



DIGISTAR CORPORATION BERHAD
COMPANY NO: 200301001232 (603652-K)



2024 Annual Report

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Dato' Ir. Hj. Zaini Bin Omar
(Independent Non-Executive Chairman)

Mejar (K) Datuk Wira Lee Wah Chong
(Group Managing Director)

Dato' Haji Ishak Bin Haji Mohamed
(Non-Independent Non-Executive Director)

Thee Kok Chuan
(Independent Non-Executive Director)

Lee Mey Ling
(Executive Director)

Lee Jin Jean
(Executive Director)

Lee Chun Szen
(Executive Director)

AUDIT AND RISK MANAGEMENT COMMITTEE

Chairman

Tan Sri Dato' Ir. Hj. Zaini Bin Omar
(Independent Non-Executive Chairman)

Members

Dato' Haji Ishak Bin Haji Mohamed
(Non-Independent Non-Executive Director)
Thee Kok Chuan
(Independent Non-Executive Director)

NOMINATION COMMITTEE

Chairman

Tan Sri Dato' Ir. Hj. Zaini Bin Omar
(Independent Non-Executive Chairman)

Members

Dato' Haji Ishak Bin Haji Mohamed
(Non-Independent Non-Executive Director)
Thee Kok Chuan
(Independent Non-Executive Director)

REMUNERATION COMMITTEE

Chairman

Tan Sri Dato' Ir. Hj. Zaini Bin Omar
(Independent Non-Executive Chairman)

Members

Dato' Haji Ishak Bin Haji Mohamed
(Non-Independent Non-Executive Director)

Mejar (K) Datuk Wira Lee Wah Chong
(Group Managing Director)
Thee Kok Chuan
(Independent Non-Executive Director)

COMPANY SECRETARY

Wong Youn Kim (MAICSA 7018778)
SSM Practising Certificate No. 201908000410

REGISTERED OFFICE

Unit No. EL-11-07, Amcorp Business
Suite, Menara Melawangi, Pusat
Perdagangan Amcorp, No. 18, Jalan
Persiaran Barat, 46050 Petaling Jaya, Selangor
Tel: 017-6229303
Email: synergyprofgroup@gmail.com

CORPORATE OFFICE

B6/4/4, 3rd Floor
One Ampang Business Avenue
Jalan Ampang Utama ½
68000 Ampang, Selangor Darul Ehsan
Tel: 03-42534319
Fax: 03-4257216

AUDITOR

UHY Malaysia PLT (Formerly known as UHY Malaysia)
Chartered Accountants
Suite 11.05, Level 11
The Gardens South Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel: 03-22793088
Fax: 03-22793099

SHARE REGISTRAR

Tricor Investor & Issuing House
Services Sdn. Bhd.
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel: 03-27839299
Fax: 03-27839222

PRINCIPAL BANKERS

United Overseas Bank (Malaysia) Berhad
OCBC Bank (Malaysia) Berhad
Malayan Banking Berhad

STOCK EXCHANGE LISTING

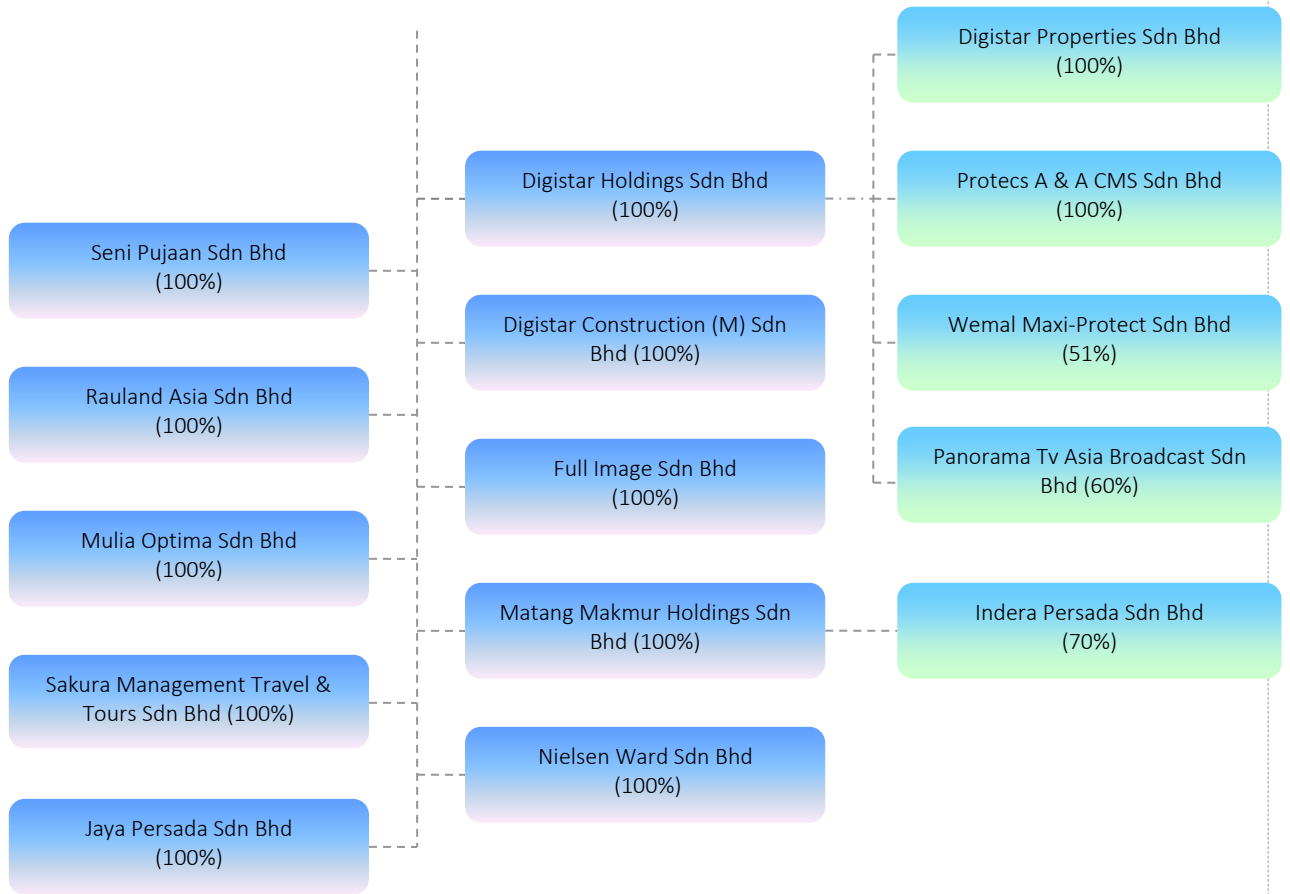
Main Market of the Bursa Malaysia
Securities Berhad ("Bursa Securities")
Stock Name: DIGISTA
Stock Code: 0029

GROUP CORPORATE STRUCTURE



DIGISTAR CORPORATION BERHAD

Registration No.: 200301001232 (603652-K)



DIVISION 1

SYSTEM
ENGINEERING AND
INTEGRATION

- A. AUDIO VISUAL
ENGINEERING
- B. TOTAL
SECURITY
ENGINEERING
- C. BROADCAST
ENGINEERING

DIVISION 2

SPECIALIZING IN
DELIVERING
TAILORED
TELEVISION
SUBSCRIPTION
SERVICES, &
ENHANCING
ENTERTAINMENT
EXPERIENCES.

DIVISION 3

CENTRAL
MONITORING
SYSTEM

DIVISION 4

BUSINESS OF
PROPERTY
DEVELOPMENT &
CONSTRUCTION

AND

HOTEL
MANAGEMENT

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DIRECTORS' PROFILE

TAN SRI DATO' IR. HJ. ZAINI BIN OMAR (INDEPENDENT NON-EXECUTIVE CHAIRMAN)

Tan Sri Dato' Ir. Hj. Zaini Bin Omar, a Malaysian aged 75, was appointed as the Chairman of the Company on 10 March 2017. He graduated with a Bachelor of Engineering from James Cook University of North Queensland, Australia and Bachelor of Laws from University Of London. He obtained his professional engineering status in 1986 and was admitted as an Advocate and Solicitor in 1988. He started as electrical engineer serving from 1975 to 1989. From 1990 to 1994, he was second- ed to the Department of Electricity Supply, ending up as the Deputy Director General. From 1995 to 1999, he was the Director General of Department of Civil Aviation ("DCA"). He saw over the construction of the KLIA and he was also responsible for stabilising the DCA which was in turmoil for many years. He also oversaw the growth of the aviation sector.

In year 2000, he returned to JKR as the Deputy Director General 1. In October, the same year, he was promoted to the post of Director General and retired in 2005. He was then appointed as the first Chairman of Suruhanjaya Pengurusan Air Negara, the water regulatory body. He was also appointed as the Head of the Special unit for overseas project at unit Perancang Ekonomi until 2009.

He is currently the Independent Non-Executive Chairman of GDB Holdings Berhad.

He has no conflict of interest with the Company, and he has no conviction for any offences (except for traffic offences, if any) within past ten years.

Tan Sri Dato' Ir. Hj. Zaini Bin Omar attended all five (5) Board of Directors' Meetings held during the financial year ended 30 September 2024.

MEJAR (K) DATUK WIRA LEE WAH CHONG (GROUP MANAGING DIRECTOR)

Mejar (K) Datuk Wira Lee Wah Chong, a Malaysian aged 66, was appointed as the Group Managing Director of the Company on 18 August 2003. He is also a member of the Remuneration Committee. He graduated with a Diploma in Electronic Engineering from the Federal Institute of Technology in 1982. He continued to enhance his technical knowledge by attending courses on advanced system applications in the United States of America. He is the founder of Digistar Group which started as an audio visual system provider in 1982 which expanded to a total solution provider in design, supply, installation and integration of information technology infrastructure, tele-conferencing, local area networks, interactive media management systems, radio and television news automation, telecommunication systems, integrated audio and visual systems and other related electronic systems. As the Managing Director of the Group, Mejar (K) Datuk Wira Lee Wah Chong has been the main driving force of the Group since 1982. His sound technical background and management skills have taken the Group to the forefront of the system integration industry.

He also sits on the Board of Directors of various other private companies and does not have any directorship in other public companies.

He has no conflict of interest with the Company, and he has no conviction for any offences (except for traffic offences, if any) within past ten years.

His sister, Ms. Lee Mey Ling, his daughter, Ms. Lee Jin Jean and his son, Mr. Lee Chun Szen are members of the Board.

Mejar (K) Datuk Wira Lee Wah Chong attended all five (5) Board of Directors' Meeting held during the financial year ended 30 September 2024.

DIRECTORS' PROFILE

DATO' HAJI ISHAK BIN HAJI MOHAMED
(NON-INDEPENDENT NON-EXECUTIVE DIRECTOR)

Dato' Haji Ishak Bin Haji Mohamed, a Malaysian aged 71, was appointed as Senior Independent Non-Executive Director of the Company on 27 May 2011 and was subsequently redesignated as Non-Independent Non-Executive Director on 30 May 2023. He was also simultaneously appointed as a member of the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee. He graduated from University of Wisconsin USA with a Master in Public Policy in 1992 and Universiti Sains Malaysia with a Bachelor of Social Science 1983. He last served the Malaysian Immigration Department as the Director of Enforcement and previously held several key positions, namely as Director of Immigration for Perak, Secretary General of the Welfare and Sports Council, Intan and Assistant Principal Director of Public Service Department.

He has no conflict of interest with the Company, and he has no conviction for any offences (except for traffic offences, if any) within past ten years.

He also sits on the Board of Directors of several other private limited companies and does not have any directorship in other public companies.

Dato' Haji Ishak Bin Haji Mohamed attended all five (5) Board of Directors' Meeting held during the financial year ended 30 September 2024.

THEE KOK CHUAN
(INDEPENDENT NON-EXECUTIVE DIRECTOR)

Mr. Thee Kok Chuan, a Malaysian aged 48, was appointed as an Independent Non-Executive Director of Digistar Corporation Berhad on 26 May 2016. Mr. Thee began his accounting profession as an Audit Assistant where he served the firm for four years. Thereafter, he joined a medium-size audit firm as a Senior Auditor and promoted to the Head of Audit thereafter. He has more than 12 years of audit, accounts, GST advisor practice experience, he handled small and medium-sized audits, accounts and GST for companies engaged in trading, manufacturing, plantation, construction, property holding and service industries. He has been involved in government agencies' audit. He is actively involved in the society to carry out his social responsibility and contribution. Mr. Thee started his own practice, an accounting firm, in the year 2005, Mr Thee is a Chartered Accountant by profession and a member of the Malaysian Institute of Accountants ("MIA"), Chartered Tax Institute of Malaysia ("CTIM") and fellow member of the Association of Chartered Certified Accountants ("ACCA") of United Kingdom.

He does not have any directorship in other public companies.

He has no conflict of interest with the Company, and he has no conviction for any offences (except for traffic offences, if any) within past ten years.

Mr. Thee Kok Chuan attended all five (5) Board of Directors' Meeting held during the financial year ended 30 September 2024.

DIRECTORS' PROFILE

LEE JIN JEAN (EXECUTIVE DIRECTOR)

Ms. Lee Jin Jean, a Malaysian aged 36, was appointed as Executive Director on 7 August 2013. She completed her professional studies at the Australia National University, graduating with a Degree in Economics and Finance. She has gained experience in the banking industry.

She does not have any directorship in other public companies.

Her father, Mejar (K) Datuk Wira Lee Wah Chong, and her aunty Ms. Lee Mey Ling and her brother, Mr. Lee Chun Szen are members of the Board.

She has no conflict of interest with the Company, and she has no conviction for any offences (except for traffic offences, if any) within past ten years.

Ms. Lee Jin Jean attended three (3) out of five (5) Board of Directors' Meeting held during the financial year ended 30 September 2024.

LEE MEY LING (EXECUTIVE DIRECTOR)

Ms. Lee Mey Ling, a Malaysian aged 51, was appointed as Executive Director on 30 May 2018. She graduated from University of Curtin University of Technology, Western Australia with Bachelor of Accountancy in 1997. She was admitted as a member of Malaysia Institute of Accountants and the Associate of Certified Practising Accountant (CPA) in 2003. She started her career with Deloitte in 1998 and resigned as Audit Senior in 2003. She joined Glomac Berhad as Assistant Manager for three (3) years from 2003 to 2006 before joining a multinational company, Sumiden Electronic Material (M) Sdn Bhd, a subsidiary company of Sumitomo Electronic in Japan. She joined Digistar Group on 1 June 2014.

She does not have any directorship in other public companies.

Her brother, Mejar (K) Datuk Wira Lee Wah Chong, and her niece Ms. Lee Jin Jean and her nephew, Mr. Lee Chun Szen are members of the Board.

She has no conflict of interest with the Company, and she has no conviction for any offences (except for traffic offences, if any) within past ten years.

Ms. Lee Mey Ling attended all five (5) Board of Directors' Meeting held during the financial year ended 30 September 2024.

DIRECTORS' PROFILE

LEE CHUN SZEN (EXECUTIVE DIRECTOR)

Mr. Lee Chun Szen, a Malaysian aged 33, was appointed as Executive Director of the Company on 10 April 2015. He has completed his studies in the Royal Melbourne Institute of Technology as a graduate and obtaining his Diploma studies in Engineering. He has gained experience in the Engineering industry. Mr. Lee owns his own IT business in Australia having great experience in the IT business. Mr. Lee has also worked for a few months in an emerging Oil & Gas Company in Australia during his school days.

He does not have any directorship in other public companies.

His father, Mejar (K) Datuk Wira Lee Wah Chong, his aunty Ms. Lee Mey Ling and his sister Ms. Lee Jin Jean are members of the Board.

He has no conflict of interest with the Company, and he has no conviction for any offences (except for traffic offences, if any) within past ten years.

Mr. Lee Chun Szen attended three (3) out of five (5) Board of Directors' Meetings held during the financial year ended 30 September 2024.

PROFILE OF KEY SENIOR MANAGEMENT

MOHD HUZAIDY BIN ADNAN

- **Senior General Manager of Imperial Heritage Hotel Melaka**

Huzaidy, male, Malaysian, aged 53, joined Digistar Group on 1st October 2020. He has served in the hospitality industry for the past 29 years, starting his career as a bell boy at Hotel Malaya Bukit Bintang.

Over the years, he has been attached to numerous hotels across Malaysia. He was appointed as President for MyBHA Negeri Sembilan Chapter from 2007 to 2009 whilst holding the position of Hotel Manager at Hotel Mesra Port Dickson. At the same time, he also served as an advisor to the Malaysian Cooperative Commission (MCC) for Entry Point Projects (EPPs) as part of the National Cooperative Tourism Movement and presented a project paper on matching grants to registered cooperative members with MCC to the Minister of Ministry of Entrepreneur Development and Cooperatives for Cabinet approval.

From 2011 to 2017, he was attached to My Hotel Management Sdn Bhd as Resident Manager, before being promoted to General Manager at My Hotel Langkawi and Gold Sand Hotel Langkawi. He then transferred to Tanjung Bidara Beach Resort Melaka as General Manager in 2017, serving for another 3 years before joining our ranks.

Currently, he holds the position as Exco Member for MAH (Malaysian Association Hotel) Melaka Chapter. During the Covid-19 Pandemic, he was appointed as Commander For PKRCs to manage the Covid-19 patient that getting treatment at PKRCs. After the Pandemic, he was invited to join Melaka Tourism Board (BPP) and Melaka Chief Minister Office to Tourism Business Mission to Indonesia. As for now he still involves in Melaka “Think Tank Group” for Melaka Tourism Board.

CHAIRMAN'S STATEMENT

Dear Shareholders,

“On behalf of the Board of Directors, I am pleased to present the Annual Report for Digistar Corporation Berhad “Digistar” the financial year ended 30 September 2024.”

REVIEW OF PERFORMANCE

The Group recorded revenue of RM46.05 million for financial year 2024, 3.28% lower than the previous year of RM47.61 million. Loss before tax at RM5.08 million is recorded. Loss per share ended at 1.42 sen in 2024 as compared to loss per share of 0.57 sen in 2023. The Group shareholder funds for FY2024 decreased to RM61.45 million as compare to RM67.54 million for FY2023 while the Net Asset Per Share was 14 sen for FY2024 as compared to 15 sen for FY2023. The concession segment's revenue constituted 52.11% of our Group's revenue and the hospitality segment's revenue has increased to RM16.21 million in Year 2024 from RM16.14 million in Year 2023.

OUTLOOK

With the end of the COVID-19 pandemic, Digistar Corporation Berhad has demonstrated resilience and adaptability, capitalizing on recovery opportunities and expanding into new ventures. The Imperial Heritage Boutique & Gourmet Hotel Melaka, a flagship property in the heart of Melaka, has seen a significant improvement in occupancy rates compared to 2023, benefiting from the resurgence in tourism and hospitality. Meanwhile, In 2024, the Group ventured into the digital media space with the launch of Panorama TV Asia Broadcast Sdn Bhd (Panorama TV), offering Internet TV services in collaboration with Indonesia's MNC Group. This partnership leverages MNC Group's OTT platform to provide innovative Internet TV solutions tailored for the Malaysian hospitality industry, marking a strategic move into the high-growth digital entertainment market.

Looking ahead to 2025, Digistar has confident in a growth forecast as the economy enters a more stable growth phase after a few years in turbulent. With Malaysia's domestic economy projected to grow between 4.0% and 5.0%, Digistar is optimistic about the positive impact on its business performance. By strategically aligning its operations with emerging opportunities, Digistar is poised to achieve sustainable growth and strengthen its market position across all its business divisions with firmer conditions for domestic consumption and investment supporting its resilience.

APPRECIATION

On behalf of the Board of Directors, I would like to extend our sincere appreciation to the management and employees at all levels in the Group for their support and commitment thus far. We also thank you, our shareholders, customers, suppliers, bankers, business associates and partners for the continuous support in Digistar.

TAN SRI DATO' IR. HJ. ZAINI BIN OMAR
Chairman

21 January 2025

MANAGING DIRECTOR'S REPORT

“The Group reported a revenue of RM46.05 million as compared to RM47.61 million in the previous year. The Group incurred a loss before tax of RM5.08 million as compared to a profit before tax of RM0.27 million in preceding year.”

Our maiden property, the Imperial Heritage Hotel located in the heart of Melaka (built on a UNESCO World Heritage site) continues to provide a positive contribution to the Group's results. The revenue for the The Imperial Heritage Boutique & Gourmet Hotel was RM16.21 million for FY2024, an increase of 0.5% compared to previous year. The ending of covid pandemic has improved the revenue and occupancy rate of the hotel.

Our Group also has some competitive advantages and key strengths that enables the Group to compete successfully as well as to provide the Group with growth prospects. Listed below are some of the Group's competitive advantages and key strengths:

- (i) Our Group's track record and established reputation as a comprehensive system integration solutions provider since the commencement of its business in 1982.
- (ii) The Group's experience in constructing Private Finance initiative ("PFI") projects for the government of Malaysia.
- (iii) Experience in hospitality and hotel management has led to some of our properties being converted to Covid hospital and quarantine centre during the peak of the pandemic. We will also be looking to expand our reach internationally this year and expanding the Heritage brand.
- (iv) The Group's subsidiary, Full Image Sdn Bhd ("FISB") has been capturing market share in the securities and monitoring services industry and has a high potential for exponential growth with recent addition of big clients as part of the customer base.
- (v) From IPTV to Panorama TV. Digistar is the 1st company to offer IPTV services since 2006. As IPTV technology continues to evolve, Digistar is always ready to make the right technology selection for customers based on customer requirement. Panorama TV Asia Broadcast has collaborated with MNC Group (Indonesian Multinational Conglomerate) by signing an agreement to provide Internet TV through its Over the Top (OTT) platform for the Malaysian hospitality and residential market. Our goal is to promote healthy content consumption among Malaysians. In pursuit of this, Digistar and Panorama have teamed up with MNC Group to offer affordable channels, ensuring that quality content is accessible to everyone. Our mission is to make quality content available to a wider audience, fostering a culture of affordable and wholesome entertainment

In view of the above, our Board believes that the prospect of the Group is favourable after considering all of the relevant aspects including the outlook of the related industries which are closely linked to the Group's business performance.

ACKNOWLEDGEMENT AND APPRECIATION

The Group continues to remain prudent and vigilant in its actions and proactive in its management while operating in unprecedented times and a highly competitive and challenging business environment. I believe that FY2025 will be a positive year for Digistar. I would like to extend my deepest appreciation to our shareholders, other stakeholders, the management and the staff of Digistar for their confidence and unwavering support throughout the challenging year that is FY2024. I also wish to extend my sincere thanks to my fellow Board members for their commitment and invaluable service. I hope the relationships we have nurtured will continue to flourish well into the future.

MEJAR (K) DATUK WIRA LEE WAH CHONG
Managing Director

21 January 2025

MANAGEMENT DISCUSSION AND ANALYSIS

“This Management Discussion & Analysis [MD & A] of Financial Condition and Results of Operations formally cover from 1 October 2023 to 30 September 2024.”

Overview of results

We started as an Investment holding company. Through our subsidiaries, we are principally involved in the system integration i.e. design, supply, installation and integration of IT infrastructure, tele-conferencing, LANs, interactive media management systems, radio and television news automation telecommunication systems, integrated audio and visual systems, and other related electronic systems. Our target market is mainly the local system and users, particularly in higher learning institutions, hospitals as well as public and private buildings. As a system integrator, we principally design and install the most appropriate systems and/ or equipment to suit each particular environment.

Over the past 9 years, the group diversified into construction, property development, central monitoring system (CMS), assets maintenance services, hotel management and internet TV.

Our gross revenue for the Group is RM46.05 million and was mainly generated from our PFI project where we built a JKR training centre for the government. For the FY 2024, this project contributed approximated RM24.0 million or 52.11% of our Group’s revenue. The hotel management division contributed RM16.21 million for the Group’s revenue which constitute 35.20% of the total revenue.

The remaining were contributed from system integration division, trading of electronic and electrical components and products, electronic systems maintenance and support services, interactive Pay TV as well as rental income received from rented properties to third parties.

Our operations are carried out through of our subsidiaries as follows:

- Digistar Holdings Sdn Bhd, which is principally involved in designed, supply, installation and integration of IT infrastructure, tele-conferencing, LANs, interactive media management systems, radio and television news automation, telecommunication systems, integrated audio and visual systems, and other related electronic systems.
- Panorama Tv Asia Broadcast Sdn Bhd, which is principally involved in providing pay television services.
- Digistar Properties Sdn Bhd, which is principally involved in property holding and property management, which include the renting, maintaining and upkeep of properties.
- Seni Pujaan Sdn Bhd, which is principally involved in property developments and hotel management.
- Matang Makmur Holdings Sdn Bhd, which is currently principally engaged in the business of investment holding.
- Indera Persada Sdn Bhd, which is currently undertaken the construction and provide asset management service for the concession asset.
- Digistar Construction (M) Sdn Bhd, which deals in construction work of our PFI project and others.
- Mulia Optima Sdn Bhd, which is principally involved in Property development.

Our business activities, products and services.

We focus on the provision of a range of systems engineering and integration solutions. Although our solutions can be customized for use in any industry, we are currently focusing on the security sectors, whilst also providing software and equipment for our system engineering and integration services. We also provide after-sales support to our customers by providing systems and equipment maintenance services.

Our other business activities include interactive Pay TV, property holding, central monitoring system, telecommunication, property development and construction activities.

MANAGEMENT DISCUSSION AND ANALYSIS

- **Central Monitoring System division**

As one of the purveyors of a unique central monitoring system which utilizes next gen technology instead of being solely dependent on cameras, we believe prevention is key in building this division. This department has been expanding aggressively to capture market share. Some of our clients currently include banks and some big industrial names.

- **Construction division**

Our subsidiary, Indera Persada Sdn Bd, have entered into an agreement with the Government of Malaysia to carry out the design, development, construction and completion of the buildings, structures, equipment plants, machinery, installation, facilities and infrastructure (together with the necessary amenities, utilities and fittings and fixtures) which are to be designed, constructed, installed, developed and completed on a parcel of leasehold and held under land title details Pt 3287 H.S(D) 21930 measuring approximately 110 acres situated in Mukim Taboh Naning, Daerah Alor Gajah, Malaka ie for construction of Malaysia national Technology Advancement Centre or JKR Institute. The concession period for the project is 18 years which covers the construction period of 3 years and asset management services period for 15 years from 1 September 2016 – 31 August 2031.

- **Hotel Management – The Imperial Heritage Boutique & Gourmet Hotel Melaka**

The IMPERIAL HERITAGE is a unique and exciting development that combines the elements of classical architectural design & ingenuity, features modern and contemporary lifestyle in the heart of Melaka town, a UNESCO World Heritage Site, one of the most vibrant states and rich in historical influence in the country. Strategically located within walking distance to the most popular tourism spots. The IMPERIAL HERITAGE meets the demands of the many millions of visitors to Melaka every year. The IMPERIAL HERITAGE is complete with facilities such as centralized MATV & IPTV systems, WIFI and internet access, 24 hours security systems, one of the biggest indoor playground in Melaka as well as Malaysia's first indoor Himalayan salt detox rooms

With the ending of the covid pandemic, this division has generated revenue of RM16.21 million to the Group and managed to gain profit before tax of RM0.33 million in company level. We have also seen improvement in the occupancy rates as compared to FY2023.

- **Internet TV - OTT (“Over The Top”)**

OTT is a means of providing television and film content over the internet at the request and to suit the requirements of the individual consumer. The term itself stands for “over-the-top”, which implies that a content provider is going over the top of existing internet services. Unlike traditional TV, Internet TV gives viewers control over what and when to watch. This flexibility is highly attractive to modern viewers who prefer on-demand content and binge-watching. By offering both live and pre-recorded content, Panorama TV can cater to varying viewer habits, increasing viewer retention. Panorama TV Asia Broadcast Sdn Bhd is an internet TV service provider that has its incorporated launched on January 19, 2023. At Panorama TV, we are committed in delivering top-notch content that align with the excellent production from world renowned various countries production house like MNC from Indonesia, CCTV China, Mimyuni from UAE and many International News provider. This diverse content line-up is designed to resonate with audiences across all segments of society. Our mission extends beyond mere entertainment; we strive to enhance the overall viewing experience. By setting a new standard in tourism entertainment, we offer a gateway to immersive, high-quality channels at an affordable cost. Our primary focus is on the hospitality sector, encompassing hotels, hospitals, and serviced apartments. With over 20,000 hotels and serviced apartments across Malaysia, we aim to capture 50% of the market share within the next five years. Our commitment to delivering high-quality content, coupled with solutions to common issues such as signal loss due to rain and limited channel offerings, positions us as a leader in this competitive landscape.

SUSTAINABILITY STATEMENT

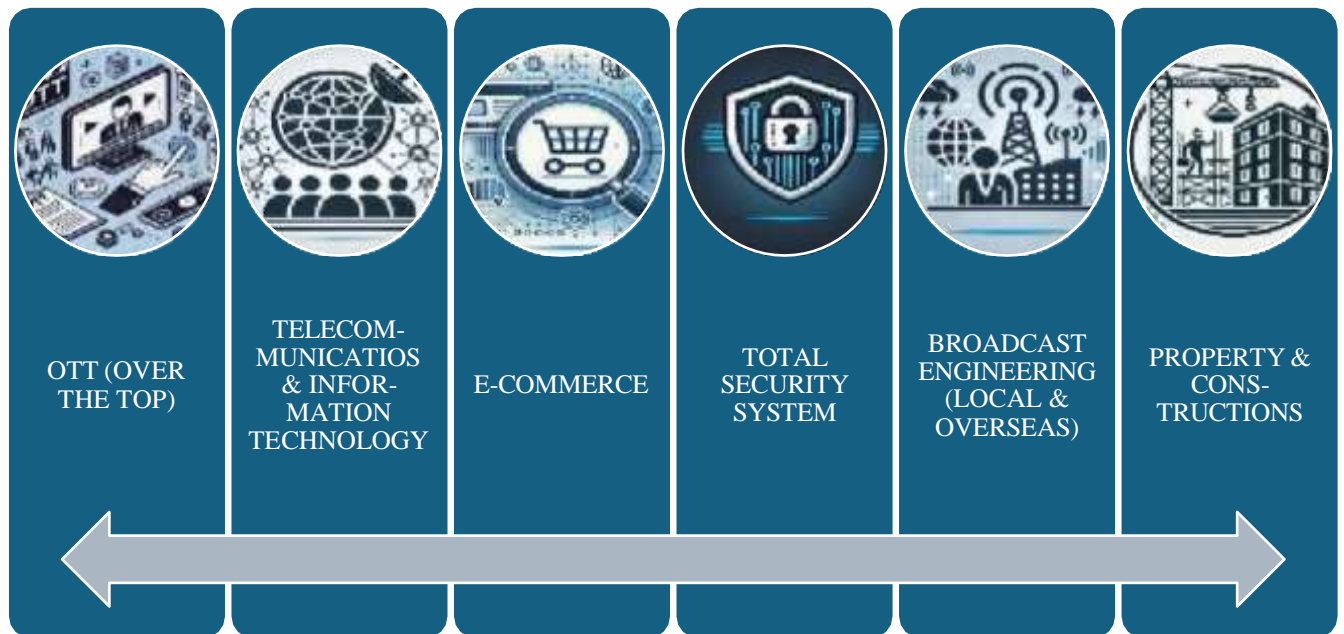
ABOUT THIS REPORT

DIGISTAR CORPORATION BERHAD Group Berhad (“DIGISTAR CORPORATION BERHAD”, “Company” or “Group”) is delighted to present its Sustainability Report (“Report”) for the financial year ended 31 December 2024 (“FYE 2024”).

This Report covers the sustainability strategies, principles, initiatives and performance of DIGISTAR CORPORATION BERHAD for the FYE 2024 and focuses on the issues that we have determined to be of greatest importance via our materiality assessment. Through this Report, we provide updates on DIGISTAR CORPORATION BERHAD’s sustainability initiatives across our key business units and operations and includes our progress against the commitments we have made, all aimed at operating sustainably and creating sustainable value for our stakeholders.

Our disclosures and practices have evolved over time. Sustainability is an ongoing journey, and our sustainability strategies continue to be our main focus as we strive for a sustainable future for both people and the planet.

OUR CORE BUSINESS



SCOPE AND BASIS OF SCOPE

Digistar Corporation operates across multiple sectors, including media, technology, infrastructure development, property management, and hospitality. The company provides broadcasting, communication, and digital solutions while also engaging in infrastructure projects such as highways and urban developments. In the property and hospitality sector, Digistar focuses on operating and transforming properties like hotels to boost tourism and economic growth. Committed to sustainability, the company incorporates eco-friendly practices, including water and energy conservation, across its operations. Guided by strategic goals, market demand, and stakeholder interests, Digistar emphasizes innovation, growth, and compliance to deliver value and meet national development objectives.

REPORTING FRAMEWORKS AND STANDARDS

This Report has been developed according to Bursa Malaysia’s Listing Requirements, with reference to :

- Bursa Malaysia Securities (“Bursa Malaysia”)’s Sustainability Reporting Guide (3rd Edition);
- Listing Requirements of Bursa Malaysia [Paragraph 29, Part A of Appendix 9C of the Main Market Listing requirements (supplemented by Practice Note 9)]; and
- Task Force on Climate-related Financial Disclosures (“TCFD”) Recommendations.

SUSTAINABILITY STATEMENT

INDEPENDENT ASSURANCE

This Report has been subjected to a review by Internal Auditor. The scope and the subject matters under review are compliant with the applicable Practice Note 9 disclosure requirements, the sustainability performance data and the Bursa's prescribed common sustainability indicators limited to the headquarter in Malaysia. The review findings and commentary were presented to the Audit and Risk Management Committee and the Management. We intend to subject all indicators to independent assurance in the next five years.

OUR APPROACH TO SUSTAINABILITY

SUSTAINABILITY FRAMEWORK

DIGISTAR CORPORATION BERHAD has enhanced its sustainability framework to harmonies with our business strategy, guided by the Group's vision and mission. Our framework aims to address stakeholder needs, minimize environmental footprint, and foster positive contributions to the communities in which we operate.

Our sustainability framework emphasizes four key focus areas: Economic Sustainability, Environmental Sustainability, Workforce Sustainability, and Social Sustainability. We endeavor to achieve specific objectives within each focus area by addressing concerns related to our material matters.

Our Vision

1. To be the leading provider of multi-disciplinary engineering consultancy services and total turnkey system integrator in the region;
2. To attain the pinnacle of its profession through;
3. A steadfast commitment to excellence.

To continually deliver professional service that meets or exceeds client expectations

Our Mission

1. To optimize company resources and achieve our vision through teamwork and continuous training.
2. To push the envelope in planning, designing and execution of project to meet schedule and budgetary targets
3. To seek an opportunity in Malaysian entertainment and broadcasting to develop more
4. To maintain a high level of integrity and professional standing that is above reproach.
5. To establish a long-term, mutually beneficial relationship with clients, industry and government.
6. To vigorously push for and promote the technological transfers in all relevant field

SUSTAINABILITY STATEMENT

OUR FOCUS AREA



1. Economic Performance
2. Customers Satisfaction
3. Anti-Corruption
4. Cybersecurity & Data Protection
5. Policy and Regulatory Compliance



1. Climate Action
2. Water Management
3. Waste Management



1. Human Rights
2. Health & Safety
3. Employee Management
4. Diversity, Equity & Inclusion



1. Supply Chain Management
2. Community Investment

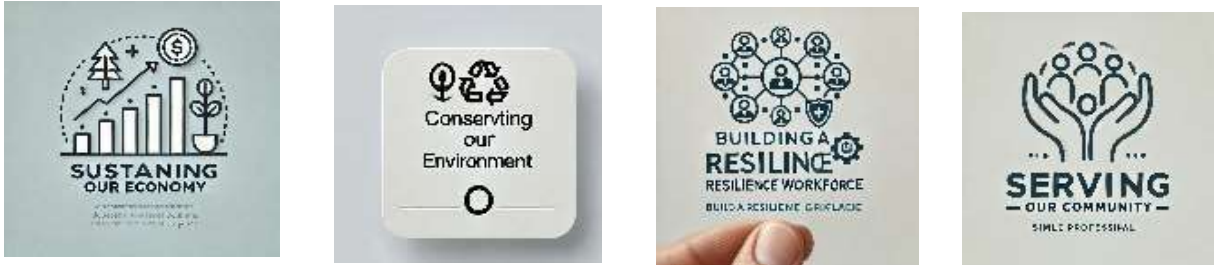
SUSTAINABILITY POLICY

As our organization expands, our unwavering dedication and enthusiasm towards sustainability have become more pronounced. We have formulated a distinct company philosophy centered on sustainability, which serves as a guiding principle for all decisions concerning the economic and operational aspects of DIGISTAR.



SUSTAINABILITY STATEMENT

Sustainability has consistently been a cornerstone of the Group’s culture as we endeavor to attain ongoing growth and profitability within a safe, caring, and sustainable environment. Our mission, as a responsible corporate citizen, is to uphold high standards of governance throughout our business to foster responsible business practices, mitigate environmental impacts, and address the social needs of the communities in which we operate.



SUSTAINABILITY GOVERNANCE

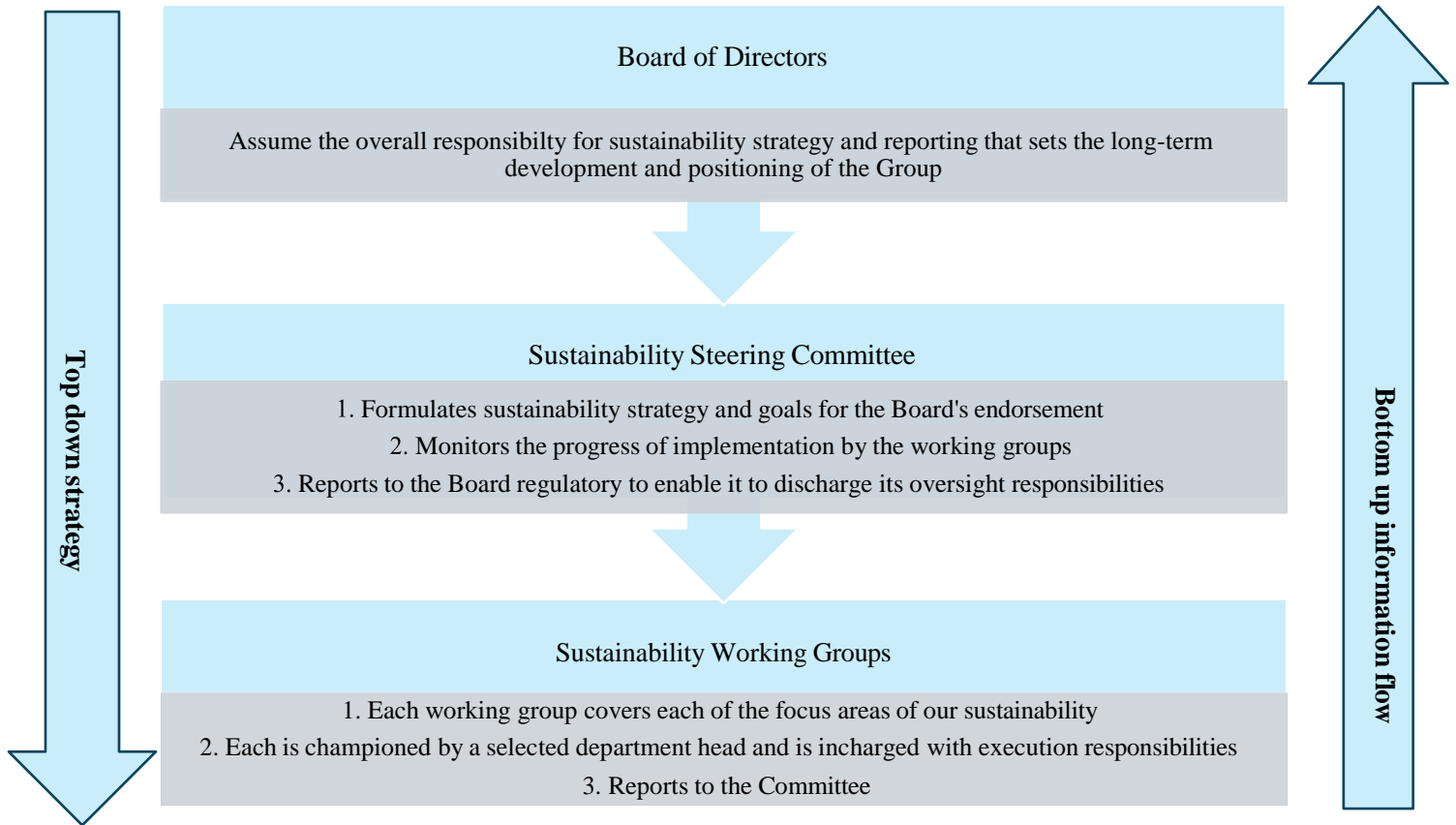
The Group holds the belief that integrity and ethics are fundamental to good governance. They serve as the cornerstone for integrating sustainability goals into our decision-making processes, fostering transparency, managing risks effectively, and driving long-term success.

