver the first master plan and urban guideline for a multi-billion dollar island development project in Abu Dhabi. After delivering the master plan in 2006, he concentrated on the first property development project on the island, Marina Square Abu Dhabi, which is a mixed development comprising office tower, hotel, residential towers and waterfront shopping mall and a marina. Following the completion of the projects, he returned to Malaysia in 2012.

Mr. Wong does not have any conflict of interest with our Company and he has no family relationship with any Director and/or major shareholder of our Company.

Mr. Wong does not hold any directorship in public companies and public listed companies. He has no conviction for any offences within the past five years and does not have any public sanction or penalty imposed by the relevant bodies during the financial year ended 31 March 2024.

# Corporate Governance Overview Statement

The Board of Directors (“Board”) of Ivory Properties Group Berhad (“Company”) recognises the crucial role of corporate governance in enhancing long-term shareholder value while prioritising the interests of all stakeholders. In an increasingly challenging operating environment, the Board is dedicated to enhancing corporate governance practices throughout the Ivory Group of Companies (“Group”).

For the financial year ended 31 March 2024 (“FY2024”), the Company’s Corporate Governance Framework adheres to statutory provisions, best practices, and guidelines including:

- (a) Companies Act 2016;
- (b) Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”);
- (c) Malaysian Code on Corporate Governance (“MCCG”) by Securities Commission Malaysia (“SC”); and
- (d) Bursa Securities Corporate Governance Guide 4<sup>th</sup> Edition.

The Board has proactively embraced Bursa Securities’ enhanced corporate governance disclosure requirements, as stipulated in Paragraph 15.25 and Practice Note 9 of the Listing Requirements, aligned with the MCCG. Accordingly, the Board has provided a summary of the Group’s corporate governance practices for FY2024 in this Corporate Governance Overview Statement (“CG Overview Statement”).

Additionally, the Company has comprehensively documented the implementation of each MCCG practice in the Corporate Governance Report (“CG Report”), accessible on the Company’s website at <https://www.ivory.com.my/>. This report is also concurrently published with the Annual Report on Bursa Securities’ website at <https://www.bursamalaysia.com/>.

## **PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS**

### **I. Board Responsibilities**

The Board currently consists of six (6) members, comprising three (3) Executive Directors and three (3) Independent Non-Executive Directors. The Board is of the view that the current composition is strong, committed and dynamic with the right mix of skills and balance to contribute to the achievement of the Group’s objectives. The Directors collectively, with their different background and specialisation, bring with them a diverse wealth of experience and expertise in the field of land administration and development, business management, finance, housing development and construction, regulatory and operations which are relevant to the Group.

The Board has established corporate objectives and position descriptions, including the limits to Management’s responsibilities, which Management is aware of and which it is accountable for upholding. The Board is responsible for providing direction, oversight, and overall administration of the Company.

The Board has a formal schedule of matters reserved to itself for decision, which includes the overall Group strategy and direction, investment policy, major capital expenditures, consideration of significant financial matters and review of the financial and operating performance of the Group.

The Board’s role is to oversee the performance of the Management to determine whether the business is properly managed. The Board gets updates from the Management at the quarterly Board meetings when reviewing the unaudited quarterly financial results. The Board actively participated in the discussion of the Group’s performance and evaluated the Management’s performance during such meetings.

## Corporate Governance Overview Statement (Cont'd)

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

#### I. Board Responsibilities (Cont'd)

The principal responsibilities of the Board include the following:

- (a) Determining strategic direction and business plan;
- (b) Overseeing the conduct of the Group's business;
- (c) Review and approve new investments, divestments, joint ventures and any other corporate exercises including raising or restructuring of equity or debt capital;
- (d) Examining its own size and composition to determine the impact on the Board's effectiveness and reviews the appointment of key personnel including the Company Secretaries;
- (e) Identifying principal risks and ensuring the implementation of systems to manage the risks;
- (f) Ensuring investor relations are emphasised through various platforms including proper regulatory announcements, disclosures, meetings and media releases;
- (g) Reviewing and providing guidance on the Company's and the Group's annual budgets, development of risk policies, major capital expenditures, acquisitions and disposals;
- (h) Monitoring corporate performance and the conduct of the Group's business and to ensure compliance with best practices and principles of corporate governance;
- (i) Review, approve and monitor appropriate systems to manage principal risks. The Board undertakes this responsibility through the Audit and Risk Management Committee ("ARMC");
- (j) Reviewing and ensuring the adequacy and integrity of the internal control systems and identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures;
- (k) Ensuring a proper succession plan is in place;
- (l) Monitoring material litigation;
- (m) Reviewing the financial reports and related Bursa Securities announcements;
- (n) Approving dividend policy and payment of dividend;
- (o) Appointing external auditors (subject to shareholders' approval); and
- (p) Considering and reviewing the social, ethical and environmental impact of the Group's activities and determining, monitoring and reviewing standards and policies to guide the Group in this regard.

As part of its efforts to ensure the effective discharge of its duties, the Board has delegated certain functions to the Executive Directors, representing the Management, as well as three (3) Board Committees ("Committee(s)") as follows with each operating within its clearly defined Terms of Reference ("TOR"):

- ARMC;
- Remuneration Committee ("RC"); and
- Nominating Committee ("NC").

The Chairman of each Committee will report to the Board on the outcome of the Committee's meetings which also include the key issues deliberated at the Committee's meetings. Notation of Minutes of the Committees' meetings is a permanent agenda of the Board Meeting and confirmed Minutes are circulated to the Directors. The Board reviews the Committees' authority and TOR from time to time to ensure its relevance and to enhance its efficacy. The TORs of the respective Committees are available at the Company's website.

For the day-to-day operations, the Board has delegated its authority and responsibilities to the Management team led by the Group Chief Executive Officer ("CEO"). The functions delegated to the Management team by the Board are, inter alia, as follows:

- (a) Implementation of business plans and strategies, policies and decisions approved by the Board;
- (b) Managing the daily conduct of the business and affairs of the Group;
- (c) Communicating matters of concern to the Board for information and/or decision; and
- (d) Representing the Group in its dealing with the government authorities and other external parties.

## Corporate Governance Overview Statement (Cont'd)

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

#### I. Board Responsibilities (Cont'd)

##### Directors' Responsibilities in relation to the financial statements

The Board's aim is to provide a clear, impartial, and comprehensive assessment of the Group's financial performance and prospects, primarily through the distribution of annual and quarterly financial statements to shareholders, accompanied by the Management Discussion and Analysis section in the Annual Report. The Board is supported by ARMC in overseeing the Group's financial reporting procedures. The ARMC ensures compliance with relevant financial reporting standards and regulatory requirements, as well as upholding the quality of financial reporting. The ARMC thoroughly reviews the financial accounts prior to recommending them to the Board for announcement and distribution to shareholders.

The responsibility of the Board is to ensure that the financial statements accurately reflect the state of affairs, financial results, and cash flows of both the Group and the Company at the end of the financial year. The Directors have fulfilled this duty by preparing the financial statements in compliance with Malaysian Financial Reporting Standards and the Companies Act 2016. In preparing the financial statements, the Directors have consistently chosen appropriate accounting policies, exercised sound judgment, and made reasonable estimations. Additionally, the Directors bear a general responsibility for safeguarding the Group's assets and implementing measures to prevent and detect fraud and other irregularities.

##### Roles and Responsibilities between the Chairman and the CEO

The Chairman, Dato' Haji Abdul Malik bin Abul Kassim ("Dato' Abdul Malik"), an Independent Non-Executive Director and the Group CEO, Dato' Low Eng Hock ("Dato' Low"), both hold separate positions.

The position of the Chairman and the Group CEO are held by separate individuals who are not related to each other, to ensure a good balance of power and authority, such that no one individual has unfettered powers in decision-making.

The distinct and separate roles of the Chairman and Group CEO promote accountability and facilitate the division of responsibilities between them. The Group CEO focuses on the day-to-day operations and management of the Group while the Independent Non-Executive Chairman leads the Board in the oversight of Management.

Practice 1.4 of the MCGG states that the Chairman of the Board should not be a member of the Audit Committee, NC or RC. Dato' Abdul Malik is the Chairman of the Board and he is a member of ARMC, NC and RC, which is a departure from the Practice 1.4 of MCGG.

##### Company Secretaries

The Board is supported by two (2) Company Secretaries. Both the Company Secretaries are qualified Chartered Secretaries as per Section 235(2)(a) of the Companies Act 2016 registered with the Companies Commission of Malaysia and are member of The Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA").

The Company Secretaries also ensure that all obligations required by the regulatory authorities and under the Listing Requirements are fulfilled in a timely manner. The Board is regularly updated and advised by the Company Secretaries on any new statutory and regulatory requirements in relation to their duties and responsibilities. The Company Secretaries are also acting as the official liaison party for the Company to prepare and submit statutory documents to the Companies Commission of Malaysia.

The Board recognises that the Company Secretaries are suitably qualified and capable of carrying out the duties required. The Board is satisfied with the services and support rendered by the Company Secretaries in discharging of their functions.

## Corporate Governance Overview Statement (Cont'd)

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

#### I. Board Responsibilities (Cont'd)

##### Company Secretaries (Cont'd)

The Company Secretaries attend and ensure all Board and Committees' meetings are properly convened, and all deliberations and decisions are properly minuted and kept.

The Board has ready and unrestricted access to the advice and services of the Company Secretaries, who are considered capable of carrying out the duties to which the post entails.

##### Board Meetings and Access to Information

The Board meets at least, quarterly, to consider all matters relating to the overall controls, operational and financial performances, strategies, major issues and opportunities of the Group. Additional meetings will be called when and if necessary. Urgent and important matters are resolved by way of written resolutions and clarifications are provided to the Directors where necessary.

A full-year meeting schedule that sets out the meeting dates is circulated to the Directors before the commencement of next calendar year to allow the Directors to plan ahead in attending such meetings with the exception of urgent special Board meeting(s) being convened, if required.

Directors were given due notice of proposed meetings held during the financial year. Board meeting materials were circulated and shared electronically with the Board members prior to such meetings. Directors also participated in Board meetings and Committee meetings in person, or via Zoom meetings or conference calls. Minutes of the meetings are recorded and confirmed minutes are circulated to all members of the Board.

Additionally, throughout the year, the Board was furnished with ad-hoc reports/updates to ensure that it is appraised of key business, financial, operational, corporate, legal, and regulatory and industry matters, as and when the need arises. Members of senior management had given full support to the Board for all information on the Group's affairs to assist the Directors in the proper discharge of their duties, whenever necessary. The external auditors, internal auditors and advisers are invited to attend the meetings of the Board and Committees to report on matters within their expertise and knowledge, and provide clarity on the agenda being discussed including details on recommendations to assist the Directors in making independent and informed decisions.

Senior management staff may be invited to attend the Board meetings to provide the Board with detailed explanations and clarifications on certain matters that are tabled to the Board. All Directors have unrestricted access to information of the Group. The Directors may interact directly with the Management, or request for further explanation, information or updates on any aspect of the Group's operations or business concerns from the Management. In this manner, the Board gains unfettered access to all information regarding the Group's affairs, thereby enabling the proper discharge of its duties.

The Board may seek advice from the Management on issues under their respective purview. The Board may also interact directly with the Management, or request further explanation, information or updates on any aspect of the Group's operations or business concerns.



## Corporate Governance Overview Statement (Cont'd)

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

#### I. Board Responsibilities (Cont'd)

##### Board Meetings and Access to Information (Cont'd)

The Board convened five (5) meetings in total during the financial year under review. The attendance of the Directors at the Board meetings held during FY2024 is set out below:

Directors	Attendance at Meeting	Percentage of Attendance
<b>Executive Directors</b>		
1) Dato' Low Eng Hock	5/5	100%
2) Mr. Low Wei Shane	5/5	100%
3) Mr. Siva Balan a/l Gunasegaran	4/5	80%
<b>Non-Executive Directors</b>		
1) Dato' Haji Abdul Malik bin Abul Kassim	5/5	100%
2) Ms. Ng Poh Choo	5/5	100%
3) Dato' Abu Bakar bin Hassan	5/5	100%

The Board is satisfied with the level of time commitment given by the Directors of the Company towards fulfilling their duties and responsibilities. All the Directors have complied with the minimum 50% attendance requirement in respect of Board meeting as stipulated in the Listing Requirements. In the intervals between Board meetings, for any matters requiring Board's decisions, the Board's approvals are obtained through written resolutions. A summary of such resolutions passed by way of written resolutions is then circulated to the Directors and noted at the next Board meeting.

All deliberations and decisions made at Board meetings are recorded by the Company Secretaries including whether any Directors abstained from voting or deliberating on a particular matter. Minutes of the meeting are circulated to the Chairman of the meeting and the Management for review and comments before the minutes of the Board meeting are confirmed at the next Board meeting.

##### Seeking Professional Advisory Services

Where applicable, the Directors whether as a full board or in their individual capacity, are encouraged to seek independent professional advice from the following parties: -

- (a) For corporate and/or governance matters, the Company Secretaries and Senior Management;
- (b) For audit and/or audit-related matters, any representatives of the audit engagement team of the external auditors or the internal auditors and Chief Financial Officer of the Company;
- (c) For any other specific issues where professional advice is required to enable the Board to discharge its duties in connection with specific matters, the Board may proceed to do so, with prior consultation of the Group CEO, in relation to the quantum of fees to be incurred.

##### Board Charter

The Company has adopted a Board Charter ("Charter"), which outlines the roles, duties, functions, and responsibilities of the Board, Committees, and Management. This Charter serves as a structured guide, ensuring clarity regarding various responsibilities, including the leadership and supervisory role of Directors in discharging their duties towards the Group and the Board. The delineation of roles defined within the Charter acts as a reference point for guiding Board activities and reinforcing the Board's supervisory role, clarifying the roles, powers, duties, and functions of the Directors and the Board.

The Charter is made available on the Company's website.

## Corporate Governance Overview Statement (Cont'd)

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

#### I. Board Responsibilities (Cont'd)

##### Code of Conduct and Ethics

The Directors are governed by a Code of Conduct and Ethics which sets out the standards of conduct expected from Directors to advocate good corporate behaviour in a professional, honest and ethical manner. The Code of Conduct and Ethics ("Code") covers three (3) broad areas, Corporate Governance, Relationship With Shareholders, Employees, Creditors, Customers and Regulatory Authorities, Social Responsibilities and the Environment. For employees, the Group's Handbook for Employees ("Handbook") covers the general employment terms and conditions, compensation and benefits, proprietary information, conflict of interest, indulging in private businesses, acceptance of gifts, grievance procedures, disciplinary action, occupational safety and health, and sexual harassment.

Through the Code and the Handbook, the Board sets the tone for proper ethical behaviour expected of the Board members and the employees. Details of the Code are available at the Company's website.

During FY2024, there was no known breach of our Code by the Directors and employees.

The Company has put in place a Whistle Blowing Policy which provides and facilitates a mechanism for the employees, vendors, suppliers, contractors, partners and associates of the Group to report concerns about any suspected and/or known misconduct, wrongdoings, corruption, fraud, wastage and/or abuse within the Group in a confidential manner. The Whistle Blowing Policy is available on the Company's website.

There was no incident of whistleblowing received in FY2024.

Additionally, the Company also adopted a Grievances Procedure which was made available within the Group to support employees to release any information where there is evidence of illegal, immoral conduct, malpractices or dangers in the Group.

In line with the Listing Requirements in relation to anti-corruption measures, an Anti-Bribery and Anti-Corruption Policy ("ABACP") has been adopted by the Company which sets out the parameters to prevent the occurrence of bribery and corrupt practices and to maintain integrity and work ethics in the conduct of the Group's business and operations. The ABACP provides guidance to all employees and associates of the Group relating to acts of bribery and corruption.

In FY2024, there was no incident of bribery and corruption were reported to the Group. In addition, internal audit activities did not identify bribery or corruption problems or issues.

##### Directors' Fit and Proper Policy

The Company adopted the Directors' Fit and Proper Policy ("FPP") to evaluate nominated and re-elected Directors based on specific criteria. It serves as a guide for the NC and the Board in the nomination and re-election process of Directors for the Company and its subsidiaries.

The FPP has recommended three (3) criteria in assessing the Board nomination and re-election of Directors as follows:

- (a) Character and integrity;
- (b) Experience and competence; and
- (c) Time and commitment.

The FPP is available on the Company's website.

## Corporate Governance Overview Statement (Cont'd)

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

#### I. Board Responsibilities (Cont'd)

##### Succession Planning

The Board recognises that succession planning is an ongoing process designed to ensure that the Group identifies and develops a talent pool of employees through mentoring, training and job rotation for high-level management positions that become vacant due to retirement, resignation, death or disability and/or new business opportunities.

The Board, through the NC, is responsible for the succession planning of the Directors of the Company. A Succession Planning Policy has been adopted by the Company in this connection.

The Board, with the assistance of the NC and working with the Group CEO and Human Resources Department, oversees executive officer development and corporate succession plan for the Group CEO to provide for continuity in senior management. The succession plan covers identification of internal candidates, development plans for internal candidates and appropriate identification of external candidates if necessary. The succession plan will be regularly reviewed and updated to ensure the Group re-assess the hiring needs and determine the development progress of selected candidates.

##### Addressing Sustainability Risks and Opportunities

The Board recognises the importance of sustainability and its increasing significance in the business. The Group is committed to constantly improve its sustainability related initiatives to deliver value to sustainable business, environmental management, social and governance accountability throughout the Group's business activities.

Through active and transparent lines of communication and engagement with the stakeholders, the Group is able to gauge and prepare for the changing expectations of its diverse stakeholder group and work towards positive development in the interest of all stakeholders.

The Group's sustainability strategies, priorities and targets as well as the performance against these targets are shared in the Group's Annual Report 2024.

#### II. Board Compositions

The Board is of the view that its composition and size are adequate for the effective discharge of its functions and responsibilities. The appointment of Ms. Ng Poh Choo ("Ms. Ng") to the Board is evidenced by the Board's support of gender diversity in the boardroom as recommended by the MCCG. With its diversity of qualifications and skills, and the governance structure of the Committee and Board, the Board has been able to provide clear and effective collective leadership to the Group and has delivered informed and independent judgment to the Group's strategy and performance to ensure that the highest standards of conduct and integrity are always at the core of the Group's undertakings. None of the Non-Executive Directors participate in the day-to-day management of the Group.

As part of its efforts to ensure the effective discharge of its duties, the Board has delegated certain functions and responsibilities to the respective Committees such as the ARMC, NC and RC which all comprise wholly or majority Independent Directors. The presence of the Independent Non-Executive Directors both in the Board and Committee is essential in providing unbiased and impartial opinion, advice and judgment to the Board deliberations to ensure that the interests, not only of the Group, but also of its shareholders, employees, customers, suppliers and other communities within the Group conducts its business are well-represented and taken into account.

Clause 167 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each Annual General Meeting ("AGM"). All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. The retiring Directors at the forthcoming 19<sup>th</sup> AGM pursuant to Clause 167 of the Company's Constitution are Dato' Low and Dato' Abu Bakar bin Hassan ("Retiring Directors"). Both of them have consented to continue in office and accordingly offered themselves for re-election at the 19<sup>th</sup> AGM.

## Corporate Governance Overview Statement (Cont'd)

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

#### II. Board Compositions (Cont'd)

After assessing the contributions of the Retiring Directors in terms of guidance and time devoted to the Board affairs and in virtue of their skills and experience respectively, the NC had recommended the re-election of Retiring Directors at the forthcoming 19<sup>th</sup> AGM.

The Board, being satisfied with the justification and criteria based on the recommendation of NC, will sought the shareholders' approval at the forthcoming 19<sup>th</sup> AGM of the Company.

The Board must justify and seek shareholders' approval in the event that it retains a Director as an Independent Non-Executive Director ("INED"), a person who has served in that capacity for more than nine (9) years. The assessment of the independence of each of its INED is undertaken annually according to set criteria as prescribed by the Listing Requirements. As recommended by the MCGG, the tenure of directorship of not more than nine (9) years form part of the assessment criteria for independence of a Director, where specific tenures of the Directors were duly reviewed and confirmed for suitability by the NC and the Board. The relevant processes and procedures have been provided for in the Charter.

Presently, none of our INEDs have served in that capacity for more than nine (9) years.

#### Board Committees

The Board is supported by relevant Committees namely the ARMC, NC and RC. These Committees play a significant part in reviewing matters within each Committee's TOR, and facilitating the Board in discharging its duties and responsibilities. Each of these Committees has specific TOR, scope and specific authorities to review matters tabled before the Committee prior to decisions by the Board as a whole. The ARMC and NC comprised wholly INEDs whereas RC comprised a majority of INEDs.

#### Nominating Committee

The NC, established by the Board on 9 July 2010, consisted of three (3) Independent Non-Executive Directors as committee members:

- (a) Dato' Abu Bakar bin Hassan - Chairman (INED)
- (b) Dato' Haji Abdul Malik bin Abul Kassim - Member (INED)
- (c) Ms. Ng Poh Choo - Member (INED)

The NC operates within a defined TOR that has been drawn up in accordance with the best practices prescribed by the MCGG.

During FY2024, the NC held one meeting, and the key activities carried out are summarised as follows: -

- (a) Conducted an annual assessment on the effectiveness of the Board as a whole, the various Committees as well as the contribution of each individual Director;
- (b) Conducted its annual assessment on the independence of the Independent Directors of the Company;
- (c) Reviewed the character, integrity and competency of the Directors, Group CEO and Chief Financial Officer;
- (d) Reviewed the effectiveness of the ARMC as a whole and each of its members;
- (e) Considered and recommended the re-election of the Directors who are subject to retirement by rotation at the AGM of the Company. In addition to assessing the qualifications and competencies of the retiring Directors, the NC reviewed their proposed re-election, considering the mix of skills, experience and contribution brought to the Board;
- (f) Reviewed the Key Performance Indicators ("KPIs") and appraisal of the Executive Directors and Key Senior Management for FY2024; and
- (g) Reviewed and endorsed the KPIs set for the Executive Directors and Key Senior Management for FY2024.

## Corporate Governance Overview Statement (Cont'd)

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

#### II. Board Compositions (Cont'd)

##### Board Appointment

The NC is responsible for identifying and nominating candidates to fill Board vacancies for approval by the Board as and when the need arises. The search and nomination process for new Directors, if any, are through Directors' personal contacts or may engage executive search firms to source for potential candidates.

The NC reviews the candidate for appointment as Director based on the mix of skills, expertise, working experience, professionalism, integrity, time commitment and the ability to discharge their expected duties and responsibilities. The NC will shortlist the candidates and make recommendations to the Board for its consideration and approval.

The FPP served as a guide to the NC and the Board in their review and assessment of a potential candidate who are to be appointed in the Board as well as Directors who are seeking for election or re-election in the Company and/or its subsidiaries.

##### Board Diversity Policy

The Board recognises the importance of diversity in its composition to ensure effectiveness and good corporate governance. The NC and Board regularly review the composition of the Board to ensure the proper discharge of its functions and obligations.

The Group does not adopt any formal gender diversity policy in the selection of new Board candidates and female candidates in the workforce. The evaluation of the suitability of candidates as a new Board member or as a member of the workforce is strictly based on the candidate's competency, skills, character, time commitment, knowledge, expertise, professionalism, suitability and character of the person in meeting the needs of the Group, regardless of gender, ethnicity and age.

All Directors are appointed through a rigorous, merit-based process in compliance with Paragraph 2.20A of the Listing Requirements. The Board supports gender and ethnic diversity in line with MCCG recommendations. Ms. Ng, the only woman Director, joined the Board on 30 November 2022. The current Board consists of qualified professionals from diverse backgrounds and specialisations, collectively providing valuable knowledge, judgment, and experience to guide the Management team. Detailed profiles of each Director are available in this Annual Report.

##### Board Evaluation and Effectiveness Assessment

The Chairman of the NC oversees the overall evaluation process and responses were reviewed and analysed by the NC, before it was tabled and communicated to the Board. In addition, the individual Directors also conducted self-assessments, the results of which were also shared with the Board.

The evaluation of the Board covers factors such as mix and composition of the Board, quality of information and decision making, Boardroom activities, Board's relationship with the Management, ESG issues and Committees performance evaluation.

The Committees are assessed based on efficiency and effectiveness of each Committee and its members' continuous contribution to the Board and commitment to their roles and responsibilities in discharging their duties. Likewise, the NC is able to assess the contribution of each individual Director to the effectiveness of the Board.

After the annual review, the NC concluded that the Board and its Committees performed well and effectively. The overall composition of the Board was deemed appropriate in terms of size, mix of skills, experience, core competencies, and the balance between Executive, Non-Executive, and Independent Directors. Additionally, the Independent Directors successfully fulfilled their role in corporate accountability by participating objectively in Board deliberations during meetings.

## Corporate Governance Overview Statement (Cont'd)

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

#### II. Board Compositions (Cont'd)

##### Training and Development of Directors

The NC and the Board assess the training needs of each of its Directors on an ongoing basis, by determining areas that would best strengthen their contributions to the Board. Amongst others, trainings include:

- (a) Regular briefings/updates (some by external advisors) on various matters including those relating to statutory and governance matters; and
- (b) The Board has taken steps to ensure that its members have ongoing access to appropriate continuing education programmes.

Although the Board does not have a policy requiring each Director to attend a specific number and types of training sessions each year, to keep abreast with industry developments and trends, the Directors are encouraged to attend various external professional programmes deemed necessary to ensure that they are kept abreast on various issues facing the changing business environment within which the Group operates, in order to fulfill their duties as Directors.

During FY2024, all Board members attended at least one training/seminar as follows:

Directors	Seminars/Workshops/Courses/Webinars
Dato' Haji Abdul Malik bin Abul Kassim	<ul style="list-style-type: none"> <li>• Spotting Key Read Flags in Financial Statements</li> </ul>
Dato' Low Eng Hock	<ul style="list-style-type: none"> <li>• Economic Outlook 2024</li> </ul>
Mr. Low Wei Shane	<ul style="list-style-type: none"> <li>• Economic Outlook 2024</li> </ul>
Mr. Siva Balan a/l Gunasegaran	<ul style="list-style-type: none"> <li>• Navigating Capital Gains Tax</li> </ul>
Ms. Ng Poh Choo	<ul style="list-style-type: none"> <li>• Taklimat Program Khas Pengakuan Sukarela 2.0 (Individual)</li> <li>• E-Invoicing: The Digital Way Forward</li> <li>• Tax Agent Licence &amp; My Cukai System</li> <li>• Seminar Percukaian Kebangsaan 2023</li> <li>• E-Invoicing : Is your Business Ready for New Regulations?</li> <li>• Navigating Capital Gains Tax</li> <li>• 2024 Outlook, A year for Policy Reform</li> <li>• Rahsia Jimat Cukai Tahun Taksiran 2023</li> <li>• Cadangan pindaan perintah perlindungan Data Peribadi Peraturan (Golongan Pengguna Data) APDP2010</li> </ul>
Dato' Abu Bakar bin Hassan	<ul style="list-style-type: none"> <li>• Advocacy Sessions for Directors &amp; CEOs of Main Listed Issuers</li> <li>• Personal Liabilities of Directors</li> </ul>

The Company Secretaries circulate relevant guidelines on statutory and regulatory requirements from time to time to the Board for their reference and information. The external auditors also brief the Board on any changes to the Malaysian Financial Reporting Standards that affect the Company's financial statements during the financial year.



## Corporate Governance Overview Statement (Cont'd)

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

#### III. Remuneration

##### Remuneration Policy

The RC is authorised by the Board to establish a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors and Key Senior Management. The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendations of the RC.

Guided by the Remuneration Policy, the RC is responsible for recommending the remuneration structure and packages for the Executive Directors and Key Senior Management to the Board. The Remuneration Policy covers the remuneration package, its composition, the manner of payment, and the annual review process. Details of the Remuneration Policy for Directors and Key Senior Management are available on the Company's website.

The RC also discusses and reviews the KPIs of the Executive Directors and Key Senior Management, which serve as the basis for performance assessment. Directors' remuneration is determined by their individual contributions, experience, responsibilities, and core competencies. The remuneration is set at a level sufficient to attract, retain, and motivate Directors of the necessary quality to manage the Group's businesses, aligning their interests with those of the shareholders.

The Executive Directors do not receive annual fees or allowances, nor are they entitled to meeting allowances for attending Board and Board Committee Meetings. In contrast, all Non-Executive Directors are paid fixed annual fees and meeting allowances for attending Board and Committee Meetings. These payments are determined by the Board as a whole and require annual approval from shareholders.

For Key Senior Management, the Head of the Human Resources Department regularly performs remuneration benchmarking and presents the results along with recommendations to the Group CEO. This process ensures that the remuneration for Key Senior Management aligns with general market standards and trends, considering the key factors mentioned above.

The responsibility for deciding on the remuneration package of Key Senior Management rests with the Group CEO. The RC conducts an annual review of Key Senior Management's remuneration and presents recommendations to the Board for approval.

##### Remuneration Committee

The RC, which was established by the Board on 9 July 2010, comprises the following:

- (a) Dato' Abu Bakar bin Hassan - Chairman (INED)
- (b) Dato' Haji Abdul Malik bin Abul Kassim - Member (INED)
- (c) Dato' Low Eng Hock - Member (Group CEO)

The primary goal of the TOR of the RC is to achieve a balance in establishing the level and structure of remuneration packages for Executive Directors and Key Senior Management. This aims to attract and retain top talent while ensuring that remuneration remains reasonable and not excessive.

