

# ANNUAL REPORT 2024

ALDRICH RESOURCES BERHAD [Registration No. 200101019222 (554979-T)]

ANNUAL REPORT 2024

**ALDRICH Resources Berhad**  
200101019222 (554979-T)  
(Incorporated in Malaysia)

**Office Address:**  
B-21-1, Level 21,  
Tower B, Northpoint Mid Valley City,  
No. 1, Medan Syed Putra Utara,  
59200 Kuala Lumpur,  
General: +603 9770 2200  
Fax: +603 2201 7774

[www.aldrich.com](http://www.aldrich.com)



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<https://aldrich.my/annual-report/>



To access our Annual Report, please scan the QR code with a QR code reader application on your smartphone.

# CORPORATE INFORMATION

## AUDIT AND RISK MANAGEMENT COMMITTEE

Chairperson

**Er Kian Hong**

*Independent Non-Executive Director*

Member

**Leong Yien Hung**

*Independent Non-Executive Director*

Member

**Tan Yiing Fung**

*Independent Non-Executive Director  
(appointed as member w.e.f. 29 August 2024)*

## NOMINATION COMMITTEE

Chairman

**Leong Yien Hung**

*Independent Non-Executive Director*

Member

**Er Kian Hong**

*Independent Non-Executive Director*

Member

**Tan Yiing Fung**

*Independent Non-Executive Director  
(appointed as member w.e.f. 29 August 2024)*

## REMUNERATION COMMITTEE

Chairperson

**Er Kian Hong**

*Independent Non-Executive Director*

Member

**Leong Yien Hung**

*Independent Non-Executive Director*

Member

**Tan Yiing Fung**

*Independent Non-Executive Director  
(appointed as member w.e.f. 29 August 2024)*

## COMPANY SECRETARIES

**Tan Tong Lang**

(MAICSA 7045482/

SSM PC No. 202208000250)

**Lau Hooi Pin**

(MAICSA 7081620/

SSM PC No. 202408000447)



## Board of Directors

**Yahya Bin Razali**  
Non-Independent Non-Executive Chairman

**Chan Yok Peng**  
Executive Director

**Abdul Rani Bin Achmed Abdullah**  
Executive Director

**Er Kian Hong**  
Independent Non-Executive Director

**Leong Yien Hung**  
Independent Non-Executive Director

**Tan Yiing Fung**  
Independent Non-Executive Director  
(appointed w.e.f. 29 August 2024)

## REGISTERED OFFICE

B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
Wilayah Persekutuan  
Tel No.: +603-9770 2200  
Fax No.: +603-2201 7774  
Email : boardroom@boardroom.com.my

## PRINCIPAL PLACE OF BUSINESS

B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
Wilayah Persekutuan  
Tel No.: +603-9770 2200  
Fax No.: +603-2201 7774

## AUDITORS

Messrs. Kreston John & Gan (AF0113)  
Unit B-10-8, Megan Avenue II  
Jalan Yap Kwan Seng  
50450 Kuala Lumpur  
W.P. Kuala Lumpur  
Tel No.: +603-2381 2828

## PRINCIPAL BANKERS

CIMB Bank Berhad

## SHARE REGISTRAR

**Aldpro Corporate Services Sdn Bhd**  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur  
Wilayah Persekutuan  
Tel No.: +603-9770 2200  
Fax No.: +603-2201 7774  
Email: admin@aldpro.com.my

## STOCK EXCHANGE LISTING

ACE Market of Bursa Malaysia  
Securities Berhad  
Stock name : ALRICH  
Stock code : 0079

## CORPORATE WEBSITE

www.aldrich.my



# CORPORATE STRUCTURE



## BOARD OF DIRECTORS' PROFILE

### YAHYA BIN RAZALI

*Non-Independent Non-Executive Chairman*



Malaysian



Aged



Male

Yahya Bin Razali was appointed as an Independent Non-Executive Director of the Company on 3 August 2016. He was re-designated as Non-Independent Non-Executive Director on 3 August 2017 and assumed his present position as the Non-Independent Non-Executive Chairman on 29 October 2019.

He obtained his Bachelor of Science (Finance) from Southern Illinois University and Master of Business Administration from Berkeley, United States of America in 1982 and 1984 respectively.

He worked with the Ministry of Culture, Youth and Sports of Malaysia from 1977 to 1979. In 1984, he joined the United State Leasing Corporation, San Francisco, United States of America as a Financial Analyst. In 1986, he worked as a Consultant with Alexander Proudfoot Productivity Consultant Pte Ltd in Singapore. He also held the position of Investment Manager and Executive Director for Selangor Foundation and Grand United Holdings Berhad respectively from 1988 to 1993. He was the Fund Manager cum Associate Director for Spectrum Asset Management Sdn. Bhd., a licensed fund management company. He is also a Certified Financial Planner.

He does not hold any directorship in any other public companies and listed corporations.

He has no family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries ("Group").

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2024.

He has attended all five (5) Board of Directors' Meetings held for the financial year ended 31 December 2024.

## BOARD OF DIRECTORS' PROFILE (CONT'D)

### CHAN YOK PENG

*Executive Director  
Key Management*



Malaysian

72

Aged



Male

Chan Yok Peng was appointed as an Executive Director of the Company on 21 March 2022.

He graduated as a Mechanical Engineer from the University of Malaya in 1977. He is a Fellow Member of the Institution of Engineers Malaysia and is a Registered Professional Engineer with the Board of Engineers Malaysia.

In 1977, he joined Jurong Engineering Pte Ltd as a Project Engineer and was involved in the construction and maintenance work for Mamut copper mine (Ranau, Sabah) and Baturaja Cement Plant (Indonesia). In 1979, he joined FELDA as an Assistant Mill Manager for Air Tawar Palm Oil Mill (Johore). In 1980, he joined Esso Production Malaysia Inc. Offshore Division as a Project Supervisor and was assigned as the Company Representative for the Tapis offshore submarine pipeline and the Terengganu Crude Oil Terminal (Kerteh) Project. In 1984, He joined Tenaga Waja Sdn Bhd (a subsidiary of Singapore Wah Chang Group of Companies) as its General Manager to oversee its engineering and construction business for Petronas, Shell and other oil companies in Malaysia.

In 1985, he founded Sumatec Corporation Sdn Bhd ("Sumatec"), a Licensed Contractor for upstream and downstream engineering and construction works for Petronas and other oil and gas companies. Sumatec was listed on the Bursa Malaysia in 2003 as Sumatec Resources Berhad with business ranging from Turnkey Construction, Mining and shipping. He was the Group Managing Director of Sumatec Resources Berhad from 2003 to 2013 and 2015 to 2016.

Presently, he is a Director of an unlisted public company namely Octowill Trustees Berhad, and also sits on the board of several private limited companies.

He has no family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest or potential conflict of interest, including interest in any competing business with the Group.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2024.

He has attended all five (5) Board of Directors' Meetings held for the financial year ended 31 December 2024.

## BOARD OF DIRECTORS' PROFILE (CONT'D)

### ABDUL RANI BIN ACHMED ABDULLAH

*Non-Independent Non-Executive Chairman*



Malaysian



Aged



Male

Abdul Rani Bin Achmed Abdullah was appointed an Executive Director of the Company on 1 August 2001.

He obtained his Bachelor of Electrical Engineering from Purdue University, United States of America in 1988 and a Master of Science in Engineering Business Management from Warwick University, United Kingdom in 2001. He obtained his Doctor of Engineering in Engineering Business Management from Universiti Teknologi Malaysia on 6 October 2023.