The Board of Directors (“Board”) is ultimately responsible for the Group’s strategic direction on sustainability while being supported by the respective Board Committees (“Committee”). The structure adopts a top-down approach with strong leadership oversight.

The Group developed a three-tiered structure comprising the Board, the Sustainability Steering Committee (“SSC”) and the Sustainability Working Group (“SWG”). The direct oversight provided by the Board allows for the monitoring of the Group’s sustainability strategy and its progress as well as potential risks and opportunities. The SSC is chaired by Group Chief Executive Officer (“CEO”) and the SSC’s Chairperson reports the progress on our sustainability initiatives to the Board regularly and is supported by the SWG from various departments to drive the Group’s sustainability initiatives.

The engagement of SWG members from different departments signifies our collective effort to embed sustainability into our routine business activities. Our sustainability governance framework is designed to establish accountability for sustainability across all levels of the Group.

SUSTAINABILITY STATEMENT



The responsibility of the Committee to promote and embed sustainability in the Group includes overseeing the following:





- Stakeholders engagement
- Materiality assessment and identification of sustainability risks and opportunities relevant to us
- Management of material sustainability risks and opportunities
- Communication of sustainability strategies, priorities and targets as well as performance against targets to internal and external stakeholders




STAKEHOLDERS' ENGAGEMENT

Our stakeholders are integral to DIGISTAR CORPORATION BERHAD's ongoing growth and development. Therefore, it's vital that we actively seek to understand their relevant issues and concerns. Our objective is to foster strong, enduring relationships with all stakeholders, meeting their needs and expectations while minimizing the impact of our operations for a sustainable future.

Through stakeholder meetings, workshops, and other engagements, we actively cultivate trust and mutual respect in our relationships. This approach allows us to stay informed about relevant societal issues, ensuring that our business strategy aligns with stakeholder concerns and expectations. The table below lists our key stakeholder groups and their respective areas of interest as well as methods by which we engage them.

SUSTAINABILITY STATEMENT

STAKEHOLDERS	ENGAGEMENT PLATFORMS	AREA OF INTEREST OR CONCERNS	OUR RESPONSE
 Shareholders, Financiers & Investors	<ul style="list-style-type: none"> Financial reports and announcements General meetings Annual report Press releases Meetings 	<ul style="list-style-type: none"> Business strategies and future plan Return on Investments Financial and operational performance Good management and corporate governance Sustainability initiatives 	<ul style="list-style-type: none"> Timely updates on the Groups strategy and financial performance via announcements Uphold good governance practices across the Group Monitor sustainability performance and targets via Bursa Malaysia ESG Platform Dividend policy
 Government Agencies & Regulators	<ul style="list-style-type: none"> Compliances to laws and regulations Participant in government and regulatory events 	<ul style="list-style-type: none"> Regulatory compliance Corporate governance practices 	<ul style="list-style-type: none"> Regular review and monitoring to ensure full compliance with regulatory requirements. Adoption of practices outlined in the Malaysian Code on Corporate Governance
 Employees	<ul style="list-style-type: none"> Internal communications (i.e. emails) Workshop and trainings Employee engagement survey Employee engagement events Employee appraisal 	<ul style="list-style-type: none"> Business growth and strategic direction Inclusive workplace Remuneration and benefits Career development and upskilling opportunities Occupational safety & health 	<ul style="list-style-type: none"> Promote transparent communication with employees Provide equal employment opportunities without discrimination Offer industry-competitive benefits and remuneration packages Provide relevant upskilling and development opportunities. Ensure compliance with Occupational Safety and Health Act
 Customers	<ul style="list-style-type: none"> Customer support channels (i.e. website, email) Regular meetings Customer satisfaction survey form 	<ul style="list-style-type: none"> Customer satisfactions (i.e. affordable products and services, high-quality products and services) Customer experience (i.e. speed of customer service response) Innovative product Consumer data privacy 	<ul style="list-style-type: none"> Offer affordable products and services Adhere to quality standards Adhere to the Personal Data Protection Act 2010

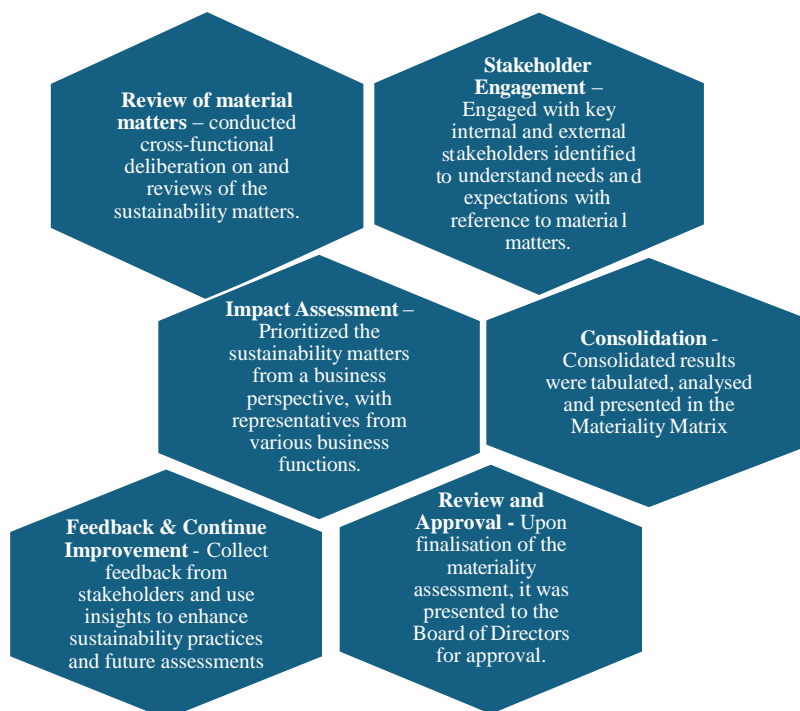
STAKEHOLDERS	ENGAGEMENT PLATFORMS	AREA OF INTEREST OR CONCERNS	OUR RESPONSE
 Suppliers	<ul style="list-style-type: none"> Regular meetings Quality audit on products and services Contract negotiation. Supplier assessment/performance appraisal 	<ul style="list-style-type: none"> Transparency in procurement processes Business growth and timely payment 	<ul style="list-style-type: none"> Emphasis on provision of transparent procurement processes Timely payment based on credit term
 Communities	<ul style="list-style-type: none"> Community impacts programmed 	<ul style="list-style-type: none"> Community welfare and continued likelihood 	<ul style="list-style-type: none"> Investment in welfare to improve community well being
 Media	<ul style="list-style-type: none"> Media releases or media briefings Financial reports and announcements General meetings 	<ul style="list-style-type: none"> Transparency in communicating information and updates on business performance and initiative 	<ul style="list-style-type: none"> Provide transparent communication through announcements

MATERIAL MATTERS

As an organization, we recognize that our material issues can directly and indirectly affect our ability to generate long-term value for our stakeholders. These material matters significantly influence our business strategy and guide our decisions regarding the allocation of resources to address sustainability issues that are deemed important to our stakeholders and our business.

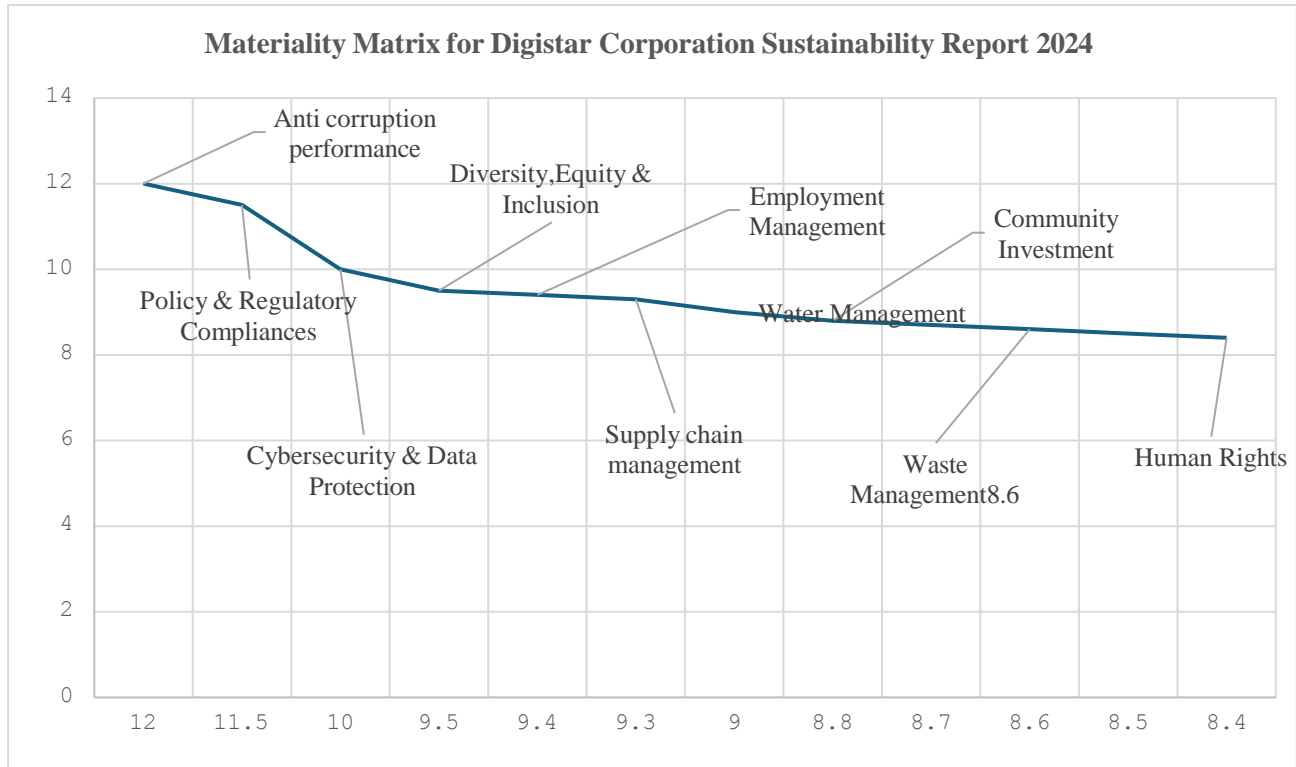
We periodically review the assessment every 3 years to ensure it remains current, accurate, reflective, and relevant to our businesses. This helps us to align our strategy and day-to-day operation with business needs, and create long-term sustainable value to stakeholders.

This year, we conducted an internal assessment, a limited-scale materiality review to priorities and rank material matters relevant to our businesses and stakeholders. Moving forward, we intend to conduct a more comprehensive materiality assessment, engaging with key stakeholders, and we aim to publish the results in our next report.



SUSTAINABILITY STATEMENT

MATERIALITY MATRIX



RISK MANAGEMENT

DIGISTAR CORPORATION BERHAD's unwavering dedication to risk management is a foundational element in ensuring our long-term viability and building stakeholder confidence, while concurrently fostering a lasting positive impact.

We have implemented a robust system encompassing risk management and internal control, extending beyond financial controls to include operational and compliance controls. This comprehensive approach to risk management and internal control is an ongoing and coordinated process aimed at minimizing the likelihood of fraud and error, while also managing, rather than eliminating, the risk of failing to achieve our business objectives.

Material Matters	Risks	Opportunities
Economic Performance	Poor financial performance jeopardizes business continuity and loss of investment opportunity	Sustainable financial performance attracts investors and generate long-term value for all stakeholders
Customer Satisfaction	Failing to meet customers' expectations undermines customer confidence and loyalty, ultimately resulting in lower revenue	Satisfied customers foster loyalty and promote repeat orders
Anti-Corruption	Corruption may tarnish the reputation, result in financial losses and reduced competitiveness	Strong governance to combat corruption enhances credibility and gains competitive edge

Material Matters	Risks	Opportunities
Cybersecurity & Data Protection	Cyberattacks can lead to unauthorized access, theft, or exposure of sensitive data, resulting in financial losses, loss of trade secrets and proprietary information, legal liabilities, and reputational damage	Robust cybersecurity measures build trust and confidence among customers, investors, and partners, enhancing the organization's reputation and brand value
Policy & Regulatory Compliance	Non-compliance with policies and regulations can result in legal penalties, fines, or even lawsuits, which can significantly impact the financial health and reputation	Compliance with policies and regulations builds trust and credibility among stakeholders, including customers, investors, employees, and regulatory bodies, which can enhance long-term relationships and support business growth
Climate Action	<p>Increasing government regulations aimed at reducing greenhouse gas emissions and mitigating climate change may require corporations to invest in costly emission reduction measures or face fines and penalties for non-compliance.</p> <p>Climate change-related disruptions, such as extreme weather events or resource shortages, can disrupt supply chains, increase production costs, and lead to delays in product delivery, affecting business operations and profitability</p>	Corporations that demonstrate environmental stewardship and sustainability leadership can differentiate themselves in the market, enhance brand reputation, and attract environmentally-conscious consumers and investors
Water Management	Limited availability of water resources due to droughts, climate change, and overexploitation poses operational risks, supply chain disruptions, and increased competition for water resources, particularly in water stressed regions	Implementing water conservation measures, water-saving technologies, and sustainable water management practices, enhances water efficiency, reduces water consumption, and minimizes water-related costs and risks
Waste Management	Non-compliance with waste management regulations, environmental laws, and health and safety standards may result in fines, penalties, legal liabilities, and reputational damage for the organization	Implementing waste reduction, recycling, and proper waste disposal initiatives enables the organization to recover valuable materials, conserve natural resources, reduce raw material costs, and minimize environmental impact, while promoting circular economy principles.
Human Right	Violations of human rights, such as labour exploitation, discrimination, or unsafe working conditions, can tarnish the organization's reputation, leading to loss of trust among stakeholders, negative public perception and legal liabilities	Demonstrating a commitment to human rights principles and ethical practices enhances the organization's reputation, builds trust with stakeholders, and attracts socially conscious consumers, investors, and partners.
Health & Safety	Failure to address health and safety hazards can lead to workplace accidents, injuries, and fatalities, resulting in human suffering, legal liabilities, and financial losses	Prioritizing health and safety fosters a culture of care, trust, and mutual respect, enhancing employee morale, motivation, and engagement
Diversity, Equity & Inclusion	Exclusionary practices or cultures can lead to feelings of alienation and disengagement among employees from underrepresented groups, hindering collaboration, innovation, and productivity	Embracing diversity and equity fosters a culture of inclusion where employees feel empowered to contribute diverse perspectives and ideas, driving innovation and creativity

Material Matters	Risks	Opportunities
Employee Management	Difficulty in attracting and retaining skilled employees can hinder business growth and innovation, leading to competitive disadvantages.	Engaged employees are more productive, committed, and loyal, leading to higher levels of job satisfaction, retention, and organizational success
Supply Chain Management	Dependence on a limited number of suppliers or single sourcing increases the risk of supply disruptions, quality issues, and price volatility, leaving the organization vulnerable to changes in supplier behavior or market conditions	Building collaborative relationships with suppliers based on trust, transparency, and mutual benefit fosters innovation, knowledge sharing, and joint problem-solving, leading to improved product quality, cost savings, and competitive advantage
Community Investment	Failure to address social issues, economic disparities, and community grievances may fuel social unrest, civil unrest, protests, and community opposition, posing operational disruptions, reputational damage, and regulatory scrutiny	Strategic community investment initiatives, philanthropic donations, and social programs enable organizations to address social challenges, support underserved communities, and create positive social impact, contributing to poverty alleviation, education, healthcare, and sustainable development goals

MANAGEMENT APPROACH FOR MATERIAL MATTERS

RESPONSES TO SUSTAINABLE DEVELOPMENT GOALS (“SDG(s)”)

In September 2015, all one hundred and ninety-three (193) United Nation member states adopted “Agenda 2030” - a plan to solve the world’s most pressing environmental, social and economic problems over the next fifteen (15) years. It consists of seventeen (17) goals and one hundred and sixty-nine (169) targets that cover a broad set of challenges such as economic inclusion, geopolitical instability, depleting natural resources, environmental degradation, and climate change. Malaysia is committed to “Agenda 2030” through its SDG Roadmap.

We support the SDGs, recognize their strategic importance to our business and to the world, hence we are committed to help achieve them. The Group has well-established programs to ensure we operate sustainably and responsibly, following our long-standing commitment to ethical corporate citizenship and promoting sustainability in all our activities. All the SDGs are relevant to our operations to varying degrees and we are already contributing too many of these goals.



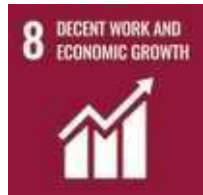
SUSTAINABILITY STATEMENT



ECONOMICAL SUSTAINABILITY

ECONOMIC PERFORMANCE

Related UNSDGs:



Digistar Corporation is committed to driving economic growth while delivering value to its stakeholders. The company's performance reflects its focus on innovation, operational efficiency, and strategic investments across its diversified business sectors, including media, infrastructure, property management, and hospitality.

Through ongoing infrastructure projects and private finance initiatives (PFI), such as highway construction and urban development, the company contributes to local and regional economic growth. In the media sector, partnerships and digital solutions aim to expand market reach and increase revenue, while property and hospitality ventures, including the transformation of underutilized spaces into budget hotels, generate sustainable income and support the tourism industry.

Digistar also prioritizes cost optimization and resource efficiency, evidenced by reductions in water and energy consumption. This not only minimizes operational costs but also aligns with global sustainability goals. The company's economic strategy is further strengthened by its commitment to risk management, regulatory compliance, and innovation, ensuring long-term profitability and resilience in a competitive market.

These efforts contribute to the company's goal of maintaining consistent financial performance, driving shareholder value, and supporting Malaysia's broader economic development. In FYE 2024, DIGISTAR CORPORATION BERHAD reported a total economic value of RM736.1 million and consistently generates values for our stakeholders, as illustrated in the table below.

	2023 RM'mil	2024 RM'mil
Economic value generated (i.e. revenue and other income)	53	48
Economic value distributed:		
• Operating costs	16	21
• Employee wages and benefits	18	17
• Payment to providers of capital (i.e. dividend and financing cost)	16	14
• Payment to government (i.e. tax)	2	2
Economic value retained	1	-

Note: The financial results presented in the table are derived from the audited financial statement and our Management Discussion and Analysis, which are available for reference in our Annual Report.

Panorama TV Asia Broadcast

SUSTAINABILITY STATEMENT

Over the preceding three years, the Group has consistently demonstrated sustainable growth across its business segments. This achievement highlights the Group's resilience, adaptability, and capacity to seize opportunities while effectively managing risks to maintain steady growth.

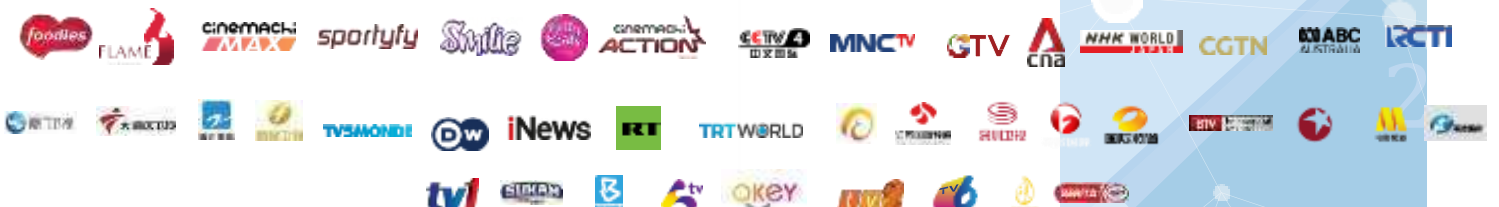
The success of our diversified ventures, including Hotel Imperial Heritage, OTT services, Central Monitoring System (CMS), and Property & Construction projects, has reinforced our position as a dynamic and forward-thinking organization.

With the steady growth we achieved, we are dedicated to offering our loyal shareholders an appealing dividend yield while upholding prudence to facilitate reinvestment in our business.

Our objective is to consistently distribute dividends to shareholders, emphasizing the significance of their participation in our profits. These achievements are the result of our integrated strategies, ensuring that each segment contributes to the overall sustainability and profitability of the Group.

As we expand our hospitality initiatives through Hotel Imperial Heritage, advance digital transformation with OTT services, ensure security innovation with CMS, and contribute to urban development via Property & Construction, we remain committed to driving long-term value creation for stakeholders.

These dividends are distributed quarterly, excluding non-operating income of a capital nature.



SUSTAINABILITY STATEMENT

CUSTOMER SATISFACTION

Related UNSDGs:



The Group acknowledges that customer satisfaction and loyalty play crucial roles in achieving long-term success. To this end, we are committed to enhancing customer satisfaction by actively considering their feedback and ensuring that high-quality standards are consistently met across all our products and services.

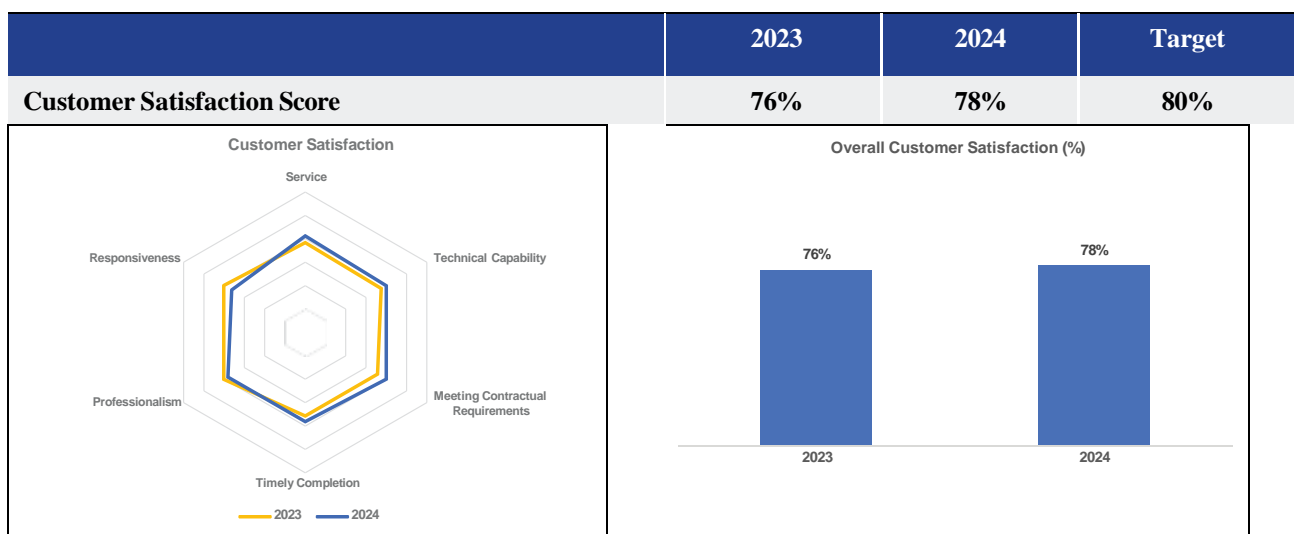
We recognize that customers are our most important partners in innovation. To stay ahead of the competition, we value customer feedback as a valuable resource for ideas and to drive future improvement. We are committed to enhancing our customers' experience by engaging with them through multi-faceted channels, including in person meeting, email or our website.

We have adopted an impartial feedback mechanism to address customer complaints and manage our relationship with them. The Customer Satisfaction Survey Form and periodic interaction with key customers during service contract renewals not only ensure the Company's service records are clean but also enables product and service excellence.

Customers evaluate us based on six key areas crucial to our business:

1. Service quality
2. Technical capability
3. Meeting contractual requirements
4. Timely completion
5. Professionalism
6. Responsiveness

Our overall score has increased from 76% in 2023 to 78% in 2024, showcasing the Group's dedication to enhancing our service delivery to customers. This improvement reflects our ongoing efforts to address customer needs and exceed their expectations across various aspects of our operations. We remain steadfast in our goal to attain a customer satisfaction score of 80%, signifying our relentless pursuit of excellence in customer service and satisfaction.



SUSTAINABILITY STATEMENT

PRODUCT & SERVICE QUALITY & SAFETY

Digistar Corporation Berhad is committed to delivering exceptional product and service quality, ensuring that every offering meets the highest standards of excellence and safety. As a publicly listed company on Bursa Malaysia, we prioritize the trust and satisfaction of our stakeholders through a structured approach to quality management. To achieve this, we have implemented a robust internal framework that monitors performance, identifies areas for improvement, and aligns with globally recognized best practices. Our supplier and vendor management processes are designed to maintain consistent quality by conducting regular evaluations, audits, and ensuring compliance with stringent standards.

We place significant emphasis on a customer-centric approach, collecting and analyzing feedback through surveys and direct engagements. This enables us to continually refine our products and services to better meet customer expectations. Additionally, our investment in employee training ensures that our team is equipped with the necessary skills and knowledge to uphold quality and safety at every operational level. Regular workshops and skill enhancement programs foster a culture of continuous improvement, strengthening our ability to deliver superior outcomes.

To ensure reliability and mitigate risks, we conduct thorough quality risk assessments and implement proactive measures to address potential challenges. Our commitment to safety is reflected in rigorous testing and validation processes, as well as routine maintenance and operational checks to prevent issues before they arise. Performance metrics, such as customer satisfaction levels and issue resolution times, are monitored closely to ensure we consistently exceed benchmarks.

Looking ahead, Digistar aims to enhance its quality assurance efforts through the deployment of advanced monitoring systems and collaboration with external quality auditors. These initiatives will further validate our processes and instill confidence among our stakeholders. By maintaining a steadfast focus on quality and safety, Digistar Corporation Berhad continues to uphold its reputation as a trusted and reliable provider in the industry.

INNOVATION

Digistar Corporation Berhad is unwavering in its commitment to innovation, embedding it across all aspects of its operations and business segments. As a forward-thinking organization, we consistently seek to enhance our offerings, improve operational efficiencies, and deliver superior value to stakeholders. By fostering a culture of creativity and forward-thinking, Digistar and its group of subsidiaries are positioned as leaders in innovation within their respective industries.

Panorama TV: Transforming Digital Broadcasting

Panorama TV stands at the forefront of our innovation initiatives, setting a new benchmark in the broadcasting industry. By leveraging state-of-the-art content delivery technologies, Panorama TV offers a seamless viewing experience that is tailored to meet the needs of modern audiences. Innovations in AI-driven content personalization and real-time analytics ensure viewers enjoy a dynamic and engaging platform. We are continuously investing in expanding Panorama TV's reach, aiming to establish it as a global broadcasting leader.

Innovations in Security Solutions

Through Digistar Rauland (M) Sdn Bhd, we provide advanced integrated security systems for clients in diverse industries. Our innovation efforts in this segment focus on deploying cutting-edge technologies such as smart surveillance, IoT-enabled monitoring systems, and AI-powered threat detection. These solutions not only enhance security but also improve operational efficiencies for our clients, ensuring a safer environment for businesses and communities.

Green Building Technology

Digistar Holdings Sdn Bhd is spearheading innovation in property development and green building technology. By incorporating eco-friendly materials, energy-efficient designs, and smart building systems, we strive to create sustainable living and working spaces. Our focus on green technology not only aligns with environmental goals but also reduces operational costs for property owners and tenants.

ICT Solutions and Digital Transformation

Through Digistar IT Solutions Sdn Bhd, we deliver a range of innovative ICT services, including cloud computing, enterprise solutions, and cybersecurity. Our approach to innovation in ICT emphasizes digital transformation, enabling

SUSTAINABILITY STATEMENT

businesses to adopt smarter, more efficient processes. With a dedicated R&D team, we continuously explore new technologies such as blockchain and AI to future-proof our solutions.

Broadcasting and Multimedia Solutions

Digistar Broadcast Services Sdn Bhd focuses on delivering end-to-end multimedia and broadcasting solutions. From state-of-the-art production facilities to real-time content distribution platforms, our innovations empower media companies to deliver high-quality content efficiently. We are exploring next-generation technologies such as augmented reality (AR) and virtual reality (VR) to further enhance the multimedia experience.

Healthcare and Communication Systems

Through Digistar Rauland (M) Sdn Bhd, we also innovate in healthcare communication systems, offering smart nurse call systems and patient management platforms. These solutions improve the efficiency of healthcare delivery, ensuring better outcomes for patients while optimizing hospital operations.

Commitment to Sustainability and Technological Leadership

Innovation at Digistar is also closely tied to our sustainability goals. Across all subsidiaries, we are adopting renewable energy technologies, minimizing waste, and implementing smart resource management systems. By integrating sustainability into our innovation strategy, we aim to lead by example in promoting environmental stewardship.

Future-Forward Vision

Looking to the future, Digistar Group will continue to drive transformative innovation across all subsidiaries. With plans to expand our R&D capabilities, adopt emerging technologies such as AI, blockchain, and green energy systems, and scale operations globally, we are committed to maintaining our position as a market leader. Through innovation, we aim to deliver exceptional value to stakeholders, contribute positively to society, and shape a sustainable and prosperous future for all.

ANTI-CORRUPTION

Related UNSDGs:



Digistar Corporation Berhad is firmly committed to upholding the highest standards of integrity and ethical conduct in all aspects of its business operations. As a publicly listed company on Bursa Malaysia, we recognize that transparency and accountability are the cornerstones of stakeholder trust and long-term sustainability. Our commitment to anti-corruption is reflected in the implementation of stringent measures designed to prevent bribery, fraud, and unethical behavior across all levels of the organization.

To ensure robust governance, we have established a comprehensive internal framework to identify, mitigate, and address corruption risks. This includes the adoption of a Whistleblowing Policy that provides employees, suppliers, and stakeholders with a secure and confidential platform to report any instances of misconduct or unethical practices. We also conduct regular training programs to enhance awareness and understanding of anti-corruption principles among our employees, reinforcing a strong culture of integrity throughout the organization.

The Board of Directors plays a critical role in overseeing the Company's anti-corruption efforts, supported by our internal audit team, which conducts periodic assessments to evaluate compliance and identify areas for improvement. These audits help us maintain rigorous adherence to ethical standards and ensure that all processes are conducted transparently and fairly.

SUSTAINABILITY STATEMENT

We are equally committed to ensuring that our suppliers and business partners adhere to the same high standards of integrity. As part of our procurement processes, all vendors are required to comply with ethical practices, which are evaluated through stringent assessments and regular audits.

To measure the success of our anti-corruption initiatives, we actively monitor key performance indicators, including the number of corruption-related incidents, training participation rates, and feedback from whistleblowing reports. In 2024, we achieved a zero-incident record for corruption-related cases and completed 100% employee training in anti-corruption policies, reflecting our steadfast commitment to ethical practices.

Moving forward, Digistar Corporation Berhad will continue to strengthen its anti-corruption initiatives by leveraging echnology, such as digital monitoring tools, to enhance transparency and streamline compliance processes. We are dedicated to fostering a culture of honesty and integrity, ensuring that we remain a trusted and responsible corporate entity for all our stakeholders.

CORRUPTION-RELATED TRAINING

Digistar Corporation Berhad places significant emphasis on corruption-related training as part of its comprehensive approach to maintaining transparency, integrity, and accountability. We recognize that educating our employees and stakeholders on anti-corruption principles is essential to fostering a culture of ethical behavior and compliance across all levels of the organization.

As part of our ongoing commitment, Digistar conducts regular training sessions focused on anti-corruption laws, ethical decision-making, and practical strategies to identify and prevent fraudulent activities. These training programs are tailored to address the specific needs of different departments and job functions, ensuring relevance and effectiveness. Employees are educated on critical topics such as bribery prevention, conflicts of interest, and the appropriate use of the Company's whistleblowing mechanism to report any unethical behavior.

In 2024, we achieved a significant milestone by completing anti-corruption training for 100% of our employees, including management and operational staff. These sessions were delivered through a combination of in-person workshops and digital learning platforms, making them accessible and engaging for all participants. To enhance the training experience, case studies, role-playing scenarios, and interactive modules were used to simulate real-world challenges and decision-making processes.

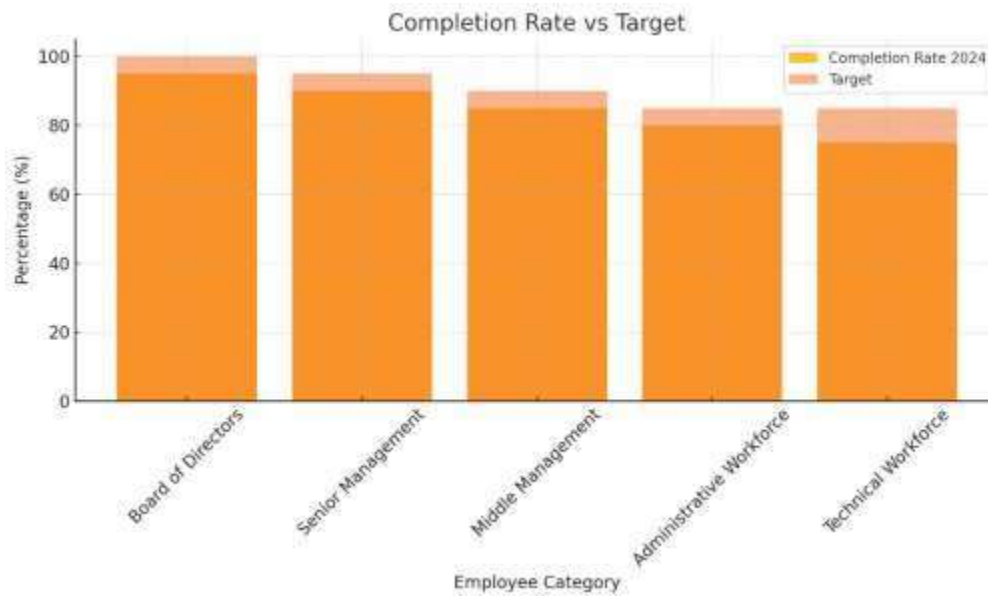
Additionally, we extend training opportunities to our business partners, including suppliers and contractors, to ensure alignment with our commitment to ethical practices. This collaborative approach reinforces the importance of integrity throughout our value chain and helps mitigate corruption risks in external dealings.

To assess the effectiveness of our training initiatives, we conduct post-training evaluations and monitor employee understanding and application of anti-corruption principles. Feedback from participants is used to refine and improve future sessions, ensuring continuous improvement.

Looking ahead, Digistar plans to expand its training programs by incorporating advanced tools such as e-learning modules, gamified content, and AI-driven analytics to personalize learning experiences. By investing in comprehensive and innovative corruption-related training, we aim to strengthen our ethical foundation and uphold our reputation as a responsible and trustworthy corporate entity.

Employee Category	Completion Rate 2024	Target
Board of Directors	95%	100%
Senior Management	90%	95%
Middle Management	85%	90%
Administrative Workforce	80%	85%
Technical Workforce	75%	85%

SUSTAINABILITY STATEMENT



CORRUPTION INCIDENTS

As of 31 December 2024, we recorded zero incidents of corruption across DIGISTAR CORPORATION BERHAD's business operations.

	2023	2024	Target
Number of complaints of bribery or corruptions reported	Zero	Zero	Zero

CORRUPTION RISK ASSESSMENT

Corruption risk review is undertaken to evaluate the Group's exposure to corruption and bribery risks. This year we have undertaken a corruption risk survey covering the major entities in Malaysia.

	2024
Percentage of major entities that underwent corruption risk review survey	100%

CYBERSECURITY & DATA PROTECTION

Related UNSDGs:



Digistar Corporation Berhad places a high priority on cybersecurity and data protection as critical pillars of its operations. As a technology-driven organization, we recognize the importance of safeguarding sensitive data, maintaining system integrity, and protecting our stakeholders from potential cyber threats. Our commitment to cybersecurity is reflected in the implementation of robust measures designed to address evolving risks and ensure compliance with regulatory standards.

SUSTAINABILITY STATEMENT

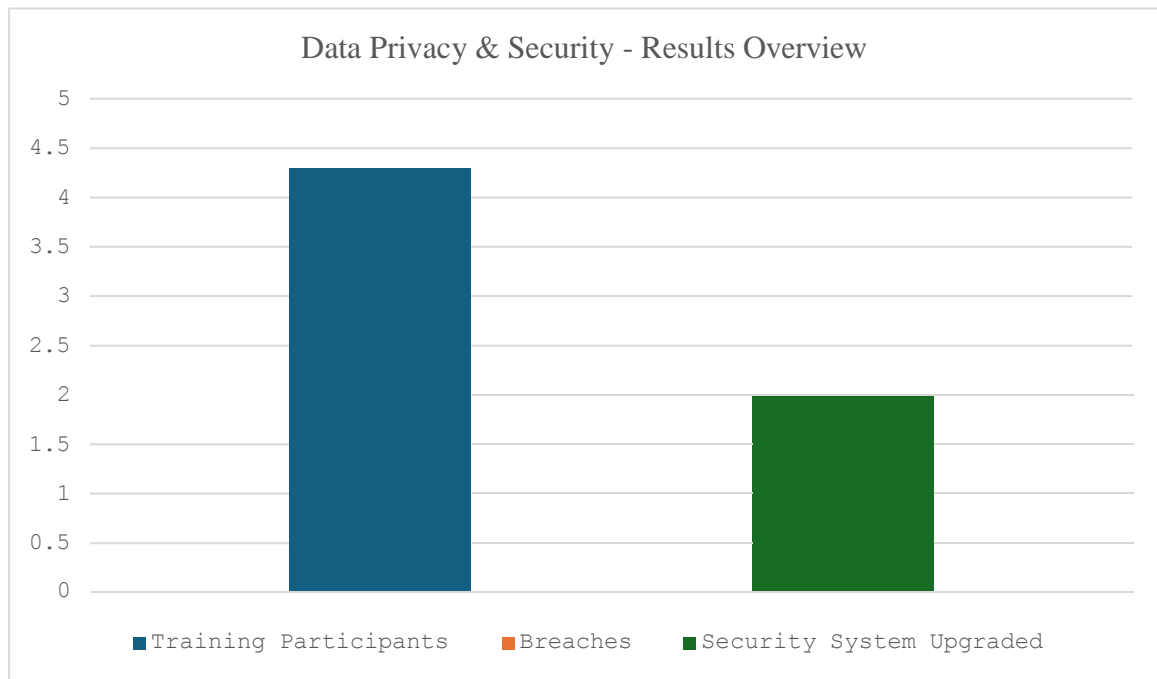
We have established a comprehensive cybersecurity framework that encompasses advanced protection mechanisms, regular system audits, and continuous employee training. Our IT infrastructure is fortified with state-of-the-art technologies, including firewalls, intrusion detection systems, and encryption protocols, to mitigate risks of data breaches and unauthorized access. Regular vulnerability assessments and penetration testing are conducted to identify and address potential weaknesses, ensuring that our systems remain resilient against emerging threats.

Data protection is central to our operations. We strictly adhere to the Personal Data Protection Act (PDPA) and other relevant regulations, ensuring the confidentiality, integrity, and availability of information. Access to sensitive data is restricted to authorized personnel, with multi-factor authentication and role-based permissions in place to prevent misuse. Additionally, all data is backed up securely, with disaster recovery protocols established to minimize downtime in case of unforeseen incidents.

To foster a culture of cybersecurity awareness, Digistar conducts regular training sessions for employees, educating them on best practices for data protection, phishing prevention, and incident response. This proactive approach empowers our team to act as the first line of defense against cyber threats.

As part of our forward-looking strategy, we are exploring the adoption of artificial intelligence (AI) and machine learning (ML) to enhance threat detection and response capabilities. These technologies will enable real-time monitoring and automated responses to potential risks, further strengthening our cybersecurity posture.

Digistar Corporation Berhad remains steadfast in its mission to uphold the highest standards of cybersecurity and data protection, ensuring the trust and confidence of our stakeholders in an increasingly digital world. Through continuous improvement and strategic investments, we aim to remain at the forefront of data security and risk management in the industry. Comprehensive briefings on data protection and data privacy as part of our induction programmers.



SUSTAINABILITY STATEMENT

POLICY & REGULATORY COMPLIANCES

Related UNSDGs:



Digistar Corporation Berhad is committed to upholding the highest standards of corporate governance, ensuring strict adherence to all relevant policies and regulatory requirements. As a publicly listed company on Bursa Malaysia, we recognize the importance of transparency, accountability, and ethical conduct in all our operations.