The RC's TOR is available on the Company's website.

## Corporate Governance Overview Statement (Cont'd)

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

#### III. Remuneration (Cont'd)

##### Remuneration Committee (Cont'd)

There was an RC meeting held in FY2024, during which the following activities were conducted:

- (a) Reviewed and assessed the performance and the remuneration package of the Executive Directors and Key Senior Management; and
- (b) Reviewed and assessed the Directors' fees and benefits payable for FY2024.

##### Directors' and Key Senior Management's Remuneration

The details of the remuneration of Directors of the Company comprising remuneration received/receivables from the Company during FY2024 are as follows:

#### 1. Executive Directors and Non-Executive Directors

Directors	Salaries (RM)	Bonus (RM)	Fees (RM)	EPF (RM)	Allowances <sup>^</sup> (RM)	Benefits- in-kind (RM)	Group Total (RM)
<b>Executive Director</b>							
Dato' Low Eng Hock	1,961,400	-	-	239,688	36,000	15,500	2,252,588
Siva Balan a/l Gunesegaran	318,000	-	-	39,600	12,000	-	369,600
Low Wei Shane	144,000	-	-	34,776	145,800	-	324,576
	<b>2,423,400</b>	<b>-</b>	<b>-</b>	<b>314,064</b>	<b>193,800</b>	<b>15,500</b>	<b>2,946,764</b>
<b>Non-Executive Director</b>							
Dato' Haji Abdul Malik bin Abul Kassim	-	-	60,000	-	3,500	-	63,500
Dato' Abu Bakar bin Hassan	-	-	50,000	-	9,100	-	59,100
Ng Poh Choo	-	-	60,000	-	7,000	-	67,000
	<b>-</b>	<b>-</b>	<b>170,000</b>	<b>-</b>	<b>19,600</b>	<b>-</b>	<b>189,600</b>
<b>Total</b>	<b>2,423,400</b>	<b>-</b>	<b>170,000</b>	<b>314,064</b>	<b>213,400</b>	<b>15,500</b>	<b>3,136,364</b>

<sup>^</sup> Allowance for executive directors comprises of compensatory allowance.

<sup>^</sup> The allowance received by non-executive directors comprises meeting allowance.

The summary of the remuneration for all Directors is set out in Note 26 of the Audited Financial Statements of this Annual Report.

## Corporate Governance Overview Statement (Cont'd)

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

#### III. Remuneration (Cont'd)

##### Directors' and Key Senior Management's Remuneration (Cont'd)

##### 1. Executive Directors and Non-Executive Directors (Cont'd)

Number of Directors whose remuneration falls into the following bands:

Range of Remuneration	Number of Directors	
	Executive	Non-Executive
RM50,001 to RM100,00	-	3
RM300,001 to RM350,000	1	-
RM350,001 to RM400,000	1	-
RM2,200,001 to RM 2,300,000	1	-

##### 2. Senior Management

The remuneration and remuneration band of the top five (5) key management personnel during FY2024 at the range of RM50,000 is set out in the table below:

	Salaries (RM)	Bonus (RM)	EPF (RM)	Other Emoluments (RM)	Benefits- in-kind (RM)	Total (RM)
Key Senior Management	1,629,600	-	204,528	74,800	-	1,908,928
		RM200,001 - RM250,000	RM250,001 - RM300,000	RM300,001 - RM350,000	RM400,001 - RM450,000	RM550,001 - RM600,000
Number of Senior Management		1	-	1	2	1

##### Number of Senior Management

The Board is of the opinion that the disclosure of the remuneration of the top five (5) senior management on a named basis would not be in the best interest of the Group due to confidentiality considerations. Additionally, such disclosures could put the Group at a competitive disadvantage in the talent market, given the confidential nature of remuneration packages, especially as the Group maintains a lean management team.

The Board ensures that the remuneration of the top five (5) senior management reflects individual performance and the Group's overall performance, while also aiming to attract, retain, and motivate them to effectively lead and manage the Group.

## Corporate Governance Overview Statement (Cont'd)

### PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

#### I. Audit and Risk Management Committee (“ARMC”)

The ARMC of the Company which assists the Board in amongst others, overseeing the Group’s risk management and internal control system comprises the following members:

- (a) Ms. Ng Poh Choo - Chairman (INED)
- (b) Dato’ Haji Abdul Malik bin Abul Kassim - Member (INED)
- (c) Dato’ Abu Bakar bin Hassan - Member (INED)

The Company complied with Practice 9.1 of the MCCG which stipulates that the Chairman of the ARMC is not the Chairman of the Board. The ARMC consists wholly of INEDs. The ARMC Report is set out separately in this Annual Report.

Under the TOR of the ARMC, the members should be financially literate and able to understand matters under the purview of the Committee including the financial reporting process and its composition and performance are reviewed by the NC annually and recommended to the Board for approval. The Chairman of the ARMC is a member of the Malaysian Institute of Accountants (“MIA”).

Full details of the ARMC’s duties and responsibilities are stated in its TOR which is available on the Company’s website.

None of the ARMC members were former key audit partners of the Company’s existing external audit firm. Practice 9.2 of the MCCG which requires a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC has been adopted by the ARMC and incorporated in its TOR.

The Board, through its ARMC maintains a formal and transparent relationship with its external auditors. The ARMC assessed the performance and effectiveness of the external auditors annually, considering amongst others, their qualifications, effectiveness of the audit process, quality of service and their independence and had recommended the re-appointment of the external auditors for shareholders’ consideration at the forthcoming AGM.

In the course of their audit, the external auditors highlighted matters pertaining to financial reporting to the ARMC. The external auditors set out the key audit matters for FY2024 in the Independent Auditors’ Report included in this Annual Report. The ARMC concurs with the basis and conclusions in the Independent Auditors’ Report regarding the key audit matters.

Private dialogue sessions between the ARMC and external auditors were held twice, on 24 July 2023 and 22 February 2024, without the presence of the Management and Executive Directors, to discuss any issues that may require the attention of the ARMC.

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

The Board understands the principal risks associated with all aspects of the Group’s business activities, recognising that business decisions inherently involve risk. To achieve a proper balance between risks taken and potential returns to shareholders, the Board ensures the implementation of systems that effectively monitor and manage these risks, aiming for the long-term viability of the Group.

The Board is fully aware of its overall responsibility of continuously maintaining a system of internal control, encompassing not only financial controls but also operational, compliance, and risk management controls. It regularly reviews the effectiveness of these controls to safeguard shareholders’ investments and the Company’s assets. The internal control system is designed to identify and mitigate the risks faced by the Group, tailored to meet its specific needs.

As an effort to enhance the system of internal control, the Board together with the assistance of an external professional accounting and consulting firm undertake to review the existing risk management process in place within the various business operations, with the aim of formalising the risk management functions across the Group. This function also acts as a source to assist the ARMC and the Board in strengthening and improving current management and operating style in pursuit of best practices.

## **Corporate Governance Overview Statement (Cont'd)**

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

#### **II. Risk Management and Internal Control Framework (Cont'd)**

##### **Internal Audit Function**

During the year under review, the Group's internal audit function ("IAF") was outsourced to a professional accounting and consulting firm, Messrs. Tan & Loh, which carried out audit reviews according to the internal audit plans approved by the ARMC.

None of the internal audit personnel has any relationship or conflict of interest that could impair their objectivity and independence in conducting their internal audit functions. The IAF provides the ARMC with reasonable assurance on the adequacy and integrity of the Group's internal control systems.

The ARMC undertook an annual assessment of the performance of the internal auditors through a performance checklist. The checklist includes inter alia, the scope and functions of internal auditors, regular reviews on effectiveness of the financial, operational and compliance controls and processes, test of effectiveness of the governance and risk management framework and policies, manpower, budget and competency of the internal auditors, input on developing action plans to monitor risks, detection and investigation of fraud. The ARMC was satisfied with the performance of the internal auditors during the financial year under review.

Details of the Groups' internal control system and risk management framework are set out under Statement on Risk Management and Internal Control and ARMC Report in this Annual Report.

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

#### **Communications with Stakeholders and Conduct of General Meeting**

The Board recognises that shareholders have a legitimate right to know the Company's performance and strives to provide timely disclosure. All required and material announcements will be released immediately when matters are triggered.

Investor Relations ("IR") is an essential component of the Group's Corporate Governance Framework, ensuring that all stakeholders, including the domestic and international investment community, receive relevant, timely, and comprehensive information about the Group.

The Group's dedicated IR function is committed to providing effective and open two-way communication to improve disclosure and transparency.

Contact details of key IR spokesperson of the Group are as follows:

Ms. Ju Siew Lee  
Tel: 04 210 8000 (Ext 702)

In maintaining the commitment of effective communication with shareholders, the Group practices comprehensive, timely and continuous disclosure of information to both shareholders and the general investing public. The practice of disclosure of information not only meets the requirements of the Listing Requirements, but also aligns with the recommendations of the MCCG to enhance engagement and communication with shareholders. Additionally, where feasible and relevant, the Group voluntarily provides supplementary information. The Group believes that maintaining a consistent level disclosure and extensive communication with its shareholders is crucial for enabling informed investment decisions.

Another key avenue of communication with its shareholders is the Company's general meetings, which provides a useful forum for shareholders to engage with the Company's Directors. General meetings are the important platform for the shareholders to engage directly with the Board and Key Senior Management and to exercise their rights in the Company, either through the AGM or Extraordinary General Meeting ("EGM").

## Corporate Governance Overview Statement (Cont'd)

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

#### Communications with Stakeholders and Conduct of General Meeting (Cont'd)

##### I. Communication with Stakeholders

The Company is committed to ensure that timely, accurate and complete information about the Group is provided equally to its shareholders, stakeholders and to the general investing public. Timely information is critical for building and maintaining the Group's corporate credibility, market integrity and promotes investor confidence.

The Company also engages with its stakeholders through various platforms including announcements via Bursa LINK, press conferences, press releases to the media and engagement through the investor relations function.

##### II. Conduct of General Meetings

Both the Eighteenth ("18<sup>th</sup>") AGM and the EGM of the Company were conducted virtually on 1 September 2023 and 18<sup>th</sup> October 2023, respectively, via live stream webcast and online remote voting using the Remote Participation and Voting facilities hosted on Securities Services e-Portal at <https://sshsb.net.my> in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the SC on 16 July 2021.

Despite the notices of 18<sup>th</sup> AGM and EGM were issued less than 28 days which were departed from the good corporate governance Practice 13.1, the Company has served the notices of its 18<sup>th</sup> AGM and EGM to shareholders well in advance of the respective 21 days and 14 days to give the shareholders sufficient time to enable them to make an informed decisions in exercising their voting rights. Arrangements and procedures for attending the 18<sup>th</sup> AGM and EGM via electronic means, submitting questions during the meetings, and voting by appointing the Chairman of the meeting as proxy were set out in the notices of the 18<sup>th</sup> AGM and EGM, respectively.

An Administrative Guide, which provided useful information regarding the conduct of 18<sup>th</sup> AGM and EGM to assist shareholders in participating remotely in the general meetings, was included in the respective notices of 18<sup>th</sup> AGM and EGM. The notices of 18<sup>th</sup> AGM and EGM were published in a nationally circulated daily newspaper, and on the website of Bursa Securities and Company within the prescribed period.

All shareholders were encouraged to attend the Company's general meetings to stay informed about the Company's strategies and developments, raise questions and provide their views on issues affecting the Company.

All Directors, including Chairman of the Board and the respective Chairmen of the Committees, the Group CEO, Deputy Chief Operating Officer, Personal Assistant to Group CEO and Chief Financial Officer attended the 18<sup>th</sup> AGM and EGM to answer any questions posed by the shareholders and address them accordingly. The external auditors and advisors were also present at the 18<sup>th</sup> AGM and EGM respectively to address any shareholders' queries about the conduct of audit and the preparation and content of the auditors' reports or circular to shareholders.

An independent scrutineer was appointed to validate the votes cast, and results of each resolution put to vote were announced at the respective 18<sup>th</sup> AGM and EGM. The poll results, confirmed by the Chairman, were instantaneously displayed on-screen which could be seen by shareholders who joined the 18<sup>th</sup> AGM and EGM via electronic means.

An announcement detailing the poll results, including the total number of votes cast for and against each resolution and the respective percentages, was made via Bursa LINK on the same day after the conclusion of the 18<sup>th</sup> AGM and EGM.

The Minutes of the 18<sup>th</sup> AGM and EGM were published on the Company's website within 30 business days after the conclusion of each respective meeting.

#### COMPLIANCE STATEMENT

The Board is satisfied that, to the best of its knowledge, the Company is substantially in compliance with the principles and practices set out in the MCCG as well as the relevant Listing Requirements for the financial year under review.

This CG Overview Statement is made in accordance with the resolution of the Board of Directors dated 19 July 2024.



# Audit And Risk Management Committee Report

The Audit and Risk Management Committee (“ARMC”) of the Company was established on 9 July 2010 to serve as a committee of the Board of Directors of the Company (“the Board”) and to assist the Board in fulfilling its statutory duties and fiduciary responsibilities relating to corporate governance, system of internal controls, risk management processes and management and financial reporting practices of the Group.

The ARMC is made up entirely of Independent Non-Executive Directors (“INEDs”), in line with Step-Up Practice 9.4 of the Malaysian Code on Corporate Governance (“MCCG”). None of the ARMC members is an Alternate Director. Therefore, the Company complies with Paragraph 15.09 of Bursa Malaysia Securities Berhad’s (“Bursa Securities”) Main Market Listing Requirements (“Listing Requirements”).

Ms. Ng Poh Choo, Chairman of the ARMC, is a member of the Malaysian Institute of Accountants. The Chairman of the ARMC is not the Chairman of the Board. The composition of the ARMC as follows is in line with Practice 9.1 under the MCCG.

## Chairman

Ms. Ng Poh Choo – *INED*

## Members

Dato’ Haji Abdul Malik bin Abul Kassim – *Chairman/INED*

Dato’ Abu Bakar bin Hassan – *INED*

The Nominating Committee (“NC”) had on 29 May 2024 reviewed the performance of the ARMC’s members for the financial year ended 31 March 2024 (“FY2024”) and based on the results of its review, the NC was satisfied that the ARMC and its members had discharged their functions, duties and responsibilities in accordance with the Terms of Reference (“TOR”) of the ARMC and supported the Board in ensuring the Group upholds appropriate corporate governance standards.

## ARMC MEETINGS

During the FY2024, a total of five (5) meetings were held, ie, on 31 May 2023, 24 July 2023, 30 August 2023, 28 November 2023 and 22 February 2024. The attendance of the ARMC members holding office during the financial year was as follows:

	Attendance at Meeting	Percentage of Attendance
Ms. Ng Poh Choo	5/5	100%
Dato’ Haji Abdul Malik bin Abul Kassim	5/5	100%
Dato’ Abu Bakar bin Hassan	5/5	100%

The ARMC meetings were structured through the use of agendas and relevant meeting papers which were distributed to the ARMC prior to the meetings. The meetings were of adequate length to allow the ARMC to accomplish its agenda with sufficient time to discuss emerging issues.

The Group Chief Executive Officer, the Chief Financial Officer and certain members of the management team were also invited to attend the ARMC meetings to assist in clarifying matters raised at the meeting. The ARMC Chairman also invited internal auditors and external auditors to attend the meeting as and when necessary.

The external auditors are invited to attend the ARMC meeting to report their findings of the significant accounting and auditing issues to the ARMC for review, deliberation and decision making. While, the finance team will present the unaudited quarterly financial statements, as well as other financial reporting related matters for the ARMC’s deliberation and recommendation to the Board for approval, where appropriate. The ARMC Chairman will report and highlight the key issues discussed at each ARMC meeting to the Board accordingly.

Minutes of the ARMC meetings were recorded and tabled for confirmation at the next following meeting and subsequently circulated to the Board for notation. The Chairman reports to the Board on the discussions undertaken and made recommendations for the Board’s consideration and decision.

## Audit And Risk Management Committee Report (Cont'd)

### AUTHORITY AND DUTIES OF THE ARMC

The ARMC is guided by its TOR which sets out the authority, duties, and functions of the ARMC. The members of the ARMC will assess, review and update the TOR periodically or as and when there are changes to the regulatory requirements, direction or strategies of the Company that may affect the Committee's roles, and recommend the changes for approval by the Board.

The TOR of the ARMC is available on the Company's website at <https://www.ivory.com.my>.

### SUMMARY OF ACTIVITIES OF THE ARMC

The activities carried out by the ARMC for FY2024 in discharging its functions and duties were summarised as follows: -

#### Financial Reporting

- (a) Reviewed the quarterly unaudited financial reports for the financial quarters ended 30 June 2023, 30 September 2023, 31 December 2023 and 31 March 2024 and the annual audited financial statements of the Group and its related notes to financial statements for the FY2024 as well as appropriate announcements to Bursa Securities before recommending to the Board for approval.
- (b) In the review of the quarterly unaudited financial reports and annual audited financial statements, the ARMC discussed with the Management and the external auditors, amongst others, the major accounting principles and policies that were applied and the reasonableness of their judgments and estimations made in connection with the preparation of the financial statements and the clarity of disclosures of the same.
- (c) Confirmed with the Management and the external auditors that the Company's and Group's financial reporting and disclosure are in compliance with applicable Listing Requirements, provisions of the Companies Act 2016, applicable International Financial Reporting Standards, approved accounting standards issued by the Malaysian Accounting Standard Board and any other relevant legal and regulatory requirements.

#### External Audit

- (a) Reviewed and endorsed the audit plan for the FY2024 presented by the external auditors which comprised amongst others, the engagement team, audit strategy, audit methodology, audit materiality, preliminary audit risk assessment, general extent of the auditors' audit examinations, timetable and scope of audit work for the year as well as the audit fees at the meeting held on 22 February 2024. The ARMC considered and agreed on the scope and materiality to be applied to the Group audit and its components. Key audit matters and the audit approach to these matters in the Independent Auditor's Report of this Annual Report were discussed. The external auditors also highlighted and drew to the ARMC's attention other significant matters.
- (b) Considered and reviewed, where applicable, the significant impact on the Group's financial statements as a result of new accounting standards issued by the Malaysian Accounting Standards Board as highlighted by the external auditors.
- (c) Considered and noted key findings from external auditors on the financial statements for the FY2023 for the necessary corrective actions to be taken by the Management.
- (d) Considered and reviewed the external auditors evaluations of the Group's internal control to ensure effective and efficient processes and controls were in place for the overall quality of the Group's financial reporting. The ARMC took into consideration the external auditor's view on method used to account for significant or unusual transactions where the accounting treatment is open to interpretation or requires certain judgments when assessing the reasonableness of the management judgments and estimates in adopting the appropriate accounting treatment.
- (e) Met with the external auditors twice on 24 July 2023 and 22 February 2024 without the presence of the Executive Directors and management staff to discuss issues of concern to the external auditors. The issues discussed were then highlighted by the ARMC Chairman to the Board.

## **Audit And Risk Management Committee Report (Cont'd)**

### **SUMMARY OF ACTIVITIES OF THE ARMC (CONT'D)**

#### **External Audit (Cont'd)**

- (f) Reviewed and considered the performance and independence of the external auditors for the financial year through a performance and independence checklist. The checklist includes inter alia, the external auditors' quality of service, audit team, independence and objectivity, scope of audit and planning, audit fees, non-audit services provided by the external auditors to the Group and the fees and audit communications. The Chief Financial Officer, Group Accountant and other employees involved were also invited to share their views and any issues in respect of the performance of the external auditors during the financial year. In addition, the external auditors also provided written assurance that they have been independent throughout the term of their audit engagement in accordance with the terms of the relevant professional and regulatory requirements including the by-laws of the Malaysian Institute of Accountants. The lead audit engagement partner responsible for the Company's financial statements is subject to a maximum seven-year rotation period. The ARMC was satisfied with the performance and independence of the external auditors and recommended their re-appointment to the Board for the FY2024.
- (g) Considered the audit fees and non-audit fees incurred/paid to the external auditors and their affiliated firms for FY2023 and FY2024. The non-audit fees comprised general tax advisory services on retainer basis, services for annual tax compliances and review of Statement on Risk Management and Internal Control. The ARMC having considered the nature, scope and amount of non-audit fees, was satisfied that there was no conflict of interest and that the non-audit services would not impair the independence of the external auditors. The details of the audit and non-audit services rendered by the external auditors and their affiliates for FY2024 are disclosed in Additional Compliance Information of this Annual Report.
- (h) Recommended the proposed audit fee and the external auditors' re-appointment for Board's approval.

#### **Internal Audit and Risk Management**

- (a) Reviewed and evaluated the performance and functions of the internal auditors for the financial year through an evaluation checklist which includes inter alia the scope and functions of the internal auditors, internal auditors understanding of the Group's business and its industry, manpower, budget, competency and performance of the internal auditors.
- (b) Assessed the adequacy and effectiveness of the Enterprise Risk Management ("ERM") framework, the systems of internal controls and the appropriateness of Management's responses to key risk areas and proposed recommendations for improvements to be implemented.
- (c) Reviewed on the summary of the risk profile, risk matrix, details of the key risks, list of participants of ERM and risk registers from the ERM Report.
- (d) Reviewed and approved the audit objectives and scope of audit proposed by the internal auditors and recommended by the ARMC Working Group ("ARMC Working Group").
- (e) Reviewed the ERM reports, internal audit reports, the audit issues therein, recommendations and Management's response before proposing that those control weaknesses be rectified and recommendations for improvements be implemented. The ARMC Working Group which comprises of Executive Director, Chief Financial Officer, Deputy Chief Operating Officer, Senior Personal Assistant to Group Chief Executive Officer and General Manager (Strategic Planning) discussed the ERM reports, internal audit reports, audit issues, recommendations and Management's response, prior to circulation of the same to the ARMC for review.
- (f) Reviewed and recommended for approval of the Board the Statement on Risk Management and Internal Control.

## Audit And Risk Management Committee Report (Cont'd)

### SUMMARY OF ACTIVITIES OF THE ARMC (CONT'D)

#### Related Party Transactions and Conflict of Interest

- (a) Reviewed the recurrent related party transactions of a revenue or trading nature ("RRPTs") and other related party transactions ("RPTs") entered into by the Group. The Directors provided and updated the Group all persons connected with them to assist the Group in monitoring and identifying any potential related party transactions or conflict of interest situations within the Group. Lists of all recurrent related party and other related party transactions containing details of the related parties, date of transactions, nature of transactions and amount of transactions were compiled and provided to the ARMC on quarterly basis to assist the ARMC in the review of the transactions. In reviewing related party transactions, the ARMC ensured that the transactions are fair and were conducted on terms not more favourable to the related parties than those generally available to the public, and are not to the detriment of the minority shareholders. The ARMC also considered if the actual value of RRPTs entered into by the Company, exceed the estimated value of the RRPTs disclosed in the circular to shareholders by 10% or more, where immediate announcement is required. The ARMC sought explanations and clarifications on the transactions where necessary during the Meetings.
- (b) Discussed and recommended the draft circular to shareholders in relation to the proposed renewal of shareholders' mandate for RRPTs for approval of the Board.
- (c) Reviewed the procedures and practices adopted by the Group for review of RRPTs, any outstanding receivables due by related parties to the Group which exceeded the credit terms and the statement to be included in the circular to shareholders on renewal of shareholders' mandate for RRPTs.
- (d) Reviewed the Directors' confirmation on all persons connected to them for the purpose of monitoring the RPTs.
- (e) Reviewed disclosure on the nature and extent of any Conflict of Interest ("COI") or potential COI, including interest in any competing business, that any of the Directors may have with the Group. Full and prior disclosure of any conflict or potential conflict must be made to the Board. Where an actual or potential conflict does arise, a Director should refrain from participating in the debate and/or vote on the matter, and in the extreme case of continuing material conflict of interest, should resign from the Board.

#### Corporate Governance

- (a) Reviewed the Master Training Plan for the Board and employees and budget allocation for the training for the year 2024.
- (b) Reviewed and recommended the ARMC Report and Statement on Risk Management and Internal Control for inclusion in the Annual Report for approval of the Board.

## **Audit And Risk Management Committee Report (Cont'd)**

### **INTERNAL AUDIT FUNCTION**

During FY2024, Messrs. Tan & Loh, a professional accounting and consulting firm, has carried out the internal audit function of the Group in order to assist the ARMC in discharging its duties and responsibilities. The internal audit function is independent of the activities or operation of the Group. The principal role of the internal audit function is to undertake independent, regular and systematic reviews of the system of internal control to provide reasonable assurance that such system continues to operate satisfactorily and effectively.

The summary of internal audit activities during FY2024 is delineated as follows: -

- (a) Reviewed the existing system of internal controls and governance processes of the Group based on the approved internal audit plan;
- (b) Conducted audit reviews of the Group's system of internal controls on reliability and integrity of financial and operational information, safeguarding of assets, efficiency of operations, compliance with established policies as well as procedures and statutory requirements;
- (c) Provided recommendations to the Management to assist the operations management and Group in improving and accomplishing its internal control requirements;
- (d) Issued internal audit reports incorporating audit recommendations and Management's responses in relation to audit findings on internal control weaknesses to the ARMC and the respective operations management;
- (e) Performed follow-up reviews to ensure that corrective actions were implemented effectively; and
- (f) Presented the internal audit report to the ARMC on a yearly basis.

The total cost incurred for maintaining the internal audit function of the Group for FY2024 is RM9,000.00.

Further details of the activities of the internal audit are set out in the Statement on Risk Management and Internal Control in this Annual Report.

This ARMC Report is issued in accordance with a resolution of the Board of Directors dated 19 July 2024.

# Statement On Risk Management And Internal Control

## INTRODUCTION

The Malaysian Code on Corporate Governance requires listed companies to maintain a sound risk management and system of internal controls to safeguard shareholders' investment and the Group's assets.

Guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Public Listed Companies, the Board of Directors of Ivory Properties Group Berhad ("the Board") is pleased to present the Statement on Risk Management and Internal Control ("Statement") which is prepared in accordance with Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## RESPONSIBILITY FOR RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises its overall responsibility for the Group's systems of internal control and for reviewing the adequacy and integrity of those systems. In view of the limitations that are inherent in any systems of internal control, the systems of internal control are designed to manage risk within tolerable levels rather than eliminate the risk of failure to achieve business objectives. Hence, such system by its nature can only provide reasonable and not absolute assurance against material misstatement, error or losses.

The Board has established an ongoing process for identifying, evaluating and managing the significant risks faced, or potentially exposed to, by the Group in pursuing its business objectives. On a periodic basis, the Board, via Audit and Risk Management Committee ("ARMC"), evaluates the adequacy of the system of risk management and internal control and, where appropriate, requires the Management to implement pertinent controls to address emerging issues or areas of control deficiencies. The process has been in place for the financial year under review and up to the date of approval of this Statement for the inclusion in the Annual Report of the Company.

The Board remains responsible for the governance of risk and for all the actions of the Board Committees with regard to the execution of delegated oversight responsibilities, in order to safeguard shareholders' investments and the Group's assets.

## RISK MANAGEMENT

The Group has in place an Enterprise Risk Management ("ERM") system as an integral part of the Group's daily operations and long-term strategic management practice. This ERM system is a continuous and systematic method to identify, assess, respond and monitor significant risks affecting the Group's business and achievement of its objectives. Risks may be associated with a variety of internal or external factors including control breakdowns, disruption in information systems, competition, natural catastrophes and regulatory requirements. Existing and planned controls are also considered in the ERM exercise.

The Group's ARMC Working Group comprise of representatives from the Management. The ARMC Working Group meets periodically to review the effectiveness of the risk management process and reports arising from risk management activities.

To foster greater ownership and effective management of risks, the respective Heads of Departments are primarily responsible for the identification, evaluation and management of major risks affecting their own business units including the design and implementation of suitable controls on a continuous basis.

The entire ERM process is reviewed by the top management in which significant risks which may inflict the Group in the ensuing 12 months are re-evaluated according to their likelihood of occurrence and severity of consequence. The ERM process encompasses the processes for the identification, assessment, management and monitoring of risks which could impact the objectives of the Group. Existing controls to mitigate and manage these risks are then re-assessed and strengthened.

Risk management is integrated into the Group's daily operations and a risk-based evaluation is taken into consideration for the Group's decision making and strategic planning.

## INTERNAL AUDIT

The Board outsourced its internal audit function to an independent professional accounting and consulting firm, Messrs. Tan & Loh ("T&L") as part of its efforts to provide adequate and effective internal control systems. The performance of internal audit function is carried out as per the annual audit plan approved by the ARMC.

On a yearly basis, the internal auditors report to the ARMC on internal audit findings and recommend remedial action plans for possible improvement for the audited areas. The highlighted internal audit findings are followed-up by the internal auditors as well to ensure the control weaknesses, if any, are properly identified and addressed by the Management.



## Statement On Risk Management And Internal Control (Cont'd)

### INTERNAL AUDIT (CONT'D)

During the financial year, the internal audit function reviewed the internal controls in the key activities of the Group's businesses based on annual internal audit plan approved by the ARMC. The internal audit adopted a risk-based approach and prepared its plan based on the risk profiles of the major business units in the Group. Opportunities for improvement to the system of internal control were identified and presented to the ARMC via internal audit reports, whilst Management formulated the relevant action plans to address the issues noted.

For the financial year ended 31 March 2024 ("FY2024"), a total of one (1) internal audit review was conducted by T&L.