He started his career in 1989 as a Wireline Engineer for Schlumberger Overseas SA until 1991. He joined Racal Survey (M) Sdn. Bhd. as a Survey Engineer responsible for regional work from 1992 to 1995. In 1996, he operated his family-owned trading business. He then joined PROPEL-Johnson Controls Sdn. Bhd. ("PJC") in 1997. Before leaving PJC in 2000, he was the Head of Special Projects and MIS responsible mainly for the design, development, implementation and operation of information technology systems. He was also the Johnson Controls Inc's Computerised Maintenance Management Systems (CMMS) resource person for its Asia operations.

He does not hold any directorships in other public companies and listed corporations, but sits on the board of several private limited companies.

He has no family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest or potential conflict of interest, including interest in any competing business with the Group.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2024.

He has attended three (3) out of five (5) Board of Directors' Meetings held for the financial year ended 31 December 2024.

## BOARD OF DIRECTORS' PROFILE (CONT'D)

### ER KIAN HONG

*Independent Non-Executive Director*

*Chairperson of Audit and Risk Management Committee and Remuneration Committee*

*Member of Nomination Committee*



Malaysian

48

Aged



Female

Er Kian Hong was appointed as an Independent Non-Executive Director of the Company on 21 March 2022. She is the Chairperson of Audit and Risk Management Committee and Remuneration Committee, as well as a member of the Nomination Committee.

She graduated with a Bachelor of Accounting and Finance from the University of Technology, Sydney. She is a member of Australian Society of Certified Practising Accountants (CPA Australia), a Certified Practising Accountant.

She began her career in the audit and assurance division in Deloitte Malaysia, involved in statutory financial audits for public listed and private companies. She is currently attached with a boutique corporate advisory firm where she is involved in provision of advisory services to companies undertaking corporate exercises. She has vast experience in corporate finance and was involved in corporate exercises such as initial public offerings (IPO), fund raising and restructuring. She served in the Corporate Finance department of M&A Securities Sdn Bhd from May 2014 to December 2021. Prior to that, she was in the Corporate Finance/Strategy department of KSK Group Berhad from February 2007 to March 2014 where she was involved in the assessment and implementation of possible mergers and acquisition opportunities for KSK Group Berhad.

Presently, she is an Independent Non-Executive Director of several public listed companies namely Hextar Capital Berhad, K. Seng Seng Corporation Berhad, SSF Home Group Berhad and Ajiya Berhad.

She has no family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest or potential conflict of interest, including interest in any competing business with the Group.

She has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2024.

She has attended all five (5) Board of Directors' Meetings held for the financial year ended 31 December 2024.



## BOARD OF DIRECTORS' PROFILE (CONT'D)

### LEONG YIEN HUNG

*Independent Non-Executive Director*

*Chairman of Nomination Committee*

*Member of Audit and Risk Management Committee and Remuneration Committee*



Malaysian

42

Aged



Male

Leong Yien Hung was appointed as an Independent Non-Executive Director of the Company on 19 August 2022. He is the Chairman of Nomination Committee, as well as a member of both the Audit and Risk Management Committee and the Remuneration Committee.

He obtained his Bachelor in Computer Science from Coventry University, United Kingdom in 2003.

He has more than 10 years of experience in Malaysia's finance industry, in particularly in relation to full fledged financial services and alternative investment.

Presently, he is a member of Investment Committees at Proven Venture Capital, which is managed by 5 Pillars Ventures Sdn Bhd, a venture capital management corporation licensed by the Securities Commission Malaysia.

Presently, he is the Managing Director of Malaysian Genomics Resource Centre Berhad, and also the Managing Director of an unlisted public company namely Octowill Trustees Berhad.

He has no family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest or potential conflict of interest, including interest in any competing business with the Group.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2024.

He has attended three (3) out of five (5) Board of Directors' Meetings held for the financial year ended 31 December 2024.

## BOARD OF DIRECTORS' PROFILE (CONT'D)

### TAN YIING FUNG

*Independent Non-Executive Director  
Member of Audit and Risk Management Committee,  
Nomination Committee and Remuneration Committee*



Malaysian



Aged



Female

Tan Yiing Fung was appointed as an Independent Non-Executive Director of the Company on 29 August 2024. She is a member of Audit and Risk Management Committee, Nomination Committee and Remuneration Committee.

She graduated with Bachelor of Laws (Honours) from the University of Leeds in 2010. She was called to the Malaysian Bar and admitted as an Advocate and Solicitor of the High Court of Malaya in 2012.

In September 2012, she began her career at Messrs. Teh & Lee as an Associate. During her tenure at Messrs. Teh & Lee, her main areas of practice consisted of corporate and commercial laws where she was engaged in equity and debt transactions such as mergers and acquisitions, joint ventures, corporate restructuring, takeovers as well as private debt securities, corporate loans and private fund transactions. She left Messrs. Teh & Lee in March 2021 and joined Messrs. CY Poon & CM Lim as a Partner in April 2021. In her present capacity, she oversees the operations of the firm's branch office in Kuala Lumpur and her main areas of practice consists of corporate, conveyancing and banking specialising in equity and debt capital market and advising on setting up of venture capital funds.

Presently, she is an Independent Non-Executive Director of Malaysian Genomics Resource Centre Berhad, Manforce Group Berhad, West River Berhad, a company to be listed on the ACE Market of Bursa Securities and Camaroe Berhad. She also holds directorship and shareholding in a private limited company.

She has no family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest or potential conflict of interest, including interest in any competing business with the Group.

She has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2024.

Upon her appointment, she has attended one (1) Board of Directors' Meetings held for the financial year ended 31 December 2024.

# MANAGEMENT DISCUSSION AND ANALYSIS



## OVERVIEW OF GROUP'S BUSINESS AND OPERATIONS

Aldrich Resources Berhad ("Aldrich" or "the Company") and its subsidiaries ("the Group") operates across a diverse range of sectors, offering integrated services and solutions in the following areas: -

### 1. Corporate Services

Boardroom.com Sdn Bhd ("Boardroom.com") and Aldpro Corporate Services Sdn Bhd ("Aldpro"), both subsidiaries of the Group, specialize in providing a comprehensive range of corporate secretarial, advisory, and share registrar services. We serve a diverse clientele, including public listed companies and private firms across a wide range of industries, such as manufacturing, property development, engineering, construction, food and beverage, information technology, logistics, and more. The two subsidiaries play a crucial role in supporting businesses with their regulatory and operational needs.

The services offered by the Group encompass company incorporation, corporate secretarial services, regulatory compliance, shareholder management, dividend distribution, and corporate governance solutions. These services are designed to help businesses of all sizes comply with legal and regulatory requirements while ensuring smooth corporate governance. Aldpro, specializing in securities registration services, provides expert solutions in managing shareholder bases, while Boardroom.com focuses on broader corporate compliance and advisory services. Together, these subsidiaries ensure that both listed and unlisted companies can efficiently manage their corporate exercises and governance matters.

In line with our strategic expansion, the recent acquisition of TACS Group Sdn Bhd further strengthens our capabilities. The acquisition includes two subsidiaries that provide a wide range of services, including managerial, secretarial, consultancy, accountancy, taxation, and advisory services, broadening the Group's footprint in the corporate services sector and enhancing the value we deliver to our clients.

### 2. Trading of Mineral Resources

Aldrich Minerals Sdn Bhd, a subsidiary specializes in the trading of various minerals such as silica sand, bauxite, Dolomite etc.

We have firm purchase orders secured from established customers and have been supplying high-grade silica sand to Xinyi Solar (M) Sdn Bhd since 2023. The demand for high-grade silica sand for solar panel or glass is driven by the ambitious green energy project all over the world.