Corporate Governance Framework: Our corporate governance framework is designed to align with the Malaysian Code on Corporate Governance (MCCG). This framework encompasses the roles and responsibilities of the Board of Directors, management, and stakeholders, ensuring effective oversight and strategic direction. We regularly review and update our governance practices to reflect evolving standards and regulatory changes.

Regulatory Compliance: We diligently comply with all applicable laws and regulations, including the Bursa Malaysia Listing Requirements and the Companies Act 2016. Our compliance measures include:

Financial Reporting: Timely and accurate disclosure of financial statements, ensuring transparency and providing stakeholders with reliable information.

Risk Management: Implementation of robust risk management policies to identify, assess, and mitigate potential risks that could impact our operations.

Internal Controls: Establishment of comprehensive internal control systems to safeguard assets, ensure accurate financial reporting, and promote operational efficiency.

Ethical Conduct and Anti-Corruption: We maintain a strict Code of Ethics that outlines the expected standards of behavior for all employees and directors. Our anti-corruption policies prohibit any form of bribery or unethical conduct, and we provide regular training to reinforce these principles. A whistleblowing mechanism is in place to allow confidential reporting of any suspected misconduct.

Sustainability and Environmental Compliance: Recognizing our responsibility towards the environment, we adhere to environmental laws and regulations, implementing sustainable practices across our operations. Our sustainability initiatives focus on reducing environmental impact, promoting resource efficiency, and contributing positively to the communities we serve.

Continuous Improvement: We are committed to continuous improvement in our compliance and governance practices. Regular audits, both internal and external, are conducted to assess the effectiveness of our policies and procedures. Feedback from stakeholders is actively sought to enhance our governance framework and ensure alignment with best practices.

By steadfastly adhering to these policies and regulatory requirements, Digistar Corporation Berhad aims to maintain the trust of our stakeholders and uphold our reputation as a responsible and ethical corporate entity.

	2024	Target
Number of case of fines that relates to noncompliance of environmental, social and governance elements	Zero	Zero

SUSTAINABILITY STATEMENT



ENVIRONMENTAL SUSTAINABILITY

CLIMATE ACTION

Related UNSDGs:



Digistar Corporation Berhad is deeply committed to addressing climate change and integrating sustainable practices across its operations. As a responsible corporate entity, we recognize the urgent need to reduce our environmental footprint and actively contribute to global efforts in combating climate change. Our climate action initiatives focus on minimizing greenhouse gas (GHG) emissions, optimizing energy and resource usage, and promoting awareness and sustainability throughout our value chain.

Energy Efficiency and Renewable Energy

One of the key pillars of our climate action strategy is the adoption of energy-efficient technologies and renewable energy solutions. Across our facilities, we have implemented energy-saving measures such as the installation of LED lighting, the optimization of HVAC systems, and the adoption of real-time energy monitoring tools to track and reduce consumption. We are also exploring opportunities to integrate renewable energy sources, such as solar power, into our operations to further reduce reliance on non-renewable energy.

Sustainable Operations

We continuously strive to incorporate sustainable practices into our business operations. This includes reducing waste generation, promoting recycling, and adopting circular economy principles. Additionally, we work closely with our suppliers and partners to encourage sustainable practices across the value chain, ensuring that sustainability is embedded at every stage of production and service delivery.

Green Building Initiatives

Through our property development projects, we integrate green building technologies and designs to reduce energy consumption and carbon emissions. These initiatives include the use of eco-friendly materials, energy-efficient construction methods, and water conservation systems, ensuring that our developments contribute positively to the environment.

Carbon Footprint Reduction

We are committed to reducing our carbon footprint through innovative solutions and proactive measures. Regular assessments of our emissions help us identify areas for improvement, enabling us to implement effective strategies for reduction. Initiatives such as optimizing logistics, adopting digital tools to reduce paper usage, and engaging in reforestation projects reflect our commitment to carbon neutrality.

Stakeholder Engagement

We believe that collaboration is essential in driving meaningful climate action. By engaging with stakeholders, including employees, customers, and local communities, we promote awareness and encourage collective efforts to address climate change. Through campaigns, workshops, and partnerships, we aim to inspire a shared commitment to environmental stewardship.

SUSTAINABILITY STATEMENT

Future Goals

Looking ahead, Digistar Corporation Berhad is dedicated to enhancing its climate action efforts by:

Setting measurable targets for reducing GHG emissions across all operations.

- Expanding the adoption of renewable energy to power 50% of our facilities by 2030.
 - Achieving a 20% reduction in energy consumption by 2025.
 - Contributing to reforestation initiatives and supporting biodiversity conservation.
- Through these initiatives, Digistar Corporation Berhad reaffirms its commitment to climate action, ensuring that our operations contribute to a sustainable and resilient future for generations to come.

DIGISTAR CORPORATION BERHAD's GHG emissions

In FYE 2024, we began tracking, measuring and reporting on our GHG emissions. The breakdown of GHG emissions is as follows :

Scope 1 : Emissions from company-owned vehicles and fuel combustion : Total fuel consumption (litre) x emission factor (United States Environmental Protection Agency)

Scope 2 : Emission from purchased electricity from the grid by offices in Malaysia : Energy consumption (kWh) x emission factor (Grid Emission Factor 2024 by Energy Commission)

Emission (tCO2e)	2023	2024
Scope 1	105.46	131.60
Scope 2	1,223.62	1,523.14
Total	1,329.08	1,654.74

WATER MANAGEMENT

Related UNSDGs:



Digistar Corporation Berhad is committed to responsible water management as an integral part of its sustainability strategy. Recognizing the importance of water as a critical resource, we prioritize efficient usage, conservation, and recycling initiatives across all our operations. Our water management efforts aim to minimize consumption, prevent wastage, and contribute to the sustainable use of water resources, ensuring alignment with global environmental goals.

We have installed water-efficient fixtures, such as low-flow faucets and toilets, across our facilities to reduce consumption. Regular inspections and maintenance are conducted to identify and promptly repair leaks, minimizing water loss.

Employees are educated on water conservation practices through regular training and awareness programs, promoting a culture of sustainability within the organization.

To optimize water usage, Digistar has been practicing rainwater harvesting. This includes the installation of rainwater harvesting systems to collect and store rainwater for non-drinking purposes, as well as the use of permeable paving materials to facilitate natural water absorption, reduce runoff, and prevent flooding.

SUSTAINABILITY STATEMENT

WASTE MANAGEMENT

Related UNSDGs:



At Digistar Corporation, we emphasize the importance of responsible waste management to mitigate our environmental impact and contribute positively to the communities we serve. Although we have yet to implement segregated waste bins at our offices, we actively take steps to minimize paper and material usage while fostering awareness among our employees.

Currently, all emails and internal communications are discouraged from being printed, and we have made it mandatory for all filing to be digitized to reduce paper usage significantly. For any drafts or temporary documents, we prioritize using recycled paper, ensuring that new paper is only used for finalized versions. This policy reflects our commitment to waste reduction and environmental responsibility.

In line with our long-term vision, we continue to improve our waste management practices. Future initiatives include setting up recycling bins and stations in office buildings to segregate recyclable and non-recyclable materials efficiently. While these initiatives are being developed, we consistently encourage employees to adopt the "Reduce, Reuse, Recycle" philosophy in their daily activities to minimize landfill waste and reduce greenhouse gas emissions.

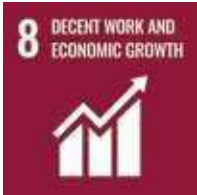
By advancing our efforts in digitization and waste reduction, Digistar aims to align itself with global sustainability goals while actively contributing to tackling climate change and promoting responsible resource management.



WORKFORCE SUSTAINABILITY

HUMAN RIGHTS

Related UNSDGs:



At DIGISTAR CORPORATION BERHAD, we are dedicated to upholding the rights of every employee, recognizing the inherent value of their talents and ensuring they are treated with dignity, respect, and fairness. Our Board and Management team are instrumental in establishing ethical guidelines throughout the organization, demonstrating our unwavering dedication to human rights and the welfare of every individual.

We are devoted to giving top priority to health and safety in the workplace, upholding the right to decent work, supporting freedom of association, promoting equal opportunities, and ensuring protection against discrimination.

SUSTAINABILITY STATEMENT

In FYE 2024, we completed reviewing all our policies to align with the Employment (Amendment) Act 2023 and for operations outside Malaysia, the similar review is being done to align with the relevant labour law at the respective countries. We do not abide by any form of child labour or forced labour, and we fully comply with the anti-child labour law. Additionally, we maintain strict compliance with the working hour laws set by the Employment (Amendment) Act 2023 and relevant labour law for operations outside Malaysia.

DIGISTAR CORPORATION BERHAD employees and external stakeholders are expected to read, understand and fully comply with the COBC to ensure they conduct themselves with the highest standards of professionalism and work ethics.

EQUAL COMPENSATION & BENEFITS

We conscientiously evaluate employee compensation and benefits to ensure their welfare and needs are adequately met. Our employment practices strictly adhere to all local labour legislation.

List of employee benefits in DIGISTAR CORPORATION BERHAD:

Annual Leave, Sick Leave, Hospitalization Leave, Maternity Leave, Paternity Leave, Compassionate Leave	Uniform and Equipment Provision
Employee Share Options Schemes	Medical Card for Panel Clinic
Mobile Device and Internet Plan	Corporate Vouchers and Discounts
Learning and Developing Opportunities	Educational Support
Job Mobility	Flexible Work Arrangement

Maternity and paternity leave are crucial for supporting employees in their roles as caregivers. We actively track and monitor parental leave policies and usage to ensure that our employees have access to adequate time off to care for their families and balance their work responsibilities. This helps us create a supportive and inclusive work environment where employees feel valued and respected.

Tracking the retention rate of parents is essential to understand the effectiveness of our parental leave policies and support systems. By monitoring how many parents choose to stay with the company after taking parental leave, we can evaluate the impact of our policies on employee satisfaction, engagement, and overall retention. This data helps us identify areas for improvement and ensure that we are providing the necessary support to help parents balance their work and family responsibilities effectively.

ACCESS TO GRIEVANCE MECHANISMS

We have established a mechanism to receive, document, and resolve complaints or grievances, which is accessible to all, whether within or outside our organization, who have concerns about potential acts of wrong doing. This platform provides individuals with an avenue to voice their concerns openly. Our employees are informed about our grievance handling process and Whistleblowing Policy.

We ensure swift and effective resolution of policy violations or inappropriate behavior. Our focus is on granting access to remediation and redress processes for victims of human rights violations. We aim for zero incidents of socioeconomic non-compliance.

	2023	2024	Target
Number of substantiated complaints concerning human rights violations	Zero	Zero	Zero

SUSTAINABILITY STATEMENT

HEALTH & SAFETY

Related UNSDGs:



In our pursuit of sustainable organizations, we prioritize employee health and safety. We aim to eliminate unsafe practices and promote a proactive “safety first” culture among our workforces. At DIGISTAR CORPORATION BERHAD, we seamlessly integrate workplace health and safety into our daily work routines, making it an integral part of every aspect of our operations. We enforce rigorous procedures to safeguard the physical well-being of our on-site employees and actively promote practices that contribute to the mental health enhancement of our workforce. We aim to achieve zero fatalities and Lost Time Incident Rate (“LTIR”).

SAFETY-FIRST CULTURE

DIGISTAR CORPORATION BERHAD strictly adheres to the laws and regulations in relation to occupational safety and health such as Occupational Safety and Health Act 1994 and Malaysia Employment Act 1955. The guidelines and legal requirements of these policies have been extended in our internal Occupational Safety and Health Policy as a signal to our employees about our commitment to creating a safety culture for all. Our Safety Officers are registered with Department of Occupational Safety and Health (“DOSH”).

We focus on improving occupational safety and health performance through establishing objectives, targets, and ongoing monitoring of key performance indicators. We ensure that every worker receives proper training and appropriate safety gear when needed.

SAFETY & HEALTH UPSKILLING

To enhance the skills and safety awareness of our people, we have implemented various initiatives. These include regular safety moments, safety inductions for all employees and contractors, and specialized training sessions covering emergency preparedness, worksite safety, electrical hazards and on-the-job training opportunities. In FYE 2024, a total of 67 participants received training on health and safety standards.

Malaysia operation	2023	2024
Number of employees trained on health and safety standards	52	15

In addition to training sessions, we maintain employee education on health and safety topics through newsletters. These communications highlight risky behaviors and safety hazards, ensuring continuous awareness among our workforces. Employees are actively encouraged to report potential health and safety hazards by sharing their concerns with their safety representative or supervisor.

SAFETY & HEALTH REPORTING

Our highest priority is ensuring the health, safety, and well-being of our employees, a commitment we uphold through diligent oversight and ongoing improvement efforts. The presence of an incident reporting mechanism enables us to record occurrences, leading to the development of mitigation plans and preventive measures aimed at reducing workplace incidents.

Malaysia operation	2023	2024
Total hours worked	1,226,200	1,320,680
Number of fatalities	Zero	Zero
Number of lost time injuries	Zero	Zero
LTIR	Zero	Zero

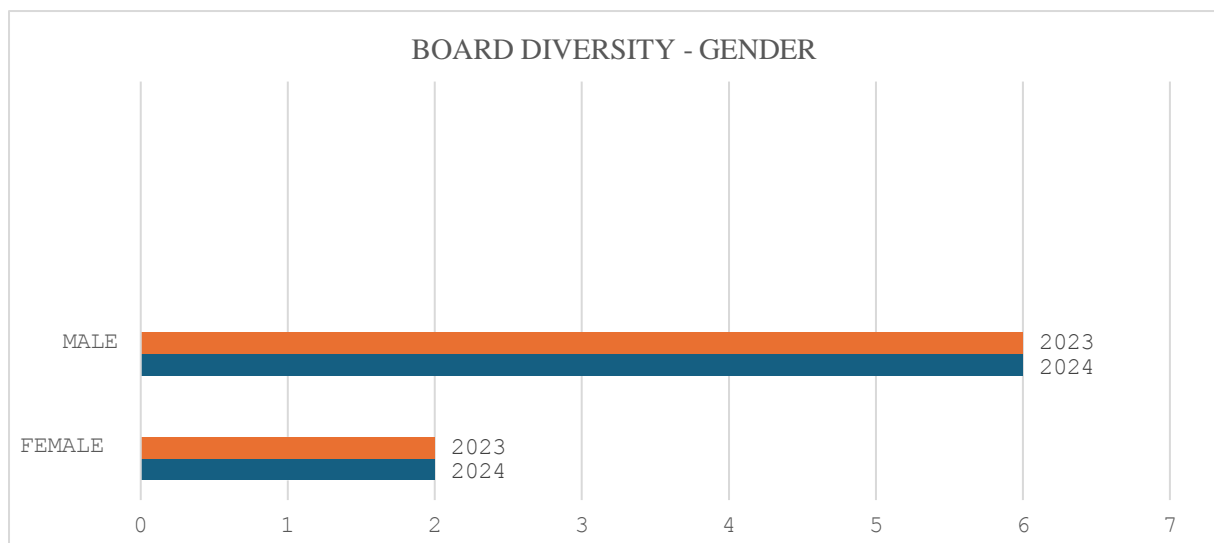
SUSTAINABILITY STATEMENT

DIVERSITY, EQUITY & INCLUSION

Related UNSDGs:



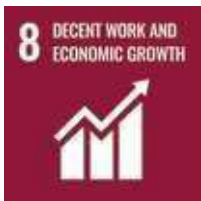
It is a strategic imperative to embrace the multifaceted dimensions of diversity, encompassing differences in race, gender, ethnicity, age, religion, cultural belief, disabilities, and sexual orientation. By appreciating and leveraging the distinctive talents of each employee, we not only enhance our workplace culture but also Digistar Corporation Berhad a multitude of benefits that have a positive impact on our operations. We endeavor to establish a workplace that is devoid of discrimination, marginalization, and harassment by ensuring a level playing field for all. At DIGISTAR CORPORATION BERHAD, employees receive competitive wages that are free from any form of gender discrimination. All decisions regarding career advancement, recognition, and rewards are approached in a fair and unbiased manner, strictly based on employees' performance and merit. We find strength from the diversity and inclusivity that characterize our workplace. As at 31 December 2024, the total number of employees stood at 3,584 employees with 11% being female and the remaining 89% being male. We are committed to achieving a target of 30% women's participation in leadership roles. To further promote diversity, inclusion, and gender equality in the workplace, DIGISTAR CORPORATION BERHAD also tracks the ratio of basic salary and remuneration of women to men. This practice ensures pay equity and fairness within the organization by identifying and addressing any disparities in compensation between male and female employees. By monitoring this ratio, we ensure that women are paid fairly for their work and have equal opportunities for advancement within the organization. The Nomination Committee endeavors to create a diverse pipeline with a good mix of people with varied experiences and backgrounds to enrich the organization including board composition. During the fiscal year under review, DIGISTAR CORPORATION BERHAD had 20% women directors on its board of the holding company. The Board has expressed the view that, given the status of the Group's business and lifecycle, prioritizing the right mix of skills on the Board is more crucial than strictly adhering to the proposed 30% threshold outlined in Practice 5.9. However, there is a continued commitment to achieving gender balance in senior management, the boardroom, and the workplace. Consequently, the Board is actively seeking potential women Directors and intends to appoint additional women Directors as suitable candidates are identified. Efforts will also be made to explore ways to enhance gender balance in today's workplace.





EMPLOYEE MANAGEMENT

Related UNSDGs:



At DIGISTAR CORPORATION BERHAD, our most precious assets are our employees, and our commitment to them is unwavering. We understand that a thriving organization is founded on a workforce that feels valued, empowered, and respected. In a secure and healthy workplace environment, we endeavor to provide all employees with equitable access to resources, benefits, and opportunities for skill development and career advancement. This approach not only fosters personal growth but also drives sustainable business expansion.

Talent Management Framework



SUSTAINABILITY STATEMENT

TALENT ACQUISITION & ONBOARDING

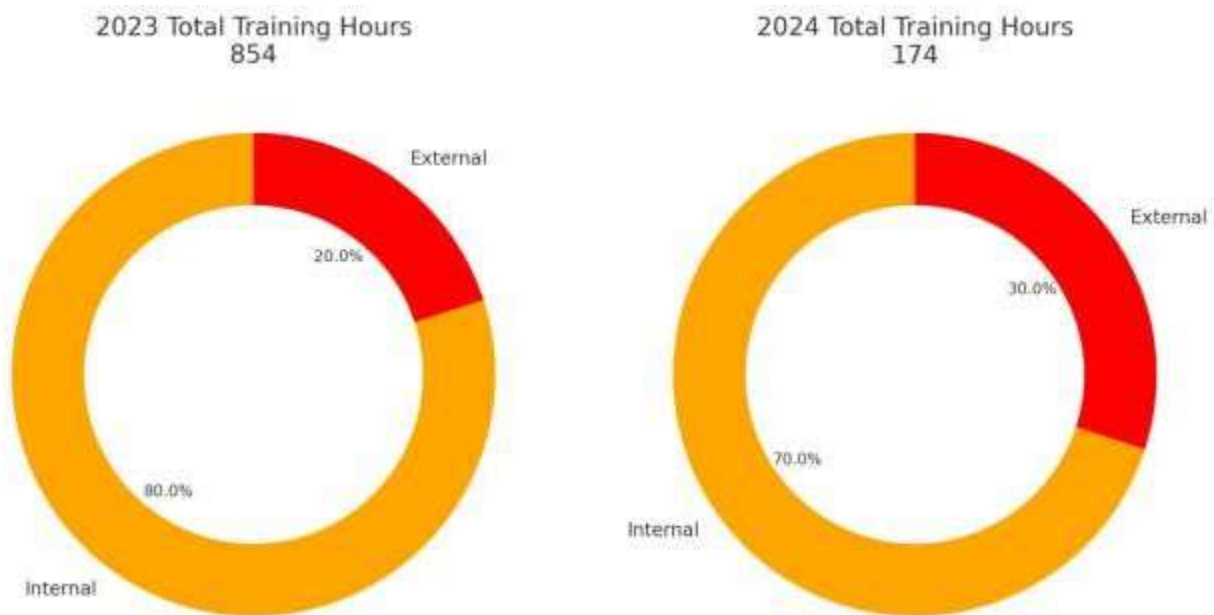
Our goal is to foster the growth and advancement of our existing workforce, facilitating their progression within DIGISTAR CORPORATION BERHAD. We are dedicated to maximizing opportunities for our internal talent pool.

In cases where internal promotion may not be viable, our Human Resource team proactively employs a diverse array of assessment tools, ensuring a fair and rigorous recruitment process. We select candidates based on alignment with specific job requirements and our Company objectives. Our goal is to attract, hire, develop, and retain individuals who will positively contribute to our mission. We ensure all new hire benefit from a comprehensive and consistent on-boarding programmed that incorporates personalized one-on-one support to facilitate a smooth transition into the organization.

UPSKILLING & RESKILLING

Empowering our people to excel enables the growth and success of the Company. To achieve this goal, we offer continuous learning opportunities designed to support our employees' personal and professional development.

In 2024, we remain committed to investing in training and development programmes, utilizing both physical and online channels. We spent 6,290 hours on training, both in internal and external learning and development programmes, increased by 20% as compared to total hours recorded in prior year.



PERFORMANCE MANAGEMENT & COMPENSATION

At DIGISTAR CORPORATION BERHAD, we firmly embrace our principles of being result-oriented, accountable, collaborative, and committed to shared success in driving both individual and team performance. These principles underscore our work culture, guiding us to achieve tangible outcomes, take ownership of our actions, foster teamwork, and celebrate collective achievements. At the beginning of each year, we ensure expectations setting conversations are initiated. Key performance indicators (“KPIs”), for both businesses and employees, are also in place to ensure that performance goals are aligned with our business goals. We conduct annual year-end performance review of our employees where we provide valuable feedback on their performance and achievements. This ongoing dialogue enables us to gain insights into our employees' developmental needs and career aspirations.

We recognize and reward exceptional performance through bonuses and promotions when one has delivered high-quality results and the demonstration of outstanding behavior. Our employees are rewarded and recognized for their contributions with competitive pay and benefits. DIGISTAR CORPORATION BERHAD regularly reviews our remuneration packages to ensure alignment within the Group and with our peers, under prevailing local market rates and practices.

SUSTAINABILITY STATEMENT

We implemented Human Resource Management System (“HRMS”) that is available online to empower our employees and managers to efficiently handle and access various aspects of their employment, including managing leave, appraisals, reviewing tax information, and accessing pay slips. The objective of the initiative is to reduce reliance on paper printing, contributing to a more environmentally sustainable approach within our Human Resource team’s operations.

SUCCESSION PLANNING

For critical and leadership roles, succession planning is vital to our long-term performance as part of our Group’s sustainability move. Our Nomination Committee, with the assistance from Audit and Risk Management Committee, will review the Group’s human resources plan including the succession management framework and activities. The succession planning across the Group is implemented by stages where training programmed also designed specifically for managerial staff. A detailed job description is established for each job level.

EMPLOYEE ENGAGEMENT

DIGISTAR CORPORATION BERHAD fosters a culture of engagement and inclusion through a range of activities such as annual dinner, festive season celebration and etc. We have also encouraged our employees to improve their physical well-being through participation in our company sports events and teambuilding activities.

EMPLOYEE RETENTION & ATTRIBUTION

Our turnover rate stood at 53% in FYE 2024. We aim to reduce our attrition rate by improving on our salary and reward scheme, creating a strong talent pipeline, and continuing to strengthen our talent development programmed.

Employee Category	Total numbers of new hires	
	2023	2024
Senior Management	0	0
Middle Management	10	11
Administrative Workforce	90	90
Technical Workforce	15	5
Total	115	106

Employee Category	Total numbers of turnover	
	2023	2024
Senior Management	0	0
Middle Management	9	17
Administrative Workforce	99	89
Technical Workforce	18	7
Total	126	113

SUSTAINABILITY STATEMENT



SOCIAL SUSTAINABILITY

SUPPLY CHAIN MANAGEMENT

Related UNSDGs:



DIGISTAR CORPORATION BERHAD prioritizes trust and integrity in all supplier relationships. As a responsible company in Malaysia and the region, we recognize our obligation to support our extensive supply chain, which includes small and medium sized enterprises, especially in recovering local economy.

Our commitment to ethical business practices extends throughout our supply chain, where suppliers are expected to actively uphold our values and principles in their operations.

We are dedicated to ensuring fairness and transparency in our procurement practices to select the most credible suppliers and collaborate with those who priorities social and environmental considerations. To facilitate this, our suppliers are efficiently engage in the following procurement processes:



At the start of a new project, identification of suitable suppliers and vendors relating to the quality of service and product output are among the key determinants during the tender or bid call. There is an internal checklist in the Supplier Registration Form released by the Procurement Department.

Suppliers must be environmentally and operationally sound, in addition to being a good fit with the Group's overall business goals and aspirations. Their good track record should also come with a clean bill of health for human rights and fair labour practices, no corruption or bribery and no pending environmental issues. All suppliers are to adhere to the Supplier Code of Conduct and the Non- Conformance policy defined under ISO 9001:2015 - Quality Management Systems. Hence, our suppliers are filtered through careful selection ensuring only the ones with appropriate criteria met are engaged.

At the end of the service contract period, the supplier audit for both environmental and operational excellence is carried out. At any point of the service period, should the supplier be found to be noncompliant in any environmental or operational issues, may lead to termination with compensation.

SUSTAINABILITY STATEMENT

COMMUNITY INVESTMENT

Related UNSDGs:



Digistar recognizes that good Corporate Social Responsibility (CSR) embrace all aspects of sustainable development and the way it affects people through its business operations. CSR is part and parcel of the way we do business. By adopting best practice across all aspect of our business, by constantly seeking initiatives which add value and by treating health and safety and environmental issues with priority we aim to achieve the future sustain- ability of our business in a responsible way.

We endeavor to be a responsible corporate citizen by actively engaging with and giving back to the communities in which we operate. We strongly believe that nurturing a positive relationship between businesses and communities enhances social inclusion and yields favorable outcomes in the long term.

As part of our commitment to community engagement, DIGISTAR CORPORATION BERHAD has made significant contributions totaling RM306, 080 in monetary and approximately RM1, 000 in non-monetary donations to various schools and charitable organizations such as old folk's homes, disability homes, orphanages and etc. This also includes our contributions to support fundraising events such as fun hunt and others.

These contributions reflect our dedication to supporting education, community development, and social welfare initiatives. Our contributions to schools and charity bodies aim to make a meaningful impact on the lives of individuals and communities in need. These donations help support educational programs, provide essential resources to schools and assist charitable organizations in addressing pressing social issues.

SUSTAINABILITY STATEMENT

	2023 RM	2024 RM	Target RM
Total amount invested where the target beneficiaries are external to DIGISTAR CORPORATION BERHAD	200,000	250,000	300,000
Total number of beneficiaries of the investment in communities (number of organizations)	15	20	25

Digistar Corporation actively supports community development through its internship programs, providing valuable opportunities for students and fresh graduates to gain practical experience in various fields, including technology, media, and infrastructure.

These programs are designed to equip participants with industry-relevant skills, enhance their employability, and foster talent development, particularly in underserved communities. Interns are mentored by experienced professionals, exposing them to real-world challenges and innovative solutions within the corporate environment. By bridging the gap between academic learning and professional requirements, Digistar's internship initiatives not only benefit participants but also contribute to the growth of skilled talent pools that support national development goals.



Digistar Corporation is committed to creating a positive impact on the communities it serves through strategic Corporate Social Responsibility (CSR) initiatives. The company focuses on key areas such as education, environmental sustainability, healthcare, infrastructure, and cultural development. Education initiatives include providing scholarships, upgrading schools, and offering skill-development programs to enhance employability in underserved areas. In environmental sustainability, Digistar promotes recycling, tree planting, and renewable energy projects while actively collaborating with local organizations to reduce carbon emissions. Healthcare programs focus on free medical check-ups, health education, and emergency support during crises through donations of essential supplies.

The company also invests in community infrastructure by improving access to clean water, rural electrification, and building community centers, alongside supporting public transportation and urban planning projects. To foster cultural and social development, Digistar sponsors cultural events, heritage preservation programs, and sports activities while partnering with NGOs to support marginalized groups. Current initiatives include setting up e-learning centers in rural schools, contributing to disaster relief efforts, and organizing environmental clean-up drives. These efforts reflect Digistar's dedication to sustainable development, inclusivity, and building long-term partnerships for the betterment of society.

SUSTAINABILITY STATEMENT

MOVING FORWARD

Moving forward, Digistar Corporation is committed to strengthening its position as a leader in technology, media, infrastructure, and property management by integrating innovation, sustainability, and digital transformation into its operations. The company aims to expand its market presence through strategic collaborations, particularly in emerging markets, while leveraging advanced technologies to enhance efficiency and customer experience. Sustainability remains a cornerstone of its strategy, with a strong focus on reducing environmental impact, optimizing resource usage, and supporting community development through impactful Corporate Social Responsibility (CSR) initiatives.

Digistar's sustainability goals align with global standards and prioritize environmental, social, and governance (ESG) principles. The company is working to reduce carbon emissions by adopting renewable energy, such as solar power, and improving energy efficiency across operations. Waste management programs, water conservation, and biodiversity initiatives further reflect its commitment to environmental stewardship. Socially, Digistar invests in community development through education, healthcare, and infrastructure projects, while ensuring inclusive workplaces and promoting skill development. Governance practices are upheld through strict compliance, transparency, and proactive risk management. Future commitments include transitioning to 50% renewable energy by 2030, achieving a 30% reduction in carbon emissions by 2028, and expanding investments in community welfare.

By aligning its business strategies with national goals and global trends, Digistar Corporation is poised to deliver long-term value to stakeholders, drive economic growth, and contribute to a sustainable and equitable future.

PERFORMANCE DATA TABLE FROM ESG REPORTING PLATFORM

DIGISTAR CORPORATION BERHAD as a Listed Issuer is required to provide mandatory ESG disclosures as part of the Main Market Listing Requirements, in line with the enhanced Sustainability Reporting Guide, 3rd Edition. The following performance data table, downloaded from the ESG Reporting Platform summarizes indicators that are pertinent against our Material Matters.

Indicator	Measurement Unit	2023	2024
Economic Performance			
Economic Value Generated	MYR	53 million	48 million
Economic Value Distributed	MYR	52 million	54 million
Economic Value Retained	MYR	1 million	-
Customer Satisfaction			
Customer Satisfaction Score	Percentage	76%	78%
Bursa (Anti-Corruption)			
Bursa C1(a) Percentage of employee who have received training on anti-corruption by employee category			
BOD	Percentage	95%	100%
Senior Management	Percentage	90%	95%
Middle Management	Percentage	85%	90%
Administrative Workforce	Percentage	80%	85%
Technical Workforce	Percentage	75%	85%
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0%	0%

Indicator	Measurement Unit	2023	2024
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0
Cybersecurity & Data Protection			
Bursa C8(a) Number of substantivized complaints concerning breaches privacy and losses of customer data	Number	0	0
Policy & Regulatory Compliance			
Number of case of fines that relates to non-compliance of ESG elements	Number	0	0
Climate Action			
Bursa C4(a) Total energy consumption	Megawatt	2181.33	2,715.91
Bursa C11(a) Scope 1 emissions in tonnes of CO2e	Metric tonnes	105.46	131.60
Bursa C11(b) Scope 2 emissions in tonnes of CO2e	Metric tonnes	1223.62	1523.14
Water Management			
Bursa C9(a) Total volume of water used	Mega litres	99.176	183.103
Human Rights			
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0	0
Bursa (Health & Safety)			
Bursa C5(a) Number of work related fatalities	Number	0	0
Bursa C5(b) Lost time incident rate (“LTIR”)	Rate	-	-
Bursa C5(c) Number of employees trained on health and safety standards	Number	52	15
Diversity, Equity & Inclusion			
Bursa C3(a) Percentage of employees by gender and age group, for each employee category			
Age Group by Employee Category			
Senior Management 18-20	Percentage	0.00%	0.00%
Senior Management 21-30	Percentage	0.00%	0.00%
Senior Management 31-40	Percentage	1.04%	1.09%
Senior Management 41-50	Percentage	0.52%	0.00%
Senior Management 51-60	Percentage	0.00%	0.54%
Senior Management above 60	Percentage	0.52%	0.54%
Middle Management 18-20	Percentage	0%	0.00%
Middle Management 21-30	Percentage	0.00%	1.09%
Middle Management 31-40	Percentage	1.55%	4.92%
Middle Management 41-50	Percentage	5.70%	4.37%
Middle Management 51-60	Percentage	5.18%	0%
Middle Management above 60	Percentage	0%	2.19%

Indicator	Measurement Unit	2023	2024
Administrative Workforce 18-20	Percentage	1.04%	0%
Administrative Workforce 21-30	Percentage	0%	1.64%
Administrative Workforce 31-40	Percentage	1.04%	0%
Administrative Workforce 41-50	Percentage	0%	11.48%
Administrative Workforce 51-60	Percentage	12.95%	0%
Administrative Workforce above 60	Percentage	26.94%	25.14%
Technical Workforce 18-20	Percentage	11.92%	16.39%
Technical Workforce 21-30	Percentage	11.40%	9.84%
Technical Workforce 31-40	Percentage	0%	3.83%
Technical Workforce 41-50	Percentage	3.10%	1.64%
Technical Workforce 51-60	Percentage	3.10%	0.55%
Technical Workforce above 60	Percentage	0.52%	7.10%
Gender Group by Employee Category			
Senior Management Male	Percentage	6.22%	3.28%
Senior Management Female	Percentage	3.63%	3.28%
Middle Management Male	Percentage	2.59%	1.09%
Middle Management Female	Percentage	1.04%	0.00%
Administrative Workforce Male	Percentage	1.04%	1.09%
Administrative Workforce Female	Percentage	1.04%	1.09%
Technical Workforce Male	Percentage	8.29%	10.38%
Technical Workforce Female	Percentage	6.22%	3.83%
Bursa C3(b) Percentage of Directors by gender and age group			
Male	Percentage	26.42%	29.51%
Female	Percentage	43.00%	38.80%
Under 30	Percentage	0%	0%
31 - 40	Percentage	25%	25%
41 - 50	Percentage	0%	0%
51 - 60	Percentage	12.50%	12.50%
Above 61	Percentage	62.50%	62.50%
Number of Board Directors	Number	8	8
Number of Women on The Board	Number	2	2
Employment Management			
Bursa C6(a) Total hours of training by employee category	Percentage	854	174
Senior Management	Hours	0	0
Middle Management	Hours	20	30
Administrative Workforce	Hours	265	120

Indicator	Measurement Unit	2023	2024
Technical Workforce	Hours	569	24
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0%	0%
Bursa C6 (c) Total number of employees turnover by employee category	Number	126	113
Senior Management	Number	0	0
Middle Management	Number	9	17
Administrative Workforce	Number	99	89
Technical Workforce	Number	18	7
Bursa (Supply Chain Management)			
Bursa C7(a) Proportion of spending on local suppliers	Percentage	98%	98%
Community Investment			
Bursa C2(a) Total amount invest in the community where the target beneficiaries are external to the listed issuer	MYR	250,000.00	300,000.00
Bursa C2(b) Total Number of beneficiaries of the investment in communities (number of organizations)	Number	15	20

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY (“Proposed Share Buy-Back Renewal”)

1. DISCLAIMER STATEMENT

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this proposed Renewal of Share Buy- Back Authority (“Statement”) prior to its issuance. Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

2. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE PURCHASE BY DIGISTAR CORPORATION BERHAD (“DIGISTAR” OR “THE COMPANY”) OF ITS OWN ORDINARY SHARES (“DIGISTAR SHARES(S)”) OR “SHARES(S)”) ON THE MAIN MARKET OF BURSA SECURITIES OF UP TO TEN PER CENTUM (10%) OF ITS EXISTING TOTAL NUMBER OF ISSUED SHARES (“PROPOSED RENEWAL”)

Any share buy-back, if implemented pursuant to the proposed Renewal, is expected to potentially benefit the Company and its shareholders as follows:

- (A) It will enable the Company to utilise its surplus financial resources which is not immediately required for other uses to purchase Digistar Shares from the market. This may help to stabilise the supply and demand of Digistar Shares traded on the Main Market of the Bursa Securities and thereby support its fundamental value;
- (B) The purchase of its own shares by Digistar, whether to be held as treasury shares or subsequently cancelled, will effectively reduce the number of Digistar Shares carrying voting and participation rights. Therefore, the shareholders of the Company may enjoy an increase in the value of their investment in Digistar due to the increase in the Company’s earnings per share; and
- (C) The purchased Digistar Shares can be held as treasury shares and resold on the Main Market of Bursa Securities at a higher price with the intention of realising potential gain without affecting the total number of issued shares of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

3. RETAINED PROFITS

Based on the audited financial statements for the year ended 30 September 2024, the retained earnings of the Company stood at RM5,206,633.

4. SOURCE OF FUNDS

The funding for the proposed Share Buy-Back will be from Company’s internally generated funds and/or borrowings. The actual amount of borrowings will depend on the financial resources available at the time of the proposed Renewal. The proposed Renewal will reduce the cash of the Company by an amount equivalent to the purchase price of Digistar Shares and the actual number of Digistar Shares to be bought back. There is no restriction on the type of funds which may be utilised for the proposed Renewal so long as it is backed by an equivalent amount of retained profits of the Company.

In the event of the Company decides to utilise external borrowings to finance the proposed Renewal, there will be a reduction in its net cash flow to the extent of the interest cost associated with such borrowings but the Board of Directors (“Board”) of Digistar does not foresee any difficulty in the serving of interest and repayment of the borrowings used for the proposed Share Buy-Back, if any. Based on the audited consolidated financial statements of Digistar as at 30 September 2024, the Group has a net cash and cash equivalent balance of approximately RM26,506,120.

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY (“Proposed Share Buy-Back Renewal”)

5. DIRECT AND INDIRECT INTEREST OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors, Substantial Shareholders and persons connected to the Directors and /or Substantial Shareholders (as defined in the Listing Requirements of Bursa Securities) have any direct or deemed interest in the Proposed Renewal of Shareholders’ Mandate for Share Buy-Back and resale of Treasury Shares (if any).

The effect of the Proposed Share Buy-Back Authority on the shareholdings of the Directors and Existing Major Shareholders of the Company based on the Register of Directors’ Shareholdings and Register of Substantial Shareholders as at 31 December 2024 assuming the Proposed Share Buy-Back Authority is carried out in full by the Company are as follows:

Directors’ Shareholdings

	Before the Proposed Share Buy-Back				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
Directors	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mejar (K) Datuk Wira Lee Wah Chong	-	-	126,875,549	26.700	-	-	126,875,549	29.514
Lee Jin Jean	109,523	0.023	-	-	109,523	0.025	-	-
Lee Chun Szen	109,523	0.023	-	-	109,523	0.025	-	-
Lee Mey Ling	83,333	0.018	-	-	83,333	0.019	-	-

Notes:-

(1) The indirect interest of 126,875,549 shares comprised:

- 126,656,503 shares held by LWC Capital Sdn Bhd (“LWCSB”) by virtue of his interest in LWCSB.
- 109,523 shares held by his daughter, Lee Jin Jean pursuant to Section 59(11)(c) of the Companies Act 2016.
- 109,523 shares held by his son, Lee Chun Szen pursuant to Section 59(11)(c) of the Companies Act 2016.

Substantial Shareholders’ Shareholdings

	Before the Proposed Share Buy-Back				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
Substantial Shareholders	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mejar (K) Datuk Wira Lee Wah Chong	-	-	126,875,549	26.700	-	-	126,875,549	29.514
LWC Capital Sdn Bhd	126,656,503	26.654	-	-	126,656,503	29.463	-	-

Notes:-

(1) The indirect interest of 126,875,549 shares comprised:

- 126,656,503 shares held by LWC Capital Sdn Bhd (“LWCSB”) by virtue of his interest in LWCSB.
- 109,523 shares held by his daughter, Lee Jin Jean pursuant to Section 59(11)(c) of the Companies Act 2016.
- 109,523 shares held by his son, Lee Chun Szen pursuant to Section 59(11)(c) of the Companies Act 2016.

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY (“Proposed Share Buy-Back Renewal”)

6. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

For the potential advantages of the proposed Share Buy-Back to the Company and its shareholders, kindly refer to section 2 of this Statement.

