

# G Capital

**G Capital Berhad**

[Registration No. 199501000977 (330171-P)]

(KLSE Stock Code: 7676)

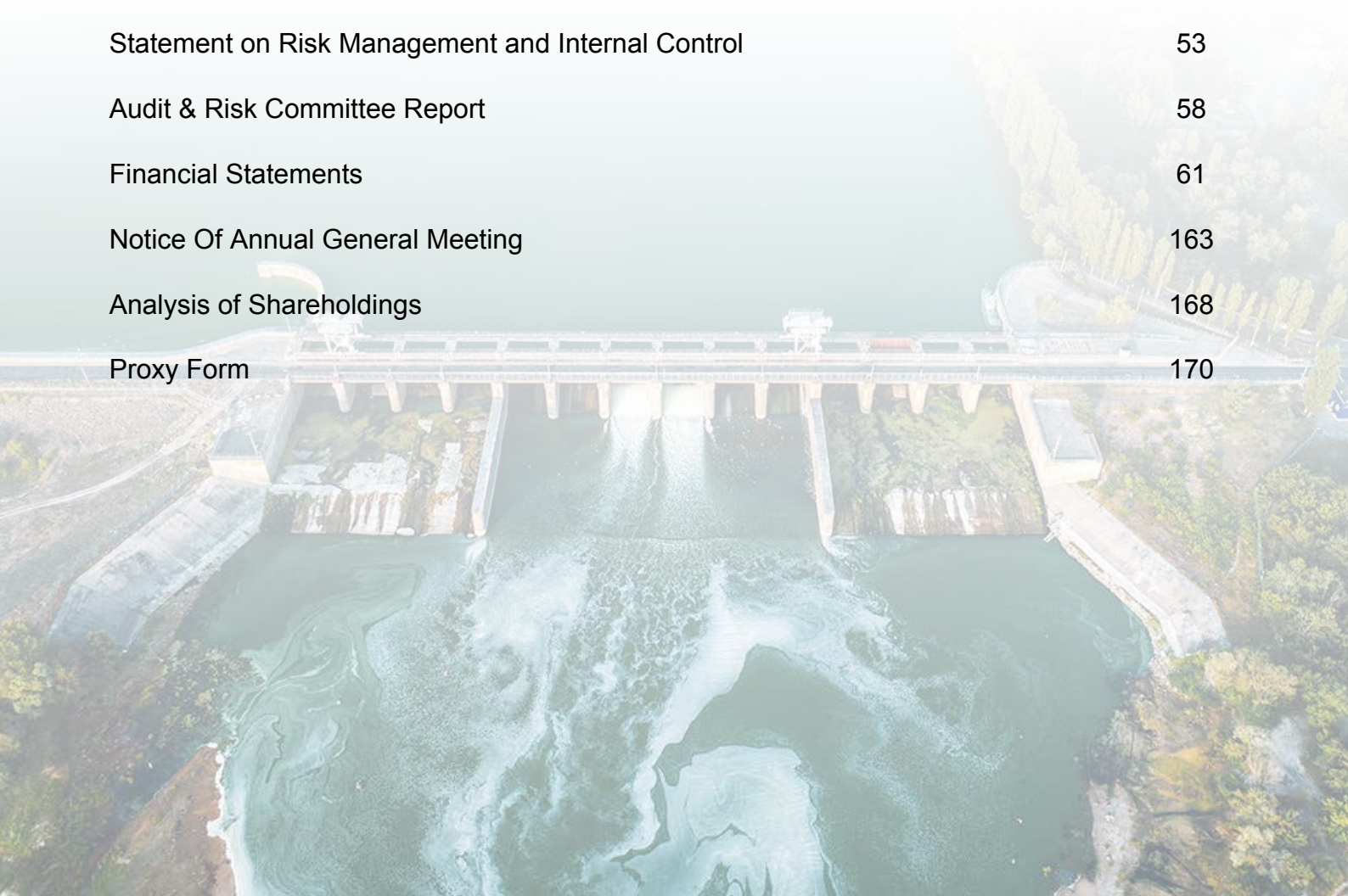


*Annual Report*  
**2022**



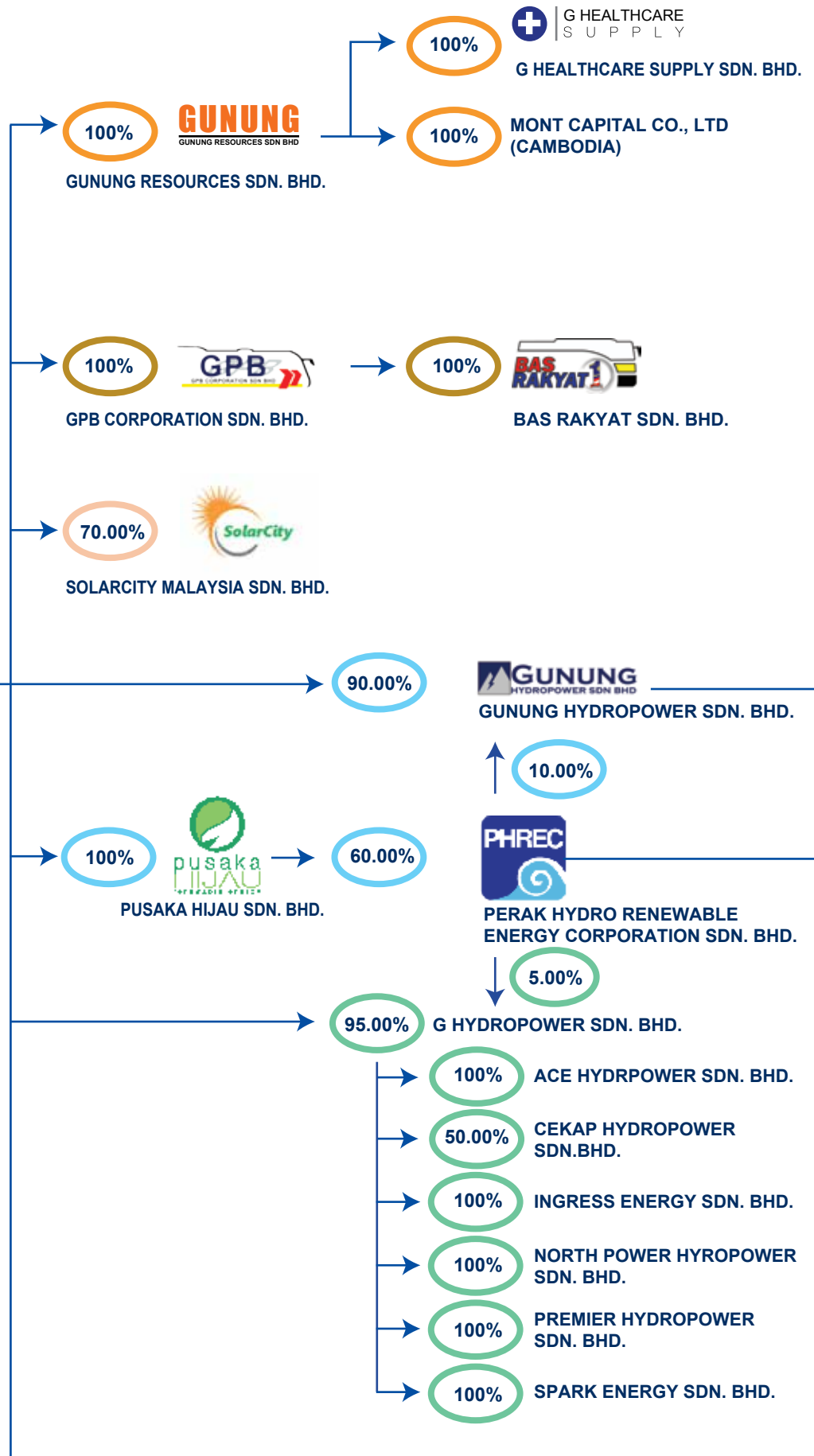
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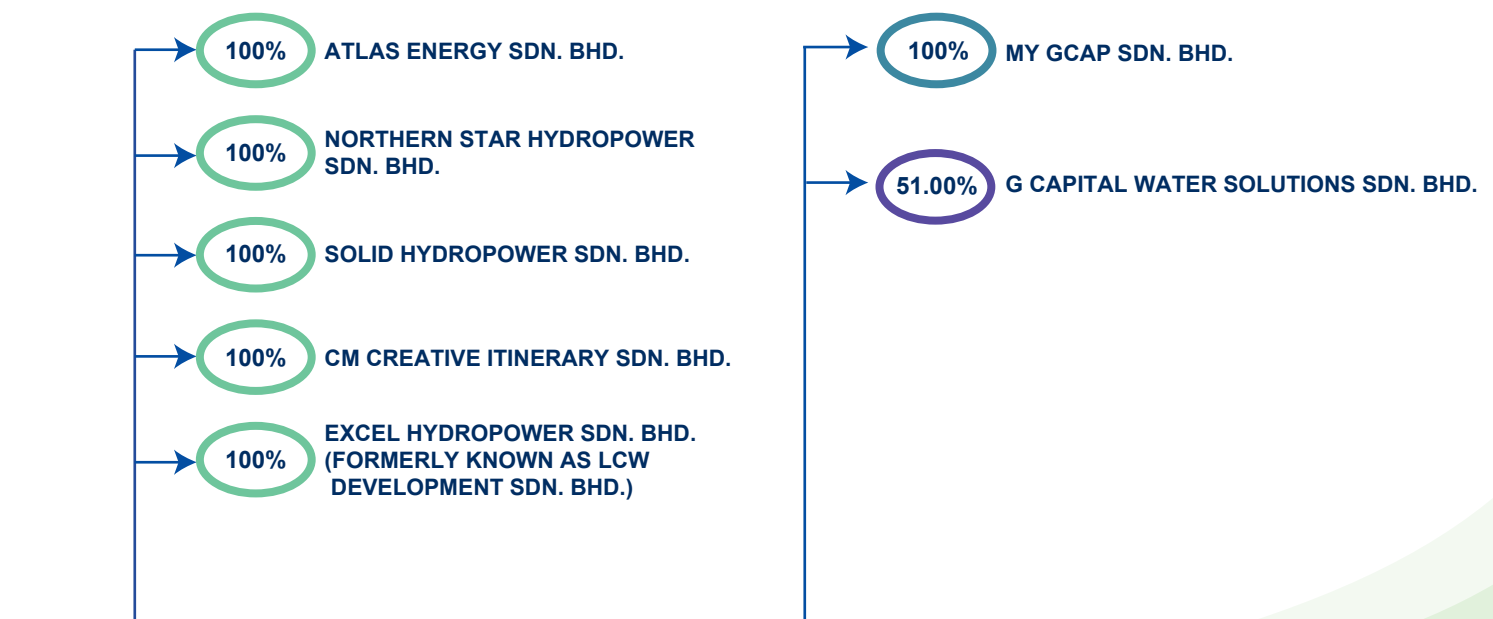
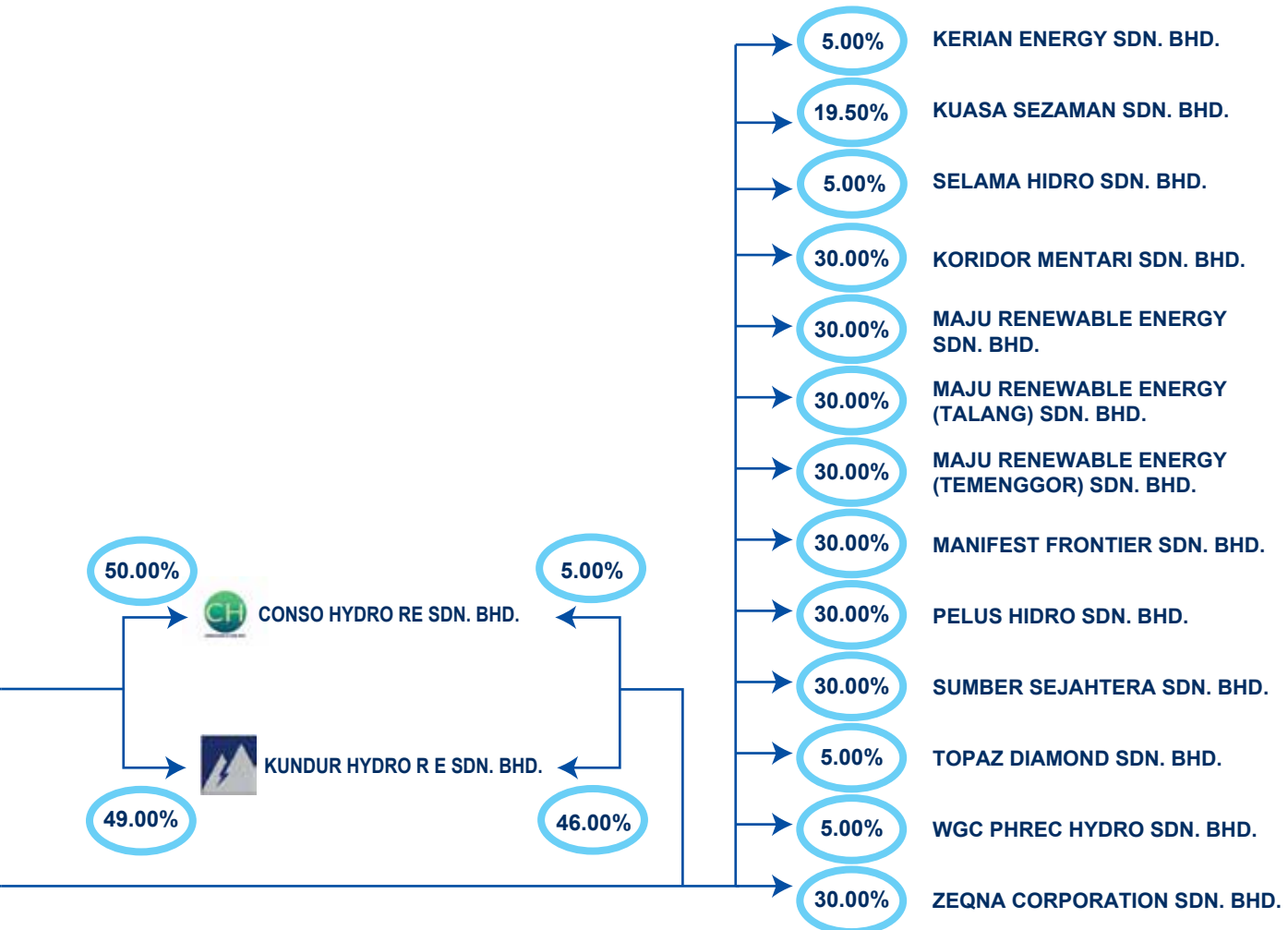
# CORPORATE STRUCTURE

AS AT 21 APRIL 2023



# CORPORATE STRUCTURE

AS AT 21 APRIL 2023



## CORPORATE INFORMATION

### **Board of Directors**

Datuk Yap Yee Ping	Executive Director
Dato' Haji Roshidi bin Haji Hashim	Independent Non-Executive Director
Dato' Rosli bin Sharif	Independent Non-Executive Director
Jason Fong Jian Sheng	Independent Non-Executive Director

### **Audit and Risk Committee**

Dato' Rosli bin Sharif	Chairman
Dato' Haji Roshidi bin Haji Hashim	Member
Jason Fong Jian Sheng	Member

### **Nomination Committee**

Dato' Haji Roshidi bin Haji Hashim	Chairman
Dato' Rosli bin Sharif	Member
Jason Fong Jian Sheng	Member

### **Remuneration Committee**

Dato' Haji Roshidi bin Haji Hashim	Chairman
Datuk Yap Yee Ping	Member
Jason Fong Jian Sheng	Member

### **Registered Office**

No. 11B, Level 2,  
Greentown Business Centre,  
Persiaran Greentown 9,  
30450 Ipoh, Perak.  
Tel : 05-253 8318  
Fax : 05-243 8318  
Website: www.gcapital.com.my

### **Stock Exchange Listing**

Listed on Main Market of Bursa Malaysia  
Securities Berhad

Stock Name : GCAP  
Stock Code : 7676

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### **Company Secretaries**

Eric Toh Chee Seong (SSM PC 202008002884) (MAICSA 7016178)  
Jesslyn Ong Bee Fang (SSM PC 202008002969) (MAICSA 7020672)

### **Share Registrar**

Aldpro Corporate Services Sdn Bhd	Tel : 603-97702200
B-21-1, Level 21, Tower B, Northpoint	Fax : 603-97702239
Mid Valley City, No. 1, Medan Syed Putra	Email: registrar@aldpro.com.my
Utara 59200 Kuala Lumpur, Malaysia	

### **Auditors**

Messrs. UHY (AF 1411)  
Chartered Accountants  
Suite 11.05, Level 11, The Gardens South Tower, Mid Valley City, Lingkaran Syed  
Putra, 59200 Kuala Lumpur

### **Bankers**

United Overseas Bank (Malaysia) Bhd.	Malayan Banking Berhad
Bangkok Bank Berhad	CIMB Bank Berhad
Hong Leong Bank Berhad	Public Bank Berhad

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

## FINANCIAL YEAR ENDED 31 DECEMBER 2022

The Board of Directors of the Company (“GCAP”) and Management are pleased to present the Management Discussion and Analysis (“MD&A”) which contains commentary from the Management to give investors and shareholders a better understanding of the Group’s business, operations and financial position for the financial year ended 31 December 2022 (“FYE 2022”). The MD&A should be read in conjunction with the audited financial statements of the Group and of the Company for FYE 2022.

### A) **Business Overview and Operational Update**

During FYE 2022, GCAP and its subsidiary companies (“GCAP Group” or “the Group”) has five (5) reportable segments, as described below, which are the Group’s strategic business units which had contributed to

- (i) Transportation division;
- (ii) Mini-Hydropower division;
- (iii) Solarpower division;
- (iv) Water division; and
- (v) Investment holdings and others

#### (i) **Transportation division**

The chartering of transportation assets division of the GCAP Group is principally engaged in the chartering of its fleet of land-based transportation assets and specialty vehicles. Through its wholly-owned subsidiary company GPB Corporation Sdn. Bhd. (“GPB”), the Group is focused on chartering transportation assets to Malaysian Government, companies with substantial fleet requirements, shuttle bus services within university campuses, and ad hoc charters.

Via a strategy of chartering transportation assets, together with drivers, fuel, maintenance costs, and other operational costs, at a fixed rate to our customers, we have been able to consistently secure medium-term service-contracts. Via GPB, we are currently servicing the fleet requirements of the Ministry of Defence for the transportation for the school children of the armed forces personnel nationwide.

On 23 December 2019, GPB was awarded a three (3) year contract from the Ministry of Defence with contract value of up to RM44.2 mil starting year 2020. The scope of services to be provided includes providing transportation to and from nominated schools for the children of armed forces personnel nationwide (“pick-up and drop-off services”). The scope of services is focused only for school children residing within the armed forces quarters.

In light that the full delivery of contract value of RM44.2 mil were disrupted by the series of movement restrictions imposed by Malaysian Government starting March 2020 to 2021 to curb the widespread of novel coronavirus (“COVID-19”), GPB signed a supplemental agreement with Ministry of Defence on 30 December 2022, extending the contract tenure for another one (1) year, to end at 31 December 2023, with additional contract value awarded of RM8.41 mil, making it a total contract value of RM52,639,560 from 1 January 2020 to 31 December 2023.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## A) Business Overview and Operational Update (Cont’d)

### (ii) **Mini-Hydropower division**

The Mini-Hydropower division – Mini-Hydropower renewable energy (“RE”) was created from the acquisition of an effective fifty one percent (51%) equity stake in Perak Hydro Renewable Energy Corporation Sdn Bhd (“PHREC”) in late 2013. With effect from 15 April 2021, GCAP Group’s equity interest in PHREC rose to sixty percent (60%) with remaining forty percent (40%) stake of PHREC held by Menteri Besar Incorporated (Perak). PHREC is principally involved in developing, maintaining, and operating Mini-Hydropower plants (which is defined by the Sustainable Energy Development Authority (“SEDA”) as hydro plants up to an installed capacity of 30MW). PHREC has been mandated exclusive rights by the State Government of Perak Darul Ridzuan via Water Rights Agreements (“WRA”) to act as the master developer and overall coordinator for the development of Mini-Hydropower plants in the State.

The WRA includes the right to Build, Operate and Own (“BOO”) Mini-Hydropower plants at 31 pre-identified sites approved by the State Government Executive Council, with an estimated total installed capacity of 286.1 MW, for a period of 21 years from the feed-in-tariff (“FiT”) commencement date for each site.

The outlook of the RE Sector is highly linked to the FiT system which was legislated under the Renewable Energy Act 2011. It has dramatically improved the commercial viability of the RE industry in Malaysia. The FiT system supports the developers of RE by supporting a premium tariff range for electricity generated from non-fossil fuel sources, such as Mini-Hydropower schemes, biomass, and solar. Renewable Energy Act 2011 provides a mandatory requirement for Tenaga Nasional Bhd (“TNB”) to buy RE power for a period of 21 years.

In FYE 2019 SEDA moved away from a system of predetermined rates per kilowatt hour (“kWh”) for Mini-Hydropower to an e-bidding system to distribute quota based on competitive bidding (“SEDA e-bidding”). The first e-bidding exercise was held on September 2019 for a total quota of 160 MW installed capacity. The Group, via subsidiary company, Gunung Hydropower Sdn. Bhd. (“GH”) won the e-bidding in year 2020 on 10.00MW low head mini-hydropower in Sungai Perak, Salu (“**Project Salu**”). With a higher tariff of RM0.2898 per kilowatt-hour (“kWh”), we signed the 21 years’ Renewable Energy Power Purchase Agreement (“REPPA”) with TNB on 12 August 2021.

On 10 May 2022, the Group was announced by SEDA on winning 2021 e-bidding: –

- (i) GH bid and won at RM0.2460/kWh for 8.0 MW high-head small hydropower plant at Sg. Temelong and Sg. Ibul of Perak (“**Project Temelong\_Ibul**”); and
- (ii) 74.64%-owned Kundur Hydro R E Sdn Bhd (“**KHRE**”) bid and won at RM0.2461/kWh for 2.0 MW high-head small hydropower plant at Sg. Geroh of Perak (“**Project Geroh**”).

*For clarity, Project Salu and Project Temelong\_Ibul (collectively referred to as scheme Salu\_Temelong\_Ibul) are designed to be developed together and share inter-connection facilities costs.*

On 17 November 2022, the Group was announced by SEDA on winning 2022 e-Bidding of the 26 MW high head small hydropower scheme in Pahang, at a tariff rate of RM0.2298/kWh, developing at Sungai Dong, Sungai Lipis, Sungai Kenur and Sungai Kelang in Pahang.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## A) Business Overview and Operational Update (Cont’d)

### (ii) Mini-Hydropower division (Cont’d)

#### a) Perak

Via PHREC, GCAP inherited a number of joint venture arrangements with various partners involving various Mini-Hydropower sites under PHREC’s portfolio in Perak.

Out of the 31 pre-identified sites, a total of 10 sites are currently active. These 10 sites with 13 projects being developed by 12 different project companies with a total estimated installed capacity of 111.75MW. All of these active sites have secured FiT approval, and executed RE-Power Purchase Agreements (“RePPA”) with TNB, with the exception of 1 project that is still pending the RePPA execution.

#### 10 Active sites

Of the 10 active sites: -

- (a) 2 sites with 3 projects are being developed by 3 project companies owned by the Group. With total installed capacity of 29.00MW, the projects have been completed, commissioned, commenced operation and delivering energy to the National Grid. 9.00 MW of which was commission in April 2022.
- (b) 8 sites with 10 projects are being developed by 9 project companies owned by the Group. With total estimated capacity of 82.75MW, the projects are with FiT approvals with RePPA secured and currently at various stages of engineering, design work, seeking local Government approvals, and tendering out work packages or directly negotiating with suppliers/contractors under construction.

Of which, 22MW are being developed by controlled entities of GCAP Group:-

- 1) 2.0 MW high-head Sg. Geruntum is being developed by 51.00%-owned Conso Hydro R E Sdn. Bhd. (“CHRE”). at FiT rate of RM0.2600/kwh;
- 2) 2.0 MW high-head Sg. Geroh is being developed by 74.64.00%-owned KHRE, at FiT rate of RM0.2460/kwh;
- 3) 10.0 MW low-head Sg. Perak, Salu is being developed by 96.00%-owned GH, at FiT rate of RM0.2898/kwh; and
- 4) 8.0 MW high-head Sg. Temelong and Sg. Ibul are being developed by 96.00%-owned GH, at FiT rate of RM0.2460/kwh.

By delivering declared annual availability in the FiT scheme to TNB, the Group envisaged revenue potential from 21-years RePPA of RM55.43 million, RM53.07 million, RM399.66 million and RM200.89 million from project Sg. Geruntum, project Sg. Geroh, project Salu and project Sungai Temelong\_Ibul respectively.



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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## A) **Business Overview and Operational Update (Cont’d)**

### (ii) **Mini-Hydropower division (Cont’d)**

#### a) **Perak (Cont’d)**

##### **Other sites under WRA**

All other sites identified under the WRA are being continually reviewed by PHREC, and pre-feasibility studies have, or are being carried out, to determine the economic viability of these sites. As at to date, we have conducted pre-feasibility studies on various sites that pre identified in the WRA. We target to develop a total estimated capacity of at least 174.31 MW for the Group thereafter.

It is valuable to understand that upon the commissioning of each Mini-Hydropower site under the Group’s portfolio, and as energy is sold to the national grid, the contribution to Group earnings will depend on the shareholding structure. Those joint venture companies where the Group has 30% (or less) equity stake, earnings will be at the associate level, and via the distribution of single tier dividends (upon fulfilling the requirements for dividend distribution under the Companies Act 2016). For other sites where the Group has 51% (or more), for instance under Gunung Hydropower Sdn. Bhd., CHRE and KHRE, the earnings will be contributed directly to the Group via the consolidation of earnings and via single tier dividends.

#### b) **Pahang**

The Group succeeded in winning 2022 SEDA’s e-bidding for 26.00 MW in Pahang at a tariff rate of RM0.2298/kWh, to develop at Sungai Dong, Sungai Lipis, Sungai Kenur and Sungai Kelang in Pahang, collectively referred to as the Pahang Tengah Scheme.

By delivering declared annual availability in the FIT scheme to TNB, the Group envisaged revenue potential from 21-years RePPA of RM688.78 million.

#### c) **Sabah**

On 18 October 2022, the Group had entered into a Joint Venture and Shareholders’ Agreement (“JVSHA”) with Yayasan Sabah via its subsidiary company to be acquired, Innoprise Synergy Sdn. Bhd. (“Innoprise”) and Kerap Hijau Sdn. Bhd. (“Kerap Hijau”), with regards to a proposed joint venture to develop mini-hydropower projects in Sabah.

The parties have agreed to collectively pooling their resources, leading to fund raisings of not less than RM3 billion in developing the first 200MW projects, which may be financed via a combination of fund-raising exercises and bank borrowings.

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

## FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

### A) **Business Overview and Operational Update (Cont’d)**

#### (iii) **Solarpower division**

On 5 February 2021, GCAP Group established solarpower division with acquisition of 70% of the Solarcity Malaysia Sdn. Bhd. (“Solarcity”). Through this arrangement, the Group has strategically position itself to participate in projects relating to solar energy.

Since the inception, Solarcity has secured ten (10) 25-years power purchase agreement (“PPA”) of 25.48MWp and in the midst of series of negotiations to securing PPA for at least 80MW.

Of which, Solarcity has successfully commission Solar PV projects to six (6) customers totalling 18.51MWp, where 17.40MWp were powered up in year 2022:-

- (a) 1,100 kWp for De-Luxe Food Services Sdn. Bhd. in Pulau Indah, Selangor on 5 September 2021;
- (b) 1,200.96 kWp for Muda Pasifik Sdn. Bhd. in Senai, Johor on 19 January 2022;
- (c) 3,006.72 kWp for Muda Paper Mills Sdn. Bhd. in Simpang Ampat, Penang on 16 February 2022 and 507.28 kWp extension on 15 September 2022;
- (d) 3,006.72 kWp for Muda Paper Converting Sdn. Bhd. in Simpang Ampat, Penang on 26 March 2022 and 309.28 kWp extension on 19 August 2022;
- (e) 7,000 kWp for Evergreen Fibreboard Berhad in Batu Pahat, Johor on 1 July 2022; and
- (f) 2,380.32 kWp for Chin Well Fasteners Co. Sdn. Bhd. in Penang on 15 November 2022.

#### (iv) **Water division**

On 28 February 2022, the Group acquired 51% equity interest in G Capital Water Solutions Sdn. Bhd. (“GCWS”). Through this arrangement, the Group has ventured into providing water solutions and aims to be a public utilities solution provider which offers comprehensive and holistic solutions in addressing the NRW issues.

In FYE 2022, the Group has successfully recorded a revenue of RM7.99 million. In addition, the Group is expecting to complete a RM7.05 million contract (i.e. to reduce NRW in Langkawi) by the second half of 2023. The Group will continue to build its track records in reducing Malaysia’s NRW by securing more projects.

#### (v) **Investment division**

The financial assets investment division was formed to allocate excess cash reserves to selective short-term and medium-term financial assets (i.e. liquid financial assets) to secure a competitive return above the prevailing cash deposit rates.

Management is continually evaluating financial asset alternatives which secure the Group a competitive return, with low risk profile characteristics. Investment portfolio held has generated a fair value loss of RM11.25 million and gain on divestment of RM0.35 million in FYE 2022 (FYE 2021: fair value loss of RM5.98 million and gain on divestment of RM0.28 million).

In addition to abovementioned divisions, management is continually formulating strategies and longer terms plans to maximize value to shareholders. This includes evaluating equity investment proposals, partnerships & joint venture proposals, generating earnings growth through acquisitions and earnings growth organically via unlocking the value of our existing assets, know-how and expertise.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## B) Financial highlights

### (i) Highlights of GCAP Group’s Financial Information (5-years)

	For the financial year ended 31 December				
	2018	2019	2020	2021	2022
Revenue (RM’000)	28,438	16,823	11,620	7,497	26,875
Profit before tax (RM’000)	688	(12,613)	364	491	(20,793)
Profit after tax (RM’000)	(171)	(12,161)	1,209	375	(20,447)
Net profit attributable to owners of GCAP (RM’000)	(214)	(11,624)	1,709	1,231	(18,676)
Shareholders’ equity (RM’000)	100,229	88,860	119,493	125,020	105,009
Total assets (RM’000)	111,873	99,235	128,790	171,072	180,614
Borrowings (excluding lease liabilities) (RM’000)	2,434	2,161	2,079	21,130	44,983
Net debt-to-equity	nm	nm	nm	0.11	0.26
Basic EPS (Cent)	(0.09)	(4.92)	0.66	0.39	(5.82)
Diluted EPS (Cent)	(0.09)	(4.92)	0.63	0.39	(5.82)
Net assets per share (RM)	0.43	0.39	0.40	0.41	0.35
Dividend per share (RM)	-	-	-	-	-

### (ii) Review of Financial Performance and Financial Position

#### (a) Revenue Analysis: -

Segments	FYE 2022	FYE 2021	Change	
	RM’000	RM’000	RM’000	%
Transportation segment	16,233	7,389	8,844	>100%
Mini-Hydropower segment	-	-	-	-
Solarpower segment	2,652	108	2,544	>100%
Water segment	7,990	-	7,990	100%
Investment holding and others	29	29	-	-
	26,904	7,526	19,378	>100%
Inter-segment adjustments	(29)	(29)	-	-
<b>Total revenue</b>	<b>26,875</b>	<b>7,497</b>	<b>19,378</b>	<b>&gt;100%</b>

Group revenue for FYE 2022 was derived mainly from the transportation division, followed by water division and solar power division

The Group’s portfolio of Mini-Hydropower plants is at the development and construction phase, with no dividend income generated from the hydropower plants commissioned and selling energy to the national grid, at this stage.

Group revenue for FY 2022 increased by RM19.3 million from FYE 2021 to RM 26.9 million (FYE 2021: RM7.5 million) mainly attributed to the normalisation in transportation division, when schooling activities in FYE 2021 was disrupted by COVID-19. Revenue directly from this service-contract reached RM16.2 million in FYE 2022 (FYE 2021: RM7.4 million) which comprised of 60.4% of total Group revenue for the financial year (FYE 2021: 98.6%).

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## B) Financial highlights (Cont’d)

### (ii) Review of Financial Performance and Financial Position (Cont’d)

#### (a) Revenue Analysis (Cont’d): -

The new water division contributed RM7.99 million, accounting for 29.7% to the Group’s total revenue with the contract revenue from NRW projects. On the other hand, solar power division formed 9.9% (FYE 2021: 1.4%) to the Group’s total revenue with the eight (8) Solar PV system in operation.

#### (b) EBITDA Analysis: -

Segments	FYE 2022 RM’000	FYE 2021 RM’000	Change RM’000	%
Transportation segment	(4,934)	99	(5,033)	(>100%)
Mini-Hydropower segment	(1,433)	(1,285)	(148)	(11.5%)
Solarpower segment	1,803	11,976	(10,173)	(84.9%)
Water segment	(300)	-	(300)	(100%)
Investment holding and others	(23,131)	(3,852)	(19,279)	(>100%)
	(27,995)	6,938	(34,933)	(>100%)
Inter-segment adjustments	11,665	(6,097)	17,762	>100%
<b>Total EBITDA</b>	<b>(16,330)</b>	<b>841</b>	<b>(17,171)</b>	<b>(&gt;100%)</b>

The Group recorded EBITDA loss of RM16.3 million compared to EBITDA profit of RM0.84 million in FYE 2021.

Contrary to higher revenue contributions, transportation segment ended with EBITDA loss of RM4.9 million (FYE 2021: EBITDA profit of RM99K), mainly contributed by an impairment in goodwill of RM4.4 million, coupled with inclined supplier cost (drivers’ minimum wages revised upwards to RM1,500 from RM1,200 with effective 1 May 2022) and increased of administrative costs i.e. legal and professional fees.

EBITDA loss for the Mini-Hydropower division has not change significantly. This loss reflects the cost of in-house engineers, administration expenses, and the costs associated with procuring the necessary approvals from the relevant State Government authorities the Group’s portfolio of Mini-Hydropower sites.

One-off RM12.67 million bargain purchase of acquisition of Solarcity was the primary cause of EBITDA profit of RM11.98 million in FYE 2021. EBITDA from Solarpower segment normalised to RM1.8 million in FYE 2022.

Water division recorded an EBITDA loss of RM0.3 million from usual operating and administrative expenses.

Investment holding division is dampened with EBITDA loss caused by the RM11.25 million fair value loss of investment portfolio held, despite making realised gain on divestment of RM0.35 million in FYE 2022 (FYE 2021: fair value loss of RM5.98 million and gain on divestment of RM0.28 million).

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## B) Financial highlights (Cont’d)

### (ii) Review of Financial Performance and Financial Position (Cont’d)

#### (c) **Assets and Liabilities Analysis: -**

Segments assets	31-Dec-22	31-Dec-21	Change	
	RM’000	RM’000	RM’000	%
Transportation segment	7,851	12,599	(4,748)	(37.7%)
Mini-Hydropower segment	49,688	47,868	1,820	3.8%
Solarpower segment	98,383	66,282	32,101	48.4%
Water segment	5,487	-	5,487	100%
Investment holding and others	92,974	114,779	(21,805)	(19.0%)
	<u>254,383</u>	<u>241,528</u>	<u>12,855</u>	<u>5.3%</u>
Inter-segment adjustments	(73,769)	(70,456)	(3,313)	(4.7%)
<b>Total assets</b>	<b><u>180,614</u></b>	<b><u>171,072</u></b>	<b><u>9,542</u></b>	<b><u>5.6%</u></b>

Decreased of RM4.7 million assets in transportation segment mainly attributable to impairment of goodwill of RM4.4 million.

Segmental assets from Mini-Hydropower projects continues with the progress of projects, with RM3.71 million (FYE 2021: increase of RM1.97 million) added to capital work-in-progress end at RM26.85 million (2021: RM23.15 million) and RM2.21 million fair value loss on equity investments at fair value through other comprehensive income.

Assets from solarpower division mainly comprises of plant and equipment, capital work-in-progress and fair value of contract asset acquired through business combination of RM55.98 million, RM16.81 million and RM22.99 million respectively (2021: RM2.78 million; RM34.85 million and RM23.82 million respectively). Increases therefrom are in line with more completed project of solar PV Plant/System and capital work-in-progress.