The company is currently negotiating with potential buyers and suppliers for bauxite located at Kuantan region.

# MANAGEMENT DISCUSSION AND ANALYSIS

## (CONT'D)

### OVERVIEW OF GROUP'S BUSINESS AND OPERATIONS (CONT'D)

#### 3. Moneylending Business

Proficient Premium Sdn Bhd, a subsidiary engaged in the money lending business, holds a valid money lending license issued by the Ministry of Housing and Local Government under the Moneylenders Act. This license authorizes Proficient Premium Sdn Bhd to undertake money lending activities, ensuring compliance with regulatory requirements.

Our moneylending division offers a variety of personal & business loan package and public listed company share financing packages. We focus on responsible lending practices while providing tailored financial solutions to meet the needs of individuals and small businessmen who are not served by conventional banks or financial institutions.

With our 20% investment in Octowill Trustee Berhad, we are broadening our portfolio by gaining exposure to estate planning and wealth management services. Octowill Trustee Berhad specializes in trust administration and fiduciary services, and this strategic investment allows us to offer clients an expanded range of financial solutions to better manage their assets and long-term wealth planning needs.

By operating in multiple sectors, the Company benefits from diversification, enabling us to reduce risks associated with any single market and provide a broad range of services to our clients.

### GROUP'S OBJECTIVES AND STRATEGIES

The Group is committed to sustainable growth and value creation across its diverse business segments. Our key objectives include: -

- **Expanding Market Presence**

Strengthening our position in the corporate services, share registrar, accountancy, taxation, mineral resources trading, and moneylending sectors by reaching new clients and markets.

- **Enhancing Operational Efficiency**

Improving service delivery, optimizing costs, and leveraging technology to increase efficiency and competitiveness.

- **Diversifying Revenue Streams**

Reducing reliance on any single business segment by expanding service offerings and exploring new market opportunities.

- **Strengthening Risk Management**

Implementing robust risk management strategies to navigate regulatory changes, market volatility, and credit risks.

- **Fostering Sustainable and Responsible Growth**

Aligning business operations with sustainability practices, particularly in mineral trading and moneylending, while ensuring compliance with relevant regulations.

In order to achieve the objectives of the Group, continuous improvements in efficiency, and regulatory compliance will be prioritized, ensuring that the Group remains competitive in a dynamic business environment by implementing the following strategies: -

- **Enhancing Corporate Services and Share Registrar Offerings**

The Group is committed to expanding its suite of corporate services to support a broader range of businesses, including SMEs and startups, by providing tailored and efficient solutions. To enhance service delivery, it is investing in digital solutions that streamline share registrar and corporate compliance services, improving both operational efficiency and the overall client experience.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

### GROUP'S OBJECTIVES AND STRATEGIES (CONT'D)

In order to achieve the objectives of the Group, continuous improvements in efficiency, and regulatory compliance will be prioritized, ensuring that the Group remains competitive in a dynamic business environment by implementing the following strategies (Cont'd): -

- **Enhancing Corporate Services and Share Registrar Offerings (Cont'd)**

The acquisition of TACS Group Sdn Bhd, a company engaged in investment holding and the provision of management, advisory, and consultancy services, aligns with the Group's expansion strategy. This acquisition is expected to generate synergistic benefits, such as an expanded clientele base and the streamlining of business functions, which will contribute to improved financial performance.

Additionally, the Group remains focused on strengthening its regulatory compliance frameworks, ensuring seamless support for clients in meeting statutory requirements while upholding the highest standards of governance.

The Group is also actively exploring further acquisitions of corporate services players in the market as part of its ongoing expansion plans.

- **Scale Up the Trading of Minerals**

The Group is actively diversifying its range of minerals traded to reduce reliance on specific commodities, ensuring a more resilient and balanced portfolio. To strengthen its market position, the Group is focused on establishing long-term partnerships with reliable suppliers and buyers, securing stable trade volumes and sustainable business growth. Additionally, efforts are underway to explore new regional markets, expanding the client base and distribution channels to enhance market reach and capitalize on emerging opportunities. Trading of minerals is volume dependent based on each shipment size of minimum 50,000 MT per cargo trip and each shipment can sun into several millions ringgit.

- **Growing the Moneylending Business Responsibly**

The Group is expanding its lending services to underserved markets, providing various and new financial solutions to a selected niched market currently not service by conventional banks and financial institution due to a hoard of issues such as ability to provide bankable security, size of loan and time taken to disburse the loans. The company always implement strict scrutinization on the risk profile of each customer. The Group continues to strengthen its risk management practices to minimize default rates and ensure sustainable lending growth, reinforcing its commitment to responsible and prudent financial management

- **Sustainability and Corporate Responsibility**

The Group is committed to sustainability by implementing responsible sourcing practices in its mineral trading activities, ensuring alignment with global sustainability standards. In the financial sector, the Group promotes responsible lending to provide fair financial access while minimizing excessive credit risk, fostering a more inclusive and ethical lending environment. Additionally, continuous enhancements to corporate governance frameworks are being made to support long-term business sustainability, reinforcing transparency, accountability, and regulatory compliance across all operations.

### REVIEW OF FINANCIAL RESULTS AND FINANCIAL CONDITION

#### Analysis of Financial Results and Financial Condition

For the financial year ended 31 December 2024 ("FY2024"), the Group recorded RM14.99 million in revenue, representing an increase of 29% compared to financial year ended 31 December 2023 ("FY2023"). This was primarily driven by growth in corporate services and expansion in lending business.

The Group's Profit Before Tax stood at RM2.08 million, reflecting an increase of 402%. The profitability was influenced by higher revenue contribution from corporate services and money lending business.



## MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

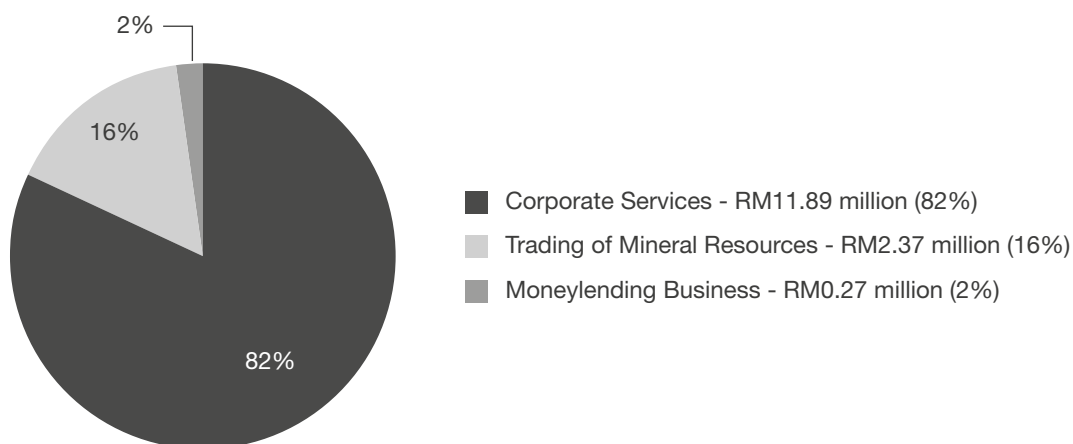
### REVIEW OF FINANCIAL RESULTS AND FINANCIAL CONDITION (CONT'D)

#### Analysis of Financial Results and Financial Condition (Cont'd)

Segment-wise performance:

- **Corporate Services**  
Revenue from this segment increased to RM11.89 million, driven by higher client base, increased of compliance and disclosure requirements and contribution from the newly acquired subsidiaries.
- **Trading of Mineral Resources**  
The revenue from this segment recorded at RM2.37 million, with increasing demand, the revenue (and profit) is bound to increase substantially in the coming years. In view of this, the Company intends to seek approval from Bursa Malaysia Securities Berhad and its shareholders for the proposed diversification into the trading of mineral resources in due course.
- **Moneylending Business**  
Revenue from this segment increased to RM0.27 million due to higher demand for corporate loans, personal loans and new loan packages being offered to the less sophisticated borrowers.