The potential disadvantages of the proposed Share Buy-Back to the Company and its shareholders are as follows:

- (a) the proposed Share Buy-Back will reduce the financial resources of the Digistar and its subsidiaries (“Group”) and may result in the Group forgoing better investment opportunities that may emerge in the future;
- (b) the cash flow of the Company may be affected if the Company decides to utilise bank borrowings to finance a share buy-back;
- (c) as the proposed Share Buy-Back can only be made out of the retained profits of the Company, it will result in a reduction in the financial resources available for distribution to shareholders of the Company in the immediate future; and
- (d) the proposed Share Buy-Back will reduce the consolidated net assets of the Company if the purchase price of Digistar Shares is higher than the consolidated net assets of the Company at the time of purchase.

Nevertheless, any share buy-back to be undertaken pursuant to the proposed Renewal is not expected to have any potential material disadvantages to the Company and its shareholders as the Company would purchase Digistar Shares only after the Board has given due consideration to its potential impact on the Company’s earnings and financial position and the Board will be mindful of the best interest of the Company and its shareholders to do so.

7. PUBLIC SHAREHOLDING SPREAD

As at 31 December 2024, the public shareholding spread of the Company based on the Issued Share Capital was 73.29%. Assuming the Proposed Renewal of Shareholders’ Mandate for Share Buy-Back of 10% of the total number of issued share capital of the Company is carried out in full, and the number of the Company Shares held by the substantial shareholders, Directors and persons connected to the substantial shareholders and/or Directors remain unchanged, the public shareholding spread of the Company would reduce to approximately 70.47%. However, the Company will ensure that it will not purchase its own Shares which will result in the Company’s public shareholding spread falling below the minimum requirement of 25%.

Notwithstanding the above, the Company, in implementing any share buy-back, will be mindful in ensuring that the aforesaid public shareholding spread requirement under paragraph 8.02(1) of the Main Market listing Requirements of Bursa Securities is met and maintained at all times.

8. Financial Effect

The financial effects of share buy-back under the proposed Share Buy-Back on the share capital, earnings, net assets (“NA”), dividend, working capital, substantial shareholders’ and directors’ shareholdings of Digistar are set out below:

(A) Share Capital

Assuming the Proposed Renewal Shareholders’ Mandate for Share Buy-Back is carried out in full by the Company, the maximum number of shares that the Company can cancel is limited to 47,764,111 shares. The proforma effect on total number of issued share capital of the Company of such a cancellation of shares is summarised below:

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY (“Proposed Share Buy-Back Renewal”)

	No. of Shares
Total number of issued Share Capital as at 31 December 2024	477,641,115
Less: Maximum number of Shares that may be cancelled	47,764,111
Reduced Issued and Paid-Up Share Capital in the event that the Purchased Shares are cancelled	429,877,004

The proforma effects of share buy-back pursuant to the proposed Renewal on the share capital of Digistar will depend on the intention of the Board with regards to the treatment of the purchased Digistar Shares. If the purchased Digistar Shares are cancelled, it will result in a reduction of the total number of issued shares of the Company as shown in the table above. Conversely, if the purchased Digistar Shares are retained as treasury shares, there will be no effect on the total number of issued shares of Digistar. Nevertheless, certain rights attached to the Digistar Shares will be suspended while they are held as treasury shares.

(B) Earnings

The effects of share buy-back under the proposed Renewal on the earnings of the Group would depend on the purchase price and the number of Digistar Shares purchased. The effective reduction in the total number of issued shares of the Company pursuant to a share buy-back will, generally, with all else being equal, have a positive impact on the consolidated earnings per share of the Company.

(C) NA

The effect on the consolidated NA of the Company will depend on the number of Digistar Shares to be purchased, the purchase price of the Digistar Shares, the effective cost of funding and the treatment of the purchased Digistar Shares.

Share buy-back will reduce the NA per Digistar Share when the purchase price exceeds the NA per Digistar Share at the time of purchase. On the other hand, the NA per Digistar Share will increase when the purchase price is less than the NA per Digistar Share at the time of purchase.

(D) Dividend

No dividend has been declared in respect of financial year ended 30 September 2024. Barring unforeseen circumstances, the dividends to be declared by Digistar, if any, in respect of the current financial year ending 30 September 2024 would depend on amongst others, the cash availability, retained profits, cash flow position and funding requirements of the Digistar Group.

(E) Working capital

Share buy-back pursuant to the proposed Renewal would reduce funds available for working capital purposes of the Company, the quantum of which would depend on the purchase price, the actual number of Digistar Shares purchased and any associated costs incurred in making the purchase.

9. IMPLICATION OF THE MALAYSIAN CODE ON TAKEOVERS AND MERGERS 2016 (THE “CODE”)

Pursuant to the Code, a person, and any person acting in concert with him, will be required to make a mandatory general offer (“Go”) for the remaining shares of the Company not already owned by him/them if his/their stake in the Company is increased to beyond 33% or if his/their shareholding is between 33% and 50% and increases by another 2% in any six (6)-month period. However, an exemption from undertaking a Go may be granted by the Securities Commission Malaysia (“SC”) under the Code.

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY ("Proposed Share Buy-Back Renewal")

Based on the Register of Substantial Shareholders as at 31 December 2024, the substantial shareholder of the Company, namely LWC CAPITAL SDN BHD has a shareholding of 126,656,503 shares, through its direct shareholdings, representing approximately 26.654% equity interest in the Company.

The Board does not anticipate any implication relating to the Code on the Company and its Shareholders in the event the Proposed Share Buy-Back Authority of up to ten percent (10%) of the issued and paid-up capital of the Company is carried out in full.

10. PURCHASE, RESALE, TRANSFER AND CANCELLATION OF TREASURY SHARES IN THE PRECEDING 12 MONTHS

In the preceding 12 months from the LPD, the Company did not purchase any Digistar Shares from the open market or transfer, resale and/or cancel any treasury shares.

11. HISTORICAL SHARE PRICE

The monthly highest and lowest share prices of the Digistar Shares as traded on Main Market of Bursa Securities for the past 12 months from January 2024 to December 2024 are set out below:

	HIGH (RM)	LOW (RM)
2024		
January	0.090	0.065
February	0.080	0.060
March	0.070	0.060
April	0.070	0.055
May	0.060	0.045
June	0.070	0.050
July	0.065	0.055
August	0.060	0.050
September	0.060	0.050
October	0.060	0.045
November	0.055	0.050
December	0.055	0.045
last transacted share price on LPD		0.050

(Source: Bloomberg)

12. DIRECTORS' STATEMENT

Your Directors, having considered all aspects of the proposed Renewal, are of the opinion that the proposed Renewal is in the best interest of the Company.

13. DIRECTORS' RECOMMENDATION

Your Directors are of the opinion that the proposed Renewal is the best interests of the Company and its shareholders. Accordingly, your Directors recommend that you vote in favour of the resolution in relation to the proposed Renewal to be tabled at the forthcoming Annual General Meeting ("AGM").

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY ("Proposed Share Buy-Back Renewal")

14. OTHER INFORMATION

There is no other information concerning the proposed Renewal as shareholders and other professional advisers would reasonably require and expect to find in the Statement for the purpose of making an informed assessment as to the merits of approving the proposed Renewal and the extent of the risks involved in doing so.

Appendix I

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board of the Company who, individually and collectively, accept full responsibility for the accuracy of the information contained in this Statement and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DOCUMENT FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at Unit No. EL-11-07, Amcorp Business Suite, Menara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor during normal business hours from the date of this Statement to the date of the Twenty-Second AGM :-

- (a) Constitution of the Company; and
- (b) Audited consolidated financial statements of the Company for the financial years ended 30 September 2023 and 30 September 2024.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of Digistar Corporation Berhad (“DCB” or “the Company”) is committed to uphold the high standards of corporate governance throughout DCB and its subsidiaries (“the Group”) with the ultimate objective of realising long-term shareholder value while taking into account the interest of other stakeholders. This Corporate Governance Overview Statement sets out the extent to which the Company has applied the practices encapsulated in the Principles of the Malaysian Code on Corporate Governance (“MCCG”) except where stated otherwise.

Details of the Group’s application of each practice set out in the MCCG are disclosed in the Corporate Governance Report, which is available on the Group’s website at www.digistar.com.my.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

I. Board Responsibilities

Practice 1.1 - Board duties and responsibilities

The Board is responsible for the overall oversight and management of the Group. The Board has established clear functions reserved for the Board and those delegated to Management to enhance accountability. There is a formal schedule of matters reserved to the Board for its deliberation and decision to ensure the direction and control of the Company are in its hands. Key matters reserved for the Board include inter-alia, quarterly and annual financial statements for announcement, investment and divestment, as well as monitoring of the Group’s financial statements and operating performance. Such delineation of roles is clearly set out in the Board Charter (“Charter”), which serves as a reference point for the Board activities. The Charter provides guidance for directors and Management regarding the responsibilities of the Board, its Committees and management, the requirements of Directors in carrying out their stewardship role and in discharging their duties towards the Company as well as boardroom activities. The Board is committed to take full responsibility for the overall corporate governance of the Group.

In performing its duties, the Board is guided by the Board Charter that sets out amongst others its roles, composition, responsibilities, powers, board committees and board meeting. The key elements of governance principles embedded in the Board Charter regulate the Board’s conducts and guide the business strategic initiative of the Group. The Board Charter is available on the Company’s website at www.digistar.com.my

The Board has established three (3) Board Committees, namely Audit and Risk Management Committee, Nomination Committee and Remuneration Committee that are delegated with specific responsibilities and authorities to assist the Board in executing its duties and to provide the Board with recommendations and advice. The delegation of authority to the Committees enables the Board to achieve operational efficiency, by empowering each Committee to review, report and make recommendations to the Board on matters relevant to their roles and responsibilities. Each Committee is governed by its own Terms of Reference which sets out its functions and duties, composition, rights and meeting procedures. These Terms of Reference are reviewed periodically in accordance with the needs of the Company and taking into account the changes in the business, governance and legal environment that may have an impact on the discharge of the Committees’ duties and responsibilities.

The Chairmen of the various committees will report to the Board the outcome of the Committee meetings which will be recorded in the minutes of the Board meeting. The ultimate responsibility for decision making, however, lies with the Board.

Practice 1.2 and 1.4 – The Board Chairman

The Independent Non-Executive Chairman, Tan Sri Dato’ Ir. Hj. Zaini bin Omar is capable to lead the Board based on his entrepreneurial leadership and at the same time guided by the independent advice and views from the Independent Directors, who offer the necessary checks and balances in the decision-making process of the Board. The Chairman plays an instrumental role in providing leadership to the Board for all aspects of the Board’s roles and responsibilities, ensuring that operations conform to the Board’s strategic directions, Company’s vision and corporate policies, as well as facilitating the communication and understanding between the Management and the Board. The Chairman presides over board meetings and ensures that all directors’ views are heard, ensures sufficient time for discussion of each agenda, and provides fair opportunity to all directors to participate actively and constructively during the meetings and discussions.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board has put in place safeguard mechanisms in the form of checks and balance to prevent the exercising of undue influence on Committee-level deliberations by the Chairman of the Board. The decision-making processes of the respective Committees are collectively made in accordance with the Terms of Reference of each Committee, as well as all other applicable policies and procedures. Tan Zaini, who is respected by both Directors and Management for his broad knowledge, vast past experience and dynamism, has continuously promote objectivity across the Board Committees. More information on the Tan Sri Zaini's detailed experience and background can be found in the Annual Report 2024. Tan Sri Zaini also showed impartiality in his judgement and conduct.

Given the diverse skills and competencies of the Directors, particularly the Independent Directors and the Chairman's wealth of experience, the NC and RC are often able to leverage on the knowledge, accumulated experience and insights of the Chairman in making key Committee decisions, that are made in the best interests of the Company.

Practice 1.3 - Separation In The Roles Of Chairman And Chief Executive Officer

There is clear division of the roles and responsibilities between the Company's Chairman and Group Managing Director to ensure a balance of control, power and authority. The Board is led by Tan Sri Dato' Ir. Hj. Zaini bin Omar as Independent Non-Executive Chairman and the executive management is led by Mejar (K) Datuk Wira Lee Wah Chong, the Group Managing Director. The Chairman is responsible for ensuring Board effectiveness and conduct of the Board. The Group Managing Director assumes the overall responsibility for the Group's operational activities and effectiveness and implements the Board's policies, strategies and decisions. The Group Managing Director is responsible to the Board for day-day management of the Company and the Group. The role of the Chairman and the Group Managing Director are clearly defined in the Board Charter.

Practice 1.5 - Company Secretary

The Board is supported by Company Secretary in discharging its duties and functions who is a member of the Malaysia Institute of Chartered Secretaries & Administrators ("MAICSA"). The appointment of Company Secretary is based on the capability and proficiency as determined by the Board. The Directors have unrestricted access to the advice and services of the Company Secretary to enable the Directors to discharge their duties effectively. The Company Secretary ensures that the Board is regularly updated on their obligations under relevant regulatory requirements such as Main Market listing Requirements ("MMLR") of Bursa, codes or new statutes issued from time to time and are fulfilled in a timely manner.

The Company Secretary also attends all Board, Board Committee and general meetings, and ensure that deliberations at the meetings are accurately minute and kept in the minutes books and subsequently communicated to the relevant party for necessary actions. Such minutes of meetings are confirmed by the respective Board Committees and signed by the Chairman of the meeting.

All Directors have unrestricted access to the advice and services of the Company Secretary for the purposes of the Board's affairs and the business of the Group.

Practice 1.6 - Information and support for Directors

The Board papers comprising of due notice of issues to be discussed and supporting information and documentations were provided to the Board at least seven (7) days before the date of the meeting. This is to ensure that the Directors are given sufficient time to read the Board papers and seek any clarification that they may need from Management or to consult the Company Secretaries or independent advisers before the Board Meetings, if necessary.

This enables the Directors to discuss the issues effectively at the board meetings. The Board has access to all information within the Company as a full Board to enable them to discharge their duties and responsibilities and is supplied in a timely basis with information and reports on financial, regulatory and audit matters by way of Board papers for informed decision making and meaningful discharge of its duties. All Directors have direct access to the advice and services of the Company Secretary who is responsible for ensuring the Board's meeting procedures are adhered to and that applicable rules and regulations are complied with.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Chairman of the Board Committees, namely, the Audit and Risk Management Committee, Remuneration Committee and Nomination Committee briefs the Board on matters discussed as well as decisions taken at the meetings of their respective Board Committees meetings. When necessary, all Directors may whether as a full Board or in their individual capacity, seek independent professional advice, including the internal and external auditors, at the Company's expense to enable the directors to discharge their duties with adequate knowledge on the matters being deliberated.

Practice 2.1 – Board Charter

The responsibilities and duties of all the Board Members, Board committees and Management are clearly stated in the Board Charter and it is made available for reference on the Company's website. It serves to ensure that all the parties mentioned above who act on the Group's behalf are aware of their expanding roles and responsibilities. It shall be reviewed and updated from time to time to reflect changes to the amendments of relevant rules and regulations.

The Management is accountable for the execution of the corporate objectives and policies set by the Board. The Board has delegated specific responsibilities to the committees to assist the Board in the effective operations and the governance of the Group. The functions and Terms of Reference of the committees have been defined by the Board in the Terms of Reference of the respective committees.

These committees are Audit and Risk Management Committee, Nomination Committee and Remuneration Committee. The Terms of Reference of these committees are available in the Company's website. The duties and responsibilities of the Chairman and Group Managing Director are distinct and separate with clear division of responsibilities.

Practice 3.1 - Code of Conduct and Ethics

Good governance at all levels is essential for sustainable development. The Board is committed to embrace the highest standards of corporate governance practices and ethical standards throughout the Group.

In this respect, The Board has formalised a Director's Code of Conduct, setting out the standards of conduct expected from Directors to inculcate good ethical conduct, the Group has established a Code of Conduct for employees. The Board recognises the importance of adhering to the Code of Conduct and has taken measures to put in place a process to ensure its compliance. Both codes are available on the Company's website at www.digistar.com.my

Practice 3.2- Whistle-blowing Policy

The Board is committed to achieve and maintain high standards of corporate governance practices across the Group. The Board has formalised a Whistle-blowing Policy, with the aim of providing an avenue for raising concerns relating to possible breaches of business conduct, non-compliance of laws and regulatory requirements as well as other malpractices.

Further details pertaining to the Whistle-blowing Policy can be found at the Company's website.

Practice 4.1 – Responsibility for the Governance of Sustainability

The Group's sustainability practices focus on ensuring that economic, environmental and social risks and opportunities are tied in with the governance framework and social responsibilities. The Group strives to adopt a progressive approach in integrating sustainability in everything that they did. The Group endeavour to manage their business in a socially responsible manner that align to the Group's business strategy.

Practice 4.2 – Effective Communication with Stakeholders

The Group's managed to remain sustainable and generating long-term shareholder value mainly influenced by several internal and external factors. Each material factor presents unique risks and opportunities to the organization and is a key consideration in the Group's approach to strategies formulation and execution as it

CORPORATE GOVERNANCE OVERVIEW STATEMENT

substantially influences the assessments and decisions of Group's internal and external stakeholders. The Group regularly review these factors to assess their impact on the business model over the near, medium and long term.

Practice 4.3 – Sustainability Issues

The Board has committed to stay abreast with the latest development in the sustainability issues relevant to the Group. The Board gains access to the sustainability issues updates via news, publications from relevant agencies to achieve sustainable long-term value.

Practice 4.4 – Performance Evaluations of the Board and Senior Management

The Nomination Committee has carried out an evaluation of the effectiveness of the Board and Board Committees and individual Directors. This includes the Role and Responsibilities of the Board; the Board composition; Information to the Board; Conduct of Board meetings, Performance Evaluation on Board and Board Committees and Directors' self-assessments. The Nomination Committee reviewed the outcome of the evaluation exercise and the areas for continuous improvement.

Management's commitment in taking into account Sustainability considerations when implementing Company strategies, business plans and risk management policies/procedures is, amongst others one of the criteria in their performance assessment. The Board's observations and Management's feedback had been consistent on the need for focus and attention in Sustainability whereby Environmental, Social and Governance practices will remain as one of the areas requiring ongoing attention for continuous improvement.

Practice 5.1 – Responsibilities of Nomination Committee

Practice 5.7 – Appointment and Reappointment of Directors

The Nomination Committee performs a Board Assessment on an annual basis to ensure that the right group of people with appropriate mix of skill was appointed.

During the financial year, the Nomination Committee conducted an assessment of Directors who are seeking for re-election and retention at the 21st Annual General Meeting ("AGM") and concluded that Tan Sri Dato Ir. Hj. Zaini Bin Omar and Ms. Lee Jin Jean are eligible for re-election pursuant to Clause 100 of the Company's Constitution.

Statement Accompanying the Notice of Annual General Meeting is provided on directors seeking re-election. The Profile of Directors presented in the Annual Report provides information on directors such as age, gender, designation and experience. The interests of directors are also provided in the Annual Report.

Practice 5.2, 5.3 and Step Up 5.4 – Independent Directors

The Board currently consists of seven (7) members, comprising One (1) Independent Non-Executive Chairman, One (1) Senior Independent Non-Executive Director, One (1) Independent Non-Executive Director, One (1) Group Managing Director and Three (3) Executive Directors. The Board and the Nomination Committee are assessing and addressing the matter with the objective of increasing the member of Independent Directors.

In line with the recommendation of the Code, the tenure of an Independent Director of the Company shall not exceed a cumulative term of nine (9) years. An Independent Director may continue to serve the Board subject to re-designation of the Independent Director as a Non-Independent Director. In the event the Board intends to retain the Independent Director as an Independent Director after serving a cumulative term of nine (9) years, shareholders' approval will be sought.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Practice 5.5 and 5.6 – Diversity on Board and in Senior Management & Sourcing of Directors

The Board and the Nomination Committee take into account the current diversity in the skills, experience, age, race/ethnicity (cultural background) and nationality of the existing Board in seeking potential candidate(s).

The Board strongly views that diversity of the Board’s composition is important to facilitate optimal decision-making by harnessing different insights and perspectives. The Committee has the responsibility to ensure that the Board comprises suitably qualified members that demonstrate appropriate qualities and experience that contribute to the effective oversight and stewardship.

During the financial year, no new Director was appointed. The Board decided to maintain the optimum Board size at 7 based on the review of the Board composition. The optimal size would enable effective oversight, delegation of responsibilities and productive discussions amongst members of the Board.

Appointments of new Directors are undertaken by the Board as a whole after considering the recommendations of the Nomination Committee. Potential candidates may be proposed by any current Board member, shareholder or senior management personnel or by utilising independent sources such as recruitment firms or through industry associations. In considering potential candidates for appointment, the Nomination Committee undertakes a thorough review of the candidate’s criteria, amongst others, qualifications, skills, knowledge, expertise, experience, personal attributes and the capability to devote the necessary time and commitment to the role. As part of the recruitment exercise, the Nomination Committee will utilise various independent sources to ensure that it is able to identify the most suitable candidates.

Practice 5.8 – Nomination Committee

The nomination Committee conducted an assessment of the performance of the Board, as a whole, the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee and individual Directors, based on a self and peer assessment approach. From the results of the assessment, including the mix of skills and experience possessed by Directors, the Board considered and approved the recommendations on the re-election and re-appointment of Directors at the Company’s forthcoming Annual General Meeting.

Full details of the Nomination Committee’s duties and responsibilities are stated in its Term of Reference which is available on the Company’s website.

The Nomination Committee comprises the majority of Independent Non-Executive Directors and chaired by the Independent Director. The Committee meets as and when required, at least once a year. During the financial year, one (1) meeting was carried out, with attendance as follows:

Name of Director	Designation	No. of Meetings Attended
Tan Sri Dato’ Ir. Hj. Zaini Bin Omar	(Chairman)	1/1
Dato’ Haji Ishak Bin Haji Mohamed	(Member)	1/1
Mr. Thee Kok Chuan	(Member)	1/1

During the financial year, the Nomination Committee had carried out the following activities:

The responsibilities and duties of the Committee are as follows:

- i. Review Board and Senior Management succession plans;
- ii. Review Board and Gender diversity;
- iii. Review the training needs/training programs for the Board and facilitate Board induction and training programs;
- iv. Implement an annual assessment on the effectiveness and performance of the Board as a whole, the committees of the Board, as well as the contribution/performance of each individual Director, including Non-Executive Directors and Executive Director(s);
- v. Review the required mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Practice 5.9 – Gender Diversity

The evaluation of the suitability of candidates is based on the candidates' competency, character, time commitment, integrity and experience in meeting the needs of the Company. The Nomination Committee, will however continue to take steps to ensure that gender, age and ethnicity of the candidates will be taken into consideration as part of its recruitment exercise.

Practice 5.10 – Policy on Gender Diversity

The Board has no specific policy on gender, age and ethnicity for candidates to be appointed to the Board and senior management. The evaluation of the suitability of candidates is based on the candidates' competency, character, time commitment, integrity and experience in meeting the needs of the Company. The Nomination

Committee, will however continue to take steps to ensure that gender, age and ethnicity of the candidates will be taken into consideration as part of its recruitment exercise.

Practice 6.1 – Evaluation for Board, Board Committees and Individual Directors

The Nomination Committee annually performs a board self-evaluation to evaluate the performance of the Board, Board Committees and individual Directors, in order to verify that the Board is operating effectively and efficiently as a whole. Each Director completed a detailed questionnaire in the Directors' Performance Evaluation which covered matters relevant to the Board performance, among other things, contribution to interaction, quality of input, understanding of role and personal developments. An evaluation of each Board Committee was done by assessing the structure, roles and responsibilities, performance of the respective Chairman, as well as Committee's performance against its Term of Reference. The assessment was internally facilitated, whereby results of the assessments had been compiled, documented and reported to the Board accordingly, as part of the Company's ongoing corporate governance practices.

Based on the assessment carried out during the financial year, the Nomination Committee had concluded the following:-

- a) The Board was found to be competent and had a dynamic and balanced mix of skills and experience wherein the Directors were able to contribute effectively to the Board's decision making process.
- b) The current structure, size and composition of the Board, which comprises people who possess a wide range of expertise and experience in various fields with diverse backgrounds and specialisations, would enable the Board to lead and manage the Company effectively
- c) The Directors had discharged their responsibilities in a commendable manner, acted competently, contributed effectively to the Board and demonstrated full commitment to their duties as Directors.
- d) The Board and Board Committees had contributed positively to the Company and its subsidiaries and were operating in an effective manner
- e) The Board Chairman had performed in an excellent manner and contributed to the Board
- f) The performances of the Board Committees were found to be effective.

In order to ensure a person to be appointed or elected/re-elected as Director possesses the necessary quality and character as well as integrity, competency and commitment, the Board has adopted a Directors' Fit and Proper Policy. This policy serves as a guide for the Nomination Committee and the Board in their review and assessment of candidates that are to be appointed as well as Directors who are seeking for re-election. The policy is accessible on the Company's website at www.digistar.com.my.

The Board is mindful of the importance for its members to undergo continuous training to be apprised on changes to regulatory requirements and the impact of such regulatory requirements have on the Group. All directors have attended the Mandatory Accreditation programme ("MAP") as required by the MMLR on all directors of listed companies and the Board will continue to evaluate and determine the training needs of its Directors on the on-going basis. During the financial year, the Directors have attended various seminars or briefings which they have collectively or individually considered it useful in discharging their stewardship responsibilities.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Company Secretary circulates the relevant guidelines on statutory and regulatory requirements from time to time for the Board’s reference and brief the Board on these updates, where applicable. The Accountant and External Auditors also brief the Board members on any changes to the Financial Reporting Standards that affect the Group’s financial statement during the financial year under review. The Directors continue to undergo relevant training programmes to further enhance their skills and knowledge in the discharge of their stewardship role.

During the financial year, all the Directors had participated in various training programs. Particulars of the seminars and courses attended are as follows:

Name of Director	Date	Programmes/Seminar
Tan Sri Dato’ IR. HJ. Zaini Bin Omar	24 January 2024	Advocacy Session on Corporate Disclosure
Mejar (K) Datuk Wira Lee Wah Chong	24 January 2024	Advocacy Session on Corporate Disclosure
Dato’ Haji Ishak Bin Haji Mohamed	24 January 2024	Advocacy Session on Corporate Disclosure
Mr. Thee Kok Chuan	10 October 2023 30 November 2023 14 December 2023 24 January 2024 31 January 2024 05 February 2024 06 February 2024 07 February 2024 19 June 2024 10 September 2024	ESG Matters @ ACCA: Integrating Sustainability into Financial Planning and Decision-Making Preparation and Implementation e-Invoice in Malaysia MIA Digitalising Corporate Governance Advocacy Session on Corporate Disclosure Double Materiality Assessment for Sustainability Reporting: Challenges of Regulatory Evolutions Minutes Writing – Beginner Guide For Company Secretaries Cessation of Companies & Limited Liability Partnerships Comtrac Morning Talk: Companies (amendment) Bill 2023 New Expert Briefing on The New Capital Gain Tax Climate Governance Malaysia (“CGM”) National Climate Governance Summit
Ms. Lee Mey Ling	24 January 2024	Advocacy Session on Corporate Disclosure
Ms. Lee Jin Jean	24 January 2024	Advocacy Session on Corporate Disclosure
Mr. Lee Chun Szen	24 January 2024	Advocacy Session on Corporate Disclosure

III. Remuneration

Practice 7.1 – Remuneration Policy

The Remuneration Committee, established by the Board, is responsible for setting the policy framework and recommending to the Board the remuneration of Directors so as to ensure that the Company is able to attract and retain its Directors needed to run the Group successfully. The components of Directors’ remuneration are structured so as to link rewards to corporate and individual performance in the case of executive Directors. In the case of non-executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the individual non-executive Director concerned. Directors do not participate in discussion of their individual remuneration. The remuneration details for the Executive and Non-Executive Directors of the Company are disclosed in the Corporate Governance Overview Statement in the Annual Report 2024 which was published on the Company’s website at www.digistar.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board has recognized the need to establish a fair and transparent Remuneration Policy with the objective to guide the Group in attracting, retaining and motivating highly qualified individuals to serve on the Board and key senior management. On a yearly basis, the Remuneration Committee reviewed and recommended to the Board the remuneration packages of the Executive Directors, while the remuneration for the Non- Executive Directors was determined by the Board as a whole. Fees and benefits payable to the Directors are subject to approval by the shareholders at the Company’s AGM. The affected Directors had abstained from participation in deliberations and decisions regarding their individual remuneration.

The remuneration was structured to align rewards to corporate and individual performances besides adequately compensate the Directors for risks and complexities of the duties and responsibilities they assumed. The Remuneration Committee also obtained data for similar roles of other public listed companies in the same industry for comparison.

All Executive Directors and key Senior Management are subject to an annual performance rating which serves as a basis to determine their variable compensation payments. The appraisal process will assess the individual performance against the Key Performance Indicator targets and competency capability in meeting the Group’s core values and Leadership and Management Expectations.

Practice 7.2 - Remuneration Committee

The Remuneration Committee, established by the Board, is responsible for setting the policy framework and recommending to the Board the remuneration of Directors so as to ensure that the Company is able to attract and retain its Directors needed to run the Group successfully. The components of Directors’ remuneration are structured so as to link rewards to corporate and individual performance in the case of executive Directors. In the case of non-executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the individual non-executive Director concerned. Directors do not participate in discussion of their individual remuneration.

Majority of Remuneration Committee Members are Independent Non-Executive Directors. During the financial year, one (1) meeting was carried out with attendance as follows:

<u>Name of Director</u>	<u>Designation</u>	<u>No. of Meetings Attended</u>
Tan Sri Dato’ Ir. Hj. Zaini Bin Omar	(Chairman)	1/1
Mejar (K) Datuk Wira Lee Wah Chong	(Member)	1/1
Dato’ Haji Ishak Bin Haji Mohamed	(Member)	1/1
Mr. Thee Kok Chuan	(Member)	1/1

The responsibilities of Remuneration Committee are as follows: -

- (i) Support the Board in actively overseeing the design and operation of the Company’s remuneration system;
- (ii) Review and recommend to the Board on the remuneration of non-executive Directors, particularly on whether the remuneration remains appropriate to each Director’s contribution, by taking into account the level of expertise, commitment and responsibilities undertaken;
- (iii) Review and recommend to the Board on the total individual remuneration package for Executive Directors and senior management personnel including, where appropriate, bonuses and incentive payments within the terms of the agreed remuneration policy and based on individual performance;
- (iv) Oversee the qualitative and quantitative disclosures of remuneration made in the annual report and notice to general meetings; and
- (v) Provide clarification to shareholders during general meetings on matters pertaining to remuneration of Directors and senior management as well as the overall remuneration framework of the Company.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Practice 8.1 – Disclosure of Remuneration of Directors

Pursuant to the respective service contracts with the Company and its subsidiaries, the details of individual Directors' remuneration are as follows:-
Remuneration to be disclosed on a named basis:

Group Level

Name	Fees/Salaries and Other Emoluments (RM'000)	Bonus (RM'000)	EPF and SOCSO (RM'000)	Allowance/Benefits in Kind (RM'000)	Total (RM'000)
Non-Executive Directors					
Tan Sri Dato' Ir. Hj. Zaini Bin Omar	50			7	57
Dato' Haji Ishak Bin Haji Mohamed	50			7	57
Thee Kok Chuan	50			7	57

Note : The allowance includes the previous financial year.

Group Level

Name	Fees/Salaries and Other Emoluments (RM'000)	Bonus (RM'000)	EPF and SOCSO (RM'000)	Allowance/Benefits in Kind (RM'000)	Total (RM'000)
Executive Directors					
Mejar (K) Datuk Wira Lee Wah Chong	1,256		-		1,256
Lee Mey Ling	108		14		122
Lee Jin Jean	281		35		316
Lee Chun Szen	197		25		222

The details of individual Directors' remuneration are as follows:-
Remuneration to be disclosed on a named basis:-

Company Level

Name	Fees/Salaries and Other Emoluments (RM'000)	Bonus (RM'000)	EPF and SOCSO (RM'000)	Allowance/Benefits in Kind (RM'000)	Total (RM'000)
Non-Executive Directors					
Tan Sri Dato' IR. HJ. Zaini Bin Omar	50			7	57
Dato' Haji Ishak Bin Haji Mohamed	50			7	57
Thee Kok Chuan	50			7	57

Note : The allowance includes the previous financial year.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

For Group and Company

Name	Fees/Salaries and Other Emoluments (RM'000)	Bonus (RM'000)	EPF and SOCSO (RM'000)	Allowance/ Benefits in Kind (RM'000)	Total (RM'000)
Non-Executive Directors					
Tan Sri Dato' Ir. Hj. Zaini Bin Omar	50	-	-	7	57
Dato' Haji Ishak Bin Haji Mohamed	50	-	-	7	57
Thee Kok Chuan	50	-	-	7	57

Note : The allowance includes the previous financial year.

Practice 8.2 - Remuneration of Senior Management

The remuneration of the Senior Managements are set out as follows:-

Range of Remuneration (RM)	Number of Senior Management
RM50,001-RM100,000	2
RM100,001-RM150,000	1
RM150,001-RM200,000	1
RM201,000 to RM250,000	1

(The details of senior management's remuneration are not shown, as the Board considers the information of the said remuneration to be sensitive and proprietary in view of the competitive nature of the human resource market and to support the Company's efforts in retaining executive talents. The Board is of the view that the transparency and accountability aspects of corporate governance as applicable to senior management's remuneration are appropriately served by the disclosures in the RM50,000 bands. The total remuneration paid to each senior management reflects the time and effort devoted to fulfil his or her responsibilities on the Board and linked to the Group's performance.)

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit and Risk Management Committee

Practice 9.1 and Step Up 9.4 and 9.5 - Audit Committee

Audit and Risk Management comprise the majority of Independent Non-Executive Directors. During the financial year, five (5) meeting was carried out with attendance as follows:

<u>Name of Director</u>	<u>Designation</u>	<u>No. of Meetings Attended</u>
Tan Sri Dato' Ir. Hj. Zaini Bin omar	(Chairman)	5/5
Dato' Haji Ishak Bin Haji Mohamed	(Member)	5/5
Mr. Thee Kok Chuan	(Member)	5/5

Tan Sri Dato' Ir. Hj. Zaini Bin Omar is the Chairman of the Audit and Risk Management Committee and the Board. A clear segregation of his responsibilities and powers is stated and defined in the Company's Board Charter and Audit Committee's Terms of Reference. In addition, the Audit and Risk Management Committee comprises the majority of Independent Non- Executive Directors. The Audit and Risk Management Committee Report is set out separately in this Annual Report. Full details of the Audit and Risk Management Committee's duties and responsibilities are stated in its Terms of Reference which is available on the Company's website.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Practice 9.2 and 9.3 Oversight of External Auditors

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

The Audit and Risk Management Committee reviewed the suitability and independence of the external auditors and recommended their re-appointment to the Board for the ensuing financial year. The external auditors confirmed their independence to the Audit and Risk Management Committee that they were and had been independent throughout the conduct of the audit engagement during the financial year ended 30 September 2024 in accordance with the By-laws (on professional ethics, Conduct and practice) of the Malaysian Institute of Accountants (“MIA By-laws”).

The Board, on the recommendation of the Audit and Risk Management Committee, is of the view that the declaration of independence, integrity and objectivity made by the external auditors in their audit report for each financial year under review would suffice to serve as a written assurance from the external auditors on their independence and integrity throughout the conduct of the audit engagement in accordance with the MIA By-laws.

Details of the audit and non-audit fees paid to the External Auditor for the financial year ended 30 September 2024 are as follows:-

	Company	Group
	RM	RM
Statutory audit fees paid to the External Auditor	40,000	161,200
Non-audit fees paid to the External Auditor	5,000	5,000

The full details of the role of the Audit and Risk Management Committee in relation to the External Auditors is set out in the Audit and Risk Management Committee Report of this Annual Report.

II. Risk Management and Internal Control Framework

Practice 10.1 and 10.2 – Board Responsibility on Risk Management and Internal Control

The Board recognises the importance of maintaining a sound internal control system covering risk management and the financial, operational and compliance controls to safeguard shareholders’ investment and the Group’s assets. The Board acknowledges that it is responsible for the Group’s system of internal control and risk management for the continuing review of its adequacy, effectiveness and integrity. Additionally, the Group Managing Director and the chief financial officer have given assurance to the Board that the Group’s risk management and internal control systems are operating adequately and effectively to meet the Group’s objectives.

The internal control system is designed to cater for the Group’s needs and to manage the risks to which it is exposed. It should be noted that the system of internal control is designed to manage rather than eliminate the risk of failure to achieve the business objectives of the Group, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board is assisted by the Audit and Risk Management Committee to ensure the risk and control framework is embedded into the culture, processes and structure of the Group. Further details of the Group’s state of risk management and internal control systems are reported in the Statement of Risk Management and Internal Control of this Annual Report. The ARMC oversees the risk management matters of the Company and the Group. It supports the Board in fulfilling its responsibility for identifying significant risks and ensuring the implementation of appropriate systems to manage the overall risk exposure of the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Practice 11.1 and 11.2 – Internal Audit function

The Audit and Risk Management Committee (“ARMC”) determines the adequacy of the scope, functions, competency and resources of the Internal Audit department and ensures that it has the necessary authority to carry out its work. The Internal audit department provides independent and reasonable assurance to improve the internal controls of the Company. Its scope encompasses the examination and evaluation of the adequacy, integrity and effectiveness of the Company’s overall system of internal control, risk management and governance. In order to maintain its independence and objectivity, the Internal Audit department has no operational responsibility and authority over the activities it audits.

The scope of work covered by the internal audit function during the financial year, summary of activities carried out, including its observations and recommendations, are provided in the Statement on Risk Management and Internal Control and Audit and Risk Management Committee Report of this Annual Report.

The Group’s internal audit function is carried out by an outsourced internal audit firm namely CAS Consulting Services Sdn Bhd. Mr. Jeremy Kong June Hon as the internal auditor and he is a member of the Malaysian Institute of Accountants and Association of Chartered Certified Accountants. He has vast experience and exposure in the Internal Audit field. The internal audit activities were reported directly to the Audit Committee based on the approved annual Internal Audit Plan. The approved annual Internal Audit Plan is designed to cover entities across all level of operations within the Group.

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

Practice 12.1 – Communication with Stakeholders

The Board recognises the importance of being transparent and accountable to the Company’s shareholders and prospective investors. The various channels of communication are through meetings with institutional shareholders and investment communities, quarterly announcements on financial results to Bursa, relevant announcements and circulars.

The Company strives to promote a better understanding of the Group through investor relation activities. Apart from general meetings, the Company has in place the following initiatives to facilitate effective communication with its shareholders:

- (a) The Annual Report, which contains information such as Management Discussion and Analysis, financial statements, and information on the Audit and Risk Management Committee, Corporate Governance, Sustainability and Corporate Social Responsibility, and Risk Management and Internal Control;
- (b) Various announcements made to Bursa Securities, which include timely release of financial results on a quarterly basis.
- (c) Attending to shareholders’ and investors’ emails and phone enquiries.

To facilitate the stakeholders’ understanding of the Group with respect to its business and policies on governance, the Group has published various documents pertaining to the organisation, Board and Management, corporate governance, policies, charters and terms of references as well as other corporate information on its Corporate Governance.

The Group’s information is disseminated through various disclosures and announcements made to Bursa Malaysia Securities Berhad. This information is also published at the Company’s corporate website at www.digistar.com.my

Practice 12.2 Integrated Reporting

The nature and pace of change in businesses today have evolved over time and stakeholders are now placing greater emphasis on the future performance and non-financial information of a company. In tandem with the growing demand, the Company would consider adopting integrated reporting in the near future; as such integrated reporting is still new in the current market. The Company will adopt integrated reporting based on a globally recognised framework in the near future

CORPORATE GOVERNANCE OVERVIEW STATEMENT

II. Conduct of General Meetings Practice 13.1 – Notice of general meeting

The Board recognises the rights of shareholders. In order to continue encouraging shareholders participation in the general meetings, the Board would ensure that the Notice of AGM is sent to shareholders at least twenty-eight (28) days ahead of the date of general meeting and to provide sufficient time and opportunities for shareholders to seek clarifications during general meetings on any matters pertaining to the issues in the Annual Report, corporate developments in the Group, the resolutions being proposed and the operational and financial performance of the Company.

Practice 13.2 – Attendance of Directors at General Meetings

The General Meetings is the key element of the Company's dialogue with its shareholders. During the AGM, shareholders are encouraged to ask questions about the resolutions being proposed, about the Company's operations in general or about the annual reports of the Company and of the Group. The Executive Directors, Senior Management and External Auditors are available in the Annual General Meeting to provide responses to questions from the shareholders.