As at 31 December 2022, save for plant and equipment and rights-of-use assets of RM366K and RM58K respectively, the assets from water division comprises of financial assets.

Total assets from Investment holding segment shrunk by RM21.81 million, mainly attributable to the fair value loss in quoted investments of RM11.25 million. As of 31 December 2022, the Group is a substantial shareholder to owned more than 5% equity interest in Majuperak Holdings Berhad (KLSE: 8141).

Segments liabilities	31-Dec-22	31-Dec-21	Change	
	RM’000	RM’000	RM’000	%
Transportation segment	2,090	1,900	190	10.0%
Mini-Hydropower segment	40,795	36,315	4,480	12.3%
Solarpower segment	78,298	44,237	34,061	77.0%
Water segment	5,438	-	5,438	100%
Investment holding and others	17,052	26,434	(9,382)	(35.5%)
	<u>143,673</u>	<u>108,886</u>	<u>34,787</u>	<u>31.9%</u>
Inter-segment adjustments	(73,769)	(70,456)	(3,313)	(4.7%)
<b>Total liabilities</b>	<b><u>69,904</u></b>	<b><u>38,430</u></b>	<b><u>31,474</u></b>	<b><u>81.9%</u></b>

Total liabilities continue to be well managed, rising from 38.70% of total assets in FY2022 (22.46% of total assets in FYE 2021), mainly geared up for the growth of solarpower division.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## B) Financial highlights (Cont’d)

### (ii) Review of Financial Performance and Financial Position (Cont’d)

#### (d) Impairment loss on assets: -

Impairment loss on	FYE 2022	FYE 2021	Change	
	RM’000	RM’000	RM’000	%
Goodwill	4,425	-	4,425	100%
Trade receivables	3	(1,242)	1,245	(>100%)
Other receivables	45	-	45	100%

During FYE 2022, the Group impaired RM4.43 million (FYE 2021: NIL) Goodwill of Transportation segment to its recoverable amounts.

Impairment of RM3K (FYE 2021: reversal of RM1.24 million) and RM45K (FYE 2021: NIL) were made to trade receivables and other receivables respectively.

Save for abovementioned, there’s no other material impairment on assets was made during the financial period under review.

#### (e) Trade receivables: -

Trade receivable credit terms granted to related parties are no different from those granted to non-related parties, which are between 30-120 days. 82.44% of trade receivables of the Group as at 31 December 2022 were arising from water division’s customers (31.12.21: 1 Government customer from transportation division contributed 92.00% of total trade receivables).

A trade receivable is deemed past due when the counter party has failed to make payment when the outstanding amount are contractually due.

Aged analysis of trade receivables past due but not impaired:

RM’000	←-----Past due but not impaired-----→					Total past due but not impaired
	<30 days	31-60 days	61-90 days	91-180 days	>180 days	
FYE 2022	1,059	127	74	205	697	2,162
FYE 2021	-	-	-	-	1,245*	1,245*

\* Included reversal of RM1,242,000 impaired loss. The RM1,242,000 was fully collected in March 2022.

The past due trade receivables above 90 days are collectable.

To recap, management made a material impairment on trade receivables from the Ministry of Defence (“MINDEF”) in FYE 2019 amounting to RM6.21 mil due to significant aging. This was a direct result of the suspension and then cancellation of the National Service Program in August 2018. The collection was delayed due to the Ministry of Finance process of reviewing and verifying the scope of service provided and subsequent invoices for the service-contract carried out during the previous administration. In the 2nd quarter of FYE 2019, a total of RM4.95 million of these past due trade receivables from the Ministry of Finance was collected, leaving a balance of RM6.21 million outstanding. In March 2022, RM1,242,000 was recovered.

The process of collection will continue and upon receipt of payment, management will reverse out the impairment provision.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## B) Financial highlights (Cont’d)

### (ii) Review of Financial Performance and Financial Position (Cont’d)

#### (f) Other payables: -

RM2.72 million (2021: RM2.62 million) of other payables related to an amount due to the majority shareholder of a completed hydropower plant under PHREC.

In the earlier days, the shareholders of such hydropower plant consented capitalisation of shareholders’ advances into equity. It was agreed that PHREC is to contribute accordingly to maintain the shareholding structure and such contribution shall be only made via offset of future dividends to be declared by such hydropower company.

#### (g) Borrowings: -

Group borrowings are as follows: -

RM’000	Non-current	Current	Total
<b>2022</b>			
Project financing term loan	41,943	3,040	44,983
<b>2021</b>			
Project financing term loan	16,998	4,132	21,130

Term loan of a subsidiary financing the Mini-Hydropower project development is bearing floating interest rate of lender’s Base Lending Rate (“BLR”) plus margin, being 7.40% p.a. as at 31 December 2021 (2021: 6.40% p.a.).

Term loans of a subsidiary financing solarpower projects are bearing floating interest rate of at lenders’ Cost of Funds (“COF”) plus margin, ranging from 4.28% - 5.96% p.a. as at 31 December 2022 (2021: 3.23% - 4.52% p.a.).

#### (h) Profit/(loss) before tax: -

Segments	FYE 2022 RM’000	FYE 2021 RM’000	Change RM’000	%
Transportation segment	(4,936)	97	(5,033)	(>100%)
Mini-Hydropower segment	(1,473)	(1,691)	218	12.9%
Solarpower segment	(2,309)	11,643	(13,952)	(>100%)
Water segment	(1,332)	-	(1,332)	(100%)
Investment holding and others	(22,408)	(3,461)	(18,947)	(>100%)
	(32,458)	6,588	(39,046)	(>100%)
Inter-segment adjustments	11,665	(6,097)	17,762	>100%
<b>Total (loss)/profit before tax</b>	<b>(20,793)</b>	<b>491</b>	<b>(21,284)</b>	<b>(&gt;100%)</b>

The Group recorded loss before tax of RM20.79 million, compared to profit before tax of RM0.49 million in FYE 2021. This was mainly attributable to the fair value loss in quoted investments of RM11.25 million from investment holding division and impairment on goodwill of RM4.42 million from transportation division.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## B) Financial highlights (Cont’d)

### (ii) Review of Financial Performance and Financial Position (Cont’d)

#### (h) Profit/(loss) before tax (Cont’d): -

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

	FYE 2022 RM’000	FYE 2021 RM’000	Change	
			RM’000	%
Amortisation of intangible assets	(1,761)	(47)	(1,714)	(>100%)
Bargain purchase	58	12,668	(12,610)	(99.5%)
Depreciation of: -				
- Property, plant and equipment	(1,679)	(105)	(1,574)	(>100%)
- Rights-of-use assets	(85)	(85)	-	-
Effect of discounting on: -				
- Other receivables	219	(109)	328	>100%
- Other payables	(102)	(121)	19	15.7%
Employment expenses: -				
- Director fees	(141)	(174)	33	19.0%
- Salaries and allowances	(3,755)	(2,739)	(1,016)	(37.1%)
- Employees' Provident Fund Contributions	(430)	(283)	(147)	(51.9%)
- Social Security Contributions	(31)	(13)	(18)	(>100%)
- Other emoluments	(45)	(22)	(23)	(>100%)
- Others	(284)	(171)	(113)	(66.1%)
Expenses relating to short term leases	(233)	(35)	(198)	(>100%)
FVTPL	(11,250)	(5,978)	(5,272)	(88.2%)
Gain/(loss) on disposal of: -				
- Investments	347	279	68	24.4%
Impairment loss on: -				
- Goodwill	(4,425)	-	(4,425)	(100%)
- trade receivables	(3)	1,242	(1,245)	(>100%)
- other receivables	(45)	-	(45)	(100%)
Interest income	62	225	(163)	(72.4%)
Interest expense: -				
- Borrowings	(1,102)	(92)	(1,010)	(>100%)
- Lease liabilities	(15)	(16)	1	6.3%
Write-off: -				
- Property, plant and equipment	(240)	-*	(240)	(100%)

\* *Insignificant*



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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## C) Other highlights

### (i) Capital Requirements, Structure & Resources

As at 31 December 2022, we have committed capital expenditure of RM13.58 million for 2.00 MW Sg. Geruntum project. The Group at the verge of completing fund raising for 2.00 MW Sg. Geroh, 10.00 MW Sg. Salu, 8.00 MW Sg. Temelong\_Ibul and 26.00 MW Pahang Tengah Scheme. After which, contracts to construct such projects will only be awarded.

Under 60%-owned PHREC, various Mini-Hydropower projects have been assigned to joint venture companies (“JVC”), of which PHREC holds associate and investment equity stakes only. These active JVC’s have secured project financing facilities and any capital shortfall is provided by the majority shareholder. As such, it is unlikely that the Group will be required to provide additional capital for capital expenditure via PHREC.

For FYE 2023 the management does not foresee a requirement to expand or purchase fleet of vehicles for the transportation segment.

As at 31 December 2022, we have committed to RM11.07 million capital expenditures on solarpower projects. We are optimistic the growth of solar power division with continuous support from banks.

### (ii) Foreign exchange exposure/ hedging policy

The Group does not have any hedging policy or long-term foreign exchange exposure. The Group has minimal one-off foreign exchange exposure to USD when purchasing mechanical and electrical equipment for selected Mini-Hydropower projects (EUR and USD). Our current contingent liability exposure to foreign exchange movements is less than EUR 100,000.

### (iii) Known Trends and Events

#### (a) Transportation division

On 30 December 2022, the Group signed a supplemental agreement with Ministry of Defence Malaysia (“Mindef”). Under the Supplemental Agreement, the contract tenure has been extended for another one (1) year to end at 31 December 2023 with additional contract value awarded of RM8.409 million; making it a total contract value of RM52,639,560 from 1 January 2020 to 31 December 2023.

Earlier, the Group has been awarded agreement to chartering of school buses for the children of nationwide Malaysian Armed Forces, including the southern, eastern, northern, Sabah and Sarawak zones of Malaysia from 1 January 2020 to 31 December 2022 for a contract value of RM44,230,560.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## C) Other highlights (Cont’d)

### (iii) Known Trends and Events (Cont’d)

#### (b) Mini-Hydropower division

The Group remains committed to completing the construction of the Mini-Hydropower projects in medium term, looking forward to commissioning more Mini-Hydropower projects.

Completion and commissioning of those project owned by subsidiary companies will have sustainable positive contribution directly to the Group’s revenue, earnings, and cash flows.

With WRA in possession for 31-pre-identified sites in Perak (10 sites are currently active), the Group is in upper hand compared to other players that intending to venture into mini-hydropower plants ownership in Perak.

#### (c) Solarpower division

As of to-date, Solarcity has secured ten (10) 25-years power purchase agreement (“PPA”) of 25.48 MWp and in the midst of series of negotiations to securing PPA of at least 80 MWp.

Of which, we have commissioned 18.51MWp thus far and looking forward to commissioning the balance of 6.97MWp over the coming months.

We are pivoting on the success stories on RE and continue scaling up our solar power business division. By leveraging on the PPA, we have been able to help with the transition into RE for business owners and corporates. This helps us to move closer towards our national goal of decarbonisation and through the PPA, our corporate clients also benefit from the cost-savings in their electricity bills.

### (iv) Anticipated or Known Risks

#### (a) Transportation division

Risk factors include execution risks such as availability of manpower, fleet capacity, breakdown of coaches/ transportation assets, and/or political, economic and regulatory conditions. The Government has the right to terminate the service-contract in the event that there is a failure by the contractor to execute any of the obligations under the contract, and breach of the terms and conditions of the contract. Notwithstanding, the Group has established a successful track record undertaking Government service-contracts.

The service-contract tenure has been extended until December 2023. The successful implementation of the Solarpower division and Water division will continue to reduce dependency incomes solely from chartering land-based transportation assets & specialty vehicles.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## C) Other highlights (Cont’d)

### (iv) Anticipated or Known Risks (cont’d)

#### (b) Mini-Hydropower division

Risk factors such as market risk, competition risk and pricing fluctuation risks for the Mini-Hydropower schemes has been substantially mitigated by the Feed-in Tariff (FiT) system that offers a premium tariff for electricity generated from non-fossil fuel sources, such as Mini-Hydropower schemes, under the Renewable Energy Act 2011.

The Group has taken into consideration the move of SEDA in year 2019, away from a system of predetermined rates per kilowatt hour (“kWh”) for Mini-Hydropower to an e-bidding system to distribute quota based on competitive bidding, for new proposed Mini-Hydropower projects.

Despite the need for bidding, there is no urgency for the Group to bid the lowest when the Group has sheltered from the WRA. The WRA has allowed PHREC with a non-competition clause/exclusivity in the utilisation of State water and land assets for the purposes of building, operating and owning Mini-Hydropower plants.

Inherent to the RE sector in Malaysia, are both government policies and short-term foreign exchange risks. Changes in existing Government policies regarding RE can greatly affect the commercial viability of RE. The mechanical and electrical equipments for Mini-Hydropower schemes are mainly procured from overseas manufacturers, which poses a short-term foreign exchange risk for the Group.

There are business risks associated with the performance of contractors for civil works, mechanical & electrical components of Mini-Hydropower schemes, and the appointed engineers and consultants. Due to potential penalties imposed by TNB (under the RePPA) for delays in the commissioning and export of energy supply and non-delivery of the agreed upon annual energy commitment. The management mitigates these risks, by procuring financial performance guarantees from the relevant contractors and suppliers, equal to or greater than the maximum penalties that can be imposed on the Group. Financing risk must also be considered, including availability of financing and single customer limits of financial institutions. Depending on the type of financing/financing instrument, the borrowing, contingent liabilities, and gearing level of the Group will increase.

Any breach of a debt financing instrument’s covenants, and failure to meet the timely interest and principal payments may result in default. Nevertheless, the management will exercise due care in considering the financing methods and the merits of the financing required. Management does not consider the single customer risk as significant (with TNB), due to the strong credit rating of TNB, and that each RePPA specifically provides for a twenty-one (21) year tenure.

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

## FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

### C) Other highlights (Cont’d)

#### (iv) Anticipated or Known Risks (Cont’d)

##### (c) Solarpower division

The Group, via Solarcity, is offering long term energy cost saving program. Under which, a long-term power purchase agreement (“PPA”) will be signed with client, together with operation and maintenance of the Solar PV System.

Thorough credit check shall be carried out before signing PPA to mitigate the credit risks, including but not limiting to request corporate guarantee or collection arrangement via TNB.

Business risks associated with the performance of EPCC contractors is carefully evaluated. EPCC of Solarcity’s project will be awarded to contractor with established track records and financially sound to complete the project to be awarded. We have established project steering committee to monitor the performance and progress of the projects closely. This has thus led to our successful commissioning of 8 Solar PV Systems for 6 customers as of to-date and positioned the Group as one of the key providers in clean energy. We believe that profitability will be one of the by-products.

##### (d) Water division

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group’s exposure to credit risk arises principally from the individual characteristics of each customer.

As at 31 December 2022, Water division has the highest exposure to credit risk compared to the other divisions in the Group, as the trade receivables past due but not impaired from this segment made up to 95.14% of the Group’s total trade receivables past due but not impaired, where the balance of 4.86% is from Solarpower division.

### D) Business Strategies and Future Development

The Group welcomed 8 March 2022 announcement by the ninth (9<sup>th</sup>) Prime Minister Ismail Sabri Yaakob that Malaysia would enter the endemic phase of Covid-19 from 1 April 2022. Normalisation post more than two years of battling the Covid-19 pandemic has become lifesaving to our business activities.

Now, the Group cheered to receive the Budget 2023 announced by the tenth(10<sup>th</sup>) Prime Minister Datuk Seri Anwar Ibrahim on 24 February 2023, amongst other:-

- (i) Bank Pembangunan Malaysia Berhad Strategic Financing will be subsidizing 1.5% of finance cost payable to include maritime & logistic scheme and allocating up to RM1.5 billion for sustainable development financing scheme;
- (ii) Extension of Green Investment Tax Allowance (GITA) and Green Income Tax Exemption (GITE) to 31 December 2025; and
- (iii) Green Technology Financing Scheme increased to RM 3 billion until 2025.

We see these measurements indicating the newly formed government continue to support the development of renewable energy industry and we envisaged these shall spur in our business’s viability in terms of financing cost saving and improvement to the business prospects.

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

FINANCIAL YEAR ENDED 31 DECEMBER 2022 (cont’d)

## D) Business Strategies and Future Development (Cont’d)

### (i) Transportation division

Transportation division remains as one of our key revenue providers in the near-term with the existing “pick-up and drop-off” service-contract from the Ministry of Defence (contract value of up to RM52.6 million) providing Group revenue until December 2023.

We expect the transportation division to play a smaller role in contributing to earnings growth in the future to give way to sustainability-linked businesses of the Group, including the Mini-hydropower, Solarpower and water division.

### (ii) Mini-Hydropower division

As part of our vows to Sustainable Development Goals (“SDG”) 7: *Affordable and Clean Energy*, SDG 9: *Industry, Innovation and Infrastructure* and SDG 13 *Climate Action*, the Group is committed to completing the construction and commissioning of the 28.00MW Mini-Hydropower projects with RePPA (22.00MW in Perak and 26.00 MW in Pahang) in medium term, and looking forward to securing more Feed-in Approvals from FiT scheme.

Along with organic growth, the management will also consider consolidate the Group’s position in the Mini-Hydropower segment, via further acquisitions of additional installed capacity.

### (iii) Solarpower division

As of to-date, Solarcity has secured ten (10) 25-years power purchase agreement (“PPA”) of 25.48MWp and in the midst of series of negotiations to securing PPA of at least 8.50MWp.

Of which, the Group has commissioned 18.51MWp thus far and looking forward to commissioning the balance of 6.97MWp over the coming months.

Along with organic growth, the management will also consider consolidate the Group’s position in the Solarpower segment, via further acquisitions of additional installed capacity.

### (iv) Water division

In participating to fulfilment to SDG 6: *Clean Water and Sanitation*, the Group is in relentless pursuit to spread the knowledge and importance of reduction in Non-Revenue Water (“NRW”). The Group is at various stages of negotiation with various parties for the purpose.

### (v) Returns to shareholders

The Board of Directors has not proposed a dividend/distribution policy as at FYE 2022, based on upcoming capital expenditure requirement for the Mini-Hydropower, Solarpower and water division of the Group.

When the businesses able to be self-sustained, the Board of Directors may propose to implement and continually revise a dividend/distribution policy.

At the end of another year, management would like to express appreciation to all our staff and our Board of Directors for their continued commitment to drive our growth and maintain our services standards. We would also like to thank our valued customers, suppliers, business associates, bankers, regulatory authorities, and other stakeholders for their continued support and trust. To our shareholders, a special thanks for their continued support and confidence in GCAP Group. With support, we will strive even further to enhance sustainable shareholder value.

# SUSTAINABILITY STATEMENT

G Capital Berhad and its controlled entities (“GCAP Group” or the “Group”) is committed to sustainability and the implementation of Environmental, Social, and Governance (“ESG”) practices across all of our business operations. Our businesses are aligned with United Nations Sustainable Development Goals (“SDG”).

We are pleased to share with you some insights into our ESG practices:-

## 1) **Governance**

The Group places strong emphasis on upholding the high standards of corporate governance and ethics. Our Board of Directors oversees the Group's operations, and a comprehensive system of checks and balances has been established to ensure accountability and transparency in our decision-making processes. Our Code of Conduct and Ethics, which sets out the principles and values that underpin our business operations, guides us.

We have a diverse Board of Directors with individuals who possess a range of backgrounds and expertise. We maintain a clear separation of roles between the Board and Management. Our Board regularly convenes to review the Group's performance, ensure compliance with applicable laws and regulations, and oversee the implementation of our ESG policies.

We believe that effective risk management is essential for the long-term success of our business, and we have established a robust risk management framework that is aligned with best practices. Our risk management framework is designed to identify, assess, and manage risks across all areas of our business, including ESG risks.

In addition, we are committed to promoting diversity, equity, and inclusion in our workplace and have implemented policies and initiatives to ensure that we have a diverse and inclusive workforce. We believe that a diverse and inclusive workplace fosters innovation, creativity, and better decision-making. We also regularly engage with our stakeholders, including investors, employees, customers, and suppliers, to ensure that we understand their concerns and expectations. We value their feedback and use it to improve our ESG performance.

## SUSTAINABILITY STATEMENT (cont'd)

### 2) Environmental

GCAP Group recognizes the importance of preserving the environment and is committed to reducing its environmental impact. The Group's key environmental initiatives include: -

#### (i) Renewable Energy

As a responsible green technology and renewable energy company, GCAP Group is dedicated to reducing greenhouse gases through the development and ownership of mini-hydropower plants and solar PV projects. This alternative to conventional power generation plants reduces greenhouse gas (GHG) emissions and other pollutants.

##### a) *Hydropower Energy*

We focus on mini-hydro plants that do not require of a dam to store water (feedstock) to generate a constant energy output. This strategy limits significant deforestation and promotes responsible land use.

Run-of-the-river hydropower plants generate energy based on existing and future natural flow rates and capacities of the rivers. This means that upstream catchment areas (the ecosystem, forest, tributaries) that collect and feed the river with a continual flow of water must be preserved, not altered. A moratorium on future development imposed by local Government authorities will protect the existing forest ecosystem which feeds the rivers and which in turn, provides the opportunity to generate a clean energy product.



A 1MWac small hydropower plant operates at full capacity for 24 hours a day, 365 days a year will be generating 8,760 MWh/year. Such plant displaces electricity generated from the grid, which is assumed to have an emission factor of 0.524 kg CO<sub>2</sub>/kWh, based on the average CO<sub>2</sub> emission factor for Malaysia's electricity generation mix in 2021, according to the International Energy Agency.

Therefore, a 1 MW small hydropower plant operating at full capacity can potentially reduce CO<sub>2</sub> emissions by 4,555 metric tons per year in Malaysia.

With not less than 300 MW potential from Small Hydropower Plants GCAP Group in possession, we can reduce yearly CO<sub>2</sub> emissions by 1.4 billion metric tons in Malaysia.

## SUSTAINABILITY STATEMENT (cont'd)

### 2) Environmental (Cont'd)

#### (i) Renewable Energy (Cont'd)

##### b) *Solarpower Energy*

Similar to mini-hydropower plants, Solar PV Projects are another great means to generate clean and sustainable energy that help preserve environment. Under the Power Purchase Agreement (“PPA”) business model, GCAP Group has 25-year contract relationship with corporate clients in high need for energy saving. By helping such clients harvesting the solar power potential, a lesser reliance will be placed on conventional power generation plants, thus helping the environment at large.



According to the Malaysian Photovoltaic Industry Association (MPIA), based on an assumed efficiency of 15%, a 1 MWp solar PV system in Malaysia can generate approximately 1,350 MWh of electricity per year. The carbon intensity of grid electricity in Malaysia is around 0.52 metric tons of CO<sub>2</sub> per MWh, based on 2021 data from the International Energy Agency.

Therefore, the 1 MWp solar PV system in Malaysia would save approximately 702 metric tons of CO<sub>2</sub> emissions per year compared to grid electricity.

With 18.51 MWP Solar PV System GCAP Group in operation at the juncture, we are reducing yearly CO<sub>2</sub> emissions by 12,994 metric tons in Malaysia.

The Group’s ownership of small hydropower plants and solar photovoltaic systems projects aligns with:-

- (i) *SDG 7 Affordable and Clean Energy*, which aims to ensure access to affordable, reliable, sustainable, and modern energy for all.
- (ii) *SDG 9 Industry, Innovation, and Infrastructure*, which aims to build resilient infrastructure, promote sustainable industrialization, and foster innovation.
- (iii) *SDG 13 Climate Action*, which aims to take urgent action to combat climate change and its impacts

#### (ii) Energy Efficiency

The Group has implemented measures to reduce its energy consumption and carbon footprint, including energy-efficient lighting, practising turning off non-essential electrical equipment beyond Earth Hour.

In addition, the Group’s transportation service is meeting *SDG 11 Sustainable Cities and Communities*. By providing transportation services that are safe, efficient, and environmentally friendly, the Group is helping to reduce carbon emissions and promote sustainable development in cities and communities.

#### (iii) Water Conservation

As non-revenue water solution providers, the Group is helping to reduce water loss and improve water efficiency. This aligns with *SDG 6 Clean Water and Sanitation*, which aims to ensure access to clean water and sanitation for all.



## SUSTAINABILITY STATEMENT (cont'd)

### 3) Social

#### (i) Community Development

GCAP Group is committed to build a sustainable, innovative and competitive marketplace which is receptive to the needs of our stakeholders and takes into consideration the key social issues to aid the formulation of best practices. GCAP Group believes that the positive impacts from the industry should be shared and felt by the community and stakeholders directly and indirectly affected by our business growth. We believe that we can use our expertise, knowledge, and experience to make a difference to the community. We believe that it is equally important to use our organisational and financial strength to help our employees to serve the community. We have actively engaged our employees in the Group's community and charitable efforts which call for our employees' actions and commitment.

GCAP remained committed to be a responsible corporation and carried out various efforts to make positive contributions to the community via Corporate Social Responsibility ("CSR") initiatives.

In 2022, to the best of our capabilities, we are honoured to play a part and contributed no less than RM11,400 in donations and contributions, which includes a donation to a sporting event, Karnival Sukan Orang Asli 2022, for Kelab Sukan Dan Kebajikan JHEOA Negeri Perak, and Hari Raya 2022 contribution to Tabung Kebajikan Angkatan Tentera Malaysia.

We are delighted to share some of these special moments we have captured in the following photos: -



## SUSTAINABILITY STATEMENT (cont'd)

### 3) Social (Cont'd)

#### (i) Community Development (Cont'd)

Not neglecting the need for Orang Asli community within our mini-hydropower projects in this special moment, we have continued our support by providing supplies of basic food and necessity items.

Our project development teams continued to engage the Orang Asli community around the project area. Acknowledging the importance of education to everyone, in particular to the Orang Asli community, we took the initiative to donate school uniforms, stationeries and face masks to the children of Orang Asli.

We are delighted to share some of these special moments we have captured in the following photos: -



We've taken great effort to ensure that our mini-hydropower projects do not become a detriment to the communities. We believe that through these CSR initiatives, it would create long-term value for society and our business as it continually builds positive relationships by actively engaging with the communities.

# SUSTAINABILITY STATEMENT (cont'd)

## 3) Social (Cont'd)

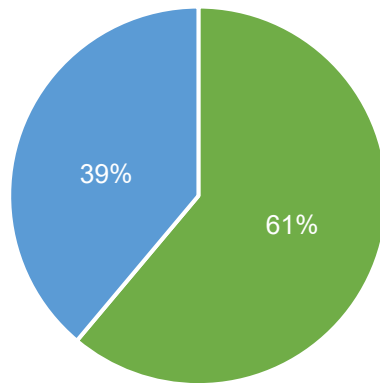
### (ii) Human Capital Diversity and Inclusion

GCAP Group acknowledges the importance of diversity and inclusion to human capital as one of the key drivers to the sustainable success of the business.

Career advancement opportunities and performance related remuneration packages are offered equally to all genders across all designations and age group. It's an on-going process that GCAP Group review remuneration packages offered and mark-to-market to attract, maintain and motivate talents. In additions to offering intangibles to necessary talents, including but not limited to professional development via trainings, flexible working arrangement and promoting work-life balance.

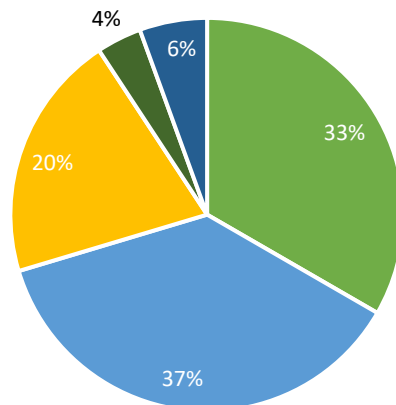
The followings are some salient features of the human capital composition: -

Composition of Human Capital



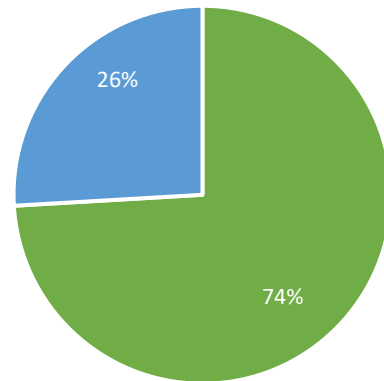
■ Executive and above ■ Non-Executive

Employees By Age



■ 20-29 years ■ 30-39 years ■ 40-49 years ■ 50-59 years

Gender



■ Male ■ Female

## SUSTAINABILITY STATEMENT (cont'd)

### 3) Social (Cont'd)

#### (ii) Human Capital Diversity and Inclusion (Cont'd)

GCAP Group is committed to human capital development. We continue to provide employment and training opportunities for all of our employees. Employees are considered our most important resource for sustainable development, and as such we recognise the need to continuously improve the quality, knowledge and competencies of our workforce. Continual advancement in our industry demand that our employees enhance and update their knowledge on a continual basis. We understand that our employees need to be developed, challenged, and nurtured to be motivated in delivering our business goals. Outstanding contributions and excellent performance by employees are rewarded by the Company.

We believe that members within our organisation must work together and solidify their efforts to manifest the Company's vision and mission. We recognise talents and we recognise potential, and as such we provide the appropriate platform for employees to blossom. It is essential that the Company maximise employee's strengths, whilst improving on any weakness. Interventions, trainings, and human capital building programmes are conducted to bridge gaps between current and expected performance. We also provided continual religious-based training to ensure a balanced lifestyle between work and spiritual well-being. Safety, creativity, and well-being are the elements of GCAP's working environment and we believe these leads to business sustainability.

The total cost for trainings incurred for financial year ended 31 December 2022 was RM12,080 (2021: RM18,237) only.

#### (iii) Employee Health and Safety

The Group places a high priority on employee health and safety, implementing programs and measures to ensure a safe and healthy work environment.

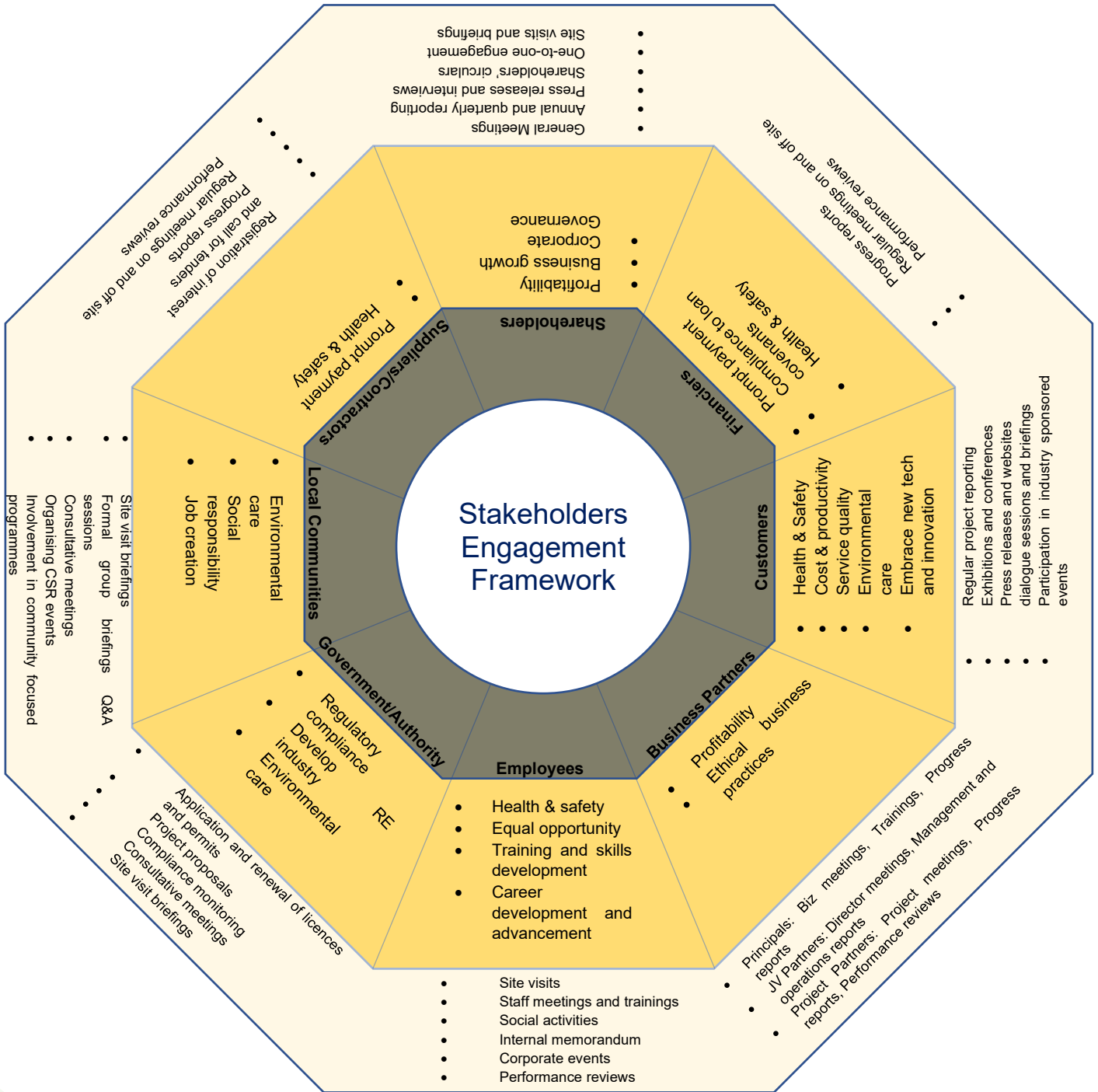
To our believe, well-being of workforce is not confined to physical form at work place but applies to emotional and mentally at ease. A notice board is designated to exhibit anti-sexual harassment poster and we have set a tone of zero tolerance towards such unwanted conducts.