**Segment-wise Performance (Revenue)**



Despite challenges such as economic uncertainties, regulatory changes, and various competitors in the markets, the Group remains focused on improving operational efficiency and maintaining sustainable profitability.

#### Financial position

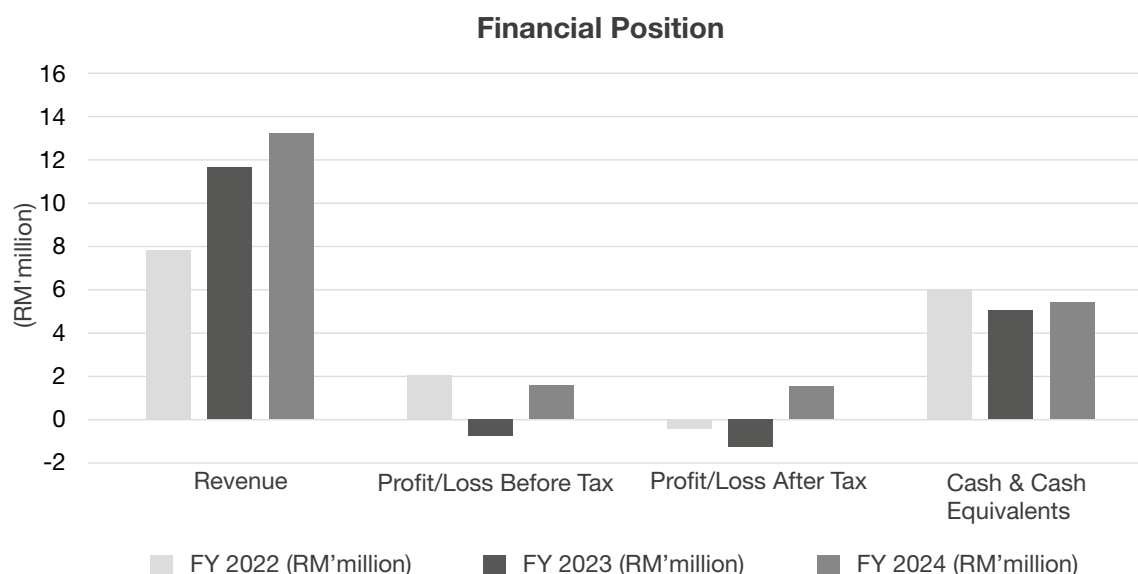
As of FY2024, the Group maintains a strong financial position with total assets amounting to RM35.28 million, compared to previous year's amount of RM30.28 million. The increase was primarily due newly acquisition of TACS Group Sdn Bhd and strict control of receivables.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

### REVIEW OF FINANCIAL RESULTS AND FINANCIAL CONDITION (CONT'D)

#### Financial position (Cont'd)

The Group's cash and cash equivalents stood at RM3.33 million, providing sufficient liquidity to support ongoing operations and future expansion plans.



In addition to financial performance, the Group monitors various non-financial indicators that impact long-term growth and sustainability:

- Customer Growth and Retention**

The Group experienced an increase of 24.3% in its customer base, reflecting higher demand for corporate services, and improved client engagement.

- Regulatory Compliance and Corporate Governance**

The Group continues to adhere to strict regulatory requirements, ensuring compliance with all the relevant laws and regulations for each business segment. No major regulatory breaches were recorded during the year.

- Sustainability Initiatives**

The Group is committed to aligning its business practices with sustainability principles, and is actively exploring opportunities to implement responsible sourcing in mineral trading, adopt environmental, social, and governance (ESG) initiatives, and enhance responsible lending practices. These efforts reflect the Group's dedication to operating in a manner that is both socially and environmentally conscious while supporting long-term sustainable growth.

- Employee Development and Engagement**

The Group places strong emphasis on talent development, skill enhancement, and workforce satisfaction by ensuring that employees regularly attend relevant training programs. These programs are designed to continuously enhance their professional skills, keep them updated with industry best practices, and foster a culture of learning and growth within the organization.

By closely monitoring both financial and non-financial indicators, the Group ensures a well-rounded approach to performance measurement, driving long-term value creation and business sustainability.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

### REVIEW OF FINANCIAL RESULTS AND FINANCIAL CONDITION (CONT'D)

#### Capital Commitments

There is no capital commitments that had not been provided for in the audited statement of FY2024.

#### Conclusion

Moving forward, the Group will continue to optimize cash flow management, monitor capital expenditures, and explore strategic investments to enhance long-term financial stability.

There was no payment of dividend during the financial year under review.

### REVIEW OF OPERATING ACTIVITIES

#### Corporate Services Business

The Group's corporate services, which encompass corporate secretarial, share registration, taxation and accounting services, play a vital role in assisting clients with corporate compliance and administrative functions. These services include company formation, compliance with company laws, maintenance of statutory records, corporate governance advisory, regulatory filings, shareholder record maintenance, share capital assistance, and regulatory reporting for various types of entities. The addition of taxation and accounting services ensures that clients receive holistic solutions for managing both their financial and regulatory obligations.

The demand for these services is growing, driven by increasing compliance and disclosure requirements. Many businesses, particularly small and medium enterprises (SMEs), find outsourcing these services to be a cost-effective solution, allowing them to focus on core business operations while ensuring regulatory compliance. Additionally, the rising number of registered enterprises in Malaysia presents opportunities for continued growth in both corporate secretarial and share registration services.

As companies face increasing regulatory requirements and heightened investor expectations for transparency, the need for specialized service providers is growing. Businesses are turning to trusted providers to streamline processes and ensure compliance with evolving regulations. This growing demand for reliable and efficient corporate governance solutions is expected to continue, further driving the expansion of the Group's corporate services offerings.

#### Trading of Mineral Resources Business

The Group's mineral trading business is focused on sourcing, supplying, and distributing a diverse range of mineral resources, including dolomite, silica sand and bauxite. By leveraging strategic partnerships and a robust supply chain network, the Group aims to capitalize on market opportunities and optimize profitability by expanding to the export market for better profit margin.

#### Money Lending Business

The Group has successfully extended both corporate and personal loans as well as share financing, reflecting our commitment to diversifying and expanding our lending portfolio. The total amount of loans extended to our clients has accumulated to nearly RM2.5 million, which highlights our strategic approach to cater to the financing needs of businesses while maintaining prudent risk management practices. In addition to corporate loans, we continue to offer personal loans, ensuring that individuals also benefit from flexible financing options tailored to their needs. Our newly launched share financing product further supports individuals by providing a viable solution for leveraging their investments, helping them meet their financial goals.

As we continue to navigate the evolving landscape of the money lending industry, we remain vigilant in monitoring market trends, assessing credit risks, and adapting our lending strategies to meet the needs of both businesses and individuals. Our focus on responsible lending practices and adherence to regulatory guidelines ensures the sustainability and resilience of our lending business, whether in corporate or personal loans.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

### ANTICIPATED OR KNOWN RISKS AND MITIGATION CONSIDERATION

As the Group operates across diverse business segments, it is exposed to various risks that could impact its operations and financial performance. These risks may arise from market conditions, regulatory changes, economic uncertainties, and industry-specific challenges. This section outlines the key anticipated or known risks affecting each segment and the corresponding mitigation strategies implemented to manage these risks effectively

#### Corporate Services Business

The Group's corporate services are critical in helping clients navigate the evolving regulatory landscape and market conditions. These services include corporate secretarial functions, compliance with company laws, statutory record maintenance, corporate governance advisory, and shareholder management, all of which are essential for businesses across various industries.