The Board acknowledges its responsibility to engage shareholders' participation at the general meetings and provide meaningful responses to their concerns and queries. The Chairman plays a vital role in fostering constructive dialogue between the Board and the shareholders. All the members of the Board and the respective chairman of the Board's Committees are present at the meetings to address queries raised by the shareholders which are relevant to their areas of responsibility.

Practice 13.3 – Voting

The Company's general meetings are held in the city area accessible via public transport. As an alternative to the recommended practice, shareholders who are unable to attend general meetings are allowed to appoint their respective proxies to participate, speak and vote on their behalf at all general meetings the Company. Moving forward, the Company will consider leveraging on technology to facilitate greater shareholders' participation in general meeting.

Practice 13.4 – General Meetings

The Chairman of the Company has always been cognisant of the importance in ensuring the General Meeting supports meaningful engagement between the Board, Management and shareholders. The Chairman encouraged the participation of shareholders and proxies in the general meetings. The Group Managing Director and Executive Directors were present provide clarifications, if any, to queries raised by the shareholders and proxies.

COMPLIANCE STATEMENT

The Board is satisfied that the Group has substantially complied with the majority of the practices of the Malaysian Code On Corporate Governance throughout the financial year. In pursuit of safeguarding the interest of the shareholders and other stakeholders, the Board is committed and will continue to strengthen its application of the best practices in corporate governance.

This Corporate Governance Overview Statement is made in accordance with the resolution of the Board of Directors on 21 January 2025.

ADDITIONAL COMPLIANCE INFORMATION

In conformance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the following information is provided:

- **Utilisation of proceeds raised from Corporate Proposals**

There were no proceeds raised from any proposal during the financial year.

- **Material Contracts**

There were no material contracts other than those in the ordinary course of business or loans entered into by the Company and its subsidiary companies involving the interests of the directors, chief executive who is not director and major shareholders’ interests either still subsisting at the end of the financial year ended 30 September 2024 or entered into since the end of previous financial year ended 30 September 2023.

- **Options, Warrants Or Convertible Securities**

Conversion of Warrants-D2023/2028

A total of 10,211,900 Warrants-D2023/2028 were exercised during the financial year ended 30 September 2024.

- **Audit And Non-Audit Fees**

The auditor’ remuneration including non-audit fees for the Company and the Group for the financial year ended 30 September 2024 is as follows: -

	Company RM	Group RM
Statutory audit fees paid to the External Auditor	40,000	156,200
Non-audit fees paid to the External Auditor	5,000	5,000
Total	45,000	161,200

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors of Digistar Corporation Berhad is pleased to present the Audit and Risk Management Committee report for the financial year ended 30 September 2024.

COMPOSITION AND DESIGNATION OF AUDIT AND RISK MANAGEMENT COMMITTEE (“ARMC”)

The ARMC shall be appointed by the Board from amongst the directors and shall consist of not less than three (3) members, with a majority of them being independent directors.

The members of the ARMC shall elect a Chairman from among their members who shall be an Independent Director. No alternate director shall be appointed as a member of the Audit Committee.

At least one (1) member of the Audit Committee:-

- (a) must be a member of the Malaysian Institute of Accountants; or
- (b) if he/she is not a member of the Malaysian Institute of Accountants, he/she must have at least three (3) years’ working experience and:
 - he/ she must have passed the examinations specified in Part I of the First Schedule of the Accountants Act, 1967; or
 - he/ she must be a member of one (1) of the association of accountants specified in Part II of the First Schedule of the Accountants Act, 1967; or
 - fulfils such other requirement as prescribed by Bursa Malaysia Securities Berhad (“Bursa Securities”).

The Audit Committee of the Group comprises the following members:

Chairman

Tan Sri Dato Ir. Hj. Zaini Bin Omar
Independent Non-Executive Chairman

Members

Dato’ Haji Ishak Bin Haji Mohamed
Non-Independent Non-Executive Director

Mr. Thee Kok Chuan
Independent Non-Executive Director

The Audit Committee comprises three (3) Non-Executive Directors during FYE 30 September 2024, with a majority of them being independent directors. A member of the ARMC, Mr. Thee Kok Chuan is a member of the Malaysian Institute of Accountants.

The composition of the ARMC and the qualification of the members comply with Paragraph 15.09 (1) of the Main Market Listing Requirement of Bursa Securities (“MMLR”)

AUTHORITY

The ARMC is authorised by the Board to investigate any activity within its Terms of Reference and shall have unrestricted access to any information pertaining to the Group, both the internal and external auditors and to all employees of the Group. The ARMC is also authorised by the Board to obtain external legal or other independent professional advice as necessary in the discharge of its duties.

TERMS OF REFERENCE

The Terms of Reference of the ARMC are available on Digistar Corporation Berhad’s website.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

MEETINGS AND MINUTES

Meetings shall be held not less than four (4) times a year, and will normally be attended by the accountant and other senior management, if necessary. The presence of external and/ or internal auditors will be requested, if required.

Other members of the Board and senior management may attend meetings upon the invitation of the ARMC. Both the internal and/ or external auditors may request a meeting if they consider it to be necessary. The ARMC shall meet with the external and internal auditors at least twice a year without the presence of executive members of the Board.

The Secretary to the ARMC shall be the Company Secretary. The Chairman of the ARMC shall report on each meeting to the Board.

The ARMC has met with the external and internal auditors without executive board members present at least twice a year.

During the year, the ARMC held a total of five (5) meetings. The accountant, internal auditors and external auditors, have been invited to attend the ARMC meetings to present their audit plans and their subsequent findings.

The details of attendance of the ARMC members are as follows:

Committee Members	Meeting Attendance
Tan Sri Dato' Ir. Hj. Zaini Bin Omar	5/5
Dato' Haji Ishak Bin Haji Mohamed	5/5
Mr. Thee Kok Chuan	5/5

Responsibilities and Duties

In fulfilling its primary objectives, the ARMC undertakes, amongst others, the following responsibilities and duties:-

- a) To discuss with the external auditors, prior to the commencement of audit, the audit plan which states the nature and scope of audit;
- b) To review major audit findings arising from the interim and final external audits, the audit report and the assistance given by the Group's officers to the external auditors;
- c) To review with the external auditors, their evaluation of the system of internal controls, their management letter and management's responses;
- d) To review the following in respect of internal audit:-
 - adequacy of scope, functions and resources of the firm of internal auditors (that was engaged to undertake the internal audit function) and that it has the necessary authority to carry out its work;
 - the internal audit program and results of the internal audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - review any appraisal or assessment of the performance of members of the internal audit function; and
 - review and approve any appointment or termination of senior staff members of the internal audit function.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

- e) To review the quarterly reporting to Bursa Securities and year-end annual financial statements of the Group before submission to the Board, focusing on:-
 - compliance with accounting standards and regulatory requirements;
 - any major changes in accounting policies;
 - significant and unusual items and events; and
 - incidences of fraud and material litigation, if any.
- f) To review any related party transactions and conflict of interest situations that may arise within the Group including any transaction, procedure or course of conduct that raises questions of management's integrity;
- g) To consider the nomination and appointment of external auditors, as well as the audit fee;
- h) To review the resignation or dismissal of external auditors;
- i) To review the term of reference of ARMC.
- j) To review whether there is reason (supported by grounds) to believe that the external auditors are not suitable for reappointment; and
- k) To promptly report to Bursa Securities if it is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the MMLR.

INTERNAL AUDIT FUNCTION

The Group's internal audit function is carried out by an outsourced internal audit firm namely CAS Consulting Services Sdn Bhd. Mr. Jeremy Kong June Hon as the internal auditor and he is a member of the Malaysian Institute of Accountants and Association of Chartered Certified Accountants. He has vast experience and exposure in the Internal Audit field. The internal audit activities were reported directly to the Audit Committee based on the approved annual Internal Audit Plan. The approved annual Internal Audit Plan is designed to cover entities across all level of operations within the Group.

Internal audit provides independent assessment on the effectiveness and efficiency of internal controls utilizing a global audit methodology and tool to support the corporate governance framework and an efficient and effective risk management framework to provide assurance to the ARMC.

The total cost incurred for the Group's internal audit function in respect of the financial year ended 30 September 2024 was RM11,100.00 (2023:RM10,600.00).

SUMMARY OF ACTIVITIES OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC's activities during the financial year under review comprised the following:-

Quarterly Financial Statements and Audited Financial Statements

- reviewed the audited financial statements of the Company prior to submission to the Directors for their perusal and approval. This was to ensure compliance of the financial statements with the provisions of the Companies Act, 2016 and the applicable approved accounting standards as per Malaysian Accounting Standards Board; and
- reviewed the unaudited financial results before recommending them for Board's approval, focusing particularly on:-
 - Any change in accounting policies
 - Significant adjustments arising from audit
 - Compliance with accounting standards and other legal requirements

External Auditors

- reviewed the external audit plan, outlining the audit scope, audit process and areas of emphasis based on the external auditors' presentation of audit plan;
- reviewed the external audit review memorandum and audit planning memorandum and the response from the Management;
- consideration and recommendation to the Board for approval of the audit fees payable to the external auditors;

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

- reviewed the performance and effectiveness of the external auditors in the provision of statutory audit services and recommend to the Board for approval on the re-appointment of external auditors; and
- reviewed and evaluated the factors relating to the independence of the external auditors.

At the ARMC Meeting held on 21 January 2025, the ARMC recommended to the Board for approval of the audit fee of RM156,200.00 in respect of the financial year ended 30 September 2024.

Internal Auditor

Mr. Jeremy Kong June Hon as the internal auditor and he is a member of the Malaysian Institute of Accountants and Association of Chartered Certified Accountants. He has vast experience and exposure in the Internal Audit field. The internal audit activities were reported directly to the ARMC based on the approved annual Internal Audit Plan. The approved annual Internal Audit Plan is designed to cover entities across all level of operations within the Group.

Internal audit provides independent assessment on the effectiveness and efficiency of internal controls utilizing a global audit methodology and tool to support the corporate governance framework and an efficient and effective risk management framework to provide assurance to the ARMC.

Internal Control and Risk Management

The internal control and risk management activities carried out during the financial year are as follows:-

- reviewed the internal audit plan for adequacy scope and coverage and risk areas;
- reviewed risk management report and internal audit reports;
- reviewed the effectiveness and adequacy of risk management, operational and compliance processes;
- reviewed the adequacy and effectiveness of corrective actions taken by the Management on all significant matters raised; and
- monitored and reviewed fraud cases.

RELATED PARTY TRANSACTION AND CONFLICT OF INTEREST

At each quarterly meeting, the ARMC reviewed the recurrent related party transactions (“RPT”) and conflict of interest situation that may arise within the Company and its Group including any transaction, procedure or course of conduct that raises questions of Management integrity.

The ARMC reviews the RPT and conflict of interest situation presented by the Management prior to the Company entering into such transaction. The ARMC also ensure that the adequate oversight over the controls on the identification of the interested parties and possible conflict of interest situation before entering into transaction.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

This Statement on Risk Management and Internal Control which has been prepared in accordance with the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers (Guidelines) is made pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Listing Requirements). The Board recognises the importance of a sound system of risk management and internal control of the Group for good corporate governance and to safeguard the Group’s assets and shareholders’ investment.

BOARD RESPONSIBILITY

In accordance with the Malaysian Code on Corporate Governance, the Board is responsible for the Group’s risk management and internal control systems. It should set appropriate policies on internal control and seek assurance that the systems are functioning effectively.

The Board recognizes the importance of maintaining a robust internal control system that encompasses risk management, financial, operational, and compliance controls. This is crucial for safeguarding shareholders’ investments and the Group’s assets. The Board acknowledges its responsibility for the Group’s system of internal control and risk management, ensuring a continuous review of its adequacy, effectiveness, and integrity. The Board receives assistance from the Audit and Risk Management Committee (“ARMC”) and Management. These entities are responsible for designing and analysing risk information and establishing suitable operating internal controls. Furthermore, both the ARMC and Management have assured the Board that the Group’s risk management and internal control systems are operating adequately and effectively to meet the Group’s objectives.

The internal control system is designed to cater to the Group’s needs and manage the risks to which it is exposed. It should be noted that the system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve the business objectives of the Group. It can only provide reasonable, and not absolute, assurance against material misstatement or loss.

RISK MANAGEMENT

The Group’s risk management framework is aligned with the COSO (Committee of Sponsoring Organizations) framework, providing a robust and comprehensive approach to risk management and internal control. The Board recognizes the importance of leveraging a globally recognized framework like COSO to ensure a consistent, effective, and structured risk management process across all levels of the organization.

The diagram below illustrates the Group’s risk management framework, highlighting the systematic integration of operations, compliance, and reporting processes to maintain a cohesive and comprehensive risk management approach.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Group's Enterprise Risk Management Framework adopts a structured and integrated approach in managing key business risks with the aim of safeguarding the Group's assets and the shareholders' interests.

The ARMC is assisted by the Management in identifying and assessing risks, as well as ensuring that the risk management processes are adequate and effective. All policies and procedures formulated to identify, measure and monitor various risk components are reviewed and recommended by the Management to the ARMC.

The Group's risk management practices are business-driven, and the processes of identifying, evaluating, and managing significant risks facing the Group are embedded into its culture and operations. The Board firmly believes that risk management is critical for the Group's sustainability and the enhancement of shareholders' value. Periodic management meetings, attended by the ARMC and Management, are held to discuss key risks and the relevant mitigating controls.

The Board affirms that none of the identified risks are expected to result in any material losses, contingencies, or uncertainties for the Group that would require separate disclosure in this Annual Report.

INTERNAL AUDIT FUNCTION

The Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") requires that a listed corporation establish an internal audit function which is independent of the activities it audits and reports to the ARMC directly. The Board acknowledges the importance of the internal audit function and outsourced to a professional external entity to assist the Board and ARMC in providing an independent assessment of adequacy, efficiency and effectiveness of the Group's internal control system. During the financial year ended 30 September 2024, the internal audit activities were based on the approved annual Internal Audit Plan. The approved annual Internal Audit Plan is designed to cover entities across at all level of operations within the Group.

Internal audit assignments were carried out during the financial year under review based on the internal audit methodology outlined in the International Standards for the Professional Practice of Internal Auditing (Standards). The internal auditors reported their audit findings and recommendations to the ARMC members during Audit and Risk Management Committee meetings.

During the financial year, the Internal Auditors undertook the following activities:

- a) Prepared the internal audit plan for the year, which is reviewed and approved annually by the ARMC and updated where necessary, by the ARMC;
- b) Carried out all internal audit activities in accordance with the internal audit plan and adopted the Standards and Principles outlined in the International Professional Practices Framework (IPPF) of The Institute of Internal Auditors;
- c) Prepared the internal audit programme based on the internal audit plan for each activity or process to be audited;
- d) Discussed with auditees, process owners and Management on the results of the audit for each activity or process, root cause analysis will be assessed prior any recommendations in order to mitigate the identified risk or control work flow improvements;
- e) Reported to the ARMC on a regular basis are the results from internal audits and identified governance issues, along with Management's response and action plans; and
- f) Followed up on all the action plans agreed upon in the previous internal audit reports to ensure that all arising matters are adequately addressed by Management.

During the year, the internal auditors undertook the review of the Group's operations for the Seni Pujaa Sdn. Bhd. Purchase and Payment System to ensure that the existing internal control, risk management and corporate governance are in place and functioning as intended.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The findings from the above reviews have been reported to the management for their response and subsequently deliberated by the ARMC. Where weaknesses were identified, recommended procedures have been implemented or are in the process of being put in place to strengthen controls.

The internal control system will continue to be reviewed, added to, or updated in line with changes in the Group's operating environment.

ASSURANCE FROM THE MANAGEMENT

In accordance with the Internal Control Guidelines, the Board has received assurance from the Executive Directors and Management of the Company that, to the best of their knowledge, the Group's risk management and internal control systems have operated adequately and effectively, in all material aspects, in line with the Group's objectives during the financial year under review.

The Board is of the view that the risk management and internal control system in place for the year under review are sound and adequate to safeguard the shareholders' investment, the Group's assets and other stakeholders' interest.

This Statement on Risk Management and Internal Control is made in accordance with a resolution of the Board dated 21 January 2025.

REVIEW OF STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL BY EXTERNAL AUDITORS

As required by paragraph 15.23 of the Listing Requirements of Bursa Malaysia Securities Berhad, the external auditors have reviewed this Risk Management and Internal Control Statement. Their review was performed in accordance with Audit and Assurance Practice Guides (AAPG) 3F: 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.

AAPG 3 does not require the external auditors to consider whether this Statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management process and system of internal control. Additionally, AAPG 3 does not require the external auditors to consider whether the processes described to address the material internal control aspects of significant problems, if any, disclosed in this Annual Report will, in fact, remedy the problems.

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

STATEMENT OF DIRECTORS'S RESPONSIBILITIES

The Directors of the Company are required to prepare the financial statements for each financial year which gives a true and fair view of the state of affairs and results of the Company and the Group.

The Directors are responsible for ensuring that the Company and the Group keep proper accounting records to enable the Company and the Group to disclose, with reasonable accuracy and without any material misstatement, the financial position of the Company and the Group as at 30 September 2024 and the financial performance and cash flows of the Company and the Group for the financial year ended on that date.

In preparing the financial statements for the financial year ended 30 September 2024, the Directors have :

- a) adopted the relevant and appropriate accounting policies consistently;
- b) made judgments and estimates that are reasonable and prudent;
adopted applicable accounting standards, subjects to any material departures, if any, which will be disclosed and
- c) explained in the financial statements; and

prepared the financial statements on the assumption that the Company and the Group will operate as going concern. In assessing the adequacy and effectiveness of the system of internal control and accounting control procedures of the Group, the Audit and Risk Management Committee reports to the Board its activities, significant results, findings and the necessary recommendations or changes.

DIRECTORS' REPORT

The Directors hereby present their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 September 2024.

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 of its subsidiary companies during the financial year.

Financial Results

	Group RM	Company RM
(Loss)/Profit for the financial year	<u>(6,855,350)</u>	<u>417,509</u>
Attributable to:		
Owners of the parent	(6,700,191)	417,509
Non-controlling interests	<u>(155,159)</u>	-
	<u>(6,855,350)</u>	<u>417,509</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 Board of Directors does not recommend any dividend in respect of the current financial year.

Shares and Debentures

During the financial year, the Company issued 10,211,900 new ordinary shares at a weighted average exercise price of RM0.06 per ordinary share for total consideration of RM612,714 from the exercise of warrants.

The new ordinary shares issued during the financial year shall rank pari passu in all respects with the existing ordinary shares of the Company.

There was no issuance of debentures during the financial year.

Treasury Shares

As at 30 September 2024, the Company held 2,457,602 treasury shares out of the total 477,641,115 issued ordinary shares. Further, relevant details are disclosed in Note 16 to the financial statements.

Options Granted Over Unissued Shares

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

Warrants 2021/2026

As at the end of the financial year, the Company had 86,794,477 Warrants 2021/2026 in issue. The Warrants 2021/2026 are listed on the Main Market of Bursa Malaysia Securities Berhad with effect from 1 June 2021. The salient features of Warrants 2021/2026 as constituted in the Deed Poll dated 16 April 2021 are as follows:

Terms	Details
Exercise Period	The Warrants may be exercised at any time within a period of 5 years, which shall commence from and including the date of issuance of the Warrants and ending on the Expiry Date (“Exercise Period”). The Warrants not exercised during the Exercise Period will thereafter lapse and cease to be valid.
Exercise Price	RM0.30 per Warrant or such adjusted price as determined in the Deed Poll.

Warrants 2021/2026 (Cont'd)

As at the end of the financial year, the Company had 86,794,477 Warrants 2021/2026 in issue. The Warrants 2021/2026 are listed on the Main Market of Bursa Malaysia Securities Berhad with effect from 1 June 2021. The salient features of Warrants 2021/2026 as constituted in the Deed Poll dated 16 April 2021 are as follows: (Cont'd)

Terms	Details
Exercise Rights	Each Warrant entitles the registered holders, at any time during the Exercise Period, to subscribe for new ordinary shares on the basis of 1 new ordinary share for 1 Warrant at the exercise price at any time during the Exercise Period, subject to adjustments in accordance with the provisions of the Deed Poll (“Exercise Rights”).
Mode of Exercise	The registered holder of the Warrant is required to lodge a subscription form as set out in the Deed Poll with the Company’s registrar, duly completed and signed together with payment of the exercise price by bankers’ draft or cashier’s order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia or via online payment gateway for the Subscription Form lodged electronically in accordance with the provisions of the Deed Poll.
Listing Status	The Warrants and new ordinary shares to be issued pursuant to the exercise of the Warrants will be listed and quoted on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Securities”).
Board Lot	For the purpose of trading in Bursa Securities, a board lot of the Warrants shall comprise 100 Warrants carrying the right to subscribe for 100 new ordinary shares at any time during the Exercise Period, or in such denomination as determined by Bursa Securities.
Ranking of new ordinary shares arising from the exercise of the Warrants	The new ordinary shares to be issued arising from the exercise of the Warrants will, upon allotment and issue, rank equally in all respects with the existing ordinary shares, save and except that the new ordinary shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the new ordinary shares.

As at 30 September 2024, the total numbers of Warrants 2021/2026 that remain unexercised were 86,794,477.

Warrants 2023/2028

As at the end of the financial year, the Company had 112,831,819 Warrants 2023/2028 in issue. The Warrants 2023/2028 are listed on the Main Market of Bursa Malaysia Securities Berhad with effect from 11 July 2023. The salient features of Warrants 2023/2028 as constituted in the Deed Poll dated 16 June 2023 are as follows:

Terms	Details
Exercise Period	The Warrants may be exercised at any time within a period of 5 years, which shall commence from and including the date of issuance of the Warrants and ending on the Expiry Date.
Exercise Price	RM0.06 per Warrant, subject to the adjustments in accordance with the terms and provisions of the Deed Poll during the Exercise Period.
Exercise Rights	The Warrants entitle the registered holders, at any time during the Exercise Period, to subscribe for new ordinary shares on the basis of 1 Warrant for every 1 ordinary share at the exercise price at any time during the Exercise Period, subject to adjustments in accordance with the provisions of the Deed Poll.
Mode of Exercise	The registered holder of the Warrants is required to lodge a subscription form, as set out in the Deed Poll, with the Company's registrar or via electronic submission, duly completed, signed and stamped together with payment of the exercise price by bankers' cheque, cashier's order drawn on a bank operating in Malaysia, money order or postal order issued by a post office in Malaysia, or via electronic method in accordance with the Deed Poll.
Listing Status	<p>The Warrant will be listed on the Main Market of Bursa Securities Berhad ("Bursa Securities").</p> <p>Bursa Securities had, vide its letter dated 22 May 2023, approved the admission of the Warrants to the Official List of Bursa Securities and for the listing of and quotation for the Warrants and new ordinary shares to be issued pursuant to the exercise of the Warrants on the Main Market of Bursa Securities.</p>
Board Lot	For the purpose of trading in Bursa Securities, a board lot of Warrants shall comprise 100 Warrants carrying the right to subscribe for 100 new ordinary shares at any time during the Exercise Period, or in such denomination as determined by Bursa Securities.

Warrants 2023/2028 (Cont'd)

As at the end of the financial year, the Company had 112,831,819 Warrants 2023/2028 in issue. The Warrants 2023/2028 are listed on the Main Market of Bursa Malaysia Securities Berhad with effect from 11 July 2023. The salient features of Warrants 2023/2028 as constituted in the Deed Poll dated 16 June 2023 are as follows: (Cont'd)

Terms

Ranking of the new ordinary shares to be issued pursuant to the exercise of the warrants

Details

The new ordinary shares to be issued arising from the exercise of the Warrants will, upon allotment and issue, rank equally in all respects with the existing ordinary shares, save and except that the new ordinary shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid where the entitlement date precedes the date of allotment and issuance of such new ordinary shares.

As at 30 September 2024, the total numbers of Warrants 2023/2028 that remain unexercised were 88,981,468.

Directors

The Directors in office during the financial year and during the period from the end of financial year until the date of this report are:

Mejar (K) Datuk Wira Lee Wah Chong *
Dato' Haji Ishak Bin Haji Mohamed *
Lee Jin Jean *
Lee Chun Szen *
Thee Kok Chuan
Tan Sri Dato' Ir. Haji Zaini Bin Omar *
Lee Mey Ling *

The Directors who held office in the subsidiary companies (excluding Directors who are also Directors of the Company) during the financial year and during the period from the end of financial year up to the date of this report:

Mohd Saleh Bin Jusman
Gelayan Anak Mambang
Mendong Anak Ato
Dato' Badrul Hisham Bin Muhammad
Muhammad Hamka Bin Mohd Ali

** Director of the Company and of its subsidiary companies*

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

Directors' Interests in Shares

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

	Number of ordinary shares			At 30.9.2024
	At 1.10.2023	Bought	Sold	
Interests in the Company				
Direct Interests				
Lee Jin Jean	109,523	-	-	109,523
Lee Chun Szen	109,523	-	-	109,523
Lee Mey Ling	83,333	-	-	83,333
Indirect Interests				
Mejar (K) Datuk Wira Lee Wah Chong *	126,875,549	-	-	126,875,549

Directors' Interests in Shares (Cont'd)

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

	Number of warrants 2021/2026			
	At	Bought	Sold	At
	1.10.2023			30.9.2024
Interests in the Company				
Indirect Interests				
Mejar (K) Datuk Wira				
Lee Wah Chong *	23,093,434	-	-	23,093,434

	Number of warrants 2023/2028			
	At	Alloted	Sold	At
	1.10.2023			30.9.2024
Interests in the Company				
Indirect Interests				
Mejar (K) Datuk Wira				
Lee Wah Chong *	19,164,125	-	-	19,164,125

* *Deemed interest by virtue of the shareholding in LWC Capital Sdn. Bhd. and Star Heritage Development Sdn. Bhd. and shares held by spouse and children.*

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

Directors' Benefits

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors as shown in 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 34 to the financial statements.

The details of the Directors' remuneration for the financial year ended 30 September 2024 are set out below:

	Group RM	Company RM
<u>Directors of the Company</u>		
Executive Directors:		
- Salaries and other emoluments	1,842,880	-
- Social security contributions	3,476	-
- Defined contributions plans	69,552	-
	1,915,908	-
Non-executive Directors:		
- Directors' fees	150,000	150,000
- Other emoluments	21,000	21,000
	171,000	171,000
	2,086,908	171,000

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

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

Other Statutory Information

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
- (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and 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 the amounts written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
 - (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
 - (iii) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading; or
 - (iv) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

Other Statutory Information (Cont'd)

- (c) At the date of this report, there does not exist:
- (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.
- (d) In the opinion of the Directors:
- (i) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet its obligations as and when they fall due;
 - (ii) the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
 - (iii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

Subsidiary Companies

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

Auditors

The Auditors, Messrs. UHY Malaysia PLT (formerly known as UHY), expressed their willingness to continue in office.

The auditors' remuneration of the Group and of the Company for the financial year ended 30 September 2024 are as follow:

	Group RM	Company RM
Auditors' remuneration:		
- Statutory audits	156,200	40,000
- Non-statutory services	5,000	5,000
	<u>161,200</u>	<u>45,000</u>

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 21 January 2025.

TAN SRI DATO' IR. HAJI ZAINI BIN
OMAR

MEJAR (K) DATUK WIRA LEE WAH
CHONG

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 financial statements set out on pages 97 to 213 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 30 September 2024 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 21 January 2025.

TAN SRI DATO' IR. HAJI ZAINI BIN
OMAR

MEJAR (K) DATUK WIRA LEE WAH
CHONG

KUALA LUMPUR

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

I, LEE MEY LING, NRIC No.: 730225-04-5168 (MIA Membership No.: 21788), being the Director primarily responsible for the financial management of Digistar Corporation Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 97 to 213 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 21 January 2025)

LEE MEY LING

Before me,

Commissioner for Oaths

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DIGISTAR CORPORATION BERHAD**

[Company No.: 200301001232 (603652-K)]
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Digistar Corporation Berhad, which comprise the statements of financial position as at 30 September 2024 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 97 to 213.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 September 2024, 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 IESBA Code.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DIGISTAR CORPORATION BERHAD (CONT'D)**

[Company No.: 200301001232 (603652-K)]
(Incorporated in Malaysia)

Key Audit Matters

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

Key Audit Matters	How we addressed the key audit matters
<p>Impairment of trade receivables</p> <p>As at 30 September 2024, the carrying value of the Group's trade receivables amounting to RM135,963,252 which represents 47% of the Group's total assets.</p> <p>The assessment for impairment for trade receivables involves significant management judgement and taking into consideration of the assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss. Accordingly, impairment of trade receivables has been identified as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Obtained understanding of significant credit exposure which were significantly overdue or deemed to be in default through analysis of ageing reports prepared by management. • Assessed the reasonableness of the methods and assumptions used by management in estimating the recoverable amount and impairment loss; and tested the accuracy and completeness of the data used by the management.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DIGISTAR CORPORATION BERHAD (CONT'D)**

[Company No.: 200301001232 (603652-K)]
(Incorporated in Malaysia)

Key Audit Matters (Cont'd)

Key Audit Matters	How we addressed the key audit matters
<p>Impairment of trade receivables (Cont'd)</p> <p>The aforementioned impairment review gave rise to accumulated impairment losses of trade receivables amounting to RM9,852,133 as at 30 September 2024.</p>	<p>Our audit procedures included the following: (Cont'd)</p> <ul style="list-style-type: none"> • Reviewed the adequacy of the amount of impairment loss and enquired the management regarding the recoverability of receivables that are past due but not impaired and reviewed of customers' correspondence. • We enquired the management to assess the rationale underlying the relationship between historical observed default rates, forecast economic conditions and expected credit loss.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DIGISTAR CORPORATION BERHAD (CONT'D)**

[Company No.: 200301001232 (603652-K)]
(Incorporated in Malaysia)

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 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 the fact. We have nothing to report in this regard.

Responsibilities of Directors for the Financial Statements

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DIGISTAR CORPORATION BERHAD (CONT'D)

[Company No.: 200301001232 (603652-K)]
(Incorporated in Malaysia)

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DIGISTAR CORPORATION BERHAD (CONT'D)**

[Company No.: 200301001232 (603652-K)]
(Incorporated in Malaysia)

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

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: (Cont'd)

- 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.

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 others matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DIGISTAR CORPORATION BERHAD (CONT'D)**

[Company No.: 200301001232 (603652-K)]
(Incorporated in Malaysia)

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 Malaysia PLT
202406000040 (LLP0041391-LCA) & AF1411
Chartered Accountants

TIO SHIN YOUNG
Approved Number: 03355/02/2026 J
Chartered Accountant

KUALA LUMPUR
21 January 2025

**STATEMENTS OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2024**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
ASSETS					
Non-Current Assets					
Property, plant and equipment	4	2,251,547	2,933,393	-	-
Investment properties	5	25,175,110	28,770,498	-	-
Right-of-use assets	6	68,689,450	70,381,293	-	-
Intangible asset	7	-	199,637	-	-
Investment in subsidiary companies	8	-	-	32,356,891	32,356,891
Other investment	9	-	606,800	-	-
Trade receivables	10	114,166,208	126,125,037	-	-
Amount due from subsidiary companies	11	-	-	90,902,647	113,947,799
		<u>210,282,315</u>	<u>229,016,658</u>	<u>123,259,538</u>	<u>146,304,690</u>
Current Assets					
Trade receivables	10	21,797,044	21,004,170	-	-
Inventories	12	710,817	699,913	-	-
Other receivables	13	8,140,845	6,945,637	201,500	202,733
Tax recoverable		173,664	182,774	-	-
Deposits, cash and bank balances	14	49,102,703	53,201,151	17,949	4,093,959
		<u>79,925,073</u>	<u>82,033,645</u>	<u>219,449</u>	<u>4,296,692</u>
Total Assets		<u>290,207,388</u>	<u>311,050,303</u>	<u>123,478,987</u>	<u>150,601,382</u>

**STATEMENTS OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2024 (CONT'D)**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
EQUITY					
Share capital	15	61,953,047	61,340,333	61,953,047	61,340,333
Treasury shares	16	(3,248,747)	(3,248,747)	(3,248,747)	(3,248,747)
Reserves	17	2,745,879	9,446,070	5,206,633	4,789,124
Equity attributable to owners of the parent		61,450,179	67,537,656	63,910,933	62,880,710
Non-controlling interests		(5,246,365)	(5,091,206)	-	-
Total Equity		56,203,814	62,446,450	63,910,933	62,880,710
LIABILITIES					
Non-Current Liabilities					
Lease liabilities	18	39,465	11,079	-	-
Bank borrowings	19	72,360,754	6,428,885	-	-
Bonds	20	95,916,360	182,328,635	-	-
Deferred tax liabilities	21	13,945,749	13,847,445	-	-
		182,262,328	202,616,044	-	-
Current Liabilities					
Amount due to subsidiary companies	11	-	-	59,181,467	87,600,538
Contract liabilities	22	376,282	855,802	-	-
Lease liabilities	18	74,364	151,565	-	-
Bank borrowings	19	3,706,987	3,309,921	-	-
Bonds	20	20,264,799	21,603,418	-	-
Trade payables	23	6,440,463	3,761,258	-	-
Other payables	24	20,878,351	16,287,345	386,587	120,134
Tax payable		-	18,500	-	-
		51,741,246	45,987,809	59,568,054	87,720,672
Total Liabilities		234,003,574	248,603,853	59,568,054	87,720,672
Total Equity and Liabilities		290,207,388	311,050,303	123,478,987	150,601,382

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

**STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Revenue	25	46,051,610	47,613,125	-	-
Costs of sales		<u>(14,591,383)</u>	<u>(14,962,774)</u>	-	-
Gross profit		31,460,227	32,650,351	-	-
Other income		1,311,338	3,260,995	-	657,773
Administrative expenses		(19,503,020)	(15,744,030)	(606,791)	(499,922)
Selling and distribution expenses		(1,669,919)	(1,769,075)	-	-
Other expenses		(3,804,805)	(4,176,490)	-	-
Net gain/(loss) on impairment of financial instruments		<u>380,360</u>	<u>1,962,738</u>	<u>2,057,213</u>	<u>(1,291,219)</u>
Profit/(Loss) from operations		8,174,181	16,184,489	1,450,422	(1,133,368)
Finance costs	26	<u>(13,253,778)</u>	<u>(15,910,656)</u>	<u>(1,032,913)</u>	<u>(1,032,913)</u>
(Loss)/Profit before tax	27	(5,079,597)	273,833	417,509	(2,166,281)
Taxation	28	<u>(1,775,753)</u>	<u>(2,217,746)</u>	-	-
(Loss)/Profit for the financial year, representing total comprehensive (loss)/profit for the financial year		<u>(6,855,350)</u>	<u>(1,943,913)</u>	<u>417,509</u>	<u>(2,166,281)</u>

**STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
(Loss)/Profit for the financial year, representing total comprehensive (loss)/profit for the financial year attributable to:					
Owners of the parent		(6,700,191)	(2,426,215)	417,509	(2,166,281)
Non-controlling interests		(155,159)	482,302	-	-
		<u>(6,855,350)</u>	<u>(1,943,913)</u>	<u>417,509</u>	<u>(2,166,281)</u>
Loss per share attributable to owners of the parent:					
Basic loss per share (sen)	29	<u>(1.42)</u>	<u>(0.57)</u>		
Diluted loss per share (sen)	29	<u>(1.40)</u>	<u>(0.56)</u>		

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

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024

		Attributable to Owners of the Parent						Non-	Total
		Non-Distributable						Controlling	Equity
Note	Share Capital RM	Treasury Shares RM	Warrant Reserve RM	Discount on Share RM	Retained Earnings RM	Total RM	Interests RM	RM	
Group									
At 1 October 2023	61,340,333	(3,248,747)	5,207,688	(5,207,688)	9,446,070	67,537,656	(5,091,206)	62,446,450	
Transactions with owners:									
Issuance of ordinary shares									
- conversion of warrants	15	612,714	-	-	-	612,714	-	612,714	
		612,714	-	-	-	612,714	-	612,714	

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)

		Attributable to Owners of the Parent							
		Non-Distributable						Non-	Total
Note	Share Capital RM	Treasury Shares RM	Warrant Reserve RM	Discount on Share RM	Retained Earnings RM	Total RM	Controlling Interests RM	Equity RM	
Group (Cont'd)									
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	-	-	(6,700,191)	(6,700,191)	(155,159)	(6,855,350)	
At 30 September 2024	61,953,047	(3,248,747)	5,207,688	(5,207,688)	2,745,879	61,450,179	(5,246,365)	56,203,814	

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)

		Attributable to Owners of the Parent							
		Non-Distributable							Non-
	Note	Share Capital RM	Treasury Shares RM	Warrant Reserve RM	Discount on Share RM	Retained Earnings RM	Total RM	Controlling Interests RM	Total Equity RM
Group									
At 1 October 2022		47,955,849	(3,248,747)	11,480,058	(5,475,571)	10,212,468	60,924,057	(4,113,690)	56,810,367
Transactions with owners:									
Issuance of ordinary shares									
- private placement	15	6,561,690	-	-	-	-	6,561,690	-	6,561,690
- conversion of warrants	15	818,307	-	-	-	-	818,307	-	818,307
Warrant expired	15	6,004,487	-	(6,272,370)	267,883	-	-	-	-
Changes in equity interest of subsidiary companies	8	-	-	-	-	1,659,817	1,659,817	(1,459,818)	199,999
		13,384,484	-	(6,272,370)	267,883	1,659,817	9,039,814	(1,459,818)	7,579,996

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)

		Attributable to Owners of the Parent						
		Non-Distributable						
Note	Share Capital RM	Treasury Shares RM	Warrant Reserve RM	Discount on Share RM	Retained Earnings RM	Total RM	Non- Controlling Interests RM	Total Equity RM
Group (Cont'd) (Loss)/Profit for the financial year, representing total comprehensive (loss)/ profit for the financial year	-	-	-	-	(2,426,215)	(2,426,215)	482,302	(1,943,913)
At 30 September 2023	61,340,333	(3,248,747)	5,207,688	(5,207,688)	9,446,070	67,537,656	(5,091,206)	62,446,450

**STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	Non-Distributable				Retained Earnings RM	Total Equity RM
		Share Capital RM	Treasury Shares RM	Warrant Reserve RM	Discount on Share RM		
Company							
At 1 October 2023		61,340,333	(3,248,747)	5,207,688	(5,207,688)	4,789,124	62,880,710
Issuance of ordinary shares - conversion of warrants	15	612,714	-	-	-	-	612,714
Profit for the financial year, representing total comprehensive profit for the financial year		-	-	-	-	417,509	417,509
At 30 September 2024		61,953,047	(3,248,747)	5,207,688	(5,207,688)	5,206,633	63,910,933

**STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	Non-Distributable				Retained Earnings RM	Total Equity RM
		Share Capital RM	Treasury Shares RM	Warrant Reserve RM	Discount on Share RM		
Company							
At 1 October 2022		47,955,849	(3,248,747)	11,480,058	(5,475,571)	6,955,405	57,666,994
Issuance of ordinary shares							
- private placement	15	6,561,690	-	-	-	-	6,561,690
- conversion of warrants	15	818,307	-	-	-	-	818,307
Warrant expired	15	6,004,487	-	(6,272,370)	267,883	-	-
Loss for the financial year, representing total comprehensive loss for the financial year		-	-	-	-	(2,166,281)	(2,166,281)
At 30 September 2023		61,340,333	(3,248,747)	5,207,688	(5,207,688)	4,789,124	62,880,710

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

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from operating activities					
(Loss)/Profit before tax		(5,079,597)	273,833	417,509	(2,166,281)
Adjustments for:					
Amortisation of:					
- Deferred payment of bonds		1,576,301	1,590,046	-	-
- Intangible asset		199,637	217,914	-	-
- Investment properties		245,721	206,414	-	-
Depreciation of property, plant and equipment		1,568,725	1,745,259	-	-
Depreciation of right-of-use assets		1,777,967	1,876,421	-	-
Fair value loss on other investment		-	10,200	-	-
(Gain)/Loss on disposal of:					
- Investment in subsidiary company		-	-	-	(100,000)
- Other investment		4,486	101,209	-	-
- Property, plant and equipment		(165,500)	(20,000)	-	-
Impairment losses on:					
- Amount due from subsidiary companies		-	-	2,135,401	1,460,879
- Investment properties		-	976,784	-	-
- Trade receivables		221,445	330,299	-	-
- Other receivables		-	121,426	-	-

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from operating activities (Cont'd)					
Adjustments for: (Cont'd)					
Interest expense		11,677,477	14,320,610	1,032,913	1,032,913
Interest income:					
- Deposits with licensed banks		(895,285)	(1,117,454)	-	(116,252)
- Trade receivables		(45,407)	(45,407)	-	-
- Others		(159,930)	(284,538)	-	-
Reversal of impairment losses on:					
- Amount due from subsidiary companies		-	-	(4,192,614)	(169,660)
- Investment in subsidiary companies		-	-	-	(400,000)
- Trade receivables		(381,447)	(1,843,635)	-	-
- Other receivables		(220,358)	(570,828)	-	-
Unrealised loss/(gain) on foreign exchange		6,263	(8,764)	-	-
Written off of:					
- Bad debts		545,045	-	-	-
- Inventories		-	29,007	-	-
- Property, plant and equipment		-	297	-	-
Operating profit/(loss) before working capital changes		10,875,543	17,909,093	(606,791)	(458,401)

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from operating activities (Cont'd)					
Adjustments for: (Cont'd)					
Changes in working capital:					
Contract liabilities		(479,520)	(126,898)	-	-
Inventories		(10,904)	(72,311)	-	-
Trade and other receivables		9,799,799	8,921,776	1,233	(200,948)
Trade and other payables		<u>7,270,211</u>	<u>(1,570,154)</u>	<u>266,453</u>	<u>16,983</u>
Cash generated from/ (used in) operations		27,455,129	25,061,506	(339,105)	(642,366)
Interest paid		(220,493)	(171,690)	-	-
Interest received		45,407	45,407	-	-
Tax paid		(1,686,839)	(1,355,239)	-	-
Tax refunded		-	41,560	-	-
Net cash from/(used in) operating activities		<u>25,593,204</u>	<u>23,621,544</u>	<u>(339,105)</u>	<u>(642,366)</u>

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from investing activities					
Acquisition of:					
- Investment properties	5	(4,410,358)	(2,851,418)	-	-
- Other investment		-	(1,995,697)	-	-
- Property, plant and equipment	4	(886,879)	(495,337)	-	-
- Right-of-use assets	6	(22,744)	-	-	-
Changes in ownership interest in subsidiary companies		-	199,999	-	-
Changing of surplus funds placed in fixed deposits with licensed banks		6,784,574	15,478,434	4,000,000	-
Interest received		1,055,215	1,401,992	-	116,252
Net withdrawal/ (placement) of fixed deposits pledged with licensed banks		427,424	(4,313,096)	-	-
Proceeds from disposal of investment in subsidiary companies		-	-	-	500,000
Proceeds from disposal of property, plant and equipment		165,500	20,000	-	-

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from investing activities (Cont'd)					
Proceeds from disposal of investment properties		7,760,025	-	-	-
Proceeds from disposal of other investment		602,314	1,277,488	-	-
Repayment from/ (Advance to) subsidiary companies		-	-	25,102,365	(11,820,351)
Placement of deposits from Debt Service Reserve Account		(2,470,166)	(1,291,055)	-	-
Net cash from/(used in) investing activities		<u>9,004,905</u>	<u>7,431,310</u>	<u>29,102,365</u>	<u>(11,204,099)</u>
Cash flows from financing activities					
Advances from directors (Repayment to)/ Advances from subsidiary companies	31	-	22,955	-	-
Interest paid		(12,784,179)	(14,210,860)	-	-
Net repayment of bonds	31	(88,000,000)	(20,000,000)	-	-
Net proceeds from term loans	31	(2,347,296)	2,547,834	-	-
Net proceeds from medium term notes	31	68,238,050	-	-	-

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from financing activities (Cont'd)					
Payments of lease liabilities	31	(112,195)	(235,862)	-	-
Proceeds from issuance of shares pursuant to:					
- private placement	15	-	6,561,690	-	6,561,690
- conversion of warrants	15	612,714	818,307	612,714	818,307
Net cash (used in)/from financing activities		<u>(34,392,906)</u>	<u>(24,495,936)</u>	<u>(28,839,270)</u>	<u>11,893,552</u>
Net increase/(decrease) in cash and cash equivalents					
		205,203	6,556,918	(76,010)	47,087
Cash and cash equivalents at the beginning of the financial year					
		<u>26,300,917</u>	<u>19,743,999</u>	<u>93,959</u>	<u>46,872</u>
Cash and cash equivalents at the end of the financial year					
		<u>26,506,120</u>	<u>26,300,917</u>	<u>17,949</u>	<u>93,959</u>

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024 (CONT'D)**

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Cash and cash equivalents at the end of the financial year comprise:					
Fixed deposits with licensed banks	14	17,127,412	35,179,469	-	4,000,000
Cash and bank balances	14	31,975,291	18,021,682	17,949	93,959
Total deposits, cash and bank balances		49,102,703	53,201,151	17,949	4,093,959
Less: Bank overdrafts	19	(2,880,697)	(2,442,516)	-	-
Less: Surplus funds placed in fixed deposits with licensed banks	14	(3,459,180)	(3,886,604)	-	-
Less: Fixed deposits pledged with licensed banks	14	(11,367,982)	(18,152,556)	-	(4,000,000)
Less: Debt Service Reserve Account	14	(4,888,724)	(2,418,558)	-	-
		<u>26,506,120</u>	<u>26,300,917</u>	<u>17,949</u>	<u>93,959</u>

NOTES TO THE FINANCIAL STATEMENTS
30 SEPTEMBER 2024

1. Corporate Information

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

The registered office of the Company is located at Unit No. EL-11-07, Amcorp Business Suite, Manara Melawangi, Pusat Perdagangan Amcorp, No. 18, Jalan Persiaran Barat, 46050 Petaling Jaya, Selangor, Malaysia.