# SUSTAINABILITY STATEMENT (cont'd)

## 3) Social (Cont'd)

### (iv) Stakeholder Engagement

GCAP Group adopted the following Stakeholders Engagement Framework, identifying area of interest of respective stakeholders (inner layer) and communications to each stakeholder (outer layer): -



## BOARD OF DIRECTORS' PROFILE

	<b>DATUK YAP YEE PING</b> <b>48, Malaysian</b> <b>Executive Director</b>
DATE APPOINTED TO THE BOARD :	<ul style="list-style-type: none"> <li>9 January 2020</li> </ul>
MEMBERSHIP OF BOARD COMMITTEES :	<ul style="list-style-type: none"> <li>Member of the Remuneration Committee</li> </ul>
QUALIFICATIONS :	<ul style="list-style-type: none"> <li>Bsc (Hons) in Accounting, Queen's University of Belfast, Northern Ireland</li> </ul>
MEMBERSHIP OF ASSOCIATIONS:	<ul style="list-style-type: none"> <li>Member of Institute of Chartered Accountants in England and Wales (ICAEW)</li> </ul>
WORK EXPERIENCE AND OCCUPATION :	<ul style="list-style-type: none"> <li>Datuk Yap started her career in auditing and has more than 20 years of finance and accounting exposures with local and multi-national corporations.</li> <li>She was appointed as Non Independent and Non-Executive Director of the Company on 9 January 2020 but re-designated as an Executive Director on 27 February 2020 and sits on the Board of several subsidiaries of the Company.</li> </ul>
DIRECTORSHIP OF PUBLIC COMPANIES (IF ANY) :	<ul style="list-style-type: none"> <li>None</li> </ul>
FAMILY RELATIONSHIPS (IF ANY) :	<ul style="list-style-type: none"> <li>No family relationship with any director and/or substantial shareholder of the Company</li> </ul>
NO. OF BOARD MEETINGS ATTENDED FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022:	<ul style="list-style-type: none"> <li>4/4</li> </ul>

# BOARD OF DIRECTORS' PROFILE

(cont'd)

**DATO' ROSLI BIN SHARIF**  
**69, Malaysian**  
**Independent Non-Executive Director**

DATE APPOINTED TO THE BOARD :	<ul style="list-style-type: none"> <li>• 21 February 2017</li> </ul>
MEMBERSHIP OF BOARD COMMITTEES :	<ul style="list-style-type: none"> <li>• Chairman of the Audit &amp; Risk Committee</li> <li>• Member of the Nomination Committee</li> </ul>
QUALIFICATIONS :	<ul style="list-style-type: none"> <li>• Fellowship of Certified Accountants</li> </ul>
MEMBERSHIP OF ASSOCIATIONS:	<ul style="list-style-type: none"> <li>• Member of Malaysian Institute of Accountants (MIA)</li> </ul>
WORK EXPERIENCE AND OCCUPATION :	<ul style="list-style-type: none"> <li>• Dato' Rosli had served with the Government of Malaysia in various capacities at the Treasury Department of the Accountant General's Office, Accountant at the Department of Civil Aviation and as the State Treasurer of Negeri Sembilan from 1980 to 1982.</li> <li>• Since 1982, he had served as a Director in private limited companies involving in construction and property development.</li> <li>• He joined Cement Industries of Malaysia Berhad ("CIMA") in 1988 as the Group Finance Manager and was subsequently promoted to General Manager, then Chief Operating Officer and Managing Director in 2022.</li> <li>• Between 1998 to 2005, he led CIMA to grow its business and in particular involved in acquiring and restructuring Negeri Sembilan Cement Industries Sdn. Bhd., which resulted in CIMA expanding its production capacity and market share especially in Singapore. He was the chairman of the Cement and Concrete Association of Malaysia from 1998 to 2000.</li> <li>• He was appointed as the Senior Director of International Business West Asia at UEM Group Berhad in 2006. He was the Senior Director, Corporate Services of UEM Group Berhad from 2009 to 2011.</li> <li>• He was the Independent Non-Executive Director of Konsortium Logistik Berhad, a public listed company from 2011 to 2013. He was also the Managing Director if another public company from 2012 to 1 February 2017.</li> </ul>
DIRECTORSHIP OF PUBLIC COMPANIES (IF ANY) :	<ul style="list-style-type: none"> <li>• None</li> </ul>
FAMILY RELATIONSHIPS (IF ANY) :	<ul style="list-style-type: none"> <li>• No family relationship with any director and/or substantial shareholder of the Company</li> </ul>
NO. OF BOARD MEETINGS ATTENDED FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022:	<ul style="list-style-type: none"> <li>• 4/4</li> </ul>

# BOARD OF DIRECTORS' PROFILE

(cont'd)

	<b>DATO' HAJI ROSHIDI BIN HAJI HASHIM</b> <b>68, Malaysian</b> <b>Independent Director</b>
DATE APPOINTED TO THE BOARD :	<ul style="list-style-type: none"> <li>• 21 May 2020</li> </ul>
MEMBERSHIP OF BOARD COMMITTEES :	<ul style="list-style-type: none"> <li>• Chairman of the Remuneration Committee &amp; Nomination Committee</li> <li>• Member of the Audit &amp; Risk Committee</li> </ul>
QUALIFICATIONS :	<ul style="list-style-type: none"> <li>• Degree- Social Sciences, (Political Sciences) University Sciences Malaysia</li> <li>• Diploma- Pentadbiran Awam (Diploma in Public Administration) INTAN Malaysia</li> </ul>
MEMBERSHIP OF ASSOCIATIONS:	<ul style="list-style-type: none"> <li>• None</li> </ul>
WORK EXPERIENCE AND OCCUPATION :	<ul style="list-style-type: none"> <li>• 1975-1979- Clerical Staff Hospital Daerah Butterwoth</li> <li>• 1979-1995- Investigation Officer Anti Corruption Agency Malaysia</li> <li>• 1995-1996-Assistant Director Procurement division, Ministry of Finance</li> <li>• 1996-2000- Assistant Director to State Economic Planning Unit (UPEN) State of Perak</li> <li>• 2000-2007-Special Officer and Private Secretary to Menteri Besar of Perak</li> <li>• 2007-2008- Secretary of Majlis Bandaraya Ipoh</li> <li>• 2008-2014-Mayor of Ipoh City, Malaysia</li> <li>• 2015-2019-Independent Non-Executive Chairman of Leweko Resources Berhad</li> <li>• March 2019 – November 2019 – Independent Non-Executive Chairman of Kumpulan Powernet Berhad</li> </ul>
DIRECTORSHIP OF PUBLIC COMPANIES (IF ANY) :	<ul style="list-style-type: none"> <li>• None</li> </ul>
FAMILY RELATIONSHIPS (IF ANY) :	<ul style="list-style-type: none"> <li>• No family relationship with any director and/or substantial shareholder of the Company</li> </ul>
NO. OF BOARD MEETINGS ATTENDED FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022:	<ul style="list-style-type: none"> <li>• 3/4</li> </ul>



## BOARD OF DIRECTORS' PROFILE

(cont'd)

	<p><b>JASON FONG JIAN SHENG</b>  <b>35, Malaysian</b>  <b>Independent Director</b></p>
DATE APPOINTED TO THE BOARD :	<ul style="list-style-type: none"> <li>• 7 October 2021</li> </ul>
MEMBERSHIP OF BOARD COMMITTEES :	<ul style="list-style-type: none"> <li>• Member of the Audit &amp; Risk Committee, Remuneration Committee &amp; Nomination Committee</li> </ul>
QUALIFICATIONS :	<ul style="list-style-type: none"> <li>• Bachelor of Marketing HELP University College</li> </ul>
MEMBERSHIP OF ASSOCIATIONS:	<ul style="list-style-type: none"> <li>• None</li> </ul>
WORK EXPERIENCE AND OCCUPATION :	<ul style="list-style-type: none"> <li>• As the founding director of a well-known business consultancy firm in town, he has been influential in defining business landscape of the future for many public-listed companies on Bursa Malaysia, as well as helping them to reach their goals in more efficient ways.</li> <li>• He has handled many prominent clients from various sectors, ranging from information technology, property and construction, healthcare, consumer, transportation, oil &amp; gas, trading and retail industry.</li> <li>• Being well-acquainted with the corporate affairs in Malaysia, he could develop and strengthen management team in order to maximise company's profitability and efficiency.</li> <li>• Fong is actively involved in many major corporate exercises, including initial public offering (IPO) and merger &amp; acquisition (M&amp;A) activities, as well as fund raising activities, such as private placement and rights issue exercises.</li> </ul>
DIRECTORSHIP OF PUBLIC COMPANIES (IF ANY) :	<ul style="list-style-type: none"> <li>• XL Holdings Berhad</li> <li>• Eduspec Holdings Berhad</li> </ul>
FAMILY RELATIONSHIPS (IF ANY) :	<ul style="list-style-type: none"> <li>• No family relationship with any director and/or substantial shareholder of the Company</li> </ul>

## KEY MANAGEMENT PROFILE

### Key Management Profile

#### **Dzulkifly bin Abdul Khalid (“Dzul”)**

Director of subsidiary companies cum General Manager of PHREC  
*Head of Mini-Hydropower Division*

Dzul obtained a Certificate in Mechanical Engineering from Politeknik Ungku Omar, Ipoh in 1995. He then served for 15 years from 1995 to 2010 in Minolta Malaysia Sdn Bhd, Konica Minolta Precision Engineering Sdn Bhd and Sony Precision Engineering Sdn Bhd. His last position was the Head of Section in the Production Division where he was in charge of the production line planning which includes the management of manpower and materials. Between 2010 to 2013, he joined Sanwa Printing Sdn Bhd as the Quality Assurance (QA) Executive. He was tasked to supervise the QA department, ensuring the compliance with high standard of quality control in the printing industry.

In 2013, Dzul joined PHREC as a Corporate Affairs Executive. His job scope was to handle the project co-ordination with various State Government Agencies as well as to engage with the public in the specific project area for the development of the small hydro projects. In 2015, he was promoted to the position of Assistant Operations Manager where he was responsible for the overall company operations which includes project progress updates, managing relationships and interactions with State Government Agencies as well as public relations. Dzul is then promoted into his current position in early 2018. He is now responsible for the day-to-day operations of the Group’s mini-hydropower division.

#### **Heng Boon Liang (“Boon Liang”)**

Director of Solarcity Malaysia Sdn. Bhd. (“Solarcity”)  
*Head of Solar Division*

Boon Liang has a Master of Science and Bachelor of Science degree with a major in mechanical engineering from the Mississippi State University of United States of America (“U.S.A.”). In his early career, he was actively involved in research and development work in the U.S.A., including conducting key research and development of Reusable Launch Vehicle for National Aeronautics and Space Administration (“NASA”).

Boon Liang has a vast experience in green technology, in particular, the Solar Photovoltaic (“PV”) and Hydro Turbine segment. He is currently the director of Solarcity and has been tasked to expand the renewable energy – Solar segment of the Group.

#### **Zulkepli Bin Mishat (“Zul”)**

Director of subsidiary companies  
*Head of Water and Waste Water Division*

Zul is an engineer graduated from University of Wollongong, NSW, Australia ( B E Civil, 1989). He brings with him more than 30 years in water and wastewater experience in multinational companies inclusive of 2 years managerial experience with Northumbrian Water Ltd, United Kingdom.

Zul possessed hands on experience in project due diligence, business proposal and project planning and implementation.

In his earlier days, he was one of the key persons leading to successful implementation of Johor Baru Water Supply Privatisation Project for the take over and upgrading of Sg Layang water treatment plant from 180 Million Litres per Day (“MLD”) to 635 MLD in 1992 under Build-Operate-Transfer contract of 20 years.

Zul is one of key management with his vast experience in operations and maintenance of large water, wastewater and reclaim water infrastructures including plants, pumping stations, substations,

## KEY MANAGEMENT PROFILE

(cont'd)

### **Anizarni Binti Adri (“Anizarni”)**

Operations Manager, GPB Corporation Sdn. Bhd. (“GPB”)

Anizarni is a holder of Diploma in Mechatronic Engineering from Politeknik Sultan Azlan Shah, Tanjung Malim and Executive Diploma in Industrial Training from Universiti Tun Hussein Onn. She joined GPB in August 2011 as a Technical Executive where she is responsible to supervise the technicians and mechanics under GPB. She is also entrusted to maintain and update the technical and process documentations of GPB’s huge fleet of vehicles. In 2014, Anizarni was promoted to Operations Executive where her job scope has been expanded to include the management and supervision of the Operations Department and the Marketing Department, in addition to the Technical Department. In 2017, she was promoted to her current position where she leads the operational aspects of GPB under the direction of the Executive Director, and she is also the liaison of GPB in dealing with customers and vendors.

### **Tan Yu Chai (“Yu Chai”)**

Senior Finance Manager, G Capital Berhad

Yu Chai holds Bachelor’s Degree (Honours) in Applied Accounting from Oxford Brookes University, is a qualified accountant registered with Malaysian Institute of Accountant (“MIA”). He is a Fellow Member of Association of Chartered Certified Accountant (“ACCA”) as well as an Associate Member to the Institute of Internal Auditors Malaysia (“IIA Malaysia”)

Yu Chai started his career in December 2008 as an audit associate in KPMG Malaysia, one of the top-tier international accounting firm. Yu Chai left KPMG Malaysia in December 2013 as an Assistant Audit Manager after spanning 5-years in external audit, where he led audit assignments to various clientele, including, trading, manufacturing, construction, property development, publication and energy.

Subsequent to KPMG Malaysia, Yu Chai joined Baker Tilly Malaysia from December 2013 to August 2016 as Transaction Reporting Manager, where he led various corporate fund-raising exercises as an Independent Reporting Accountant.

Yu Chai then assumed the role of Group Financial Controller of Frontier Digital Venture Limited, an Australian listed company where he co-authored with the chief financial officer on various financial and corporate reporting, management discussions and analyses, special projects and Merger and Acquisitions deals.

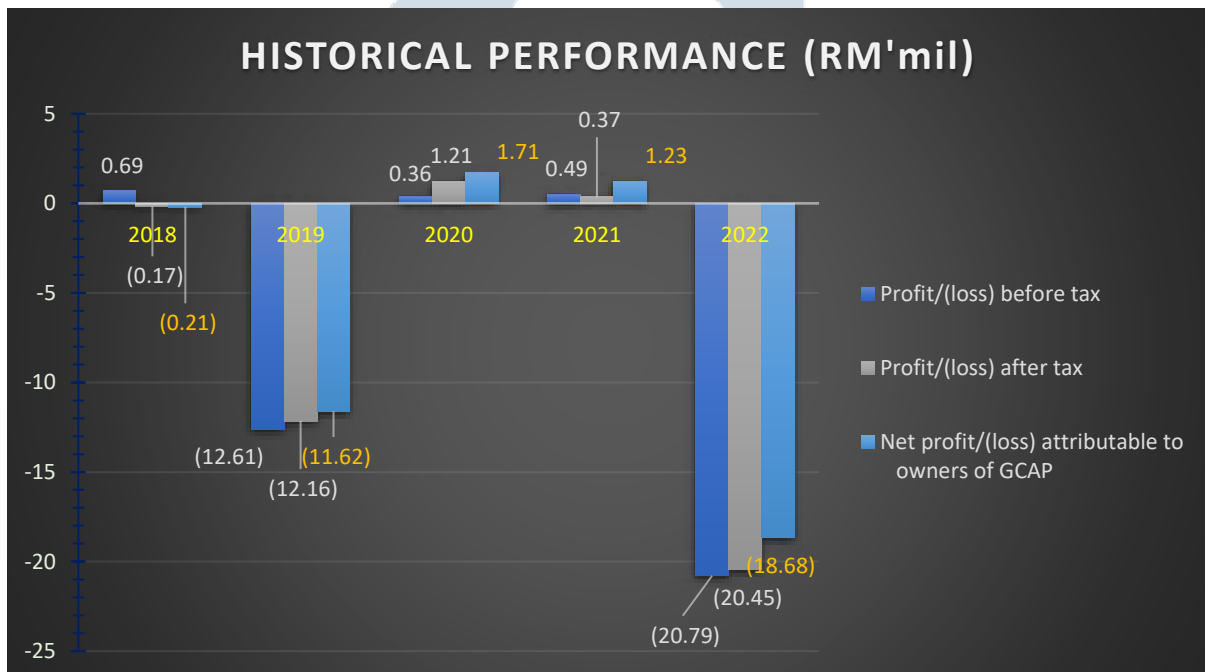
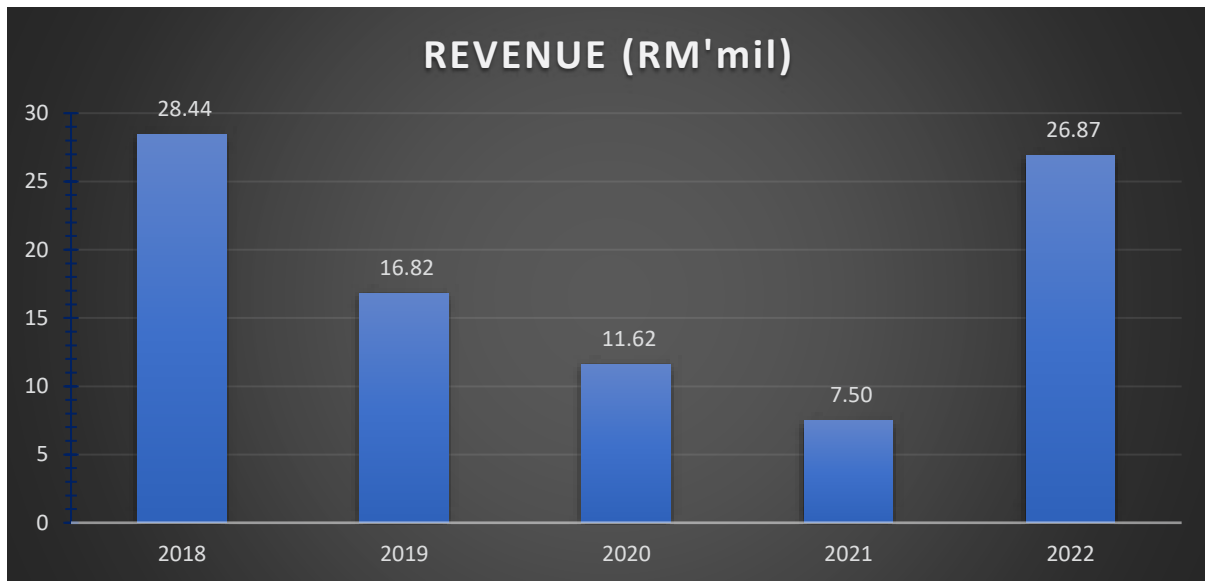
Yu Chai assumed the role as Senior Finance Manager starting February 2021 to helm the Group’s finance function.

### **Norjannah Binti Ratman (“Jannah”)**

Human Resources & Administration Executive, G Capital Berhad

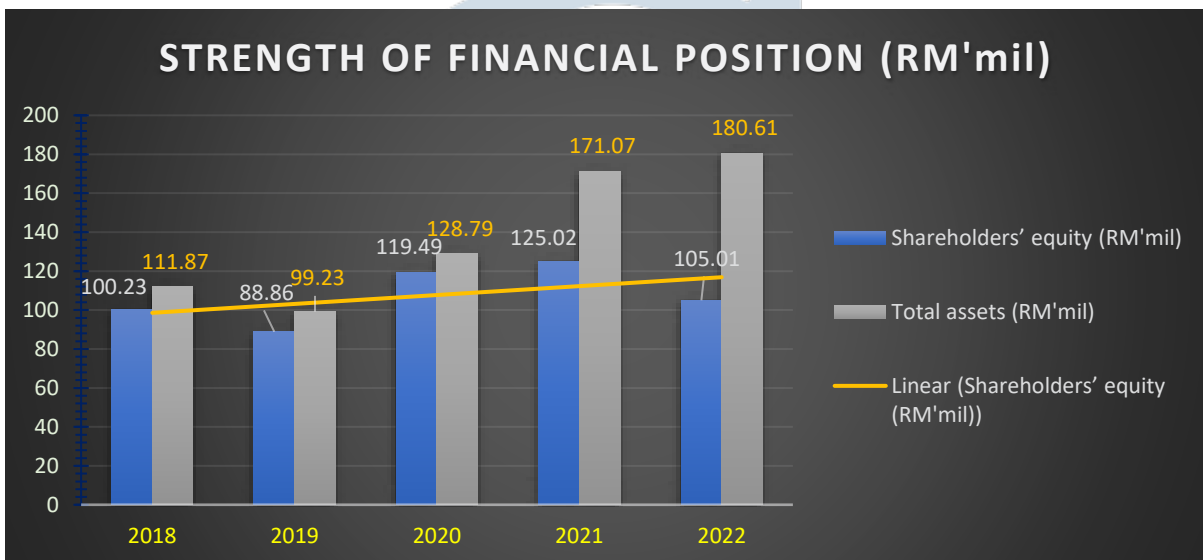
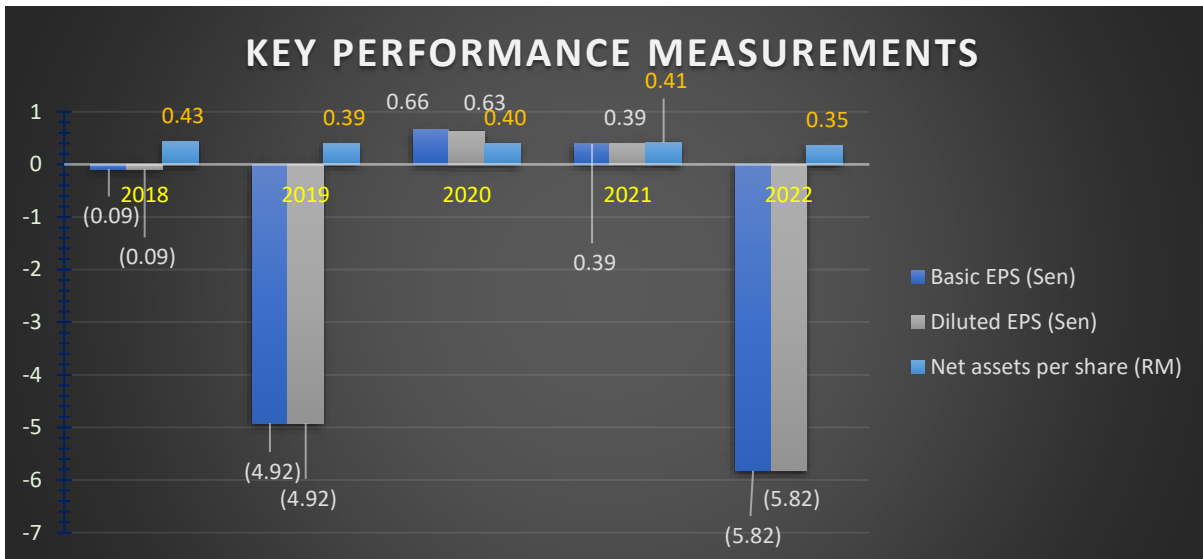
Jannah holds a Diploma in Human Resources from Kolej Universiti Poly-Tech MARA Kuala Lumpur. She has accumulated experiences in the Human Resources role since the start of career which includes managing the full spectrum of human resources and administration works. Jannah joined G Capital Berhad in September 2022 as the Human Resources & Administration Executive of the Group.

## KEY FINANCIAL SUMMARY



# KEY FINANCIAL SUMMARY

(cont'd)



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of G Capital Berhad (“the Company”) recognises the importance of practicing and maintaining good corporate governance towards the success of the Company and its subsidiaries (“Group”) whilst pursuing its corporate objectives.

The Board remains committed to subscribe to the principles of good corporate governance that is central to the effective operation of the Group and to ensure the highest standards of accountability and transparency. The Board supports the Corporate Governance Framework and continues to improve existing practices and achieve the objectives of the Group.

The Board is pleased to set out below the manner in which the Group has applied the three main principles in the Malaysian Code on Corporate Governance (“MCCG 2021”) known as Board Leadership and Effectiveness (Principal A), Effective Audit and Risk Management (Principal B) and Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders (Principal C) throughout the financial year ended 31 December 2022.

## PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

### I Board Roles and Responsibilities

The Board takes full responsibility for the oversight and overall performance of the Group and provides leadership within a framework of prudent and effective controls which enables risk to be appropriately assessed and managed. The Board sets the strategic direction, managing the business and affairs of the Group including ensuring achieving its strategic goals and realising long-term shareholders’ values.

The Group is led and controlled by an effective and experienced Board 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 areas such as business, finance, property development and construction, regulatory and operations which are relevant to the Group.

The overall principal roles and responsibilities of the Board are as follows:

- (i) Determine and develop the Group’s strategic direction and business plans;
- (ii) Oversee the conduct and proper management of the Group’s businesses;
- (iii) Provide clear objectives and policies to management for operations;
- (iv) Identifying principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to address such risks;
- (v) Ensure establishment of appropriate risk management and internal control framework and risk strategy as well as adequate management information and internal control system of the Company;
- (vi) Ensure the Group’s strategies promote sustainability, with attention given to environmental, social and governance aspects of business;
- (vii) Carrying out periodic review of the Group’s financial performance and operating results and major capital commitments;
- (viii) Review the adequacy and soundness of the Group’s financial system, internal control systems and management information system and ensure that they are in compliance with the applicable standards, laws and regulations; and
- (ix) Oversee the development and implementation of a shareholder communications policy, including an investor relations programme for the Company.

## **CORPORATE GOVERNANCE OVERVIEW STATEMENT** (cont'd)

The Board reviews the performance and results of the business divisions on a regular basis at its quarterly meetings by monitoring the Group's financial results against the budget and the preceding quarter's result. The Board members are updated on a regular basis on financial, operational, corporate, regulatory, business development and audit matters for the decisions to be made to effectively discharge the Board's responsibilities.

The Board also deliberates and evaluates the feasibility of business propositions and corporate proposals as well as the principal risks that may have a significant impact on the Group's business.

Key matters such as approval of annual and quarterly results, financial statements, major acquisitions and disposals, major investments, appointment of Directors are discussed and decided by the Board.

External advisers are invited to attend meetings to provide insights and professional views, advice and explanation on specific items on the meeting agenda, when required.

The Board sets the risk tolerance levels, objectives, performance targets and policies to manage the key risks faced by the Group. The details of the risk management framework are set out in the Statement on Risk Management and Internal Control of the Company's Annual Report 2022.

The Management and the Board also discuss and resolve risk management and sustainability-related issues, in particular, on business development, costing, environment and social aspects.

The Board has delegated certain functions to the Audit and Risk Committee, Remuneration Committee and Nomination Committee ("Committees" or "Board Committees") with each operating within its clearly defined Terms of Reference ("TOR"). Deliberation and decisions at the Committee level are recorded. The Committee Chairman will report to the Board on the outcome of the Committees' meetings and the minutes of meetings are circulated to the Board. The Board reviews the Committees' authority and TOR from time to time to ensure its relevance and efficacy. The Board retains full responsibility for the direction and control of the Company and the Group. The ultimate decision on all matters lies with the Board.

For the day-to-day operations, the Board has delegated its authorities and responsibilities to the Management team led by the Executive Director, representing the Management from transportation division, mini-hydropower division, solarpower division, water division along with investment and other division respectively. The functions delegated to the Management team by the Board are, inter alia, as follows:

- implementation of strategies and business, policies and procedures approved by the Board;
- managing the daily conduct of the business and affairs of the Group;
- communicating matters of concern to the Board for information and/or decision; and
- representing the Group in its dealing with the government authorities and other external parties.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

## Directors' Responsibilities on Sustainability of the Group

In line with the new practice of MCCG 2021 on sustainability, the Board leads the sustainability governance of the Group, overseeing the Economic, Environmental, Social and Governance ("EESG") strategies, initiatives, practices, targets and performance and emphasizing the importance of sustainability in creating values to stakeholders.

The Board will review the process of including material sustainability and climate-related risks and opportunities in the performance evaluation of the Board and Senior Management as stipulated in the latest MCCG 2021.

The Group has always prioritized environmental issues and complied with applicable laws and regulations in order to reduce negative environmental effect. We formulate our strategy and align our policies to promote green technology for greener economy and environment. Recognizing the importance, we periodically review and update our sustainability material matters we face and engage with our stakeholders to assess the magnitude of risks and opportunities in relation to the EESG topics. The discussion is also facilitated by the Heads of Department and key management staff. Following that, the sustainability matters were assessed based on their relevance to the stakeholders and the Group's business.

## Directors' Responsibilities in relation to the Financial Statements

The Board aims to provide and present a clear, balanced and comprehensive assessment of the Group's financial performance and prospects, primarily through the annual and quarterly financial statements to Shareholders as well as the Management Discussion and Analysis in this Annual Report. The Board is assisted by the Audit and Risk Committee to oversee the Group's financial reporting processes, ensures its compliance with applicable financial reporting standards and regulatory requirements as well as the quality of its financial reporting. The financial statements are reviewed by the Audit and Risk Committee prior to recommending them to the Board for relevant announcement and issuance to shareholders. The Board ensures the integrity of the Group's financial reporting and fully recognises that accountability in financial disclosure forms an integral part of good corporate governance practices.

The Directors have ensured that the financial statements of the Group and of the Company are drawn up in accordance with the requirements of the Malaysian Financial Reporting Standards and International Financial Reporting Standards and the provisions of the Companies Act, 2016. In preparing the financial statements, the Directors have selected and applied consistently suitable accounting policies and made reasonable and prudent judgement and estimates.

## Roles and Responsibilities between the Chairman and Executive Director

During the financial year under review, The Executive Director has the general responsibility for day-to-day running of the Group's business, implementation of Board policies and making of operational decisions duly assisted by the Management team. The Executive Director is also responsible for the development of corporate goals and objectives and the setting of strategies to achieve them.

The Company currently has no permanent Chairman of the Board. As such, the Directors present will choose one (1) among themselves to be Chairman of the particular Board meeting and ensures that Boards discussions are conducted in a manner that all views are taken into account before a decision is made.

The Executive Director focuses on implementing the plans chartered out and the day-to-day operations and management of the Group with clear authority delegated by the Board.



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

## Company Secretaries

The Company is supported by two (2) qualified named Company Secretaries who possess the requisite qualification and are qualified to act as Company Secretaries under section 235(2) of the Companies Act 2016. They play a supportive role by ensuring adherence to the Company's Constitution, Board's policies and procedures and compliance with the relevant regulatory requirements, codes or guidance and legislations from time to time. The Company Secretaries monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations.

The Company Secretary is present at meetings to record deliberations, issues discussed and conclusions in discharging his duties and responsibilities and also provide a central source of guidance and advice to the Board, on matters of ethics and good corporate governance and assist in determining board agenda, formulating governance, coordinates board assessment process and other board-related matters.

The Company Secretaries ensures that all Board meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are recorded and maintained in the statutory register of the Company.

## Access to Information and Advice

The Board meets on a quarterly basis, with additional meetings convened as and when necessary. The notices of Board and Board Committee meetings are sent out to the Directors via email at least seven (7) days prior to the meetings. The Board papers are circulated on a timely basis in advance of the meeting to enable the members to have sufficient time to review the papers prepared. This is to allow time for the Directors to review the Board papers and to facilitate full discussion at the Board and Board Committee meetings. The Board papers are comprehensive and encompass both quantitative and qualitative factors so that informed decisions can be made.

All proceedings from the Board and Board Committee meetings are recorded and confirmed by the Chairman of the meetings. The minutes of Board and Board Committee meetings are circulated to all Directors for their perusal prior to confirmation of the minutes to be done at the commencement of the following Board and Board Committee meetings.

Meeting papers on issues or corporate proposals which are deemed confidential and sensitive would only be presented to the Directors during the meeting itself. Verbal explanations and briefings are also provided by Executive Director and Management to enhance understanding of matters in relation to the Group's business and operations.

All Directors have access to the advice and service of the Company Secretaries. The Board of Directors, whether as a full board or in their individual capacity, may upon approval of the Board of Directors, seek independent professional advice if required, in furtherance of their duties, at the Group's expense.

## Board Charter

The Company has adopted a Board Charter ("Charter") which sets out the role, duties, functions and responsibilities of the Board, Board Committees and Management so that there is a structured guide with regards to the various responsibilities including the need for Directors to carry out their leadership and supervisory role and in discharging their duties towards the Group and the Board. The demarcation of roles established in the Charter is the reference point (in relation to the Directors and Board's roles, powers, duties and functions) to guide Board activities and help to reinforce the supervisory role of the Board.

The Board will review the Charter from time to time to ensure its compliance with relevant rules and regulations and remains relevant and effective. The Charter is made available on the Company's website at <https://gcapital.com.my/corporate-governance/>.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

## Code of Conduct and Ethics and Whistle Blowing Policy

The Group's Handbook for Employees ("Handbook") continues to govern the standard of ethics and good conduct expected of Directors and employees. In addition, the Company has also formalized a Code of Conduct and Ethics for the Group. The objective of the Code of Conduct and Ethics is to set out the ethical standards to all Directors and employees in their dealings with fellow colleagues, customers, shareholders, suppliers, competitors, the wider community and the environment. Every employee must display and behave in a manner which is consistent with the Group's philosophy and core values.

Through the Code of Conduct and Ethics and also the Handbook, the Board sets the tone for proper ethical behavior expected of the Board members and the employees. The Board will periodically review the Code of Conduct and Ethics to ensure it remains relevant and appropriate. Details of the Code of Conduct and Ethics are available for reference at the Company's website at <https://gcapital.com.my/corporate-governance/>.

The Board has put in place a Whistle-Blowing Policy to provide an avenue for employees and stakeholders to report genuine concerns about unethical behavior, malpractices and illegal acts on failure to comply with regulatory requirements without fear of reprisal. All cases shall be independently investigated and appropriate actions taken where required.

Included in the policy are the procedures and the independent person to which report on any suspected wrongdoing maybe reported for further investigation. The whistle-blower can address his/her complaints to the Chairman of the Audit and Risk Committee.

The Board will periodically review the Whistle-Blowing Policy to ensure it remains relevant and appropriate. The details of the Whistle-Blowing Policy are available for reference at the Company's website at <https://gcapital.com.my/corporate-governance/>.

## Time Commitment, Board Meetings and Directors' Training

A full year meeting schedule which sets out the dates for Board meetings, Board Committee meetings and Annual General Meeting is prepared and circulated to the Directors before the start of each calendar year to allow the Directors to plan ahead in attending such meetings.

Board Meetings are scheduled every quarter with additional meetings to be convened as and when required. Urgent and important matters are resolved by way of written resolutions and clarifications are provided to the Directors where necessary. During the financial year under review, the Board met a total of four (4) times. The attendance of the Directors who held office at the end of financial year is set out below:

Directors	Attendance
Tan Sri Dr Ali bin Hamsa (Demised on 21 April 2022)	0/1
Datuk Yap Yee Ping	4/4
Dato' Haji Roshidi bin Haji Hashim	3/4
Dato' Rosli bin Sharif	4/4
Jason Fong Jian Sheng	4/4

The Board is satisfied with the level of commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company. All the Directors have complied with the minimum 50% attendance requirement in respect of Board meeting as stipulated in the Main Market Listing Requirements (MMLR).

All Directors of the Company do not hold more than 5 directorships in listed companies pursuant to Paragraph 15.06 of the MMLR.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

Although the Board does not have a policy requiring each Director to attend a specific number and types of training sessions each year, the Directors are encouraged to attend various external professional programmes deemed necessary to ensure that they are kept abreast with industry developments and trends and also on various issues facing the changing business environment within which the Group operates, in order to fulfil their duties as Directors. All Directors have attended the Mandatory Accreditation Programme (“MAP”) as required under MMLR.

During the financial year under review, the following Directors had participated in the following training programmes:-

<b>Directors</b>	<b>Seminars / Workshops / Courses</b>	<b>Date</b>
Datuk Yap Yee Ping	Share buyback: A regulatory perspective	29 November 2022
Dato' Haji Roshidi bin Haji Hashim	Knowledge management process, tools and performance in a digital economy	12 December 2022
Dato' Rosli bin Sharif	Developing Annual Sustainability	2-3 December 2022
Jason Fong Jian Sheng	Understanding Corporate Strategies for valuation	15 August 2022
	Achieving the mindset for success	15 August 2022
	Assessing strategic opportunities for Corporate Sustainability	16 August 2022

## II. Board Composition

The Board has a balanced composition of Executive and Non-Executive Directors (including Independent Directors) such that no individual or group of individuals can dominate the Board's decision-making powers and processes. The presence of Independent Non-Executive Directors also safeguards the interest of the stakeholders in ensuring that the highest standard of conduct and integrity are maintained.

The Board currently consists of four (4) members, comprising one (1) Executive Director and three (3) Independent Non-Executive Directors, in compliance with the MCCG 2021 that at least half of the Board members comprise of independent directors. Brief profile of each Board member is presented in this Annual Report under Profile of Directors.

The Board is of the view that its composition and size is adequate for the effective discharge of its functions and responsibilities. With its diversity of qualifications and skills, and the governance structure of the Board and its Committees, 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 Independent Non-Executive Directors (“INED”) 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 Board Committees such as the Audit and Risk Committee, Nomination Committee and Remuneration Committee. The presence of the Independent Non-Executive Directors both in the Board and Board Committees is essential in providing unbiased and impartial opinion, advice and judgment to Board deliberations to ensure that the interests, not only of the Group, but also of its shareholders, employees, customers, suppliers and other communities with which the Group conducts its business are well-represented and taken into account.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

The Board is supported by relevant Board Committees, i.e Audit and Risk Committee (ARC), Nomination Committee (NC) and Remuneration Committee (RC). These Committees play a significant part in reviewing matters within each Committee's TOR, and facilitating the Board's discharge of its duties and responsibilities. Each of these Committees have specific TOR, scope and specific authorities to review matters tabled before the Committees prior to decisions by the Board as a whole. The ARC comprises of wholly INEDs whereas the NC and RC comprise a majority of INEDs.

## Nomination Committee

The Nomination Committee which currently comprises three (3) Directors, are exclusively made up of Independent Non-Executive Directors and is chaired by Dato' Haji Roshidi bin Haji Hashim. The NC is responsible for nominating to the Board individuals as Directors and for assessing the Directors on an ongoing basis.

The NC operates within defined TOR which is available for reference at the Company's website at <https://gcapital.com.my/corporate-governance/>. The TOR discloses the following in compliance with the MMLR of Bursa Securities:

- i) Board composition
- ii) Objectives of the committee
- iii) Meetings and access to information
- iv) Authorities, duties and responsibilities

In the process of selecting and evaluating candidates, the NC takes into consideration suitability for the role, Board balance and composition, mix of skills, experience, knowledge and other qualities as well as diversity in terms of gender, age and ethnicity background. An assessment mechanism is in place to assess on an annual basis, the effectiveness of the Board as a whole and the Board Committees and the contribution of each individual Director. The annual assessment enables the Board to ensure that each of the Board members including the Managing Director has the character, experience, integrity, competence and time to effectively discharge their respective roles.