The demand for these services is influenced by regulatory changes, such as stricter reporting standards and evolving tax policies, as well as market competition. Businesses must stay agile to meet increasing compliance requirements, and as the sector remains highly competitive, differentiating our offerings becomes vital. Additionally, with the rising number of registered enterprises, particularly SMEs, outsourcing these services provides businesses with cost-effective solutions to ensure regulatory compliance while focusing on core operations.

In the share registration services segment, market volatility plays a significant role in demand. Fluctuations in market conditions and economic uncertainty can lead to fewer corporate actions, such as public offerings or mergers and acquisitions, which could impact revenue. At the same time, technological advancements, particularly the rise of digital platforms and fintech solutions, are reshaping the sector, driving demand for more efficient, automated, and secure share registrar services. While market volatility presents challenges, it also creates opportunities to modernize services, offering tech-driven solutions that align with digital transformation trends.

Prolonged market uncertainty may reduce the volume of corporate actions, but the growing shift toward digital services presents the Group with an opportunity to enhance service offerings and cater to the increasing demand for automation and security. However, failure to keep pace with technological advancements could limit our competitiveness, as client expectations continue to evolve in this digital age.

In the taxation and accounting services segment, changes in tax laws and compliance requirements pose a risk to the Group's accuracy and timeliness in service delivery. The complexity of new policies may lead to higher costs and compliance challenges. Additionally, the growing demand for automated solutions requires ongoing investment in technology to remain competitive, with the risk of falling behind if we fail to innovate.

To address these challenges, the Group remains proactive in monitoring regulatory changes and adapting to industry trends. We are investing in digital tools and automation to enhance both corporate secretarial and share registration service delivery, improve operational efficiency, and ensure compliance. This approach will help us stay ahead in a competitive and dynamic market, allowing us to maintain competitive pricing without compromising service quality and positioning ourselves as a trusted partner for our clients, even during uncertain times.

#### Trading of Mineral Resources Business

Commodity price fluctuations play a significant role in the trading of minerals, as prices can be highly volatile due to global supply-demand imbalances, geopolitical factors, and environmental regulations. These fluctuations can create uncertainty in revenue projections and profit margins. Additionally, increased regulatory compliance, particularly surrounding the environmental impact of mining operations and sustainability standards in mineral sourcing, is becoming a critical consideration. Companies must navigate these evolving regulations to ensure continued market access and avoid penalties.

Fluctuations in commodity prices can lead to unpredictable revenue streams, making it more challenging to forecast financial performance in the mineral trading segment. These price variations may result in periods of volatility, impacting profitability. Additionally, stricter environmental regulations may increase the cost of compliance and affect profit margins, particularly if new laws mandate changes in sourcing or production practices. This could require significant investments to meet sustainability standards, further affecting the financial outlook.

To address these challenges, the Group has adopted a strategy of diversifying the range of minerals traded, reducing reliance on any single commodity and thereby mitigating exposure to price volatility. Additionally, we are actively exploring sustainable and responsible sourcing practices to align with global sustainability trends. This approach not only helps reduce the impact of environmental regulations on operations but also positions the Group to meet growing market demands for responsible and environmentally-conscious business practices.

## MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

### ANTICIPATED OR KNOWN RISKS AND MITIGATION CONSIDERATION (CONT'D)

#### Moneylending Business

The moneylending business is significantly influenced by economic conditions, as downturns and rising unemployment rates can lead to higher default rates, impacting overall portfolio performance. Additionally, the regulatory environment plays a crucial role, with tightening lending regulations such as caps on interest rates and stricter credit assessment requirements potentially affecting the viability and growth of the lending business model. Adapting to these evolving economic and regulatory landscapes is essential to maintaining a balanced risk profile and sustainable growth.

Economic instability may lead to higher credit risks and an increase in loan defaults, which could negatively impact the Group's profitability and overall financial stability. Additionally, regulatory changes, such as stricter lending requirements or interest rate caps, could limit lending activities or require adjustments to loan products and risk assessment frameworks to ensure compliance. These factors may necessitate a more cautious approach to lending while balancing growth opportunities with risk management.

To mitigate risks associated with economic instability, the Group is closely monitoring economic indicators and adjusting its lending criteria, adopting a more conservative approach to credit assessments. This ensures a balanced risk profile while maintaining sustainable growth. Additionally, we are integrating digital solutions to streamline loan application processes and enhance credit risk management. These advancements improve operational efficiency and accessibility for borrowers, allowing the Group to remain competitive while upholding prudent lending practices.

#### Conclusion

In conclusion, the Group remains focused on maximizing value across its diverse operating segments. By capitalizing on market trends, pursuing strategic initiatives, and ensuring regulatory compliance, we are poised to drive sustainable growth and deliver value to our stakeholders in the coming years.

### FORWARD-LOOKING STATEMENT

#### The Group's Prospects

Looking ahead, Aldrich maintains a positive outlook for its overall business prospects. The current initiatives to widen its business streams into other strategic sectors will ensure the long-term sustainability of the Group.

The Group anticipates sustained growth and resilience across its diverse business segments. With a focus on maintaining high service standards, adapting to regulatory changes, and leveraging market opportunities, Aldrich expects its principal business segments to continue contributing positively to its financial performance. The Group remains committed to sustainable profitability and enhancing shareholder value through prudent management practices and strategic investments.

In line with its expansion strategy, the Group has recently acquired TACS Group Sdn Bhd and its subsidiaries, a company engaged in investment holding as well as the provision of management, advisory, and consultancy services. This acquisition aligns with Aldrich's growth objectives and is expected to generate synergistic benefits, such as an expanded clientele base and streamlined business functions. These advantages will contribute to improved financial performance and create long-term value for stakeholders.

In addition to its existing business segments, the Group is continuously exploring opportunities for further expansion and diversification. This includes evaluating new business ventures or strategic investments that align with its core competencies and growth objectives. By leveraging emerging trends, technological advancements, and market insights, Aldrich aims to capitalize on new growth avenues and unlock value for its stakeholders.

While the Group does not currently have a formal dividend or distribution policy in place, it remains attentive to shareholder interests and committed to maximizing long-term value. Factors influencing potential dividends or distributions include strong financial performance, positive cash flow generation, and the Group's capital allocation priorities for growth and expansion initiatives. The Board will continue to assess these factors prudently and evaluate the appropriateness of returning value to shareholders through dividends or other incentives as deemed in the best interests of the Group and its stakeholders.



# SUSTAINABILITY STATEMENT

At Aldrich Resources Berhad (“Aldrich” or “the Company”), we recognize the importance of sustainability in creating long-term value for our stakeholders. As a company operating across diverse sectors, including **Corporate Services, Trading of Mineral Resources, and Moneylending Business**, we are committed to integrating sustainable practices into our business operations while balancing economic, environmental, and social (EES) considerations.

This Sustainability Statement outlines our approach to sustainability, key focus areas, and ongoing initiatives in alignment with Bursa Malaysia Securities Berhad’s **ACE Market Listing Requirements** and the **Sustainability Reporting Guide**. Through responsible business practices, ethical governance, and active engagement with stakeholders, we strive to contribute positively to the communities in which we operate while ensuring the long-term resilience of our business.