The principal place of business of the Company is located at B6/4/4, 3rd Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor Darul Ehsan.

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 of its subsidiary companies during the financial year.

2. Basis of Preparation

(a) Statement of compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards (“MFRSs”), International Financial Reporting Standards (“IFRSs”) 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 material accounting policies below.

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Adoption of new and amended standards

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

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

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

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

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

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

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Adoption of new and amended standards (Cont'd)

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

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

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

Standards issued but not yet effective

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

		Effective dates for financial periods beginning on or after
Amendments to MFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to MFRS 101	Non-current Liabilities with Covenants	1 January 2024
Amendments to MFRS 107 and MFRS 7	Supplier Finance Arrangements	1 January 2024
Amendments to MFRS 121	Lack of Exchangeability	1 January 2025
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 1, MFRS 7, MFRS 9, MFRS 10 and MFRS 107	Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Instruments	1 January 2027

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

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

		Effective dates for financial periods beginning on or after
MFRS 19	Subsidiaries without Public	1 January 2027
	Accountability Disclosures	
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further noticed

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

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

(b) 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.

(c) Use of estimates and judgements

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

2. Basis of Preparation (Cont'd)

(c) Use of estimates and judgements (Cont'd)

Judgements

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

Classification between investment properties and property, plant and equipment

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

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes.

If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

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

Classification of concession assets

The Group entered into concession agreement with the Government of Malaysia (the "Grantor") under a private finance initiative for the right and authority to undertake the design, develop, construct and complete the facilities and infrastructure for Jabatan Kerja Raya ("JKR") Training Institute and to carry out the maintenance works in relation for the maintenance of the facilities and infrastructure.

Under these arrangements, JKR will pay the Group throughout the concession period the availability charges for the availability of the facilities and infrastructure and maintenance charges for the provision of maintenance works in accordance with the provision of the concession agreements. These amounts receivable are accounted for using the financial assets model.

2. Basis of Preparation (Cont'd)

(c) Use of estimates and judgements (Cont'd)

Judgements (Cont'd)

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

Revenue recognition in relation to concession arrangement

Interest income resulting from the accretion of discount on concession receivable using the effective interest method is described in Note 3(f).

Significant judgement is required in determining the profit margin used in estimating the relative fair value of various services provided in concession agreements. In making these judgements, management evaluates by making reference to the current condition and operating environment of companies in the similar industry in Malaysia.

Recognition of revenue from contracts

The Group recognises contract revenue based on the percentage of completion method. The stage of completion of the contracts is measured in accordance with the accounting policies set out in Note 3(l).

Significant judgement is required in determining the percentage of completion, the extent of the contract costs incurred, the estimated total revenue and total costs and the recoverability of the contract. In making these judgements, management relies on past experience and the work of specialists.

Satisfaction of performance obligations in relation to contracts with customers

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

2. Basis of Preparation (Cont'd)

(c) Use of estimates and judgement (Cont'd)

Judgements (Cont'd)

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

Satisfaction of performance obligations in relation to contracts with customers (Cont'd)

The Group recognises revenue over time in the following circumstances:

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

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

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

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

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

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

2. Basis of Preparation (Cont'd)

(c) Use of estimates and judgement (Cont'd)

Key sources of estimation uncertainty

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

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

The Group regularly reviews the estimated useful lives of property, plant and equipment, investment properties and ROU assets 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, investment properties and ROU assets would increase the recorded depreciation and decrease the value of property, plant and equipment, investment properties and ROU assets.

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

Determination of transaction prices

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

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

2. Basis of Preparation (Cont'd)

(c) Use of estimates and judgement (Cont'd)

Key sources of estimation uncertainty (Cont'd)

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

Revenue from construction contracts

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

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

The details of construction contracts are disclosed in Note 22.

2. Basis of Preparation (Cont'd)

(c) Use of estimates and judgement (Cont'd)

Key sources of estimation uncertainty (Cont'd)

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

Provision for expected credit loss of financial assets at amortised cost

The Group uses a provision matrix to calculate expected credit loss for trade receivables.

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. 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 historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate. Information about the expected credit loss is disclosed in Note 10.

Discount rate used in leases

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

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 deferred tax provisions in the period in which such determination is made. As at 30 September 2024, the Group has tax recoverable and tax payable of RM173,664 (2023: RM182,774) and RM Nil (2023: RM18,500) respectively.

2. Basis of Preparation (Cont'd)

(c) Use of estimates and judgement (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the Note 36(d) regarding financial liabilities. In applying the valuation techniques management makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting period.

3. Material Accounting Policies

The material accounting policies set out below have been applied consistently to all periods presented in these financial statements and have been applied consistently by the Group and the Company, unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiary companies

Subsidiary companies are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary company is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

3. Material Accounting Policies (Cont'd)

(a) Basis of consolidation (Cont'd)

(i) Subsidiary companies (Cont'd)

Acquisition-related costs are expensed in profit or loss as incurred.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured at its acquisition date fair value and the resulting gain or loss is recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date, if known, would have affected the amounts recognised at that date.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of MFRS 139 *Financial Instruments* is measured at fair value with the changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated. Unrealised losses are eliminated only if there is no indication of impairment. Where necessary, accounting policies of the subsidiary companies have been changed to ensure consistency with the policies adopted by the Group.

In the Company's separate financial statements, investments in subsidiary companies are stated at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts are recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

3. Material Accounting Policies (Cont'd)

(a) Basis of consolidation (Cont'd)

- (ii) Changes in ownership interests in subsidiary companies without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary company is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

- (iii) Disposal of subsidiary companies

If the Group loses control of a subsidiary company, the assets and liabilities of the subsidiary company, including any goodwill, and non-controlling interests are derecognised at their carrying value on the date that control is lost. Any remaining investment in the entity is recognised at fair value. The difference between the fair value of consideration received and the amounts derecognised and the remaining fair value of the investment is recognised as a gain or loss on disposal in profit or loss. Any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

- (iv) Goodwill on consolidation

The excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary company acquired (i.e. a bargain purchase), the gain is recognised in profit or loss.

Following the initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment annually or more frequent when there is objective evidence that the carrying value may be impaired.

3. Material Accounting Policies (Cont'd)

(b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised in the profit or loss on straight line basis to write off the cost of each asset to its residual value over its estimated useful life.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Office lot, shophouse and office unit	50 years
Computers and printers	4 - 5 years
Site office cabins, plant and machinery, furniture and fittings	3 - 10 years
Office equipment, renovation and close-circuit television	3 - 10 years
Motor vehicles	5 years

(c) Leases

The ROU asset under cost model is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. The estimated useful lives of the ROU assets are determined on the same basis as those of property, plant and equipment as follows:

Buildings	Over the remaining lease period/term
Motor vehicles	5 years

Lease payments associated with short term leases and leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of 12 months or less and do not contain a purchase option. Low value assets are those assets valued at less than RM20,000 each when purchased new.

3. Material Accounting Policies (Cont'd)

(d) Investment properties

Investment properties are properties held either to earn rental income or for capital appreciation or for both. Investment properties are measured at cost, including transaction costs, less any accumulated depreciation and impairment losses.

The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property.

Freehold land and capital work-in-progress are not depreciated. Other investment properties are depreciated on straight line basis to write down the cost of each asset to its residual value over its estimated useful lives. The estimated useful lives of the investment properties as follows:

Leasehold land	Over the remaining period of the lease
Buildings	50 years

(e) Intangible assets

(i) Customer base

The Group's intangible assets which are acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with finite lives are amortised on a straight-line basis over the estimated economic useful lives of 10 years and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with finite useful life are reviewed at least at each reporting date.

(ii) Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3. Material Accounting Policies (Cont'd)

(f) Concession receivable

The Group has concession arrangements with the Grantor to design, develop, construct and complete the facilities and infrastructure for JKR Training Institute (“concession asset”) and to carry out the asset management services for a concession period of 18 years and transfer the concession asset to the Grantor as at the end of concession period.

The Group accounts for its concession arrangements under the financial assets model as the Group has an unconditional right to receive cash or another financial asset from or at the discretion of the Grantor for the construction services. The consideration received and receivable is allocated by reference to the relative fair values of the various services delivered, when the amounts are separately identified. The allocation is performed by reference to the fair value of the services provided even if the contract stipulates individual prices for certain services. This is because, the amounts specified in the contracts may not necessarily be representative of the fair values of the services provided or the price that would be changed if the services were sold on a standalone basis.

The Group estimates the relative fair values of the services by reference to the costs or providing each service plus a reasonable profit margin.

In the financial asset model, the amount due from the Grantor meets the definition of a receivable which is measured at fair value. It is subsequently measured at amortised cost. The amount initially recognised plus the cumulative interest on that amount is calculated using the effective interest method.

Any asset carried under concession arrangements is derecognised when the contractual rights to the financial asset expires.

3. Material Accounting Policies (Cont'd)

(g) Financial assets

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

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss (“FVTPL”), directly attributable transaction costs.

The Group and the Company determine the classification of financial assets at initial recognition and are not reclassified subsequent to their initial recognition unless the Group and the Company change its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

(a) Financial assets at amortised cost

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

(b) Financial assets at fair value through other comprehensive income (“FVOCI”)

Debt instruments

A debt security is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. Material Accounting Policies (Cont'd)

(g) Financial assets (Cont'd)

- (b) Financial assets at fair value through other comprehensive income (“FVOCI”) (Cont'd)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group and the Company may irrevocably elect to present subsequent changes in fair value in OCI on an investment-by-investment basis.

Financial assets categorised as FVOCI are subsequently measured at fair value, with unrealised gains and losses recognised directly in OCI and accumulated under fair value reserve in equity. For debt instruments, when the investment is derecognised or determined to be impaired, the cumulative gain or loss previously recorded in equity is reclassified to the profit or loss. For equity instruments, the gains or losses are never reclassified to profit or loss.

The Group and the Company have not designated any financial assets as FVOCI.

- (c) Financial assets at fair value through profit or loss

All financial assets not classified as measured at amortised cost or FVOCI, as described above, are measured at FVTPL. This includes derivative financial assets (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument). On initial recognition, the Group and the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets categorised as FVTPL are subsequently measured at their fair value with gains or losses recognised in the profit or loss.

All financial assets, except for those measured at FVTPL and equity investments measured at FVOCI, are subject to impairment.

3. Material Accounting Policies (Cont'd)

(g) Financial assets (Cont'd)

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group and the Company commit to purchase or sell the asset.

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received for financial instrument is recognised in profit or loss.

(h) Financial liabilities

Financial liabilities are recognised when, and only when, the Group and the Company become a party to the contractual provisions of the financial instruments. All financial liabilities are recognised initially at fair value plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(i) Inventories

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

Cost of inventories comprise cost of purchase and other costs incurred in bringing it to their present location and condition is stated 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. Material Accounting Policies (Cont'd)

(j) Impairment of assets

The Group and the Company recognise an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (“a 12-month ECL”). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (“a lifetime ECL”).

(k) Provisions

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

Provisions are reviewed at each end of the reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provisions. The expense relating to any provision is presented in the statements of profit or loss and other comprehensive income net of any reimbursement.

Warranties

Provisions for the expected cost of warranty obligations are recognised at the date of sale of the relevant products, at the directors’ best estimate of the expenditure required to settle the Group’s obligation.

3. Material Accounting Policies (Cont'd)

(I) Revenue and other income recognition

(i) Revenue from contracts with customers

Revenue is recognised when the Group and the Company satisfied a performance obligation (“PO”) by transferring a promised good or services to the customer, which is when the customer obtains control of the good or service. A PO may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied PO.

The Group and the Company recognise revenue from the following major sources:

(a) Revenue from construction contracts

The Group recognises revenue from construction contracts over time when control over the asset has been transferred to the customers. The assets have no alternative use to the Group due to contractual restriction and the Group has an enforceable right to payment for performance completed to date. Revenue from construction contracts is measured at the transaction price agreed under the construction contracts.

Revenue is recognised over the period of the contract using the output method to measure the progress towards complete satisfaction of the performance obligations under the construction contract, i.e. based on the level of completion of the physical proportion of contract work to date, certified by professional consultants.

The Group becomes entitled to invoice customers for construction of promised asset based on achieving a series of performance-related milestones (i.e. surveys of work performed). The Group previously has recognised a contract asset for any work performed. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the progress billing exceeds the revenue recognised to date, the Group recognises a contract liability for the difference. There is not considered to be a significant financing component in contracts with customers as the period between the recognition of revenue and the progress billing is always less than one year.

The Group provides warranties for general repairs of defects existed at the time of sale. These assurance-type warranties are accounted for under MFRS 137 *Provision, Contingent Liabilities and Contingent Assets*, please refer to accounting policy on warranty provisions in Note 3(k) to the financial statements.

3. Material Accounting Policies (Cont'd)

(I) Revenue and other income recognition (Cont'd)

(i) Revenue from contracts with customers (Cont'd)

The Group and the Company recognise revenue from the following major sources: (Cont'd)

(b) Sale of goods

Revenue from sale of goods is recognised when control of the products has transferred, being at the point the customer purchases the goods.

Revenue is recognised based on the price specified in the contract, net of the rebates, discounts and taxes.

A receivable is recognised by the Group when the goods are delivered as this represents the point in time at which the right to consideration is unconditional, because only the passage of time is required before payment is due.

(c) Security service and maintenance income

Revenue is recognised over time, if a customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.

Revenue is recognised using an input method to measure progress towards complete satisfaction of the services.

(d) Room revenue

Hotel revenue from room rental is recognised over time during the period of stay for the hotel guest.

(e) Food beverage and other ancillary service revenue

Revenue from food and beverage and other ancillary services are generally recognised at the point in time when the services are rendered.

(f) Management fee

Revenue from management fees is recognised in the reporting period in which the services are rendered, which simultaneously received and consumes the benefits provided by the Group, and the Group has a present right to payment for the services.

3. Material Accounting Policies (Cont'd)

(l) Revenue and other income recognition (Cont'd)

(ii) Rental income

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(iii) Interest income

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

(m) Statement of cash flows

The Company adopt the indirect method in the preparation of the statement of cash flows. Cash and cash equivalents comprise cash and bank balances and deposits with licensed bank that are readily convertible into cash with insignificant risk of changes in value against which bank overdraft, surplus funds placed in fixed deposits with licensed banks, fixed deposits pledge with licensed banks and debt service reserve account, if any, are deducted.

4. Property, Plant and Equipment

Group	Office lot, shophouse and office unit RM	Computers and printers RM	Site office cabins, plant and machinery, furniture and fittings RM	Office equipment, renovation and close- circuit television RM	Motor vehicles RM	Total RM
2024						
Cost						
At 1 October 2023	1,438,404	3,894,785	1,454,768	15,582,562	3,021,507	25,392,026
Additions	-	-	5,258	881,621	-	886,879
Disposals	-	-	-	-	(852,629)	(852,629)
Transfer from right-of-use assets (Note 6)	-	-	-	-	380,160	380,160
At 30 September 2024	1,438,404	3,894,785	1,460,026	16,464,183	2,168,878	25,806,436
Accumulated depreciation						
At 1 October 2023	676,106	3,608,893	1,362,205	13,789,922	3,021,507	22,458,633
Charge for the financial year	2,580	24,235	15,953	1,525,957	-	1,568,725
Disposals	-	-	-	-	(852,629)	(852,629)
Transfer from right-of-use assets (Note 6)	-	-	-	-	380,160	380,160
At 30 September 2024	678,686	3,633,128	1,378,158	15,315,879	2,168,878	23,554,889
Carrying amount						
At 30 September 2024	759,718	261,657	81,868	1,148,304	-	2,251,547

4. Property, Plant and Equipment (Cont'd)

Group	Office lot, shophouse and office unit RM	Computers and printers RM	Site office cabins, plant and machinery, furniture and fittings RM	Office equipment, renovation and close- circuit television RM	Motor vehicles RM	Total RM
2023						
Cost						
At 1 October 2022	1,438,404	3,886,245	1,431,357	15,122,115	2,909,698	24,787,819
Additions	-	8,540	23,411	463,386	-	495,337
Disposals	-	-	-	-	(152,374)	(152,374)
Transfer from right-of-use assets (Note 6)	-	-	-	-	264,183	264,183
Written off	-	-	-	(2,939)	-	(2,939)
At 30 September 2023	1,438,404	3,894,785	1,454,768	15,582,562	3,021,507	25,392,026

4. Property, Plant and Equipment (Cont'd)

Group	Office lot, shophouse and office unit RM	Computers and printers RM	Site office cabins, plant and machinery, furniture and fittings RM	Office equipment, renovation and close- circuit television RM	Motor vehicles RM	Total RM
2023 (Cont'd)						
Accumulated depreciation						
At 1 October 2022	634,219	3,575,824	1,326,026	12,158,440	2,909,698	20,604,207
Charge for the financial year	41,887	33,069	36,179	1,634,124	-	1,745,259
Disposals	-	-	-	-	(152,374)	(152,374)
Transfer from right-of-use assets (Note 6)	-	-	-	-	264,183	264,183
Written off	-	-	-	(2,642)	-	(2,642)
At 30 September 2023	<u>676,106</u>	<u>3,608,893</u>	<u>1,362,205</u>	<u>13,789,922</u>	<u>3,021,507</u>	<u>22,458,633</u>
Carrying amount						
At 30 September 2023	<u>762,298</u>	<u>285,892</u>	<u>92,563</u>	<u>1,792,640</u>	<u>-</u>	<u>2,933,393</u>

4. Property, Plant and Equipment (Cont'd)

(a) Assets pledged as securities to financial institutions

The carrying amount of property, plant and equipment of the Group of RM31,920 (2023: RM33,600) were pledged as securities for the bank borrowings as disclosed in Note 19 to the financial statements.

5. Investment Properties

Group	Leasehold land RM	Freehold land RM	Leasehold building RM	Freehold building RM	Capital work-in- progress RM	Total RM
2024						
Cost						
At 1 October 2023	7,504,199	8,736,809	6,040,290	385,000	10,108,775	32,775,073
Additions	-	-	-	-	4,410,358	4,410,358
Disposal	-	(8,736,809)	-	-	-	(8,736,809)
At 30 September 2024	7,504,199	-	6,040,290	385,000	14,519,133	28,448,622
Accumulated depreciation						
At 1 October 2023	1,176,939	-	1,771,911	78,941	-	3,027,791
Charge for the financial year	89,585	-	148,432	7,704	-	245,721
At 30 September 2024	1,266,524	-	1,920,343	86,645	-	3,273,512
Accumulated impairment losses						
At 1 October 2023	-	976,784	-	-	-	976,784
Disposal	-	(976,784)	-	-	-	(976,784)
At 30 September 2024	-	-	-	-	-	-
Carrying amount						
At 30 September 2024	6,237,675	-	4,119,947	298,355	14,519,133	25,175,110
Fair value of investment properties						
At 30 September 2024	6,968,000	-	12,812,000	542,000	-	20,322,000

5. Investment Properties (Cont'd)

Group	Leasehold land RM	Freehold land RM	Leasehold building RM	Freehold building RM	Capital work-in- progress RM	Total RM
2023						
Cost						
At 1 October 2022	7,504,199	8,736,809	6,040,290	385,000	7,257,357	29,923,655
Additions	-	-	-	-	2,851,418	2,851,418
At 30 September 2023	7,504,199	8,736,809	6,040,290	385,000	10,108,775	32,775,073
Accumulated depreciation						
At 1 October 2022	1,087,354	-	1,662,786	71,237	-	2,821,377
Charge for the financial year	89,585	-	109,125	7,704	-	206,414
At 30 September 2023	1,176,939	-	1,771,911	78,941	-	3,027,791
Accumulated impairment losses						
At 1 October 2022	-	-	-	-	-	-
Impairment losses for the financial year	-	976,784	-	-	-	976,784
At 30 September 2023	-	976,784	-	-	-	976,784
Carrying amount						
At 30 September 2023	6,327,260	7,760,025	4,268,379	306,059	10,108,775	28,770,498
Fair value of investment properties						
At 30 September 2023	7,488,000	7,760,025	12,915,000	529,000	-	28,692,025

5. Investment Properties (Cont'd)

(a) Income and expenses recognised in profit or loss

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

	Group	
	2024	2023
	RM	RM
Rental income	66,000	66,000
Direct operating expenses:		
- Income generating investment properties	19,395	19,696
- Non-income generating investment properties	2,825	2,825
	88,220	88,521

(b) Investment properties pledged as securities to financial institutions

The net carrying amounts of certain investment properties of the Group have been pledged to secure banking facilities are as follows:

	Group	
	2024	2023
	RM	RM
Freehold land	-	7,760,025
Leasehold land	1,585,117	1,615,561
Leasehold building	1,528,741	1,586,749
	3,113,858	10,962,335

Fair value of investment properties was estimated by Directors based on internal appraisal of market values of comparable properties. The fair values are within Level 2 of the fair value hierarchy.

6. Right-of-Use Assets

Group	Buildings	Motor	Total
2024	RM	vehicles	RM
Cost		RM	
At 1 October 2023	77,608,800	1,097,731	78,706,531
Additions	15,105	122,744	137,849
Transfer to property, plant and equipment (Note 4)	-	(380,160)	(380,160)
Modification of lease terms	(51,725)	-	(51,725)
At 30 September 2024	<u>77,572,180</u>	<u>840,315</u>	<u>78,412,495</u>
Accumulated depreciation			
At 1 October 2023	7,227,507	1,097,731	8,325,238
Charge for the financial year	1,761,337	16,630	1,777,967
Transfer to property, plant and equipment (Note 4)	-	(380,160)	(380,160)
At 30 September 2024	<u>8,988,844</u>	<u>734,201</u>	<u>9,723,045</u>
Carrying amount			
At 30 September 2024	<u>68,583,336</u>	<u>106,114</u>	<u>68,689,450</u>
2023			
Cost			
At 1 October 2022	77,507,436	1,361,914	78,869,350
Additions	101,364	-	101,364
Transfer to property, plant and equipment (Note 4)	-	(264,183)	(264,183)
At 30 September 2023	<u>77,608,800</u>	<u>1,097,731</u>	<u>78,706,531</u>
Accumulated depreciation			
At 1 October 2022	5,510,309	1,202,691	6,713,000
Charge for the financial year	1,717,198	159,223	1,876,421
Transfer to property, plant and equipment (Note 4)	-	(264,183)	(264,183)
At 30 September 2023	<u>7,227,507</u>	<u>1,097,731</u>	<u>8,325,238</u>
Carrying amount			
At 30 September 2023	<u>70,381,293</u>	<u>-</u>	<u>70,381,293</u>

6. Right-of-Use Assets (Cont'd)

Buildings with an aggregate carrying amount of RM67,353,208 (2023: RM69,031,210) are pledged as securities for bank borrowings as disclosed in Note 18 to the financial statements.

Included in the above, motor vehicles with carrying amount of RM106,114 of the Group are pledged as securities for the related lease liabilities.

The aggregate additional costs for the right-of-use assets of the Group under lease financing and cash payments are as follows:

	Group	
	30.9.2024	30.9.2023
	RM	RM
Aggregate costs	137,849	-
Less: Lease financing	(115,105)	-
Cash payments	<u>22,744</u>	<u>-</u>

7. Intangible Asset

	Group	
	2024	2023
	RM	RM
At cost		
At 1 October/At 30 September	<u>2,179,143</u>	<u>2,179,143</u>
Accumulated amortisation		
At 1 October	(1,979,506)	(1,761,592)
Amortisation for the financial year	<u>(199,637)</u>	<u>(217,914)</u>
At 30 September	<u>(2,179,143)</u>	<u>(1,979,506)</u>
Carrying amount		
At 30 September	<u>-</u>	<u>199,637</u>

In the previous financial year, intangible asset relates to the Group's customer base that was acquired in business combination and has an average remaining amortisation period of 1 year.

8. Investment in Subsidiary Companies

	Company	
	2024	2023
	RM	RM
In Malaysia:		
At cost		
Unquoted shares	36,373,744	36,373,744
Less: Accumulated impairment losses	<u>(4,016,853)</u>	<u>(4,016,853)</u>
	<u>32,356,891</u>	<u>32,356,891</u>

Movements in the allowance for impairment losses of the investment in subsidiary companies are as follows:

	Company	
	2024	2023
	RM	RM
At 1 October	4,016,853	4,416,853
Less: Impairment losses reversed	<u>-</u>	<u>(400,000)</u>
At 30 September	<u>4,016,853</u>	<u>4,016,853</u>

8. Investment in Subsidiary Companies (Cont'd)

Details of the subsidiary companies are as follows:

Name of company	Place of business /Country of incorporation	Effective interest (%)		Principal activities
		2024	2023	
Direct holding:				
Digistar Holdings Sdn. Bhd.	Malaysia	100	100	Designing, supplying, installation and integration of information technology infrastructure, tele- conferencing, local area networks, interactive media management systems, radio and television news automation, telecommunication systems, integrated audio and visual systems and other related electronics systems, hotel and resort management, construction of non-residential buildings and bee keeping and production of honey and beeswax
Rauland Asia Sdn. Bhd.	Malaysia	100	100	Designing, supplying installation and integration of security monitoring systems
Nielsen Ward Sdn. Bhd.	Malaysia	100	100	Money lender
Seni Pujaan Sdn. Bhd.	Malaysia	100	100	Property development and hotel operator

8. Investment in Subsidiary Companies (Cont'd)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business /Country of incorporation	Effective interest (%)		Principal activities
		2024	2023	
Matang Makmur Holdings Sdn. Bhd.	Malaysia	100	100	Investment holding
Digistar Construction (M) Sdn. Bhd.	Malaysia	100	100	Provision of construction services
Sakura Management Travel & Tours Sdn. Bhd.	Malaysia	100	100	Property management
Mulia Optima Sdn. Bhd.	Malaysia	100	100	Dormant
Jaya Persada Sdn. Bhd.	Malaysia	100	100	Investment holding
Full Image Sdn. Bhd.	Malaysia	100	100	Selling of information and communication technology products

8. Investment in Subsidiary Companies (Cont'd)

Details of the subsidiary companies are as follows: (Cont'd)

Name of company	Place of business /Country of incorporation	Effective interest (%)		Principal activities
		2024	2023	
Indirect holding:				
Subsidiary company of Matang Makmur Holdings Sdn. Bhd.				
Indera Persada Sdn. Bhd.	Malaysia	70	70	Undertake the construction and provide asset management services for the concession asset
Subsidiary companies of Digistar Holdings Sdn. Bhd.				
Digistar Properties Sdn. Bhd.	Malaysia	100	100	Renting, maintaining and upkeep of properties
Protecs A&A CMS Sdn. Bhd.	Malaysia	100	100	Central monitoring security services and trading of security equipment
Panorama Tv Asia Broadcast Sdn. Bhd.	Malaysia	60	60	Specialising in delivering tailored television subscription services to hotels, business, and residences, enhancing entertainment experiences
Wemal-Maxi Protect Sdn. Bhd.	Malaysia	51	51	Provision of security central monitoring services

8. Investment in Subsidiary Companies (Cont'd)

(a) Material partly-owned subsidiary companies

The non-controlling interests at the end of the reporting period comprises the following:

Name of Company	Effective Equity Interest		Accumulated Non-Controlling Interests	
	2024	2023	2024	2023
Indera Persada Sdn. Bhd.	30%	30%	(2,811,062)	(3,350,788)
Individually immaterial subsidiary companies with non-controlling interests			(2,435,303)	(1,740,418)
Total non-controlling interests			<u>(5,246,365)</u>	<u>(5,091,206)</u>

The summarised financial information (before intra-group elimination) for subsidiary companies that has non-controlling interests that are material to the Group is as follow:

	Indera Persada Sdn. Bhd.	
	2024 RM	2023 RM
Non-current assets	114,202,986	126,173,809
Current assets	59,396,812	47,170,584
Non-current liabilities	(142,241,548)	(121,157,589)
Current liabilities	<u>(57,028,456)</u>	<u>(78,756,098)</u>
Net liabilities	<u>(25,670,206)</u>	<u>(26,569,294)</u>
Revenue	23,996,503	25,258,326
Profit before tax	3,450,970	4,286,773
Taxation	<u>(1,651,882)</u>	<u>(1,919,190)</u>
Profit for the financial year, representing total comprehensive income for the financial year	<u>1,799,088</u>	<u>2,367,583</u>
Total comprehensive income attributable to non-controlling interests	<u>539,726</u>	<u>710,275</u>
Net cash from operating activities	26,246,689	23,865,894
Net cash from investing activities	1,523,831	309,678
Net cash used in financing activities	<u>(15,834,977)</u>	<u>(22,622,834)</u>
Net increase in cash and cash equivalents	<u>11,935,543</u>	<u>1,552,738</u>

8. Investment in Subsidiary Companies (Cont'd)

(b) Changes in ownership interest

In the previous financial year

- (i) On 30 December 2022, the Company had disposed of its 100% equity interest in Panorama Tv Asia Broadcast Sdn. Bhd. for a cash consideration of RM500,000. On the same day, Digistar Holdings Sdn. Bhd., a wholly-owned subsidiary company of the Group, had acquired 60% equity interest in Panorama Tv Asia Broadcast Sdn. Bhd. for purchase consideration of RM300,000. The carrying amount of Panorama Tv Asia Broadcast Sdn. Bhd.'s net liabilities in the financial statements of the Group on the date of acquisition was RM3,558,103. The Group recognised a decrease in non-controlling interest of RM1,423,241.

The effect of changes in the equity interest in Panorama Tv Asia Broadcast Sdn. Bhd. that is attributable to owners of the Company:

	RM
Carrying amount of non-controlling interest disposed	1,423,241
Consideration received from non-controlling interest	200,000
Increase in parent's equity	1,623,241

- (ii) On 29 September 2023, Digistar Holdings Sdn. Bhd., a wholly-owned subsidiary company of the Group, had acquired remaining 2% equity interest in Protec A&A CMS Sdn. Bhd. for cash consideration of RM1. The carrying amount of Protec A&A CMS Sdn. Bhd.'s net assets in the financial statements of the Group on the date of acquisition was RM1,828,845. The Group recognised a decrease in non-controlling interest of RM36,577. The Group's effective equity interest in Protec A&A CMS Sdn. Bhd. increased from 98% to 100% after the acquisition of 2% equity interest in Protec A&A CMS Sdn. Bhd.

The effect of changes in the equity interest in Protec A&A CMS Sdn. Bhd. that is attributable to owners of the Company:

	RM
Carrying amount of non-controlling interest acquired	36,577
Consideration paid to non-controlling interest	(1)
Increase in parent's equity	36,576

9. Other investment

	Quoted Shares in Malaysia RM
Non-current	
<u>Financial assets measured at fair value through profit or loss</u>	
At 1 October 2023	606,800
Disposals	<u>(606,800)</u>
At 30 September 2024	<u>-</u>
At 1 October 2022	-
Additions	1,995,697
Disposals	(1,378,697)
Fair value adjustment	<u>(10,200)</u>
At 30 September 2023	<u>606,800</u>

10. Trade Receivables

Group	Interest bearing RM	Non-interest bearing RM	Total RM
2024			
Non-current			
Concession receivable	114,166,208	-	114,166,208
Current			
Concession receivable	11,958,836	-	11,958,836
Trade receivables	925,112	18,594,229	19,519,341
Retention sum	-	171,000	171,000
	<u>12,883,948</u>	<u>18,765,229</u>	<u>31,649,177</u>
	127,050,156	18,765,229	145,815,385
Less: Accumulated impairment losses	<u>(238,840)</u>	<u>(9,613,293)</u>	<u>(9,852,133)</u>
	<u>126,811,316</u>	<u>9,151,936</u>	<u>135,963,252</u>
2023			
Non-current			
Concession receivable	126,125,037	-	126,125,037
Current			
Concession receivable	10,483,795	-	10,483,795
Trade receivables	961,541	19,981,070	20,942,611
Retention sum	-	171,000	171,000
	<u>11,445,336</u>	<u>20,152,070</u>	<u>31,597,406</u>
	137,570,373	20,152,070	157,722,443
Less: Accumulated impairment losses	<u>(410,591)</u>	<u>(10,182,645)</u>	<u>(10,593,236)</u>
	<u>137,159,782</u>	<u>9,969,425</u>	<u>147,129,207</u>

Trade receivables are generally from 7 to 90 days (2023: 7 to 90 days) term. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The concession receivable with interest-bearing represents fair value of the consideration receivable from the construction services delivered. It carries an interest at rate of 14% (2023: 14%) per annum. It is repayable in the form of availability charges upon fulfilment of the terms and conditions as stipulated in the concession agreement.

10. Trade Receivables (Cont'd)

The trade receivables with interest-bearing was under instalment plan. It carries on interest rate of 4.50% (2023: 3.50% to 4.50%) per annum.

Movement in the allowance for impairment losses of the trade receivables are as follow:

Impairment losses recognised	221,445	330,299
Impairment losses reversed	(381,447)	(1,843,635)
Amount written off	<u>(581,101)</u>	<u>(20,202)</u>
At 30 September	<u>9,852,133</u>	<u>10,593,236</u>

The loss allowance account in respect of trade receivables is used to record loss allowance. Unless the Group is satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.

Reversal of impairment losses on trade receivables was mainly due to collection from receivables previously provided for doubtful debts.

The aged analysis of trade receivables ageing as at the end of reporting period:

Group	Gross amount RM	Loss allowance RM	Net amount RM
2024			
Neither past due nor impaired	129,487,667	(16,028)	129,471,639
Past due but not impaired:			
Less than 30 days	42,405	(20,536)	21,869
31 - 90 days	101,657	(37,225)	64,432
More than 90 days	7,992,563	(1,587,251)	6,405,312
	<u>8,136,625</u>	<u>(1,645,012)</u>	<u>6,491,613</u>
	137,624,292	(1,661,040)	135,963,252
Individually impaired	<u>8,191,093</u>	<u>(8,191,093)</u>	-
	<u>145,815,385</u>	<u>(9,852,133)</u>	<u>135,963,252</u>

10. Trade Receivables (Cont'd)

The aged analysis of trade receivables ageing as at the end of reporting period: (Cont'd)

Group	Gross amount RM	Loss allowance RM	Net amount RM
2023			
Neither past due nor impaired	140,245,310	(16,654)	140,228,656
Past due but not impaired:			
Less than 30 days	212,016	(18,536)	193,480
30 - 90 days	133,309	(19,298)	114,011
More than 90 days	8,987,320	(2,394,260)	6,593,060
	<u>9,332,645</u>	<u>(2,432,094)</u>	<u>6,900,551</u>
	149,577,955	(2,448,748)	147,129,207
Individually impaired	8,144,488	(8,144,488)	-
	<u>157,722,443</u>	<u>(10,593,236)</u>	<u>147,129,207</u>

Trade receivables that are neither past due nor impaired are creditworthy receivables with good payment records with the Group.

As at 30 September 2024, trade receivables of RM6,491,613 (2023: RM6,900,551) were past due but not impaired. These related to a number of independent customers from whom there is no recent history of default.

The trade receivables of the Group that are individually assessed to be impaired amounting to RM8,191,093 (2023: RM8,144,488), related to customers that are in financial difficulties, have defaulted on payments and/or have disputed on the billings. These balances are expected to be recovered through the debts recovery process.