During the financial year under review, the NC met once a year. The NC chose to meet post financial year to evaluate the performance of Directors for the immediate past financial year.

Having regard to the operations of the Group and composition of the Board, the Board has dispensed with the formality of appointing a senior INED from amongst the Board members. Any concerns from the shareholders can be conveyed to any of the INED of the Board.

The key activities undertaken by the NC during the financial year are as follows :

- (a) assessed the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director;
- (b) reviewed the mix of skills, experience, boardroom diversity and other qualities, including core competence of the members of the Board;
- (c) assessed and reviewed the independence of Independent Directors;
- (d) assessed the training needs of the Directors and collated training information from all Directors;
- (e) reviewed the size and composition of the Board and Board Committees;
- (f) considered the nomination of new membership of the Board;
- (g) discussed the character, experience, integrity and competence of the Directors, chief executive or chief financial officer and to ensure they have the time to discharge their respective roles; and

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

- (h) nominating the Directors who are due for retirement and are eligible to stand for re-election or re-appointment at AGM.

## Board Appointment

The Board appoints its members through a formal and transparent selection process, which is consistent with the Company's Constitution. This process has been reviewed, approved and adopted by the Board. New appointees will be considered and evaluated by the NC. The NC will then recommend the candidates to be approved and appointed by the Board. The Company Secretaries will ensure all appointments are properly made and that legal and regulatory requirements are met.

The appointment process of a new Director is summarised as follows:

- (a) The candidate identified upon the recommendations from the Directors and Management or their contacts in the related industries, finance accounting, legal professions and/or major shareholders;
- (b) In evaluating the suitability of candidates to the Board, the NC considers, inter-alia, the required mix of skills, expertise, experience, time commitment and contribution of the candidates can bring to the Board. In the case of candidates proposed for appointment as Independent Non-Executive Directors, the candidate's independency will be considered;
- (c) Recommendation to be made by NC to the Board. This also includes recommendation for appointment as a member of the various Board Committees, where necessary; and
- (d) Decision to be made by the Board on the proposed new appointment including appointment to the various Board committees.

The Company's Constitution provides that all Directors of the Company are subject to retirement. At least one third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office at the Annual General Meeting ("AGM"), provided always that all Directors shall retire from office at least once in every three (3) years.

Clause 95 of the Company's Constitution provides that 1/3 of the directors for the time being shall retire from office by rotation every year. Clause 102 of the Company's Constitution further provides that any newly appointed director shall hold office only until the next following AGM of the Company and shall be eligible for re-election but shall not be taken into account in determining the retirement of directors by rotation at such meeting.

The following Director is up for retirement at the forthcoming AGM of the Company and has offered herself for re-election at the said AGM:

- (i) Datuk Yap Yee Ping Retiring pursuant to Clause 95

## Gender Diversity Policy

The Board acknowledges the recommendations of the MCCG 2021 on the establishment of a gender diversity policy. The Board does not plan to implement a gender diversity policy or target, as the Board adheres to the practice of non-discrimination of any form, whether based on age, race, religion or gender, throughout the Group. This includes the selection of Board members. The Company believes in, and provides equal opportunity to candidates with merit.

The Company has currently one (1) female director and three (3) male directors on the Board, i.e. the Board comprises 25% women directors, which is slightly below 30% women directors recommendations of the MCCG 2021. The Board is at its best endeavour to get at least 30% women directors within three (3) years.

The Board is of the view that the suitability of a candidate for the Board is dependent on the candidate's qualifications, competencies, professionalism, skills, experience, expertise, character, time commitment,

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

integrity and other qualities in meeting the needs of the Company, regardless of gender, ethnicity and age.

## Board Evaluation and Assessment

The Board, through the NC conducted the annual assessment on the effectiveness of the Board, Board Committees and individual Directors of the Company internally by way of a set of self-assessment questionnaires.

The evaluation process is carried out by the NC and guided by the Corporate Governance Guide - Towards Boardroom Excellence. The individual Directors and Committee members are required to complete the separate evaluation questionnaires regarding the processes of the Board and its Committees, their effectiveness and where improvements could be considered. The Board Committees carried out their evaluation with the view to maximize the performance of the individual committees in the interest of the Company. The evaluation process also involved a peer and self-review assessment, where Directors will assess their own performance and that of their fellow Directors. All assessments and evaluations carried out by the NC in the discharge of all its functions are documented. The assessment and comments are summarised and discussed at Nomination Committee meeting before it is presented to the Board.

## Tenure of Independent Directors

The Board, via NC, has developed the criteria to assess independence and formalised the current independence assessment practice. The assessment of the independence of each of its INED is undertaken annually according to set criteria as prescribed by the MMLR. As recommended by the MCCG 2021, the tenure of directorship of not more than 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.

As for the term limit for INED, the Board has adopted Practice 5.3 of the MCCG 2021 to seek shareholders' approval in the event the Board desires to retain as an INED, a person who has served in that capacity for more than 9 years. If the Board continues to retain the INED after the 12th year, the Board must seek shareholders' approval annually through a 2-tier voting process. Currently none of the INED has served for a cumulative term of more than 9 years.

## III. Remuneration

### Remuneration Committee, Remuneration of Directors and Senior Management

The present RC which was established by the Board comprises mainly of INEDs and its composition is as follows:-

#### Chairman

Dato' Haji Roshidi bin Haji Hashim, INED

#### Member

Jason Fong Jian Sheng, INED  
Datuk Yap Yee Ping, ED

The RC carry out its function as stated within the terms of reference. The details of the TOR of RC are available for reference at the Company's website at <https://gcapital.com.my/corporate-governance/>.

The primary function of the RC is to set up and review the policy and procedures of remuneration framework and recommend to the Board the remuneration packages of all the Directors and senior management according to the Group's financial performance, the skills, level of responsibilities, experience and performance of the Directors and senior management. The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendations of the RC.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

The remuneration of Directors is determined at levels which enables the Company to attract and retain Directors with the relevant experience and expertise to manage the business of the Group effectively. The RC reviews the Board remuneration policy and terms of service of each Director annually taking into consideration market conditions and comparisons, responsibilities held, business strategy, long term objectives and the overall financial performance of the Group.

Non-Executive Directors are paid by way of fixed meeting allowance for each meeting attended. Individual Director is not allowed to participate in discussion of his own remuneration. The Board will then recommend the Directors' fees and other benefits payable to Directors to the shareholders for approval at the AGM in accordance with Section 230(1) of the Companies Act 2016.

The aggregate remuneration of Directors of the Group and of the Company accrued for the financial year ended 31 December 2022 is as follows:-

	<b>Executive Directors</b>	<b>Non-Executive Directors</b>	<b>Total Group</b>
	RM	RM	RM
Directors' fees	36,000	105,000	141,000
Salaries and allowances	1,743,464 <sup>§</sup>	-	1,743,464
EPF Contributions	198,576	-	198,576
Social Security Contributions	4,536	-	4,536
Other emoluments	-	45,000	45,000
<b>Total</b>	<b>1,982,576</b>	<b>150,000</b>	<b>2,132,576</b>

On a named basis, the details of the total directors' remuneration accrued for the financial year ended 31 December 2022 are as follows: -

### Directors' Remuneration

<b>Executive Directors</b>	<b>Tan Sri Dr. Ali bin Hamsa<sup>#</sup></b>	<b>Datuk Yap Yee Ping</b>	<b>Other directors of subsidiaries</b>	<b>Total Group</b>
	RM	RM	RM	RM
Directors' fees	-	36,000	-	36,000
Salaries and allowances	111,000	1,259,000 <sup>§</sup>	373,464	1,743,464
EPF Contributions	4,680	144,000	49,896	198,576
Social Security Contributions	198	2,004	2,334	4,536
<b>Total</b>	<b>115,878</b>	<b>1,441,004</b>	<b>425,694</b>	<b>1,982,576</b>

<b>Non-Executive Directors</b>	<b>Dato' Rosli bin Sharif</b>	<b>Dato' Haji Roshidi bin Haji Hashim</b>	<b>Jason Fong Jian Sheng</b>	<b>Total for NED who held office at 31-Dec-2022</b>
	RM	RM	RM	RM
Directors' fees	36,000	36,000	33,000	105,000
Other emoluments	19,000	17,000	9,000	45,000
<b>Total</b>	<b>55,000</b>	<b>53,000</b>	<b>42,000</b>	<b>150,000</b>

# Tan Sri Dr. Ali bin Hamsa demised on 21 April 2022.

§ Included meeting allowance of RM9,000 for financial year ended 31 December 2022.

The above disclosure is deemed sufficient to enable stakeholders to assess directors' remuneration vis a vis the Group's performance.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

## Remuneration of the Top Management

The details of the aggregate remuneration of the five (5) Top Management staff of the Company (comprising remuneration received and/or receivable from the Company and its subsidiaries) for the financial year ended 31 December 2022 are disclosed and categorised as follows:

Category	Company	Subsidiaries	Total
	RM	RM	RM
Salaries and allowances	-	372,900	372,900
Employee Provident Fund Contributions	-	44,766	44,766
Social Security Contributions	-	2,042	2,042
<b>Total</b>	-	419,708	419,708

The number of five (5) Top Management staff whose remuneration paid/payable for financial year ended 31 December 2022 on an aggregated basis is as set out below:-

Remuneration Range	Number of Senior Management Staff
RM50,001 – RM100,000	4
RM100,001 – RM150,000	-
RM200,001 – RM250,000	1

The Board is of the opinion that the disclosure of the senior management's names and remuneration components (salary, bonus, benefits in-kind, other emoluments) would not be in the best interest of the Group due to confidentiality, business and personal security concerns.

The above disclosure is deemed sufficient to enable stakeholders to assess senior management remuneration vis a vis the Group's performance.



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

## PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

### I Audit and Risk Committee

The ARC of the Company currently comprises wholly of Independent Non-Executive Directors. The ARC is chaired by an Independent Non-Executive Director, Dato Rosli bin Sharif with appropriate professional qualifications including accounting and related financial management expertise, and other members of the ARC include Dato' Haji Roshidi bin Haji Hashim and Jason Fong Jian Sheng. The ARC oversees the integrity of the financial statements, compliance with relevant accounting standards and the Group's risk management and internal controls.

The ARC Report is set out separately in this Annual Report. Its composition and performance are reviewed by the NC annually and recommended to the Board for its approval. Full details of the ARC's duties and responsibilities are stated in its TOR which is available on the Company's website at at <https://gcapital.com.my/corporate-governance/>.

The Company complied with Practice 9.1 of the MCCG 2021 which stipulates that the Chairman of the ARC is not the Chairman of the Board. The Company has not appointed any former audit partner to be a member of the ARC.

The Board, through its ARC maintains a formal and transparent relationship with its external auditors. The ARC ensured that the external auditors work closely with the internal auditors to enhance the effectiveness of the overall audit process. The ARC assesses the suitability and independence of the external auditors on an annual basis. Areas of assessment including amongst others, the external auditor's suitability, objectivity, independence, audit fees, size and competency of the audit team, audit strategy, audit reporting and partner involvement.

The external auditors, in supporting their independence, will provide the ARC with a written assurance confirming their independence throughout the conduct of the audit engagement in accordance with the relevant professional and regulatory requirements. The external auditors have provided such declaration in their annual audit plan presented to the ARC of the Company during the financial year.

The external auditors have an obligation to bring to the attention of the Board of Directors, the ARC and Management any significant defects in the Group's systems of reporting, internal control and compliance with Applicable Approved Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

The external auditors are invited to attend at least two (2) meetings with the ARC each financial year to discuss their audit plan and audit findings on the Company's yearly financial statements. Private meetings without the presence of the Management and Executive Director(s) will be held if necessary to discuss any issues that may require the attention of the ARC.

The ARC and the Board are satisfied with the performance, competence and independence of the external auditors and the Board had recommended their re-appointment for shareholders' approval at the forthcoming Annual General Meeting.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

## II Risk Management and Internal Control Framework

The Board acknowledges the importance of risk management and internal control systems are an integral part of effective management practice and to safeguard shareholders' investment and Group's assets. The ARC ensures principal risks in the Group are identified, assessed and mitigated with the appropriate internal control system.

The Risk Management Working Group (RMWG) consisting mainly of all the Departmental Heads of the Group, was formed to assist the ARC to oversee the risk management system, practices and processes. The RMWG is assigned with the responsibility of continuously monitoring and managing the risks of the Group through risk identification, assessment and control.

The risk management review is performed on yearly basis to assess and manage the risks faced by the Group. The review is carried out to address major risk areas of concern, if any, from the perspectives of environment, regulatory and legal governance and operational controls, financial, customers, contractors and sustainability risks.

The Group has outsourced the services of internal audit to an independent professional service provider ("Outsourced IA") which reports directly to the ARC. Further details of the activities of the internal audit function carried out by the Outsourced IA during the FY2022 are set out in the ARC Report.

The risk management framework and internal control system are disclosed under the Statement on Risk Management and Internal Control.

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

### I Communicating with Stakeholders

The Company recognises the importance of timely and thorough dissemination of information on all material business and corporate developments to shareholders and investors.

The policy of the Company is to maintain an active dialogue with its shareholders with the intention of giving its shareholders as clear as possible complete information of the Group's business position, financial performance and major developments. Such information is communicated through the Annual Report, the various disclosures and announcements to Bursa Securities, including quarterly and annual results.

The Board believes that the Company's Annual Report is a vital source of essential information for shareholders, investors and other stakeholders where it communicates comprehensive information of the financial results, management and discussion analysis on the operations of the Company, governance and sustainability measures and activities.

General meetings are the key platform for shareholders' participation and for the Board to provide an overview of the Group's progress to-date and respond to questions from shareholders concerning the Group's business, operations and prospects.

Shareholders may also obtain the Company's information, latest announcements and new events relating to the Group through its company's website at [www.gcapital.com.my](http://www.gcapital.com.my)

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

## II Conduct of General Meetings

The Board also acknowledges annual general meeting and other general meetings as important avenues in engaging with shareholders.

The annual general meeting of the Company represents the principal forum for dialogue with shareholders where they may seek clarification on the Company's business. Shareholders are encouraged to participate in the questions and answers session and the Board will respond to any questions raised during the meeting to the best of its ability and knowledge.

In order to encourage shareholders' participation at the annual general meeting, the Company sends out the notice of annual general meeting earlier or at least 14 days or 21 days (depending of resolutions sought, whether a ordinary resolution(s) or special resolutions) to allow sufficient time for shareholders to make arrangements to attend either in person, by corporate representative, proxy or attorney. In accordance with the recommendations of the MCCG 2021, the Company gives its shareholders at least 28 days prior notice of the AGM of the Company.

During the previous Twenty-Seventh Annual General Meeting ("27th AGM") held on 27 June 2022, all resolutions set out in the Notice of 27th AGM were put to vote by poll. An independent scrutineer was appointed to validate the votes casted at the 27th AGM. The Directors, Management and External Auditors were also in attendance to respond to the shareholders' queries.

## Statement On Compliance and CG Report

The Board will continue to strive for sound standards of corporate governance throughout the Group to comply with the principles and practices as set out in the MCCG 2021. As required under paragraph 15.25(2) of MMLR of Bursa Securities, the Group's application of each Practice of the MCCG 2021 during the financial year and explanation for departure or alternative practice is set out in the Group's CG Report and can be downloaded at [www.gcapital.com.my](http://www.gcapital.com.my)

This Corporate Governance Overview Statement was approved by the Board of Directors on 27 April 2023.

## DIRECTORS' RESPONSIBILITIES STATEMENT IN RESPECT OF THE ANNUAL AUDITED FINANCIAL STATEMENTS

Directors are legally responsible to prepare financial statements for each financial year which gives a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year and of the results and cash flows of the Group and of the Company for the financial year.

In preparing those financial statements, the Directors ensured that:

- they complied with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and Companies Act 2016 ("the Act");
- appropriate accounting policies are used and applied consistently;
- the going concern basis used in preparation of the financial statements are appropriate; and
- where judgements and estimates are made, they are reasonable and prudent.

The Directors are responsible to ensure that proper accounting records are kept and disclosed with reasonable accuracy at any time the financial position of the Group and of the Company and to ensure that the financial statements comply with MFRSs, IFRSs, the Act and the Main Market Listing Requirements of Bursa Securities. The Directors have a general responsibility for taking such steps as are reasonably available to them to manage risks associated to the business of the Group, safeguard the Group's assets, to prevent and detect fraud and other irregularities.

This Statement was approved by the Board of Directors on 27 April 2023.

## ADDITIONAL COMPLIANCE INFORMATION

### ADDITIONAL COMPLIANCE INFORMATION

The following information is provided in accordance with Paragraph 9.25 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as set out in Part A of Appendix 9C thereto.

#### 1. Utilisation of Proceeds

During the financial year ended 31 December 2022, the Company did not raise any funds through any corporate proposal.

#### 2. Audit Fees and Non-Audit Fees

During the financial year ended 31 December 2022, the amount of audit fees and non-audit fees paid or payable to the Company and the Group are as follows:

	<b>Group RM</b>	<b>Company RM</b>
Audit Fees	170,000	68,000
Non-Audit Fees	5,000	5,000

#### 3. Material Contracts Involving Directors and Major Shareholders

Save for the RRPT, there were no material contracts subsisting as at 31 December 2022 or entered into since the end of the previous financial year, by the Company and its subsidiaries involving Directors' and major shareholders' interest.

#### 4. Contract Relating to Loans

During the financial year, there were no contracts relating to loans entered into by the Company involving the interests of directors and/or major shareholders.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

*The Board of Directors (“the Board”) of G Capital Berhad is pleased to present its Statement on Risk Management & Internal Control which has been prepared pursuant to Paragraph 15.26(b) of Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and guided by the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers (“the Guidelines”).*

## RESPONSIBILITY OF THE BOARD

The Board of the Directors (“Board”) acknowledges and assumes its overall responsibility for the system of risk management and internal control of G Capital Berhad (“GCAP”) and its controlled entities (collectively hereinafter referred to as “GCAP Group” or the “Group”).

The Board acknowledges that the system of internal control is designed to help manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against the occurrence of any material misstatement, loss or fraud. As such the system is designed to identify and manage the Group’s risk within the risk tolerance established by the Board and Management.

The Board recognises the importance of sound risk management and a system of internal control to meet the Group’s business objectives, safeguard shareholders’ interest and the Group’s assets. The Board affirms its overall responsibility for this system, which includes the establishment of an appropriate control environment and framework as well as reviewing the adequacy and effectiveness of the systems.

The key areas covered by the Group’s risk management and system of internal control are financial, organisational, operational, environmental and compliance controls. The Audit & Risk Management Committee assists the Board in the implementation of the risk management and internal control systems within an established framework throughout the Group.

## INTERNAL CONTROL ENVIRONMENT ELEMENTS

The Board recognises the importance of an internal control environment that set the tone of GCAP Group. It is the foundation of all components of internal control to provide the discipline and structure. It influences the control consciousness of the employees in GCAP Group. In recognising the importance of a control environment in the overall governance process, the Board of GCAP has instituted the following:

### Board and Board Committee

- Appointment of 3 Independent Non-Executive Directors comprising of 75% of the total Board, who are to ensure that strategies proposed are fully discussed and evaluated.
- Appointment of Board Committees, including Audit & Risk Management Committee to assist the Board in overseeing the overall management of principal areas of risk and evaluate the adequacy and effectiveness of risk management and internal control systems. Whilst the Nomination and Remuneration Committee have been delegated with specific responsibilities with terms of reference, these Committees have the authority to examine all matters within their scope of responsibility and report back to the Board with their recommendations for the Board’s decision.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

## Organisational Structure

- The organisational structure of GCAP Group is clear and detailed, defining the roles and responsibilities of the various Committees of the Board, Management of the Corporate Office and subsidiary companies.
- Appointment of Group Executive Director (“GED”) on the Board of the operating subsidiary companies within the GCAP Group. The GED’s appointment, roles and responsibilities, and authority limits are set by the respective Boards.

## Risk Management

- Risk Management is regarded as an integral part of the management process and the process of continual improvement. There is an on-going process for identifying, assessing and responding to risks to achieve the objectives of the Group. The process was in place for the period under review and up to the date of issuance of this Statement on Risk Management and Internal Control. The Group has a risk management process in place to identify, evaluate and manage the significant risks faced by the Group in meeting its business objectives.
- The Group’s internal control mechanism is embedded in the various work processes and procedures at appropriate levels in the Group. The Board maintains an organisational structure with clearly defined levels of responsibility and authority and appropriate reporting procedures. The Board meets at least quarterly and details out matters specifically reserved for its collective decision in order that effective control over strategic, management, financial, operational, environmental and compliance issues can be maintained.
- The GED, and the senior management team are tasked to identify major business and compliance risks concerning their respective business units, oversees and ensures integration of risk management into their business processes to safeguard the interest of the Group covering strategic, operation, reporting and compliance risks. In addition, they are assigned with the responsibility of managing the Group. Key functions such as finance, tax, corporate, legal matters and contract awarding are controlled centrally this team. They are also accountable for the conduct and performance of the various business units. They monitor the affairs of the business units through review of performance and operation reports and having monthly management meetings with the departmental heads of the business units to identify, discuss and resolve business, financial, operational, environmental, compliance and management issues. The meetings also serve as a platform whereby the Group’s goals and objectives are communicated.

The key objectives of GCAP Group’s risk management are as follows:

- Optimise return to shareholders and protect the interests of other stakeholders.
- Safeguard GCAP Group’s assets.
- Improve GCAP Group’s operating performance.
- Fulfilling GCAP Group’s strategic objectives.
- Ensure appropriate and timely responses to changes in the environment that affect GCAP Group’s ability to achieve its objectives.
- Reduce risks of material misstatement in official announcements and financial statements.
- Comply with the Malaysian Code of Corporate Governance, the relevant laws and requirements.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

## Strategic Planning and Performance Monitoring

- Establishment of a clear GCAP Group vision, mission, short and long-term strategic and action plan.
- Establishment of performance monitoring as tool for management to monitor performance and measure against the corporate objectives approved by the Board, covering all key financial, customer, operational, systems and organisational indicators.

## Insurance on Assets

- GCAP Group purchases insurance on all its Solar Photovoltaic ("PV") Systems, motor vehicles and liabilities coverage for accidents, bodily injury or property damage.
- Insurance coverage is reviewed regularly to ensure comprehensive coverage in view of the changing business environment or assets.

## Business Continuity Management

- GCAP Group has identified the potential events that threaten its organisation and established a framework for building resilience and the capability for effective response which safeguards the interests of its key stakeholders, reputation, brand and value creating activities in the event of that potential event becomes an eventuality.

## Internal Audit

- Reviews of the internal control system are carried out on a regular basis by the Internal Audit function. The findings of their audits are tabled at the Audit & Risk Management Committee meetings for deliberation and the Audit & Risk Management Committee's expectations on the corrective measures are communicated to the respective process owner and subsequently, remedial actions thereon taken, are evaluated and monitored on an on-going basis. Then the results of such reviews are reported to the Board of Directors at the subsequent quarter Board Meeting.
- Internal control weaknesses identified during the financial period under review have been or are being addressed by management. None of the weakness noted has resulted in any material losses, uncertainties or contingencies that would require disclosure in this statement.
- During the financial year under review, the internal auditors carried out reviews on project monitoring of Solar PV System under construction within GCAP Group, in accordance with the approved Internal Audit Planning Memorandum.
- Management of GCAP is pleased to inform that internal auditors report neither control deficiency nor fraud, defalcations and irregularities.



# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

(cont'd)

## THE REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to paragraph 15.23 of the MMLR, the external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to the scope set out in Audit and Assurance Practice Guide 3 ("AAPG 3"), Guidance for Auditors on Engagements to report on the Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants ("MIA") for inclusion in the Annual Report of the Group for the FYE 2022, and reported to the Board that nothing has come to their attention that causes them to believe that this Statement intended to be included in the Annual Report of the Group, in all material aspects:

- (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 of Directors and management thereon. The auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the Annual Report will, in fact, remedy the problems.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

(cont'd)

## CONCLUSION

The Board, having received assurance from the Executive Director(s) of the Group, is satisfied with the adequacy and effectiveness of the Group's risk management and internal control system for the year under review and up to the date of approval of this Statement. There were no material internal control weaknesses which had resulted in material losses, uncertainties or contingencies that would require disclosure in this Annual Report.

The key elements of the Group's internal control system discussed above are summarised as follows:-

- (i) a clear and well-defined organisational structure taking into account the business and operational requirements of the core businesses of the Group which limits the respective levels of authority, accountability and responsibility of job functions and specifications;
- (ii) documentation of standard operating procedures and ensuring that internal policies, processes and procedures are drawn-up, reviewed and revised as and when required and necessary;
- (iii) regular operational and financial reporting to the senior management and/or the Board, highlighting their progress. The Audit & Risk Management Committee and the Board review quarterly operational as well as financial results and reports;
- (iv) group management meetings are held regularly when necessary to raise issues, discuss, review and monitor the business development and resolve operational and management issues and review financial performances against the business plans, the targets and the budgets, if any, for each operating unit and regular visits by the Senior Personnel or Management team to each operating unit as and when necessary;
- (v) Board and Audit & Risk Management Committee meetings are scheduled regularly, a minimum of four (4) times in a year and the respective meeting papers are distributed on a timely basis to enable members to have access to all relevant information for reviews and queries to be raised;
- (vi) the Audit & Risk Management Committee reviews the quarterly financial results and yearly Audited Financial Statements prior to the approval of the Board.
- (vii) management ensures that safety regulations within the Group are being considered, implemented and adhered to accordingly;
- (viii) staff training and development programs are regularly provided to equip staff with the appropriate knowledge and skills to enable staff to carry out their job functions productively and effectively;
- (ix) major assets are insured to ensure that assets of the Group are sufficiently covered against mishap that may result in material losses to the Group;
- (x) regular visits to the project sites by senior management and Executive Director(s);
- (xi) close involvement of the Executive Director(s) of the Group in its daily operations;
- (xii) established procedures for strategic planning and operations; and
- (xiii) related party transactions are disclosed, reviewed and monitored by the Board on a periodic basis.

The Board remains committed towards the establishment of a sound system of internal control and therefore recognises that the system must continuously evolve to support growth. In striving for continuous improvement, the Group will put in place appropriate action plans, when necessary, to enhance the Group's system of internal control.

## AUDIT & RISK COMMITTEE REPORT

The composition of the Audit & Risk Committee (“ARC”) is in compliance with Paragraph 15.09 of the Main Market Listing Requirements. The members of the ARC as at the date of this report are as follows:

### Chairman

Dato’ Rosli bin Sharif (Independent Non-Executive Director)

### Members

Dato’ Haji Roshidi bin Haji Hashim (Independent Non-Executive Director)

Jason Fong Jian Sheng (Independent Non-Executive Director)

The ARC comprises three (3) Non-Executive Directors, all of whom are Independent Non-Executive Directors. Dato’ Rosli bin Sharif is a member of the Malaysian Institute of Accountants (MIA). All members of the ARC are financially literate, able to analyze and interpret financial statements and objectively review matters under the purview of the Committee.

### MEETINGS AND ATTENDANCE

The ARC meets periodically to carry out its functions and duties in accordance with its Terms of Reference. During the financial year ended 31 December 2022, the ARC held four (4) meetings. The record of attendance of these meetings during the year is as follows:-

Name of Members	Total Meetings attended
Dato’ Rosli bin Sharif	4/4
Dato’ Haji Roshidi bin Haji Hashim	3/4
Jason Fong Jian Sheng	4/4

The Executive Director and Senior Finance Manager are invited to attend the ARC meetings as and when the need arises to provide explanations, answer queries and clarification to the ARC on specific matters related to their areas of responsibility. The External and Internal auditors are also invited to attend ARC meetings to present their reports on financial results, internal audit reports, audit findings and other matters for the information and/or approval of the ARC.

The Company Secretary was in attendance during the meetings and all proceedings of the ARC meetings are duly minuted and confirmed at the next following ARC Meeting. Minutes of the ARC meetings are included in the Board meeting papers to keep the Board updated on activities of the ARC.

# AUDIT & RISK COMMITTEE REPORT

(cont'd)

## SUMMARY OF WORK OF THE ARC

The ARC's activities for the financial year under review comprise the followings:-

- In overseeing the Group's financial reporting processes, the ARC reviewed and discussed the Group's unaudited quarterly financial results and final draft audited financial statements at the ARC meetings, as well as discussing the financial performance of the Group.
- In the review of the quarterly financial results and annual audited financial statements, the ARC remains focus on ensuring the integrity of the financial reporting. The ARC deliberated and analyzed with the Management, Senior Finance Manager and External Auditors to ensure that they are prepared in compliance with applicable financial reporting standards and regulatory requirements, before presentation to the Board for consideration and approval.
- Reviewed and discussed on the impact of any changes/adoption of new accounting standards, auditing and regulatory issues to the Group's financial reporting processes.
- Reviewed and assessed the adequate of the processes and controls in place for effective and efficient financial reporting and that reasonable estimates had been made in accordance with the requirements set out in the Malaysian Financial Reporting Standards.
- Reviewed and discussed with the external auditors, prior to the commencement of audit, the audit planning memorandum which include matters pertaining to the audit service team, scope of the work, significant risks and areas of key audit focus, internal control plan, technical updates, independent policies and procedures, timeline, etc.
- Reviewed the Internal Audit Report presented by the Internal Auditors.
- Evaluated the performance of the external auditors including assessment of their independence, technical competency, adequacy of resources and reasonableness of their audit fees and non-audit fees. The ARC recommended to the Board for approval on the re-appointment of external auditors of the Company subject to the shareholders' approval at the forthcoming Annual General Meeting.
- Reviewed ARC Report, Statement on Internal Control & Risk Management and Corporate Governance Statement and recommended to the Board for consideration and approval.

## ARC PERFORMANCE ASSESSMENT

The Board through the Nomination Committee, carried out an annual assessment on the performance of the ARC. The ARC members also conducted an evaluation of each individual Committee members based on self and peer rating model. Based on the assessment, the Board was satisfied that the ARC and its members have discharged their duties, function and responsibilities in accordance with the ARC's Terms of Reference.

The ARC also conducted an annual review and evaluation in an effort to enhance and improve its processes of the control environment. The ARC was assessed by its members based on five (5) key areas, namely composition and charter, committee process, external auditors, internal audit, financial statements and quarterly results.

# AUDIT & RISK COMMITTEE REPORT

(cont'd)

## SUMMARY OF WORK OF THE INTERNAL AUDIT FUNCTION

The Company has engaged an independent professional firm, GovernanceAdvisory.com Sdn Bhd. to provide out-sourced internal audit function to carry out internal audit of the Group. This is to assist the ARC in discharging its duties and responsibilities.

During the financial year under review, the Outsourced IA carried out reviews on the project monitoring of Solar PV System under construction.

The Group outsourced the internal audit function for the financial year ended 31 December 2022. The cost incurred for the internal audit function in respect of financial year ended 31 December 2022 was RM93,324.00

Notwithstanding the recent change to outsource internal audit function, Audit Committee will continuously assess the need to have in-house internal audit function.

This ARC Report was approved by the Board of Directors on 27 April 2023.

# FINANCIAL STATEMENTS

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## DIRECTORS' REPORT

The Directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2022.

### Principal Activities

The principal activity of the Company is investment holding. The principal activities of its subsidiary companies are disclosed in Note 8 to the financial statements.

There have been no significant changes in the nature of these activities of the Company and its subsidiary companies during the financial year.

### Financial Results

	Group RM	Company RM
Net loss for the financial year	<u>(20,447,128)</u>	<u>(11,227,999)</u>
Attributable to:		
Owners of the Company	(18,676,330)	(11,227,999)
Non-controlling interests	<u>(1,770,798)</u>	-
	<u>(20,447,128)</u>	<u>(11,227,999)</u>

### 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 Directors do 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

### Long Term Incentive Plan ("LTIP")

The LTIP, consists of an employees' share option scheme ("ESOS") and an employees' share grant scheme ("ESGS"), serves to attract, retain, motivate and reward eligible persons, through the award of the Company's shares or the rights to subscribe for the Company's shares as determined by a LTIP committee in accordance with the LTIP by-laws.

LTIP was approved by the shareholders at the Extraordinary General Meeting held on 30 June 2021 and successfully implemented on 23 July 2021 for a period of five (5) years and may be extended for another five (5) years thereafter ("LTIP Duration").

The salient features of the LTIP are disclosed in Note 18 to the financial statements.

There was no LTIP granted over unissued shares as at 31 December 2022.

## Directors

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

Dato' Haji Roshidi Bin Haji Hashim  
Dato' Rosli Bin Sharif  
Datuk Yap Yee Ping \*\*  
Jason Fong Jian Sheng  
Tan Sri Dr Ali Bin Hamsa (demised on 21 April 2022)

\*\*Datuk Yap Yee Ping is also a Director of the subsidiaries

The Directors who held office in the subsidiary companies (excluding Directors who are also Directors of the Company) during the financial year until the date of this report are:

Anuar Bin Zainal Abidin  
Bee Yee Teng (resigned on 18 July 2022)  
Datin Paduka Norazlina Binti Zakaria  
Dzulkifly Bin Abdul Khalid  
Enoch Phan Tsung Yang (resigned on 15 March 2022)  
Hamyzar Bin Toha  
Heng Boon Liang  
Loh Yeng Kiat (resigned on 18 July 2022)  
Mazelan Bin Mansor  
Muhammad Albashir Bin Abdullah Kok  
Siti Salihah Binti Mairin  
Syed Amir Nidzamuddin Bin Syed Abu Hussin  
Terence Lai Shien Chi  
Zainiza Bin Ismail (resigned on 7 March 2022)  
Zubir Bin Mohd Zin (appointed on 7 March 2022)  
Zulkepli Bin Mishat

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' REPORT (cont'd)

### 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 the end of financial year end (including their spouses or children) according to the Register of Directors' Shareholding are as follows:

Interests in the Company	Number of ordinary shares			At 31-Dec-22
	At 01-Jan-22	Acquired	Disposed	
<b>Direct interests</b>				
Datuk Yap Yee Ping	12,576,000	959,500	-	13,535,500
Syed Amir Nidzamuddin Bin Syed Abu Hussin	1,455,000	-	(755,000)	700,000

By virtue of the interest in the shares of the Company, Datuk Yap Yee Ping and Syed Amir Nidzamuddin Bin Syed Abu Hussin are also deemed interested in the shares of all the subsidiary companies 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 those shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than as disclosed in Note 29(b) to the financial statements.

The directors' benefits are as follows:

	Group RM	Company RM
<b><u>Executive Directors</u></b>		
Director fee	36,000	36,000
Salaries and allowances	1,743,464	720,000
Employee Provident Fund Contributions	198,576	76,680
Social Security Contributions	4,536	1,199
	<u>1,982,576</u>	<u>833,879</u>
<b><u>Non-Executive Directors</u></b>		
Director fee	105,000	105,000
Other emoluments	45,000	45,000
	<u>150,000</u>	<u>150,000</u>

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 amount of indemnity insurance coverage and insurance premium paid for the directors and officers of the Company were RM2,000,000 and RM11,000 respectively.

There was no indemnity given to or insurance effected for auditors of the Company in accordance with Section 289 of the Companies Act, 2016.

**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 there were no bad debts to be written off and that 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.
- (b) At the date of this report, the Directors are not aware of any circumstances:
- (i) which would render it necessary to write off any 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.

## **DIRECTORS' REPORT** (cont'd)

### **Subsidiary Companies**

The details of the subsidiary companies are disclosed in Note 8 to the financial statements.

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

### **Significant events during the financial year**

Details of significant events during the financial year are as disclosed in Note 35 to the financial statements.

### **Events subsequent to reporting date**

Details of subsequent events after the financial year are as disclosed in Note 36 to the financial statements.

### **Auditors**

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

The auditors' remuneration of the Group and of the Company during the financial year are RM170,000 and RM68,000 respectively.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 27 April 2023.

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DATO' ROSLI BIN SHARIF

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DATUK YAP YEE PING

KUALA LUMPUR

**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 accompanying financial statements of the Group and of the Company are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022 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 27 April 2023.