Moving forward, we will continue to enhance our sustainability efforts by strengthening our governance framework, managing our environmental footprint, and fostering an inclusive and safe working environment.

## SUSTAINABILITY GOVERNANCE

Sustainability governance at Aldrich is led by the **Board of Directors**, which provides strategic direction and ensures that sustainability risks and opportunities are effectively managed. The Board is supported by the Executive Directors and Management of respective business segments, which are responsible for the execution of sustainability initiatives and alignment with corporate objectives.

To reinforce our sustainability efforts, we have established a structured governance framework:

- **Board of Directors** – Oversees overall sustainability strategy, policies, and performance.
- **Executive Director** – Provides leadership in executing sustainability strategies and ensures alignment with corporate objectives.
- **Management of respective business segment** – Implements sustainability initiatives within their respective divisions and ensures integration across operations.

Additionally, we have adopted key policies and risk management frameworks to guide our sustainability practices, including:

- **Code of Ethics and Conduct** – Ensures responsible business practices and ethical decision-making.
- **Whistle-blowing Policy** – Provides a transparent mechanism for reporting misconduct.
- **Anti-Bribery and Anti – Corruption Policy** – Prohibits any form of bribery, corruption, or unethical conduct to maintain transparency and ensures that all business activities are conducted in compliance with legal and regulatory requirements.
- **Risk Management Enterprise Framework** – Integrates sustainability risks into our overall risk assessment process, addressing environmental, regulatory, and social factors.

With this governance structure, Aldrich ensures that sustainability is embedded in our corporate culture, decision-making, and long-term business resilience.



## SUSTAINABILITY STATEMENT (CONT'D)

### STAKEHOLDER ENGAGEMENT

At Aldrich, we recognize that our stakeholders play a crucial role in shaping our sustainability strategy and priorities. We actively engage with a broad range of stakeholders to understand their concerns, expectations, and needs, ensuring that our sustainability initiatives align with their interests and contribute to long-term value creation.

Stakeholder	Focus Area	Engagement Platform
<b>Investors and Shareholders</b>	Long-term value creation, Financial performance, Risk management	Annual General Meetings (AGMs), Investor Relations Updates, Financial Reports
<b>Employees</b>	Workplace welfare, Career development, Professional training	Internal Surveys, Employee Feedback Channels, Training Programs
<b>Customers</b>	Service quality, Regulatory compliance, Efficient operations	Customer Feedback, Satisfaction Surveys, Direct Interactions
<b>Regulators and Authorities</b>	Compliance with corporate governance, Securities regulations, Financial compliance	Regulatory Filings, Compliance Reports, Industry Consultations
<b>Suppliers and Business Partners</b>	Ethical sourcing, Collaboration in mineral resources, Supply chain efficiency	Supplier Engagement, Contract Negotiations, Collaborative Meetings
<b>Communities and Society</b>	Social impact, Corporate social responsibility (CSR), Local community development	CSR Programs, Community Initiatives, Stakeholder Consultations

### MATERIALITY ASSESSMENT

At Aldrich, we recognize the importance of aligning our sustainability efforts with the needs and expectations of our stakeholders. Our Materiality Assessment helps identify and prioritize the most significant Environmental, Economic, and Social (EES) issues that affect our business operations and stakeholder relationships. This process ensures that we focus on the areas that will have the greatest impact on our long-term success and sustainability.

#### Key Sustainability Issues

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors:

#### 1. Economic Factors

##### a. Business Ethics and Corporate Governance

Aldrich's corporate services segment require meticulous attention to detail and a robust framework for managing governance and ethical standards. Specifically, the following factors can be emphasized:

##### - Transparency in Corporate Transactions

As a company providing corporate services, we ensures that all corporate filings, resolutions, and governance procedures are conducted with the utmost transparency. This includes not only timely submissions of statutory filings (e.g., financial statements, director appointments, annual return etc.) but also ensuring that the process aligns with Companies Commission Malaysia and Bursa Malaysia Securities Berhad's corporate governance codes and Securities Commission requirements.

## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

#### 1. Economic Factors (Cont'd)

##### a. Business Ethics and Corporate Governance (Cont'd)

Aldrich's corporate services segment require meticulous attention to detail and a robust framework for managing governance and ethical standards. Specifically, the following factors can be emphasized (Cont'd):

##### - Transparency in Corporate Transactions

Our accounting and taxation subsidiaries maintain rigorous adherence to ethical standards and governance practices, ensuring transparency in financial reporting, tax compliance, and financial planning. They provide clients with clear and accurate financial insights, promoting accountability and trust in all transactions.

Similarly, our moneylending subsidiary operates under strict regulatory oversight, ensuring full compliance with the Moneylenders Act and other relevant laws. It is committed to transparent lending practices, with clear communication of terms, interest rates, and repayment structures, ensuring that both clients and stakeholders are well-informed and that ethical standards are upheld in all financial dealings.

##### - Board Composition and Oversight

Aldrich is committed to promoting diverse and competent boards in client companies, providing advice on best practices for board structures, and ensuring strong governance mechanisms are in place. This helps clients align with global corporate governance standards and increases business credibility.

##### - Conflict of Interest Management

In the share registrar services, Aldrich places strong emphasis on preventing any conflicts of interest when managing shareholder records and transactions. By ensuring that our share registrar services are independent, we maintain trust and eliminate potential risks associated with fraudulent activities.

Similarly, our corporate secretarial services are committed to maintaining independence and objectivity in all corporate governance matters, ensuring that there are no conflicts of interest in advising clients on board appointments, resolutions, and other corporate decisions. This transparency and adherence to governance standards foster trust among stakeholders.

Our accounting and taxation subsidiaries adhere to strict ethical guidelines, ensuring that their services are provided impartially and without any conflicts of interest. They maintain a high level of transparency in financial reporting, tax planning, and compliance, thereby safeguarding the integrity of financial information and preventing any bias in their advisory roles.

In the moneylending division, we maintain strict ethical standards to avoid conflicts of interest when managing loans and financial transactions. Clear terms and fair lending practices are enforced to ensure that all clients receive transparent and unbiased services, in compliance with regulatory requirements and best practices in corporate governance.

## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

#### 1. Economic Factors (Cont'd)

##### b. Regulatory Compliance

###### - Compliance with Moneylending Regulations

Aldrich's moneylending business operates under the Moneylenders Act 1951 (Act 400), which is governed by the Ministry of Local Government Development ("KPKT"). As a licensed moneylender, we strictly adhere to KPKT's requirements, including:

- Ensuring fair and transparent lending practices, with full disclosure of interest rates and repayment terms.
- Maintaining ethical debt collection practices in accordance with KPKT's guidelines, avoiding any form of harassment or unethical recovery methods.
- Conducting proper risk assessments before loan disbursement to ensure responsible lending and mitigate risks for both the company and borrowers.
- Regularly updating compliance procedures to align with any new KPKT policies and amendments to the Moneylenders Act.

###### - Environmental and Trade Regulations in Mineral Resource Trading

For mineral resource trading, Aldrich complies with regulations pertaining to the extraction, export, and trade of minerals, especially in relation to sustainability and responsible sourcing. We ensure that all suppliers and partners in the trading chain follow environmental protection guidelines and comply with laws set by both local authorities and international governing bodies (such as the OECD Due Diligence Guidance for responsible mineral supply chains).

###### - Securities Compliance for Share Registrar Services

Aldrich ensures that its share registrar services follow Bursa Malaysia Securities Berhad's rules and regulations, including managing shareholder identification, conducting shareholder meetings, and distributing dividends in accordance with the law. Our corporate secretarial services also ensure that all filings are up to date and meet compliance deadlines to avoid penalties.