The audit focuses on high-risk area to ensure that an adequate action plan has been in place to improve the internal controls. The audit ascertains that the risks are effectively mitigated by the controls. The highlighted areas will be followed up closely to determine the extent of their recommendations that have been implemented by the Management.

### INTERNAL CONTROL

Apart from risk management and internal audit, the Group has put in place the following key elements of internal control:

- An organisation structure with well-defined scopes of responsibility, clear lines of accountability, and appropriate levels of delegated authority;
- A process of hierarchical reporting which provides a documented and auditable trail of accountability;
- A set of documented internal control policies and procedures which is subject to regular review and improvement;
- Regular and comprehensive information provided to Management, covering financial and operational performance and key business indicators, for effective monitoring and decision making;
- Monitoring of results against project budget, with major variances being followed up and action taken, where necessary; and
- Regular visits to operating units by members of the Board and senior management.

The Group's system of internal control does not extend to its associate and joint venture companies as the Group does not have full management control over them. However, the Group's interest is represented through the Board of these associate and joint venture companies.

### REVIEW OF THIS STATEMENT BY EXTERNAL AUDITORS

The external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to the scope set out in the Audit and Assurance Practice Guide ("AAPG") 3, Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants ("MIA") for inclusion in the Annual Report of the Company for the FY2024, 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 Company, in all material respects:

- (a) 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
- (b) 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 and Management thereon. The external 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 has received assurance from Group Chief Executive Officer and Chief Financial Officer that the Group's risk management and internal control systems have been operating adequately and effectively, in all material aspects, during the financial year under review and up to date of this Statement. Taking this assurance into consideration, the Board is of the view that there were no significant weaknesses in the current system of internal control of the Group that may have material impact on the operations of the Group for FY2024. The Board and the Management will continue to take necessary measures and ongoing commitments to strengthen and improve its internal control environment and risk management.

This Statement is issued in accordance with a resolution of the Directors dated 19 July 2024.

# Additional Compliance Information

## AUDIT FEES AND NON-AUDIT FEES

The amount of audit fees and non-audit fees incurred/paid to the external auditors of the Group, or a firm or corporation affiliated to the external auditors of the Group, for the financial year ended 31 March 2024 are as follows:-

	<b>Group</b>	<b>Company</b>
(i) Audit fees incurred/paid to external auditors	183,500	62,000
(ii) Non-audit fees incurred/paid to external auditors	5,000 ^	5,000 ^
Percentage (%) of non-audits	3%	8%

### Notes:

^ comprises review of Statement on Risk Management and Internal Control.

## MATERIAL CONTRACTS INVOLVING DIRECTORS', CHIEF EXECUTIVE WHO IS NOT A DIRECTOR AND MAJOR SHAREHOLDERS' INTERESTS

Other than those disclosed in Note 29 to the audited financial statements in this Annual Report, there were no material contract (not being contracts entered into in the ordinary course of business) entered into by the Company and its subsidiaries involving the interest of the Company's Directors, chief executive who is not a director and its major shareholders either still subsisting as at 31 March 2024 or entered into since the end of the previous financial year ended 31 March 2023.

## RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

At the Eighteenth ("18<sup>th</sup>") Annual General Meeting held on 1 September 2023, the Company obtained shareholders' mandate to allow the Directors and/or major shareholders of the Company and its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature. There were no recurrent related party transactions entered during the financial year ended 31 March 2024 pursuant to the shareholders' mandate.

# Financial Statements



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**83** Directors' Report

---

**88** Statement by Directors

---

**89** Statutory Declaration

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**90** Independent Auditors' Report

---

**93** Statements of Financial Position

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**95** Statements of Profit or Loss and Other Comprehensive Income

---

**97** Statements of Changes in Equity

---

**98** Statements of Cash Flows

---

**100** Notes to the Financial Statements

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# Directors' Report

The Directors hereby present their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 March 2024.

## Principal Activities

The principal activities of the Company are investment holding and provision of management and marketing services. The principal activities of its subsidiary companies are disclosed in Note 7 to the financial statements.

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

## Financial Results

	<b>Group</b> <b>RM'000</b>	<b>Company</b> <b>RM'000</b>
Loss for the financial year, representing attributable to owners of the Company	(66,395)	(38,811)

## Reserves and Provisions

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

## Dividends

There were no dividends proposed, declared or paid by the Company since the end of the previous financial year. The Board of Directors does not recommend any dividend in respect of the current financial year.

## Issue of Shares and Debentures

There was no issuance of shares or debentures during the financial year.

## Options Granted Over Unissued Shares

No options were granted to any person to take up unissued shares of the Company during the financial year.

## Directors

The Directors in office since the beginning of the financial year until the date of this report are:

Dato' Low Eng Hock\*

Low Wei Shane\*

Dato' Haji Abdul Malik Bin Abul Kassim

Dato' Abu Bakar Bin Hassan

Ng Poh Choo

Siva Balan A/L Gunasegaran

## Directors' Report (Cont'd)

### Directors (Cont'd)

The Directors who held office in the subsidiary companies (excluding Directors who are also Directors of the Company) since the beginning of the financial year up to the date of this report:

Loh Chin Chuen  
 Low Wei Sheen

\* Director of the Company and its subsidiary companies

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 is deemed incorporated herein by such reference to the financial statements of the respective subsidiary companies and made a part hereof.

### Directors' Interests in Shares

The interests and deemed interests in the shares of the Company and of its related corporations (other than wholly-owned subsidiary companies) of those who were Directors at financial year end (including their spouses or children) according to the Register of Directors' Shareholdings are as follows:

	At 1.4.2023	Number of ordinary shares		At 31.3.2024
		Bought	Sold	
<b>Interests in the Company:</b>				
Dato' Low Eng Hock				
- own	133,552,150	-	-	133,552,150
- others *	28,228,404	-	-	28,228,404

\* These are shares held in the name of spouse and are treated as interests of the Directors also in accordance with the Companies Act.

By virtue of his interests in the shares of the Company, Dato' Low Eng Hock is also deemed interested in the shares of the subsidiaries during the financial year to the extent that the Company has an interest under Section 8 of the Companies Act 2016 in Malaysia.

None of the other Directors in office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

### Directors' Benefits

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors as shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than as disclosed in Note 29 to the financial statements.

## Directors' Report (Cont'd)

### Directors' Benefits (Cont'd)

The details of the Directors' remuneration for the financial year ended 31 March 2024 are set out below:

	<b>Group RM'000</b>	<b>Company RM'000</b>
<u>Directors of the Company</u>		
Executive Directors:		
- Salaries and other emoluments	2,617	2,617
- Defined contributions plans	314	314
	<hr/>	<hr/>
	2,931	2,931
Benefits-in-kind	16	16
	<hr/>	<hr/>
	2,947	2,947
	<hr/>	<hr/>
Non-executive Directors:		
- Fees	170	170
- Other emoluments	20	20
	<hr/>	<hr/>
	190	190
	<hr/>	<hr/>
	3,137	3,137
	<hr/>	<hr/>
<u>Directors of the subsidiary companies</u>		
Executive Directors:		
- Salaries and other emoluments	235	-
- Defined contributions plans	9	-
	<hr/>	<hr/>
	244	-
	<hr/>	<hr/>

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

### Indemnity and Insurance Costs

During the financial year, the total sum insured and premium paid for Directors and officers of the Company were RM5,000,000 and RM22,800 respectively. There was no indemnity or insurance effected for the auditors of the Company.

### Other Statutory Information

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
- (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and adequate allowance had been made for doubtful debts; and
  - (ii) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.



## **Directors' Report (Cont'd)**

### **Other Statutory Information (Cont'd)**

- (b) At the date of this report, the Directors are not aware of any circumstances:
- (i) which would render the amounts written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
  - (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
  - (iii) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading; or
  - (iv) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (c) At the date of this report, there does not exist:
- (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
  - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.
- (d) In the opinion of the Directors:
- (i) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet its obligations as and when they fall due;
  - (ii) the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
  - (iii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

### **Subsidiary Companies**

The details of the subsidiary companies are disclosed in Note 7 to the financial statements.

### **Significant Events**

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

### **Subsequent Events**

The details of the subsequent events are disclosed in Note 35 to the financial statements.

**Directors' Report (Cont'd)****Auditors**

The Auditors, Messrs. UHY, have expressed their willingness to continue in office.

The auditors' remuneration of the Group and of the Company for the financial year ended 31 March 2024 are as follow:

	<b>Group RM'000</b>	<b>Company RM'000</b>
Auditors' remuneration:		
- Statutory audits	184	62
- Non-statutory audits	5	5
	<hr/>	<hr/>
	189	67
	<hr/>	<hr/>

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 30 July 2024.

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**DATO' LOW ENG HOCK**

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**LOW WEI SHANE**

PENANG

# Statement By Directors

## Pursuant to Section 251(2) of the Companies Act 2016

We, the undersigned, being two of the Directors of the Company, do hereby state that, in the opinion of the Directors, the financial statements set out on pages 93 to 176 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2024 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 dated 30 July 2024.

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**DATO' LOW ENG HOCK**

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**LOW WEI SHANE**

PENANG

# Statutory Declaration

## Pursuant to Section 251(1) of the Companies Act 2016

I, DATO' LOW ENG HOCK, being the Director primarily responsible for the financial management of Ivory Properties Group Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 93 to 176 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the )  
abovenamed at George Town in the State of Penang )  
on 30 July 2024 )

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DATO' LOW ENG HOCK

Before me,

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SHAMINI A/P SHANMUGAM  
No. P157  
(Commissioner for Oaths)

Penang

# Independent Auditors' Report

To the Members of Ivory Properties Group Berhad

## Report on the Audit of the Financial Statements

### Disclaimer of Opinion

We were engaged to audit the financial statements of Ivory Properties Group Berhad, which comprise the statements of financial position as at 31 March 2024 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 for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 93 to 176.

We do not express an opinion on the accompanying financial statements of the Group and of the Company. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report and their possible cumulative effect on the financial statements, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

### Basis for Disclaimer of Opinion

1. As disclosed in Note 2(b) to the financial statements, the financial statements of the Group and the Company have been prepared on the assumption that the Group and the Company will continue as going concerns. The following events or conditions indicate that material uncertainties exist that may cast significant doubt on the Group's and the Company's ability to continue as going concerns:
  - a. The Group and the Company reported a net loss of RM66,395,000 and RM38,811,000 respectively for the financial year ended 31 March 2024. As of 31 March 2024, the Group's and the Company's current liabilities exceeded their current assets by RM150,125,000 and RM28,713,000 respectively and the Group's and the Company's cash and bank balances stood at RM1,713,000 and RM191,000 respectively.
  - b. Since previous financial year, the Group and the Company had defaulted on repayment of principal and interests for term loan facilities from several financial institutions.

In addition, the Company, and two subsidiary companies Ivory Gleneary Sdn. Bhd. ("IGSB") and Ivory Residence Sdn. Bhd. ("IRSB") had received Statement of Claim and Writ of Summons in respect of a total sum of RM19,817,000 and RM14,011,000 during the financial year from a financial institution. The on-going legal proceedings against the subsidiary companies and the Company are disclosed in Note 32(b)(iii).
  - c. On 30 May 2024, the Company has triggered Para 2.1(a) of PN17 of the Bursa Malaysia Main Market Listing Requirements whereby the shareholders' equity of the Company on a consolidated basis is 25% or less of the share capital. The Company is in the midst of formulating its regularisation plan to submit to Bursa Malaysia Securities Berhad.
  - d. On 26 July 2024, the Company submitted an application for an extension of time to submit its regularisation plan to Bursa Securities. As at the date of this report, the Company is waiting for Bursa Securities' decision for the extension of time and the Company is currently in the process of formulating the Proposed Regularisation plan for submission.

We were not able to obtain sufficient appropriate audit evidence in respect of the management plans or events disclosed in Note 2(b) to the financial statement.

The ability of the Group and of the Company to continue as going concern is highly dependent upon the successful and timely formulation and implementation of a regularisation plan and negotiation with the relevant financial institutions to restructure their bank borrowings which are currently in default. The Company is currently in the process of formulating such a plan.

The financial statements of the Group and of the Company do not include any adjustment and classification relating to the recorded assets and liabilities that may be necessary should the Group and the Company be unable to continue as going concerns.

## Independent Auditors' Report (Cont'd)

### To the Members of Ivory Properties Group Berhad

#### Report on the Audit of the Financial Statements (Cont'd)

#### Basis for Disclaimer of Opinion (Cont'd)

2. As disclosed in Note 2(b) to the financial statements, the Group has faced significant challenges in securing financing for its project development, resulting in the suspension of the Penang Times Square Phase 3 development project ("PTS3"). This suspension has led to a further extension of the project's estimated completion date. The Group has appointed a scheme advisor to assist in formulating a scheme of arrangement ("SOA") for one of its subsidiary company to address the outstanding liabilities as disclosed in Note 18(d) to the financial statements.

- a. The Group's has provided a provision for liquidated ascertained damages ("LAD") totalling RM60,044,000 in previous financial years based on initial estimated completion date of PTS3 and the Group has not made additional provision for LAD as the completion of PTS3 is uncertain pending the outcome of the court convened meeting ("CCM") under the proposed scheme of arrangement ("SOA").

We were unable to obtain sufficient appropriate audit evidence on the accuracy and completeness of the LAD and the likelihood of a successful outcome from the CCM. Accordingly, we are unable to determine whether any potential adjustments are necessary, if any, and whether the Group is obliged to fulfilled the LAD.

- b. The Group's financial statements include contract assets of RM11,776,000 arising from PTS3. PTS3 project is currently suspended and the completion of PTS3 is uncertain.

We were unable to obtain sufficient appropriate audit evidence in relation to the recoverability of the above balances. Therefore, we could not determine whether any potential adjustments are necessary, if any, and unable to confirm the veracity of the related information that may require disclosure in the financial statements of the Group.

3. As disclosed in Note 17, Note 32(a) and Note 32(b)(iii) to the financial statements, the Company has provided Corporate Guarantees for the banking facilities granted to subsidiary companies that were defaulted. In view of the lack of capacity of the subsidiaries to repay the aforementioned banking facilities, the Company may be required to assume the liabilities of the outstanding banking facilities of the subsidiary companies under the financial guarantee contracts. The Company has not been able to determine the fair value of the financial guarantee liabilities under MFRS 9 "Financial Instruments" in respect of the Corporate Guarantees provided to its subsidiaries.

We were unable to obtain sufficient appropriate audit evidence in relation to the fair value of financial guarantee contracts of the Company. Therefore, we could not determine the effect of adjustments, if any, on the financial statements of the Company as at 31 March 2024 or on its financial performance for the financial year then ended.

#### Responsibilities of Directors for the Financial Statements

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

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



## **Independent Auditors' Report (Cont'd)**

### **To the Members of Ivory Properties Group Berhad**

#### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our responsibility is to conduct an audit of the Group's and of the Company's financial statements in accordance with approved standards on auditing in Malaysia and International Standards on Auditing and to issue an auditors' report. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

#### *Independence and Other Ethical Requirements*

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 IESBA Code.

#### **Report on Other Legal and Regulatory Requirements**

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that we have not obtained all the information and explanations that we required for the matters as described in the *Basis for Disclaimer of Opinion*.

#### **Other Matters**

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

UHY  
Firm Number: AF1411  
Chartered Accountants

TEOH WEI YEIN  
Approved Number: 03655/04/2026 J  
Chartered Accountant

PENANG  
30 July 2024

# Statements of Financial Position

As At 31 March 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	4	16,187	17,133	16,046	16,468
Right-of-use assets	5	-	203	-	-
Investment properties	6	10,443	10,756	11,002	11,282
Investments in subsidiary companies	7	-	-	127,571	164,407
Investments in an associate	8	502	515	639	639
Inventories	9	84,341	183,950	-	-
Trade and other receivables	10	83,849	81,880	2,475	23,107
Deferred tax assets	11	574	4,333	-	-
		<u>195,896</u>	<u>298,770</u>	<u>157,733</u>	<u>215,903</u>
<b>Current assets</b>					
Inventories	9	47,042	59,828	-	4,900
Contract assets	12	12,015	11,524	-	-
Contract costs	12	6,053	6,182	-	-
Trade and other receivables	10	69,619	82,190	3,915	3,857
Tax recoverable		75	17	-	-
Short-term investments	13	6,676	14,316	-	-
Cash and bank balances	14	1,713	1,865	191	72
		<u>143,193</u>	<u>175,922</u>	<u>4,106</u>	<u>8,829</u>
<b>Total assets</b>		<u>339,089</u>	<u>474,692</u>	<u>161,839</u>	<u>224,732</u>

**Statements of Financial Position (Cont'd)**  
**As At 31 March 2024**

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>EQUITY</b>					
Share capital	15	226,440	226,440	226,440	226,440
Accumulated losses		(188,546)	(122,151)	(97,420)	(58,609)
<b>Total equity</b>		<b>37,894</b>	<b>104,289</b>	<b>129,020</b>	<b>167,831</b>
<b>LIABILITIES</b>					
<b>Non-current liabilities</b>					
Lease liabilities	16	-	97	-	-
Loans and borrowings	17	-	50,499	-	11,041
Trade and other payables	18	7,500	7,500	-	-
Deferred tax liabilities	11	377	772	-	-
		<b>7,877</b>	<b>58,868</b>	<b>-</b>	<b>11,041</b>
<b>Current liabilities</b>					
Contract liabilities	12	32,825	31,693	-	-
Lease liabilities	16	-	116	-	-
Loans and borrowings	17	83,112	68,540	11,115	1,700
Trade and other payables	18	176,710	206,342	21,051	43,517
Tax payable		671	4,844	653	643
		<b>293,318</b>	<b>311,535</b>	<b>32,819</b>	<b>45,860</b>
<b>Total liabilities</b>		<b>301,195</b>	<b>370,403</b>	<b>32,819</b>	<b>56,901</b>
<b>Total equity and liabilities</b>		<b>339,089</b>	<b>474,692</b>	<b>161,839</b>	<b>224,732</b>

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

# Statements of Profit or Loss And Other Comprehensive Income

For the Financial Year Ended 31 March 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Revenue	19	81,539	(19,975)	3,101	3,086
Cost of sales	20	(75,161)	(18,250)	-	-
<b>Gross profit/(loss)</b>		6,378	(38,225)	3,101	3,086
Other income		2,428	13,175	1,450	10,086
Administrative expenses		(19,422)	(21,293)	(9,111)	(9,920)
Selling and marketing expenses		(33)	(124)	(102)	(85)
Net (loss)/reversal on impairment of financial instruments		(10,458)	43	7,974	19,253
Other expenses		(37,284)	(61,493)	(41,977)	(122,817)
<b>Loss from operations</b>		(58,391)	(107,917)	(38,665)	(100,397)
Finance income	21	123	319	1,306	2,269
Finance costs	22	(8,849)	(15,095)	(1,452)	(2,403)
Share of loss in an associate, net of tax		(13)	(23)	-	-
<b>Loss before tax</b>	23	(67,130)	(122,716)	(38,811)	(100,531)
Taxation	24	735	(2,942)	-	217

**Statements of Profit or Loss And Other Comprehensive Income (Cont'd)**  
For the Financial Year Ended 31 March 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Loss for the financial year, representing total comprehensive expense for the financial year</b>		(66,395)	(125,658)	(38,811)	(100,314)
<b>Loss for the financial year, representing total comprehensive expense for the financial year attributable to:</b>					
Owners of the Company		(66,395)	(125,658)	(38,811)	(100,314)
<b>Loss per ordinary share</b>					
Basic (sen)	25	(13.55)	(25.64)		
Diluted (sen)	25	(13.55)	(25.64)		

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

# Statements of Changes In Equity

For the Financial Year Ended 31 March 2024

	Attributable to owners of the Company		
	Share capital RM'000	Accumulated losses RM'000	Total equity RM'000
<b>Group</b>			
At 1 April 2023	226,440	(122,151)	104,289
Loss for the financial year, representing total comprehensive expense for the financial year	-	(66,395)	(66,395)
At 31 March 2024	226,440	(188,546)	37,894
At 1 April 2022	226,440	3,507	229,947
Loss for the financial year, representing total comprehensive expense for the financial year	-	(125,658)	(125,658)
At 31 March 2023	226,440	(122,151)	104,289
<b>Company</b>			
At 1 April 2023	226,440	(58,609)	167,831
Loss for the financial year, representing total comprehensive expense for the financial year	-	(38,811)	(38,811)
At 31 March 2024	226,440	(97,420)	129,020
At 1 April 2022	226,440	41,705	268,145
Loss for the financial year, representing total comprehensive expense for the financial year	-	(100,314)	(100,314)
At 31 March 2023	226,440	(58,609)	167,831

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



# Statements of Cash Flows

For the Financial Year Ended 31 March 2024

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Cash flows from operating activities</b>					
Loss before tax		(67,130)	(122,716)	(38,811)	(100,531)
Adjustments for:					
Depreciation of:					
- property, plant and equipment		705	955	423	519
- right-of-use assets		87	196	-	-
- investment properties		313	312	280	280
Finance income		(123)	(319)	(1,306)	(2,269)
Finance costs		8,849	15,095	1,452	2,403
Gain on disposal of property, plant and equipment		(226)	(1,689)	(41)	(261)
Gain on modification of lease terms		(13)	(28)	-	-
Impairment losses on:					
- investments in subsidiary companies		-	-	36,836	95,055
- property, plant and equipment		-	1,136	-	1,166
Inventories written down		37,407	42,368	4,900	26,571
Net loss/(reversal) on impairment of financial instruments		10,458	(43)	(7,974)	(19,253)
Reversal of impairment losses on deposits		-	(8,000)	-	(8,000)
Share of loss in an associate, net of tax		13	23	-	-
Write off of:					
- inventories		-	15,492	-	-
- prepayments		-	1,103	-	-
- property, plant and equipment		242	409	-	1
Operating loss before working capital changes		(9,418)	(55,706)	(4,241)	(4,319)
Changes in working capital:					
Inventories		74,988	8,494	-	-
Contract assets		(491)	(135)	-	-
Contract costs		129	(450)	-	-
Trade and other receivables		144	(7,628)	28,548	30,691
Trade and other payables		(29,632)	67,872	(22,466)	(25,233)
Contract liabilities		1,132	2,830	-	-
Cash generated from operations		36,852	15,277	1,841	1,139
Tax refunded		-	-	10	-
Tax paid		(132)	(339)	-	-
Net cash from operating activities		36,720	14,938	1,851	1,139

**Statements of Cash Flows (Cont'd)**  
**For the Financial Year Ended 31 March 2024**

	Note	Group		Company	
		2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment		(1)	(346)	(1)	(8)
Interest received		123	319	1,306	2,269
Net of withdrawal of short-term investments		7,640	1,532	-	-
Proceeds from disposal of property, plant and equipment		226	2,020	41	342
Net cash from investing activities		7,988	3,525	1,346	2,603
<b>Cash flows from financing activities</b>					
Changes in pledged bank balances	14	175	-	-	-
Interest paid		(8,849)	(8,312)	(1,452)	(2,403)
Net repayment of term loans	27	(35,898)	(8,467)	(1,626)	(1,464)
Payment of lease liabilities	27	(84)	(193)	-	-
Repayment of hire purchase liabilities	27	(27)	(132)	-	(42)
Net cash used in financing activities		(44,683)	(17,104)	(3,078)	(3,909)
<b>Net increase/(decrease) in cash and cash equivalents</b>		25	1,359	119	(167)
<b>Cash and cash equivalents at beginning of the financial year</b>		(1,328)	(2,687)	72	239
<b>Cash and cash equivalents at end of the financial year</b>		(1,303)	(1,328)	191	72
<b>Cash and cash equivalents at end of the financial year comprise:</b>					
Cash and bank balances	14	1,713	1,865	191	72
Less: Pledged bank balances	14	-	(175)	-	-
Less: Bank overdrafts	17	(3,016)	(3,018)	-	-
		(1,303)	(1,328)	191	72

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

# Notes to The Financial Statements

31 March 2024

## 1. Corporate Information

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

The registered office of the Company is located at Suite 18.05, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Penang.

The principal place of business of the Company is located at Ivory Tower @ Penang Times Square, 81-11-1 Jalan Dato' Keramat, 10150 George Town, Penang.

The principal activities of the Company are investment holding and provision of management and marketing services. The principal activities of its subsidiary companies are disclosed in Note 7 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

## 2. Basis of Preparation

### (a) Statement of compliance

The financial statements of the Group and the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the requirements of the Companies Act 2016 in Malaysia.

#### Adoption of new and amended standards

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

MFRS 17	Insurance Contracts
Amendments to MFRS 17	Insurance Contracts
Amendments to MFRS 101 and MFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to MFRS 108	Definition of Accounting Estimates
Amendments to MFRS 112	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to MFRS 17	Initial Application of MFRS 17 and MFRS 9-Comparative Information
Amendments to MFRS 112	International Tax Reform - Pillar Two Model Rules

The adoption of the new and amendments to MFRSs did not have any significant impact on the financial statements of the Group and the Company, except for:

#### Amendments to MFRS 101 and MFRS Practice Statement 2 - Disclosure of Accounting Policies

The Group and the Company have adopted the amendments to MFRS 101 *Presentation of Financial Statements* and MFRS Practice Statement 2 *Materiality Practice Statement* for the first time in the current financial year. The amendments change the requirements in MFRS 101 *Presentation of Financial Statements* with regard to disclosure of accounting policies. The amendments replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

## Notes to the Financial Statements (Cont'd)

### 2. Basis of Preparation (Cont'd)

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

##### Amendments to MFRS 101 and MFRS Practice Statement 2 - Disclosure of Accounting Policies (Cont'd)

Amendments to MFRS 101 *Presentation of Financial Statements* are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

The amendments have no effect on the measurement, recognition or presentation of any items in the Group's and the Company's financial statements but affect the disclosure of accounting policies.

##### Amendments to MFRS 112 - International Tax Reform - Pillar Two Model Rules

The amendments to MFRS 112 *Income Taxes - International Tax Reform - Pillar Two Model Rules* provide a temporary mandatory exception from deferred tax accounting for the top-up tax that may arise from the jurisdictional adoption of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development ("OECD"), and require new disclosures about the Pillar Two tax exposure.

The mandatory exception is effective immediately and applies retrospectively. However, because no new legislation to implement the top-up tax was enacted or substantively enacted at 31 December 2022 in any jurisdiction in which the Group operates and no related deferred taxes were recognised at that date, the retrospective application has no impact on the Group's consolidated financial statements.

#### **Standards issued but not yet effective**

The Group and the Company have not applied the following new and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group and the Company:

		Effective dates for financial periods beginning on or after
Amendments to MFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to MFRS 101	Non-current Liabilities with Covenants	1 January 2024
Amendments to MFRS 107 and MFRS 7	Supplier Finance Arrangements	1 January 2024
Amendments to MFRS 121	Lack of Exchangeability	1 January 2025
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further noticed

The Group and the Company intend to adopt the above new and amendments to MFRSs when they become effective.

The initial application of the above-mentioned new and amendment to MFRSs are not expected to have any significant impacts on the financial statements of the Group and the Company.

## Notes to the Financial Statements (Cont'd)

### 2. Basis of Preparation (Cont'd)

#### (b) Basis of measurement

The financial statements of the Group and the Company have been prepared on the historical cost convention, unless otherwise indicated in the material accounting policies below and on the assumption that the Group and the Company will continue as going concerns.

The Directors have prepared the financial statements of the Group and of the Company on a going concern basis, notwithstanding that:

(i) The Group and the Company reported a net loss of RM66,395,000 (2023: RM125,658,000) and RM38,811,000 (2023: RM100,314,000) respectively for the financial year ended 31 March 2024 and as of 31 March 2024, the Group's and the Company's current liabilities exceeded their current assets by RM150,125,000 (2023: RM135,613,000) and RM28,713,000 (2023: RM37,031,000) respectively.

(ii) Since previous financial year, the Group and the Company had defaulted on repayment of principal and interests for term loan facilities from several financial institutions.

In addition, the Company, and two subsidiary companies Ivory Gleneary Sdn. Bhd. ("IGSB") and Ivory Residence Sdn. Bhd. ("IRSB") had received Statement of Claim and Writ of Summons in respect of a total sum of RM19,817,000 and RM14,011,000 during the financial year from a financial institution. The on-going legal proceedings against the subsidiary companies and the Company are disclosed in Note 32(b)(iii).

(iii) On 30 May 2024, the Company has triggered Para 2.1(a) of PN17 of the Bursa Malaysia Main Market Listing Requirements whereby the shareholders' equity of the Company on a consolidated basis is 25% or less of the share capital. The Company is in the midst of formulating its regularisation plan to submit to Bursa Malaysia Securities Berhad.

(iv) On 26 July 2024, the Company submitted an application for an extension of time to submit its regularisation plan to Bursa Securities. As at the date of this report, the Company is waiting for Bursa Securities' decision for the extension of time and the Company is currently in the process of formulating the Proposed Regularisation plan for submission.

These aforesaid conditions cast significant doubt on the Group's and the Company's ability to continue as going concerns. Nevertheless, the Group and the Company have prepared the financial statements by applying the going concern assumption in consideration of the plans/events as follows:

(i) The Group is currently looking for an interested party to dispose of a parcel of land held for future development.

(ii) The Group intends to dispose of its non-core assets, particularly an investment property to generate cash flow and pay off the outstanding financing under this asset.

(iii) The Group's property development and construction division is actively seeking new contracts to undertake construction, and project management services to generate revenue.