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DATO' ROSLI BIN SHARIF

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DATUK YAP YEE PING

KUALA LUMPUR

## STATUTORY DECLARATION

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

I, Dato' Rosli Bin Sharif, being the Director primarily responsible for the financial management of G Capital Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements of the Group and of the Company 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 Kuala Lumpur in the )  
Federal Territory on 27 April 2023. )

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DATO' ROSLI BIN SHARIF

Before me,

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Commissioner for Oaths

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF G CAPITAL BERHAD

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of G Capital Berhad, which comprise the statements of financial position as at 31 December 2022 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 16 to 103.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

### Basis for Opinion

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

### *Independence and Other Ethical Responsibilities*

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

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF G CAPITAL BERHAD (CONT'D)

### Key Audit Matters

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

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

Key Audit Matters	How we addressed the key audit matters
<p><b><u>Impairment of goodwill on consolidation</u></b></p> <p>Refer to Note 3 (Significant accounting policies), Note 4 (Significant accounting judgements, estimates, and assumptions) and Note 13 (Goodwill on consolidation).</p> <p>As at 31 December 2022, the carrying amount of goodwill on consolidation is RM11,054,153.</p> <p>Recoverability of goodwill on acquisition is assessed based on annual impairment tests based on value-in-use derived from an updated cash flow forecasts taking into account latest projection.</p> <p>Significant judgement and estimates are involved in the determination of value-in-use in respect of growth, discount rate and contingency of future cash flows.</p>	<p>We reviewed the cash flow projection of cash generating units with comparison to recent performance, trend analysis by reference to prior years' forecasts, where relevant, assessing whether the Group has achieved them.</p> <p>We assessed and challenged the key assumptions used by management which includes forecast growth in future revenues and operating costs, the discount rate employed and assessment of the Group's historic forecasting accuracy.</p> <p>We performed sensitivity analysis to stress test the key assumptions in the cash flow projection which included changes to volume, margin and the discount rate applied.</p>

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF G CAPITAL BERHAD (CONT'D)

## Key Audit Matters (Cont'd)

Key Audit Matters	How we addressed the key audit matters
<p><b><u>Impairment assessment on the carrying amount of capital work-in-progress</u></b></p> <p>Refer to Note 3 (Significant accounting policies), Note 4 (Significant accounting judgements, estimates, and assumptions) and Note 5 (Property, plant and equipment).</p> <p>As at 31 December 2022, the carrying value of capital work-in-progress recorded within property, plant and equipment in the Group's statement of financial position amounted to RM43,658,325.</p> <p>These expenditures are in respect of the initial and development costs incurred in the Group's hydro-electric projects in Perak and solar photovoltaic system projects in Peninsular Malaysia.</p> <p>Subsidiaries in the Group which hold the capital work-in-progress are in loss making positions. Accordingly, an impairment assessment was performed in accordance with the requirements of MFRS 136 <i>Impairment of Assets</i>.</p> <p>The Group estimated the recoverable amounts of the carrying value of capital work-in-progress based on the value-in-use ("VIU"). Estimating the VIU involves estimating the future cash inflows and outflows that will be derived from the projects and discounting them at an appropriate discount rate. Such estimations are highly subjective and accordingly we consider this to be an area of audit focus.</p>	<p>We reviewed the future expected cash inflows and outflows from the projects to justify the recoverability of the carrying value of capital work-in-progress.</p> <p>We assessed and challenged the discount rate employed by the management.</p> <p>We discussed with management on the progress and status of the projects.</p> <p>We evaluated management's conclusion that the capital work-in-progress are likely to be recovered in near future by discussing the issue with the management and obtaining an understanding of their communications with the consultants with regards to the progress of the projects.</p>



# **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF G CAPITAL BERHAD (CONT'D)**

## **Information Other than the Financial Statements and Auditors' Report Thereon**

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

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

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

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

## **Responsibilities of the Directors for the Financial Statements**

The Directors of the Company are responsible for the preparation of 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 Company or to cease operations, or have no realistic alternative but to do so.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF G CAPITAL BERHAD (CONT'D)

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

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF G CAPITAL BERHAD (CONT'D)

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

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

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

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

## Other Matters

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

UHY  
Firm Number: AF 1411  
Chartered Accountants

LIM YANG YUE  
Approved Number: 03544/12/2024 J  
Chartered Accountant

KUALA LUMPUR  
27 April 2023

## STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

Note	Group		Company		
	2022 RM	2021 RM	2022 RM	2021 RM	
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	5	98,449,631	58,595,070	20,317	23,405
Rights-of-use assets	6	72,146	69,419	-	14,462
Other intangible assets	7	22,994,184	23,822,402	-	-
Investment in subsidiaries	8	-	-	33,416,722	43,405,960
Investment in associates	9	-	-	-	-
Investment in a joint venture company	10	20,711	23,435	-	-
Other investments	11	2,430,919	4,645,847	-	-
Other receivables	12	345,000	345,000	-	-
Goodwill on consolidation	13	11,054,153	15,479,067	-	-
		<u>135,366,744</u>	<u>102,980,240</u>	<u>33,437,039</u>	<u>43,443,827</u>
<b>Current assets</b>					
Other investments	11	17,840,003	41,013,231	-	-
Amount due from subsidiaries	14	-	-	63,639,639	65,261,588
Amount due from a joint venture company	14	124,803	124,803	-	-
Amount due from related parties	14	249,982	-	124,803	124,803
Trade receivables	15	5,485,693	1,353,437	-	-
Other receivables	12	3,574,155	12,732,225	3,021,861	3,212,824
Tax recoverable		1,447,283	1,264,924	-	-
Term deposits	16	570,000	5,200,000	-	-
Cash and cash equivalents		15,955,002	6,403,202	688,319	791,396
		<u>45,246,921</u>	<u>68,091,822</u>	<u>67,474,622</u>	<u>69,390,611</u>
<b>Total assets</b>		<u>180,613,665</u>	<u>171,072,062</u>	<u>100,911,661</u>	<u>112,834,438</u>

## STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022 (CONT'D)

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
<b>EQUITY</b>					
Share capital	17	130,964,279	130,964,279	130,964,279	130,964,279
Reserves (Accumulated losses)/ Retained earnings	18	(7,559,225)	(6,223,911)	-	-
		<u>(18,396,412)</u>	<u>279,918</u>	<u>(30,216,347)</u>	<u>(18,988,348)</u>
Equity attributable to owners of the Company		105,008,642	125,020,286	100,747,932	111,975,931
Non-controlling interests		<u>5,700,813</u>	<u>7,621,046</u>	-	-
<b>Total equity</b>		<u>110,709,455</u>	<u>132,641,332</u>	<u>100,747,932</u>	<u>111,975,931</u>
<b>LIABILITIES</b>					
<b>Non-current liabilities</b>					
Borrowings	19	41,943,177	16,997,511	-	-
Lease liabilities	6	186,167	99,970	-	-
Other payables	20	797,263	1,103,950	-	-
Deferred tax liabilities	21	5,394,759	5,755,537	-	-
		<u>48,321,366</u>	<u>23,956,968</u>	-	-
<b>Current liabilities</b>					
Borrowings	19	3,039,664	4,132,491	-	-
Lease liabilities	6	118,757	96,506	-	14,670
Amount due to corporate shareholders	22	2,559,646	2,266,418	-	-
Trade payables	23	12,754,286	3,351,284	-	-
Other payables	20	3,110,491	4,627,063	163,729	843,837
		<u>21,582,844</u>	<u>14,473,762</u>	<u>163,729</u>	<u>858,507</u>
<b>Total liabilities</b>		<u>69,904,210</u>	<u>38,430,730</u>	<u>163,729</u>	<u>858,507</u>
<b>Total equity and liabilities</b>		<u>180,613,665</u>	<u>171,072,062</u>	<u>100,911,661</u>	<u>112,834,438</u>

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

## STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
<b>Revenue</b>	24	26,874,977	7,496,887	1,130,000	240,000
Other direct costs		(21,902,864)	(6,907,439)	-	-
Employment expenses	25	(4,686,272)	(3,401,979)	(985,229)	(1,265,526)
Premises and infrastructure expenses		(166,134)	(107,133)	(61,475)	(34,617)
Marketing expenses		(14,786)	(916,667)	(14,786)	(183,333)
Administrative expenses		(715,573)	(3,494,839)	(186,973)	(1,781,579)
Other income		420	9,781	-	-
Other expenses		(402,794)	(43,919)	(1,714)	(1,995)
(Impairment)/Reversal of impairment on receivables		(48,190)	1,242,000	-	-
Foreign exchange gains/(losses)		4,259	(2,062)	-	-
Depreciation and amortisation		(3,524,806)	(236,181)	(17,550)	(46,132)
<b>Operating loss</b>		<u>(4,581,763)</u>	<u>(6,361,551)</u>	<u>(137,727)</u>	<u>(3,073,182)</u>
Dividend income		-	491	-	8,000,000
Fair value loss on equity instruments through profit or loss		(11,250,256)	(5,978,229)	-	-
Gain on disposal of investments		346,907	278,698	-	-
Bargain purchase gain		58,202	12,667,512	-	-
Impairment loss on:					
- Goodwill		(4,424,914)	-	-	-
- Investment in subsidiaries		-	-	(11,665,273)	(1,903,376)
Management fee		-	-	(168,000)	(120,000)
Interest income		61,974	224,558	744,331	405,627
Interest expense		(1,116,986)	(108,299)	(1,330)	(3,211)
Effect of discounting on other receivables		218,630	(109,315)	-	-
Effect of discounting on other payables		(102,142)	(121,039)	-	-
Share of loss from a joint venture company		(2,724)	(1,565)	-	-
<b>(Loss)/Profit before tax</b>	26	<u>(20,793,072)</u>	<u>491,261</u>	<u>(11,227,999)</u>	<u>3,305,858</u>
Taxation	27	<u>345,944</u>	<u>(116,584)</u>	<u>-</u>	<u>-</u>
<b>Net (loss)/profit after tax</b>		<u>(20,447,128)</u>	<u>374,677</u>	<u>(11,227,999)</u>	<u>3,305,858</u>

## STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

Note	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
<b>Other comprehensive (loss)/income</b>				
<b>Items that may be reclassified subsequently to profit or loss</b>				
Exchange differences on translation of foreign operations	(3,378)	6,703	-	-
<b>Items that will not be reclassified subsequently to profit or loss</b>				
Fair value changes on equity investments at fair value through other comprehensive income ("FVOCI")	<u>(2,214,928)</u>	<u>(394,009)</u>	<u>-</u>	<u>-</u>
Other comprehensive loss for the year, net of tax	<u>(2,218,306)</u>	<u>(387,306)</u>	<u>-</u>	<u>-</u>
<b>Total comprehensive (loss)/income for the financial year</b>	<u>(22,665,434)</u>	<u>(12,629)</u>	<u>(11,227,999)</u>	<u>3,305,858</u>
<b>(Loss)/Profit for the financial year attributable to:</b>				
Owners of the Company	(18,676,330)	1,230,514	(11,227,999)	3,305,858
Non-controlling interests	<u>(1,770,798)</u>	<u>(855,837)</u>	<u>-</u>	<u>-</u>
	<u>(20,447,128)</u>	<u>374,677</u>	<u>(11,227,999)</u>	<u>3,305,858</u>
<b>Total comprehensive (loss)/income attributable to:</b>				
Owners of the Company	(20,008,665)	1,000,812	(11,227,999)	3,305,858
Non-controlling interests	<u>(2,656,769)</u>	<u>(1,013,441)</u>	<u>-</u>	<u>-</u>
	<u>(22,665,434)</u>	<u>(12,629)</u>	<u>(11,227,999)</u>	<u>3,305,858</u>
<b>Earnings per share ("EPS"):</b>				
Basic EPS (sen)	28	(5.82)	0.39	
Diluted EPS (sen)	28	<u>(5.82)</u>	<u>0.39</u>	

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

# STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Group	Note	Attributable to owners of the Company							Total equity RM	
		Share capital RM	Share based payment reserve RM	Equity transaction reserve RM	Fair value reserve RM	Foreign currency translation reserve RM	(Accumulated losses)/ Retained earnings RM	Sub-total RM		Non-controlling interests RM
At 1 January 2021		123,914,279	900,000	(5,192,851)	834,229	(12,248)	(950,596)	119,492,813	1,582,174	121,074,987
Profit/(loss) for the financial year		-	-	-	-	-	1,230,514	1,230,514	(855,837)	374,677
Fair value changes on equity		-	-	-	(236,405)	-	-	(236,405)	(157,604)	(394,009)
Investments at FVOCI		-	-	-	-	-	-	-	-	-
Foreign currency translation differences		-	-	-	-	6,703	-	6,703	-	6,703
Total comprehensive (loss)/income		-	-	-	(236,405)	6,703	1,230,514	1,000,812	(1,013,441)	(12,629)
Shares issued	17	7,050,000	(900,000)	-	-	-	-	6,150,000	-	6,150,000
Acquisition of a subsidiary		-	-	-	-	-	-	-	6,928,974	6,928,974
Increase in shareholding in subsidiaries		-	-	(1,623,339)	-	-	-	(1,623,339)	123,339	(1,500,000)
At 31 December 2021		130,964,279	-	(6,816,190)	597,824	(5,545)	279,918	125,020,286	7,621,046	132,641,332



## STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

Group	Note	Attributable to owners of the Company					Sub-total RM	Non- controlling interests RM	Total equity RM
		Share capital RM	Equity transaction reserve RM	Fair value reserve RM	Foreign currency translation reserve RM	Retained earnings/ (Accumulated losses) RM			
At 1 January 2022		130,964,279	(6,816,190)	597,824	(5,545)	279,918	125,020,286	7,621,046	132,641,332
Loss for the financial year		-	-	-	-	(18,676,330)	(18,676,330)	(1,770,798)	(20,447,128)
Fair value changes on equity investments at FVOCI		-	-	(1,328,957)	-	-	(1,328,957)	(885,971)	(2,214,928)
Foreign currency translation differences		-	-	-	(3,378)	-	(3,378)	-	(3,378)
Total comprehensive loss		-	-	(1,328,957)	(3,378)	(18,676,330)	(20,008,665)	(2,656,769)	(22,665,434)
Acquisition of a subsidiary		-	-	-	-	-	-	705,347	705,347
Increase in shareholding in subsidiaries		-	(2,979)	-	-	-	(2,979)	2,939	(40)
Capital enlargement in an indirect subsidiary		-	-	-	-	-	-	28,250	28,250
At 31 December 2022		130,964,279	(6,819,169)	(731,133)	(8,923)	(18,396,412)	105,008,642	5,700,813	110,709,455

## STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

Company	Note	←--Non-distributable--→		Accumulated losses RM	Total equity RM
		Share capital RM	Share-based payment reserve RM		
At 1 January 2021		123,914,279	900,000	(22,294,206)	102,520,073
Total comprehensive income for the financial year		-	-	3,305,858	3,305,858
Shares issued	17	7,050,000	(900,000)	-	6,150,000
At 31 December 2021		<u>130,964,279</u>	<u>-</u>	<u>(18,988,348)</u>	<u>111,975,931</u>
At 1 January 2022		130,964,279	-	(18,988,348)	111,975,931
Total comprehensive loss for the financial year		-	-	(11,227,999)	(11,227,999)
At 31 December 2022		<u>130,964,279</u>	<u>-</u>	<u>(30,216,347)</u>	<u>100,747,932</u>

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

## STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Note	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
<b>Cash flows from operating activities</b>				
(Loss)/Profit before tax	(20,793,072)	491,261	(11,227,999)	3,305,858
Adjustments for:				
Bargain purchase	(58,202)	(12,667,512)	-	-
Depreciation of:				
- Property, plant and equipment	1,678,500	104,574	3,088	2,745
- Rights-of-use assets	84,883	84,985	14,462	43,387
Amortisation of intangible assets	1,761,423	46,622	-	-
Dividend income	-	(491)	-	(8,000,000)
Effect of discounting on:				
- Other receivables	(218,630)	109,315	-	-
- Other payables	102,142	121,039	-	-
Fair value loss on equity investments	11,250,256	5,978,229	-	-
Foreign exchange (gains)/losses	(4,259)	2,062	-	-
Gain on disposal of other investments	(346,907)	(278,698)	-	-
Impairment loss/(Reversal of impairment) on:				
- Goodwill	4,424,914	-	-	-
- Investment in subsidiaries	-	-	11,665,273	1,903,376
- Trade receivables	3,100	(1,242,000)	-	-
- Other receivables	45,090	-	-	-
Interest income	(61,974)	(224,558)	(744,331)	(405,627)
Interest expense on:				
- Borrowing	1,101,824	92,419	-	-
- Lease liabilities	15,162	15,880	1,330	3,211
Property, plant and equipment written off	239,618	412	-	-
Share of loss from a joint venture company	2,724	1,565	-	-
Operating loss before working capital changes	(773,408)	(7,364,896)	(288,177)	(3,147,050)
Changes in working capital:				
Trade and other receivables	6,490,117	(1,681,302)	190,963	(3,018,162)
Trade and other payables	4,222,300	3,677,682	(680,108)	594,368
Cash generated from/(used in) operations	9,939,009	(5,368,516)	(777,322)	(5,570,844)
Interest paid	(1,116,986)	(108,299)	(1,330)	(3,211)
Interest received	61,974	224,558	-	110,980
Tax paid	(195,513)	(254,320)	-	-
Net cash generated from/(used in) operating activities	8,688,484	(5,506,577)	(778,652)	(5,463,075)

## STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

Note	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
<b>Cash flows from investing activities</b>				
Net changes in amount due from				
- Subsidiaries	-	-	2,366,280	(25,330,811)
- A joint venture/related company	(249,982)	(124,803)	-	(124,803)
Acquisitions of:				
- Property, plant and equipment*	(39,485,538)	(35,339,790)	-	(6,375)
- Short-term other investments	(1,488,654)	(11,035,956)	-	-
- Subsidiaries	(675,935)	(3,500,000)	(1,676,035)	(4,000,099)
- Increase in shareholding in subsidiaries	(40)	(1,500,000)	-	(1,500,000)
Dividend received	-	491	-	8,000,000
Proceeds from:				
- Disposal of short-term other investment	13,758,533	8,517,708	-	-
- Capital enlargement of a subsidiary	28,250	-	-	-
Investment in a joint venture company	-	(25,000)	-	-
Net changes in term deposits	4,630,000	(5,200,000)	-	-
Cash acquired on acquisition of a subsidiary	323,335	3,501,522	-	-
Net cash (used in)/generated from investing activities	<u>(23,160,031)</u>	<u>(44,705,828)</u>	<u>690,245</u>	<u>(22,962,088)</u>
<b>Cash flows from financing activities</b>				
Proceeds from borrowings	23,852,839	19,051,370	-	-
Advances from a corporate shareholder	293,228	199	-	-
Proceeds from issuance of shares	-	6,150,000	-	6,150,000
Repayment of lease liabilities	(122,162)	(122,252)	(14,670)	(44,789)
Net cash generated from/(used in) financing activities	<u>24,023,905</u>	<u>25,079,317</u>	<u>(14,670)</u>	<u>6,105,211</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>	9,552,358	(25,133,088)	(103,077)	(22,319,952)
<b>Cash and cash equivalents at beginning of year</b>	6,403,202	31,532,569	791,396	23,111,348
Effects of exchange rate changes on cash and cash equivalents	(558)	3,721	-	-
<b>Cash and cash equivalents at end of year</b>	<u>15,955,002</u>	<u>6,403,202</u>	<u>688,319</u>	<u>791,396</u>

## STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

\* Additions to property, plant and equipment were through the following:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Payment by cash	39,485,538	35,339,790	-	6,375
Lease liabilities	143,000	-	-	-
Trade payables	2,144,141	2,076,000	-	-
	<u>41,772,679</u>	<u>37,415,790</u>	<u>-</u>	<u>6,375</u>

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

# NOTES TO THE FINANCIAL STATEMENTS

## 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 principal place of business of the Company is located at D-5-10, Block D, Pusat Komersial Southgate, No. 2, Jalan Dua, off Jalan Chan Sow Lin, 55200, Kuala Lumpur.

The registered office of the Company is located at 11B, Level 2, Greentown Business Centre, Persiaran Greentown 9, 30450 Ipoh, Perak Darul Ridzuan.

The principal activity of the Company is investment holding. The principal activities of its subsidiary companies are disclosed in Note 8 to the financial statements.

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

## 2. Basis of Preparation

### 2.1 Statement of compliance

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

The financial statements of the Group and of the Company have been prepared under the historical cost convention, unless otherwise indicated in the significant accounting policies below.

#### (a) Adoption of amended standards

The Group and the Company have adopted the following amendments to standards that are applicable for current financial year:

Amendments to MFRS 1, MFRS 9, MFRS 16, and MFRS 141	Annual Improvements to MFRSs Standards 2018 - 2020
Amendments to MFRS 3	Reference of the Conceptual Framework
Amendments to MFRS 116	Property, Plant and Equipment - Proceeds before Intended Use
Amendments to MFRS 137	Onerous Contracts - Cost of Fulfilling a Contract

The adoption of the abovementioned amendments to standards did not have any significant impact on the financial statements of the Group and of the Company, and did not result in significant changes to the Group's and the Company's existing accounting policies. A brief discussion on the above significant amendments are summarised as follows.

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

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

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

##### (a) Adoption of amended standards (Cont'd)

###### (i) Amendments to MFRS 116

The Group and the Company have adopted the amendments to MFRS116 in the current year.

The amendments prohibit entities from deducting from the cost of an item of property, plant and equipment, any proceeds of the sale of items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss.

The Group and the Company applied the amendments retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the Group and the Company first apply the amendments.

###### (ii) Amendments to MFRS 137

An onerous contract is a contract under which the unavoidable costs of meeting the obligations under the contract (ie, the costs that the Group and the Company cannot avoid because they have the contract) exceed the economic benefits expected to be received under it.

The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services including both incremental costs (eg, the costs of direct labour and materials) and an allocation of costs directly related to contract activities (eg, depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs that do not relate directly to a contract are excluded unless they are explicitly chargeable to the counterparty under the contract.

The Group and the Company applied the amendments to the contracts for which they had not fulfilled all of their obligations at the beginning of the reporting period.

Prior to and during the application of the amendments, the Group and the Company had not identified any contracts as being onerous as the unavoidable costs under the contracts, which were the costs of fulfilling them, comprised both incremental costs and allocation of costs directly related to the contracts activities.

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

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

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

##### (b) Standards issued but not yet effective

The Group and Company have not adopted the following new standard and amendments to standards that have been issued but are not yet effective:

Effective dates for  
financial periods  
beginning on or  
after

MFRS 17	Insurance Contracts	1 January 2023
Amendments to MFRS 17	Insurance Contracts	1 January 2023
Amendments to MFRS 17	Initial Application of MFRS 17 and MFRS 9 - Comparative Information	1 January 2023
Amendments to MFRS 101	Classification of Liabilities as Current or Non-Current	1 January 2023
Amendments to MFRS 101 and MFRS Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108	Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to MFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 101	Non-Current Liabilities with Covenants	1 January 2024
Amendments to MFRS 10, and Amendments to MFRS 128	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The Group and Company intend to adopt the above new standard and amendments to standards when they become effective. The initial application of the abovementioned new standard and amendments to standards are not expected to have any significant impacts on the financial statements of the Group and of the Company.



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

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

#### 2.2 Functional and presentation currency

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

#### 2.3 Basis of measurement

The financial statements of the Group and of the Company have been prepared on the historical cost basis, except as otherwise disclosed in Note 3.

### 3. Summary of Significant Accounting Policies

The Group and the Company apply the significant policies set put below, consistently throughout all periods presented in the financial statements unless otherwise stated.

#### 3.1 Basis of consolidation

##### (a) Subsidiary companies

Subsidiaries are entities (including structured entities) over which the Group is exposed, or has rights, to variable returns from its involvement with the acquirees and has the ability to affect those returns through its power over the acquirees.

The financial statements of subsidiaries are included in the consolidated financial statements from the date the Group obtains control of the acquirees until the date the Group loses control of the acquirees.

The Group applies the acquisition method to account for business combinations from the acquisition date.

For a new acquisition, goodwill is initially measured at cost, being the excess of the following:

- the fair value of the consideration transferred, calculated as the sum of the acquisition-date fair value of assets transferred (including contingent consideration), the liabilities incurred to former owners of the acquiree and the equity instruments issued by the Group. Any amounts that relate to pre-existing relationships or other arrangements before or during the negotiations for the business combination, that are not part of the exchange for the acquiree, will be excluded from the business combination accounting and be accounted for separately; plus
- the recognised amount of any non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date (the choice of measurement basis is made on an acquisition-by acquisition basis); plus
- if the business combination is achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree; less
- the net fair value of the identifiable assets acquired and the liabilities (including contingent liabilities) assumed at the acquisition date.

The accounting policy for goodwill is set out in Note 3.6.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.1 Basis of consolidation (Cont'd)

##### (a) Subsidiary companies (Cont'd)

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

If the business combination is achieved in stages, the Group remeasures the previously held equity interest in the acquiree to its acquisition-date fair value, and recognises the resulting gain or loss, if any, in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss or transferred directly to retained earnings on the same basis as would be required if the acquirer had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the business combination occurs, the Group uses provisional fair value amounts for the items for which the accounting is incomplete. The provisional amounts are adjusted to reflect new information obtained about facts and circumstances that existed as of the acquisition date, including additional assets or liabilities identified in the measurement period. The measurement period for completion of the initial accounting ends as soon as the Group receives the information it was seeking about facts and circumstances or learns that more information is not obtainable, subject to the measurement period not exceeding one year from the acquisition date.

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statement of financial position. Any gain or loss arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the former subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an associate, a joint venture or a financial asset.

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The difference between the Group's share of net assets before and after the change, and the fair value of the consideration received or paid, is recognised directly in equity.

##### (b) Non-controlling interests

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company and are presented separately in the consolidated statement of financial position within equity.

Losses attributable to the non-controlling interests are allocated to the non-controlling interests even if the losses exceed the non-controlling interests.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.1 Basis of consolidation (Cont'd)

##### (c) Associates

Associates are entities over which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the consolidated financial statements using the equity method.

Under the equity method, the investments in associates are initially recognised at cost. The cost of investment includes transaction costs. Subsequently, the carrying amount is adjusted to recognise changes in the Group's share of net assets in the associate.

When the Group's share of losses exceeds its interest in an associate, the carrying amount of that interest including any long-term investments is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

When the Group ceases to have significant influence over an associate, any retained interest in the former associate at the date when significant influence is lost is measured at fair value and this amount is regarded as the initial carrying amount of a financial asset. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When the Group's interest in an associate decrease but does not result in a loss of significant influence, any retained interest is not remeasured. Any gain or loss arising from the decrease in interest is recognised in profit or loss. Any gains or losses previously recognised in other comprehensive income are also reclassified proportionately to the profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

##### (d) Joint Ventures

Joint ventures are separate vehicles in which the Group has rights to its net assets and where its strategic, financial and operating decisions require unanimous consent of the Group and one or more parties sharing the control.

Investments in joint ventures are accounted for in the consolidated financial statements using the equity method, similar to Note 3.1(c) above.

##### (e) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity-accounted associates are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.1 Basis of consolidation (Cont'd)

##### (f) Separate financial statements

In the Company's statement of financial position, investment in subsidiaries, joint ventures and associates are measured at cost less any accumulated impairment losses, unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs. The policy for the recognition and measurement of impairment losses shall be applied on the same basis as would be required for impairment of non-financial assets as disclosed in Note 3.10(b).

Contributions to subsidiaries are amounts for which the settlement is neither planned nor likely to occur in the foreseeable future is, in substance, considered as part of the Company's investment in the subsidiaries.

#### 3.2 Financial instruments

Financial instruments are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instruments.

Except for trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient, the financial instruments are recognised initially at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset and financial liability. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Trade receivables that do not contain a significant financing component or for which the Group or the Company have applied the practical expedient are measured at the transaction price determined under MFRS 15 *Revenue from Contracts with Customers*.

An embedded derivative is recognised separately from the host contract and accounted for as a derivative if, and only if, it is not closely related to the economic characteristics and risks of the host contract; it is a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with the policy applicable to the nature of the host contract.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

##### (a) Financial instrument categories and subsequent measurement

###### (i) Financial assets

The classification of financial assets depends on the entity's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

The Group and the Company reclassify financial assets when and only when their business models for managing those assets change.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.2 Financial instruments (Cont'd)

##### (a) Financial instrument categories and subsequent measurement (Cont'd)

###### (i) Financial assets (Cont'd)

###### Debt instruments

There are three measurement categories into which the Group and the Company classify their debt instruments:

###### (a) Amortised cost

Financial assets that are held for collection of contractual cash flows and those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. The policy for the recognition and measurement of impairment is in accordance with Note 3.10(a). Gains and losses are recognised in profit or loss when the financial asset is derecognised, modified or impaired.

###### (b) Fair value through other comprehensive income ("FVOCI")

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, and the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. The policy for the recognition and measurement of impairment is in accordance with Note 3.10(a). Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

###### (c) Fair value through profit or loss ("FVTPL")

Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statements of financial position at fair value with net changes in fair value recognised in profit or loss.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.2 Financial instruments (Cont'd)

##### (a) Financial instrument categories and subsequent measurement (Cont'd)

##### (i) Financial assets (Cont'd)

###### Equity instruments

The Group and the Company subsequently measure all equity investments at fair value. Upon initial recognition, the Group and the Company can make an irrevocable election to classify its equity investments that is not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are not recycled to profit or loss. Dividends are recognised as other income in profit or loss when the right of payment has been established, except when the Group and the Company benefit from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity instruments designated at FVOCI are not subject to impairment assessment.

##### (ii) Financial liabilities

The Group and the Company classify their financial liabilities into the following measurement categories:

##### (a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading, including derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument) or financial liabilities designated into this category upon initial recognition.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value with the gain or loss recognised in profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in MFRS 9 *Financial Instruments* are satisfied. The Group and the Company have not designated any financial liability as at fair value through profit or loss.

##### (b) Financial liabilities at amortised cost

Subsequent to initial recognition, other financial liabilities are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the financial liabilities are derecognised and through the amortisation process.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.2 Financial instruments (Cont'd)

##### (b) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the liability is measured at the higher of the amount of the loss allowance determined in accordance with Section 5.5 of MFRS 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of MFRS 15.

##### (c) Regular way purchase or sale of financial assets

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

A regular way purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting (i.e., the date the Group and the Company commit themselves to purchase or sell an asset).

Trade date accounting refers to:

- (i) the recognition of an asset to be received and the liability to pay for it on the trade date; and
- (ii) derecognition of an asset that is sold, recognition of any gain or loss on disposal and the recognition of a receivable from the buyer for payment on the trade date.

Generally, interest does not start to accrue on the asset and corresponding liability until the settlement date when title passes.

##### (d) Derecognition

A financial asset or a part of it is derecognised when, and only when:

- (i) the contractual rights to receive cash flows from the financial asset expire, or
- (ii) the Group and the Company have transferred their rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party; and either
  - the Group and the Company have transferred substantially all the risks and rewards of the asset, or
  - the Group and the Company have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.2 Financial instruments (Cont'd)

##### (d) Derecognition (Cont'd)

The Group and the Company evaluate if, and to what extent, they have retained the risks and rewards of ownership. When they have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group and the Company continue to recognise the transferred asset to the extent of their continuing involvement. In that case, the Group and the Company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged, cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

##### (e) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the statements of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

In accounting for a transfer of a financial asset that does not qualify for derecognition, the entity shall not offset the transferred asset and the associated liability.

#### 3.3 Property, plant and equipment

##### (a) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 3.10(b).

Cost of assets, includes expenditures that are directly attributable to the acquisition of the asset and any other costs that are directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets also includes cost of materials, direct labour, and any other direct attributable costs but excludes internal profits. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs in Note 3.20.



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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.3 Property, plant and equipment (Cont'd)

##### (a) Recognition and measurement (Cont'd)

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

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

##### (b) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment, is included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the part will flow to the Group or the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss as incurred.

##### (c) Depreciation

Depreciation is recognised in profit or loss on straight line basis to write down the cost of each asset to its residual value over its estimated useful life. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

Except for capital work-in-progress, property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Plant and machinery	10 - 25 years
Motor vehicles	5 years
Furniture, fittings and office equipment	5 - 10 years

The residual values, useful lives and depreciation method are reviewed at each reporting period end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in property, plant and equipment.

##### (d) Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is recognised in profit or loss.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.4 Leases

##### (a) Definition of lease

At inception of a contract, the Group and the Company assess whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group and the Company assess whether:

- (i) the contract involves the use of an identified asset;
- (ii) the Group and the Company have the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- (iii) the Group and the Company have the right to direct the use of the asset.

##### (b) Lessee accounting

At the lease commencement date, the Group and the Company recognise a right-of-use asset ("ROU") and a lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

##### Right-of-use asset ("ROU")

The ROU is initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The ROU is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities. The ROU is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU or the end of the lease term. If the Group and the Company expect to exercise a purchase option, the ROU is depreciated over the useful life of the underlying asset. The depreciation starts from the commencement date of the underlying asset. The policy for the recognition and measurement of impairment losses is in accordance with Note 3.10(b). The estimated useful lives of the ROU assets are determined as follows:

Buildings	2 - 3 years
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##### Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group and the Company use their incremental borrowing rate.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.4 Leases (Cont'd)

##### (b) Lessee accounting (Cont'd)

###### Lease liability (Cont'd)

Lease payments included in the measurement of the lease liability comprise:

- (i) fixed lease payments (including in-substance fixed payments), less any lease incentives;
- (ii) variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- (iii) the amount expected to be payable by the lessee under residual value guarantees;
- (iv) the exercise price of a purchase option, if the lessee is reasonably certain to exercise that option; and
- (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The Group and the Company remeasure the lease liability (and make a corresponding adjustment to the related right-of-use asset) whenever:

- (i) the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- (ii) the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- (iii) a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the statements of comprehensive income.

The Group and the Company have elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.4 Leases (Cont'd)

##### (b) Lessee accounting (Cont'd)

###### Short-term leases and leases of low value assets

The Group and the Company have elected not to recognise right-of-use assets and lease liabilities for short-term leases and leases of low value assets. The Group and the Company recognise the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

##### (c) Lessor accounting

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases that do not meet this criterion are classified as operating leases.

When the Group and the Company are intermediate lessors, they account for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. If a head lease is a short-term lease to which the Group applies the exemption described in Note 3.4(b), then it classifies the sub-lease as an operating lease. If an entity in the Group is a lessor in a finance lease, it derecognises the underlying asset and recognises a lease receivable at an amount equal to the net investment in the lease. Finance income is recognised in profit or loss based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

If an entity in the Group is a lessor in an operating lease, the underlying asset is not derecognised but is presented in the statements of financial position according to the nature of the asset. Lease income from operating leases is recognised in profit or loss on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished.

When a contract includes lease and non-lease components, the Group and the Company apply MFRS 15 *Revenue from Contracts with Customers* to allocate the consideration under the contract to each component.

#### 3.5 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. They are amortised on a straight-line basis over their contractual periods or estimated useful lives once they are available for use. The estimated useful lives are 25 years for solarpower projects and 1 year for water activities project. Intangible assets that is in the course of development are not amortised as these assets are not yet available for use.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.6 Goodwill

Goodwill arising from business combinations is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 3.10(b).

In respect of equity-accounted associates and joint venture, goodwill is included in the carrying amount of the investment and is not tested for impairment individually. Instead, the entire carrying amount of the investment is tested for impairment as a single asset when there is objective evidence of impairment.

#### 3.7 Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost of spare parts are determined on a first-in-first-out basis.

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.

#### 3.8 Contract assets/(liabilities)

Contract asset is the right to consideration in exchange for goods or services transferred to the customers when that right is conditioned on something other than the passage of time (for example, the Company's future performance). The policy for the recognition and measurement of impairment losses is in accordance with Note 3.10(a).

Contract liability is the obligation to transfer goods or services to customers for which the Group and the Company have received the consideration or have billed the customers.

#### 3.9 Cash and cash equivalents

For the purpose of the statements of cash flows, cash and cash equivalents comprise cash on hand, bank balances and deposits and other short-term, highly liquid investments with a maturity of three months or less, that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents are presented net of bank overdrafts.