###### - Compliance with Corporate Secretarial Regulations

Aldrich's corporate secretarial services ensure that all companies under our management comply with the Companies Act 2016 and other applicable corporate governance regulations. We ensure timely submission of statutory filings, maintain up-to-date company records, and provide corporate governance advisory to our clients. This includes:

- Ensuring accurate and transparent board meetings, shareholder resolutions, and minutes.
- Managing compliance with statutory filing requirements, such as annual returns and financial statements.
- Providing governance advice to clients, helping them meet the regulatory requirements of the Companies Commission of Malaysia (SSM), as well as Bursa Malaysia for public listed companies.
- Conducting regular audits of corporate records to ensure accuracy and compliance with local and international regulations.

## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

#### 1. Economic Factors (Cont'd)

##### b. Regulatory Compliance (Cont'd)

###### - Compliance with Taxation and Accounting Regulations

The taxation and accounting services comply with Malaysia's Income Tax Act 1967, Sales and Service Tax Act 2018, and other relevant tax laws. Our services ensure that all financial reporting, tax submissions, and accounting records are accurate, timely, and in full compliance with regulatory requirements. This includes:

- Preparing and submitting tax filings in accordance with the Malaysian Inland Revenue Board (IRB) guidelines.
- Ensuring that accounting practices align with the Malaysian Financial Reporting Standards (MFRS) and International Financial Reporting Standards (IFRS).
- Providing clear and transparent financial statements and tax advice to clients, ensuring they meet their statutory obligations and avoid penalties.
- Staying up-to-date with any changes in tax regulations, including updates to the SST framework, ensuring our clients are always in compliance with the latest tax laws and accounting standards.

##### c. Operational Efficiency

###### - Digital Transformation for Corporate Services

Aldrich continuously strives for operational excellence through the adoption of technology to streamline its corporate secretarial and share registrar services. This includes implementing digital filing systems, cloud-based document management, and automated shareholder reporting to reduce human error, improve efficiency, and offer a seamless customer experience.

###### - Sustainable and Cost-Effective Mineral Trading

Aldrich's mineral resource trading operations emphasize reducing environmental impact while maximizing operational efficiency. By improving logistics management, and optimizing mineral sourcing to ensure sustainable extraction, we reduce costs and carbon footprint while increasing business profitability. Additionally, we maintain strong relationships with suppliers who adhere to ethical sourcing standards.

###### - Risk-Adjusted Lending in Moneylending

For Aldrich's moneylending business, operational efficiency is achieved by leveraging data analytics to conduct better credit risk assessments. We streamline loan approval processes to reduce paperwork, improve response times, and ensure that funds are disbursed quickly and responsibly. This ensures sustainable lending practices and improves client satisfaction.



## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

#### 2. Environmental Factors

At Aldrich, we recognize the importance of environmental stewardship and strive to integrate sustainable practices into our business operations. Given our involvement in mineral resource trading, corporate secretarial services, share registrar services, and moneylending, our approach to sustainability focuses on resource efficiency, responsible sourcing, and environmental impact reduction.

##### a. Sustainable Resource Sourcing

As part of our mineral resource trading business, Aldrich is committed to ensuring that all minerals sourced and traded are ethically and sustainably obtained. Our approach includes:

##### - Ethical Sourcing and Supply Chain Due Diligence

We conduct thorough supplier assessments to ensure that the minerals we trade come from responsible mining operations that adhere to environmental protection laws and international sustainability standards, such as the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas.

##### - Avoiding Environmentally Harmful Suppliers

We partner only with suppliers who implement sustainable mining practices, such as reduced land degradation, controlled water usage, and minimal deforestation.

##### - Encouraging Sustainable Logistics

To minimize the carbon footprint of mineral transportation, we optimize shipping routes, utilize energy-efficient transportation methods, and work with logistics partners who commit to green supply chain practices.

##### - Supporting Recycling and Circular Economy

Where feasible, we explore opportunities to trade in recycled or repurposed minerals, contributing to a circular economy that minimizes waste and reduces demand for newly extracted resources.

By ensuring responsible sourcing, we mitigate environmental risks while supporting the long-term sustainability of the mineral trading sector.

##### b. Waste Management and Energy Efficiency

Across all Aldrich business divisions, we actively seek to minimize waste generation and improve energy efficiency to reduce our environmental impact:

##### - Paperless and Digital Transformation

Given that our corporate services involve handling large volumes of documents, we are actively transitioning to digital documentation systems, reducing paper waste while improving operational efficiency.

## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

#### 2. Environmental Factors (Cont'd)

##### b. Waste Management and Energy Efficiency (Cont'd)

Across all Aldrich business divisions, we actively seek to minimize waste generation and improve energy efficiency to reduce our environmental impact (Cont'd):

###### - Green Office Practices

In our offices, we implement waste segregation, recycling programs, and responsible disposal methods for electronic waste, ensuring compliance with local environmental regulations.

###### - Energy Conservation Measures

- i. Upgrading to energy-efficient office equipment (LED lighting, low-power computing systems, and energy-saving air conditioning).
- ii. Implementing smart office automation to optimize energy usage by controlling lighting, air conditioning, and appliances based on real-time needs.

Through these initiatives, Aldrich aims to reduce environmental waste, lower operational costs, and enhance overall sustainability in our business operations.

##### c. Carbon Footprint Reduction and Climate Action

As a responsible corporate entity, Aldrich is actively taking steps to minimize our carbon footprint across all business segments:

###### - Sustainable Business Travel and Transport

Where possible, we prioritize virtual meetings over physical travel to reduce emissions from transportation.

We encourage the use of eco-friendly transportation (such as public transport, carpooling, or hybrid vehicles) for employees who need to travel for work-related matters.

###### - Green Investments and Renewable Energy Adoption

Exploring options to source renewable energy for office operations and Investing in green technologies that improve sustainability within mineral resource trading.

Through these measures, Aldrich is actively working towards lowering emissions, promoting eco-friendly practices, and contributing to climate resilience.

## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

#### 3. Social Factors

At Aldrich, we recognize that our success is deeply intertwined with the well-being of our employees, clients, and the communities we operate in. Our commitment to social responsibility is reflected in how we support our workforce, engage with stakeholders, and ensure ethical and customer-centric business practices.

##### a. Employee Welfare and Training

Our employees are the backbone of our business, and we are committed to providing a safe, inclusive, and growth-oriented work environment.

##### - Safe and Conducive Workplace

We strictly adhere to occupational health and safety (OHS) regulations to ensure a safe and risk-free workplace, especially in our mineral resource trading operations, where logistics and supply chain risks may arise.

To further strengthen our commitment to employee safety, the Group has appointed a Safety Officer who has completed a recognized safety and health course. The Safety Officer is responsible for overseeing OHS compliance and ensuring that safety protocols are implemented across all divisions.

In our corporate secretarial, share registrar, accounting, taxation, trading of mining resources, and moneylending divisions, we focus on ergonomic workspaces, mental well-being programs, and flexible work arrangements to support our employees' well-being.

We have established grievance mechanisms and whistle-blowing policies to address workplace concerns effectively.

##### - Continuous Learning and Development

We invest in upskilling programs to enhance employees' expertise, particularly in regulatory compliance, financial literacy, and governance practices relevant to our industries. Training programs cover AML/CFT compliance, corporate governance best practices, and responsible lending guidelines in line with KPKT regulations. We encourage leadership development, particularly for employees in client-facing roles such as corporate secretarial consultants and share registrar managers.