Following the execution of a joint development agreement by one of the subsidiaries of the Company during the financial year, as disclosed in Note 34(b) of the financial statements, the Group has signed several contracts to provide project management, sales and marketing, and project consultancy services for Crown Penang. Additionally, the Group aims to secure the construction work, as it enjoys the first right of refusal to be awarded the role of main contractor for Crown Penang. These contracts, along with the design and build role for a proposed Centralised Labour Quarter, have commenced during the financial year.

(iv) Ivory Residence Sdn. Bhd., a wholly-owned subsidiary of the Company, expects to receive a total sum of RM68,000,000 under the terms of the Deed of Termination ("DOT"). First tranches payment of RM10,650,000 was received in last financial year, with the remaining balance to be received according to the schedule outlined in the DOT.

## Notes to the Financial Statements (Cont'd)

### 2. Basis of Preparation (Cont'd)

#### (b) Basis of measurement (Cont'd)

- (v) As disclosed in Note 9 of the financial statements, as at 31 March 2024, the Group has inventories, comprising properties under construction and completed development properties at its carrying value of RM29,421,000 and RM17,621,000 respectively which are available for immediate sale to prospective property buyers. The Group will sell its properties under construction and completed development properties to generate cash to meet its operational need.
- (vi) The Group and the Company planned to regularise certain credit facilities by disposing of specific land for future development to raise funds for repaying outstanding loans.
- (vii) Besides the legal suit with Bank Islam Malaysia Berhad as disclosed in note 32(b)(iii) of the financial statements, the Group continued to have the support from its creditors and financiers. A total credit facilities of approximately RM38,000,000 was granted with lower monthly instalments or deferred payment arrangements to ease the Group's financial obligations. The bank overdrafts line of RM3,000,000 was also renewed during the year.
- (viii) The Group is working on resuming the development project for Penang Times Square Phase 3. Once the work resumes, it is expected to convert contract assets into cash flow in the normal course of business.
- (ix) The Group has continued financial support from its major shareholder, whom is also a Director of the Company to grant advances to meet shortfall in working capital requirements. As at 31 March 2024, the total amount due to this Director is RM13,022,000. The Director has indicated that he will continue to support the Group by providing the necessary financial assistance and will not recall the advances made to the Group to the extent that may affect the ability of the Group to continue as a going concern.
- (x) The Company is in the midst of formulating a regularisation plan to address the financial conditions of the Group and of the Company and believes that the proposed regularisation plan once formulated and implemented after obtaining the approval from relevant authorities, will enable the Group and the Company to generate sufficient cash flows to meet their obligations and continue to be sustainable and viable in their daily operations.
- (xi) Ivory Gleneary Sdn. Bhd. ("IGSB"), a wholly-owned subsidiary of the Company has appointed Baker Tilly Insolvency PLT to act as Scheme Advisor of IGSB to assist with a proposed Scheme of Arrangement ("SOA"). This SOA, in accordance with the provision of the Companies Act 2016, aims to restructure IGSB's outstanding liabilities, as disclose in Note 34(f) of the financial statement.

The ability of the Group and the Company to continue as going concerns will be highly dependent on the successful execution and completion of all the above plans/events, which are not all wholly within the control of the Group and the Company. The Directors have assessed the feasibility of the above plans and are confident that the plans will be successfully implemented.

As of the date the financial statements are authorised for issuance, the Directors are actively engaging with potential investors to develop the Company's Proposed Regularisation Plan to address its PN17 status. The Proposed Regularisation Plan involves injection of profitable projects to generate a consistent income stream for the Group and multiple fundraising exercise to provide the necessary cash flow to meet financial obligations.

If the proposed regularisation plan is not successfully formulated and executed within the stipulated timelines set of the regulator, the Group and the Company may not be able to continue as going concerns and, therefore, may not be able to realise their assets and discharge their liabilities in the normal course of business.



## Notes to the Financial Statements (Cont'd)

### 2. 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. All financial information is presented in RM and has been rounded to the nearest thousand except when otherwise stated.

#### (d) Significant accounting judgements, estimates and assumptions

The preparation of the Group's and the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

##### Judgements

The following are the judgements made by management in the process of applying the Group's and the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements:

##### Classification between investment properties and property, plant and equipment

The Group and the Company have developed certain criteria based on MFRS 140 *Investment Property* in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for administrative purposes.

If these portions could be sold separately (or leased out separately under a lease), the Group and the Company would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are significant that a property does not qualify as investment property.

##### Satisfaction of performance obligations in relation to contracts with customers

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method for recognising revenue. This assessment was made based on the terms and conditions of the contracts, and the provisions of relevant laws and regulations.

The Group recognises revenue over time in the following circumstances:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group does not create an asset with an alternative use to the Group and has an enforceable right to payment for performance completed to date; and
- (c) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point of time, the Group assesses each contract with customers to determine when the performance obligation of the Group under the contract is satisfied.

## Notes to the Financial Statements (Cont'd)

### 2. Basis of Preparation (Cont'd)

#### (d) Significant accounting judgements, estimates and assumptions (Cont'd)

##### Judgements (Cont'd)

###### Determining the lease term of contracts with renewal option - Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised.

The Group has several lease contracts that include extension options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew.

The Group includes the renewal period as part of the lease term for leases of office buildings with non-cancellable period included as part of the lease term as these are reasonably certain to be exercised because there will be a significant negative effect on operation if a replacement asset is not readily available.

##### Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below:

###### Useful lives/depreciation of property, plant and equipment, right-of-use ("ROU") assets and investment properties

The Group regularly reviews the estimated useful lives of property, plant and equipment, ROU assets and investment properties based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment, ROU assets and investment properties would increase the recorded depreciation and decrease the value of property, plant and equipment, ROU assets and investment properties.

The carrying amounts at the reporting date for property, plant and equipment, ROU assets and investment properties are disclosed in Notes 4, 5 and 6 respectively.

###### Impairment of investments in subsidiary companies

The Company reviews its investments in subsidiary companies when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. Estimating the recoverable amount requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to determine a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount at the reporting date for investments in subsidiary companies is disclosed in Note 7.

## Notes to the Financial Statements (Cont'd)

### 2. Basis of Preparation (Cont'd)

#### (d) Significant accounting judgements, estimates and assumptions (Cont'd)

##### Key sources of estimation uncertainty (Cont'd)

###### Impairment of property, plant and equipment and investment properties

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

The key assumptions used to determine the recoverable amounts are disclosed in Notes 4 and 6.

###### Deferred tax assets

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unused tax losses, unabsorbed capital allowances and other deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The carrying value of recognised and unrecognised deferred tax assets are disclosed in Note 11.

###### Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group and the Company estimate the net realisable value of inventories based on an assessment of expected sales prices. Demand levels and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's and the Company's products, the Group and the Company might be required to reduce the value of its inventories. Details of inventories are disclosed in Note 9.

###### Determination of transaction prices

The Group and the Company are required to determine the transaction price in respect of each of its contracts with customers. In making such judgement the Group and the Company assess the impact of any variable consideration in the contract, due to discounts or penalties, the existence of any significant financing component and any non-cash consideration in the contract.

There is no estimation required in determining the transaction price, as revenue from sale of goods and services are based on invoiced values or retail price. Discounts are not considered as they are not only given in rare circumstances.

## Notes to the Financial Statements (Cont'd)

### 2. Basis of Preparation (Cont'd)

#### (d) Significant accounting judgements, estimates and assumptions (Cont'd)

##### Key sources of estimation uncertainty (Cont'd)

###### Revenue from construction contracts

Construction revenue and costs are recognised over the period of the contract in the profit or loss by reference to the progress towards complete satisfaction of that performance obligation.

The progress towards complete satisfaction of performance obligation is measured based on the physical proportion of contract work-to-date certified by professional consultants. Significant judgement is required in determining the progress based on the certified work-to-date corroborated by the level of completion of the construction based on actual costs incurred to-date over the estimated total construction costs. The total estimated construction costs are based on approved budgets, which require assessments and judgements to be made on changes in, for example, work scope, changes in costs and costs to completion. In making the judgement, the Group evaluates based on past experience, the work of specialists and a continuous monitoring mechanism.

The details of construction contracts are disclosed in Note 12.

###### Revenue from property development contracts

Revenue is recognised when the control of the asset is transferred to the customers and, depending on the terms of the contract and the applicable laws governing the contract control of the asset may transfer over time or at a point in time.

If control of the asset transfers over time, the Group recognises property development revenue and costs over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation at the reporting date. This is measure based on the proportion of property development costs incurred for work performed up to end of the reporting period as a percentage of the estimated total property development costs of the contract.

Significant judgement are used to estimate these total property development costs to complete the contracts. In making these estimates, management relies on past experience, the work of specialists and a continuous monitoring mechanism.

The carrying amounts of assets and liabilities of the Group arising from property development activities are disclosed in Notes 9 and 12.

###### Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

###### Contingent liabilities

Determination of the treatment of contingent liabilities is based on management's view of the expected outcome of the contingencies after consulting legal counsel for litigation cases and internal and external experts to the Group and the Company for matters in the ordinary course of business. Details of contingent liabilities are disclosed in Note 32.

## Notes to the Financial Statements (Cont'd)

### 2. Basis of Preparation (Cont'd)

#### (d) Significant accounting judgements, estimates and assumptions (Cont'd)

##### Key sources of estimation uncertainty (Cont'd)

###### Income taxes

Judgement is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group and the Company recognise liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. As at 31 March 2024, the Group has tax recoverable and tax payable of RM75,000 (2023: RM17,000) and RM671,000 (2023: RM4,844,000) respectively and the Company has tax payable of RM653,000 (2023: RM643,000).

### 3. Material Accounting Policies

The material accounting policies set out below have been applied consistently to all periods presented in these financial statements and have been applied consistently by the Group and the Company, unless otherwise stated.

#### (a) Basis of consolidation

##### (i) Subsidiary companies

Subsidiary companies are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary company is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed in profit or loss as incurred.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured at its acquisition date fair value and the resulting gain or loss is recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date, if known, would have affected the amounts recognised at that date.

## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (a) Basis of consolidation (Cont'd)

##### (i) Subsidiary companies (Cont'd)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of MFRS 139 *Financial Instruments*, is measured at fair value with the changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated. Unrealised losses are eliminated only if there is no indication of impairment. Where necessary, accounting policies of subsidiary companies have been changed to ensure consistency with the policies adopted by the Group.

In the Company's separate financial statements, investments in subsidiary companies are stated at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts are recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

##### (ii) Changes in ownership interests in subsidiary companies without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary company is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

##### (iii) Disposal of subsidiary companies

If the Group loses control of a subsidiary company, the assets and liabilities of the subsidiary company, including any goodwill, and non-controlling interests are derecognised at their carrying value on the date that control is lost. Any remaining investment in the entity is recognised at fair value. The difference between the fair value of consideration received and the amounts derecognised and the remaining fair value of the investment is recognised as a gain or loss on disposal in profit or loss. Any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

##### (iv) Goodwill on consolidation

The excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary company acquired (ie. a bargain purchase), the gain is recognised in profit or loss.

Following the initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment annually or more frequent when there is objective evidence that the carrying value may be impaired.

## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Property, plant and equipment under construction are not depreciated until the assets are ready for its intended use.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Buildings	7 - 50 years
Office equipment, furniture and fittings	5 - 10 years
Site equipment and machinery	5 - 10 years
Motor vehicles	5 years
Renovation	10 years

#### (c) Leases

The ROU asset under cost model is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. The estimated useful lives of the ROU assets are determined on the same basis as those of property, plant and equipment as follows:

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

Lease payments associated with short term leases and leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of 12 months or less and do not contain a purchase option. Low value assets are those assets valued at less than RM20,000 each when purchased new.

#### (d) Investment properties

Investment properties are measured at cost, including transaction costs, less any accumulated depreciation and impairment losses.

Investment properties are depreciated on a straight-line basis to write down the cost of each asset to their residual values over their estimated useful lives. The estimated annual useful lives as follows:

Freehold buildings	50 years
Freehold residential lots	50 years
Freehold commercial retail lots	50 years

#### (e) Financial assets

Financial assets are recognised in the statements of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the financial instrument.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss ("FVTPL"), directly attributable transaction costs.



## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (e) Financial assets (Cont'd)

The Group and the Company determine the classification of their financial assets at initial recognition, and the categories include trade and other receivables, short-term investments and cash and bank balances.

##### (a) Financial assets at amortised cost

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

##### (b) Financial assets at fair value through other comprehensive income ("FVOCI")

###### Debt instruments

A debt security is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group and the Company may irrevocably elect to present subsequent changes in fair value in OCI on an investment-by-investment basis.

Financial assets categorised as FVOCI are subsequently measured at fair value, with unrealised gains and losses recognised directly in OCI and accumulated under fair value reserve in equity. For debt instruments, when the investment is derecognised or determined to be impaired, the cumulative gain or loss previously recorded in equity is reclassified to the profit or loss. For equity instruments, the gains or losses are never reclassified to profit or loss.

The Group and the Company have not designated any financial assets as FVOCI.

##### (c) Financial assets at fair value through profit or loss

All financial assets not classified as measured at amortised cost or FVOCI, as described above, are measured at FVTPL. This includes derivative financial assets (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument). On initial recognition, the Group and the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets categorised as FVTPL are subsequently measured at their fair value with gains or losses recognised in the profit or loss.

## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (e) Financial assets (Cont'd)

##### (c) Financial assets at fair value through profit or loss (Cont'd)

All financial assets, except for those measured at FVTPL and equity investments measured at FVOCI, are subject to impairment.

The Group and the Company has not designated any financial assets as FVTPL.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group and the Company commit to purchase or sell the asset.

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received for financial instrument is recognised in profit or loss.

#### (f) Financial liabilities

Financial liabilities are recognised when, and only when, the Group and the Company become a party to the contractual provisions of the financial instruments. All financial liabilities are recognised initially at fair value plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

#### (g) Inventories

Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

##### (i) Properties under construction

Properties under construction comprise costs associated with the acquisition of land and all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

Properties under construction not recognised as an expense are recognised as an asset, and are classified as current assets when they are expected to be realised within the normal operating cycle.

##### (ii) Completed developments properties

Cost of completed development properties is determined on a specific identification basis and includes cost of land, direct building costs and other related development costs.

##### (iii) Quota on low medium cost ("LMC") and affordable housing

The LMC and affordable housing quota represents the remaining tradable quota available to the Group and the Company granted by the local council arising from the Group's and the Company's development of low and medium cost housing projects as well as quota acquired from external parties.

## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (h) Construction contracts

Construction contracts are contract specifically negotiated for the construction of an asset or a combination of assets that are closely interrelated or interdependent in terms of their design, technology and functions or their ultimate purpose of use.

Cost incurred to fulfil the contracts, comprising cost of direct materials, direct labour, other direct costs, attributable overheads and payments to subcontractors are recognised as an asset and amortised over to profit or loss systematically to reflect the transfer of the contracted service to the customer.

The Group and the Company uses the efforts or inputs to the satisfaction of the performance obligations to determine the appropriate amount to recognised in a given period. This is measured by reference to the contract costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract. Costs incurred in the financial year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as inventories, prepayments or other assets, depending on their nature. When the carrying amount of the asset exceeds the remaining amount of consideration that the Group expects to receive in exchange of the contracted asset, an impairment loss is recognised in profit or loss.

The Group presents as an asset the gross amount due from customers for contract work in progress for which costs incurred plus recognised profits (less recognised losses) exceed contract liabilities. Contract liabilities not yet paid by customers and retention monies are included within receivables and contract assets. The Group presents as a liability the gross amount due to customers for contract work for all contracts in progress for which contract liabilities exceed costs incurred plus recognised profits (less recognised losses).

#### (i) Contract assets and contract liabilities

Contract asset is the right to consideration for goods or services transferred to the customers. The Group's contract asset is the excess of revenue recognised over the billings to-date and deposits or advances received from customers.

Where there is objective evidence of impairment, the amount of impairment losses is determined by comparing the contract asset's carrying amount and the present value of estimated future cash flows to be generated by the contract asset.

Contract asset is reclassified to trade receivables at the point at which invoices have been billed to customers.

Contract liability is the obligation to transfer goods or services to customers for which the Group has received the consideration or has billed the customers. The Group's contract liability is the excess of the billings to-date over the revenue recognised. Contract liabilities are recognised as revenue when the Group performs its obligation under the contracts.

#### (j) Contract costs

##### (i) Incremental cost of obtaining a contract

The Group recognises incremental costs of obtaining contracts when the Group expects to recover these costs.

##### (ii) Costs to fulfil a contract

The Group recognises a contract cost that relates directly to a contract or to an anticipated contract as an asset when the cost generates or enhances resources of the Group, will be used in satisfying performance obligations in the future and it is expected to be recovered.

These contracts costs are initially measured at cost and amortised on a systematic basis that is consistent with the pattern of revenue recognition to which the assets relates. An impairment loss is recognised in the profit or loss when the carrying amount of the contract cost exceeds the expected revenue less expected cost that will be incurred. Where the impairment condition no longer exists or has improved, the impairment loss is reversed to the extent that the carrying amount of the contracts cost does not exceed the amount that would have been recognised had there been no impairment loss recognised previously.

## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (k) Impairment of assets

##### (i) Non-financial assets

The carrying amounts of non-financial assets (except for inventories, contract assets and deferred tax assets) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives, or that are not yet available for use, the recoverable amount is estimated each period at the same time.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units. Subject to operating segment ceiling test, for the purpose of goodwill impairment testing, cash-generating units to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to a cash-generating unit or a group of cash-generating units that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or cash-generating unit is the greater of its value-in-use and its fair value less costs of disposal. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

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

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

##### (ii) Financial assets

The Group and the Company recognise an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months ("a 12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default ("a lifetime ECL").

## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (k) Impairment of assets (Cont'd)

##### (ii) Financial assets (Cont'd)

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has performed its assessment based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. In making this assessment, the Group also takes into consideration that it would maintain its name as the registered owner of the properties until full settlement is made by the purchasers or the purchasers' end-financiers.

#### (l) Provisions

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each end of the reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. The expense relating to any provision is presented in the statements of profit or loss and other comprehensive income net of any reimbursement.

#### Warranties

Provisions for the expected cost of warranty obligations are recognised at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

#### (m) Revenue and other income recognition

##### (i) Revenue from contracts with customers

Revenue is recognised when the Group and the Company satisfied a performance obligation ("PO") by transferring a promised good or services to the customer, which is when the customer obtains control of the good or service. A PO may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied PO.

The Group and the Company recognise revenue from the following major sources:

##### (a) Revenue from property development

The Group recognises revenue from property development over time when control over the property has been transferred to the customers. The properties have no alternative use to the Group due to contractual restriction and the Group has an enforceable right to payment for performance completed to date. Revenue from property development is measured at the fixed transaction price under the sales and purchase agreement.

Revenue is recognised over the period of the contract using input method (or cost-to-cost method) to measure the progress towards complete satisfaction of the performance obligations under the sale and purchase agreement, i.e. based on the proportion of property development costs incurred for work performed up to the end of the reporting period as a percentage of the estimated total costs of development of the contract.

## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (m) Revenue and other income recognition (Cont'd)

##### (i) Revenue from contracts with customers (Cont'd)

##### (a) Revenue from property development (Cont'd)

The Group becomes entitled to invoice customers for construction of promised properties based on achieving a series of performance-related milestones (i.e. progress billing). The Group will previously has recognised a contract asset for any work performed. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the progress billing exceeds the revenue recognised to date, the Group recognises a contract liability for the difference. There is not considered to be a significant financing component in contracts with customers as the period between the recognition of revenue and the progress billing is always less than one year.

Revenue from sales of completed properties is recognised at a point in time, being when the control of the properties has been passed to the purchasers. And, it is probable that the Group will collect the considerations to which it will be entitled to in exchange for the properties sold.

The Group provides warranties for general repairs of defects as required by law. These assurance-type warranties are accounted for under MFRS 137 *Provision, Contingent Liabilities and Contingent Assets*, please refer to accounting policy on warranty provisions in Note 3(l) to the financial statements.

##### (b) Revenue from construction contracts

The Group recognises revenue from construction contracts over time when control over the asset has been transferred to the customers. The assets have no alternative use to the Group due to contractual restriction and the Group has an enforceable right to payment for performance completed to date. Revenue from construction contracts is measured at the transaction price agreed under the construction contracts.

Revenue is recognised over the period of the contract using the output method to measure the progress towards complete satisfaction of the performance obligations under the construction contract, i.e. based on the level of completion of the physical proportion of contract work to date, certified by professional consultants.

The Group becomes entitled to invoice customers for construction of promised asset based on achieving a series of performance-related milestones (i.e. progress billing). The Group previously have recognised a contract asset for any work performed. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the progress billing exceeds the revenue recognised to date, the Group recognises a contract liability for the difference. There is not considered to be a significant financing component in contracts with customers as the period between the recognition of revenue and the progress billing is always less than one year.

The Group provides warranties for general repairs of defects existed at the time of sale. These assurance-type warranties are accounted for under MFRS 137 *Provision, Contingent Liabilities and Contingent Assets*, please refer to accounting policy on warranty provisions in Note 3(l) to the financial statements.

##### (c) Rendering of services

Revenue from project management fees and management fees from subsidiary companies are recognised in the reporting period in which the services are rendered, which simultaneously received and consumes the benefits provided by the Group and the Company, and the Group and the Company have a present right to payment for the services.

## Notes to the Financial Statements (Cont'd)

### 3. Material Accounting Policies (Cont'd)

#### (m) Revenue and other income recognition (Cont'd)

##### (ii) Rental income

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

##### (iii) Interest income

Interest income is recognised on accruals basis using the effective interest method.

#### (n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

#### (o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-makers are responsible for allocating resources and assessing performance of the operating segments and make overall strategic decisions. The Group's operating segments are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

#### (p) Contingencies

Where it is not probable that an inflow or an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the asset or the obligation is disclosed as a contingent asset or contingent liability, unless the probability of inflow or outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent assets or contingent liabilities unless the probability of inflow or outflow of economic benefits is remote.

#### (q) Statement of cash flows

The Group and the Company adopts the indirect method in the preparation of the statement of cash flows.



Notes to the Financial Statements (Cont'd)

4. Property, Plant and Equipment

Group 2024 Cost	Buildings RM'000	Office equipment, furniture and fittings RM'000	Site equipment and machinery RM'000	Motor vehicles RM'000	Renovation RM'000	Capital work-in- progress RM'000	Total RM'000
At 1 April	36,062	6,352	11,072	4,232	486	757	58,961
Additions	-	1	-	-	-	-	1
Disposals	-	(5)	(10)	(525)	-	-	(540)
Written off	-	-	-	-	(447)	-	(447)
At 31 March	36,062	6,348	11,062	3,707	39	757	57,975
<b>Accumulated depreciation</b>							
At 1 April	7,755	5,935	10,620	4,209	76	-	28,595
Charge for the financial year	332	155	30	20	168	-	705
Disposals	-	(5)	(10)	(525)	-	-	(540)
Written off	-	-	-	-	(205)	-	(205)
At 31 March	8,087	6,085	10,640	3,704	39	-	28,555
<b>Accumulated impairment losses</b>							
At 1 April/31 March	12,097	-	379	-	-	757	13,233
<b>Carrying amount</b>							
At 31 March	15,878	263	43	3	-	-	16,187

## Notes to the Financial Statements (Cont'd)

## 4. Property, Plant and Equipment (Cont'd)

<b>Group 2023 Cost</b>	<b>Buildings RM'000</b>	<b>Office equipment, furniture and fittings RM'000</b>	<b>Site equipment and machinery RM'000</b>	<b>Motor vehicles RM'000</b>	<b>Renovation RM'000</b>	<b>Capital work-in- progress RM'000</b>	<b>Total RM'000</b>
At 1 April	36,374	6,439	25,894	6,554	451	864	76,576
Additions	-	3	-	3	13	327	346
Disposals	(312)	(25)	(11,801)	(2,325)	-	-	(14,463)
Written off	-	(65)	(3,021)	-	(412)	-	(3,498)
Reclassification	-	-	-	-	434	(434)	-
At 31 March	36,062	6,352	11,072	4,232	486	757	58,961
<b>Accumulated depreciation</b>							
At 1 April	7,490	5,835	25,021	6,291	224	-	44,861
Charge for the financial year	339	186	183	162	85	-	955
Disposals	(74)	(24)	(11,790)	(2,244)	-	-	(14,132)
Written off	-	(62)	(2,794)	-	(233)	-	(3,089)
At 31 March	7,755	5,935	10,620	4,209	76	-	28,595
<b>Accumulated impairment losses</b>							
At 1 April	12,097	-	-	-	-	-	12,097
Charge for the financial year	-	-	379	-	-	757	1,136
At 31 March	12,097	-	379	-	-	757	13,233
<b>Carrying amount</b>							
At 31 March	16,210	417	73	23	410	-	17,133

**Notes to the Financial Statements (Cont'd)**

**4. Property, Plant and Equipment (Cont'd)**

<b>Company 2024 Cost</b>	<b>Buildings RM'000</b>	<b>Office equipment, furniture and fittings RM'000</b>	<b>Site equipment and machinery RM'000</b>	<b>Motor vehicles RM'000</b>	<b>Capital work-in- progress RM'000</b>	<b>Total RM'000</b>
At 1 April	22,444	1,023	619	2,378	787	27,251
Additions	-	1	-	-	-	1
Disposals	-	-	-	(151)	-	(151)
At 31 March	22,444	1,024	619	2,227	787	27,101
<b>Accumulated depreciation</b>						
At 1 April	4,034	767	240	2,376	-	7,417
Charge for the financial year	332	90	-	1	-	423
Disposals	-	-	-	(151)	-	(151)
At 31 March	4,366	857	240	2,226	-	7,689
<b>Accumulated impairment losses</b>						
At 1 April/31 March	2,200	-	379	-	787	3,366
<b>Carrying amount</b>						
At 31 March	15,878	167	-	1	-	16,046

## Notes to the Financial Statements (Cont'd)

## 4. Property, Plant and Equipment (Cont'd)

<b>Company 2023 Cost</b>	<b>Buildings RM'000</b>	<b>Office equipment, furniture and fittings RM'000</b>	<b>Site equipment and machinery RM'000</b>	<b>Motor vehicles RM'000</b>	<b>Capital work-in- progress RM'000</b>	<b>Total RM'000</b>
At 1 April	22,444	1,023	619	3,775	787	28,648
Additions	-	5	-	3	-	8
Disposals	-	-	-	(1,400)	-	(1,400)
Written off	-	(5)	-	-	-	(5)
At 31 March	22,444	1,023	619	2,378	787	27,251
<b>Accumulated depreciation</b>						
At 1 April	3,702	672	220	3,627	-	8,221
Charge for the financial year	332	99	20	68	-	519
Disposals	-	-	-	(1,319)	-	(1,319)
Written off	-	(4)	-	-	-	(4)
At 31 March	4,034	767	240	2,376	-	7,417
<b>Accumulated impairment losses</b>						
At 1 April	2,200	-	-	-	-	2,200
Charge for the financial year	-	-	379	-	787	1,166
At 31 March	2,200	-	379	-	787	3,366
<b>Carrying amount</b>						
At 31 March	16,210	256	-	2	-	16,468

## Notes to the Financial Statements (Cont'd)

### 4. Property, Plant and Equipment (Cont'd)

(a) Security

At 31 March 2024, buildings of the Group and of the Company with a carrying amount of RM15,878,000 (2023: RM16,210,000) have been pledged to secure banking facilities granted to the Group and to the Company as disclosed in Note 17 to the financial statements.

(b) Impairment loss

In the previous financial year, an impairment loss of RM1,136,000 was recognised on the Group's site equipment and machinery and capital work-in-progress and RM1,166,000 was recognised on the Company's site equipment and machinery and capital work-in-progress. The impairment loss is included in other expenses.

### 5. Right-of-Use Assets

	<b>Office buildings RM'000</b>
<b>Group</b>	
<b>2024</b>	
<b>Cost</b>	
At 1 April	348
Modification of lease terms	(348)
	<hr/>
At 31 March	-
	<hr/>
<b>Accumulated depreciation</b>	
At 1 April	145
Charge for the financial year	87
Modification of lease terms	(232)
	<hr/>
At 31 March	-
	<hr/>
<b>Carrying amount</b>	
At 31 March	-
	<hr/>

**Notes to the Financial Statements (Cont'd)****5. Right-of-Use Assets (Cont'd)**

	<b>Office buildings RM'000</b>
<b>Group</b>	
<b>2023</b>	
<b>Cost</b>	
At 1 April	950
Modification of lease terms	(602)
	<hr/>
At 31 March	348
	<hr/>
<b>Accumulated depreciation</b>	
At 1 April	320
Charge for the financial year	196
Modification of lease terms	(371)
	<hr/>
At 31 March	145
	<hr/>
<b>Carrying amount</b>	
At 31 March	203
	<hr/>

The Group leases office buildings that runs for a period between 2 to 3 years, with an option to renew the lease after that date.