#### 3.10 Impairment of assets

##### (a) Impairment of financial assets and contract 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.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.10 Impairment of assets (Cont'd)

##### (a) Impairment of financial assets and contract assets (Cont'd)

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”).

For trade receivables and contract assets, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

##### (b) Non-financial assets

The carrying amounts of non-financial 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 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.

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.

In respect of assets other than goodwill, 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 a revaluation increase.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.11 Share capital

An equity instrument is any contract that evidences a residual interest in the assets of the Group and of the Company after deducting all of its liabilities. Ordinary shares are equity instruments. Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity.

Dividends distribution to the Company's shareholders is recognised as a liability in the period they are approved by the Board of Directors except for the final dividend which is subject to approval by the Company's shareholders.

#### 3.12 Equity transaction reserve

The equity transaction reserve comprises the difference between the share of the non-controlling interest in subsidiary companies acquired, disposed and the consideration paid or received.

#### 3.13 Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of equity and debt securities designated at fair value through other comprehensive income until the assets are derecognised or impaired.

#### 3.14 Warrant reserve

Proceeds from the issuance of warrant, net of issue costs, are credited to warrant reserve which is non-distributable. Warrant reserve is transferred to the share capital account upon the exercise of warrant and the warrant reserve in relation to the unexercised warrant at the expiry of the warrant will be transferred to retained earnings.

#### 3.15 Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

#### 3.16 Employee benefits

##### (a) Short term employee benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the reporting period in which the associated services are rendered by employees of the Group. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick and medical leave are recognised when the absences occur.

The expected cost of accumulating compensated absences is measured as additional amount expected to be paid as a result of the unused entitlement that has accumulated at the end of the reporting period.

##### (b) Defined contribution plans

As required by law, companies in Malaysia contribute to the state pension scheme, the Employees Provident Fund ("EPF"). Such contributions are recognised as an expense in the profit or loss as incurred. Once the contributions have been paid, the Group and the Company has no further payment obligations.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.17 Share-based payments

##### (a) Equity-settled share-based payment

The cost of equity-settled share-based payment is determined by the fair value at the date when the grant is made using an appropriate valuation model. Details regarding the determination of the fair value of equity-settled share-based payments are set out in Note 18.1.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

Equity-settled share-based payments with parties other than employees are measured at the fair value of the goods and services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted at the date the Company obtains the goods or the counterparty renders the service.

#### 3.18 Provisions

Provisions are recognised when the Group and the Company have a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

If the effect of the time value of money is material, provisions that are determined based on the expected future cash flows to settle the obligation are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provisions due to passage of time is recognised as finance costs. Provisions are reviewed at each reporting date 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.

#### 3.19 Revenue and other income recognition

##### (a) Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer in exchange for the transferring goods or services to a customer, excluding amounts collected on behalf of third parties. The Group or the Company recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of the asset.

The Group or the Company transfers control of a good or service at a point in time unless one of the following overtime criteria is met:

- (i) the customer simultaneously receives and consumes the benefits provided as the Group or the Company performs;
- (ii) the Group's or the Company's performance creates or enhances an asset that the customer controls as the assets is created or enhanced; or



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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.19 Revenue and other income recognition (Cont'd)

##### (a) Revenue from contracts with customers (Cont'd)

- (iii) the Group's or the Company's performance does not create an asset with an alternative use and the Group or the Company has an enforceable right to payment for performance completed to date.

##### (b) Interest income

Interest income is recognised on accruals basis using the effective interest method.

##### (c) Dividend income

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

##### (d) Rendering of services

Revenue from a contract to provide services is recognised over time as the services are rendered because the customer receives and uses the benefits simultaneously. This is determined based on the time elapsed.

#### 3.20 Borrowing costs

Borrowing costs are interests and other costs that the Group and the Company incur in connection with borrowing of funds.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying 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.

The Group begins capitalising borrowing costs when the Group has incurred the expenditures for the asset, incurred related borrowing costs and undertaken activities that are necessary to prepare the asset for its intended use or sale. 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.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.21 Income tax

Income tax expense in profit or loss comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

##### (a) Current tax

Current tax is the expected taxes payable or receivable on the taxable income or loss for the financial year, using the tax rates that have been enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

##### (b) Deferred tax

Deferred tax is recognised using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts in the statements of financial position. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unused tax losses and unused tax credits, to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax is not recognised if the temporary differences arise from the initial recognition of assets and liabilities in a transaction which is not a business combination and that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, branches, associates and interests in joint ventures, except where the Group is able to control the reversal timing of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefit of part or all of that deferred tax asset to be utilised.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be utilised.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.21 Income tax (Cont'd)

##### (b) Deferred tax (Cont'd)

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

##### (c) Sales and services tax

Revenue, expenses and assets are recognised net of the amount of sales and services tax except where the sales and services tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales and services tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.

The net amount of sales and services tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statements of financial position.

#### 3.22 Earnings per share

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

#### 3.23 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker, the Group Managing Director, who is responsible for allocating resources and assessing performance of the operating segments and make overall strategic decisions.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.24 Fair value measurements

Fair value of an asset or a liability, except for share-based payment and lease transactions, is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

For a non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

When measuring the fair value of an asset or a liability, the Group and the Company use observable market data as far as possible. Fair value is categorised into different levels in a fair value hierarchy based on the input used in the valuation technique as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group and the Company can access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Unobservable inputs for the asset or liability.

The Group and the Company recognise transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfers.

#### 3.25 Contingencies

A contingent liability or asset is a possible obligation or asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future event(s) not wholly within the control of the Group or of the Company.

Contingent liability is also a present obligation that arises from past events but is not recognised because:

- (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (b) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities and assets are not recognised in the statements of financial position.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.26 Contract costs

##### (a) Recognition and measurement

Contract costs include costs of obtaining and fulfilling a contract.

The incremental costs of obtaining a contract are those costs that the Group and the Company incur to obtain a contract with a customer which they would not have incurred if the contract had not been obtained. The incremental costs of obtaining a contract with a customer are recognised as part of contract costs when the Group and the Company expect those costs are recoverable.

The costs incurred in fulfilling a contract with a customer which are not within the scope of another MFRSs, such as MFRS 102 *Inventories*, MFRS 116 *Property, Plant and Equipment* or MFRS 138 *Intangible Assets*, are recognised as part of contract costs when all of the following criteria are met:

- (i) the costs relate directly to a contract or to an anticipated contract that can be specifically identified;
- (ii) the costs generate or enhance resources of the Group and of the Company that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (iii) the costs are expected to be recovered.

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

### 3. Summary of Significant Accounting Policies (Cont'd)

#### 3.26 Contract costs (Cont'd)

##### (b) Amortisation

The costs of obtaining and fulfilling a contract are amortised on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. The amortisation shall be updated subsequently to reflect any significant change to the expected timing of transfer to the customer of the goods or services to which the asset relates in accordance with MFRS 108 *Accounting Policies, Changes in Accounting Estimate and Errors*.

##### (c) Impairment

Impairment loss is recognised in profit or loss to the extent that the carrying amount of the contract cost exceeds:

- (i) the remaining amount of consideration that the Group and the Company expect to receive in exchange for the goods or services to which the asset relates; less
- (ii) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

Before an impairment loss is recognised for contract costs, the Group and the Company shall recognise any impairment loss for assets related to the contract that are recognised in accordance with another MFRSs, such as MFRS 102, MFRS 116 and MFRS 138. The Group and the Company shall include the resulting carrying amount of the contract costs in the carrying amount of the cash-generating unit to which it belongs for the purpose of applying MFRS 136 *Impairment of Assets* to that cash-generating unit.

An impairment loss is reversed when the impairment conditions no longer exist or have improved. Such reversal is recognised in profit or loss.

The Group and the Company have applied the practical expedient to recognise the incremental costs of obtaining contracts as an expense when incurred if the amortisation periods of the asset that the Group and the Company otherwise would have recognised are one year or less.

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

### 4. Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. It also requires directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the directors' best knowledge of current events and actions, actual results may differ.

There are no significant areas of critical judgement in applying accounting policies that have significant effect on the amounts recognised in the financial statements.

The areas involving a higher degree of estimates or complexity that have the most significant effect on the Group's and the Company's financial statements, or areas where assumptions and estimates that have a significant risk of resulting in a material adjustment to the Group's and the Company's financial statements within the next financial year are disclosed as follows:

#### 4.1 Useful lives of property, plant and equipment

The Group and the Company regularly review the estimated useful lives of property, plant and equipment 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 would increase the recorded depreciation and decrease the value of property, plant and equipment. The carrying amount at the reporting date for property, plant and equipment is disclosed in Note 5.

#### 4.2 Impairment of goodwill

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires an estimation of the value-in-use of the cash generating units to which goodwill is allocated. When value-in-use calculations are undertaken, the Group uses its judgement to decide the discount rates to be applied in the recoverable amount calculation and assumptions supporting the underlying cash flow projections, including forecast growth rates, inflation rates and gross profit margin. Cash flows that are projected based on those inputs or assumptions may have a significant effect on the Group's financial position and results if the actual cash flows are less than the expected.

The carrying amount of the Group's goodwill and key assumptions used to determine the recoverable amount for different cash-generating units, including sensitivity analysis, are disclosed in Note 13.

#### 4.3 Impairment of financial assets

The impairment provisions for financial assets is based on assumptions about risk of default and expected loss rates. The Group and the Company use judgement in making these assumptions and selecting inputs for the impairment calculation, based on the Group's and the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The Group uses a provision matrix to calculate expected credit losses for trade receivables. The provision rates are depending on the number of days that a trade receivable is past due. The Group groups the receivables according to the customer segments that have similar loss patterns. The criteria include geographical region, product type, customer type and rating, collateral or trade credit insurance.

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

### 4. Significant accounting judgments, estimates and assumptions (Cont'd)

#### 4.3 Impairment of financial assets (Cont'd)

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historically observed default rates, forward-looking estimates and expected credit losses is a significant estimate. The amount of expected credit losses is sensitive to changes in circumstances and forecast of economic conditions over the expected lives of the financial assets. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The information about the impairment losses on the Group's and the Company's financial assets is disclosed in Note 32.3.

#### 4.4 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 recognises 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/or deferred tax provisions in the period in which such determination is made. As at 31 December 2022, the Group has tax recoverable of RM1,447,283 (2021: tax recoverable RM1,264,924).

#### 4.5 Impairment of non-financial assets

The Group and the Company assess impairment of non-financial assets whenever the events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable i.e., the carrying amount of the asset is more than the recoverable amount.

Recoverable amount is measured at the higher of the fair value less costs of disposal for that asset and its value-in-use. The value-in-use is the net present value of the projected future cash flows derived from that asset discounted at an appropriate discount rate. The Group and the Company use their judgement to decide the discount rates applied in the recoverable amount calculation and assumptions supporting the underlying cash flow projections, including forecast growth rates, inflation rates and gross profit margin. Cash flows that are projected based on those inputs or assumptions may have a significant effect on the Group's and the Company's financial positions and results if the actual cash flows are less than the expected.

The carrying amounts of the non-financial assets are disclosed in Notes 5, 6, 7, 8, 9, 10 and 13.



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

### 4. Significant accounting judgments, estimates and assumptions (Cont'd)

#### 4.6 Share-based payments

The Company grants share options to directors and employees who have met the specified conditions. The share options granted are measured at fair value at grant date using a Black-Scholes valuation model. The key assumptions or inputs used in the Black-Scholes model include current price, exercise price, risk-free rate, volatility of the share price, the dividend yield and time period to maturity, and with an adjustment for an early exercise of option based on the Group's and the Company's past experience with earlier exercises. As the volatility of the share price is estimated based on past price movements, the actual volatility may not coincide with the estimates made. Similarly, the actual early exercise of options granted may not coincide with the estimates made. These differences may affect the fair value measurement of the options granted but they are not adjusted retrospectively because the equity component of the options granted is not remeasured to fair value subsequent to their initial recognition.

The carrying amount of share-based payment reserve and assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 18.1.

#### 4.7 Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses judgement in selecting a variety of methods and making assumptions that are mainly based on market conditions existing at the end of each reporting period. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Any changes in these assumptions will have an impact on the carrying amounts of the financial instruments.

The carrying amounts of the financial instruments are disclosed in Note 32.1.

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

### 5. Property, plant and equipment

Group	Plant and machinery RM	Motor vehicles RM	Furniture, fittings and office equipment RM	Capital work-in-progress RM	Total RM
<b>Cost</b>					
At 1 January 2021	-	12,334,675	313,750	21,175,968	33,824,393
Additions	-	-	40,588	37,375,202	37,415,790
Transfer	3,300,000	-	-	(3,300,000)	-
Write-off	-	-	(46,156)	-	(46,156)
At 31 December 2021	3,300,000	12,334,675	308,182	55,251,170	71,194,027
Additions	293,228	214,481	209,135	41,055,835	41,772,679
Transfer	52,642,180	-	-	(52,642,180)	-
Write-off	(254,311)	-	-	(6,500)	(260,811)
At 31 December 2022	55,981,097	12,549,156	517,317	43,658,325	112,705,895
<b>Accumulated depreciation</b>					
At 1 January 2021	-	12,275,133	264,994	-	12,540,127
Charge for the financial year	50,600	38,726	15,248	-	104,574
Write-off	-	-	(45,744)	-	(45,744)
At 31 December 2021	50,600	12,313,859	234,498	-	12,598,957
Charge for the financial year	1,627,740	24,819	25,941	-	1,678,500
Write-off	(21,193)	-	-	-	(21,193)
At 31 December 2022	1,657,147	12,338,678	260,439	-	14,256,264
<b>Carrying amount</b>					
At 31 December 2021	3,249,400	20,816	73,684	55,251,170	58,595,070
At 31 December 2022	54,323,950	210,478	256,878	43,658,325	98,449,631

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

### 5. Property, plant and equipment (Cont'd)

Company	Furniture, fittings and office equipment RM
<b>Cost</b>	
At 1 January 2021	21,000
Additions	6,375
At 31 December 2021/31 December 2022	27,375
<b>Accumulated depreciation</b>	
At 1 January 2021	1,225
Charge for the financial year	2,745
At 31 December 2021	3,970
Charge for the financial year	3,088
At 31 December 2022	7,058
<b>Carrying amount</b>	
At 31 December 2021	23,405
At 31 December 2022	20,317

#### 5.1 Assets pledged as security

Plant and machinery, motor vehicles and capital work-in-progress with carrying amounts of RM54,323,950, RM210,478 and RM30,923,880 respectively (2021: RM3,249,400, RM20,816 and RM46,203,807 respectively) have been pledged as security to secure lease liabilities and borrowings of the Group as disclosed in Notes 6 and 19.

#### 5.2 Interest during construction

During the financial period, interests during construction of RM325,644 (2021: RM154,907) were capitalised for the capital work-in-progress.

During the financial period, RM412,180 (2021: RM Nil) of the completed plant and machinery transferred from capital work-in-progress relates to interests during construction capitalised.

#### 5.3 Rights-of-use assets/Asset held under finance lease

Included in the net carrying amount of motor vehicles are right-of-use assets and assets held under finance lease amounted to RM210,478 (2021: RM20,816).

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

### 6. Right-of-use assets/Lease liabilities

#### 6.1 Amounts recognised in the statements of financial position relating to rights-of-use assets and leases:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
<b>Rights-of-use assets</b>				
<b><u>Buildings</u></b>				
<b>Cost</b>				
At 1 January	211,569	129,134	86,773	86,773
Addition	87,610	82,435	-	-
At 31 December	<u>299,179</u>	<u>211,569</u>	<u>86,773</u>	<u>86,773</u>
<b>Accumulated depreciation</b>				
At 1 January	142,150	57,165	72,311	28,924
Charge for the financial year	84,883	84,985	14,462	43,387
At 31 December	<u>227,033</u>	<u>142,150</u>	<u>86,773</u>	<u>72,311</u>
<b>Carrying amount</b>				
At 31 December	<u>72,146</u>	<u>69,419</u>	<u>-</u>	<u>14,462</u>

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
<b>Lease liabilities</b>				
At 1 January	196,476	236,293	14,670	59,459
Addition	230,610	82,435	-	-
Interest expense	15,162	15,880	1,330	3,211
Payment of interest	(15,162)	(15,880)	(1,330)	(3,211)
Payment of principal	(122,162)	(122,252)	(14,670)	(44,789)
At 31 December	<u>304,924</u>	<u>196,476</u>	<u>-</u>	<u>14,670</u>

The maturity analysis of lease liabilities at the end of the reporting period:

Within 1 year	134,487	106,133	-	16,000
1-2 years	59,580	57,351	-	-
2-5 years	114,949	47,880	-	-
More than 5 years	41,137	2,608	-	-
	350,153	213,972	-	16,000
Less: future finance charges	(45,229)	(17,496)	-	(1,330)
	<u>304,924</u>	<u>196,476</u>	<u>-</u>	<u>14,670</u>
Presented as:				
Non-current	186,167	99,970	-	-
Current	118,757	96,506	-	14,670
	<u>304,924</u>	<u>196,476</u>	<u>-</u>	<u>14,670</u>

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

### 6. Right-of-use assets/Lease liabilities (Cont'd)

#### 6.2 Amounts recognised in the statements of comprehensive income relating to leases:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Depreciation charge on rights-of-use assets	84,883	84,985	14,462	43,387
Expenses relating to short term lease	232,655	34,540	32,000	-
Interest expense in lease liabilities	15,162	15,880	1,330	3,211

**6.3** Included in lease liabilities are hire purchase arrangement obtained from licensed banks secured by motor vehicles of the Group with net carrying amount of RM210,478 (2021: RM20,816).

**6.4** At the reporting date, the incremental borrowing rate applied to lease liabilities by the Group are ranges from 2.47% to 4.74% (2021: 2.87% to 5.4%) and by the Company at rate of 5.4% (2021: 5.4%) per annum.

### 7. Other intangible assets

	Note	Group	
		2022 RM	2021 RM
<b><u>Contract assets</u></b>			
<b>Cost</b>			
At 1 January		23,869,024	-
Acquisition through business combination	8.2 (b)	933,205	23,869,024
At 31 December		<u>24,802,229</u>	<u>23,869,024</u>
<b>Accumulated amortisation</b>			
At 1 January		46,622	-
Charge for the financial year		1,761,423	46,622
At 31 December		<u>1,808,045</u>	<u>46,622</u>
<b>Carrying amount</b>			
At 31 December		<u>22,994,184</u>	<u>23,822,402</u>

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

### 8. Investment in subsidiaries

	Company	
	2022 RM	2021 RM
Unquoted shares, at cost	65,569,300	63,893,265
Less: Accumulated impairment loss	(32,152,578)	(20,487,305)
	<u>33,416,722</u>	<u>43,405,960</u>

The Company conducted a review of the recoverable amounts of its investments in subsidiary companies at the reporting date. As a result, an impairment loss of RM11,665,273 (2021: RM1,903,376) was recognised on cost of investment in two (2) subsidiaries [2021: one (1)] during the financial year when the carrying amount of such investments exceeded its recoverable amount.

Details of the subsidiary companies are as follows:

Name of Company	Country of incorporation/ Principal place of business	Effective interest (%)		Principal activities
		2022	2021	
<b><u>Investment holding and others</u></b>				
CM Creative Itinerary Sdn. Bhd. ("CMCI")	Malaysia	100.00	60.00	Investment holding company
My GCAP Sdn Bhd	Malaysia	100.00	-	Property development
Gunung Resources Sdn. Bhd. ("GR")	Malaysia	100.00	100.00	Investment holding company
<b><u>Subsidiaries of GR</u></b>				
G Healthcare Supply Sdn. Bhd. ("GHealth")	Malaysia	100.00	100.00	Wholesale of pharmaceutical and medical goods
Mont Capital Co. Ltd. ("MC")	Cambodia	100.00	100.00	Provision of management consultation services
<b><u>Transportation segment</u></b>				
GPB Corporation Sdn. Bhd. ("GPB")	Malaysia	100.00	100.00	Chartering of land-based passenger transportation assets and specialty vehicles
<b><u>Subsidiary of GPB</u></b>				
Bas Rakyat Sdn. Bhd. ("BR")	Malaysia	100.00	100.00	Provision of public transportation services
<b><u>Hydropower segment</u></b>				
Gunung Hydropower Sdn. Bhd. ("GH")	Malaysia	96.00*	96.00*	Dealing in hydropower and hydroelectric activities
<b><u>Subsidiaries of GH</u></b>				
Conso Hydro R E Sdn. Bhd. ("CHRE")	Malaysia	51.00*	51.00*	Dealing in hydropower and hydroelectric activities
Kundur Hydro R E Sdn. Bhd. ("KHRE")	Malaysia	74.64*	74.64*	Dealing in hydropower and hydroelectric activities

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

### 8. Investment in subsidiaries (Cont'd)

Name of Company	Country of incorporation/ Principal place of business	Effective interest (%)		Principal activities
		2022	2021	
Pusaka Hijau Sdn. Bhd. ("PH") <b>Subsidiary of PH</b>	Malaysia	100.00	100.00	Investment holding company
Perak Hydro Renewable Energy Corporation Sdn. Bhd. ("PHREC")	Malaysia	60.00	60.00	Developing, maintaining and operating of hydropower and hydroelectric activities
<b>Subsidiaries of G</b>				
<b>Hydropower</b>				
G Hydropower Sdn. Bhd. ("G Hydropower")	Malaysia	98.00#	98.00#	Dealing in hydropower and hydroelectric activities
Ace Hydropower Sdn. Bhd. ("Ace Hydropower")	Malaysia	98.00#	98.00#	Dealing in hydropower and hydroelectric activities
Ingress Energy Sdn. Bhd. ("Ingress Energy")	Malaysia	98.00#	98.00#	Dealing in hydropower and hydroelectric activities
North Power Hydropower Sdn. Bhd. ("NP Hydropower")	Malaysia	98.00#	98.00#	Dealing in hydropower and hydroelectric activities
Premier Hydropower Sdn. Bhd. ("Premier Hydropower")	Malaysia	98.00#	98.00#	Dealing in hydropower and hydroelectric activities
Spark Energy Sdn. Bhd. ("Spark Energy")	Malaysia	98.00#	98.00#	Dealing in hydropower and hydroelectric activities
Atlas Energy Sdn. Bhd. ("Atlas Energy")	Malaysia	100.00	100.00	Dealing in hydropower and hydroelectric activities
Northern Star Hydropower Sdn. Bhd. ("NS Hydropower")	Malaysia	100.00	100.00	Dealing in hydropower and hydroelectric activities
Solid Hydropower Sdn. Bhd. ("Solid Hydropower")	Malaysia	100.00	100.00	Dealing in hydropower and hydroelectric activities
<b>Solarpower segment</b>				
Solarcity Malaysia Sdn. Bhd. ("Solarcity")	Malaysia	70.00	70.00	Generation of renewable energy, environment and green technology engineering consultancy services, supply and installation
<b>Water segment</b>				
G Capital Water Solutions Sdn Bhd ("GCWS")	Malaysia	51.00	-	Provision of information technology services, consultancy, facilities management and manpower supply

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

### 8. Investment in subsidiaries (Cont'd)

\* PHREC owns 10.00% (2021: 10.00%) of GH, 5.00% (2021: 5.00%) of CHRE and 46.00% (2021: 46.00%) of KHRE. Effective interest of GH, CHRE and KHRE are as shown below:

	GH	CHRE	KHRE
Direct interest held by the Company	90.00%	-	-
Indirect interest via			
- GH	-	45.00%	44.10%
- PHREC	6.00%	6.00%	30.54%
Effective interest	96.00%	51.00%	74.64%

# PHREC owns 5.00% (2021: 5.00%) of G Hydropower. Effective interest of G Hydropower and its subsidiaries are as shown below:

	G Hydropower	Ingress Energy	Spark Energy	Ace Hydropower	NP Hydropower	Premier Hydropower
Direct interest held by the Company	95.00%	-	-	-	-	-
Indirect interest via						
- G Hydropower	-	95.00%	95.00%	95.00%	95.00%	95.00%
- PHREC	3.00%	3.00%	3.00%	3.00%	3.00%	3.00%
Effective interest	98.00%	98.00%	98.00%	98.00%	98.00%	98.00%

#### 8.1 Incorporation of subsidiaries/Addition of investment in a subsidiary

On 14 March 2022, My GCAP Sdn Bhd was incorporated with paid up capital of RM2.

During the financial year, NS Hydropower, a wholly-owned subsidiary of the Company has increased its issued and paid-up shares capital from 2 ordinary shares to 1,000,000 ordinary shares at an issue price of RM1 each for a total consideration of RM999,998. The Company paid RM999,998 for the subscription of shares issued.

#### 8.2 Acquisition of subsidiaries

On 28 February 2022, the Group paid RM302,435 for 9,000 ordinary shares in GCWS, representing 30% of the share capital of GCWS. On the same date, GCWS underwent capital enlargement whereby the Group subscribed 373,500 new ordinary shares for RM373,500 and resulting in ownership of 51% equity interest in GCWS.

On 5 February 2021, the Group subscribed 3,500,000 new ordinary shares in Solarcity, representing 70% of the enlarged share capital of Solarcity for cash consideration of RM3,500,000.



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

### 8. Investment in subsidiaries (Cont'd)

#### 8.2 Acquisition of subsidiaries (Cont'd)

(a) Fair value of consideration transferred:

	2022 GCWS RM	2021 Solarcity RM
Cash consideration transferred	675,935	3,500,000

(b) Fair value of the identifiable assets acquired and liabilities recognised:

	2022 GCWS RM	2021 Solarcity RM
Cash and cash equivalents	323,335	3,501,522
Intangible assets acquired - contract assets	933,205	23,869,024
Trade and other receivables	1,293,863	1,540,000
Tax recoverable	1,680	-
Deferred tax liabilities on fair value of intangible assets acquired	-	(5,728,566)
Trade and other payables	(1,112,599)	(85,534)
Total identifiable net assets acquired	1,439,484	23,096,446
Non-controlling interest at fair value	(705,347)	(6,928,934)
Bargain purchase gain	(58,202)	(12,667,512)
Fair value of consideration transferred	675,935	3,500,000

A bargain purchase gain of RM58,202 (2021: RM12,667,512) has been recognised when purchase consideration is less than the fair value of net assets acquired.

(c) Effects of acquisition on cash flows:

	2022 GCWS RM	2021 Solarcity RM
Fair value of consideration transferred	675,935	3,500,000
Less: Cash and cash equivalents acquired	(323,335)	(3,501,522)
Net cash outflows on acquisition	352,600	(1,522)

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

### 8. Investment in subsidiaries (Cont'd)

#### 8.2 Acquisition of subsidiaries (Cont'd)

(d) Effects of acquisition in statements of comprehensive income

The consolidated results since the date of acquisition are as follows:

	2022 GCWS RM	2021 Solarcity RM
Revenue	7,989,710	108,337
Net loss after tax*	(1,331,914)	11,911,432
Other comprehensive income	-	-
Total comprehensive loss	<u>(1,331,914)</u>	<u>11,911,432</u>

If the acquisition had occurred on 1 January, the consolidated results for the financial year ended 31 December would have been as follows:

	2022 GCWS RM	2021 Solarcity RM
Revenue	8,148,999	108,337
Net loss after tax*	(1,319,947)	11,908,167
Other comprehensive income	-	-
Total comprehensive loss	<u>(1,319,947)</u>	<u>11,908,167</u>

\* Included bargain purchase gain of RM58,202 (2021: RM12,667,512).

#### 8.3 Acquisition of additional interests

##### During the financial year

On 27 July 2022, the Group has assumed full ownership of CMCI from 60% after cash payment of RM40.

Effects of the assumption of full ownership in CMCI are as follows:

2022	RM
Fair value of consideration transferred	<u>(40)</u>
Transferred from non-controlling interests	<u>2,939</u>
Charged directly to equity	<u>(2,979)</u>

On 17 October 2022, the Group reorganised CMCI from a wholly owned subsidiary of GR to the Company at cost.

##### In previous financial year

On 15 April 2021, the Group has assumed full ownership of PH from 85% after cash payment of RM1,500,000.

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

### 8. Investment in subsidiaries (Cont'd)

#### 8.3 Acquisition of additional interests (Cont'd)

Effects of the assumption of full ownership in PH are as follows:

2021	PH RM	PHREC RM	GH RM	CHRE RM	KHRE RM	Total RM
Fair value of consideration transferred	(1,500,000)	-	-	-	-	(1,500,000)
Transferred from non-controlling interests	(298,937)	131,482	19,584	11,099	17,808	(118,964)
Charged directly to equity	1,798,937	(131,482)	(19,584)	(11,099)	(17,808)	1,618,964

#### 8.4 Changes in interest resulting from group reorganisation

In previous financial year, consequent from group reorganisation, the Group's interest in subsidiaries changes from 100.00% to 98.00%, resulting in the following:-

2021	G Hydropower RM	Ingress Energy RM	Spark Energy RM	Ace Hydropower RM	NP Hydropower RM	Premier Hydropower RM	Total RM
Transferred from non-controlling interests	95	(903)	(903)	(897)	(877)	(890)	(4,375)
Charged directly to equity	(95)	903	903	897	877	890	4,375

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

### 8. Investment in subsidiaries (Cont'd)

#### 8.5 Non-controlling interests ("NCI") in subsidiaries

The following information summarises material NCI to the Group's subsidiaries:

Name of Company	Effective interests and voting rights held by NCI		NCI share of loss		NCI share of other comprehensive loss		Carrying amount of NCI	
	2022 %	2021 %	2022 RM	2021 RM	2022 RM	2021 RM	2022 RM	2021 RM
CHRE	49.0	49.0	(158,978)	(123,891)	-	-	361,972	520,950
PHREC	40.0	40.0	(229,676)	(392,327)	(885,971)	(157,604)	(987,016)	128,631
Solarcity	30.0	30.0	(584,205)	(319,309)	-	-	6,025,420	6,609,625
GCWS	49.0	-	(681,157)	-	-	-	24,190	-
Other subsidiaries with immaterial NCI			(1,654,016)	(835,527)	(885,971)	(157,604)	5,424,566	7,259,206
Total			(116,782)	(20,310)	-	-	276,247	361,840
			(1,770,798)	(855,837)	(885,971)	(157,604)	5,700,813	7,621,046

Summarised financial information (before intra-group elimination) for subsidiaries with material NCI is as follows:

#### Summarised statement of financial position

	2022		2021				
	CHRE RM	PHREC RM	Solarcity RM	GCWS RM	CHRE RM	PHREC RM	Solarcity RM
Non-current assets	14,119,814	3,257,837	71,650,697	424,818	14,119,716	5,258,226	35,606,034
Current assets	261,070	406,591	4,257,917	5,062,072	289,624	1,797,728	7,105,551
Non-current liabilities	(1,100,087)	(797,263)	(40,890,192)	(139,064)	(1,465,234)	(1,037,976)	(15,770,403)
Current liabilities	(12,542,079)	(5,334,705)	(32,013,980)	(5,298,458)	(11,880,928)	(5,695,976)	(22,809,176)
Net assets/(liabilities)	738,718	(2,467,540)	3,004,442	49,368	1,063,178	322,002	4,132,006

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

### 8. Investment in subsidiaries (Cont'd)

#### 8.5 Non-controlling interests ("NCI") in subsidiaries (Cont'd)

##### Summarised statement of comprehensive income

	2022			2021			
	CHRE RM	PHREC RM	Solarcity RM	GCWS RM	CHRE RM	PHREC RM	Solarcity RM
Revenue	-	-	2,651,777	8,148,999	-	-	108,337
Loss for the year	(324,461)	(574,614)	(1,127,564)	(444,943)	(251,331)	(937,138)	(827,247)
Total comprehensive loss for the year	<u>(324,461)</u>	<u>(2,789,542)</u>	<u>(1,127,564)</u>	<u>(444,943)</u>	<u>(251,331)</u>	<u>(1,331,147)</u>	<u>(827,247)</u>

##### Summarised statement of cash flows

	2022			2021			
	CHRE RM	PHREC RM	Solarcity RM	GCWS RM	CHRE RM	PHREC RM	Solarcity RM
Cash flows changes in:							
Operating activities	(285,303)	603,796	4,416,654	(3,496,552)	(232,688)	623,500	(1,051,599)
Investing activities	(18,349)	(259,900)	(29,674,884)	(237,354)	(72,700)	(8,005)	(38,687,500)
Financing activities	296,870	(416,112)	26,750,415	3,812,905	286,473	(813,407)	40,574,777
Net changes in cash and cash equivalents	<u>(6,782)</u>	<u>(72,216)</u>	<u>1,492,185</u>	<u>78,999</u>	<u>(18,915)</u>	<u>(197,912)</u>	<u>835,678</u>

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

### 9. Investment in associates

	Group	
	2022 RM	2021 RM
Unquoted shares, at cost	-	-

Details of the associates are as follows:

Name of Company	Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
Koridor Mentari Sdn. Bhd.	Malaysia	18.00%	18.00%	Dealing in hydropower and hydroelectric activities
Maju Renewable Energy Sdn. Bhd.	Malaysia	18.00%	18.00%	Dealing in hydropower and hydroelectric activities
Maju Renewable Energy (Talang) Sdn. Bhd.	Malaysia	18.00%	18.00%	Dealing in hydropower and hydroelectric activities
Maju Renewable Energy (Temenggor) Sdn. Bhd.	Malaysia	18.00%	18.00%	Dealing in hydropower and hydroelectric activities
Manifest Frontier Sdn. Bhd.	Malaysia	18.00%	18.00%	Dealing in hydropower and hydroelectric activities
Pelus Hidro Sdn. Bhd.	Malaysia	18.00%	18.00%	Dealing in hydropower and hydroelectric activities
Sumber Sejahtera Sdn. Bhd.	Malaysia	18.00%	18.00%	Dealing in hydropower and hydroelectric activities
Topaz Diamond Sdn. Bhd.	Malaysia	3.00%	3.00%	Dealing in hydropower and hydroelectric activities
WGC PHREC Hydro Sdn. Bhd.	Malaysia	3.00%	3.00%	Dealing in hydropower and hydroelectric activities
Zeqna Corporation Sdn. Bhd.	Malaysia	18.00%	18.00%	Dealing in hydropower and hydroelectric activities

The investments in associates are held under PHREC, a subsidiary of the Company. On 17th December 2012, PHREC had signed a Water Rights Agreement (“WRA”) with the State Government of Perak Darul Ridzuan. The WRA is an essential component in the associates’ business activities in hydropower and hydroelectric activities in the state of Perak. Shares were allotted to PHREC by virtue of the WRA.

The costs associated with the acquisition of the WRA could not be specifically identified and all expenses if any, related to this acquisition, had been charged to profit and loss of PHREC during previous financial years as they were incurred.

The Group has not recognised losses relating to the associates, where its share of losses exceeds the Group’s interest in these associates as the Group has no obligation in respect of these losses.

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

### 9. Investment in associates (Cont'd)

The summarised financial information of the certain associates, not adjusted for the proportion of ownership interest held by the Group as at 31 December 2022, is as follow:

	Group	
	2022 RM	2021 RM
<b>Assets and liabilities</b>		
Non-current Assets	108,114,982	109,402,006
Current Assets	16,345,706	21,331,074
Total Assets	<u>124,460,688</u>	<u>130,733,080</u>
Total liabilities	<u>121,441,104</u>	<u>124,732,179</u>
Loss for the year	<u>(3,578,528)</u>	<u>(4,391,768)</u>

### 10. Investment in a joint venture company

	Group	
	2022 RM	2021 RM
Unquoted shares, at cost	25,000	25,000
Share of post-acquisition reserves	(4,289)	(1,565)
Carrying amount at the end of the financial year	<u>20,711</u>	<u>23,435</u>

Details of the joint venture are as follows:

Name of Company	Country of incorporation	Effective interest (%)		Principal activities
		2022	2021	
Cekap Hydropower Sdn. Bhd. ("Cekap Hydropower")	Malaysia	49.00%	49.00%	Dealing in hydropower and hydroelectric activities

The summarised financial information of the joint venture, not adjusted for the proportion of ownership interest held by the Group as at 31 December 2022, is as follow:

	Group	
	2022 RM	2021 RM
<b>Assets and liabilities</b>		
Non-current Assets	127,730	25,540
Current Assets	202,123	309,472
Total Assets	<u>329,853</u>	<u>335,012</u>
Total liabilities	<u>292,371</u>	<u>291,971</u>
Loss for the year	<u>(5,559)</u>	<u>(6,959)</u>

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

### 11. Other investments

	Group	
	2022 RM	2021 RM
<b>Non-current</b>		
Fair value through other comprehensive income	<u>2,430,919</u>	<u>4,645,847</u>
<b>Current</b>		
Fair value through profit or loss	<u>17,840,003</u>	<u>41,013,231</u>
	<u>20,270,922</u>	<u>45,659,078</u>

At 1 January 2018, the Group designated the following investments as equity instruments at FVOCI because these are investments that the Group intends to hold for long-term strategic purposes. No dividend income was received from the following investments during the current and prior financial year.