11. Amount Due From/(To) Subsidiary Companies

	Note	Company	
		2024 RM	2023 RM
Non-current			
Amount due from subsidiary companies			
Non-interest bearing	(a)	147,774,700	172,877,065
Less: Accumulated impairment losses		<u>(56,872,053)</u>	<u>(58,929,266)</u>
		<u>90,902,647</u>	<u>113,947,799</u>
Current			
Amount due to subsidiary companies			
Interest bearing	(b)	(25,735,974)	(58,938,002)
Non-interest bearing	(c)	<u>(33,445,493)</u>	<u>(28,662,536)</u>
		<u>(59,181,467)</u>	<u>(87,600,538)</u>

Movement in the allowance for impairment losses of the amount due from subsidiary companies are as follow:

	Company	
	2024 RM	2023 RM
At 1 October	58,929,266	57,638,047
Impairment losses recognised	2,135,401	1,460,879
Impairment losses reversed	<u>(4,192,614)</u>	<u>(169,660)</u>
At 30 September	<u>56,872,053</u>	<u>58,929,266</u>

- (a) Amount due from subsidiary companies are non-trade related, unsecured advances and are not expected to be recalled within the next 12 months.
- (b) Amount due to subsidiary companies are non-trade related, unsecured advances, which bear interest at rate of 6.90% (2023: 6.90%) per annum and repayable on demand.
- (c) Amount due to subsidiary companies are non-trade related, unsecured advances and repayable on demand.

12. Inventories

	Group	
	2024	2023
	RM	RM
At cost:		
Finished goods	710,817	699,913
Recognised in profit or loss:		
Inventories recognised as cost of sales	2,102,449	1,993,261
Inventories written off	-	29,007

13. Other Receivables

	Note	Group		Company	
		2024	2023	2024	2023
		RM	RM	RM	RM
Other receivables		7,523,907	7,399,100	200,000	201,233
Less: Accumulated impairment losses		(1,510,837)	(1,649,630)	-	-
		6,013,070	5,749,470	200,000	201,233
Amount due from related parties	(a)	1,379,796	1,576,195	-	-
Less: Accumulated impairment losses		(707,962)	(789,527)	-	-
		671,834	786,668	-	-
Deposits		312,411	201,547	1,500	1,500
GST and SST refundable		20,423	30,564	-	-
Prepayments	(b)	1,123,107	177,388	-	-
		8,140,845	6,945,637	201,500	202,733

13. Other Receivables (Cont'd)

Movement in the allowance for impairment losses of the other receivables and amount due from related parties are as follow:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
At 1 October	2,439,157	2,890,059	-	-
Impairment losses recognised	-	121,426	-	-
Impairment losses reversed	(220,358)	(570,828)	-	-
Amount written off	-	(1,500)	-	-
At 30 September	<u>2,218,799</u>	<u>2,439,157</u>	<u>-</u>	<u>-</u>

Reversal of impairment losses on other receivables and amount due from related parties was mainly due to collection from receivables previously provided for doubtful debts.

- (a) Amount due from related parties are non-interest bearing, unsecured advances and repayable on demand.
- (b) Included in prepayments is an amount of RM940,000 paid to a third party for the acquisition of additional share in Indera Persada Sdn. Bhd., a partly-owned subsidiary company of the Group. The ownership of these shares will be transferred to the Group within 14 days after the settlement sum is fully paid. The outstanding balance of the settlement sum is disclosed under capital commitments in Note 33 to the financial statements.

14. Deposits, Cash and Bank Balances

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Fixed deposits with licensed banks	17,127,412	35,179,469	-	4,000,000
Cash and bank balances	31,975,291	18,021,682	17,949	93,959
Total deposits, cash and bank balances	49,102,703	53,201,151	17,949	4,093,959
Bank overdrafts (Note 19)	(2,880,697)	(2,442,516)	-	-
Less: Surplus funds placed in fixed deposits with licensed banks	(3,459,180)	(3,886,604)	-	-
Less: Fixed deposits pledged with licensed banks	(11,367,982)	(18,152,556)	-	(4,000,000)
Less: Debt Service Reserve Account	(4,888,724)	(2,418,558)	-	-
Total cash and cash equivalents	26,506,120	26,300,917	17,949	93,959

The interest rates and maturities of the fixed deposits range from 2.25% to 3.68% (2023: 2.10% to 5.28%) per annum and 31 to 365 days (2023: 30 to 365 days), respectively.

As at 30 September 2024, the fixed deposits with licensed banks of the Group and of the Company amounting RM11,367,982 (2023: RM18,152,556) and RM Nil (2023: RM4,000,000) respectively are pledged as securities for bank borrowings granted to the Group as disclosed in Note 19 to the financial statements.

15. Share Capital

	Group and Company			
	Number of ordinary shares		Amount	
	2024	2023	2024	2023
	Units	Units	RM	RM
Ordinary shares issued and fully paid:				
At 1 October	467,429,215	349,636,958	61,340,333	47,955,849
Issuance of ordinary shares				
- private placement	-	104,153,806	-	6,561,690
- conversion of warrants	10,211,900	13,638,451	612,714	818,307
Share consolidation	-	-	-	-
Capital reduction	-	-	-	-
Warrant expired	-	-	-	6,004,487
At 30 September	<u>477,641,115</u>	<u>467,429,215</u>	<u>61,953,047</u>	<u>61,340,333</u>

During the financial year, the Company issued 10,211,900 new ordinary shares at a weighted average exercise price of RM0.06 per ordinary share for total consideration of RM612,714 from the exercise of warrants.

In the previous financial year, the Company issued:

- (a) private placement of 104,153,806 new ordinary shares at a weighted average exercise price of RM0.063 per ordinary share for total consideration of RM6,561,690; and
- (b) 13,638,451 new ordinary shares at a weighted average exercise price of RM0.06 per ordinary share for total consideration of RM818,307 from the exercise of warrants.

15. Share Capital (Cont'd)

Warrants 2023/2028

On 11 July 2023, the Company has issued 112,831,819 warrants pursuant to bonus issue of warrants to all the entitled shareholders of the Company on the basis on one (1) warrant for every four (4) ordinary shares held in the Company.

The warrants are constituted under a Deed Poll executed on 16 June 2023 and each warrant entitles the registered holder the right at any time during the exercised period from 11 July 2023 to 11 July 2028 to subscribe in cash for one (1) new ordinary share of the Company at an exercise price of RM0.06 each.

The salient features of the Warrants 2023/2028 are as follows:

- (i) entitled its registered holder for one (1) free Warrant for every four (4) ordinary shares held;
- (ii) each Warrant entitles the holder to subscribe for one (1) new ordinary share at the exercise price at any time during the exercise period;
- (iii) the Warrants may be exercised at any period commencing on and including the date of issuance of the Warrants and ending at the close of business at 5pm on the date preceding the fifth (5th) anniversary of the date of issuance, or if such is not market day, then it shall be the market day immediately preceding the said non-market day. At the expiry of the exercise period, any Warrant which has not been exercised will cease to be valid for any purpose and will deemed to have lapsed; and
- (iv) the new ordinary shares to be issued arising from the exercise of the Warrants will, upon allotment and issue, rank equally in all respects with the existing ordinary shares, save and except that the new ordinary shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid where the entitlement date precedes the date of allotment and issuance of such new ordinary shares.

The movement of Warrants 2023/2028 during the financial year are as follows:

	Warrants 2023/2028	
	2024	2023
	Units	Units
At 1 October	99,193,368	-
Allotment of warrants	-	112,831,819
Conversion of warrants	<u>(10,211,900)</u>	<u>(13,638,451)</u>
At 30 September	<u>88,981,468</u>	<u>99,193,368</u>

15. Share Capital (Cont'd)

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets. In respect of the Company's treasury shares that are held by the Group, all rights are suspended until those shares are reissued.

16. Treasury Shares

The shareholders of the Company, by a resolution passed in the last Annual General Meeting held on 8 March 2024, renewed their approval for the Company's plan to repurchase its own shares. The Directors of the Company are committed to enhancing the value of the Company to its shareholders and believe that the repurchase plan can be applied in the best interest of the Company and its shareholders.

	Group and Company			
	Number of shares		Amount	
	2024	2023	2024	2023
	Units	Units	RM	RM
At 1 October/				
At 30 September	<u>2,457,602</u>	<u>2,457,602</u>	<u>3,248,747</u>	<u>3,248,747</u>

Below are the details of the treasury shares at the end of the reporting period:

	Number of shares Units	Average unit price RM	Total consideration RM
At 30 September	<u>2,457,602</u>	<u>1.32</u>	<u>3,248,747</u>

As at 30 September 2024, the Company held 2,457,602 (2023: 2,457,602) treasury shares out of the total 349,636,958 (2023: 349,636,958) issued ordinary shares. The number of ordinary shares in issue after the offset is therefore 347,179,356 (2023: 347,179,356) ordinary shares. None of the treasury shares was cancelled during the financial year.

17. Reserves

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Warrant reserve	5,207,688	5,207,688	5,207,688	5,207,688
Discount on share	(5,207,688)	(5,207,688)	(5,207,688)	(5,207,688)
Retained earnings	2,745,879	9,446,070	5,206,633	4,789,124
	<u>2,745,879</u>	<u>9,446,070</u>	<u>5,206,633</u>	<u>4,789,124</u>

Warrant reserve/Discount on share

(i) Warrants 2013/2023

In the previous financial year, the Company has a total of 27,225,764 Warrants 2013/2023 in issue at the end of the financial year. Each Warrant 2013/2023 entitles the holder to subscribe for one new ordinary share of RM0.10 each in the Company at the exercise price of RM0.75. The Warrants 2013/2023 are exercisable over a period of 10 years from 5 April 2013 to 4 April 2023. The warrants have been expired and removed from the official list of Bursa Malaysia Securities Berhad on 4 April 2023 with total of 27,225,764 remain unexercised.

(ii) Warrants 2021/2026

The Company has a total of 86,794,477 (2023: 86,794,477) Warrants 2021/2026 in issue at the end of the financial year. Each Warrant 2021/2026 entitles the holder to subscribe for one new ordinary share on the basis of 1 new ordinary share for 1 Warrant at the exercise price of RM0.30 per Warrant or such adjusted price as determined in the Deed Poll. The Warrants 2021/2026 are exercisable at any time within a period of 5 years, which shall commence from and including the date of issuance of the Warrants and ending on the expiry date. As at 30 September 2024, the total numbers of Warrants 2021/2026 that remain unexercised were 86,794,477 (2023: 86,794,477).

18. Lease Liabilities

	Group	
	2024	2023
	RM	RM
At 1 October	162,644	297,142
Additions	115,105	101,364
Modification of lease terms	(51,725)	-
Payments	<u>(112,195)</u>	<u>(235,862)</u>
At 30 September	<u>113,829</u>	<u>162,644</u>
Presented as:		
Non-current	39,465	11,079
Current	<u>74,364</u>	<u>151,565</u>
	<u>113,829</u>	<u>162,644</u>
The maturity analysis of lease liabilities of the Group at the end of the reporting period:		
Within one year	32,932	110,968
Later than one year and not later than two years	13,632	27,400
Later than two years and not later than five years	<u>87,374</u>	<u>32,422</u>
	133,938	170,790
Less: Future finance charges	<u>(20,109)</u>	<u>(8,146)</u>
Present value of lease liabilities	<u>113,829</u>	<u>162,644</u>

The Group leases various buildings and motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

19. Bank Borrowings

	Group	
	2024	2023
	RM	RM
Secured		
Term loans	4,948,994	7,296,290
Medium term notes	68,238,050	-
Bank overdrafts	2,880,697	2,442,516
	<u>76,067,741</u>	<u>9,738,806</u>
Non-current		
Term loans	4,360,754	6,428,885
Medium term notes	68,000,000	-
	<u>72,360,754</u>	<u>6,428,885</u>
Current		
Term loans	588,240	867,405
Medium term notes	238,050	-
Bank overdrafts	2,880,697	2,442,516
	<u>3,706,987</u>	<u>3,309,921</u>
	<u>76,067,741</u>	<u>9,738,806</u>

The bank borrowings obtained from the local banks are secured by the following:

- (i) An open all monies facility agreement between the subsidiary companies;
- (ii) Legal charge over certain freehold land and leasehold land as well as buildings of the Group as disclosed in Notes 4, 5, and 6;
- (iii) Pledged of certain fixed deposits with licensed banks of the Group and of the Company as mentioned in Note 14; and
- (iv) Corporate guarantee by the Company.

The average effective interest rates per annum are as follows:

	Group	
	2024	2023
	%	%
Term loans	5.35	5.43 - 7.06
Medium term notes	4.80 - 5.00	-
Bank overdrafts	7.90 - 8.07	7.90 - 8.07
	<u>7.90 - 8.07</u>	<u>7.90 - 8.07</u>

20. Bonds

			Group	
	Maturity	2024	2023	
Note	Year	RM	RM	
Secured, fixed rate bond:	(a)			
- 4.60% per annum	2024	-	20,000,000	
- 4.70% per annum	2025	20,000,000	20,000,000	
- 4.80% per annum	2026	20,000,000	20,000,000	
- 4.90% per annum	2027	20,000,000	25,000,000	
- 5.00% per annum	2028	7,000,000	30,000,000	
Secured, fixed rate subordinated bond:	(a)			
- 16.00% per annum	2028	11,000,000	11,000,000	
Unrated, fixed rate serial bond:	(b)			
- 6.80% per annum	2030	-	25,000,000	
- 6.90% per annum	2031	10,000,000	25,000,000	
- 7.00% per annum	2032	30,000,000	30,000,000	
		118,000,000	206,000,000	
Less:				
- Bond discount		(1,340,942)	(1,960,503)	
- Transaction costs		(2,012,118)	(2,968,858)	
		114,646,940	201,070,639	
Accrued interest		1,534,219	2,861,414	
		116,181,159	203,932,053	
Current				
- repayable not later than 1 year		20,264,799	21,603,418	
Non-current:				
- repayable between 1 to 5 years		46,194,501	93,305,721	
- repayable more than 5 years		49,721,859	89,022,914	
		95,916,360	182,328,635	
		116,181,159	203,932,053	

20. Bonds (Cont'd)

- (a) Indera Persada Sdn. Bhd. (“IPSB”), a 70% owned subsidiary of the Company, issued RM280 million Fixed Rate Serial Bonds and RM15 million Subordinated Bonds which included RM4 million subscribed by Matang Makmur Holdings Sdn. Bhd. (“MMHSB”), a subsidiary of Digistar Corporation Berhad on 5 September 2013.

The coupon rates range from 4.00% to 16.00% per annum and the coupon interests are payable semi-annually on each series of the bonds.

Proceeds raised from the bonds have been utilised by IPSB to finance the construction of a Training Institute in Malacca for Ministry of Works (“JKR Project”), under an 18-year Concession Agreement (“CA”) with the Government of Malaysia.

The bonds are secured against certain assets of IPSB.

- (b) On 13 March 2018, Jaya Persada Sdn. Bhd. (“JPSB”), a wholly-owned subsidiary of the Company issued RM80 million Unrated Fixed Rated Serial Bonds.

The entire bonds were divided into 3 tranches, with maturity periods ranging from 12 years to 14 years commencing from April 2030 to April 2032.

The coupon rates range from 6.80% to 7.00% per annum and the coupon interests are payable semi-annually on each series of the bonds.

Proceeds raised from the bonds shall be utilised by JPSB for the purposes below:

- (i) To fund the costs and expenses incurred in respect of the establishment/issuance of the bonds;
- (ii) To redeem the subsidiary, Seni Pujaan Sdn. Bhd.’s (“SPSB”) existing loan secured over the master title to the hotel owned and operated by SPSB;
- (iii) To finance the expansion and refurbishment of the hotel owned by SPSB including but not limited to refurbishment of hotel suites, design and construction of banquet hall and other enhancement for the hotel and other hospitality/related assets managed;
- (iv) To finance the design and construction of Wisma Digistar;
- (v) To finance the expansion of the JKR Project and/or to finance working capital of the holding company including expansion of the Group’s mobile business and acquisitions related to the Group’s core business and the operating expenses incurred by the Group; and
- (vi) To finance the Company’s obligation to pay the minority interest’s entitlement pursuant to the Company’s letter to the minority interest.

The bonds are secured against certain assets of the Group.

20. Bonds (Cont'd)

Transaction costs relate to the payment of ancillary fees, costs and expenses related to the issuance of bonds.

21. Deferred Tax Liabilities

	Group	
	2024	2023
	RM	RM
At 1 October	13,847,445	13,082,935
Recognised in profit or loss	98,304	753,538
Under provision in prior years	-	10,972
At 30 September	13,945,749	13,847,445

The net deferred tax assets and liabilities shown on the statement of financial position after appropriate offsetting are as follows:

	Group	
	2024	2023
	RM	RM
Deferred tax liabilities	13,945,749	13,847,445

The components and movements of deferred tax liabilities and assets are as follows:

Deferred tax liabilities	Accelerated capital allowances RM
At 1 October 2023	13,847,445
Recognised in profit or loss	98,304
At 30 September 2024	13,945,749
At 1 October 2022	13,453,337
Recognised in profit or loss	394,108
At 30 September 2023	13,847,445

21. Deferred Tax Liabilities (Cont'd)

The components and movements of deferred tax liabilities and assets are as follows: (Cont'd)

Deferred tax assets	Unabsorbed capital allowances RM	Unutilised tax losses RM	Total RM
At 1 October 2022	(102,875)	(267,527)	(370,402)
Recognised in profit or loss	91,903	267,527	359,430
Over provision in prior years	10,972	-	10,972
At 30 September 2023	-	-	-

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Other deductible temporary differences	4,803,707	5,093,713	-	-
Unabsorbed capital allowances	2,556,356	2,646,978	-	-
Unutilised tax losses	3,701,855	3,038,398	-	-
	<u>11,061,918</u>	<u>10,779,089</u>	<u>-</u>	<u>-</u>

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or they have arisen in subsidiary companies that have a recent history of losses.

22. Contract Liabilities

		Group	
	Note	2024	2023
		RM	RM
Contract liabilities			
- Advances received from customers	(a)	291,586	271,023
- Security services	(b)	84,696	584,779
		376,282	855,802

(a) Advances received from customers

Represents advances received from customers for the services yet to be performed at the reporting date.

(b) Security services

Revenue relating to security services is recognised over time, while the customers pay up-front in full. A contract liability is recognised upon collection of transaction price and being recognised as revenue over the service period.

23. Trade Payables

		Group	
		2024	2023
		RM	RM
Trade payables			
- third parties		6,014,994	3,335,789
- retention sum		425,469	425,469
		6,440,463	3,761,258

Credit terms of trade payables of the Group ranged from 30 to 60 (2023: 30 to 60) days, depending on the term of the contracts.

24. Other Payables

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Other payables	(a)	15,534,712	12,850,183	47,787	83,934
Amount due to directors	(b)	122,955	122,955	-	-
Amount due to related parties	(c)	55,516	35,516	-	-
Deposits repayable		341,364	211,489	-	-
SST payable		1,235,504	652,898	-	-
Accruals		3,588,300	2,414,304	338,800	36,200
		<u>20,878,351</u>	<u>16,287,345</u>	<u>386,587</u>	<u>120,134</u>

- (a) Included in the other payables of the Group, there is fund received from the Government for Asset Management Programme amounting to RM12,959,838 (2023: RM11,294,179) for the use in the asset replacement during the concession period. Upon expiring of the concession period, the Government will be entitled to the unutilised fund received.
- (b) Amount due to directors are non-interest bearing, unsecured advances and repayable on demand.
- (c) Amount due to related parties are non-interest bearing, unsecured advances and repayable on demand.

25. Revenue

	Group	
	2024	2023
	RM	RM
Revenue from contracts with customers:		
- Construction contracts revenue	-	2,242,488
- Security service income	2,636,110	2,553,060
- Maintenance income	7,738,097	5,984,935
- Hotel room management	11,125,162	10,835,859
- Sale of goods	179,283	114,575
- Food and beverage and other ancillary services income	5,086,498	5,302,653
	<u>26,765,150</u>	<u>27,033,570</u>
Revenue from other sources:		
- Interest income from concession assets	19,220,460	20,513,555
- Rental income from investment properties	66,000	66,000
	<u>19,286,460</u>	<u>20,579,555</u>
	<u>46,051,610</u>	<u>47,613,125</u>
Timing of revenue recognition		
At a point in time	5,265,781	5,417,228
Over time	21,499,369	21,616,342
Total revenue from contracts with customers	<u>26,765,150</u>	<u>27,033,570</u>

26. Finance Costs

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Interest expenses of financial liabilities not at fair value through profit or loss:				
- Amortisation of deferred payment of bonds	1,576,301	1,590,046	-	-
- Amount due to subsidiary companies	-	-	1,032,913	1,032,913
- Bank overdrafts	220,493	171,690	-	-
- Bonds	8,494,762	13,668,079	-	-
- Lease liabilities	5,347	8,349	-	-
- Other finance costs	9,826	10,572	-	-
- Medium term notes	2,600,350	-	-	-
- Term loans	346,699	461,920	-	-
	<u>13,253,778</u>	<u>15,910,656</u>	<u>1,032,913</u>	<u>1,032,913</u>

27. (Loss)/Profit Before Tax

(Loss)/Profit before tax is determined after charging/(crediting) amongst other, the following items:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Auditors' remuneration:				
- Statutory audits				
- Current year	156,200	123,200	40,000	28,000
- Under/(Over) provision in prior years	23,715	(500)	12,100	-
- Non-statutory services	5,000	5,000	5,000	5,000
Amortisation of:				
- Intangible asset	199,637	217,914	-	-
- Investment properties	245,721	206,414	-	-

27. (Loss)/Profit Before Tax (Cont'd)

(Loss)/Profit before tax is determined after charging/(crediting) amongst other, the following items: (Cont'd)

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Depreciation of property plant and equipment	1,568,725	1,745,259	-	-
Depreciation of right-of-use assets	1,777,967	1,876,421	-	-
Fair value loss on other investment	-	10,200	-	-
(Gain)/Loss on disposal of:				
- Investment in subsidiary company	-	-	-	(100,000)
- Other investment	4,486	101,209	-	-
- Property, plant and equipment	(165,500)	(20,000)	-	-
Impairment losses on:				
- Amount due from subsidiary companies	-	-	2,135,401	1,460,879
- Investment properties	-	976,784	-	-
- Trade receivables	221,445	330,299	-	-
- Other receivables	-	121,426	-	-
Independent non-executive Directors' remuneration:				
- Other emoluments	21,000	18,000	21,000	18,000
- Directors' fees:				
- Current year	150,000	10,000	150,000	10,000
- Under provision in prior years	150,000	-	150,000	-
Interest income:				
- Deposits with licensed banks	(895,285)	(1,117,454)	-	(116,252)
- Trade receivables	(45,407)	(45,407)	-	-
- Others	(159,930)	(284,538)	-	-

27. (Loss)/Profit Before Tax (Cont'd)

(Loss)/Profit before tax is determined after charging/(crediting) amongst other, the following items: (Cont'd)

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Lease expenses relating to low-value assets	42,044	85,312	-	-
Lease expenses relating to short-term leases	151,411	121,506	-	-
Realised gain on foreign exchange	-	(4,992)	-	-
Reversal of impairment losses on:				
- Amount due from subsidiary companies	-	-	(4,192,614)	(169,660)
- Investment in subsidiary company	-	-	-	(400,000)
- Trade receivables	(381,447)	(1,843,635)	-	-
- Other receivables	(220,358)	(570,828)	-	-
Unrealised loss/(gain) on foreign exchange	6,263	(8,764)	-	-
Written off of:				
- Bad debts	545,045	-	-	-
- Inventories	-	29,007	-	-
- Property, plant and equipment	-	297	-	-

28. Taxation

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Tax expenses for the financial year:				
Current tax:				
- Current year	1,656,300	1,327,200	-	-
- Under provision in prior years	21,149	126,036	-	-
	1,677,449	1,453,236	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences				
	98,304	753,538	-	-
Under provision in prior years	-	10,972	-	-
	98,304	764,510	-	-
	1,775,753	2,217,746	-	-

Malaysian income tax is calculated at the statutory tax rate of 24% (2023: 24%) of the estimated assessable profits for the financial year.

28. Taxation (Cont'd)

A reconciliation of income tax expenses applicable to (loss)/profit before tax at the statutory tax rate to income tax expenses at the effective income tax rate of the Group and of the Company are as follows:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
(Loss)/Profit before tax	(5,079,597)	273,833	417,509	(2,166,281)
Tax at Malaysian statutory tax rate of 24% (2023: 24%)	(1,219,103)	65,720	100,202	(519,907)
Expenses not deductible for tax purposes	2,937,213	1,932,865	(100,202)	519,907
Income not subject to tax	(246,335)	(13,121)	-	-
Deferred tax assets not recognised during the year	679,855	467,208	-	-
Utilisation of deferred tax assets not recognised previously	(397,026)	(371,934)	-	-
	1,754,604	2,080,738	-	-
Under provision of income tax expenses in prior years	21,149	126,036	-	-
Under provision of deferred tax in prior years	-	10,972	-	-
	1,775,753	2,217,746	-	-

28. Taxation (Cont'd)

Pursuant to Section 8 of the Finance Act 2021 (Act 833), the amendments to Section 44(5F) of Income Tax Act 1967, the time limit of the carried forward unutilised tax losses has been extended to maximum of 10 consecutive years of assessment. This amendment is deemed to have effect from the year of assessment 2019 and subsequent years of assessment.

Any unutilised business losses brought forward from year of assessment 2018 can be carried forward for another 10 consecutive years of assessment (i.e. from year of assessments 2019 to 2028).

The Group has unabsorbed capital allowances and unutilised tax losses carried forward, available to off-set against future taxable profits as follows:

	Group	
	2024	2023
	RM	RM
Unabsorbed capital allowances	10,651,482	11,029,073
Unutilised tax losses, expiring on:		
- year assessment 2028	4,019,924	4,019,924
- year assessment 2029	5,269,914	5,269,914
- year assessment 2030	1,186,866	1,186,866
- year assessment 2031	1,606,669	1,606,669
- year assessment 2032	102,781	102,781
- year assessment 2033	473,837	473,837
- year assessment 2034	2,764,405	-
	<u>26,075,878</u>	<u>23,689,064</u>

29. Loss Per Share

(a) Basic loss per share

The basic loss per share are calculated based on the consolidated loss for the financial year attributable to the owners of the parent and the weighted average number of ordinary shares in issue during the financial year as follows:

	Group	
	2024	2023
	RM	RM
Loss attributable to owners of the parent for basic earnings	(6,700,191)	(2,426,215)
Weighted average number of ordinary shares in issue	Units	Units
Number of ordinary shares in issue at 1 October	467,429,215	349,636,958
Effect of private placement	-	74,762,458
Effect of exercise of warrants	4,317,899	2,261,874
Weighted average number of ordinary shares at 30 September	471,747,114	426,661,290
Basic loss per ordinary share (sen)	(1.42)	(0.57)

29. Loss Per Share (Cont'd)

(b) Diluted loss per share

Diluted loss per share are calculated based on the adjusted consolidated loss for the financial year attributable to the Owners of the Company and the weighted average number of ordinary shares in issue during the financial year which have been adjusted for the dilutive effect of all potential ordinary shares as follows:

	Group	
	2024	2023
	RM	RM
Loss attributable to Owners of the Company	<u>(6,700,191)</u>	<u>(2,426,215)</u>
Weighted average number of ordinary shares used in the calculation of basic loss per share	471,747,114	426,661,290
Effect of dilution of warrants	<u>5,406,713</u>	<u>4,079,300</u>
Weighted average number of ordinary shares at 30 September (diluted)	<u>477,153,827</u>	<u>430,740,590</u>
Diluted loss per share (sen)	<u>(1.40)</u>	<u>(0.56)</u>

30. Staff Costs

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Salaries, wages and other emoluments	11,759,436	12,081,384	21,000	18,000
Directors' fees	300,000	10,000	300,000	10,000
Social security contributions	113,383	193,831	-	-
Defined contributions plans	<u>829,694</u>	<u>720,434</u>	<u>-</u>	<u>-</u>
	<u>13,002,513</u>	<u>13,005,649</u>	<u>321,000</u>	<u>28,000</u>

30. Staff Costs (Cont'd)

Included in staff costs is aggregate amount of remuneration received and receivable by the Executive Directors of the Company and of the subsidiary companies during the financial year as below:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Directors of the Company:				
<u>Executive Directors</u>				
Salaries and other emoluments	1,842,880	1,576,800	-	-
Social security contributions	3,476	1,159	-	-
Defined contributions plans	69,552	33,696	-	-
	1,915,908	1,611,655	-	-

31. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the liabilities of the Group and of the Company arising from financing activities, including both cash and non-cash changes:

	At 1 October 2023 RM	Financing cash flows (i) RM	New lease (Note 18) RM	Non-cash changes			At 30 September 2024 RM
				Modification of lease terms (Note 18) RM	Amortisation of deferred payment of bonds RM	Interest payable RM	
Group							
Lease liabilities (Note 18)	162,644	(112,195)	115,105	(51,725)	-	-	113,829
Term loans (Note 19)	7,296,290	(2,347,296)	-	-	-	-	4,948,994
Medium term notes (Note 19)	-	68,238,050	-	-	-	-	68,238,050
Bonds (Note 20)	203,932,053	(88,000,000)	-	-	1,576,301	(1,327,195)	116,181,159
Amount due to directors (Note 24)	122,955	-	-	-	-	-	122,955

	At 1 October 2022 RM	Financing cash flows (i) RM	New lease (Note 18) RM	Non-cash changes			At 30 September 2023 RM
				Amortisation of deferred payment of bonds RM	Interest payable RM		
Group							
Lease liabilities (Note 18)	297,142	(235,862)	101,364	-	-	-	162,644
Term loans (Note 19)	4,748,456	2,547,834	-	-	-	-	7,296,290
Bonds (Note 20)	222,403,947	(20,000,000)	-	1,590,046	(61,940)		203,932,053
Amount due to directors (Note 24)	100,000	22,955	-	-	-	-	122,955

31. Reconciliation of Liabilities Arising from Financing Activities (Cont'd)

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: (Cont'd)

	At 1 October 2023 RM	Financing cash flows (i) RM	Non-cash changes Interest payable RM	At 30 September 2024 RM
Company				
Amount due to subsidiary companies (Note 11)	87,600,538	(29,451,984)	1,032,913	59,181,467
	At 1 October 2022 RM	Financing cash flows (i) RM	Non-cash changes Interest payable RM	At 30 September 2023 RM
Company				
Amount due to subsidiary companies (Note 11)	82,054,070	4,513,555	1,032,913	87,600,538

- (i) The cash flows from lease liabilities, medium term notes, term loans, bonds, amount due to directors and amount due to subsidiary companies make up the net amount of proceeds from or repayments or payment in the statements of cash flows.

32. Financial Guarantees

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Secured				
Corporate guarantee given by the Company to financial institutions for banking facilities granted to a subsidiary company's customers for due performance of works by the subsidiary company	-	180,000	-	180,000
Corporate guarantee given by the Company to financial institutions for banking facilities granted to a subsidiary company's suppliers for credit facilities	370,000	580,285	370,000	580,285
Corporate guarantee given by the Company to financial institutions for banking facilities granted to subsidiary companies	-	-	6,831,969	8,825,360
	<u>370,000</u>	<u>760,285</u>	<u>7,201,969</u>	<u>9,585,645</u>

33. Capital Commitments

	Group	
	2024	2023
	RM	RM
Capital expenditure		
Approved and contracted for:		
- Acquisition of additional investment in subsidiary company	<u>560,000</u>	<u>1,500,000</u>

34. 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. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transactions of the Group and of the Company are as follows:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Transaction with a subsidiary company				
- Interest payable	-	-	1,032,913	1,032,913

(c) Compensation of key management personnel

In addition to the remuneration of Directors disclosed in Note 30 to the financial statements, the remuneration of other members of key management are as follows:

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Key management personnel				
Short-term employee benefits	1,247,270	1,240,519	-	-

35. Segment Information - Group

Business Segments

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

The following are the Group's main business segments:

- (i) System integration segment - involved in design, supply, installation and integration of information technology infrastructure, tele-conferencing, local area networks, interactive media management systems, radio and television news automation, telecommunication systems, security monitoring systems, integrated audio and visual systems and other related electronic systems, specialising in delivering tailored television subscription services to hotels, business, and residences, enhancing entertainment experiences.
- (ii) Rental and hotel segment - involved in renting, maintaining and upkeep of properties and hotel operator.
- (iii) Concession segment - involved in concession arrangement between Group and the Grantor for the privatisation of the design, development, construction and completion of the Facilities and Infrastructure for JKR Training Institute and to carry out the Asset Management Services.
- (iv) Investment holding segment - investment holding.
- (v) Property development segment - involved in development of properties.

35. Segment Information - Group (Cont'd)

	System integration RM	Rental and hotel RM	Concession RM	Investment holding RM	Eliminations RM	Total RM
2024						
Revenue						
External revenue	5,777,447	16,277,660	23,996,503	-	-	46,051,610
Inter-segment revenue	4,054,608	34,800	-	-	(4,089,408)	-
Total revenue	<u>9,832,055</u>	<u>16,312,460</u>	<u>23,996,503</u>	<u>-</u>	<u>(4,089,408)</u>	<u>46,051,610</u>
Results						
Segment results	(2,641,451)	4,804,300	12,374,725	1,811,522	(5,479,816)	10,869,280
Amortisation of:						
- Intangible asset	-	-	-	(199,637)	-	(199,637)
- Investment properties	-	(245,721)	-	-	-	(245,721)
Bad debts written off	(545,045)	-	-	-	-	(545,045)
Depreciation of property, plant and equipment	(197,445)	(1,369,631)	(1,649)	-	-	(1,568,725)
Depreciation of right-of-use assets	(40,936)	(1,731,676)	(10,345)	-	4,990	(1,777,967)
Finance costs	(490,398)	(1,301,175)	(9,761,983)	(4,699,455)	2,999,233	(13,253,778)
Gain on disposal of property, plant and equipment	165,500	-	-	-	-	165,500

35. Segment Information - Group (Cont'd)

	System integration RM	Rental and hotel RM	Concession RM	Investment holding RM	Eliminations RM	Total RM
2024 (Cont'd)						
Results (Cont'd)						
Impairment losses on trade receivables	(152,726)	(20,324)	(48,395)	-	-	(221,445)
Interest income:						
- Deposits with licensed banks	-	-	801,930	93,355	-	895,285
- Trade receivables	-	45,407	-	-	-	45,407
- Others	72,560	-	40,776	46,594	-	159,930
Loss on disposal of other investment	(4,486)	-	-	-	-	(4,486)
Reversal of impairment losses on:						
- Trade receivables	237,046	92,099	52,302	-	-	381,447
- Other receivables	220,358	-	-	-	-	220,358
Loss before tax						(5,079,597)
Taxation						(1,775,753)
Loss for the financial year						(6,855,350)

35. Segment Information - Group (Cont'd)

	System integration RM	Rental and hotel RM	Concession RM	Investment holding RM	Eliminations RM	Total RM
2024 (Cont'd)						
Assets and liabilities						
Segment assets	25,248,930	104,672,777	184,094,313	158,281,635	(182,090,267)	290,207,388
Segment liabilities	32,630,539	111,847,236	199,495,488	104,341,626	(214,311,315)	234,003,574
Other information						
Additions to non-current assets	975,209	4,459,877	-	-	-	5,435,086

35. Segment Information - Group (Cont'd)

	System integration RM	Rental and hotel RM	Concession RM	Investment holding RM	Eliminations RM	Total RM
2023						
Revenue						
External revenue	6,150,287	16,204,512	25,258,326	-	-	47,613,125
Inter-segment revenue	2,833,718	34,800	-	-	(2,868,518)	-
Total revenue	<u>8,984,005</u>	<u>16,239,312</u>	<u>25,258,326</u>	<u>-</u>	<u>(2,868,518)</u>	<u>47,613,125</u>
Results						
Segment results	(2,973,375)	5,012,926	14,358,780	3,861,559	(2,350,797)	17,909,093
Amortisation of:						
- Intangible asset	-	-	-	(217,914)	-	(217,914)
- Investment properties	-	(245,721)	-	-	39,307	(206,414)
Depreciation of property, plant and equipment	(79,521)	(1,625,573)	(858)	-	(39,307)	(1,745,259)
Depreciation of right-of-use assets	(183,200)	(1,717,198)	(10,345)	-	34,322	(1,876,421)
Fair value loss on other investment	(10,200)	-	-	-	-	(10,200)
Finance costs	(375,869)	(3,412,727)	(10,944,947)	(6,930,965)	5,753,852	(15,910,656)
Gain on disposal of property, plant and equipment	20,000	-	-	-	-	20,000
Impairment losses on:						
- Investment properties	-	-	-	(976,784)	-	(976,784)
- Trade receivables	(265,026)	(12,971)	(52,302)	-	-	(330,299)
- Other receivables	(121,426)	-	-	-	-	(121,426)

35. Segment Information - Group (Cont'd)

	System integration RM	Rental and hotel RM	Concession RM	Investment holding RM	Eliminations RM	Total RM
2023 (Cont'd)						
Results (Cont'd)						
Interest income:						
- Deposits with licensed banks	-	-	666,008	451,446	-	1,117,454
- Trade receivables	-	45,407	-	-	-	45,407
- Others	153,565	-	13,522	117,451	-	284,538
Loss on disposal of other investment	(101,209)	-	-	-	-	(101,209)
Reversal of impairment losses on:						
- Trade receivables	1,038,950	553,411	251,274	-	-	1,843,635
- Other receivables	570,828	-	-	-	-	570,828
Unrealised gain on foreign exchange	8,764	-	-	-	-	8,764
Written off of:						
- Inventories	-	(29,007)	-	-	-	(29,007)
- Property, plant and equipment	-	(297)	-	-	-	(297)
Profit before tax						273,833
Taxation						(2,217,746)
Loss for the financial year						<u>(1,943,913)</u>

35. Segment Information - Group (Cont'd)

	System integration RM	Rental and hotel RM	Concession RM	Investment holding RM	Eliminations RM	Total RM
2023 (Cont'd)						
Assets and liabilities						
Segment assets	20,293,311	102,477,755	183,842,362	236,388,913	(231,952,038)	311,050,303
Segment liabilities	24,191,238	109,908,280	200,139,016	180,113,997	(265,748,678)	248,603,853
Other information						
Additions to non-current assets	169,576	3,218,568	59,975	-	-	3,448,119

35. Segment Information - Group (Cont'd)

Adjustments and eliminations

Capital expenditure consists of additions of property, plant and equipment, investment properties, right-of-use assets and intangible asset including assets from the acquisition of subsidiary companies.

Inter-segment revenues are eliminated on consolidation.

Geographical information

No disclosure on geographical segment information as the Group operates predominantly in Malaysia.

Major customers

Information about major customers was not disclosed as its exposure spread over a large number of customers for both financial years.

36. Financial Instruments

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 3 describe how the classes of the financial instruments are measured and how income and expense including their fair value gains or losses are recognised.

36. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

Group	At amortised cost RM
2024	
Financial assets	
Trade receivables	135,963,252
Other receivables (excluding prepayments, GST and SST refundable)	6,997,315
Deposits, cash and bank balances	<u>49,102,703</u>
	<u>192,098,333</u>
 Financial liabilities	
Lease liabilities	113,829
Bank borrowings	76,067,741
Bonds	116,181,159
Trade payables	6,440,463
Other payables (excluding SST payable)	19,642,847
	<u>218,446,039</u>

36. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis: (Cont'd)

Group	At amortised cost RM	At FVTPL RM	Total RM
2023			
Financial assets			
Other investments	-	606,800	606,800
Trade receivables	147,129,207	-	147,129,207
Other receivables (excluding prepayments, GST and SST refundable)	6,737,685	-	6,737,685
Deposits, cash and bank balances	53,201,151	-	53,201,151
	<u>207,068,043</u>	<u>606,800</u>	<u>207,674,843</u>
Financial liabilities			
Lease liabilities	162,644	-	162,644
Bank borrowings	9,738,806	-	9,738,806
Bonds	203,932,053	-	203,932,053
Trade payables	3,761,258	-	3,761,258
Other payables (excluding SST payable)	15,634,447	-	15,634,447
	<u>233,229,208</u>	<u>-</u>	<u>233,229,208</u>

36. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis: (Cont'd)

	At amortised cost RM
Company	
2024	
Financial assets	
Amount due from subsidiary companies	90,902,647
Other receivables	201,500
Deposits, cash and bank balances	<u>17,949</u>
	<u>91,122,096</u>
Financial liabilities	
Amount due to subsidiary companies	59,181,467
Other payables	<u>386,587</u>
	<u>59,568,054</u>
2023	
Financial assets	
Amount due from subsidiary companies	113,947,799
Other receivables	202,733
Deposits, cash and bank balances	<u>4,093,959</u>
	<u>118,244,491</u>
Financial liabilities	
Amount due to subsidiary companies	87,600,538
Other payables	<u>120,134</u>
	<u>87,720,672</u>

36. Financial Instruments (Cont'd)

(b) Net gain arising from financial instruments

	Group		Company	
	2024	2023	2024	2023
	RM	RM	RM	RM
Net gain on impairment of financial instruments				
<u>Financial assets at amortised cost</u>				
Impairment losses on:				
- Amount due from subsidiary companies	-	-	2,135,401	1,460,879
- Trade receivables	221,445	330,299	-	-
- Other receivables	-	121,426	-	-
Reversal of impairment losses on:				
- Amount due from subsidiary companies	-	-	(4,192,614)	(169,660)
- Trade receivables	(381,447)	(1,843,635)	-	-
- Other receivables	(220,358)	(570,828)	-	-
	<u>(380,360)</u>	<u>(1,962,738)</u>	<u>(2,057,213)</u>	<u>1,291,219</u>

(c) Financial risk management objectives and policies

The Group's and the Company's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's and of the Company's operations whilst managing its credit, liquidity, foreign currency and interest rate risks. The Group and the Company operate within clearly defined guidelines that are approved by the Board and the Group's and the Company's policy is not to engage in speculative transactions.