**6. Investment Properties**

	<b>Freehold buildings RM'000</b>	<b>Freehold residential lots RM'000</b>	<b>Freehold commercial retail lots RM'000</b>	<b>Total RM'000</b>
<b>Group</b>				
<b>2024</b>				
<b>Cost</b>				
At 1 April/31 March	12,069	130	3,118	15,317
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Accumulated depreciation</b>				
At 1 April	2,638	52	962	3,652
Charge for the financial year	273	3	37	313
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March	2,911	55	999	3,965
	<hr/>	<hr/>	<hr/>	<hr/>

## Notes to the Financial Statements (Cont'd)

### 6. Investment Properties (Cont'd)

	<b>Freehold buildings RM'000</b>	<b>Freehold residential lots RM'000</b>	<b>Freehold commercial retail lots RM'000</b>	<b>Total RM'000</b>
<b>Group</b>				
<b>2024 (Cont'd)</b>				
<b>Accumulated impairment losses</b>				
At 1 April/31 March	-	-	909	909
<b>Carrying amount</b>				
At 31 March	9,158	75	1,210	10,443
<b>2023</b>				
<b>Cost</b>				
At 1 April/31 March	12,069	130	3,118	15,317
<b>Accumulated depreciation</b>				
At 1 April	2,365	50	925	3,340
Charge for the financial year	273	2	37	312
At 31 March	2,638	52	962	3,652
<b>Accumulated impairment losses</b>				
At 1 April/31 March	-	-	909	909
<b>Carrying amount</b>				
At 31 March	9,431	78	1,247	10,756



## Notes to the Financial Statements (Cont'd)

### 6. Investment Properties (Cont'd)

	<b>Freehold buildings RM'000</b>
<b>Company</b>	
<b>2024</b>	
Cost	
At 1 April/31 March	14,000
<b>Accumulated depreciation</b>	
At 1 April	2,718
Charge for the financial year	280
At 31 March	2,998
<b>Carrying amount</b>	
At 31 March	11,002
<b>2023</b>	
Cost	
At 1 April/31 March	14,000
<b>Accumulated depreciation</b>	
At 1 April	2,438
Charge for the financial year	280
At 31 March	2,718
<b>Carrying amount</b>	
At 31 March	11,282

Investment properties comprise a number of buildings, residential lots and commercial retail lots that are leased to third parties or are currently vacant. No contingent rents are charged. The carrying amount of freehold buildings of the Company is higher than the Group as they were acquired from a subsidiary at a higher cost.

At 31 March 2024, investment properties of the Group and of the Company with a carrying amount of RM9,158,000 (2023: RM9,431,000) and RM11,002,000 (2023: RM11,282,000) respectively, have been pledged to secure banking facilities granted to the Group and to the Company as disclosed in Note 17 to the financial statements.

## Notes to the Financial Statements (Cont'd)

### 6. Investment Properties (Cont'd)

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

	<b>Group</b>	
	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>
Lease income	643	611
Direct operating expenses:		
- income generating investment properties	599	589
- non-income generating investment properties	39	39
	<hr/>	<hr/>
	<b>Company</b>	
	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>
Lease income	547	515
Direct operating expenses:		
- income generating investment properties	557	539
	<hr/>	<hr/>

#### Operating lease payments receivable

The operating lease payments to be received are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>
Less than one year	605	559	554	504
One to two years	567	511	554	504
Two to three years	557	504	554	504
	<hr/>	<hr/>	<hr/>	<hr/>
Total undiscounted lease payments	1,729	1,574	1,662	1,512
	<hr/>	<hr/>	<hr/>	<hr/>

#### Fair value information

Fair value of investment properties is categorised as follows:

	<b>2024</b>	<b>2023</b>
	<b>Level 3</b> <b>RM'000</b>	<b>Level 3</b> <b>RM'000</b>
Group		
Investment properties	18,040	18,040
	<hr/>	<hr/>
Company		
Investment properties	14,000	14,000
	<hr/>	<hr/>

## Notes to the Financial Statements (Cont'd)

### 6. Investment Properties (Cont'd)

#### Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the investment properties. The valuation technique used in the determination of fair value within Level 3 is as follows:

Description of valuation technique and inputs used	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
--	---------------------------------	---

Sales comparison approach:

This approach entails comparing the property with similar properties that were sold. The characteristics, merits and demerits of these properties are noted and appropriate adjustments thereof are then made to arrive at the value of the investment properties.	Price per square feet (RM394 - RM2,446) (2023: RM394 - RM2,446)	The estimated fair value would increase/(decrease) if the price per square feet is higher/(lower).
--	---	--

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

The fair value of investment properties is determined using the following key methods:

- Latest available market information and recent experience and knowledge in the location and category of property being valued;
- Comparison of the Group's and of the Company's investment properties with similar properties that were published for sale within the same locality or other comparable localities; and
- Enquiries from external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued.

### 7. Investments in Subsidiary Companies

	Company	
	2024 RM'000	2023 RM'000
In Malaysia:		
At cost		
Unquoted shares	152,396	152,396
Less: Accumulated impairment losses	(118,119)	(101,320)
	<hr/> 34,277	<hr/> 51,076
Unquoted redeemable preference shares	182,324	182,324
Less: Accumulated impairment losses	(89,030)	(68,993)
	<hr/> 93,294	<hr/> 113,331
	<hr/> 127,571	<hr/> 164,407

## Notes to the Financial Statements (Cont'd)

### 7. Investments in Subsidiary Companies (Cont'd)

Movements in the accumulated impairment losses are as follows:

	Company	
	2024 RM'000	2023 RM'000
At 1 April	170,313	75,258
Impairment losses recognised	36,836	95,055
	207,149	170,313
At 31 March	207,149	170,313

(a) Acquisition of preference shares in subsidiary companies

In the previous financial year

- (i) On 30 April 2022, the Company subscribed additional 280,000 Redeemable Preference Shares out of 280,000 new Redeemable Preference Shares in Ivory Indah Sdn. Bhd. for RM28,000,000 by set off against amount due from Ivory Indah Sdn. Bhd. to the Company.
- (ii) On 30 April 2022, the Company subscribed additional 680,000 Redeemable Preference Shares out of 680,000 new Redeemable Preference Shares in Sunlink Properties Sdn. Bhd. for RM68,000,000 by set off against amount due from Sunlink Properties Sdn. Bhd. to the Company.
- (iii) On 30 April 2022, the Company subscribed additional 440,000 Redeemable Preference Shares out of 440,000 new Redeemable Preference Shares in Ivory Residence Sdn. Bhd. for RM44,000,000 by set off against amount due from Ivory Residence Sdn. Bhd. to the Company. On 31 December 2022, the Company redeemed 77,000 Redeemable Preference Shares at redemption price of RM100 per Redeemable Preference Share, totalling RM7,700,000.

(b) Written off

On 25 October 2023, the Company has written off the cost on investment in G Ivory Sdn. Bhd., Ivory World City Sdn. Bhd. and Ikhlas Johan Sdn. Bhd., as a result of the successful struck off of the subsidiary from the Registrar.

(c) Impairment loss

During the financial year, an impairment loss of RM36,836,000 (2023: RM95,055,000) was recognised as the recoverable amounts of certain investments in subsidiary companies are assessed to be lower than their carrying amounts. The recoverable amounts of RM89,441,000 (2023: RM28,718,000) were estimated based on fair value less costs of disposal as these subsidiary companies currently have no operations temporarily.

The fair value less costs of disposal of the cash generating unit ("CGU") is determined based on the carrying amounts of the tangible net assets, adjusted upwards to cater for the market values of inventories. The market values of the inventories, comprising properties, are determined using market approach by an external, independent property valuer, having appropriate recognised professional qualifications and recent experience in the location and category of the properties being valued.

The key assumption used by the property valuer in determining the fair value less costs of disposal is the adjustment for the market value of the land which is determined based on historical sales price of comparable land and buildings 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 feet.

## Notes to the Financial Statements (Cont'd)

### 7. Investments in Subsidiary Companies (Cont'd)

#### (c) Impairment loss (Cont'd)

The fair value measurement for the fair value less costs of disposal is categorised as a Level 3 fair value based on the inputs in the valuation techniques used.

Reasonably possible changes to the key assumption would not result in the carrying amount of the CGU exceeding the fair value less costs of disposal of the CGU.

The impairment loss is included in other expenses.

Details of the subsidiary companies are as follows:

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2024	2023	
Ivory Associates Sdn. Bhd. ("IASB")	Malaysia	100	100	Property development and construction activities
Ivory Gleneary Sdn. Bhd. ("IGSB")	Malaysia	100	100	Property development
Ivory Square Sdn. Bhd. ("ISSB")	Malaysia	100	100	Property development
Ivory Meadows Sdn. Bhd. ("IMSB")	Malaysia	100	100	Property development
Ivory Property Management Services Sdn. Bhd. ("IPMS")	Malaysia	100	100	Property management services
G & A Consultancy Sdn. Bhd. ("G&A")	Malaysia	100	100	Engineering and architectural consultancy services, graphic design services, project management, and sales administrative services
Ivory Indah Sdn. Bhd. ("IISB")	Malaysia	100	100	Property holding for future development
Ivory Furniture & Interior Sdn. Bhd. ("IFSB")	Malaysia	100	100	Interior designer and contractor in interior decoration and furnishing
Ivory Times Square Sdn. Bhd. ("ITS")	Malaysia	100	100	Property development
Ivory Utilities Sdn. Bhd. ("IUSB")	Malaysia	100	100	Investment holding and property development
Sunlink Properties Sdn. Bhd. ("Sunlink")	Malaysia	100	100	Property development
Ivory Media Sdn. Bhd. ("IMD")	Malaysia	100	100	Graphic design services

## Notes to the Financial Statements (Cont'd)

### 7. Investments in Subsidiary Companies (Cont'd)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business/ Country of incorporation	Effective interest (%)		Principal activities
		2024	2023	
Ivory Residence Sdn. Bhd. ("IRSB")	Malaysia	100	100	Property development and construction activities
Ivory View Sdn. Bhd. ("IWSB")	Malaysia	100	100	Property development and construction activities
Ivory Villas Sdn. Bhd. ("IVSB")	Malaysia	100	100	Property development
TTG Holdings Sdn. Bhd. ("TTGH")	Malaysia	100	100	Investment holding
Ivory Place Sdn. Bhd. ("IPSB")	Malaysia	100	100	Dormant
Alshem Development Sdn. Bhd. ("ADSB")	Malaysia	100	100	Property development
Ivory Continental Sdn. Bhd. ("ICSB")	Malaysia	100	100	Property development
G Ivory Sdn. Bhd. ("G Ivory")*	Malaysia	-	100	Dormant
Ivory World City Sdn. Bhd. ("IWC")*	Malaysia	-	100	Dormant
Ikhlas Johan Sdn. Bhd. ("IJSB")*	Malaysia	-	100	Investment holding
<b>Subsidiary company of IASB</b>				
Tanjong Tokong Garden Development Sendirian Berhad ("TTGD")	Malaysia	100	100	Property development

\* These subsidiaries have been successfully struck off during the financial year.

### 8. Investments in an Associate

	Group	
	2024 RM'000	2023 RM'000
Investment in shares	639	639
Share of post-acquisition reserves	(137)	(124)
	502	515

**Notes to the Financial Statements (Cont'd)****8. Investments in an Associate (Cont'd)**

	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
Investment in shares	639	639

Details of the associate are as follows:

<b>Name of company</b>	<b>Place of business/ Country of incorporation</b>	<b>Effective interest (%)</b>		<b>Principal activities</b>
		<b>2024</b>	<b>2023</b>	
Park Vue Realty Sdn. Bhd. ("PVR")	Malaysia	45	45	Investment holding and money lenders

The associate is not material to the Group and hence, no further information is disclosed.

**9. Inventories**

	<b>Note</b>	<b>Group</b>	
		<b>2024</b>	<b>2023</b>
		<b>RM'000</b>	<b>RM'000</b>
<b>Non-current</b>			
<i>At cost:</i>			
Properties under construction	(a)	-	181,175
<i>At net realisable value:</i>			
Properties under construction	(a)	84,341	2,775
		<u>84,341</u>	<u>183,950</u>
<b>Current</b>			
<i>At cost:</i>			
Properties under construction	(a)	29,421	29,498
Completed development properties	(b)	432	4,721
		<u>29,853</u>	<u>34,219</u>
<i>At net realisable value:</i>			
Completed development properties	(b)	17,189	20,709
LMC and affordable quota	(c)	-	4,900
		<u>17,189</u>	<u>25,609</u>
		<u>47,042</u>	<u>59,828</u>
		<u>131,383</u>	<u>243,778</u>



## Notes to the Financial Statements (Cont'd)

### 9. Inventories (Cont'd)

	Note	Company	
		2024 RM'000	2023 RM'000
<b>Current</b>			
<i>At net realisable value:</i>			
LMC and affordable quota	(c)	-	4,900

(a) Properties under construction

IGSB is experiencing delays in completing its on-going development, Penang Times Square Phase 3 (“PTS3”) amounting to RM29,421,000 (2023: RM29,498,000), which the completion stage of the PTS3 is at 89.5% (2023: 89.5%). In response to this situation, IGSB appointed a scheme advisor to assist IGSB in formulating a scheme of arrangement (“SOA”) to address IGSB’s outstanding liabilities. The details of the proposed SOA have been disclosed in Note 34(f) to the financial statements.

Properties under joint development agreements

Included in properties under construction are properties development cost incurred pursuant to joint development agreements (“JDAs”) with third parties amounting to Nil (2023: RM2,620,000). The Group is given power of attorney to develop the lands in accordance to the terms of the JDAs.

Development costs written down/off

During the financial year, the Group has written down certain development costs amounting to RM32,507,000 (2023: written off of RM15,492,000), which were recognised in other expenses of the Group.

Security

At 31 March 2024, properties under construction of the Group with a carrying amount of RM113,762,000 (2023: RM188,488,000) have been pledged to secure banking facilities granted to the Group as disclosed in Note 17 to the financial statements.

(b) Completed development properties

In the previous financial years, the Group has written down certain completed development properties to their net realisable value to cater for downward revision in selling prices to stimulate demand in light of the current economic and financial situation of the Group. Completed development properties written down amounting to RM5,897,000 was recognised in other expenses of the Group.

Security

At 31 March 2024, completed development properties of the Group with a carrying amount of RM7,528,000 (2023: RM7,538,000) have been pledged to secure banking facilities granted to the Group as disclosed in Note 17 to the financial statements.

Completed development properties subject to operating lease

Completed development properties comprise a number of commercial retail lots that are leased to third parties. These commercial retail lots are intended for sale but temporarily rented out while the Group locates prospective buyers.

The following are recognised in profit or loss:

	Group	
	2024 RM'000	2023 RM'000
Lease income	317	673

**Notes to the Financial Statements (Cont'd)****9. Inventories (Cont'd)**

(b) Completed development properties (Cont'd)

Completed development properties subject to operating lease (Cont'd)

The operating lease payments to be received are as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
Less than one year	184	251
One to two years	92	99
Two to three years	47	-
	323	350
	323	350

(c) LMC and affordable quota

The Group and the Company has written down certain LMC and affordable quota to their net realisable value to cater for downward revision in selling prices to stimulate demand in light of the current economic and financial situation of the Company. LMC and affordable quota written down amounting to RM4,900,000 and RM4,900,000 (2023: RM36,471,000 and RM26,571,000) respectively, was recognised in other expenses of the Group and of the Company.

**10. Trade and Other Receivables**

		<b>Group</b>	
	<b>Note</b>	<b>2024</b>	<b>2023</b>
		<b>RM'000</b>	<b>RM'000</b>
<b>Non-current</b>			
<b>Non-trade</b>			
Other receivables		3,000	-
Deposits	(a)	41,160	42,193
Prepayments	(b)	39,689	39,687
		83,849	81,880
		83,849	81,880
<b>Current</b>			
<b>Trade</b>			
Trade receivables	(c)	67,995	70,074
Less: Accumulated impairment losses		(4)	(4)
		67,991	70,070
		67,991	70,070

## Notes to the Financial Statements (Cont'd)

### 10. Trade and Other Receivables (Cont'd)

	Note	Group	
		2024 RM'000	2023 RM'000
<b>Non-trade</b>			
Other receivables		11,593	11,598
Less: Accumulated impairment losses		(10,971)	(513)
		622	11,085
Amount due from an associate	(d)	30	23
Amount due from a related party	(e)	40	17
Deposits		936	995
		1,628	12,120
		69,619	82,190
		153,468	164,070
<b>Company</b>			
	Note	2024 RM'000	2023 RM'000
<b>Non-current</b>			
<b>Non-trade</b>			
Amounts due from subsidiary companies	(f)	5,771	35,025
Less: Accumulated impairment losses		(3,796)	(12,418)
		1,975	22,607
Deposits		500	500
		2,475	23,107
<b>Current</b>			
<b>Trade</b>			
Amounts due from subsidiary companies	(f)	2,300	3,386
Less: Accumulated impairment losses		(1,259)	(923)
		1,041	2,463

**Notes to the Financial Statements (Cont'd)****10. Trade and Other Receivables (Cont'd)**

	Note	Company	
		2024 RM'000	2023 RM'000
<b>Non-trade</b>			
Amounts due from subsidiary companies	(f)	4,500	2,756
Less: Accumulated impairment losses		(1,837)	(1,525)
		<hr/>	<hr/>
		2,663	1,231
Amount due from an associate	(d)	30	23
Amount due from a related party	(e)	40	17
Other receivables		86	63
Deposits		55	60
		<hr/>	<hr/>
		2,874	1,394
		<hr/>	<hr/>
		3,915	3,857
		<hr/>	<hr/>
		6,390	26,964
		<hr/>	<hr/>

Movements in the allowance for impairment losses are as follows:

	Group	
	2024 RM'000	2023 RM'000
<b>Trade receivables</b>		
At 1 April	4	24
Impairment losses reversed	-	(20)
	<hr/>	<hr/>
At 31 March	4	4
	<hr/>	<hr/>
<b>Other receivables</b>		
At 1 April	513	536
Impairment losses recognised/(reversed)	10,458	(23)
	<hr/>	<hr/>
At 31 March	10,971	513
	<hr/>	<hr/>
	10,975	517
	<hr/>	<hr/>

## Notes to the Financial Statements (Cont'd)

### 10. Trade and Other Receivables (Cont'd)

	Company	
	2024 RM'000	2023 RM'000
<b>Amounts due from subsidiary companies</b>		
At 1 April	14,866	34,119
Impairment loss reversed	(7,974)	(19,253)
	6,892	14,866
At 31 March	6,892	14,866

The loss allowance account in respect of trade receivables, other receivables and amounts due from subsidiary companies are used to record loss allowance. Unless the Group and the Company are satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.

Reversal of impairment losses on trade receivables and other receivables were mainly due to collection from receivables previously provided for doubtful debts.

The aged analysis of trade receivables as at the end of the reporting period:

	Gross amount RM'000	Loss allowance RM'000	Net amount RM'000
<b>Group</b>			
<b>2024</b>			
Neither past due nor impaired	17,091	-	17,091
Past due but not impaired:			
Less than 30 days	20	-	20
31 - 60 days	426	-	426
61 - 90 days	18	-	18
More than 90 days	50,436	-	50,436
	50,900	-	50,900
	67,991	-	67,991
Individually impaired	4	(4)	-
	67,995	(4)	67,991

**Notes to the Financial Statements (Cont'd)****10. Trade and Other Receivables (Cont'd)**

	<b>Gross amount RM'000</b>	<b>Loss allowance RM'000</b>	<b>Net amount RM'000</b>
<b>Group</b>			
<b>2023</b>			
Neither past due nor impaired	18,142	-	18,142
Past due but not impaired:			
Less than 30 days	1	-	1
31 - 60 days	309	-	309
61 - 90 days	579	-	579
More than 90 days	51,039	-	51,039
	51,928	-	51,928
	70,070	-	70,070
Individually impaired	4	(4)	-
	70,074	(4)	70,070

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Group.

As at 31 March 2024, trade receivables of the Group are RM50,900,000 (2023: RM51,928,000) were past due but not impaired. These relate to a number of independent customers from whom there is no recent history of default.

The trade receivables of the Group that are individually assessed to be impaired amounting to RM4,000 (2023: RM4,000), related to customers that are in financial difficulties, have defaulted on payments and/or have disputed on the billings. These balances are expected to be recovered through the debt recovery process.

## Notes to the Financial Statements (Cont'd)

### 10. Trade and Other Receivables (Cont'd)

The aged analysis of trade amounts due from subsidiary companies as at the end of the reporting period:

<b>Company</b>	<b>Gross amount RM'000</b>	<b>Loss allowance RM'000</b>	<b>Net amount RM'000</b>
<b>2024</b>			
Neither past due nor impaired	280	-	280
Past due but not impaired:			
Less than 30 days	59	-	59
31 - 60 days	-	-	-
61 - 90 days	28	-	28
More than 90 days	674	-	674
	<b>761</b>	<b>-</b>	<b>761</b>
	<b>1,041</b>	<b>-</b>	<b>1,041</b>
Individually impaired	1,259	(1,259)	-
	<b>2,300</b>	<b>(1,259)</b>	<b>1,041</b>
<b>2023</b>			
Neither past due nor impaired	307	-	307
Past due but not impaired:			
Less than 30 days	61	-	61
31 - 60 days	31	-	31
61 - 90 days	57	-	57
More than 90 days	2,007	-	2,007
	<b>2,156</b>	<b>-</b>	<b>2,156</b>
	<b>2,463</b>	<b>-</b>	<b>2,463</b>
Individually impaired	923	(923)	-
	<b>3,386</b>	<b>(923)</b>	<b>2,463</b>

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Company.

As at 31 March 2024, trade receivables of Company are RM761,000 (2023: RM2,156,000) were past due but not impaired. These relate to a number of independent customers from whom there is no recent history of default.

The trade receivables of the Company that are individually assessed to be impaired amounting to RM1,259,000 (2023: RM923,000), related to customers that are in financial difficulties, have defaulted on payments and/or have disputed on the billings. These balances are expected to be recovered through the debt recovery process.

**Notes to the Financial Statements (Cont'd)****10. Trade and Other Receivables (Cont'd)**

## (a) Deposits

Included in non-current deposits of the Group is an amount of RM40,160,000 (2023: RM40,193,000) being deposits paid for the acquisition of development land.

## (b) Prepayments

Non-current prepayments of the Group are mainly in relation to landowner's entitlements paid to joint development agreements.

## (c) Trade receivables

The Group's normal credit term extended to customers ranging from 21 to 30 days (2023: 21 to 30 days).

Included in trade receivables of the Group is an amount of RM43,777,000 (2023: RM42,690,000) being receivable from a contract customer. This amount will be payable by the contract customer according to the deed of termination joint development agreement.

## (d) Amount due from an associate

The amount due from an associate are unsecured, non-interest bearing and repayable on demand.

## (e) Amount due from a related party

The amount due from a related party are unsecured, non-interest bearing and repayable on demand.

## (f) Amount due from subsidiary companies

The non-current non-trade amounts due from subsidiary companies are unsecured, bear interest rate at 5.00% (2023: 5.00%) per annum and are unlikely to be realised within twelve months after the end of the reporting period.

The current trade amounts due from subsidiary companies are unsecured, interest free and subject to negotiated terms.

The current non-trade amounts due from subsidiary companies are unsecured, interest free and repayable on demand, except for an amount of RM1,633,000 (2023: RM122,000) which bears interest rate at 5.00% (2023: 5.00%) per annum.

**11. Deferred Tax Assets/(Liabilities)**

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
At 1 April	3,561	2,371
Recognised in profit or loss	(3,364)	1,190
	<hr/>	<hr/>
At 31 March	197	3,561
	<hr/>	<hr/>



## Notes to the Financial Statements (Cont'd)

### 11. Deferred Tax Assets/(Liabilities) (Cont'd)

The net deferred tax assets and liabilities shown on the statements of financial position after appropriate offsetting are as follows:

	<b>Group</b>	
	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>
Deferred tax assets	574	4,333
Deferred tax liabilities	(377)	(772)
	197	3,561

The components of deferred tax assets and liabilities at the end of reporting period prior to offsetting are as follows:

	<b>Assets</b>		<b>Liabilities</b>		<b>Net</b>	
	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>
<b>Group</b>						
Property, plant and equipment	-	-	-	(9)	-	(9)
Inventories	574	3,740	(377)	(772)	197	2,968
Contract costs	-	-	-	(46)	-	(46)
Capital allowance carry-forwards	-	95	-	-	-	95
Provisions	-	553	-	-	-	553
	574	4,388	(377)	(827)	197	3,561
Set off of tax	-	(55)	-	55	-	-
Net tax assets/(liabilities)	574	4,333	(377)	(772)	197	3,561

**Notes to the Financial Statements (Cont'd)****11. Deferred Tax Assets/(Liabilities) (Cont'd)**

Movement in temporary differences are as follows:

	<b>At 1 April 2022 RM'000</b>	<b>Recognised in profit or loss (Note 24) RM'000</b>	<b>At 31 March 2023/ 1 April 2023 RM'000</b>	<b>Recognised in profit or loss (Note 24) RM'000</b>	<b>At 31 March 2024 RM'000</b>
<b>Group</b>					
Property, plant and equipment	(96)	87	(9)	9	-
Inventories	1,886	1,082	2,968	(2,771)	197
Contract costs	(47)	1	(46)	46	-
Capital allowance carry-forwards	75	20	95	(95)	-
Provisions	553	-	553	(553)	-
	<u>2,371</u>	<u>1,190</u>	<u>3,561</u>	<u>(3,364)</u>	<u>197</u>

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

	<b>Group</b>		<b>Company</b>	
	<b>2024 RM'000</b>	<b>2023 RM'000</b>	<b>2024 RM'000</b>	<b>2023 RM'000</b>
Unutilised tax losses	36,314	31,318	1,925	1,022
Unabsorbed capital allowances	4,322	4,300	476	461
Other deductible temporary differences	17,423	18,471	(131)	(106)
	<u>58,059</u>	<u>54,089</u>	<u>2,270</u>	<u>1,377</u>

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or they have arisen in subsidiary companies that have a recent history of losses.

**12. Contract with Customers****(a) Contract assets/(Contract liabilities)**

	<b>Group</b>	
	<b>2024 RM'000</b>	<b>2023 RM'000</b>
Contract assets	<u>12,015</u>	<u>11,524</u>
Contract liabilities	<u>(32,825)</u>	<u>(31,693)</u>

## Notes to the Financial Statements (Cont'd)

### 12. Contract with Customers (Cont'd)

#### (a) Contract assets/(Contract liabilities) (Cont'd)

The contract assets primarily relate to the Group's rights to consideration for work completed on construction contracts and/or property development activities but not yet billed at the reporting date. The amount will be billed on achievement of billing milestones as per the contracts.

The contract liabilities primarily relate to the advance consideration received from customers for construction contracts and/or property development activities, which revenue is recognised over time during the construction and/or development of properties. The contract liabilities are expected to be recognised as revenue over a period of 1 to 2 years.

Significant changes to contract assets and contract liabilities balances during the period are as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
Contract liabilities at the beginning of the period recognised as revenue	-	(1,399)
Decrease in revenue recognised in previous period arising from change in variable consideration	-	(36,038)
	<hr/>	<hr/>

#### (b) Contract costs

		<b>Group</b>	
	<b>Note</b>	<b>2024</b>	<b>2023</b>
		<b>RM'000</b>	<b>RM'000</b>
Cost to obtain a contract	(a)	989	988
Cost to fulfil a contract	(b)	5,064	5,194
		<hr/>	<hr/>
		<b>6,053</b>	<b>6,182</b>
		<hr/>	<hr/>

#### (a) Cost to obtain a contract

Cost to obtain a contract primarily comprises incremental commission fees paid to sales agents as a result of obtaining contracts and they are recoverable.

Capitalised commission fees are amortised when the related revenues are recognised. During the financial year, the amount of reversal of amortisation is RM1,000 (2023: RM60,000).

#### (b) Cost to fulfil a contract

Land and its related acquisition costs that are attributable to units sold are presented as contract fulfilment costs.

These costs are amortised when the related revenues are recognised. During the financial year, the amount of amortisation is RM130,000 (2023: reversal of amortisation of RM390,000).

**Notes to the Financial Statements (Cont'd)****13. Short-term Investments**

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
Fixed deposits with licensed banks with tenure more than 3 months	6,676	14,316

The entire fixed deposits with licensed banks is pledged to banks as follows:

- (a) RM3,429,000 (2023: RM11,187,000) pledged to secure term loan of the Group as disclosed in Note 17 to the financial statements; and
- (b) RM3,247,000 (2023: RM3,129,000) pledged to secure other bank facilities of the Group.

**14. Cash and Bank Balances**

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Cash and bank balances	1,713	1,865	191	72
Less: Pledged bank balances	-	(175)	-	-
Less: Bank overdrafts (Note 17)	(3,016)	(3,018)	-	-
Total cash and cash equivalents	(1,303)	(1,328)	191	72

Included in cash and bank balances of the Group are:

- (a) RM1,012,000 (2023: RM1,000,000) held under Housing Development Account as required under the Housing Developers (Housing Development Account) (Amendment) Regulations 2002.
- (b) In the previous financial year, RM175,000 pledged to secure banking facilities granted to the Group as disclosed in Note 17 to the financial statements.