	Fair value	
	2022 RM	2021 RM
Kerian Energy Sdn. Bhd.	1,047,913	2,941,019
Kuasa Sezaman Sdn. Bhd.	-	1,344,828
Selama Hidro Sdn. Bhd.	<u>1,383,006</u>	<u>360,000</u>
	<u>2,430,919</u>	<u>4,645,847</u>



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

### 12. Other receivables

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
<b>Non-current</b>					
Other receivables	12.1	345,000	345,000	-	-
<b>Current</b>					
Other receivables	12.1	477,395	4,762,460	1,115	200,000
Less: loss allowances		(272,490)	(227,400)	-	-
		204,905	4,535,060	1,115	200,000
Deposits	12.2	3,051,745	8,150,414	3,007,000	3,007,000
Prepayments		317,505	46,751	13,746	5,824
		<u>3,574,155</u>	<u>12,732,225</u>	<u>3,021,861</u>	<u>3,212,824</u>
		<u>3,919,155</u>	<u>13,077,225</u>	<u>3,021,861</u>	<u>3,212,824</u>

Movements in the allowance for impairment losses are as follows:

	Group	
	2022 RM	2021 RM
At 1 January	227,400	227,400
Impairment loss recognised	45,090	-
At 31 December	<u>272,490</u>	<u>227,400</u>

12.1 Included in other receivables are:

- (a) Amounts of RM470,000 (2021: RM1,511,370) which deferred payment terms had been granted to other receivables. These other receivables are recognised based on net present value discounted at a rate of 9.51% (2021: 9.51%) per annum. The discount rate was estimated based on cost of borrowings on transaction date.

	Group	
	2022 RM	2021 RM
Non-current	345,000	345,000
Current	125,000	1,166,370
	<u>470,000</u>	<u>1,511,370</u>

- (b) An amount of RM Nil (2021: RM2,104,000) relating to the sale of fully depreciated buses and spare parts to a third party, before such company became connected to a key management personnel of the Company beginning August 2020.

12.2 Included in the deposits of the Group are refundable deposits consists of RM Nil (2021: RM3,735,000) deposits paid by subsidiary companies to Sustainable Energy Development Authority Malaysia ("SEDA") in feed-in-tariff scheme e-bidding for mini-hydropower projects.

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

### 13. Goodwill on consolidation

	Group	
	2022 RM	2021 RM
At 1 January	15,479,067	15,479,067
Impairment loss recognised	(4,424,914)	-
At 31 December	<u>11,054,153</u>	<u>15,479,067</u>

#### 13.1 Goodwill has been allocated to the Group's cash-generating units ("CGU") identified according to business segment as follows:

	Group	
	2022 RM	2021 RM
Hydropower segment	10,243,733	10,243,733
Transportation segment	810,420	5,235,334
	<u>11,054,153</u>	<u>15,479,067</u>

#### 13.2 Impairment test for Goodwill

The recoverable amounts of the CGUs are determined based on value-in-use calculations using cash flow projections from financial forecasts with key assumptions approved by management.

##### 13.2.1 Hydropower segment

The recoverable amounts of CGUs in hydropower segment were based on its value-in-use, determined by discounting future cash flows generated.

Value-in-use was determined by discounting the future cash flows expected to be generated from continuing use of the CGU and was based on the following key assumptions:

- i) Cash flows were projected for 21 years based on Feed-In Approval Letter from Sustainable Energy Development Authority Malaysia.
- ii) The revenue is expected to be constant based on the tariff and output as per expected Feed-In Approval letter from Sustainable Energy Development Authority Malaysia. All expenses are expected to increase at 2% (2021: 2%) per annum.
- iii) A pre-tax discount rate of 6.02% (2021: 5.85%) was applied in determining the recoverable amount of the unit. The discount rate was based on the project's cost of capital.

##### *Sensitivity to changes in assumptions*

With regard to the assessment of value-in-use of all CGUs, the management believes that any reasonable change in any of the above key assumptions would not cause the carrying value of the CGUs to materially exceed their recoverable amounts.

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

### 13. Goodwill on consolidation (Cont'd)

#### 13.2 Impairment test for Goodwill (Cont'd)

##### 13.2.2 Transportation segment

The recoverable amounts of CGUs in transportation segment were based on its value-in-use, determined by discounting future cash flow generated. The carrying amount of RM5,235,334 was determined to be higher than its recoverable amount of RM810,420 and an impairment loss of RM4,424,914 was recognised in profit or loss. Impairment loss was allocated fully to goodwill.

Value-in-use was determined by discounting the future cash flows expected to be generated from continuing use of the unit and was based on the following key assumptions:

- i) Cash flows were projected based on past experience and actual operating results for a 2-year period in line with the business plan.
- ii) Revenue is expected to remain constant for contract service only (2021: revenue is expected to remain constant for contract service only). All expenses are expected to remain constant for the contracted service only (2021: expenses are expected to remain constant for contract service only).
- iii) A pre-tax discount rate of 6.10% (2021: 14.79%) was applied in determining the recoverable amount of the unit. The discount rate was based on of the Group's weighted average cost of capital.

##### *Sensitivity to changes in assumptions*

With regard to the assessment of value-in-use of all CGUs, the management believes that any reasonable change in any of the above key assumptions would not cause the carrying value of the CGUs to materially exceed their recoverable amounts.

### 14. Amount due from subsidiaries, a joint venture company and related parties

Amount due from subsidiary companies, a joint venture company and related parties are unsecured, interest free and repayable on demand, except loan to certain subsidiaries at 4% (2021: 4%) per annum.

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

### 15. Trade receivables

	Group	
	2022 RM	2021 RM
Trade receivables	10,823,906	6,688,550
Less: Accumulated impairment losses	<u>(5,338,213)</u>	<u>(5,335,113)</u>
	<u>5,485,693</u>	<u>1,353,437</u>

Trade receivables are non-interest bearing and are generally on 30 to 120 days (2021: 30 to 90 days) credit term. Trade receivables are recognised at their original invoice amounts which represent its fair values on initial recognition.

Movements in the allowance for impairment losses of trade receivables is as follows:

	Group	
	2022 RM	2021 RM
At 1 January	5,335,113	6,577,113
Impairment losses recognised/(reversed)	<u>3,100</u>	<u>(1,242,000)</u>
At 31 December	<u>5,338,213</u>	<u>5,335,113</u>

Analysis of the trade receivables ageing as at the end of the financial year is as follows:

	Group	
	2022 RM	2021 RM
Not past due	3,324,016	108,337
Past due:		
Less than 30 days	1,059,130	-
31 to 60 days	127,035	-
More than 61 days	6,313,725	6,580,213
Total past due	<u>7,499,890</u>	<u>6,580,213</u>
	10,823,906	6,688,550
Individually impaired	<u>(5,338,213)</u>	<u>(5,335,113)</u>
	<u>5,485,693</u>	<u>1,353,437</u>

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Group.

Included in trade receivables of the Group are debts arising from government agency customer amounting to RM5,335,113 (2021: RM5,335,113).

### 16. Term deposits

Term deposits with maturity above 3 months. The term deposits placed with licensed banks of the Group are pledged for borrowing facilities granted to the Group as discussed in Note 19.

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

### 17. Share capital

	Group and Company			
	2022 Units	2021 Units	2022 RM	2021 RM
<b>Fully paid ordinary shares</b>				
At 1 January	320,690,971	305,690,971	130,964,279	123,914,279
Issued for ESOS exercised	-	15,000,000	-	7,050,000
At 31 December	<u>320,690,971</u>	<u>320,690,971</u>	<u>130,964,279</u>	<u>130,964,279</u>

The holder of ordinary shares is 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 residual assets of the Company.

### 18. Reserves

#### 18.1 Share-based payment reserve

##### 18.1.1 Financial year ended 31 December 2022

The share-based payment reserve includes Long Term Incentive Plan ("LTIP"), which consists of cumulative value of employees' share options scheme ("ESOS") and employees' share grant scheme ("ESGS") for employee services received.

LTIP was approved by the shareholders at the Extraordinary General Meeting held on 30 June 2021 and became effective on 23 July 2021 for a period of five (5) years and may be extended for another five (5) years thereafter ("LTIP Duration").

The salient features of the LTIP are as follows:

- (a) the maximum number of new shares that may be made available under the LTIP shall not, in aggregate, exceed fifteen percent (15%) of the Company's total issued and paid-up share capital (excluding treasury shares, if any) at any one time during the LTIP duration ;
- (b) eligible persons includes confirmed employees and directors of the Group (excluding dormant subsidiaries) fulfilling criterion determined by the LTIP Committee;
- (c) the allocation to an eligible person who, either singly or collectively through persons connected with him, holds twenty percent (20%) or more of the total number of issued shares (excluding treasury shares) of the Company, does not exceed ten percent (10%) of the total number of new shares to be issued under the LTIP;
- (d) not more than eighty percent (80%) of the new Shares to be issued under the LTIP shall be allocated in aggregate to the eligible directors and senior management;
- (e) the LTIP shall be in force for a period of five (5) years and extendable for another five (5) years from the effective date upon the recommendation of the LTIP committee; and
- (f) the options granted may be exercised in full immediately or in parts within the duration of the scheme.

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

### 18. Reserves (Cont'd)

#### 18.1 Share-based payment reserve (Cont'd)

##### 18.1.1 Financial year ended 31 December 2022 (Cont'd)

###### 18.1.1(a) Employees' share option scheme ("ESOS")

Additional salient features specific to the ESOS are as follows:

- a) the ESOS exercise price shall be at a discount of not exceeding ten percent (10%) from the five (5)-day volume weighted average market price of the Company's shares preceding the date of offer.
- b) ESOS are exercisable by grantees at exercise price upon satisfaction of vesting conditions.

At 31 December 2022 and 31 December 2021, there are neither ESOS granted nor outstanding.

###### 18.1.1(b) Employees' share grant scheme ("ESGS")

Additional salient features specific to the ESGS is as follow:

- a) New shares will be granted at no cost to grantee upon satisfaction of vesting conditions.

At 31 December 2022 and 31 December 2021, there are neither ESGS granted nor outstanding.

##### 18.1.2 Financial year ended 31 December 2021

The share-based payment reserve comprises the cumulative value of employee services received for the issue of employees' share options ("ESOS").

ESOS was approved by the shareholders at the Extraordinary General Meeting held on 29 May 2015 and became effective on 5 June 2015 for a period of five (5) years.

The salient features of the ESOS are as follows:

- (a) the maximum number of new shares that may be issued and allotted under the scheme shall not, in aggregate, exceed ten percent (10%) of the Company's total issued and paid-up share capital (excluding treasury shares, if any) at any one time during the duration of the ESOS;
- (b) eligible persons are confirmed employees including executive and non-executive directors of the Group. The employees must be employed on a full-time basis and are on the payroll of at least one (1) company in the Group which is not dormant. The directors must be appointed as a director of a company within the Group (excluding dormant subsidiaries). However, where the employee/director is serving under an employment contract, the contract should be for a duration of at least one (1) year;

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

### 18. Reserves (Cont'd)

#### 18.1 Share-based payment reserve (Cont'd)

##### 18.1.2 Financial year ended 31 December 2021 (Cont'd)

The salient features of the ESOS are as follows: (Cont'd)

- (c) not more than fifty percent (50%) and five percent (5%) of the shares under the ESOS will be granted to the executive and non-executive directors respectively. In addition, not more than fifteen percent (15%) of the shares under the ESOS will be granted to the senior management;
- (d) the option price may be at a discount of not exceeding ten percent (10%) from the five (5)-day volume weighted average market price of the underlying shares preceding the date of offer or at par value of the ordinary shares of the Company, whichever is higher;
- (e) the ESOS shall be in force for a period of five (5) years and extendable for another five (5) years from the effective date; and
- (f) the options granted may be exercised in full immediately or in parts within the duration of the scheme.

The options granted may be exercised in a staggered basis within the option period up to 4 June 2020. The option price for the ordinary shares under the ESOS is RM0.41 per ordinary share.

On 13 March 2020, a second batch of 17,500,000 ESOS under the same scheme was granted to executive directors of the Company and its subsidiaries. As a result, the Group and the Company have recognised share-based payment expenses of RM1,050,000 at the fair value of ESOS of RM0.06 on grant date.

On 21 May 2020, the Board has approved to extend its existing ESOS, expiring on 4 June 2020 for a further one (1) year from 5 June 2020 to 4 June 2021, in accordance with the terms of the ESOS By-Laws.

As required by MFRS 2 Share-based payments, the cost of share-based payment is determined by the fair value at the date the grant is made. The Group has used the Black-Scholes valuation model with the following inputs in arriving at the fair value at grant date:

Inputs	Batch of Grant II
Share price at grant date	RM0.445
Exercise price	RM0.41
Dividend yield	0%
Expected life	1 year
Risk-free interest rate	7.87%
Volatility	15.00%

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

### 18. Reserves (Cont'd)

#### 18.1 Share-based payment reserve (Cont'd)

##### 18.1.2 Financial year ended 31 December 2021 (Cont'd)

A summary of movements to ESOS is as shown below:

Batch of grant	Grant date and vesting date	Expiry date	Fair value at grant date RM	Exercise price per ordinary share RM	Balance as at 1-Jan-21 '000	Number of options over ordinary shares			Balance as at 31-Dec-21 '000
						Granted '000	Exercised '000	Forfeited/ Expired '000	
II	13-Mar-20	4-Jun-21	0.060	0.41	15,000	-	(15,000)	-	-

#### 18.2 Equity transaction reserve

The equity transaction reserve comprises the difference between the share of the non-controlling interest in subsidiary acquired, disposed and the consideration paid or received.

#### 18.3 Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of equity and debt securities designated at fair value through other comprehensive income until the assets are derecognised or impaired.

#### 18.4 Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.



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

### 19. Borrowings

	Group	
	2022 RM	2021 RM
<b>Non-Current</b>		
Term loans	41,943,177	16,997,511
<b>Current</b>		
Term loans	3,039,664	4,132,491
	<u>44,982,841</u>	<u>21,130,002</u>

The contractual interest rates per annum at the end of the reporting period for the bank borrowings were as follows:

	Group	
	2022 %	2021 %
Term loans	<u>4.28 - 7.40</u>	<u>3.23 - 6.40</u>

The term loan of a subsidiary 1 bearing floating rate at lender's Base Lending Rate ("BLR") plus margin is secured by the following:

- (a) Credit Guarantee (M) Berhad (CGC) guarantee under Green Technology Financing Scheme (GTFS);
- (b) Deed of Assignment of Renewable Energy Power Purchase Agreement (REPPA) proceeds between the subsidiary and the Bank 1 that all REPPA proceeds to be channelled direct to the subsidiary's Collection Account with Bank 1;
- (c) Debenture over fixed and floating present and future assets of the subsidiary; and
- (d) Corporate Guarantee from the Company.

The term loans of a subsidiary 2 bearing floating rate at lenders' Cost of Funds ("COF") plus margin are secured by the following:

- (a) Corporate Guarantee from the Company and/or corporate shareholder to the subsidiary 2;
- (b) Corporate Guarantee from one director of subsidiary 2;
- (c) Deed of Assignment over Debt Service Reserve Account ("DSRA") and fixed deposits (see Note 16);
- (d) Negative Pledge;
- (e) Debenture together with Power of Attorney on the assets of the projects financed by Banks (see Note 5);
- (f) Master Deed of Assignment over the proceeds of the Project;
- (g) Assignment of insurance policies/takaful contracts in respect of the projects; and
- (h) Assignment of rights, interest, titles and benefits in relation to the projects and the proceeds therefrom but excluding generation license.

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

### 20. Other payables

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
<b>Non-current</b>					
Other payables	20.1	<u>797,263</u>	<u>1,103,950</u>	-	-
<b>Current</b>					
Other payables	20.1	2,348,231	3,038,618	36,342	165,921
Accruals		640,260	1,586,445	127,387	677,916
Deposit received		120,000	-	-	-
Amount due to directors	20.2	<u>2,000</u>	<u>2,000</u>	-	-
		<u>3,110,491</u>	<u>4,627,063</u>	<u>163,729</u>	<u>843,837</u>
		<u>3,907,754</u>	<u>5,731,013</u>	<u>163,729</u>	<u>843,837</u>

20.1 Included in other payables is an amount of RM2,721,112 (2021: RM2,621,559) which deferred payment terms had been granted to the Group. As such, this other payable is recognised based on net present value discounted at a rate of 9.51% (2021: 9.51%) per annum. The discount rate was estimated based on cost of borrowings on transaction date.

	Group	
	2022 RM	2021 RM
Non-current	797,263	1,024,039
Current	<u>1,923,849</u>	<u>1,597,520</u>
	<u>2,721,112</u>	<u>2,621,559</u>

20.2 The amount due to directors is unsecured, interest-free and repayable on demand.

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

### 21. Deferred tax liabilities

	Group	
	2022 RM	2021 RM
At 1 January	5,755,537	11,445
Arising from acquisition of Solarcity	-	5,728,566
Recognised in profit or loss (Note 27)	(360,778)	15,526
At 31 December	<u>5,394,759</u>	<u>5,755,537</u>

The recognised deferred tax liabilities are made up of the following:

	Group	
	2022 RM	2021 RM
Taxable temporary difference arising from property, plant and equipment	982	38,160
Deferred tax liabilities on fair value of intangible assets acquired	<u>5,393,777</u>	<u>5,717,377</u>
	<u>5,394,759</u>	<u>5,755,537</u>

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

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Unutilised capital allowances	1,159,484	205,976	13,521	17,110
Unutilised tax losses	<u>16,124,451</u>	<u>14,415,116</u>	<u>1,014,362</u>	<u>1,601,314</u>
	<u>17,283,935</u>	<u>14,621,092</u>	<u>1,027,883</u>	<u>1,618,424</u>

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

The unutilised capital allowances of the Group and of the Company are available indefinitely for offsetting against future taxable profits of the Group and of the Company, subjects to no substantial changes in shareholdings of the Group entities under the Income Tax Act 1967 and guidelines issued by the tax authority.

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).

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

### 21. Deferred tax liabilities (Cont'd)

The unused tax losses are available for offset against future taxable profits of the Group and of the Company up to the following financial years:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Years of assessment:				
2028	7,621,245	8,208,197	1,014,362	1,601,314
2029	871,716	871,716	-	-
2030	3,328,258	3,342,491	-	-
2031	1,992,712	1,992,712	-	-
2032	2,310,520	-	-	-
	<u>16,124,451</u>	<u>14,415,116</u>	<u>1,014,362</u>	<u>1,601,314</u>

### 22. Amount due to corporate shareholders

The amount due to corporate shareholders is unsecured, interest-free and repayable on demand.

### 23. Trade payables

Credit terms of trade payables of the Group ranges from 30 to 60 days (2021: 30 to 60 days). Other credit terms are assessed and approved on a case-by-case basis.

### 24. Revenue

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
<b>Malaysia</b>				
<u>At a point in time</u>				
Revenue from contracts with customer	16,233,490	7,388,550	-	-
	<u>16,233,490</u>	<u>7,388,550</u>	<u>-</u>	<u>-</u>
<u>Overtime</u>				
Revenue from contracts with customer				
- Sale of electricity generated	2,651,777	108,337	-	-
- Water works and related activities	7,989,710	-	-	-
Revenue from other sources:				
- Management fee income	-	-	1,130,000	240,000
	<u>10,641,487</u>	<u>108,337</u>	<u>1,130,000</u>	<u>240,000</u>
	<u>26,874,977</u>	<u>7,496,887</u>	<u>1,130,000</u>	<u>240,000</u>

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

### 25. Employment expenses

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Director fee	141,000	174,000	141,000	174,000
Salaries and allowances	3,754,924	2,739,082	720,000	974,000
Employee Provident Fund Contributions	430,473	282,590	76,680	86,880
Social Security Contributions	30,675	13,241	1,199	1,516
Directors' other emoluments	45,000	22,000	45,000	22,000
Other employment related expenses	284,200	171,066	1,350	7,130
	<u>4,686,272</u>	<u>3,401,979</u>	<u>985,229</u>	<u>1,265,526</u>
Employment expenses incurred for:				
<b><u>Executive Directors</u></b>				
Director fee	36,000	72,000	36,000	72,000
Salaries and allowances	1,743,464	1,761,798	720,000	974,000
Employee Provident Fund Contributions	198,576	173,873	76,680	86,880
Social Security Contributions	4,536	3,308	1,199	1,516
	<u>1,982,576</u>	<u>2,010,979</u>	<u>833,879</u>	<u>1,134,396</u>
<b><u>Non-Executive Directors</u></b>				
Director fee	105,000	102,000	105,000	102,000
Other emoluments	45,000	22,000	45,000	22,000
	<u>150,000</u>	<u>124,000</u>	<u>150,000</u>	<u>124,000</u>
<b><u>Key management personnel</u></b>				
Salaries and allowances	372,900	272,848	-	-
Employee Provident Fund Contributions	44,766	32,748	-	-
Social Security Contributions	2,042	1,231	-	-
	<u>419,708</u>	<u>306,827</u>	<u>-</u>	<u>-</u>
<b><u>Other staff</u></b>				
Salaries and allowances	1,638,560	704,436	-	-
Employee Provident Fund Contributions	187,131	75,969	-	-
Social Security Contributions	24,097	8,702	-	-
Other employment related expenses	284,200	171,066	1,350	7,130
	<u>2,133,988</u>	<u>960,173</u>	<u>1,350</u>	<u>7,130</u>

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

### 26. (Loss)/Profit before tax

(Loss)/Profit before tax is arrived at after charging/(crediting) amongst others, the following items:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Auditors' remuneration:				
- Audit fee				
- Adjustment in respect of prior year	(1,167)	3,905	-	(3,500)
- Current year	170,000	148,000	68,000	66,000
- Non-audit fee				
- Adjustment in respect of prior year	-	5,000	-	5,000
- Current year	5,000	57,000	5,000	57,000
Amortisation of intangible assets	1,761,423	46,622	-	-
Depreciation of:				
- Property, plant and equipment	1,678,500	104,574	3,088	2,745
- Rights-of-use assets	84,883	84,985	14,462	43,387
Dividend income	-	(491)	-	(8,000,000)
Effect of discounting on:				
- Other receivables	(218,630)	109,315	-	-
- Other payables	102,142	121,039	-	-
Expenses relating to short term leases	232,655	34,540	32,000	-
Fair value loss on equity investments	11,250,256	5,978,229	-	-
Foreign exchange (gains)/losses	(4,259)	2,062	-	-
Gain on disposal of short term other investment	(346,907)	(278,698)	-	-
Impairment/(Reversal of impairment) loss on:				
- Goodwill	4,424,914	-	-	-
- Investment in subsidiaries	-	-	11,665,273	1,903,376
- Trade receivables	3,100	(1,242,000)	-	-
- Other receivables	45,090	-	-	-
Interest income	(61,974)	(224,558)	(744,331)	(405,627)
Interest expense on:				
- Borrowings	1,101,824	92,419	-	-
- Lease liabilities	15,162	15,880	1,330	3,211
Write-off:				
- Property, plant and equipment	239,618	412	-	-

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

### 27. Taxation

	Group	
	2022 RM	2021 RM
<b>Tax expenses recognised in profit or loss</b>		
Current tax		
- Current year provision	13,020	65,820
- Underprovision in prior years	1,814	35,238
	<u>14,834</u>	<u>101,058</u>
Deferred tax (Note 21)		
- Current year provision	(263,186)	26,971
- Overprovision in prior years	(97,592)	(11,445)
	<u>(360,778)</u>	<u>15,526</u>
	<u>(345,944)</u>	<u>116,584</u>

Malaysian income tax is calculated at the statutory tax rate of 24% (2021: 24%) of the estimated assessable profits for the financial year. Taxation for other jurisdiction is calculated at the rates prevailing in the respective jurisdiction.

A reconciliation of income tax (credit)/expense applicable to (loss)/profit before tax at the statutory tax rate to income tax (credit)/expense at the effective income tax rate of the Group and of the Company are as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
(Loss)/Profit before tax	<u>(20,793,072)</u>	<u>491,261</u>	<u>(11,227,999)</u>	<u>3,305,858</u>
At Malaysian statutory tax rate of 24% (2021: 24%)	(4,990,337)	117,903	(2,694,720)	793,406
Income not subject to tax	(64,668)	(3,040,321)	-	(1,920,000)
Expenses not deductible for tax purposes	4,165,757	2,648,040	2,836,450	1,258,260
Deferred tax assets not recognised	789,225	486,687	-	-
Utilisation of deferred tax asset not recognised in prior year	(150,143)	(119,518)	(141,730)	(131,666)
Underprovision of income tax in prior years	1,814	35,238	-	-
Overprovision of deferred tax in prior years	(97,592)	(11,445)	-	-
	<u>(345,944)</u>	<u>116,584</u>	<u>-</u>	<u>-</u>

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

### 28. Earnings per share ("EPS")

	<b>Group</b>	
	<b>2022 Sen</b>	<b>2021 Sen</b>
Basic EPS	<u>(5.82)</u>	<u>0.39</u>
Diluted EPS	<u>(5.82)</u>	<u>0.39</u>

The calculation of EPS was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding. The calculation of diluted EPS is based on the profit/(loss) attributable to ordinary shareholder and a weighted average number of ordinary shares outstanding adjusted for the dilutive effects of all potential shares. The following reflects the data used in the computation of basic and diluted EPS:

	<b>Group</b>	
	<b>2022 RM</b>	<b>2021 RM</b>
(Loss)/Profit attributable to owners of the company used in calculating earnings per share	<u>(18,676,330)</u>	<u>1,230,514</u>
Weighted average number of ordinary shares used as denominator in calculating	<b>2022 Units</b>	<b>2021 Units</b>
Basic and Diluted EPS	<u>320,690,971</u>	<u>315,289,300</u>



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

### 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 jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

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

#### (b) Significant related party transactions

Related party transactions have been entered into in the normal course of business under negotiated terms. The significant related party transactions of the Group and of the Company are as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
<b>A person/company connected to a director of subsidiary companies</b>				
- Transportation services	15,531,492	6,902,022	-	-
- Provision of engineering, procurement, construction and commission services	37,436,070	34,920,000	-	-
- Provision of water engineering and related consultancy services	563,947	-	-	-
- Revenue from water work and related activities	(104,085)	-	-	-
<b>Transaction with subsidiary companies</b>				
- Dividend income	-	-	-	(8,000,000)
- Interest income	-	-	(744,331)	(294,627)
- Management fee expense	-	-	168,000	120,000
- Management fee income	-	-	(1,130,000)	(240,000)

#### (c) Compensation of key management personnel

Remuneration of Directors and other members of key personnel management are as disclosed in Note 25.

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

### 30. Reconciliation of liabilities arising from financial 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-Jan-22 RM	Financing cash flows (i) RM	New lease RM	At 31-Dec-22 RM
<b>Group</b>				
Amount due to corporate shareholders	2,266,418	293,228	-	2,559,646
Lease liabilities	196,476	(122,162)	230,610	304,924
Term loans	21,130,002	23,852,839	-	44,982,841
	23,592,896	24,023,905	230,610	47,847,411
<b>Company</b>				
Lease liabilities	14,670	(14,670)	-	-

	At 1-Jan-21 RM	Financing cash flows (i) RM	New lease RM	At 31-Dec-21 RM
<b>Group</b>				
Amount due to corporate shareholders	2,266,219	199	-	2,266,418
Lease liabilities	236,293	(122,252)	82,435	196,476
Term loans	2,078,632	19,051,370	-	21,130,002
	4,581,144	18,929,317	82,435	23,592,896
<b>Company</b>				
Lease liabilities	59,459	(44,789)	-	14,670

- (i) The cash flows from corporate shareholders, lease liabilities and term loans make up the net amount of proceeds from or repayments of corporate shareholders, lease liabilities and term loan in the statements of cash flows.

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

### 31. Segment information

The Group has five (5) [2021: four (4)] reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services. For each of the strategic business units, the Chief Operating Decision Maker ("CODM") (i.e., the Group's Executive Director) reviews internal management reports at least on a quarterly basis.

The Group operates predominately in transportation services, hydropower activities, solarpower activities, water activities and investment holdings in Malaysia.

The following is major customer with revenue equal or more than 10% of the Group's revenue:

	Group	
	2022 RM	2021 RM
Customer A	16,233,490	7,388,550
Customer B	5,344,589	-

Performance is measured based on segment profit before tax, interest, depreciation and amortisation, as included in the internal management reports that are reviewed by 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 assets is measured based on all assets (including goodwill) of a segment, as included in the internal management reports that are reviewed by CODM. Segment total assets is used to measure the return on assets of each segment.

#### Segment liabilities

The total of segment liabilities is measured based on all liabilities of a segment, as included in the internal management reports that are reviewed by CODM.

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

### 31. Segment information (Cont'd)

	2022		Investment holding and others				Inter-segment adjustments		Consolidated	
	Transportation RM	Hydropower RM	Solarpower RM	Water RM	Investment holding and others RM	Total RM	Inter-segment adjustments RM	Total RM	Consolidated RM	
<b>Revenue</b>	16,233,490	-	2,651,777	7,989,710	28,572	26,903,549	(28,572)	26,874,977		
<b>Results</b>										
<b>Adjusted EBITDA</b>	331,194	(974,627)	2,378,922	202,078	(2,998,783)	(1,061,216)	-	(1,061,216)		
Foreign exchange gains	-	-	-	-	4,259	4,259	-	4,259		
Fair value loss of financial instruments through profit or loss	-	-	-	-	(11,250,256)	(11,250,256)	-	(11,250,256)		
Bargain purchase gain	-	-	-	58,202	-	58,202	-	58,202		
Gain on disposal of investments	-	-	-	-	346,907	346,907	-	346,907		
Impairment loss on:										
Goodwill	(4,424,914)	-	-	-	-	(4,424,914)	-	(4,424,914)		
Investment in subsidiaries	-	-	-	-	(11,665,273)	(11,665,273)	11,665,273	-		
Management fee - income	-	-	-	-	2,720,000	2,720,000	(2,720,000)	-		
Management fee - expense	(840,000)	(456,000)	(576,000)	(560,000)	(288,000)	(2,720,000)	2,720,000	-		
Share of loss from a joint venture company	-	(2,724)	-	-	-	(2,724)	-	(2,724)		
<b>EBITDA</b>	(4,933,720)	(1,433,351)	1,802,922	(299,720)	(23,131,146)	(27,995,015)	11,665,273	(16,329,742)		
Depreciation and amortisation	(2,714)	(64,430)	(2,455,958)	(976,350)	(25,354)	(3,524,806)	-	(3,524,806)		
Interest income	-	-	54,249	-	752,056	806,305	(744,331)	61,974		
Interest expense	-	(94,642)	(1,707,367)	(55,845)	(3,463)	(1,861,317)	744,331	(1,116,986)		
Effect of discounting on other receivables	-	218,630	-	-	-	218,630	-	218,630		
Effect of discounting on other payables	-	(99,553)	(2,589)	-	-	(102,142)	-	(102,142)		
<b>(Loss)/profit before tax</b>	(4,936,434)	(1,473,346)	(2,308,743)	(1,331,915)	(22,407,907)	(32,458,345)	11,665,273	(20,793,072)		
Taxation	(1,814)	-	347,758	-	-	345,944	-	345,944		
<b>Net (loss)/profit after tax</b>	(4,938,248)	(1,473,346)	(1,960,985)	(1,331,915)	(22,407,907)	(32,112,401)	11,665,273	(20,447,128)		
<b>Segment assets</b>	7,850,718	49,687,861	98,382,682	5,486,890	92,974,048	254,382,199	(73,768,534)	180,613,665		
<b>Segment liabilities</b>	2,090,216	40,795,271	78,297,949	5,437,522	17,051,786	143,672,744	(73,768,534)	69,904,210		

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

### 31. Segment information (Cont'd)

2021	Transportation RM	Hydropower RM	Solarpower RM	Investment holding and others RM	Total RM	Inter- segment adjustments RM	Consolidated RM
Revenue	7,388,550	-	108,337	28,572	7,525,459	(28,572)	7,496,887
<b>Results</b>							
<b>Adjusted EBITDA</b>	579,367	(983,482)	(441,371)	(5,277,822)	(6,123,308)	-	(6,123,308)
Foreign exchange losses	-	-	-	(2,062)	(2,062)	-	(2,062)
Dividend income	-	-	-	8,000,491	8,000,491	(8,000,000)	491
Fair value of financial instruments through profit or loss	-	-	-	(5,978,229)	(5,978,229)	-	(5,978,229)
Bargain purchase gain	-	-	12,667,512	-	12,667,512	-	12,667,512
Gain on disposal of investments	-	-	-	278,698	278,698	-	278,698
Impairment loss on investment in subsidiaries	-	-	-	(1,903,376)	(1,903,376)	1,903,376	-
Management fee - income	-	-	-	1,270,000	1,270,000	(1,270,000)	-
Management fee - expense	(480,000)	(300,000)	(250,000)	(240,000)	(1,270,000)	1,270,000	-
Share of loss from a joint venture company	-	(1,565)	-	-	(1,565)	-	(1,565)
<b>EBITDA</b>	99,367	(1,285,047)	11,976,141	(3,852,300)	6,938,161	(6,096,624)	841,537
Depreciation and amortisation	(2,744)	(71,183)	(97,221)	(65,033)	(236,181)	-	(236,181)
Interest income	-	-	55,912	463,293	519,205	(294,647)	224,558
Interest expense	-	(101,577)	(294,647)	(6,722)	(402,946)	294,647	(108,299)
Effect of discounting on other receivables	-	(109,315)	-	-	(109,315)	-	(109,315)
Effect of discounting on other payables	-	(123,628)	2,589	-	(121,039)	-	(121,039)
<b>Profit/(loss) before tax</b>	96,623	(1,690,750)	11,642,774	(3,460,762)	6,587,885	(6,096,624)	491,261
Taxation	(74,725)	-	(25,989)	(15,870)	(116,584)	-	(116,584)
<b>Net profit/(loss) after tax</b>	21,898	(1,690,750)	11,616,785	(3,476,632)	6,471,301	(6,096,624)	374,677
<b>Segment assets</b>	12,598,967	47,867,720	66,282,260	114,778,645	241,527,592	(70,455,530)	171,072,062
<b>Segment liabilities</b>	1,900,218	36,315,103	44,236,542	26,434,397	108,886,260	(70,455,530)	38,430,730

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

### 32. Financial instruments

#### 32.1 Classification of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

- (a) Fair value through other comprehensive income ("FVOCI")
  - Equity instrument designated upon initial recognition ("EIDUIR")
- (b) Amortised cost ("AC")
- (c) Fair value through profit or loss ("FVTPL")

Group	Carrying amounts RM	FVOCI- EIDUIR RM	AC RM	FVTPL RM
<b>2022</b>				
<b>Financial assets</b>				
Other investments	20,270,922	2,430,919	-	17,840,003
Trade receivables	5,485,693	-	5,485,693	-
Other receivables (excluding prepayments)	3,601,650	-	3,601,650	-
Amount due from related parties	249,982	-	249,982	-
Amount due from a joint venture company	124,803	-	124,803	-
Term deposits	570,000	-	570,000	-
Cash and cash equivalents	15,955,002	-	15,955,002	-
	<u>46,258,052</u>	<u>2,430,919</u>	<u>25,987,130</u>	<u>17,840,003</u>
<b>Financial liabilities</b>				
Borrowings	44,982,841	-	44,982,841	-
Lease liabilities	304,924	-	304,924	-
Trade payables	12,754,286	-	12,754,286	-
Other payables	3,907,754	-	3,907,754	-
Amount due to a corporate shareholder	2,559,646	-	2,559,646	-
	<u>64,509,451</u>	<u>-</u>	<u>64,509,451</u>	<u>-</u>
<b>2021</b>				
<b>Financial assets</b>				
Other investments	45,659,078	4,645,847	-	41,013,231
Trade receivables	1,353,437	-	1,353,437	-
Other receivables (excluding prepayments)	13,030,474	-	13,030,474	-
Amount due from a joint venture company	124,803	-	124,803	-
Term deposits	5,200,000	-	5,200,000	-
Cash and cash equivalents	6,403,202	-	6,403,202	-
	<u>71,770,994</u>	<u>4,645,847</u>	<u>26,111,916</u>	<u>41,013,231</u>
<b>Financial liabilities</b>				
Borrowings	21,130,002	-	21,130,002	-
Lease liabilities	196,476	-	196,476	-
Trade payables	3,351,284	-	3,351,284	-
Other payables	5,731,013	-	5,731,013	-
Amount due to a corporate shareholder	2,266,418	-	2,266,418	-
	<u>32,675,193</u>	<u>-</u>	<u>32,675,193</u>	<u>-</u>

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

### 32. Financial instruments (Cont'd)

#### 32.1 Classification of financial instruments (Cont'd)

Company	Carrying amounts RM	AC RM
<b>2022</b>		
<b>Financial assets</b>		
Other receivables (excluding prepayments)	3,008,115	3,008,115
Amount due from related parties	124,803	124,803
Amount due from subsidiary companies	63,639,639	63,639,639
Cash and cash equivalents	688,319	688,319
	<u>67,460,876</u>	<u>67,460,876</u>
<b>Financial liabilities</b>		
Other payables	163,729	163,729
<b>2021</b>		
<b>Financial assets</b>		
Other receivables (excluding prepayments)	3,207,000	3,207,000
Amount due from related parties	124,803	124,803
Amount due from subsidiary companies	65,261,588	65,261,588
Cash and cash equivalents	791,396	791,396
	<u>69,384,787</u>	<u>69,384,787</u>
<b>Financial liabilities</b>		
Lease liabilities	14,670	14,670
Other payables	843,837	843,837
	<u>858,507</u>	<u>858,507</u>

#### 32.2 Net (losses)/gains arising from financial instruments

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Net (losses)/gain on:				
Fair value changes of equity instruments at FVOCI	(2,214,928)	(394,009)	-	-
Fair value through profit or loss	(11,250,256)	(5,978,229)	-	-
Financial assets at amortised cost	232,414	1,357,243	744,331	405,627
Financial liabilities at amortised cost	(1,219,128)	(229,338)	(1,330)	(3,211)
	<u>(14,451,898)</u>	<u>(5,244,333)</u>	<u>743,001</u>	<u>402,416</u>

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

### 32. Financial instruments (Cont'd)

#### 32.3 Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity, interest rate and foreign currency risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

The following sections provide details regarding the Group's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

##### (a) Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from the individual characteristics of each customer. The Company's exposure to credit risk arises principally from advances to subsidiaries and financial guarantee given to banks for credit facilities granted to a subsidiary company. For other investments, the Group minimises credit risk by dealing exclusively with counterparties of high credit rating and good business track record. There are no significant changes as compared to prior periods.