The following sections provide details regarding the Group's and the Company's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(i) Credit risk

Credit risk is the risk of a financial loss to the Group and to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers, other receivables and deposits with banks and financial institutions. The Company's exposure to credit risk arises principally from advances to subsidiary companies, financial guarantee given to financial institutions for banking facilities granted to subsidiary companies and deposits with banks and financial institutions. There are no significant changes as compared to prior periods.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks and financial institutions with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

The Company provides unsecured advances to subsidiary companies. It also provides unsecured financial guarantee to financial institutions for banking facilities granted to subsidiary companies. The Company monitors on an ongoing basis the results of the subsidiary companies and repayments made by the subsidiary companies.

There was no indication that any subsidiary companies would default on repayment as at the end of the reporting period.

Exposure to credit risk

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position except for financial guarantee provided to financial institutions for banking facilities granted to subsidiary companies.

The Company's maximum exposure in their respect is RM8,953,637 (2023: RM9,585,645), representing the outstanding banking facilities to the subsidiary companies at the end of the reporting period.

Credit risk concentration

As at the end of the financial year, the Group has 2 (2023: 2) major customers and accounted for approximately 95% (2023: 95%) of the trade receivables outstanding.

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group or the Company will encounter difficulty in meeting its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and financial liabilities.

The Group's and the Company's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group and the Company finance its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

Group	Within				Total	Total
2024	1 year or	1 to 2	2 to 5	After	contractual	carrying
2024	on demand	years	years	5 years	cash flows	amount
2024	RM	RM	RM	RM	RM	RM
<u>Non-derivative</u>						
<u>financial liabilities</u>						
Lease liabilities	32,932	13,632	87,374	-	133,938	113,829
Bank borrowings	7,065,027	4,113,992	53,158,590	32,907,664	97,245,273	76,067,741
Bonds	28,420,000	27,480,000	56,850,000	47,680,000	160,430,000	116,181,159
Trade payables	6,440,463	-	-	-	6,440,463	6,440,463
Other payables	20,878,351	-	-	-	20,878,351	20,878,351
Financial guarantee liabilities *	370,000	-	-	-	370,000	-
	63,206,773	31,607,624	110,095,964	80,587,664	285,498,025	219,681,543

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. (Cont'd)

Group (Cont'd)	Within 1 year or on demand RM	1 to 2 years RM	2 to 5 years RM	After 5 years RM	Total contractual cash flows RM	Total carrying amount RM
2023						
<u>Non-derivative</u>						
<u>financial liabilities</u>						
Lease liabilities	110,968	27,400	32,422	-	170,790	162,644
Bank borrowings	3,473,398	1,026,579	3,067,118	2,706,442	10,273,537	9,738,806
Bonds	33,470,000	32,550,000	121,685,000	102,685,000	290,390,000	203,932,053
Trade payables	3,761,258	-	-	-	3,761,258	3,761,258
Other payables	16,287,345	-	-	-	16,287,345	16,287,345
Financial guarantee liabilities *	760,285	-	-	-	760,285	-
	<u>57,863,254</u>	<u>33,603,979</u>	<u>124,784,540</u>	<u>105,391,442</u>	<u>321,643,215</u>	<u>233,882,106</u>

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. (Cont'd)

Company	Within	1 to 2	2 to 5	After	Total	Total
2024	1 year or	years	years	5 years	contractual	carrying
<u>Non-derivative</u>	on demand	RM	RM	RM	cash flows	amount
<u>financial liabilities</u>	RM	RM	RM	RM	RM	RM
Amount due to subsidiary companies	59,181,467	-	-	-	59,181,467	59,181,467
Other payables	386,587	-	-	-	386,587	386,587
Financial guarantee liabilities *	8,287,706	-	-	-	8,287,706	-
	67,855,760	-	-	-	67,855,760	59,568,054

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. (Cont'd)

Company (Cont'd)	Within 1 year or on demand RM	1 to 2 years RM	2 to 5 years RM	After 5 years RM	Total contractual cash flows RM	Total carrying amount RM
2023						
<u>Non-derivative financial liabilities</u>						
Amount due to subsidiary companies	87,600,538	-	-	-	87,600,538	87,600,538
Other payables	120,134	-	-	-	120,134	120,134
Financial guarantee liabilities *	10,372,754	-	-	-	10,372,754	-
	<u>98,093,426</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>98,093,426</u>	<u>87,720,672</u>

* Based on the maximum amount that can be called for under the financial guarantee contract.

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The Company provides unsecured financial guarantee to financial institutions in respect of banking facilities granted to subsidiary companies and monitors on an ongoing basis the performance of the subsidiary companies. At end of the financial year, there was no indication that the subsidiary companies would default on repayment.

As at 30 September 2024, the maximum amount of the financial guarantee issued to the financial institutions for subsidiary companies' bank borrowings is limited to the amount utilised by the subsidiary companies, amounting to RM8,953,637 (2023: RM9,585,645). At end of the financial year, there was no indication that the subsidiary companies would default on repayment.

Financial guarantee has not been recognised since the fair value on initial recognition was deemed not material and the probability of the subsidiary companies defaulting on their banking facilities is remote.

(iii) Market risk

(a) Foreign currency risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the respective functional currencies of Group entities. The currency giving rise to this risk is primarily Australian Dollar (AUD), Euro (EUR), Pound Sterling (GBP), Singapore Dollar (SGD) and United States Dollar (USD).

The Group has not entered into any derivative instruments for hedging or trading purposes. Where possible, the Group will apply natural hedging by selling and purchasing in the same currency. However, the exposure to foreign currency risk is monitored from time to time by management.

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(a) Foreign currency risk (Cont'd)

The carrying amounts of the Group's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

	AUD	EUR	Denominated in		USD	Total
	RM	RM	GBP	SGD	RM	RM
			RM	RM		
2024						
Trade payables	(984)	(87,604)	(7,562)	(4,250)	(32,282)	(132,682)
2023						
Trade payables	(1,048)	(94,418)	(7,849)	(4,545)	(37,002)	(144,862)

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(a) Foreign currency risk (Cont'd)

Foreign currency sensitivity analysis

Foreign currency risk arises from Group which have a RM functional currency. The exposure to currency risk of Company which do not have a RM functional currency is not material and hence, sensitivity analysis is not presented.

The following table demonstrates the sensitivity of the Group's loss before tax to a reasonably possible change in the AUD, EUR, GBP, SGD and USD exchange rates against RM, with all other variables held constant.

Group	Change in currency rate	2024 Effect on profit before tax RM	2023 Effect on loss before tax RM
AUD	- strengthened 5%	(49)	(52)
	- weakened 5%	49	52
EUR	- strengthened 5%	(4,380)	(4,721)
	- weakened 5%	4,380	4,721
GBP	- strengthened 5%	(378)	(392)
	- weakened 5%	378	392
SGD	- strengthened 5%	(213)	(227)
	- weakened 5%	213	227
USD	- strengthened 5%	(1,614)	(1,850)
	- weakened 5%	1,614	1,850

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(b) Interest rate risk

The Group's and the Company's fixed rate deposits placed with licensed banks and borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's and the Company's variable rate deposits placed with licensed banks and borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The Group and the Company manage the interest rate risk of its deposits with licensed financial institutions by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long-term deposits.

The Group and the Company manage its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group and the Company constantly monitor its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group and the Company do not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(b) Interest rate risk (Cont'd)

The interest rate profile of the Group's and of the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group	
	2024	2023
	RM	RM
Fixed rate instruments		
<u>Financial assets</u>		
Trade receivables	127,050,156	137,570,373
Fixed deposits with licensed banks	17,127,412	35,179,469
	144,177,568	172,749,842
 <u>Financial liabilities</u>		
Lease liabilities	(113,829)	(162,644)
Bonds	(116,181,159)	(203,932,053)
	(116,294,988)	(204,094,697)
	27,882,580	(31,344,855)
 Floating rate instruments		
<u>Financial liabilities</u>		
Bank borrowings	(76,067,741)	(9,738,806)
	(76,067,741)	(9,738,806)
 Company		
	2024	2023
	RM	RM
Fixed rate instruments		
<u>Financial assets</u>		
Fixed deposits with licensed banks	-	4,000,000
 <u>Financial liabilities</u>		
Amount due to subsidiary companies	(25,735,974)	(58,938,002)
	(25,735,974)	(54,938,002)

36. Financial Instruments (Cont'd)

(c) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(b) Interest rate risk (Cont'd)

Interest rate risk sensitivity analysis

Fair value sensitivity analysis for fixed rate instruments

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the Group's loss before tax by RM760,677 (2023: RM97,388) respectively, arising mainly as a result of lower/higher interest income/(expense) on floating rate loans and advances. This analysis assumes that all other variables remain constant. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

36. Financial Instruments (Cont'd)

(d) Fair values of financial instruments

The carrying amounts of short-term receivables and payables, cash and cash equivalents and short-term borrowings approximate their fair value due to the relatively short-term nature of these financial instruments and/or insignificant impact of discounting.

It was not practicable to estimate the fair value of investment in unquoted equity due to the lack of comparable quoted prices in an active market and the fair value cannot be reliably measured.

The table below analyses financial instruments carried at fair value and those not carried at fair value for which fair value is disclosed, together with their fair values and carrying amounts shown in the statements of financial position.

	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value	Carrying amount
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
Group	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
2024										
Financial liabilities										
Bonds	-	-	-	-	-	-	118,000,000	118,000,000	118,000,000	116,181,159

36. Financial Instruments (Cont'd)

(d) Fair values of financial instruments (Cont'd)

The table below analyses financial instruments carried at fair value and those not carried at fair value for which fair value is disclosed, together with their fair values and carrying amounts shown in the statements of financial position. (Cont'd)

	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value	Carrying amount
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
Group	RM	RM	RM	RM	RM	RM	RM	RM	RM	RM
2023										
Financial assets										
Other investment	606,800	-	-	606,800	-	-	-	-	606,800	606,800
Financial liabilities										
Bonds	-	-	-	-	-	-	206,000,000	206,000,000	206,000,000	203,932,053

36. Financial Instruments (Cont'd)

(d) Fair values of financial instruments (Cont'd)

(i) Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

There were no transfers between levels during current and previous financial years.

(ii) Level 1 fair value

Level 1 fair value is derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

(iii) Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Non-derivative financial instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period.

(iv) Level 3 fair value

Level 3 fair values for the financial assets and liabilities are estimated using unobservable inputs.

37. Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

37. Capital Management (Cont'd)

The Group monitors capital using a gearing ratio. The Group's policy is to maintain a prudent level of gearing ratio. The gearing ratios at end of the reporting period are as follows:

	Group	
	2024	2023
	RM	RM
Lease liabilities (Note 18)	113,829	162,644
Bank borrowings (Note 19)	76,067,741	9,738,806
Bonds (Note 20)	116,181,159	203,932,053
Less: Deposits, cash and bank balances (Note 14)	<u>(49,102,703)</u>	<u>(53,201,151)</u>
Net debts	<u>143,260,026</u>	<u>160,632,352</u>
Total equity attributable to owners of the parent	<u>61,450,179</u>	<u>67,537,656</u>
Gearing ratio (times)	<u>2.33</u>	<u>2.38</u>

There were no changes in the Group's approach to capital management during the financial year.

The Group is also required to comply with certain loan covenants, the banks may call an event of default if the Group fails to comply. The Group has complied with these requirements.

The Group is not subject to any externally imposed capital requirements.

38. 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 21 January 2025.

ANALYSIS OF SHAREHOLDINGS AS AT 31 DECEMBER 2024

SHARE CAPITAL

Total Issued Shares	:	477,641,115 Shares (including 2,457,602 treasury shares held)
Class of Shares	:	Ordinary Shares
Voting Rights	:	One (1) vote per Ordinary Share on a poll
No. of Treasury Shares Held	:	2,457,602

ANALYSIS BY SIZE OF SHAREHOLDINGS AS AT 31 DECEMBER 2024

Size of Shareholdings	No. of Holders	%	No. of Shares	%
Less than 100	559	10.452	21,323	0.004
100 to 1,000	368	6.881	202,325	0.042
1,001 to 10,000	2,016	37.696	10,480,480	2.205
10,001 to 100,000	1,938	36.237	68,394,800	14.393
100,001 to less than 5% of issued shares	466	8.713	269,428,082	56.699
5% and above of issued shares	1	0.018	126,656,503	26.654
Total	5,348	100.00	475,183,513	100.00

DIRECTORS' SHAREHOLDINGS AS AT 31 DECEMBER 2024

Name of Directors	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Lee Chun Szen	109,523	0.023	-	-
Lee Jin Jean	109,523	0.023	-	-
Lee Mey Ling	83,333	0.018	-	-
Dato' Haji Ishak Bin Haji Mohamed	-	-	-	-
Mejar (K) Datuk Wira Lee Wah Chong*	-	-	126,875,549	26.700
Thee Kok Chuan	-	-	-	-
Tan Sri Dato' Ir. Hj. Zaini Bin Omar	-	-	-	-

SUBSTANTIAL SHAREHOLDERS SHAREHOLDINGS AS AT 31 DECEMBER 2024

Name of Shareholders	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
LWC Capital Sdn Bhd	126,656,503	26.654	-	-
Mejar (K) Datuk Wira Lee Wah Chong	-	-	126,875,549	26.700*

Notes:-

* Deemed interested by virtue of his shareholding in LWC Capital Sdn Bhd pursuant to section 8 of the Companies Act 2016 ("the Act") and the shareholding of his son and daughter pursuant to Section 59(11)(c) of the Act.

THIRTY (30) LARGEST SHAREHOLDERS AS AT 31 DECEMBER 2024

No.	Name of Shareholders	No. of Shares	%
1	LWC CAPITAL SDN BHD	126,656,503	26.654
2	LOW CHIT SIN	19,222,000	4.045
3	MICHELE HENG WEI LING	16,378,600	3.446
4	LOH TOH HEOH	10,000,000	2.104
5	NG WYMIN	10,000,000	2.104
6	FOONG KAH HENG	7,769,800	1.635
7	STAR HERITAGE DEVELOPMENT SDN. BHD.	7,432,357	1.564
8	KOPERASI BERSATU TENAGA MALAYSIA BERHAD	6,389,500	1.344
9	YONG BUN FOU	5,000,000	1.052
10	SIOW MEE FONG	4,952,066	1.042
11	MAYBANK NOMINEES (TEMPATAN) SDN BHD LIM FUI PING	3,015,533	0.634
12	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GAN SEONG LIAM	2,711,111	0.570
13	LIM YING NA	2,697,666	0.567
14	LIM KENG CHUAN	2,622,300	0.551
15	WONG WAI LUM	2,561,533	0.539
16	TEH CHEW KEAT	2,051,000	0.431
17	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOH TECK WAH (8090542)	2,026,566	0.426
18	LIM PHAIK TUAN	2,003,666	0.421
19	KENANGA NOMINEES (ASING) SDN BHD EXEMPT AN FOR PHILLIP SECURITIES PTE LTD (CLIENT ACCOUNT)	2,001,665	0.421
20	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GAN SEONG LIAM (7001349)	2,000,000	0.420
21	LAU YEW FOO	2,000,000	0.420
22	LEE KOK KIONG	1,846,666	0.388
23	LIM KENG CHUAN	1,812,000	0.381
24	ONG JUE LEAN	1,800,000	0.378
25	STOCKUP HOLDINGS SDN BHD	1,777,777	0.374
26	LOW POH LING	1,715,000	0.360
27	TAN CHIN HUAT	1,500,000	0.315
28	WONG CHEE KHEONG	1,403,333	0.295
29	MAYBANK NOMINEES (TEMPATAN) SDN BHD CHIA BOON SENG	1,400,000	0.294
30	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR LEE KA ONG (MY4308)	1,399,999	0.294
Total		254,146,641	53.483

ANALYSIS OF WARRANT C HOLDINGS AS AT 31 DECEMBER 2024

ANALYSIS BY SIZE OF WARRANT C HOLDINGS AS AT 31 DECEMBER 2024

Size of Shareholdings	No. of Holders	%	No. of Warrant	%
Less than 100	152	14.615	5,160	0.005
100 to 1,000	78	7.500	45,155	0.052
1,001 to 10,000	431	41.442	1,817,484	2.094
10,001 to 100,000	294	28.269	8,714,549	10.040
100,001 to less than 5% of issued shares	82	7.884	42,354,827	48.798
5% and above of issued shares	3	0.288	33,857,302	39.008
Total	1,040	100.00	86,794,477	100.00

DIRECTORS' WARRANT C HOLDINGS AS AT 31 DECEMBER 2024

Name of Directors	Direct		Indirect	
	No. of warrant	%	No. of warrant	%
1. Dato' Haji Ishak Bin Haji Mohamed	-	-	-	-
2. Lee Chun Szen	-	-	-	-
3. Lee Jin Jean	-	-	-	-
4. Lee Mei Ling	-	-	-	-
5. Mejer (K) Datuk Wira Lee Wah Chong*	-	-	23,093,434	26.607
6. Tan Sri Dato' IR HJ Zaini Bin Omar	-	-	-	-
7. Thee Kok Chuan	-	-	-	-

* Deemed interested by virtue of his shareholding in LWC Capital Sdn Bhd pursuant to section 8 of the Companies Act 2016 ("the Act").

SUBSTANTIAL WARRANT C HOLDERS' HOLDINGS AS AT 31 DECEMBER 2024

	Direct		Indirect	
	No. of Warrants	%	No. of Warrants	%
1. LWC CAPITAL SDN BHD	23,093,434	26.607	-	-
2. LOW CHIT SIN	5,496,368	6.332	-	-
3. GV ASIA FUND LIMITED	5,267,500	6.068	-	-

LIST OF THIRTY 30 LARGEST WARRANT C HOLDERS AS AT 31 DECEMBER 2024

No.	Name of Warrant holders	No. of Warrant	%
1	LWC CAPITAL SDN BHD	23,093,434	26.607
2	GV ASIA FUND LIMITED	5,267,500	6.068
3	LOW CHIT SIN	4,829,700	5.564
4	MAYBANK NOMINEES (TEMPATAN) SDN BHD LIM FUI PING	3,508,100	4.041
5	APEX NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR SEIK YEE KOK	2,259,166	2.602
6	OH CHUN LONG	2,114,733	2.436
7	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN YONG SIANG	1,901,700	2.191
8	STAR HERITAGE DEVELOPMENT SDN. BHD.	1,555,888	1.792
9	CHENG KOK SIONG	1,554,166	1.790
10	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR CHENG KOK SIONG (MQ0462)	1,379,300	1.589
11	VOON JYE WAH	1,296,300	1.493
12	SIOW MEE FONG	1,238,033	1.426
13	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD GAN SEONG LIAM	1,166,666	1.344
14	ANG YOON CHU @ ANG YOKE FONG	1,000,000	1.152
15	LIM YING NA	1,000,000	1.152
16	MICHELE HENG WEI LING	1,000,000	1.152
17	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR HII HSING KIET (KKINABALU-CL)	988,566	1.138
18	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GAN SEONG LIAM (7001349)	833,333	0.960
19	GOH CHAI SENG	793,700	0.914
20	WONG WAI LUM	698,066	0.804
21	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GAN SEONG LIAM	677,777	0.780
22	LOW CHIT SIN	666,668	0.768
23	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR VOON SZE LIN (M55045)	666,666	0.768
24	IFAST NOMINEES (TEMPATAN) SDN BHD VOON JYE YNG	666,666	0.768
25	MAYBANK NOMINEES (TEMPATAN) SDN BHD HII HSING KIET	666,666	0.768
26	TAN FHEE CHIN	666,666	0.768
27	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR OH CHUN LONG	600,100	0.691
28	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR LEE KA ONG (MY4308)	600,000	0.691
29	KENANGA NOMINEES (TEMPATAN) SDN BHD LIM SOH WOON	544,733	0.627
30	LOW POH LING	533,333	0.614
Total		63,767,626	73.469

ANALYSIS OF WARRANT D HOLDINGS AS AT 31 DECEMBER 2024

ANALYSIS BY SIZE OF WARRANT D HOLDINGS AS AT 31 DECEMBER 2024

Size of Shareholdings	No. of Holders	%	No. of Warrant	%
Less than 100	867	17.202	27,893	0.031
100 to 1,000	1,170	23.214	663,006	0.745
1,001 to 10,000	2,190	43.452	8,272,740	9.297
10,001 to 100,000	699	13.869	20,420,240	22.948
100,001 to less than 5% of issued shares	113	2.242	53,778,064	60.437
5% and above of issued shares	1	0.019	5,819,525	6.540
Total	5,040	100.00	88,981,468	100.00

DIRECTORS' WARRANT D HOLDINGS AS AT 31 DECEMBER 2024

Name of Directors	Direct		Indirect	
	No. of warrant	%	No. of warrant	%
1. Dato' Haji Ishak Bin Haji Mohamed	-	-	-	-
2. Lee Chun Szen	-	-	-	-
3. Lee Jin Jean	-	-	-	-
4. Lee Mei Ling	-	-	-	-
5. Mejer (K) Datuk Wira Lee Wah Chong*	-	-	5,819,525	6.540
6. Tan Sri Dato' IR HJ Zaini Bin Omar	-	-	-	-
7. Thee Kok Chuan	-	-	-	-

* Deemed interested by virtue of his shareholding in LWC Capital Sdn Bhd pursuant to section 8 of the Companies Act 2016 ("the Act") and the warrant holding of his son and daughter.

SUBSTANTIAL WARRANT D HOLDERS' HOLDINGS AS AT 31 DECEMBER 2024

	Direct		Indirect	
	No. of Warrants	%	No. of Warrants	%
1. LWC CAPITAL SDN BHD	5,819,525	6.540	-	-

LIST OF THIRTY 30 LARGEST WARRANT D HOLDERS AS AT 31 DECEMBER 2024

No.	Name of Warrant holders	No. of Warrant	%
1	LWC CAPITAL SDN BHD	5,819,525	6.540
2	YONG BUN FOU	3,989,950	4.484
3	MICHELE HENG WEI LING	3,107,650	3.492
4	KOPERASI BERSATU TENAGA MALAYSIA BERHAD	2,983,825	3.353
5	LOH TOH HEOH	2,500,000	2.809
6	NG WYMIN	2,500,000	2.809
7	LOW CHIT SIN	2,406,250	2.704
8	TEE CHIN HOCK	2,200,033	2.472
9	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR CHAN YIN PENG	2,156,800	2.423
10	HLIB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TAN HAI YIEW (CCTS)	1,611,300	1.810
11	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR CHONG MEE FAH @ FREDERICK CHONG	1,600,000	1.798
12	SLOW MEE FONG	1,238,016	1.391
13	STAR HERITAGE DEVELOPMENT SDN. BHD.	1,100,000	1.236
14	DIONG GEW KOONG	900,000	1.011
15	BRIAN GOH ZHEN HONG	750,000	0.842
16	GOH YOON SEN	702,500	0.789
17	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GAN SEONG LIAM	677,777	0.761
18	LIM YING NA	674,416	0.757
19	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LAU SIEW KONG (E-PDG)	569,600	0.640
20	LEE WAH CHONG	530,000	0.595
21	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOH TECK WAH (8090542)	506,641	0.569
22	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR GAN SEONG LIAM (7001349)	500,000	0.561
23	SOON TECK SENG	500,000	0.561
24	LEE KOK KIONG VICTORY TRADING	461,666	0.518
25	LIM KENG CHUAN	453,000	0.509
26	STOCKUP HOLDINGS SDN BHD	444,444	0.499
27	LOW POH LING	428,750	0.481
28	KHOO TENG HIN	412,300	0.463
29	CHOONG YEW LEONG	410,000	0.460
30	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR GOH YOON SEN	400,000	0.449
Total		42,534,443	47.801

LIST OF PROPERTIES AS AT 31 DECEMBER 2024

Location	Description/ Existing Use	Build-up Area/ Land Area* (sq.ft.)	Tenure	Approximate Age of Buildings	Net Book Value/ Net Realisable Value# (RM)	Year of Acquisition
Lot 4.119, 4th Floor, Wisma Central, Jalan Ampang, 50450 Kuala Lumpur. (DHSB)	An Intermediate office lot in a 9 storey shopping-cum- office block/ Office Unit	366	Freehold	45 years	33,180	1994
B5/5/5, 4th Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor	An intermediate office lot in a 5 storey shop/ Office Unit	1,864	Leasehold for 99 years expiring on 23/5/2089	28 years	261,689	1997
B5/2/2, 1st Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor	An intermediate office lot in a 5 storey shop/ Office Unit	1,864	Leasehold for 99 years expiring on 23/5/2089	28 years	296,475	1997
B5/4/4, 3rd Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor	An intermediate office lot in a 5 storey shop/ Office Unit	1,864	Leasehold for 99 years expiring on 23/5/2089	28 years	213,297	1998
B6/5/5, 4th Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor	An intermediate office lot in a 5 storey shop/ Office Unit	1,864	Leasehold for 99 years expiring on 23/5/2089	28 years	225,922	2001
B6/3/3, 2nd Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor	An intermediate office lot in a 5 storey shop/ Office Unit	1,864	Leasehold for 99 years expiring on 23/5/2089	28 years	205,015	2001
B5/3/3, 2nd Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor	An intermediate office lot in a 5 storey shop/ Office Unit	1,864	Leasehold for 99 years expiring on 23/5/2089	28 years	215,825	2002
B6/4/4, 3rd Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor	An intermediate office lot in a 5 storey shop/ Office Unit	1,864	Leasehold for 99 years expiring on 23/5/2089	28 years	234,805	2002
B6/2/2, 1st Floor, One Ampang Business Avenue, Jalan Ampang Utama 1/2, 68000 Ampang, Selangor	An intermediate office lot in a 5 storey shop/ Office Unit	1,864	Leasehold for 99 years expiring on 23/5/2089	28 years	340,060	2003
28-1A, Jalan Sungai Chandong 9, Bandar Armada Putra, Pulau Indah, 42100 Pelabuhan Klang, Selangor (DHSB)	An intermediate office lot in a 4 storey shop/ Office Unit	644	Leasehold for 99 years expiring on 11/3/2095	21 years	38,475	2005
C19, Jalan Ampang Utama 1/1, Taman Ampang Utama, 68000 Ampang, Selangor	A corner office lot in 4 storey shop/ Office unit	Build-up area: 8,124, land area: 1,920	Leasehold for 99 years expiring on 7/5/2083	30 years	833,041	2005

Location	Description/ Existing Use	Build-up Area/ Land Area* (sq.ft.)	Tenure	Approximate Age of Buildings	Net Book Value/ Net Realisable Value# (RM)	Year of Acquisition
500, Jalan Ampang Utama 1/1, Taman Ampang Utama, 68000 Ampang, Selangor	Vacant land	Land area: 6,175	Leasehold for 99 years expiring on 2/2/2076	N/A	2,745,686	2010
499, Jalan 5, Taman Ampang Utama, 68000 Ampang, Selangor	Vacant land	Land area: 8,100	Leasehold for 99 years expiring on 25/1/2077	N/A	5,881,061	2010
C1-0419, Jalan Indah 15, Taman Bukit Indah, Nusajaya, Johor	An intermediate office lot in a 5 storey shop/ Office Unit	947	Freehold	12 years	304,133	2013
PT 834 Melaka Tengah, Kawasan Bandar XXX1X	Car Park	Land area: 4,290	Leasehold for 99 years expiring on 29/6/2107	N/A	1,164,761	2011
PT 848 Melaka Tengah, Kawasan Bandar XXX1X	Car Park	Land area: 5,216	Leasehold for 99 years expiring on 29/6/2107	N/A	2,197,963	2011
5A-2, Jalan Melaka Raya 14, Taman Melaka Raya, 75000 Melaka	Apartment Medium Cost	667	Leasehold for 99 years expiring on 7/7/2093	18 years	86,179	2015
6B-1, Jalan Melaka Raya 14, Taman Melaka Raya, 75000 Melaka	Apartment Medium Cost	674	Leasehold for 99 years expiring on 7/7/2093	18 years	90,425	2015
13A-2, Jalan Melaka Raya 14, Taman Melaka Raya, 75000 Melaka	Apartment Medium Cost	667	Leasehold for 99 years expiring on 7/7/2093	18 years	84,466	2015
G0-2, Grd Floor, The Imperial Heritage, Jalan Merdeka, 75000 Bandar Hilir, Melaka	An intermediate 2 storey shop lot	3,392	Leasehold for 99 years expiring on 29/6/2107	9 years	4,042,534.84	2019
G0-3, Grd Floor, The Imperial Heritage, Jalan Merdeka, 75000 Bandar Hilir, Melaka	An intermediate 2 storey shop lot	3,239	Leasehold for 99 years expiring on 29/6/2107	9 years	3,863,191.73	2019
G0-8, Grd Floor, The Imperial Heritage, Jalan Merdeka, 75000 Bandar Hilir, Melaka	An intermediate 2 storey shop lot	2,528	Leasehold for 99 years expiring on 29/6/2107	9 years	3,012,832.58	2019
167 Units Apartment Condotel, The Imperial Heritage, Jalan Merdeka, 75000 Bandar Hilir, Melaka	Apartment Condotel	71,298	Leasehold for 99 years expiring on 29/6/2107	9 years	55,602,561.63	2019

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of Digistar Corporation Berhad (“the Company”) will be held at Level 1, Imperial Heritage Hotel Melaka, No. 1, Jalan Merdeka 1, Taman Melaka Raya, 75000 Melaka, Malaysia, on Friday, 21 March 2025 at 10.00 a.m. to transact the following purposes:

AGENDA

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 September 2024 together with the Directors’ and Auditors’ Report thereon. **(Refer to Explanatory Note 1)**
2. To approve the Directors’ fees of RM150,000 payable for the period from 1 October 2024 until the conclusion of the next annual general meeting of the Company. **Ordinary Resolution 1**
3. To approve the Directors’ benefits of up to RM20,000 payable for the period from 1 October 2024 until the conclusion of the next annual general meeting of the Company. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with Clause 100 of the Constitution of the Company:
 - a) Dato’ Haji Ishak Bin Haji Mohamed **Ordinary Resolution 3**
 - b) Lee Mey Ling **Ordinary Resolution 4**
 - c) Lee Chun Szen **Ordinary Resolution 5**
5. To re-appoint UHY as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS:

6. **UTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT subject to Sections 75 and 76 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant governmental/ regulatory authorities, the Directors 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 to be issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of the issued shares of the Company for the time being AND THAT the Directors 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 Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

Ordinary Resolution 7
(Refer to Explanatory Note 2)

7. PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY

“THAT, subject always 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 Securities”) (“Listing Requirements”) and the approvals of all the relevant authorities (if any), the Company be and is hereby authorised, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:

- i) The maximum aggregate number of shares which may be purchased and held by the Company must not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time (“Proposed Share Buy-Back”);
- ii) The maximum amount to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of the Company’s retained profits based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- iii) The shares of the Company so purchased may be cancelled, retained as treasury shares, distributed as dividends or resold or transfer on Bursa Securities, or a combination of any of the above, or be dealt with in such manner allowed by the Act and Listing Requirements from time to time.

AND THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:

- (a) The conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which such resolution is passed at which time the authority will lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions;
- (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 an ordinary resolution passed by the shareholders of the Company in a general meeting.

whichever occurs first, but shall not prejudice the completion of the purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority.

Ordinary Resolution 8
(Refer to Explanatory Note 3)

ANY OTHER BUSINESS:

8. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

By Order of the Board

Wong Youn Kim (MAICSA 7018778)
SSM Practising Certificate No. 201908000410
Company Secretary

Selangor

Date: 24 January 2025

Notes:

1. For the purpose of determining a member who shall be entitled to attend and vote at the 22nd Annual General Meeting ("AGM"), the Company shall be requesting the Record of Depositors as at 13 March 2025. Only a depositor whose name appears on the Record of Depositors as at 13 March 2025 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. If a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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.
5. Where a member or the authorised nominee or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company at Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18, Persiaran Barat, 46050 Petaling Jaya, Selangor or alternatively, to submit the proxy form electronically via TIIH Online at <https://tjih.online> not less than twenty four (24) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid. Please follow the procedures as set out in the Administrative Guide for the electronic lodgement of proxy form.
7. If the appointer is a corporation, the Proxy Form shall be executed under its common seal or under the hand of its officer or attorney duly authorised. If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the

constitution of your corporation. If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:

- (a) at least (2) authorised office, of whom one shall be a director; or
- (b) any director and/or authorised officers in accordance with the laws of the country under your corporation is incorporated

8. If this proxy Form is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading “signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received”. If this proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading “signed under power of Attorney which is still in force, no notice of revocation having been received”. A copy of the Authorisation Document or the power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the proxy Form.

Explanatory Notes

a) **Explanatory Note 1**

To receive the Audited Financial Statements for the financial year ended 30 September 2024

This agenda item is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016 (“the Act”), the audited financial statements do not require a formal approval of the shareholders. Hence, this resolution will not be put forward for voting.

b) **Explanatory Note 2**

Authority to issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 6 is proposed to seek a renewal of general mandate for authority to issue shares pursuant to Sections 75 and 76 of the Act. If the resolution was passed, it will give the Directors of the Company from the date of the above meeting, authority to issue and allot shares for such purposes as the Directors consider would be in the interest of the Company. The authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM.

The Company did not issue any shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under the general authority which was approved at the 21th Annual General Meeting held on 15 March 2024 and which will lapse at the conclusion of the 22nd Annual General Meeting to be held on 21 March 2025.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited for further placing of shares for purpose of funding investment(s), working capital and/or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

Clause 54 of the Company’s Constitution provides that, where the approval of Members is obtained in a general meeting for any issuance of shares or convertible securities, including approvals obtained under Sections 75 and 76 of the Act, such approval shall be deemed to be a direction to the contrary given in general meeting which will render the pre-emptive rights inapplicable.

In any case and in respect of any issuance of shares or convertible securities, the pre-emptive rights of Members are strictly as contained in the Constitution and accordingly, the provisions of Section 85 of the Act in respect of pre-emptive rights to new shares, shall not apply.

c) **Explanatory Note 3**

Proposed Renewal of Authority to purchase its own shares of up to 10% of the total number of issued shares in the Company

The proposed Ordinary Resolution 7 is to empower the Directors to buy-back and/or hold up to a maximum of 10% of the total number of the Company's issued shares at any point of time, by utilizing the amount allocated which shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available, subject to the Act, listing Requirements, any prevailing laws, orders, requirements, rules, regulations and guidelines issued by the relevant authorities at the time of purchase. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company, or the expiration of period within which the next AGM is required by law to be held, whichever is the earlier.

Please refer to the Share Buy-back Statement as set out in the Annual Report of the Company for further information.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

1. The Directors seeking for re-election/re-appointment at the Twenty-Second Annual General Meeting of Digistar Corporation Berhad are as follows:

- (a) Dato' Haji Ishak Bin Haji Mohamed
- (b) Lee Mey Ling
- (c) Lee Chun Szen

2. The Profile of the Directors seeking for re-election and retention are set out on Page No. 6, 7 and 8 of this Annual Report

The details of the Directors' interest in the securities of the Company are stated on Page No. 214 of this Annual Report.

3. The details of attendance of the Directors of the Company at Board of Directors' Meetings held during the financial year ended 30 September 2024 are disclosed in the respective profiles of the Directors.

4. The details of the Twenty-Second Annual General Meeting are as follows:

Date of Meeting	Time of Meeting	Place of Meeting
Friday, 21 March 2025	10 a.m.	Level 1, Imperial Heritage Hotel Melaka, No. 1, Jalan Merdeka 1, Taman Melaka Raya, 75000 Melaka, Malaysia

Form of Proxy



**DIGISTAR CORPORATION
BERHAD**
Registration No.200301001232 (603652-K)
(INCORPORATED IN MALAYSIA)

CDS Account No.	
No. of shares held	

* I/We **NRIC/Company No.**.....
(FULL NAME IN BLOCK CAPITALS)

of.....
(FULL ADDRESS)

being a member/members of DIGISTAR CORPORATION BERHAD (603652-K), hereby appoint.....

.....
(FULL NAME IN BLOCK CAPITALS)

NRIC No. of.....
(FULL ADDRESS)

or failing *him/her,.....
(FULL NAME IN BLOCK CAPITALS)

NRIC No. of.....
(FULL ADDRESS)

or failing *him/her, *the Chairman of the Meeting as *my/our proxy to attend and vote on *my/our behalf at the Twenty-Second Annual General Meeting of the Company to be held at Level 1, Imperial Heritage Hotel Melaka, No. 1, Jalan Merdeka 1, Taman Melaka Raya, 75000 Melaka, Malaysia, on Friday, 21 March 2025 at 10.00 a.m. or any adjournment thereof.

*My/our proxy is to **vote as** indicated below:

ORDINARY RESOLUTION	FOR	AGAINST
1. To approve the Directors' Fees of RM150,000 payable for the period from 1 October 2024 until the conclusion of the next Annual General Meeting of the Company		
2. To approve the of Directors' benefits of up to RM20,000 payable for the period from 1 October 2024 until the conclusion of the next Annual General Meeting of the Company		
3. To Re-elect of Dato' Haji Ishak Bin Haji Mohamed		
4. To Re-elect of Lee Mey Ling		
5. To Re-elect of Lee Chun Szen		
6. To re-appoint UHY as auditors of the Company and to authorise the Directors to fix their remuneration.		
7. Authority to issue Shares pursuant to sections 75 and 76 of the companies act 2016		
8. Proposed Renewal of Authority for Share Buy-Back		

(Please indicate with an "X" in the appropriate boxes on how you wish your vote to be cast. Unless voting instructions are indicated in the space above, the proxy will vote as he/she thinks fit.)

(i)Applicable to shares held through a nominee account.

* Delete where applicable

Signed this day of2025

.....

Signature/Common Seal of Member

For appointment of two proxies, percentage of Shareholdings to be represented by the proxies:

	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		

Notes:

1. For the purpose of determining a member who shall be entitled to attend and vote at the 22nd Annual General Meeting (“AGM”), the Company shall be requesting the Record of Depositors as at 13 March 2025. Only a depositor whose name appears on the Record of Depositors as at 13 March 2025 shall be entitled to attend and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote in his/her stead. If a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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.
5. Where a member or the authorised nominee or an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered office of the Company at Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18, Persiaran Barat, 46050 Petaling Jaya, Selangor or alternatively, to submit the proxy form electronically via TIIH Online at <https://tiih.online> not less than twenty four (24) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid. Please follow the procedures as set out in the Administrative Guide for the electronic lodgement of proxy form.
7. If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation. If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - (a) at least (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorized officers in accordance with the laws of the country under which your corporation is incorporated.
8. If this Proxy Form is signed under the hands of an officer duly authorised, it should be accompanied by a statement reading “signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received”. If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading “signed under Power of Attorney which is still in force, no notice of revocation having been received”. A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in the Proxy Form.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

Affix Stamp

DIGISTAR CORPORATION BERHAD

COMPANY SECRETARY
SYNERGY PROFESSIONALS GROUP SDN BHD
Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18,
Persiaran Barat, 46050 Petaling Jaya, Selangor

2024 ANNUAL REPORT



DIGISTAR CORPORATION BERHAD

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Selangor Darul Ehsan

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