**15. Share Capital**

	<b>Group and Company</b>			
	<b>Number of shares</b>		<b>Amount</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>Units'000</b>	<b>Units'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>Issued and fully paid:</b>				
<u>Ordinary shares</u>				
At 1 April/31 March	490,080	490,080	226,440	226,440

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

## Notes to the Financial Statements (Cont'd)

### 16. Lease Liabilities

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
At 1 April	213	665
Payments	(84)	(193)
Modification of lease terms	(129)	(259)
	<hr/>	<hr/>
At 31 March	-	213
	<hr/>	<hr/>
Presented as:		
Non-current	-	97
Current	-	116
	<hr/>	<hr/>
	-	213
	<hr/>	<hr/>
The maturity analysis of lease liabilities of the Group at the end of the reporting period:		
Within one year	-	123
Later than one year and not later than two years	-	99
	<hr/>	<hr/>
	-	222
Less: Future finance charges	-	(9)
	<hr/>	<hr/>
Present value of lease liabilities	-	213
	<hr/>	<hr/>

The Group leases various office buildings. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

**Notes to the Financial Statements (Cont'd)****17. Loans and Borrowings**

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Non-current</b>		
Secured:		
Term loans	-	50,499
	<hr/>	<hr/>
<b>Current</b>		
Secured:		
Term loans	80,096	65,495
Hire purchase liabilities	-	27
Bank overdrafts	3,016	3,018
	<hr/>	<hr/>
	83,112	68,540
	<hr/>	<hr/>
	83,112	119,039
	<hr/>	<hr/>
	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Non-current</b>		
Secured:		
Term loans	-	11,041
	<hr/>	<hr/>
<b>Current</b>		
Secured:		
Term loans	11,115	1,700
	<hr/>	<hr/>
	11,115	12,741
	<hr/>	<hr/>

- (i) During the financial year, the Company had defaulted for bank borrowings amounted to RM11,115,000. Accordingly, all instalments under these bank borrowings which were originally scheduled for repayment after 31 March 2025, have been reclassified as current liabilities.
- (ii) The Company, IGSB and IRSB received two Writ of Summons and Statements of Claim from Bank Islam Malaysia Berhad for term loan facilities during the financial year. The on-going legal proceedings are disclosed in Note 32(b)(iii) to the financial statements.

## Notes to the Financial Statements (Cont'd)

### 17. Loans and Borrowings (Cont'd)

The Group's and the Company's term loans and/or bank overdrafts are secured by way of:

- i) first party legal charge or assignment over the Group's and/or the Company's buildings, investment properties and/or inventories as disclosed in Notes 4, 6 and 9 to the financial statements respectively;
- ii) a debenture incorporating fixed and floating charge over the Group's present and future assets;
- iii) fixed deposits as disclosed in Note 13 to the financial statements;
- iv) corporate guarantees by the Company, and a company which certain Directors have interest in;
- v) joint and several guarantees by certain Directors of the Company and a Director of certain subsidiary companies;
- vi) third party legal charge over future development lands under joint development agreements as disclosed in Note 9 to the financial statements;
- vii) pledged bank balances as disclosed in Note 14 to the financial statements;
- viii) assignment of sales proceeds of a project; and
- ix) assignment of the reimbursement sum to be raised from the termination of joint development.

The average effective interest rates per annum are as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	%	%
Term loans	4.82 - 12.00	4.57 - 12.00
Hire purchase liabilities	-	2.31
Bank overdrafts	7.85	7.47
	<hr/>	<hr/>
	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	%	%
Term loans	4.82	4.57
	<hr/>	<hr/>

**Notes to the Financial Statements (Cont'd)****18. Trade and Other Payables**

	Note	Group	
		2024 RM'000	2023 RM'000
<b>Non-current</b>			
<b>Non-trade</b>			
Other payables	(a)	7,500	7,500
<b>Current</b>			
<b>Trade</b>			
Trade payables	(b)	48,815	51,785
<b>Non-trade</b>			
Amount due to a Director	(c)	13,022	13,070
Other payables		22,231	39,595
Indirect tax payable		119	6
Deposits received		13,390	16,013
Accrued expenses	(d)	79,133	85,873
		127,895	154,557
		176,710	206,342
		184,210	213,842
<b>Company</b>			
	Note	2024 RM'000	2023 RM'000
<b>Current</b>			
<b>Non-trade</b>			
Amount due to subsidiary companies	(e)	2,522	25,598
Amount due to a Director	(c)	13,022	13,070
Other payables		1,010	1,077
Indirect tax payable		3	2
Deposits received		97	97
Accrued expenses		4,397	3,673
		21,051	43,517



## Notes to the Financial Statements (Cont'd)

### 18. Trade and Other Payables (Cont'd)

(a) Other payables

Included in non-current other payables of the Group is an amount of RM7,500,000 (2023: RM7,500,000) being deposit received for the disposal of a freehold land.

(b) Trade payables

Credit terms of trade payables of the Group ranged from 30 to 60 days (2023: 30 to 60 days), depending on the term of the contracts.

(c) Amount due to a Director

The non-trade amount due to a Director is unsecured, interest free and repayable on demand.

(d) Accrued expenses

Included in accrued expenses is an amount of provision of liquidated ascertained damages ("LAD") amounted RM60,044,000 (2023: RM60,044,000) provided for PTS3 based on the initial completion date estimated in previous financial year. The Group has faced significant challenges in securing financing for PTS3 and led to a further extension of the project's estimated completion date during the financial year. IGSB has appointed a scheme advisor to assist IGSB in formulating a scheme of arrangement ("SOA") to address IGSB's outstanding liabilities therefore the Group has not made additional provision for LAD during the financial year. The details of the proposed SOA have been disclosed in Note 34(f) to the financial statements.

(e) Amount due to subsidiary companies

The non-trade amounts due to subsidiary companies are unsecured, interest free and repayable on demand, except for an amount of RM2,118,000 (2023: RM24,785,000) which bear interest of 5.00% (2023: 5.00%) per annum.

### 19. Revenue

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Revenue from contracts with customers				
<i>Over time</i>				
Sale of properties under construction (a)	71,000	(38,852)	-	-
Construction contracts	1,110	7,442	-	-
Project management fees	1,597	3	-	-
Management fees from subsidiary companies	-	-	3,101	3,086
	<u>73,707</u>	<u>(31,407)</u>	<u>3,101</u>	<u>3,086</u>
<i>At a point in time</i>				
Sale of completed development properties	7,832	11,432	-	-
	<u>81,539</u>	<u>(19,975)</u>	<u>3,101</u>	<u>3,086</u>

All the revenue of the Group and the Company are derived solely in Malaysia.

#### (a) Sales of properties under construction

	Group	
	2024 RM'000	2023 RM'000
Recognised during the financial year	71,000	(2,814)
Change in variable consideration - Liquidated ascertained damages ("LAD")	-	(36,038)
	<u>71,000</u>	<u>(38,852)</u>

## Notes to the Financial Statements (Cont'd)

## 19. Revenue (Cont'd)

## (b) Nature of goods and services

The following information reflects the typical transactions of the Group and the Company:

Nature of goods or services	Timing of recognition or method used to recognised revenue	Significant payment terms	Variable element in consideration	Obligations for returns or refunds	Warranty
Properties under construction	Revenue is recognised over time using the cost incurred method.	Based on milestone progress billings submitted to customers which are approved by accredited architects, and are subjected to a credit period of 30 days for commercial projects and 21 days for residential projects.	LAD payable to purchasers upon failure to deliver vacant possession of development properties to purchasers at the contractual completion date.	Not applicable.	Defect liability period of 2 years for residential projects and 12 to 18 months for commercial projects are given to the customers.
Construction contracts	Revenue is recognised over time using the cost incurred method.	Based on agreed milestone progress billings submitted to customers which are approved by accredited architects, and are subjected to a credit period of 30 days.	Not applicable.	Not applicable.	Defect liability period of 2 years is given to customers.
Project management fees and management fees	Revenue is recognised over time as and when the services are performed.	Credit period of 30 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
Completed development properties	Revenue is recognised upon delivery of properties where the control of the properties passes to the buyers.	Based on progress billings with 10% payable upon signing of contract and remaining 90% payable 3 months from date of signing of contract. All progress billings are subject to credit term of 30 days.	Not applicable.	Not applicable.	Not applicable.

## Notes to the Financial Statements (Cont'd)

### 19. Revenue (Cont'd)

#### (c) Transaction price allocated to the remaining performance obligations

The following table shows revenue from performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date. The disclosure is only providing information for contracts that have a duration of more than one year.

	<b>2025 - 2026</b>
	<b>RM'000</b>
<b>Group</b>	
<b>2024</b>	
Construction contracts	8,332
Properties under construction	44,977
	<hr/> 53,309 <hr/>
	<b>2024 - 2025</b>
	<b>RM'000</b>
<b>Group</b>	
<b>2023</b>	
Construction contracts	9,933
Properties under construction	44,977
	<hr/> 54,910 <hr/>

The above revenue does not include variable consideration other than rebates given to customers and legal fees borne on behalf of purchasers, where applicable.

The Group applies the following practical expedients:

- exemption on disclosure of information on remaining performance obligations that have original expected durations of one year or less.
- exemption not to adjust the promised amount of consideration for the effects of a significant financing component when the period between the transfer of a promised good or service to a customer and when the customer pays for that good or services is one year or less.

#### (d) Significant judgements and assumptions arising from revenue recognition

The Group applied the following judgements and assumptions that significantly affect the determination of the amount and timing of revenue recognised from contracts with customers:

##### **Properties under construction**

The Group measured the performance of property development projects by comparing the actual costs incurred with the estimated total costs required to complete the development. Significant judgements are required to estimate the total contract costs to complete. In making these estimates, management relied on professionals' estimates and also on past experience of completed projects. A change in the estimates will directly affect the revenue to be recognised.

## Notes to the Financial Statements (Cont'd)

### 19. Revenue (Cont'd)

#### (d) Significant judgements and assumptions arising from revenue recognition (Cont'd)

##### Properties under construction (Cont'd)

The Group assessed the probability of collection of consideration from purchasers, and considered the value of properties sold and the amount eligible to be forfeited by the Group in the event of termination of contracts. In making these estimates, management relied on past experience to determine a default rate based on the consideration collected from purchasers. Revenue is not recognised if the consideration collected from purchasers is below the determined default rate.

LAD are penalties for not achieving defined milestones on time such as failure to deliver vacant possession of the development properties to the purchaser by the contractual completion date. If the construction of the development properties does not meet the defined milestone in a contract, a provision reducing the transaction price is made unless it is highly probable that the LAD will not be imposed. The estimated LAD provision is judgemental and dependent on the status of development to complete the development properties. The Group has provided for LAD with the assumption that the development properties will be ready for handover to the purchasers based on the estimated completion dates by the main contractor, adjusted for potential extension of time to be granted by government authorities due to the Movement Control Order imposed by the Malaysian government, which halted construction works.

##### Construction contracts

The Group measured the performance of construction work done by comparing the actual costs incurred with the estimated total costs required to complete the construction. Significant judgements are required to estimate the total contract costs to complete. In making these estimates, management relied on professionals' estimates and also on past experience of completed projects. A change in the estimates will directly affect the revenue to be recognised.

### 20. Cost of Sales

	Note	Group	
		2024 RM'000	2023 RM'000
Properties under construction	(a)	74,020	3,611
Construction contracts		(5,040)	3,081
Completed development properties		5,323	11,403
Project management fees		858	155
		75,161	18,250

## Notes to the Financial Statements (Cont'd)

### 20. Cost of Sales (Cont'd)

(a) Properties under construction

	Group	
	2024 RM'000	2023 RM'000
Recognised during the financial year	75,147	(222)
(Over)/Under accrual of costs	(1,127)	3,833
	74,020	3,611

### 21. Finance Income

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Interest income of financial assets calculated using the effective interest method that are at amortised cost	123	315	1,306	2,269
Other financial income	-	4	-	-
	123	319	1,306	2,269

### 22. Finance Costs

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Interest expense of financial liabilities that are not at fair value through profit or loss	7,201	13,406	1,441	2,397
Interest expense on lease liabilities	6	22	-	-
Other finance costs	1,642	1,667	11	6
	8,849	15,095	1,452	2,403

**Notes to the Financial Statements (Cont'd)****23. Loss Before Tax**

Loss before tax is determined after charging/(crediting) amongst other, the following items:

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Auditors' remuneration				
- Statutory audits				
- current year				
- UHY	184	210	62	63
- under provision in prior years				
- other auditors	-	32	-	15
- Non-statutory audits				
- UHY	5	5	5	5
Depreciation of:				
- property, plant and equipment	705	955	423	519
- right-of-use assets	87	196	-	-
- investment properties	313	312	280	280
Gain on disposal of property, plant and equipment	(226)	(1,689)	(41)	(261)
Gain on modification lease terms	(13)	(28)	-	-
Impairment losses on :				
- investments in subsidiary companies	-	-	36,836	95,055
- property, plant and equipment	-	1,136	-	1,166
Inventories written down	37,407	42,368	4,900	26,571
Lease expenses relating to short-term leases	44	35	28	20
Lease expenses relating to low-value assets	51	64	34	46
Net loss/(reversal) on impairment of financial instruments	10,458	(43)	(7,974)	(19,253)
Non-executive Directors' remuneration:				
- fees	170	155	170	155
- other emoluments	20	11	20	11
Rental income	(1,658)	(1,980)	(1,155)	(1,360)
Reversal of impairment losses on deposits	-	(8,000)	-	(8,000)
Write off of:				
- inventories	-	15,492	-	-
- prepayments	-	1,103	-	-
- property, plant and equipment	242	409	-	1

## Notes to the Financial Statements (Cont'd)

### 24. Taxation

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Tax expenses recognised in profit or loss</b>				
Current tax expense				
- Current year	16	155	-	-
- (Over)/Under provision in prior years	(4,115)	3,977	-	(217)
	(4,099)	4,132	-	(217)
Deferred tax expense				
- Origination and reversal of temporary differences	(305)	(1,141)	-	-
- Over/(Under) provision of deferred tax assets in prior years	3,669	(49)	-	-
	3,364	(1,190)	-	-
	(735)	2,942	-	(217)

Malaysian income tax is calculated at the statutory tax rate of 24% (2023: 24%) of the estimated assessable profits for the financial year.

A reconciliation of income tax expenses applicable to loss before tax at the statutory tax rate to income tax expenses at the effective income tax rate of the Group and of the Company are as follows:

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Loss before tax	(67,130)	(122,716)	(38,811)	(100,531)
At Malaysian statutory tax rate of 24% (2023: 24%)	(16,111)	(29,452)	(9,315)	(24,127)
Income not subject to tax	(2,120)	(9,826)	(2,044)	(8,660)
Expenses not deductible for tax purposes	13,972	23,469	10,466	32,735
Utilisation of previous year deferred tax assets not recognised	(113)	-	-	-
Deferred tax assets not recognised	4,083	14,823	893	52
	(289)	(986)	-	-
(Over)/Under provision of income tax expenses in prior years	(4,115)	3,977	-	(217)
Over/(Under) provision of deferred tax assets in prior years	3,669	(49)	-	-
	(735)	2,942	-	(217)

**Notes to the Financial Statements (Cont'd)****24. Taxation (Cont'd)**

Pursuant to Section 8 of the Finance Act 2021 (Act 833), the amendments to Section 44(5F) of Income Tax Act 1967, the time limit of the carried forward unutilised tax losses has been extended to maximum of 10 consecutive years of assessment. This amendment is deemed to have effect from the year of assessment 2019 and subsequent years of assessment.

Any unutilised business losses brought forward from year of assessment 2018 can be carried forward for another 10 consecutive years of assessment (i.e. from year of assessments 2019 to 2028).

The Group and the Company have unabsorbed capital allowances and unutilised tax losses carried forward, available to off-set against future taxable profits as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Unabsorbed capital allowances	18,008	17,916	1,984	1,920
Unutilised tax losses, expiring on:				
- year assessment 2028	40,878	40,878	441	441
- year assessment 2029	10,698	11,175	-	-
- year assessment 2030	10,778	10,778	-	-
- year assessment 2031	33,584	33,584	-	-
- year assessment 2032	7,011	7,011	-	-
- year assessment 2033	27,064	27,064	3,818	3,818
- year assessment 2034	21,294	-	3,762	-
	<u>169,315</u>	<u>148,406</u>	<u>10,005</u>	<u>6,179</u>

**25. Loss Per Ordinary Share**

## (a) Basic loss per ordinary share

The calculation of basic loss per ordinary share was based on the loss attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
Loss attributable to ordinary shareholders	66,395	125,658
	<u>66,395</u>	<u>125,658</u>
	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
Weighted average number of ordinary shares at 31 March	490,080	490,080
	<u>490,080</u>	<u>490,080</u>



## Notes to the Financial Statements (Cont'd)

### 25. Loss Per Ordinary Share (Cont'd)

(a) Basic loss per ordinary share (Cont'd)

	Group	
	2024 sen	2023 sen
Basic loss per ordinary share	13.55	25.64

(b) Diluted loss per ordinary share

The diluted loss per ordinary share is the same as basic loss per ordinary share as there are no dilutive instruments as at the end of the current and previous financial years.

### 26. Staff Costs

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Salaries, wages and other emoluments	10,373	10,901	5,964	6,131
Defined contributions plans	1,087	1,232	658	694
	<u>11,460</u>	<u>12,133</u>	<u>6,622</u>	<u>6,825</u>

Included in staff costs is aggregate amount of remuneration received and receivable by the Executive Directors and other members of key management personnel of the Company and of the subsidiary companies during the financial year as below:

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Directors of the Company:</b>				
<b>Executive Directors</b>				
Salaries and other emoluments	2,617	2,617	2,617	2,617
Defined contributions plans	314	314	314	314
Benefits-in-kind	16	28	16	28
	<u>2,947</u>	<u>2,959</u>	<u>2,947</u>	<u>2,959</u>

## Notes to the Financial Statements (Cont'd)

## 26. Staff Costs (Cont'd)

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
<b>Directors of the subsidiary companies:</b>				
<b>Executive Directors</b>				
Salaries and other emoluments	235	240	-	-
Defined contributions plans	9	16	-	-
	<u>244</u>	<u>256</u>	<u>-</u>	<u>-</u>
<b>Key management personnel</b>				
Salaries and other emoluments	1,704	1,552	1,508	1,357
Defined contributions plans	205	186	182	163
Benefits-in-kind	-	26	-	17
	<u>1,909</u>	<u>1,764</u>	<u>1,690</u>	<u>1,537</u>

## 27. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the liabilities of the Group and of the Company arising from financing activities, including both cash and non-cash changes:

	At 1 April 2023 RM'000	Financing cash flows (i) RM'000	Modification of lease terms (Note 16) RM'000	At 31 March 2024 RM'000
<b>Group</b>				
Lease liabilities (Note 16)	213	(84)	(129)	-
Term loans (Note 17)	115,994	(35,898)	-	80,096
Hire purchase liabilities (Note 17)	27	(27)	-	-
	<u>116,234</u>	<u>(36,009)</u>	<u>(129)</u>	<u>80,096</u>
	At 1 April 2022 RM'000	Financing cash flows (i) RM'000	Modification of lease terms (Note 16) RM'000	At 31 March 2023 RM'000
<b>Group</b>				
Lease liabilities (Note 16)	665	(193)	(259)	213
Term loans (Note 17)	124,461	(8,467)	-	115,994
Hire purchase liabilities (Note 17)	159	(132)	-	27
	<u>125,285</u>	<u>(8,792)</u>	<u>(259)</u>	<u>116,234</u>

## Notes to the Financial Statements (Cont'd)

### 27. Reconciliation of Liabilities Arising from Financing Activities (Cont'd)

	At 1 April 2023 RM'000	Financing cash flows (i) RM'000	At 31 March 2024 RM'000
<b>Company</b>			
Term loans (Note 17)	12,741	(1,626)	11,115
	12,741	(1,626)	11,115
	At 1 April 2022 RM'000	Financing cash flows (i) RM'000	At 31 March 2023 RM'000
<b>Company</b>			
Term loans (Note 17)	14,205	(1,464)	12,741
Hire purchase liabilities (Note 17)	42	(42)	-
	14,247	(1,506)	12,741

- (i) The cash flows from lease liabilities, term loans and hire purchase liabilities make up the net amount of proceeds from or repayments or payments in the statements of cash flows.

### 28. Capital Commitments

	Group	
	2024 RM'000	2023 RM'000
<b>Capital expenditure commitments</b>		
Contracted but not provided for		
- Acquisition of land	94,201	94,201

### 29. Related Party Disclosures

- (a) Identifying related parties

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

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly and entity that provides key management personnel services to the Group. The key management personnel includes all the Directors and certain members of senior management of the Group.

**Notes to the Financial Statements (Cont'd)****29. Related Party Disclosures (Cont'd)**

## (b) Significant related party transactions

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

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Transaction with an associate</b>		
- Rental charged	(13)	(26)
	<hr/>	<hr/>
<b>Transactions with related parties</b>		
- Professional fees paid	3	18
- Rental charged	(23)	(17)
	<hr/>	<hr/>
	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Transactions with subsidiary companies</b>		
- Management fees charged	(3,101)	(3,086)
- Rental charged	(528)	(758)
- Security services	(15)	(115)
- Graphic design services	71	62
- Interest income	(1,306)	(2,269)
- Interest expense	872	1,837
- Levy fee charges	2	2
	<hr/>	<hr/>
<b>Transaction with an associate</b>		
- Rental charged	(13)	(26)
	<hr/>	<hr/>

## (c) Compensation of key management personnel

The remuneration of Directors and other members of key management personnel are disclosed in Notes 23 and 26.

## Notes to the Financial Statements (Cont'd)

### 30. Segmental Information

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different marketing strategies. For each of the strategic business units, the Chief Operating Decision Maker ("CODM") (i.e. the Group's Chief Executive Officer) reviews internal management reports at least on quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

Property development and management	: Includes property development activities, property management and tenancy management services.
Construction contracts	: Includes building and construction activities.
Investment holding and others	: Includes investment holding and others.

There are varying levels of integration between property development and management and construction contracts reportable segments. The construction contracts segment provides construction services to the property development and management segment. Inter-segment pricing is determined on negotiated basis.

Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the CODM. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

#### Segment assets

The total of segment asset is measured based on all assets of a segment, as included in the internal management reports that are reviewed by the CODM. Segment total asset is used to measure the return of assets of each segment.

#### Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the CODM. Hence, no disclosure is made on segment liabilities.

#### 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, investment properties and intangible assets.

**Notes to the Financial Statements (Cont'd)****30. Segmental Information (Cont'd)**

	<b>Property development and management RM'000</b>	<b>Construction contracts RM'000</b>	<b>Investment holding and others RM'000</b>	<b>Total RM'000</b>
<b>2024</b>				
<b>Segment results</b>	(59,148)	5,862	(13,844)	(67,130)
Included in the measure of segment loss are:				
Revenue from external customers	80,429	1,110	-	81,539
Inter-segment revenue	1,086	-	3,101	4,187
Depreciation of property, plant and equipment	239	43	423	705
Share of loss in an associate, net of tax	(13)	-	-	(13)
<b>Segment assets</b>	254,895	57,434	26,760	339,089
Included in the measure of segment assets are:				
Additions to non-current assets other than financial instruments and deferred tax assets	-	-	1	1

## Notes to the Financial Statements (Cont'd)

### 30. Segmental Information (Cont'd)

	<b>Property development and management RM'000</b>	<b>Construction contracts RM'000</b>	<b>Investment holding and others RM'000</b>	<b>Total RM'000</b>
<b>2023</b>				
<b>Segment results</b>	(93,547)	(222)	(28,947)	(122,716)
Included in the measure of segment loss are:				
Revenue from external customers	(27,418)	7,443	-	(19,975)
Inter-segment revenue	877	-	3,086	3,963
Depreciation of property, plant and equipment	(303)	(134)	(518)	(955)
Impairment loss on property, plant and equipment	-	-	(1,136)	(1,136)
Write off of inventories	(15,492)	-	-	(15,492)
Share of loss in an associate, net of tax	(23)	-	-	(23)
<b>Segment assets</b>	365,945	75,924	32,823	474,692
Included in the measure of segment assets are:				
Additions to non-current assets other than financial instruments and deferred tax assets	341	-	5	346

#### Geographical segments

No geographical information is presented as the Group's business is operated solely in Malaysia.

#### Major customers

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

	<b>Revenue</b>		<b>Segment</b>
	<b>2024 RM'000</b>	<b>2023 RM'000</b>	
Customer A	71,000	-	Property development and management
Customer B	-	5,300	Property development and management
Customer C	-	3,506	Construction contracts
Customer D	-	3,936	Construction contracts

**Notes to the Financial Statements (Cont'd)****31. Financial Instruments**

## (a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The material accounting policies in Note 3 describe how the classes of financial instruments are measured, and how income and expense, including fair values gains and losses, are recognised.

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

	<b>At amortised cost RM'000</b>
<b>2024</b>	
<b>Group</b>	
<b>Financial assets</b>	
Trade and other receivables (excluding non-refundable deposits and prepayments)	84,594
Short-term investments	6,676
Cash and bank balances	1,713
	<hr/>
	92,983
	<hr/>
<b>Financial liabilities</b>	
Loans and borrowings	83,112
Trade and other payables (excluding indirect tax payable)	184,091
	<hr/>
	267,203
	<hr/>
<b>2023</b>	
<b>Group</b>	
<b>Financial assets</b>	
Trade and other receivables (excluding non-refundable deposits and prepayments)	82,190
Short-term investments	14,316
Cash and bank balances	1,865
	<hr/>
	98,371
	<hr/>
<b>Financial liabilities</b>	
Lease liabilities	213
Loans and borrowings	119,039
Trade and other payables (excluding indirect tax payable)	213,836
	<hr/>
	333,088
	<hr/>



## Notes to the Financial Statements (Cont'd)

### 31. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

	<b>At amortised cost RM'000</b>
<b>2024</b>	
<b>Company</b>	
<b>Financial assets</b>	
Trade and other receivables (excluding non-refundable deposits and prepayments)	5,890
Cash and bank balances	191
	<hr/>
	6,081
	<hr/>
<b>Financial liabilities</b>	
Loans and borrowings	11,115
Trade and other payables (excluding indirect tax payable)	21,048
	<hr/>
	32,163
	<hr/>
<b>2023</b>	
<b>Company</b>	
<b>Financial assets</b>	
Trade and other receivables (excluding non-refundable deposits and prepayments)	26,464
Cash and bank balances	72
	<hr/>
	26,536
	<hr/>
<b>Financial liabilities</b>	
Loans and borrowings	12,741
Trade and other payables (excluding indirect tax payable)	43,515
	<hr/>
	56,256
	<hr/>

**Notes to the Financial Statements (Cont'd)****31. Financial Instruments (Cont'd)**

## (b) Net (losses)/gains arising from financial instruments

	<b>Group</b>		<b>Company</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
Net (losses)/gains on:				
- Financial assets at amortised cost	123	358	1,197	21,522
- Financial assets at fair value through profit or loss	-	4	-	-
- Financial liabilities at amortised cost	(8,843)	(15,073)	(1,452)	(2,403)
	<u>(8,720)</u>	<u>(14,711)</u>	<u>(255)</u>	<u>19,119</u>

## (c) Financial risk management objectives and policies

The Group's and the Company's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's and the Company's operations whilst managing its credit, liquidity and interest rate risks. The Group and the Company operate within clearly defined guidelines that are approved by the Board and the Group's and the Company's policy is not to engage in speculative transactions.

The following sections provide details regarding the Group's and the Company's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

## (i) Credit risk

Credit risk is the risk of a financial loss to the Group and the Company 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, other receivables, contract assets and deposits with banks and financial institutions. The Company's exposure to credit risk arises principally from loans and advances to subsidiary companies, other receivables, and financial institutions and financial guarantees given to banks and financial institutions for banking facilities granted to certain subsidiary companies. There are no significant changes as compared to previous financial year.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks and financial institutions with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

For property development customers, purchasers are normally supported by end-financiers which are reputable banks in Malaysia. For self-financed purchasers, the Group extends credit based upon careful evaluation of the purchasers' financial condition and credit history. Trade receivables are monitored on an ongoing basis by the Group's credit control department.

The Company provides unsecured loans and advances to subsidiary companies. The Company also provides unsecured financial guarantees to banks and financial institutions for banking facilities granted to certain subsidiary companies. The Company monitors on an ongoing basis the results of the subsidiary companies and repayments made by the subsidiary companies.

At each reporting date, the Group and the Company assess whether any of the receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired receivables and contract assets are written off (either partial 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, receivables and contract assets that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous financial year.

## Notes to the Financial Statements (Cont'd)

### 31. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(i) Credit risk (Cont'd)

Exposure to credit risk

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position except for financial guarantees given to banks and financial institutions for banking facilities granted to certain subsidiary companies.

The Company's maximum exposure in their respect is RM71,997,000 (2023: RM107,044,000), representing the outstanding banking facilities to the subsidiary companies at the end of the reporting period.

The Group generally does not receive any collateral and credit enhancement from purchasers. However, the Group mitigates its credit risk by maintaining its name as the registered owner of the properties until full settlement by the purchasers of the self-financed portion of the purchase consideration or upon undertaking of end-financing by the purchasers' end-financiers.

Credit risk concentration

The Group's major concentration of credit risk related to the amount owing by 1 customer (2023: 1) which constituted approximately 64% (2023: 61%) of its trade receivables as at the end of reporting date.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group or the Company will encounter difficulty in meeting its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and financial liabilities.

The Group's and the Company's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group and the Company finance its liquidity through internally generated cash flows and minimise liquidity risk by keeping committed credit lines available.