##### i) Trade receivables

###### *Risk management objectives, policies and processes for managing the risk*

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Normally credit evaluations are performed on customers requiring credit over a certain amount.

At each reporting date, the Group assesses whether any of the trade receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

###### *Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables are represented by the carrying amounts in the statements of financial position.

Management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than 30 days, which are deemed to have higher credit risk, are monitored individually.



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

### 32. Financial instruments (Cont'd)

#### 32.3 Financial risk management objectives and policies (Cont'd)

##### (a) Credit risk (Cont'd)

###### i) Trade receivables (Cont'd)

###### *Recognition and measurement of impairment loss*

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within 60 days. For debts above 90 days past due after credit term, the Group will start to initiate a structured debt recovery process which is monitored by the sales management team.

The Group uses an allowance matrix to measure ECLs of trade receivables for all segments. Consistent with the debt recovery process, invoices which are past due 90 days may be considered as credit impaired.

###### ii) Other receivables

###### *Risk management objectives, policies and processes for managing the risk*

Credit risks on other receivables are mainly arising from deferred payment terms granted to its other receivables which are recognised based on their net present values and deposits paid for utilities.

The Group monitors the exposure to credit risk on an individual basis and does not foresee any recoverability issue given that all payments are made based on signed contracts or agreements.

###### *Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

###### *Recognition and measurement of impairment loss*

As at the end of the reporting period, there is an allowance for impairment loss being recognised as disclosed in Note 12 to the financial statements.

###### iii) Term deposits and cash and cash equivalents

###### *Risk management objectives, policies and processes for managing the risk*

The term deposits and cash and cash equivalents are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. In addition, the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that there is no credit risk for term deposits and cash and cash equivalents held with banks and financial institutions.

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

### 32. Financial instruments (Cont'd)

#### 32.3 Financial risk management objectives and policies (Cont'd)

##### (a) Credit risk (Cont'd)

##### iv) Inter-company loans, advances and financial guarantee

*Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured advances to subsidiaries. It also provides unsecured financial guarantee to banks for banking facilities granted to a subsidiary company. The Company monitors the ability of the subsidiaries to repay the advances on an individual basis.

*Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position except for financial guarantee provided to banks. The company's maximum exposure in this respect is RM43,572,192 (2021: RM19,377,625). The financial guarantees of the Company have not been recognised since the fair value on initial recognition was not material. Advances provided are not secured by any collateral or supported by any other credit enhancements.

*Recognition and measurement of impairment loss*

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when:

- a) the subsidiary is unlikely to repay its credit obligation to the bank in full; or
- b) the subsidiary is continuously loss making and is having a deficit shareholders' fund with no plan to turnaround the business.

The Company determines the probability of default of these advances individually using internal information available.

##### v) Investments and other financial assets

Investments and other financial assets are allowed only in liquid securities and only with counterparties that have a credit rating equal to or better than the Group.

The maximum exposure to credit risk is represented by the carrying amounts in the statements of financial position. Management does not expect any counterparty to fail to meet its obligations. The investments and other financial assets are unsecured.

The Group is of the view that there is no credit risk for investments and other financial assets.

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

### 32. Financial instruments (Cont'd)

#### 32.3 Financial risk management objectives and policies (Cont'd)

##### (b) 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. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and 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 finances its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

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

### 32. Financial instruments (Cont'd)

#### 32.3 Financial risk management objectives and policies (Cont'd)

##### (b) Liquidity risks (Cont'd)

##### Maturity analysis

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

Group	Carrying amounts RM	Contractual interest/ Discount rate %	Contractual cash flows RM	Within 1 year RM	1 - 2 years RM	2 - 5 years RM	More than 5 years RM
<b>2022</b>							
Borrowings	44,982,841	4.28 - 7.40	46,434,865	3,131,772	6,430,712	21,710,059	15,162,322
Lease liabilities	304,924	2.47 - 4.74	350,153	134,487	59,580	114,949	41,137
Trade payables	12,754,286	-	12,754,286	12,754,286	-	-	-
Other payables	3,907,754	-	3,970,212	2,990,491	291,308	682,477	5,936
Amount due to a corporate shareholder	2,559,646	-	2,559,646	2,559,646	-	-	-
	<u>64,509,451</u>		<u>66,069,162</u>	<u>21,570,682</u>	<u>6,781,600</u>	<u>22,507,485</u>	<u>15,209,395</u>
<b>2021</b>							
Borrowings	21,130,002	3.23 - 6.40	22,920,934	4,859,372	4,859,372	8,112,190	5,090,000
Lease liabilities	196,476	2.87 - 5.40	213,972	106,133	57,351	47,880	2,608
Trade payables	3,351,284	-	3,351,284	3,351,284	-	-	-
Other payables	5,731,013	-	5,933,113	4,627,063	326,329	776,436	203,285
Amount due to a corporate shareholder	2,266,418	-	2,266,418	2,266,418	-	-	-
	<u>32,675,193</u>		<u>34,685,721</u>	<u>15,210,270</u>	<u>5,243,052</u>	<u>8,936,506</u>	<u>5,295,893</u>

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

### Financial instruments (Cont'd)

#### 32.3 Financial risk management objectives and policies (Cont'd)

##### (b) Liquidity risks (Cont'd)

##### *Maturity analysis (Cont'd)*

<b>Company</b>	<b>Carrying amounts RM</b>	<b>Contractual interest/ Discount rate %</b>	<b>Contractual cash flows RM</b>	<b>Within 1 year RM</b>
<b><u>2022</u></b>				
Other payables	163,729	-	163,729	163,729
Financial guarantee*	-	-	43,572,192	43,572,192
	<u>163,729</u>		<u>43,735,921</u>	<u>43,735,921</u>
<b><u>2021</u></b>				
Lease liabilities	14,670	5.40	16,000	16,000
Other payables	843,837	-	843,837	843,837
Financial guarantee*	-	-	19,377,625	19,377,625
	<u>858,507</u>		<u>20,237,462</u>	<u>20,237,462</u>

\* Based on the maximum amount that can be called for under the financial guarantee contract.

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

### 32. Financial instruments (Cont'd)

#### 32.3 Financial risk management objectives and policies (Cont'd)

##### (c) Market risk

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

##### i) Interest rate risk

The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Investments in equity securities and short-term receivables and payables are not significantly exposed to interest rate risk.

##### *Risk management objectives, policies and processes for managing the risk*

The Group's policy is to obtain the most favourable interest rates available. Any surplus funds of the Group will be placed with licensed financial institutions to generate interest income. The Group manages the net exposure to interest rate risks by maintaining sufficient lines of credit to obtain acceptable lending costs and by monitoring the exposure to such risks on an ongoing basis.

##### *Exposure to interest rate risk*

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

	Group	
	2022 RM	2021 RM
<b>Floating rate instruments</b>		
Financial liabilities	<u>(44,982,841)</u>	<u>(21,130,002)</u>

##### *Interest rate risk sensitivity analysis*

A change of 100 basis points ("bp") in interest rates at the end of the reporting period would have increased/(decreased) equity and post-tax profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Group	
	2022 RM	2021 RM
Movement in interest rate		
Increase by 100bp	<u>(341,870)</u>	<u>(160,588)</u>
Decrease by 100bp	<u>341,870</u>	<u>160,588</u>

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

### Financial instruments (Cont'd)

#### 32.4 Fair value information

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

The tables below analyse financial instruments carried at fair value and those not carried at fair value for which fair value is disclosed, together with their fair value and carrying amounts shown in the statements of financial position.

Group	Fair value of financial instruments carried at fair value			Fair value of financial instruments not carried at fair value			Total fair value RM	Carrying amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 2 RM	Level 3 RM	Total RM		
<b>2022</b>								
<b>Financial assets</b>								
Other investments	17,840,003	-	2,430,919	-	-	-	20,270,922	20,270,922
Other receivables (non-current)	-	-	-	-	345,000	345,000	345,000	345,000
	17,840,003	-	2,430,919	-	345,000	345,000	20,615,922	20,615,922
<b>Financial liabilities</b>								
Borrowings	-	-	-	34,403,524	-	34,403,524	34,403,524	41,943,177
Lease liabilities	-	-	-	184,833	-	184,833	184,833	186,167
Other payables (non-current)	-	-	-	-	797,263	797,263	797,263	797,263
	-	-	-	34,588,357	797,263	35,385,620	35,385,620	42,926,607
<b>2021</b>								
<b>Financial assets</b>								
Other investments	41,013,231	1,704,828	2,941,019	-	-	-	45,659,078	45,659,078
Other receivables (non-current)	-	-	-	-	345,000	345,000	345,000	345,000
	41,013,231	1,704,828	2,941,019	-	345,000	345,000	46,004,078	46,004,078
<b>Financial liabilities</b>								
Borrowings	-	-	-	15,766,981	-	15,766,981	15,766,981	16,997,511
Lease liabilities	-	-	-	98,310	-	98,310	98,310	99,970
Other payables (non-current)	-	-	-	-	1,103,950	1,103,950	1,103,950	1,103,950
	-	-	-	15,865,291	1,103,950	16,969,241	16,969,241	18,201,431

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

### 32. Financial instruments (Cont'd)

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

##### Level 1 fair value

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical assets or liabilities.

##### Level 2 fair value

	Group	
	2022 RM	2021 RM
Kuasa Sezaman Sdn. Bhd.	-	1,344,828
Selama Hidro Sdn. Bhd.	-	360,000
	<u>-</u>	<u>1,704,828</u>

In the previous financial year, the fair value of Selama Hidro Sdn. Bhd. was derived based on the price of the sales of its 12.8% stake on 2 May 2018. On the other hand, the fair value of Kuasa Sezaman Sdn. Bhd. was derived based on the subsequent disposal of 7.4% stake at RM1 million.

During the current financial year, the financial instruments moved into Level 3 fair value with significant unobservable inputs.

##### Level 3 fair value

The following is a description of the fair value measurements using significant unobservable inputs (Level 3):

	Group	
	2022 RM	2021 RM
Kerian Energy Sdn. Bhd.	1,047,913	2,941,019
Kuasa Sezaman Sdn. Bhd.	-	-
Selama Hidro Sdn. Bhd.	1,383,006	-
	<u>2,430,919</u>	<u>2,941,019</u>

The fair value of financial instruments is determined based on value-in-use calculations using cash flow projections from financial forecasts with key assumptions approved by management.

Key assumptions and management's approach to respective financial instruments, being the project companies for small hydropower projects are as follows:

- i) Cash flows were projected for 21 years based on Feed-In Approval letter from Sustainable Energy Development Authority Malaysia and all balance of the annual cash flow will be distributed as dividend to shareholders.
- ii) The revenue is expected to be constant based on the tariff and output as per expected Feed-In Approval letter from Sustainable Energy Development Authority Malaysia. All expenses are expected to increase at 3% per annum (2021: 4% per annum for Kerian Energy Sdn. Bhd.).
- iii) A pre-tax discount rate of 6.10% (2021: 5.8% for Kerian Energy Sdn. Bhd.) was applied in determining the recoverable amount of the unit. The discount rate was based on the weighted average cost of fund to respective projects.



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

### 32. Financial instruments (Cont'd)

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

##### Sensitivity analysis

If the discount rate had been increased by 1% with all other variables held constant, the fair value of the Companies as at the end of the reporting period will be reduced by the following:

	Group	
	2022 RM	2021 RM
Kerian Energy Sdn. Bhd.	(391,441)	(474,597)
Kuasa Sezaman Sdn. Bhd.	(342,242)	-
Selama Hidro Sdn. Bhd.	-	-
	<u>(733,683)</u>	<u>(474,597)</u>

##### 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.

##### Transfer between fair value levels

There are transfers between the fair value levels during the current financial year, where investments in Selama Hidro Sdn. Bhd. and Kuasa Sezaman Sdn. Bhd. moved into Level 3 fair value from Level 2 fair value in the previous financial year.

#### **Non-derivative financial liabilities**

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 determined by reference to similar borrowing arrangements at the end of the reporting period.

### 33. Capital management

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Directors monitor and are determined to maintain an optimal debt-to-equity ratio that complies with debt covenants and regulatory requirements.

The debt-to-equity ratios at end of the reporting period are as follows:

	2022 RM	2021 RM
Borrowings	44,982,841	21,130,002
Less: Cash and cash equivalents	<u>(15,955,002)</u>	<u>(6,403,202)</u>
Net debt	<u>29,027,839</u>	<u>14,726,800</u>
Total equity	<u>110,709,455</u>	<u>132,641,332</u>
Debt-to-equity ratio	<u>0.26</u>	<u>0.11</u>

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

### 34. Capital commitments

	Group	
	2022 RM	2021 RM
Capital work-in-progress contracted but not provided for:		
- Small-hydropower projects	13,580,240	13,580,240
- Solar Photovoltaic projects	11,073,540	14,550,000
	<u>24,653,780</u>	<u>28,130,240</u>

### 35. Significant events during the financial year

#### *Proposed Rights Issue*

On 13 July 2021, KAF Investment Bank Berhad (“KAF IB” or “principal advisor”) had announced on behalf of the Company (“GCAP”) that GCAP is proposing to undertake a proposed renounceable rights issue of up to RM102,621,111 nominal value of 1,282,763,884 five (5)-year, 5.0%, redeemable convertible unsecured loan stocks (“RCULS”) at 100% of its nominal value of RM0.08 each, on the basis of four (4) RCULS for every one (1) existing ordinary share in GCAP held on an entitlement date to be determined later. The proceeds arising therefrom are to be utilised mainly to part finance development of small hydropower projects, solar power projects and to meet working capital requirements of the Group.

On 8 November 2021, GCAP has announced revision to the utilisation of proceeds to be raised. New application was submitted to Securities Commission on 18 November 2021 and Securities Commission has approved the proposed issuance of RCULS on 14 December 2021.

On 6 January 2022, Bursa Malaysia Securities Berhad (“Bursa Securities”) has approved the Proposed Rights Issue subject to following conditions:

- (i) GCAP and KAF IB must fully comply with the relevant provisions under the Main Market Listing Requirements pertaining to the implementation of the Proposed Rights Issue;
- (ii) GCAP and KAF IB are required to inform Bursa Securities upon completion of the Proposed Rights Issue;
- (iii) GCAP and KAF IB are required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities’ approval once the Proposed Rights Issue is completed; and
- (iv) GCAP is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the conversion of RCULS as at the end of each quarter together with a detailed computation of listing fees payable.

On 27 January 2022, Bursa Securities has approved an extension of time of up to 15 April 2022 for GCAP to issue circular to shareholders in relation to the Rights Issue and setting extraordinary general meeting to procure shareholders’ mandate.

On 27 June 2022, Bursa Securities had granted an extension of time until 6 December 2022 for GCAP to complete the implementation of the Proposed Rights Issue.

On 6 December 2022, the Board of Directors of GCAP had resolved not to proceed with the Proposed Rights Issue and is reviewing other alternative forms of fundraising to satisfy the Group’s funding requirement for its fundraising proposal(s). The aborting of the Proposed Rights Issue have no material effect on the earnings and net assets of the Group.

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

### 36. Events subsequent to reporting date

#### 36.1 Grant of ESOS

On 8 March 2023, 32,068,900 ESOS are granted to eligible persons. Of which 12,835,200 ESOS granted to the director, Datuk Yap Yee Ping.

As required by MFRS 2 *Share-based payments*, the cost of share-based payments is determined by the fair value at the date of grant. The Group has used the Black-Scholes model with the following inputs in arriving at the share-based payment expenses of RM2,084,478 with fair value of RM0.065 for each ESOS granted.

Inputs	Batch of Grant I
Share price at grant date	RM0.385
Exercise price	RM0.33
Dividend yield	0%
Expected life	3.5 year
Risk-free interest rate	3.807%
Volatility	18.832%

#### 36.2 Acquisition of Excel Hydropower Sdn Bhd (“Excel Hydropower”) (formerly known as LCW Development Sdn Bhd)

On 3 January 2023, the Company paid RM2 cash for 2 ordinary shares, obtaining full ownership in Excel Hydropower. The principal activities of Excel Hydropower are property investment, property development and investment holding.

#### 36.3 Proposed Rights Issue

On 5 April 2023, KAF IB had announced on behalf of GCAP that GCAP is proposing to undertake a proposed renounceable rights issue of up to RM112,883,159 nominal value of 1,411,039,484 five (5)-year, 8.0%, redeemable convertible unsecured loan stocks (“RCULS”) at 100% of its nominal value of RM0.08 each, on the basis of four (4) RCULS for every one (1) existing ordinary share in GCAP held on an entitlement date to be determined later.

The proceeds arising therefrom are to be utilised mainly to part finance development of small hydropower projects and to meet working capital requirements of the Group.

### 37. 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 27 April 2023.

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Eighth Annual General Meeting (“28<sup>th</sup> AGM”) of G Capital Berhad will be held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <https://web.vote2u.my> (Domain Registration No with MYNIC: D6A471702) on Wednesday, 28 June 2023 at 8.30 a.m. for the following purposes:-

### AGENDA

#### Ordinary Business

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. (Refer to Explanatory Note A)
- 2 To approve the payment of Directors’ fees of not exceeding RM300,000 for financial year ending 31 December 2023. **(Ordinary Resolution 1)**
- 3 To approve the payment of Directors’ benefits (excluding Directors’ fees) in accordance with Section 230(1) of the Companies Act 2016 up to an amount of RM75,000 for the period from the 28<sup>th</sup> AGM until the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
- 4 To re-elect Datuk Yap Yee Ping who retires by rotation pursuant to Clause 95 of the Constitution of the Company. **(Ordinary Resolution 3)**
- 5 To re-appoint Messrs UHY as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

#### Special Business

To consider and if thought fit, to pass the following resolutions:-

- 6 **Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 5)**

“THAT subject to Sections 75 and 76 of the Companies Act, 2016 and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the number of issued shares of the Company for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad 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.

THAT pursuant to Section 85 of the Companies Act, 2016, read together with Clause 57 of the Company’s Constitution, approval be given to waive the statutory

## **NOTICE OF ANNUAL GENERAL MEETING (CONT'D)**

pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligations to offer the new Shares first to the existing shareholders of the Company in respect of the allotment and issuance of the new Shares pursuant to Sections 75 & 76 of the Companies Act, 2016.”

### **7 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature *(Ordinary Resolution 6)***

“THAT subject to the Companies Act 2016 (the “Act”) and Bursa Malaysia Securities Berhad Main Market Listing Requirements, other applicable laws, guidelines, rules and regulations, and the approval of the relevant government and/or regulatory authorities (where applicable), approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties (“Recurrent Related Party Transactions”) as set out in Section 2.3.3 of the Circular to Shareholders dated 28 April 2023 (“the Circular”), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business which are necessary for the day-to-day operations and are on terms which are no more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arm's length basis and on normal commercial terms which are not to the detriment of the non-interested shareholders of the Company;
- (ii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall commence immediately upon passing of this ordinary resolution and continue to be in full force until:
  - (a) the conclusion of the next AGM of the Company following the AGM at which this shareholders' mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, such authority is renewed; or
  - (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Sections 340(1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - (c) this shareholders' mandate is revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,whichever is the earlier;

AND THAT the Directors of the Company and/or any one of them be and are/is hereby authorised to complete and do all such acts, deeds and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/ or amendments as the Directors of the Company in their discretion deem fit and expedient to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution

### **8 Proposed Renewal of Share Buy-Back Authority *(Ordinary Resolution 7)***

“THAT subject to the Companies Act, 2016 (“the Act”), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares as may be determined by

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:-

a) the aggregate number of ordinary shares to be purchased and/or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company including the shares previously purchased and retained as treasury shares (if any); and

b) the maximum fund to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements (where applicable) available at the time of the purchase, upon such terms and conditions as set out in the Statement to Shareholders dated 28 April 2023.

THAT the authority conferred by this resolution shall continue to be in force until:-

a) the conclusion of the next AGM of the Company following this AGM at which this resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that next AGM, the authority is renewed, either unconditionally or subject to conditions; or

b) the expiration of the period within which the next AGM of the Company is required by law to be held; or

c) the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) of the ordinary shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Malaysia and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase(s) of the ordinary shares by the Company, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manners:-

a) distribute the ordinary shares as share dividends to shareholders; and/or

b) resell the ordinary shares or any of the ordinary shares in accordance with the relevant rules of Bursa Malaysia; and/or

c) transfer the ordinary shares or any of the ordinary shares for the purposes of or under an employees' share scheme; and/or

d) transfer the ordinary shares or any of the ordinary shares as purchase consideration; and/or

e) cancel the ordinary shares or any of the ordinary shares; and/or

f) sell, transfer or otherwise use the ordinary shares for such other purposes as allowed by the Act.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as necessary or expedient to implement, finalise or complete or to give full effect to the purchase(s) of the ordinary shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

## NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

By Order of the Board

**ERIC TOH CHEE SEONG** (SSM PC No. 202008002884) (MAICSA 7016178)  
**JESSLYN ONG BEE FANG** (SSM PC No. 202008002969) (MAICSA 7020672)  
Company Secretaries

Perak  
28 April 2023

### Notes:-

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual AGM using RPV Facilities provided by Agmo Digital Solutions Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>
2. A member of the Company entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote in his/ her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/ her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or the hand of an office or attorney duly authorised.
6. The proxy form must be deposited at the Company's Share Registrar Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 19 June 2023 shall be eligible to participate, speak and vote at the meeting or appoint a proxy to participate, speak and/ or vote on his/ her behalf.

### Explanatory Notes

#### **Note A - Audited Financial Statements for the financial year ended 31 December 2022**

This Agenda is meant for discussion only as the provision of Section 248(2) and 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

#### **Ordinary Resolution 1 - Payment of Directors' Fees**

The proposed Ordinary Resolution 1, if passed, will authorise the payment of the Directors' fees of not exceeding RM300,000 for the financial year ending 31 December 2023.

#### **Ordinary Resolution 2 - Payment of Directors' Benefits**

The proposed Directors' Benefits payable comprises allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled meetings of the Board and Board Committees from the day after the 28<sup>th</sup> AGM until the next AGM of the Company.

#### **Ordinary Resolution 5 - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Act**

Ordinary Resolution 5, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the issued shares of the Company

## **NOTICE OF ANNUAL GENERAL MEETING (CONT'D)**

for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM.

This renewed mandate will provide flexibility to the Company for the allotment of shares for any possible fund-raising activities, including but not limited to the placing of shares, funding working capital, future expansion, investment and/or acquisition(s) as deemed necessary by the Directors, thereby reducing administrative time and cost associated with the convening of such meeting(s).

The waiver of pre-emptive rights will allow the Directors of the Company to issue new ordinary 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 mandate.

As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 27<sup>th</sup> AGM held on 27 June 2022 which will lapse at the conclusion of the 28<sup>th</sup> AGM.

### **Ordinary Resolution 6 - Proposed Renewal of Shareholders Mandate for Recurrent Related Party Transactions of a revenue or trading nature**

The proposed Resolution 6, is a renewal of the previous year Shareholders' Mandate and if passed will allow the Company and its subsidiaries to enter into RRPT of a Revenue or Trading Nature in order to comply with Paragraph 10.09 of Chapter 10 and Practice Note 12 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The mandate will take effect from the date of the passing of the Ordinary Resolution until the next AGM of the Company.

Further information on the Proposed Renewal of Shareholders Mandate for RRPT of a Revenue and Trading Nature is set out in the Circular to Shareholders of the Company dated 28 April 2023 which is made available on the Company's website at [www.gcapital.com.my](http://www.gcapital.com.my) or on Bursa Securities' website.

### **Ordinary Resolution 7 - Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 8, if passed will empower the Company to purchase its own ordinary shares up to ten per centum (10%) of the total number of issued shares of the Company.

The details of the Proposed Renewal of Share Buy-Back Authority are set out in the Statement to Shareholders dated 28 April 2023.

### **PERSONAL DATA PRIVACY**

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.

### **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

#### **Details of persons who are standing for election as Directors (excluding Directors standing for re-election)**

No individual is seeking election as Director at the 28<sup>th</sup> AGM of the Company.

#### **A Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad**

Details of the general mandate for the authority to allot and issue shares pursuant to Section 75 and 76 of the Companies Act, 2016 are set out in Explanatory Notes of the Notice of 28<sup>th</sup> Annual General Meeting.



## ANALYSIS OF SHAREHOLDINGS

AS AT 10 APRIL 2023

<b>Issued and fully paid-up capital</b>	<b>: 320,690,971 Ordinary Shares</b>
<b>Class of shares</b>	<b>: Ordinary shares</b>
<b>No. of Shareholders</b>	<b>: 4,239</b>
<b>Voting Rights</b>	<b>: One (1) vote per Ordinary Share</b>

### DISTRIBUTION OF SHAREHOLDINGS

<b>Size of Shareholdings</b>	<b>No. of Shareholders</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
Less than 100	435	10.26	20,307	0.01
100 to 1,000	310	7.31	176,584	0.05
1,001 to 10,000	1,957	46.17	9,802,528	3.06
10,001 to 100,000	1,211	28.57	43,328,378	13.51
100,001 to less than issued shares	325	7.67	250,563,174	78.13
5% and above of issued shares	1	0.02	16,800,000	5.24
<b>Total</b>	<b>4,239</b>	<b>100.00</b>	<b>320,690,971</b>	<b>100.00</b>

### LIST OF THIRTY LARGEST SHAREHOLDERS

(As per Record of Depositors)

	<b><u>Name of Shareholders</u></b>	<b><u>No. of Shares</u></b>	<b><u>%</u></b>
1.	PERCETAKAN SANWA INDUSTRIES SDN BHD	16,800,000	5.24
2.	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR YAP YEE PING	13,425,000	4.19
3.	BAN -SENG PACKAGING SDN BHD	13,049,600	4.07
4.	HSBC NOMINEES (ASING) SDN BHD EXEMPT AN FOR MORGAN STANLEY & CO INTERNATIONAL PLC (CLIENT)	10,000,000	3.12
5.	UOBM NOMINEES (TEMPATAN) SDN BHD UNITED OVERSEAS BANK NOMINEES (PTE) LTD FOR PHAN YING TONG	9,063,000	2.83
6.	LIN QIN MO	7,310,700	2.28
7.	HENG YONG LAI	6,445,000	2.01
8.	LEE POH HIN	6,288,000	1.96
9.	CHOO WENG WAH	6,190,000	1.93
10.	LEE LAI MING	5,607,300	1.75
11.	HENG YONG LAI	5,545,000	1.73
12.	HASIL ANEKA SDN BHD	5,267,700	1.64
13.	MOHD FAIZ BIN MOKHTAR	4,703,900	1.47
14.	LEE YEE LONG	4,112,000	1.28
15.	APEX NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GAN CHOW TEE	3,860,000	1.20
16.	SIEV KHAY	2,758,400	0.86

## ANALYSIS OF SHAREHOLDINGS

AS AT 10 APRIL 2023 (cont'd)

17.	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LIEW EE MOUN	2,540,000	0.79
18.	YAN HOCK CHUAN	2,529,800	0.79
19.	M&A NOMINEE (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN THENG LIANG	2,163,000	0.67
20.	KOAT KIONG HOCK	2,135,000	0.67
21.	TAN CHEE KOON	2,123,200	0.66
22.	CHAN SUET MEI	2,000,000	0.62
23.	TAN KAI HEE FAMILY HOLDINGS SDN BHD	2,000,000	0.62
24.	UNG ENG HUAT	2,000,000	0.62
25.	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR MOHAMMED AMIN BIN MAHMUD	1,924,600	0.60
26.	UOBM NOMINEES (TEMPATAN) SDN BHD UNITED OVERSEAS BANK NOMINEES (PTE) LTD FOR LEE GHEONG	1,799,900	0.56
27.	CGS- CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOH HOI CHUAN	1,785,100	0.56
28.	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN CHOON HWA	1,765,000	0.55
29.	HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WAN MOHAMMAD KHAIR-IL ANUAR (CCTS)	1,753,333	0.55
30.	TAN HOCK CHYE	1,735,000	0.54

### DIRECTORS' SHAREHOLDING AS AT 10 APRIL 2023

(As per Register of Directors' Shareholdings)

Name	Direct No. of Shares	%	Indirect No. of Shares	%
DATUK' YAP YEE PING	13,535,500	4.22	-	-
DATO' ROSLI BIN SHARIF	-	-	-	-
DATO' HAJI ROSHIDI BIN HAJI HASHIM	-	-	-	-
JASON FONG JIAN SHENG	-	-	-	-

### SUBSTANTIAL SHAREHOLDERS AS AT 10 APRIL 2023

(As per Register of Substantial Shareholders)

Name	Direct No. of Shares	%	Indirect No. of Shares	%
LEE POH HIN	6,288,000	1.96	#29,849,000	9.31
LEE YEE LEONG	4,11,2000	1.28	#29,849,000	9.31
PERCETAKAN SANWA INDUSTRIES SDN BHD	16,800,000	5.24		
BAN-SENG PACKAGING SDN BHD	13,049,000	4.07		

Note-

#Deemed interested pursuant to section 8(4) of the companies Act, 2016 in Percetakan Sanwa Industries Sdn Bhd and Ban-Seng Packaging Sdn Bhd

**G**Capital  
**G CAPITAL BERHAD**

[Registration No.: 199501000977 (330171-P)]  
(Incorporated in Malaysia)

<b>CDS account no.</b>

<b>No. of shares held</b>

**PROXY FORM**

I/We\* ..... NRIC No./ Passport No./ Registration No. ....  
(name of shareholders as per NRIC, in capital letters)

of .....  
(full address)

Email Address: ..... Contact No. ....

being a member/members\* of G CAPITAL BERHAD, hereby appoint .....  
(name of proxy as per NRIC, in capital letters)

NRIC No./ Passport No ..... No. of. share to be represented.....

of.....  
(full address)

Email Address: ..... Contact No. ....

and/or failing him/her\*, ..... NRIC No./ Passport No.....  
(name of proxy as per NRIC, in capital letters)

No. of. share to be represented..... of .....

.....  
(full address)

Email Address: ..... Contact No. ....

# You are required to fill in the contact no. and email address in order to participate the 28<sup>th</sup> Annual General Meeting (“28<sup>th</sup> AGM”), otherwise, we are unable to register you as the participant of the meeting.

or failing him/her\*, the Chairman of the Meeting as my/our\* proxy to vote for me/us\* on my/our\* behalf at the 28<sup>th</sup> AGM of the Company or any adjournment thereof will be held and conducted by way of virtual meeting entirely through live streaming via Remote Participation and Voting (“RPV”) Facilities from the Online Meeting Platform of Vote2U Online operated by Agmo Digital Solutions Sdn. Bhd. in Malaysia via the link at <https://web.vote2u.my> on Wednesday, 28 June 2023 at 8.30 a.m. or any adjournment thereof.

	<b>Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>
Ordinary Resolution 1	To approve the payment of Directors’ fees of not exceeding RM300,000 for the financial year ending 31 December 2023		
Ordinary Resolution 2	To approve the payment of Directors’ benefits		
Ordinary Resolution 3	To re-elect Datuk Yap Yee Ping		
Ordinary Resolution 4	To re-appoint Messrs UHY as Auditors of the Company		
Ordinary Resolution 5	Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
Ordinary Resolution 6	Proposed Renewal of Shareholders Mandate for Recurrent Related Party Transactions of a revenue or trading nature.		
Ordinary Resolution 7	Proposed Renewal of Share Buy-Back Authority		

\* Strike out whichever is not desired.

[Please indicate with a cross (x) in the spaces provided whether you wish your votes to be cast for or against the resolution. In the absence of specific directions, your proxy may vote or abstain as he thinks fit.]

.....  
Signature or Common Seal  
Of Member/(s)

Dated this: \_\_\_\_\_ day of \_\_\_\_\_ 2023

**Notes:-**

1. Please refer to the Administrative Guide for the procedures to register, participate and vote remotely at this virtual AGM using RPV Facilities provided by Agmo Digital Solutions Sdn Bhd via its Vote2U online website at <https://web.vote2u.my>.
2. A member of the Company entitled to participate, speak and vote at the meeting is entitled to appoint not more than two (2) proxies to participate, speak and vote in his/ her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. Where a member or authorised nominee appoints two (2) proxies, or when an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/ her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or the hand of an office or attorney duly authorised.
6. The proxy form must be deposited at Company's Share Registrar's Office, Aldpro Corporate Services Sdn. Bhd. at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1 Medan Syed Putra Utara, 59200 Kuala Lumpur not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
7. Only members registered in the Record of Depositors as at 19 June 2023 shall be eligible to participate, speak and vote at the meeting or appoint a proxy to participate, speak and/ or vote on his/ her behalf.

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AFFIX  
STAMP

**The Share Registrar of  
G Capital Berhad**  
[Registration No.: 199501000977 (330171-P)]

**c/o Aldpro Corporate Services Sdn Bhd**  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1 Medan Syed Putra Utara  
59200 Kuala Lumpur  
Wilayah Persekutuan Kuala Lumpur  
Malaysia

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**G CAPITAL BERHAD**

[Registration No. 199501000977 (330171-P)]

*Corporate Head Office*  
D-5-10, Block D, Pusat Komersial Southgate,  
No. 2, Jalan Dua, off Jalan Chan Sow Lin,  
55200, Kuala Lumpur.  
Tel: +603-9226 1222  
Fax: +603 -9226 0011  
email: office@gcapital.com.my

[www.gcapital.com.my](http://www.gcapital.com.my)

Registered office:-  
11B, Level 2, Persiaran Georgetown 9,  
Pusat Perdagangan Greentown,  
30450 Ipoh, Perak Darul Ridzuan.  
Tel: +605-253 8318  
Fax: +605 -243 8318