## Notes to the Financial Statements (Cont'd)

## 31. Financial Instruments (Cont'd)

- (c) Financial risk management objectives and policies (Cont'd)
- (ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

	On demand or within 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	More than 5 years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
<b>Group 2024</b>						
<u>Non-derivative financial liabilities</u>						
Term loans	81,462	-	-	-	81,462	80,096
Bank overdrafts	3,016	-	-	-	3,016	3,016
Trade and other payables	176,591	7,500	-	-	184,091	184,091
	261,069	7,500	-	-	268,569	267,203
<b>Group 2023</b>						
<u>Non-derivative financial liabilities</u>						
Lease liabilities	123	99	-	-	222	213
Term loans	70,143	18,041	35,404	3,117	126,705	115,994
Hire purchase liabilities	28	-	-	-	28	27
Bank overdrafts	3,018	-	-	-	3,018	3,018
Trade and other payables	206,336	7,500	-	-	213,836	213,836
	279,648	25,640	35,404	3,117	343,809	333,088

**Notes to the Financial Statements (Cont'd)**

**31. Financial Instruments (Cont'd)**

(c) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

	On demand or within 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	More than 5 years RM'000	Total contractual cash flows RM'000	Total carrying amount RM'000
<b>Company</b>						
<b>2024</b>						
<u>Non-derivative financial liabilities</u>						
Term loans	12,481	-	-	-	12,481	11,115
Trade and other payables	21,048	-	-	-	21,048	21,048
Financial guarantees*	71,997	-	-	-	71,997	-
	105,526	-	-	-	105,526	32,163
<b>Company</b>						
<b>2023</b>						
<u>Non-derivative financial liabilities</u>						
Term loans	2,324	2,324	6,971	3,117	14,736	12,741
Trade and other payables	43,515	-	-	-	43,515	43,515
Financial guarantees*	107,044	-	-	-	107,044	-
	152,883	2,324	6,971	3,117	165,295	56,256

\* Based on the maximum amount that can be called for under the financial guarantee contract.

**Notes to the Financial Statements (Cont'd)****31. Financial Instruments (Cont'd)**

## (c) Financial risk management objectives and policies (Cont'd)

## (ii) Liquidity risk (Cont'd)

The Company provides unsecured financial guarantees given to banks in respect of banking facilities granted to certain subsidiary companies and monitors on an ongoing basis the performance of the subsidiary companies.

During the financial year, the Company has not been able to determine the fair value of the financial guarantee contracts in accordance with MFRS 9 "Financial Instruments" in respect to the corporate guarantees given to licensed banks for credit facilities given to subsidiaries, notwithstanding that some credit facilities granted to its subsidiaries were defaulted.

## (iii) Interest rate risk

The Group's and the Company's fixed rate investments and borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's and the Company's variable rate investments and borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The Group manages the interest rate risk of its deposits with licensed financial institutions by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long term deposits.

The Group and the Company manage its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group and the Company constantly monitor its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group and the Company do not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

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

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Fixed rate instruments</b>		
Financial assets	6,676	14,316
Financial liabilities	-	(27)
Lease liabilities	-	(213)
	6,676	14,076
<b>Floating rate instruments</b>		
Financial liabilities	(83,112)	(119,012)
	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Fixed rate instruments</b>		
Financial assets	3,608	22,729
Financial liabilities	(2,118)	(24,785)
	1,490	(2,056)
<b>Floating rate instruments</b>		
Financial liabilities	(11,115)	(12,741)

## Notes to the Financial Statements (Cont'd)

### 31. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(iii) Interest rate risk (Cont'd)

#### Interest rate risk sensitivity analysis

##### Fair value sensitivity analysis for fixed rate instruments

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

##### Cash flow sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the Group's and the Company's loss before tax by RM831,000 (2023: RM1,190,000) and RM111,000 (2023: RM127,000) respectively, arising mainly as a result of lower/higher interest income/(expense) on floating rate loans and advances. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

(d) Fair values of financial instruments

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

The carrying amounts of the long term receivables and payables at the reporting date reasonably approximate their fair values.

It was not practicable to estimate the fair value of investment in unquoted equity due to the lack of comparable quoted prices in an active market and the fair value cannot be reliably measured.

The table below analyses financial instruments carried at fair value and those not carried at fair value for which fair value is disclosed, together with their fair values and carrying amounts shown in the statements of financial position.

	Fair value of financial instruments not carried at fair value				Total fair value RM'000	Carrying amount RM'000
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000		
<b>Group</b>						
<b>2024</b>						
<b>Financial liabilities</b>						
Term loans	-	-	(80,096)	(80,096)	(80,096)	(80,096)
<b>2023</b>						
<b>Financial liabilities</b>						
Lease liabilities	-	-	(213)	(213)	(213)	(213)
Term loans	-	-	(115,994)	(115,994)	(115,994)	(115,994)
Hire purchase liabilities	-	-	(26)	(26)	(26)	(27)
	-	-	(116,233)	(116,233)	(116,233)	(116,234)

## Notes to the Financial Statements (Cont'd)

### 31. Financial Instruments (Cont'd)

(d) Fair values of financial instruments (Cont'd)

	Fair value of financial instruments not carried at fair value				Total fair value RM'000	Carrying amount RM'000
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000		
<b>Company</b>						
<b>2024</b>						
<b>Financial liabilities</b>						
Term loans	-	-	(11,115)	(11,115)	(11,115)	(11,115)
<b>2023</b>						
<b>Financial liabilities</b>						
Term loans	-	-	(12,741)	(12,741)	(12,741)	(12,741)

(i) Policy on transfer between levels

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

There were no transfers between levels during current and previous financial years.

(ii) Level 1 fair value

Level 1 fair value is derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

(iii) Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

#### Non-derivative financial instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period.

(iv) Level 3 fair value

Level 3 fair values for the financial assets and liabilities are estimated using unobservable inputs.

### 32. Contingencies

(a) Financial guarantee liabilities

	Company	
	2024 RM'000	2023 RM'000
<b>Unsecured</b>		
Corporate guarantees given to banks and financial institutions for banking facilities granted to certain subsidiary companies	71,997	107,044



## Notes to the Financial Statements (Cont'd)

### 32. Contingencies (Cont'd)

(b) Litigations

(i) **Conlay Construction Sdn. Bhd. (“Conlay”) v Remco Engineering & Construction Sdn. Bhd. (“REMCO”) & Sunlink Properties Sdn. Bhd. (“Sunlink”)**

On 28 September 2020, Sunlink, a wholly-owned subsidiary of the Company, received a Writ of Summons together with a Statement of Claim filed by Conlay (“the Plaintiff”) against REMCO (“1st Defendant”) and Sunlink (“2nd Defendant”). The Plaintiff also filed an application for injunction to, amongst others, injunct REMCO and Sunlink to enter into any supplemental agreement to the Sale and Purchase Agreement signed between REMCO and Sunlink dated 31 October 2017 (“SPA”) for Sunlink to acquire a parcel of vacant leasehold commercial land held under PN 361197, Lot 54140 Mukim of Sitiawan, District of Manjung, State of Perak (“Sitiawan Land”), pending disposal of the case.

The circumstances leading to the civil suit filed by REMCO are disputes on fulfilling the contracts executed between Conlay and REMCO involving Sitiawan Land, which Conlay and REMCO had originally agreed to jointly develop pursuant to the settlement cum development agreement dated 6 September 2013 entered into between Conlay and REMCO. Sunlink was drawn into the civil suit in its capacity as the purchaser under the SPA.

The Plaintiff’s main claim is essentially seeking for declarations, injunctions and in substance specific performance of various agreements but mainly based on the SPA.

On 11 November 2020, Sunlink had filed an affidavit in reply to the injunction application and Statement of Defense in response to the Writ of Summons and the Statement of Claim dated 28 September 2020 and filed a Counterclaim against the Plaintiff and REMCO for, amongst others, as follows:

- (i) A declaration that the SPA (which was terminated on 9 June 2020) has effectively by consent and/or agreement and/or by conduct of REMCO and Sunlink deemed to be revived by virtue of the Notice of Intention dated 3 August 2020 (to Revive the SPA) issued by Sunlink together with Acknowledgement of Acceptance dated 10 August 2020 by REMCO.
- (ii) Alternatively, if REMCO fails to abide by the terms and conditions of the new Supplemental Agreement/new Concluded Agreement, and/or if the Plaintiff causes/procures REMCO to breach the terms and conditions, a declaration that Sunlink termination of the SPA vide its previous solicitors’ letter dated 9 June 2020 be deemed valid and proper and subsisting.
- (iii) An order that the Plaintiff and REMCO to be jointly and severally liable to the sums of RM42,674,000 being the monies paid by Sunlink under the SPA and/or the Supplemental Agreement dated 15 November 2018 and the sum of RM13,386,000 being the agreed liquidated damages pursuant to Clause 9.1(a) of the SPA.
- (iv) Damages incurred by Sunlink in respect of the loss of expenditure and/or loss incurred in respect of the preparation/launching of its Sales Gallery in the sum of RM5,750,000.

Despite the Judge's numerous efforts to facilitate an amicable resolution by directing mediation sessions to address all outstanding issues, the sessions did not yield the expected results. The High Court Judge has fixed the final case management on 31 July 2024, where parties will update the Court on the mediation outcomes. If no agreement is reached among all parties by that date, the case will proceed to full trial.

The solicitors believe that Conlay has no valid cause of action as Conlay is neither a party to nor privy to SPA; they assert that Conlay, as a stranger to the SPA cannot sue and certainly cannot be asking for specific performance or injunctive relief based on an agreement they are not part of. As such, the solicitors opine that Sunlink has a good case in defending the claims.

## Notes to the Financial Statements (Cont'd)

### 32. Contingencies (Cont'd)

#### (b) Litigations (Cont'd)

##### (ii) **August Line Sdn. Bhd. (“ALSB”) and C P Landmark Sdn. Bhd. (“CPL”) v Ivory Utilities Sdn. Bhd. (“IUSB”) and Ivory Properties Group Berhad (“the Company”)**

On 17 January 2022, IUSB, a wholly-owned subsidiary of the Company and the Company received two Writ of Summons and Statement of Claim filed by ALSB and CPL for a total sum of RM6,020,861.29, being the interest for IUSB's failure to settle the balance purchase price pursuant to the Sale and Purchase Agreements (“SPAs”) dated 29 June 2020. The two SPAs were entered between IUSB and ALSB and CPL, respective for the acquisition of two adjacent lands held under Geran 98023 and 98024, Lot 15737, Mukim 12, Daerah Barat Daya, Negeri Pulau Pinang. The SPAs were terminated on IUSB's failure to settle the balance consideration and RM14,279,000 deposit payment has since been forfeited under the SPAs. The deposit has been impaired in financial year 2022.

ALSB and CPL are claiming interest on the amount owing from IUSB at the rate of 6% per annum on the Balance Purchase Prices of RM62,025,000 and RM66,490,000 for an extension of time granted from 26 November 2020 to 6 September 2021.

On 21 March 2022, IUSB and the Company filed an Order 14A application for both suits to dispose both suits on point of law. On 21 July 2022, the High Court allowed IUSB and the Company's application and dismissed ALSB and CPL's claim for interest. On 10 August 2022, ALSB and CPL filed a notice of appeal respectively to the Court of Appeal against the decision of High Court made on 21 July 2022.

On 25 September 2023, the Court of Appeal dismissed both ALSB and CPL appeals with costs of RM15,000 each in favour of IUSB and the Company, subject to the payment of allocator fees. As the allowable appeal period for ALSB and CPL to file an appeal with the Federal Court has lapsed, the case is now deemed concluded, and the decision rendered by the Court of Appeal on 25 September 2023, stand as the final resolution in this matter.

##### (iii) **Ivory Gleneary Sdn. Bhd. (“IGSB”), Ivory Residence Sdn. Bhd. (“IRSB”), Ivory Properties Group Berhad (“the Company”) and Bank Islam Malaysia Berhad (BIMB)**

On 21 December 2023, the Company and its subsidiaries, IRSB (“1<sup>st</sup> Defendant”) and IGSB (“1<sup>st</sup> Defendant”) received two Writ of Summons and Statements of Claim dated 8 December 2023 from Bank Islam Malaysia Berhad (“BIMB” or the “Plaintiff”) which were issued by the High Court of Malaya at Kuala Lumpur (“Statement of Claim and Writ of Summons” or “Legal Suit”) seeking the following.

- (i) A total sum of RM19,816,860.15 against IGSB and RM14,010,843.94 against IRSB both as of 29 November 2023 (“Claim”);
- (ii) Late compensation (ta'widh) at 1% per annum on RM19,720,373.71 for IGSB and RM13,936,015.93 for IRSB, which will accrue from 30 November 2023 until the expiry date or the judgement date, whichever is earlier;
- (iii) Monthly profit based on the prevailing Islamic Interbank Money Market Rate until the entire claimed amount is settled;
- (iv) Cost; and
- (v) Other relief that the Court may deem just and fit.

The legal proceedings stem from the Plaintiff's decision not to renew the Facility, prompting a demand for IGSB and IRSB to settle all outstanding amounts under the Facility. The Company, being a corporate guarantor to the Facility was held jointly and severally liable for the Claim and was named as the 2nd Defendant of the Legal Suit.

On 19 April 2024, the High Court of Penang granted IGSB with a restraining order (“RO”) to restrain legal proceeding against it in response to IGSB's application of RO and order to convene a Court Convened Meeting with the High Court of Penang pursuant to Section 366 of the Companies Act 2016.

## Notes to the Financial Statements (Cont'd)

### 32. Contingencies (Cont'd)

(b) Litigations (Cont'd)

**(iii) Ivory Gleneary Sdn. Bhd. (“IGSB”), Ivory Residence Sdn. Bhd. (“IRSB”), Ivory Properties Group Berhad (“the Company”) and Bank Islam Malaysia Berhad (BIMB) (Cont'd)**

On 7 May 2024, the Company and IRSB applied for a similar RO for a period not more than the period of RO granted to IGSB pursuant to Section 368A(1) of the Companies Act 2016 as amended by the Companies (Amendment) Act 2024. The application was granted on 8 May 2024, thereby, restraining all further proceedings in any proceeding against the Company and IRSB.

On 4 June 2024, IGSB, the Company and IRSB received a Notice of Application from BIMB's solicitors in relation to an application to the Court to intervene and set aside the RO granted to the Company, IGSB and IRSB.

On 11 July 2024, the Court has allowed BIMB's application to intervene and set aside the RO granted to IGSB but maintained the order for IGSB to conduct the Court Convened Meeting.

On 15 July 2024, further to the Court's decision on 11 July 2024 to allow BIMB's application to intervene and set aside the RO granted to IGSB, the Court has also set aside the RO dated 8 May 2024 granted to IRSB and the Company.

On 17 July 2024, IGSB filed an application to the High Court of Penang, seeking an extension of time to conduct the Court Convened Meeting. On 18 July 2024, the Court granted an order to extend the time to conduct the Court Convened Meeting for three (3) months from 18 July 2024.

### 33. Capital Management

The Group's management manages its capital to maintain a strong capital base and safeguard the Group's ability to continue as a going concern and maintain an optimal capital structure, so as to maximise shareholders value. The management reviews the capital structure by considering the cost of capital and the risks associated with the capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital using a gearing ratio. The Group's policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirements. The gearing ratios at end of the reporting period are as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
Lease liabilities (Note 16)	-	213
Loans and borrowings (Note 17)	83,112	119,039
Less: Cash and bank balances (Note 14)	(1,713)	(1,865)
Net debts	<u>81,399</u>	<u>117,387</u>
Total equity	<u>37,894</u>	<u>104,289</u>
Gearing ratio (times)	<u>2.15</u>	<u>1.13</u>

There were no changes in the Group's approach to capital management during the financial year.

## Notes to the Financial Statements (Cont'd)

### 34. Significant Events

- (a) On 11 December 2023, Ivory Indah Sdn. Bhd. (“IISB”), a wholly-owned subsidiary of the Company, secured a further extension of the conditions precedent period until 15 December 2024 from the purchaser, Jesselton Peak Sdn. Bhd. (“JPSB”) to fulfil the conditions precedent set out in the Sale and Purchase Agreement (“SPA”) signed on 14 January 2015. The SPA concerns the proposed disposal of a piece of vacant freehold land measuring approximately 217,771.1156 square metre located in Penang, for a total cash consideration of RM150,000,000. As of the date of this report, the SPA remains conditional.
- (b) On 3 May 2023, Ivory Meadows Sdn. Bhd. (“IMSB”), a wholly-owned subsidiary of the Company, and Stellar Platinum Sdn. Bhd. (“SPSB”) signed a Joint Development Agreement to record their mutual commitments and regulate their rights concerning their joint participation and operations of Crown Penang in Tanjung Pinang, Penang. (“Crown Penang JDA”).

In consideration of IMSB providing the land for the development, IMSB is entitled to a total Reimbursement Sum of RM71,000,000.

The Crown Penang JDA became unconditional on 5 January 2024 and IMSB received a total payment of RM68,000,000 on the same month. The remaining RM3,000,000 of the Reimbursement Sum will be settled by SPSB within 7 days upon the issuance of Certificate of Completion and Compliance. Details of the utilisation of the Reimbursement Sum as of 31 March 2024 are as follows:

Details of utilisation	RM'000
Repayment of bank borrowings	36,500
Repayment of advances to Thirupathi Capital Sdn Bhd	18,300
Payment of balance sum owing to Zenith Urban Development Sdn Bhd	2,951
Working capital requirements	10,249
	68,000

- (c) On 20 October 2023, the Company, IMSB and Thirupathi Capital Sdn. Bhd. (“TCSB”) entered into a Deed of Mutual Termination to terminate the Share Subscription Agreement (“SSA”) signed on 14 July 2023. Subsequently, IMSB refunded the advances of RM18,300,000 from TCSB using the Reimbursement Sum from SPSB.
- (d) On 11 July 2023, Ivory Continental Sdn. Bhd. (“ICSB”), a wholly-owned subsidiary of the Company, agreed to an extension of time to allow its joint-venture partner, Alam Harmoni Sdn Bhd (“AHSB”) to pay the Agreed Sum pursuant to a Sell-out Notice signed on 28 July 2022. The extension was granted until 31 December 2024 with an automatic extension for a further three (3) months, subject to payment within 7 days from the completion date of the Sale and Purchase Agreement entered between AHSB and its buyer, whichever comes first.
- (e) On 10 January 2024, Ivory Gleneary Sdn. Bhd. (“IGSB”), a wholly-owned subsidiary of the Company entered into a Sale and Purchase Agreement (“SPA”) with Chin Hin Property (Penang) Sdn. Bhd. (“CHPP”), to sell and assign to CHPP, all the rights, title, and interest of a plot of freehold land measuring approximately 1.218 acres within an existing project known as Penang Times Square held under a master title known as Geran 172694, Lot 10024, Seksyen 10, Bandar George Town, Daerah Timur Laut, Pulau Pinang for a cash consideration of RM40,000,000. As of the date of this report, the PTS4 SPA remains conditional.
- (f) On 10 January 2024, Ivory Gleneary Sdn Bhd (“IGSB”), a wholly-owned subsidiary of the Company, appointed Baker Tilly Insolvency PLT as the Scheme Advisor to assist IGSB in formulating a scheme of arrangement to address IGSB's outstanding liabilities in accordance with section 366 of the Companies Act 2016 to restructure IGSB's outstanding liabilities.

## Notes to the Financial Statements (Cont'd)

### 35. Subsequent Events

- (a) On 8 April 2024, IGSB filed an application of Restraining Order ("RO") and order to convene a Court Convened Meeting ("CCM") with the High Court of Penang ("the Court") pursuant to Section 366 of the Companies Act 2016. Subsequently, on 19 April 2024, the Court allowed IGSB's application and granted RO and order to convene a CCM to IGSB.

On 7 May 2024, the Company and Ivory Residence Sdn. Bhd. ("IRSB"), a wholly-owned subsidiary of the Company, both being the related companies of IGSB, have applied to the High Court of Pulau Pinang for a Restraining Order pursuant to Section 368A(1) of the Companies Act 2016 as amended by the Companies (Amendment) Act 2024. The application sought a Restraining Order for a period not exceeding the duration of the Restraining Order granted to IGSB, which is three (3) months from 19 April 2024, to restrain all further proceedings against the Company and IRSB.

On 8 May 2024, the Court granted the Company and IRSB the requested Restraining Order as per their application on 7 May 2024 for a period of three (3) months from 19 April 2024.

On 4 June 2024, IGSB, the Company and IRSB received a Notice of Application from BIMB's solicitors in relation to an application to the Court to intervene and set aside the RO granted to the Company, IGSB and IRSB.

On 11 July 2024, the Court has allowed BIMB's application to intervene and set aside the RO granted to IGSB but maintained the order for IGSB to conduct the CCM.

On 15 July 2024, further to the Court's decision on 11 July 2024 to allow BIMB's application to intervene and set aside the RO granted to IGSB, the Court has also set aside the RO dated 8 May 2024 granted to IRSB and the Company.

On 17 July 2024, IGSB filed an application to the High Court of Penang, seeking an extension of time to conduct the CCM. On 18 July 2024, the Court granted an order to extend the time to conduct the CCM for three (3) months from 18 July 2024.

- (b) On 30 May 2024, following the release of the Company's fourth quarterly financial results, the Company announced that it had triggered Paragraph 2.1(a) of PN17 as the unaudited interim financial statements for the year ended 31 March 2024, revealed that the shareholders' equity of the Company on a consolidated basis was RM37,894,000. This amount represents 25% or less of the Company's share capital and it is also less than RM40,000,000.

### 36. Date of Authorisation for Issue

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 30 July 2024.

# Group Properties

As at 31 March 2024

Location	Approx. age of Building (years)	Description/ Existing Use	Build-up Approximate		Tenure	Carrying	Year of Acquisition
			Area (sq. ft.)	Land Area (sq. ft.)		Amount as at 31 March 2024 (RM '000)	
Phase 3 of Penang Times Square erected on part of land known as No. Hakmilik 172694, Lot 10024, Seksyen 10, Bandar George Town, Daerah Timor Laut, Pulau Pinang.	N/A	Under development - Residential and Commercial	N/A	143,267	Freehold	29,421	2005, 2008, 2009, 2011
Ivory Tower 81-11-1, Jalan Dato' Keramat, 10150 George Town, Pulau Pinang erected on part of land known as No. Hakmilik 172694, Lot 10024, Seksyen 10, Bandar George Town, Daerah Timor Laut, Pulau Pinang.	10	Office for own use	48,766	N/A	Freehold	15,878	2013
Birch House 73, Jalan Dato' Keramat, 10150 George Town, Pulau Pinang erected on part of land known as No. Hakmilik 172694, Lot 10024, Seksyen 10, Bandar George Town, Daerah Timor Laut, Pulau Pinang.	116	Commercial	18,710	18,140	Freehold	9,157	2008
Seri Taman Tanjung 108-15-08 & 108-B-01, Persiaran Lengkuas, 10470 Pulau Pinang erected on land known as No. Geran 70643, Lot 1598, Seksyen 2, Bandar Tanjung Tokong, Daerah Timor Laut, Pulau Pinang.	20	Residential and Commercial with Car Parking Bays	34,789	N/A	Freehold	128	2004 & 2005
Plaza Ivory 2-2-12A, Halaman Bukit Gambir, 11700, Pulau Pinang erected on land known as No. Geran Mukim 2608, Lot 10320, Mukim 13, Daerah Timor Laut, Pulau Pinang.	19	Commercial with Car Parking Bays	32,615	N/A	Freehold	1,159	2006

## Group Properties (Cont'd)

As at 31 March 2024

<b>Location</b>	<b>Approx. age of Building (years)</b>	<b>Description/ Existing Use</b>	<b>Build-up Area (sq. ft.)</b>	<b>Approximate Land Area (sq. ft.)</b>	<b>Tenure</b>	<b>Carrying Amount as at 31 March 2024 (RM '000)</b>	<b>Year of Acquisition</b>
No. Hakmilik 1272, Lot 2838, Mukim 18, Daerah Timor Laut, Pulau Pinang.	N/A	Development Land *	N/A	2,344,088	Freehold	50,000	2013
Phase 4 and 5 of Penang Times Square erected on part of land known as No. Hakmilik 172694, Lot 10024, Seksyen 10, Bandar George Town, Daerah Timor Laut, Pulau Pinang.	N/A	Development Land **	N/A	86,458	Freehold	34,341	2005, 2008, 2009, 2011
						<u>140,083</u>	

\* Ivory Indah Sdn Bhd, a wholly-owned subsidiary of the Company has entered into a Sale and Purchase Agreement (“Agreement”) to dispose of the land in financial period 2015. The sale transaction is pending fulfilment of the Conditions Precedent stated under the said Agreement.

\*\* Ivory Gleneary Sdn Bhd, a wholly-owned subsidiary of the Company has entered into a Sale and Purchase Agreement (“Agreement”) to dispose of the Phase 4 land during the financial year. The sale transaction is pending fulfilment of the Conditions Precedent stated under the said Agreement.

# Analysis of Shareholdings

As at 28 June 2024

Class of Shares : Ordinary shares (“Shares”)  
Voting Rights : 1 vote per Share

## 1. ANALYSIS BY SIZE OF SHAREHOLDINGS

Size of shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Issued Share Capital
Less than 100 shares	226	5.79	9,940	*
100 to 1,000 shares	372	9.54	171,536	0.04
1,001 to 10,000 shares	1,373	35.21	8,990,409	1.83
10,001 to 100,000 shares	1,589	40.74	57,262,452	11.68
100,001 to less than 5% of issued shares	337	8.64	168,367,738	34.36
5% and above of issued shares	3	0.08	255,277,654	52.09
<b>Total</b>	<b>3,900</b>	<b>100.00</b>	<b>490,079,729</b>	<b>100.00</b>

Note: \* Negligible

## 2. THIRTY LARGEST SECURITIES ACCOUNT HOLDERS

(without aggregating the securities from different securities accounts belonging to the same person)

No.	Name	No. of Shares	%
1	Low Eng Hock	133,552,150	27.25
2	NLY Development Sdn Bhd	93,497,100	19.08
3	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Khoo Siew Siew	28,228,404	5.76
4	Ooi Choi Kiat	21,099,097	4.31
5	AllianceGroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lee Foo San	8,500,000	1.73
6	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Luqman Bin Mohamed Jakel	7,820,800	1.60
7	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ooi Choi Kiat	7,250,000	1.48
8	Tan Yee Keng	5,663,750	1.16
9	Tay Chee Kien	2,783,500	0.57
10	Tohtonku Sdn. Berhad	2,276,100	0.46



## Analysis of Shareholdings (Cont'd)

As at 28 June 2024

### 2. THIRTY LARGEST SECURITIES ACCOUNT HOLDERS (CONT'D)

(without aggregating the securities from different securities accounts belonging to the same person)

No.	Name	No. of Shares	%
11	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Low Hooi Bee	2,137,500	0.44
12	Goee Miow Kheng	2,070,000	0.42
13	Chan Yan Kuan	2,045,000	0.42
14	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ooi Choi Kiat	1,800,000	0.37
15	Lim Siong Kok	1,633,300	0.33
16	Chin Sin Lin	1,500,000	0.31
17	Tey Kock Yew	1,500,000	0.31
18	Tan Choon Lai	1,420,300	0.29
19	Shye Yong Teat	1,412,400	0.29
20	Yen Fong Keng	1,370,000	0.28
21	Loh Chin Chuen	1,249,650	0.25
22	Tan Kim Hee	1,236,300	0.25
23	Hafiz Salama Bin Md Noor	1,222,200	0.25
24	Kam Foong Keng	1,200,000	0.24
25	Tan Bee Choon	1,150,000	0.23
26	Yong Ah Yaw	1,145,600	0.23
27	Polargas Sdn. Bhd.	1,100,000	0.22
28	Wan Cheng Hoe	1,065,525	0.22
29	Yew Hong Soon	1,050,000	0.21
30	Chin Khee Kong & Sons Sendirian Berhad	1,040,000	0.21

**Analysis of Shareholdings (Cont'd)**

As at 28 June 2024

**3. SUBSTANTIAL SHAREHOLDERS**

No.	Name	Direct Interest		Indirect Interest	
		No. of Shares held	%	No. of Shares held	%
1	Dato' Low Eng Hock	133,552,150	27.25	28,228,404*	5.76
2	NLY Development Sdn Bhd	93,497,100	19.08	-	-
3	Datin Khoo Siew Siew	28,228,404	5.76	-	-
4	Ooi Choi Kiat	30,149,097	6.15	-	-

Note: \* Deemed interested by virtue of his spouse's shareholdings in the Company in accordance with Section 59(11) (c) of the Companies Act 2016 ("the Act").

**4. DIRECTORS' SHAREHOLDINGS**

No.	Name	Direct Interest		Indirect Interest	
		No. of Shares held	%	No. of Shares held	%
1	Dato' Haji Abdul Malik bin Abul Kassim	-	-	-	-
2	Dato' Low Eng Hock	133,552,150	27.25	28,228,404*	5.76
3	Low Wei Shane	-	-	-	-
4	Dato' Abu Bakar bin Hassan	-	-	-	-
5	Ng Poh Choo	-	-	-	-
6	Siva Balan a/l Gunasegaran	-	-	-	-

Note: \* Deemed interested by virtue of his spouse's shareholdings in the Company in accordance with Section 59(11) (c) of the Act.

**INTEREST IN RELATED CORPORATIONS**

Dato' Low Eng Hock, by virtue of his interest in shares in the Company, is deemed interested in shares of all the Company's related corporations to the extent that the Company has an interest. Save as disclosed above, none of the other Directors in office has any interest in shares in the Company and Company's related corporations as at 28 June 2024.

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Nineteenth (19<sup>th</sup>) Annual General Meeting of Ivory Properties Group Berhad (“**IPGB**” or the “**Company**”) will be conducted **virtually** at the following date, time and broadcast venue for the following purposes:

<b>Day and Date</b>	: <b>Friday, 30 August 2024</b>
<b>Time</b>	: <b>9:00 a.m.</b>
<b>Broadcast Venue</b>	: Boardroom, Ivory Tower @ Penang Times Square, 81-11-1, Jalan Dato’ Keramat, 10150 George Town, Penang, Malaysia <b>(Members/Proxies/Corporate Representatives will not be allowed to physically present at the Broadcast Venue)</b>
<b>Online Meeting Platform</b>	: Securities Services ePortal at <a href="https://sshsb.net.my/">https://sshsb.net.my/</a>
<b>Modes of Communication</b>	: Typed text in the Online Meeting Platform

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 2)**
2. To approve the payment of Directors’ fees of RM127,000 per annum for Non-Executive Directors, to be paid on a monthly basis for the financial year ending 31 March 2025 and thereafter. **Resolution 1**
3. To approve the payment of benefits (excluding Directors’ fees) payable to the Directors up to an amount of RM50,000 from 31 August 2024 until the next Annual General Meeting (“AGM”) of the Company to be held in year 2025. **Resolution 2**
4. To re-elect the following Directors who are retiring in accordance with Clause 167 of the Company’s Constitution and being eligible, have offered themselves for re-election:  
  
(a) Dato’ Low Eng Hock **Resolution 3**  
(b) Dato’ Abu Bakar bin Hassan **Resolution 4**
5. To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Resolution 5**
6. To consider any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

## Notice of Annual General Meeting (Cont'd)

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications: -

#### 7. Ordinary Resolution

#### Resolution 6

##### **Authority to Issue Shares pursuant to the Companies Act 2016 and waiver of Pre-emptive Rights**

**“THAT** subject to the Companies Act 2016 (**“Act”**), the Constitution of the Company, the approvals from Bursa Malaysia Securities Berhad (**“Bursa Securities”**) and any relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Act, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

**THAT** pursuant to Section 85 of the Act to be read together with Clause 28.1 of the Company’s Constitution, that approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to this mandate.

**THAT** the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

**AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever is earlier, unless such authority is revoked or varied by resolution passed by the shareholders in a general meeting.”

#### 8. Ordinary Resolution

#### Resolution 7

##### **Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

**“THAT** subject always to the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries (**“Ivory Group”**) to enter into and give effect to specified recurrent related parties transactions of a revenue or trading nature of the Ivory Group with specified classes of Related Parties (as specified in Section 2.3 of the Circular to Shareholders dated 31 July 2024) which are necessary for the day-to-day operations, in the ordinary course of business and are carried out at arm’s length basis on normal commercial terms of Ivory Group which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in full force until:

- (a) the conclusion of the next AGM following this AGM;
- (b) the expiration of the period within which the next AGM is required to be held; or
- (c) revoked or varied by resolution passed by shareholders in a general meeting,

whichever is earlier.

**THAT** authority be and is hereby given to the Directors of the Company to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company (including executing all such documents as may be required) to give full effect to the transactions contemplated and or authorised by this Resolution.”

By Order of the Board,

Yeow Sze Min (SSM PC No. 201908003120, MAICSA 7065735)  
Low Seow Wei (SSM PC No. 202008000437, MAICSA 7053500)  
Company Secretaries

Penang, 31 July 2024

## Notice of Annual General Meeting (Cont'd)

### Notes: -

#### 1) Information for Shareholders/Proxies

- 1.1 The 19<sup>th</sup> Annual General Meeting (“**19<sup>th</sup> AGM**”) will be conducted virtually through live streaming and online remote voting via the Remote Participation and Voting (“**RPV**”) facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services ePortal’s platform at <https://sshbsb.net.my/>. Please follow the procedures provided in the Administrative Guide for the 19<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
- 1.2 The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Act and Clause 109 of the Company’s Constitution which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Members/proxies/corporate representatives will not be allowed to be physically present at the Broadcast Venue.
- 1.3 For the purpose of determining who shall be entitled to attend the meeting, only members whose names appeared on the Record of Depositors on **22 August 2024** (“**General Meeting Record of Depositors**”) shall be eligible to participate and vote in the 19<sup>th</sup> AGM.
- 1.4 Every member including authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and an exempt authorised nominee who holds ordinary shares in the Company for multiple owners in one securities account (“**Omnibus Account**”), is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to participate, speak and vote in his/her stead at the 19<sup>th</sup> AGM, and that such proxy need not be a member. There shall be no restriction as to the qualification of the proxy. A proxy appointed by the member shall have the same rights as the member to participate, speak and vote at the 19<sup>th</sup> AGM.

The members, their proxies or corporate representatives may submit questions to the Company via real time submission of typed texts through a text box within Securities Services ePortal’s platform during live streaming of the 19<sup>th</sup> AGM as the primary mode of communication.

- 1.5 Every member is entitled to appoint not more than two (2) persons as his/her proxy. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 1.6 The instrument appointing a proxy or representative and the duly registered power of attorney or other authority, if any, shall be in writing under the hand of the appointer or his/her attorney duly appointed under a Power of Attorney or, if such appointer is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a Director or its attorney duly appointed under a Power of Attorney.
- 1.7 Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for 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.
- 1.8 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Securities (“**MMLR**”), all Resolutions set out in the Notice of the 19<sup>th</sup> AGM will be put to vote on a poll.
- 1.9 The instrument appointing proxy(ies) may be made in hardcopy 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 19<sup>th</sup> AGM or any adjournments thereof: -

(a) **In Hardcopy Form**

The proxy form shall be deposited at the Company’s Registered Office at Suite 18.05, MWE Plaza, No. 8, Lebuhraya Farquhar, 10200 George Town, Penang, Malaysia.

(b) **By Electronic Means**

The proxy forms shall be electronically lodged via Securities Services ePortal’s platform at <https://www.sshbsb.net.my> or by email to [eservices@sshbsb.com.my](mailto:eservices@sshbsb.com.my).

## Notice of Annual General Meeting (Cont'd)

### Notes (Cont'd): -

#### 2) **Item 1 of the Agenda** **Audited Financial Statements for the financial year ended 31 March 2024**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.

#### 3) **Ordinary Resolution 1** **Payment of Directors' fees for the financial year ending 31 March 2025**

The proposed Directors' fees of RM127,000 per annum payable to all Non-Executive Directors of the Company on a monthly basis for the financial year ending 31 March 2025 and thereafter.

The Board is of the view that it is fair and justifiable for the payment of Directors' fees to the Non-Executive Directors to be made as and when incurred, after the Non-Executive Directors have discharged their responsibilities and rendered their services to the Company.

#### 4) **Ordinary Resolution 2** **Payment of benefits payable to the Directors**

Section 230(1) of the Act provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The benefits payable to the Directors pursuant to Section 230(1)(b) of the Act has been reviewed by the Board of Directors of the Company, which recognises that the benefits payable are in the best interest of the Company for the applicable period from 31 August 2024 up to the conclusion of the next AGM of the Company to be held in 2025. The benefits comprised of Directors and Officers Liability Insurance, benefits in kind and others for Directors and meeting allowances, which will only be accorded based on actual attendance of meetings by the Non-Executive Directors.

#### 5) **Ordinary Resolutions 3-4** **Re-election of Directors**

Clause 167 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election.

In determining the eligibility of the Directors to stand for re-election at the 19<sup>th</sup> AGM of the Company, the Nominating Committee ("NC") has assessed and recommended to the Board the re-election of retiring Directors based on the following consideration: -

- (i) satisfactory performance and have met the criteria of Fit and Proper Policy of the Company in terms of character, experience, integrity, competence and time in discharging their duties and responsibilities;
- (ii) level of independence demonstrated by the independent director; and
- (iii) their ability to act in the best interest of the Company in decision-making.

The Board (save for the retiring Directors who had abstained from deliberation and voting) accepted the NC's recommendation that the Directors who retire in accordance with Clauses 167 of the Company's Constitution are eligible to stand for re-election.

## Notice of Annual General Meeting (Cont'd)

### Notes (Cont'd): -

#### 6) **Ordinary Resolution 5** **Re-appointment of Auditors**

The Audit and Risk Management Committee (“**ARMC**”) and the Board of Directors have considered the re-appointment of Messrs. UHY as Auditors of the Company and collectively agreed that Messrs. UHY has met the relevant criteria as prescribed by Paragraph 15.21 of MMLR.

The Board endorsed ARMC’s recommendation to seek shareholders’ approval to appoint Messrs. UHY as external auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

#### 7) **Ordinary Resolution 6** **Authority to issue shares pursuant to the Act and waiver of Pre-emptive Rights**

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the 19<sup>th</sup> AGM of the Company. The Company had been granted a general mandate by its shareholders at the last AGM held on 1 September 2023 (hereinafter referred to as the “**Previous Mandate**”).

As at the date of the Notice, no new shares in the Company were issued pursuant to the Previous Mandate granted by the shareholders of the Company to the Directors and hence, no proceeds were raised therefrom. The Previous Mandate will lapse at the conclusion of the 19<sup>th</sup> AGM to be held on 30 August 2024.

The Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being. This authority will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company or the period within which the next AGM of the Company is required to be held, whichever is the earlier (“**General Mandate**”).

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meetings to specifically approve such an issuance of shares.

The waiver of pre-emptive rights will allow the Directors of the Company to issue new Ordinary Shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

#### 8) **Ordinary Resolution 7** **Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature**

The Ordinary Resolution 7, if passed, will allow Ivory Group to enter into recurrent related party transactions in the ordinary course of business with specified classes of related parties and avoid the necessity to convene separate general meetings from time to time to seek shareholders’ approval when such recurrent related party transactions occur. This would reduce substantial administrative time, the inconveniences and expenses associated with the convening of such meetings. The shareholders’ mandate is subject to renewal on an annual basis.

Further information on the proposed Ordinary Resolution 7 is set out in the Circular to Shareholders dated 31 July 2024.

## Notice of Annual General Meeting (Cont'd)

### Personal Data Privacy

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 19<sup>th</sup> AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 19<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 19<sup>th</sup> AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (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.*

### STATEMENT ACCOMPANYING NOTICE OF AGM PURSUANT TO PARAGRAPH 8.27(2) OF THE MMLR

#### 1. Details of individuals who are standing for election as Directors

No individual is standing for election as a Director at the forthcoming 19<sup>th</sup> AGM of the Company.

#### 2. The renewal of the General Mandate for the issue of securities in accordance with Paragraph 6.03(3) of the MMLR

Details of the renewal of the General Mandate to issue securities in the Company pursuant to Sections 75 and 76 of the Act are set out in Note 7 of the Notice of the 19<sup>th</sup> AGM.





# SECURITIES SERVICES e-PORTAL

## WHAT IS Securities Services e-Portal?

**Securities Services e-Portal** (“e-Portal”) is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Attend and participate at meetings remotely via live streaming
- Vote online remotely on resolutions tabled at meetings

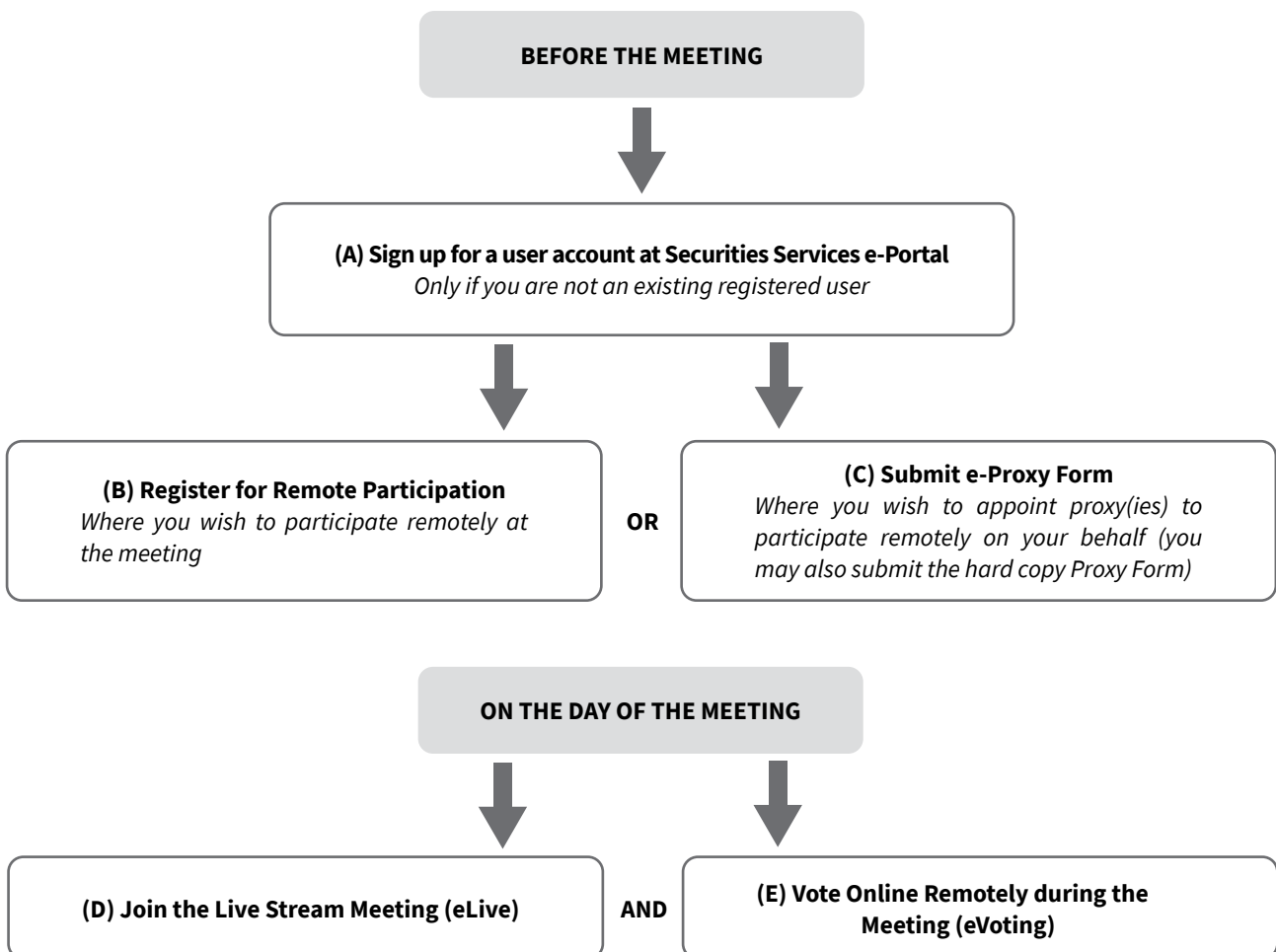
(referred to as “e-Services”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by Ivory Properties Group Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

**Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.**

## REQUIRE ASSISTANCE?

Please contact the officer at our general line (Tel: +604 263 1966) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:30 p.m. and from 1:30 p.m. to 5.30 p.m. excluding public holiday. Alternatively, you may email us at [eservices@sshbs.com.my](mailto:eservices@sshbs.com.my).



**BEFORE THE MEETING**

**(A) Register as a User of Securities Services e-Portal**

<p>Step 1 Visit <a href="https://sshsb.net.my/">https://sshsb.net.my/</a></p> <p>Step 2 Sign up for a user account</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p>	<ul style="list-style-type: none"> <li>• <b>This is a ONE-TIME registration.</b> If you already have a user account, you need not register again.</li> <li>• Your email address is your User ID.</li> <li>• Please proceed to either (B) or (C) below once you are a registered user.</li> </ul>
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**ALL SHAREHOLDERS MUST REGISTER AS A USER BY 23 AUGUST 2024**

**(B) Register for Remote Participation**

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Friday, 30 August 2024 at 9:00 a.m.	Wednesday, 28 August 2024 at at 9:00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Ivory Properties Group Berhad** under Company Name and **19<sup>th</sup> AGM on 30 August 2024 at 9:00 a.m. – Registration for Remote Participation** under Corporate Exercise/Event and click “>” to register for remote participation at the meeting.

Step 1 Check if you are attending as –

- Individual shareholder
- Corporate or authorised representative of a body corporate

*For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in one (1) file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. at Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Penang for verification before the registration closing date and time above.*

Step 2 Submit your registration.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to **all the CDS account(s)** of each individual shareholder/body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted virtually and only Chairman and other essential individuals will be present at the broadcast venue, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint Chairman of the meeting as proxy or your own proxy(ies) to represent you.

**(C) Submit e-Proxy Form**

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Friday, 30 August 2024 at 9:00 a.m.	Wednesday, 28 August 2024 at 9:00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password.
- Look for **Ivory Properties Group Berhad** under Company Name and **19<sup>th</sup> AGM on 30 August 2024 at 9:00 a.m. – Submission of Proxy Form** under Corporate Exercise/Event and click “>” to submit your proxy forms online for the meeting by the submission closing date and time above.

Step 1 Check if you are submitting the proxy form as –

- Individual shareholder
- Corporate or authorised representative of a body corporate

*For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in one (1) file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. at Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 George Town, Penang for verification before the proxy form submission closing date and time above.*

Step 2	Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies). <b>You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.</b>
Step 3	Proceed to indicate how your votes are to be casted against each resolution.
Step 4	Review and confirm your proxy form details before submission. <ul style="list-style-type: none"> <li>A copy of your submitted e-Proxy Form can be accessed via <b>My Records</b> (refer to the left navigation panel).</li> <li>You need to submit your e-Proxy Form for <b>every CDS account(s)</b> you have or represent.</li> </ul>

### PROXIES

**All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by 23 August 2024. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY.** Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted virtually.

### ON THE DAY OF THE MEETING

<b>Log in to <a href="https://sshsb.net.my/">https://sshsb.net.my/</a> with your registered email and password</b>	
<b>(D) Join the Live Stream Meeting (eLive)</b>	
<b>Meeting Date and Time</b>	<b>eLive Access Date and Time</b>
Friday, 30 August 2024 at 9:00 a.m.	Friday, 30 August 2024 at 8:30 a.m.
<p>➤ Look for <b>Ivory Properties Group Berhad</b> under Company Name and <b>19<sup>th</sup> AGM on 30 August 2024 at 9:00 a.m. – Live Stream Meeting</b> under Corporate Exercise/Event and click “&gt;” to join the meeting.</p> <ul style="list-style-type: none"> <li>The access to the live stream meeting will open on the abovementioned date and time.</li> <li>If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.</li> </ul>	
<b>(E) Vote Online Remotely during the Meeting (eVoting)</b>	
<b>Meeting Date and Time</b>	<b>eVoting Access Date and Time</b>
Friday, 30 August 2024 at 9:00 a.m.	Friday, 30 August 2024 at 9:00 a.m.
<p>➤ If you are already accessing the Live Stream Meeting, click <b>Proceed to Vote</b> under the live stream player. OR</p> <p>➤ If you are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for <b>Ivory Properties Group Berhad</b> under Company Name and <b>19<sup>th</sup> AGM on 30 August 2024 at 9:00 a.m. – Remote Voting</b> under Corporate Exercise/Event and click “&gt;” to remotely cast and submit the votes online for the resolutions tabled at the meeting.</p>	
Step 1	Cast your votes by clicking on the radio buttons against each resolution.
Step 2	Review your casted votes and confirm and submit the votes. <ul style="list-style-type: none"> <li>The access to eVoting will open on the abovementioned date and time.</li> <li>Your votes casted will apply throughout <b>all</b> the CDS accounts you represent as an individual shareholder, corporate/authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.</li> <li>The access to eVoting will close as directed by the Chairman of the meeting.</li> <li>A copy of your submitted e-Voting can be accessed via <b>My Records</b> (refer to the left navigation panel).</li> </ul>

# PROXY FORM for the Nineteenth (19<sup>th</sup>) Annual General Meeting

<b>CDS Account No.</b>	
------------------------	--

<b>No. of Shares Held</b>	
---------------------------	--

I/We \_\_\_\_\_ NRIC/Passport/Registration No. \_\_\_\_\_  
 (Full Name as per NRIC/Passport in Capital Letters)

of \_\_\_\_\_  
 (Full Address in Capital Letters)

and telephone no./email address \_\_\_\_\_ being \*a member/members of **IVORY PROPERTIES GROUP BERHAD** ("the Company") hereby appoint the following person(s) :-

Name of First Proxy <i>(Full Name as per NRIC/Passport in Capital Letters)</i>	NRIC/Passport No.	Shareholdings to be represented	
		No. of Shares	%
Telephone No.: Email Address:			
and			
Name of Second Proxy <i>(Full Name as per NRIC/Passport in Capital Letters)</i>	NRIC/Passport No.	Shareholdings to be represented	
		No. of Shares	%
Telephone No.: Email Address:			

or failing him/her/them, the Chairman of the meeting, as \*my/our proxy/proxies to vote in \*my/our name(s) on \*my/our behalf at the Nineteenth (19<sup>th</sup>) Annual General Meeting ("AGM") of the Company to be held **virtually** at the Broadcast Venue, at Boardroom, Ivory Tower @ Penang Times Square, 81-11-1, Jalan Dato' Keramat, 10150 George Town, Penang, Malaysia on **Friday, 30 August 2024 at 9:00 a.m.** and at any adjournment thereof.

Please indicate your vote with an 'X' in the respective box of each resolution. In the absence of specific directions as to voting is given, your proxy will vote or abstain from voting at his/her discretion.

Ordinary Resolutions		First Proxy		Second Proxy	
		For	Against	For	Against
1.	To approve the payment of Directors' fees for the financial year ending 31 March 2025 and thereafter.				
2.	To approve the payment of benefits (excluding Directors' fees) from 31 August 2024 until the next AGM of the Company.				
3.	To re-elect Dato' Low Eng Hock as a Director of the Company.				
4.	To re-elect Dato' Abu Bakar bin Hassan as a Director of the Company.				
5.	To re-appoint Messrs. UHY as Auditors of the Company.				
6.	To empower the Directors to issue and allot shares and waiver of pre-emptive rights.				
7.	To approve the Proposed Renewal of Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.				

Note: Please note that the short description given above on the Resolutions to be passed do not in any way whatsoever reflect the intent and purpose of the Resolutions. Shareholders are encouraged to refer to the Notice of 19<sup>th</sup> AGM for the full purpose and intent of the Resolutions to be passed.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

\_\_\_\_\_  
 Signature/Common Seal of Shareholder

**Notes:**

- 1.1 The 19<sup>th</sup> Annual General Meeting ("19<sup>th</sup> AGM") will be conducted virtually through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities to be provided by SS E Solutions Sdn. Bhd. via Securities Services ePortal's platform at <https://sshsb.net.my/>. Please follow the procedures provided in the Administrative Guide for the 19<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
- 1.2 The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 ("the Act") corporate representatives and Clause 109 of the Company's Constitution which requires the Chairman of the Meeting to be present at the main venue of the Meeting. Members/proxies/corporate representatives will not be allowed to be physically present at the Broadcast Venue.
- 1.3 For the purpose of determining who shall be entitled to attend the meeting, only members whose names appeared on the Record of Depositors on **22 August 2024** ("General Meeting Record of Depositors") shall be eligible to participate and vote in the 19<sup>th</sup> AGM.
- 1.4 Every member including authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and an exempt authorised nominee who holds ordinary shares in the Company for multiple owners in one securities account ("Omnibus Account"), is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to participate, speak and vote in his/her stead at the 19<sup>th</sup> AGM, and that such proxy need not be a member. There shall be no restriction as to the qualification of the proxy. A proxy appointed by the member shall have the same rights as the member to participate, speak and vote at the 19<sup>th</sup> AGM.  
 The members or their proxies or corporate representatives may submit questions to the Company via real time submission of typed texts through a text box within Securities Services ePortal's platform during live streaming of the 19<sup>th</sup> AGM as the primary mode of communication.

**Notes (Cont'd):**

- 1.5 Every member is entitled to appoint not more than two (2) persons as his/her proxy. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 1.6 The instrument appointing a proxy or representative and the duly registered power of attorney or other authority, if any, shall be in writing under the hand of the appointer or his/her attorney duly appointed under a Power of Attorney or, if such appointer is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a Director or its attorney duly appointed under a Power of Attorney.
- 1.7 Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for 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.
- 1.8 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all Resolutions set out in the Notice of the 19<sup>th</sup> AGM will be put to vote on a poll.
- 1.9 The instrument appointing proxy(ies) may be made in hardcopy 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 19<sup>th</sup> AGM or any adjournments thereof: -
  - (a) **In Hardcopy Form**  
The proxy form shall be deposited at the Company's Registered Office at Suite 18.05, MWE Plaza, No. 8, Lebuq Farquhar, 10200 George Town, Penang, Malaysia.
  - (b) **By Electronic Means**  
The proxy forms shall be electronically lodged via Securities Services ePortal's platform at <https://www.sshsb.net.my> or by email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my).
- 1.10 Any alteration in this form must be initialed.

**Personal Data Privacy**

By submitting the duly executed proxy form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the 19<sup>th</sup> AGM of the Company and any adjournment thereof.

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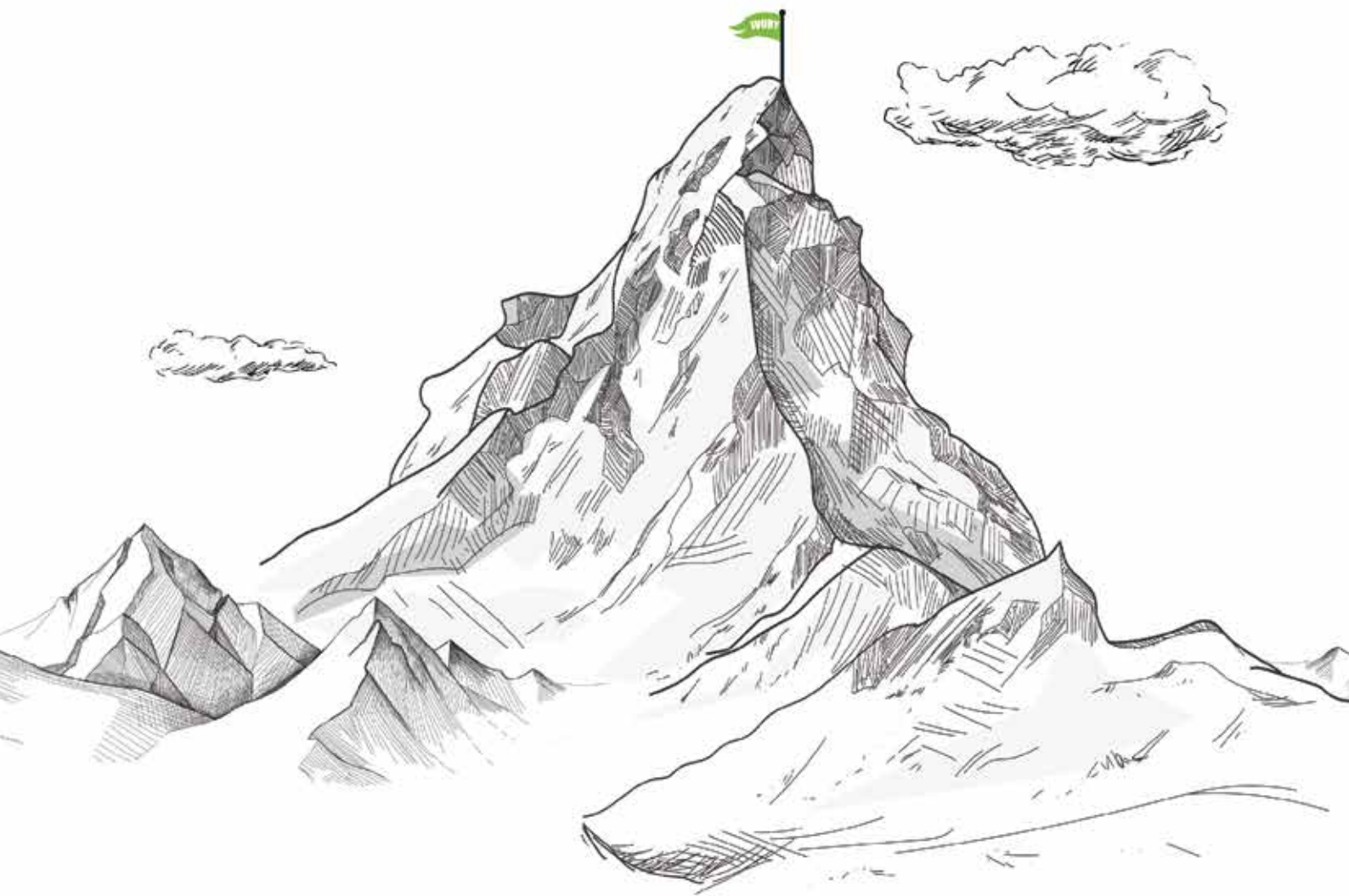
Affix  
Stamp

**Company Secretaries**

Ivory Properties Group Berhad  
Registration No. 200401034702 (673211-M)  
Suite 18.05, MWE Plaza  
No. 8 Lebuq Farquhar  
10200 George Town  
Penang, Malaysia

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# IVORY

**IVORY PROPERTIES GROUP BERHAD**

Registration No.: 200401034702 (673211-M)

Ivory Tower @ Penang Times Square  
81-11-1, Jalan Dato' Keramat, 10150 George Town, Penang, Malaysia.

Tel : 604 210 8000 Fax : 604 227 0000 Web : [www.ivory.com.my](http://www.ivory.com.my)