By fostering a positive work culture, Aldrich aims to enhance productivity, employee retention, and long-term sustainability.

##### b. Community Engagement and Social Responsibility

We believe in giving back to the community, particularly in the areas where we operate, and ensuring that our business practices contribute positively to society.

##### - Supporting Local Communities

We ensure that the communities involved in mineral extraction receive fair compensation and that our sourcing partners follow ethical labor practices. We engage with local authorities and industry associations to promote responsible mineral trading, minimizing the social risks associated with the industry. Where possible, we support local small-scale miners by facilitating training in sustainable mining practices.

## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

#### 3. Social Factors (Cont'd)

##### b. Community Engagement and Social Responsibility (Cont'd)

###### - Financial Inclusion and Responsible Lending

Our moneylending business, regulated by KPKT, is committed to ethical lending practices, ensuring that financial products are accessible without creating financial distress for borrowers. We provide financial literacy programs, educating borrowers on responsible debt management, credit score improvement, and financial planning.

Aldrich ensures that all lending practices align with KPKT's consumer protection guidelines, avoiding predatory lending or excessive interest charges.

##### c. Corporate Social Responsibility ("CSR") Initiatives

At Aldrich, we are committed to making a positive impact on society through various CSR initiatives. Our CSR efforts focus on education, community welfare, environmental sustainability, and charitable giving, ensuring that our business contributes to meaningful social change.

###### - Community Welfare and Humanitarian Support

We support House of Love, a charitable home dedicated to caring for underprivileged individuals, by donating daily food supplies and essential necessities. This ensures that residents have access to adequate nutrition and basic needs for a better quality of life. In addition to food donations, we contribute financial aid and volunteering efforts, strengthening our commitment to uplifting disadvantaged communities.



###### - Educational Development and Fundraising

Aldrich believes in the power of education to drive societal progress. To support this, we participated in fundraising initiatives for Universiti Tunku Abdul Rahman (UTAR) Fundraising for the Hospital Patient Welfare Fund, contributing towards the development and expansion of educational infrastructure. Our contributions help enhance UTAR's facilities, ensuring that students have access to better learning environments, modern resources, and improved campus infrastructure to support their academic growth.



## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

#### 3. Social Factors (Cont'd)

##### c. Corporate Social Responsibility ("CSR") Initiatives (Cont'd)

##### - Environmental Sustainability and Green Initiatives

As part of our commitment to environmental responsibility, we sponsor and participate in charity events namely "Let's Celebrate 99 CNY Party" organized by MK Pro Management Sdn Bhd that promote green initiatives, including recycling campaigns, and sustainable community projects. We collaborate with environmental organizations to support conservation efforts, ensuring that our business aligns with sustainable development goals.



##### - Promoting Health and Well-Being Through Sports Sponsorship

As a strong advocate for health and community engagement, Aldrich is proud to be a featured sponsor of Bursa Run Malaysia 2024. This event not only promotes health and fitness but also raises awareness and funds for climate action by uniting capital market participants in a corporate charity run, with the event being a first-ever night run in Kuala Lumpur. Through this sponsorship, we encourage participation in active lifestyles while supporting charitable fundraising efforts associated with the run.



#### MAIN SPONSORS



#### FEATURED SPONSORS



#### PARTNER SPONSORS



#### PARTNERS



##### - Supporting Governance Excellence

As part of our commitment to fostering good governance, we proudly sponsor the MAICSA Young Governance Professionals Award 2024. Through this sponsorship, we aim to support the development of young governance professionals by recognizing and encouraging their contributions to advancing corporate governance practices in Malaysia. This initiative reflects our dedication to nurturing future leaders and promoting governance excellence within the industry.





## SUSTAINABILITY STATEMENT (CONT'D)

### MATERIALITY ASSESSMENT (CONT'D)

#### Key Sustainability Issues (Cont'd)

The following are the key sustainability issues identified through our materiality assessment, categorized into Economic, Environmental, and Social factors (Cont'd):

3. Social Factors (Cont'd)
  - c. Corporate Social Responsibility ("CSR") Initiatives (Cont'd)

Through these initiatives, Aldrich continues to uphold its corporate responsibility by supporting community well-being, educational opportunities, and environmental sustainability. Our dedication to CSR reflects our core values of giving back to society, promoting sustainability, and fostering a better future for all.

### CONCLUSION

As we continue our sustainability journey, we remain dedicated to strengthening our EES practices and adapting to an ever-changing global landscape. Moving forward, we continue to explore opportunities to enhance resource efficiency, minimize carbon footprint, and promote social well-being. By continuously refining our sustainability measures, we aim to create long-term value for our stakeholders while driving meaningful change.

# AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Audit Committee of Aldrich Resources Berhad (“**Aldrich**” or “**the Company**”) has been renamed to Audit and Risk Management Committee (“**ARMC**”) with effect from 25 February 2025.

## MEMBERS OF AUDIT COMMITTEE

The present members of the ARMC are as follows:

Designation	Names	Directorship
Chairperson	Er Kian Hong	Independent Non-Executive Director
Member	Leong Yien Hung	Independent Non-Executive Director
Member	Tan Yiing Fung (appointed w.e.f. 29 August 2024)	Independent Non-Executive Director

The ARMC of the Company comprises three (3) members and all of whom are Independent Non-Executive Directors. All members of the ARMC are financially literate with sufficient financial experience and ability to assist in discharging the fiduciary duties of the Board. The Chairperson of the ARMC, Ms. Er Kian Hong is a member of Australian Society of Certified Practising Accountants and has more than three (3) year’s working experience in audit and finance field. As such, the ARMC meets the requirements outlined in Rules 15.09 and 15.10 of the ACE Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and aligns with Practice 9.4 of the Malaysian Code on Corporate Governance 2021 (“**MCCG**”).

The Company recognizes the importance of maintaining the independence of its external auditors and ensuring that no conflicts of interest arise. None of the ARMC members were previously audit partners of the Group’s external auditors. Additionally, in the event a potential candidate for ARMC membership was a key audit partner of the Group’s external auditors, the Company will enforce a mandatory cooling-off period of at least three (3) years before any such appointment.

## TERMS OF REFERENCE (“TOR”)

The TOR of the ARMC can be accessed from the Company’s website at [www.aldrich.my](http://www.aldrich.my).

## MEETINGS AND MINUTES

The ARMC will meet at least four (4) times a year, with additional meetings held if necessary. If the need arises, meetings will be attended by the Management, Advisers, and Internal and/or External Auditors. During the financial year ended 31 December 2024 (“FY2024”) the ARMC convened five (5) meetings, and the record of attendance are as follow:-

Designation	Directors	No. of meetings attended
Chairperson	Er Kian Hong	5/5
Member	Leong Yien Hung	3/5
Member	Tan Yiing Fung (appointed w.e.f. 29 August 2024)	1/1
Member	Dato' Ir Zainurin bin Haji Karman (demised on 2 March 2024)	1/1

The meetings are pre-scheduled and organized before the Board meetings. Issues are deliberated during ARMC meetings before arriving at any decisions, conclusions, or recommendations to be brought to the attention of the Board. The minutes of each ARMC meeting are properly recorded by the Company Secretary and tabled to the ARMC for adoption at the following quarterly ARMC meeting. Subsequently, all minutes of ARMC meetings are presented to the Board for notation.

The Chairperson of the ARMC reports the ARMC’s recommendations to the Board for its consideration, approval, and implementation, as well as highlights significant matters and resolutions deliberated by the ARMC at the Board meeting held immediately after the relevant ARMC meeting.

## AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (CONT'D)

### SUMMARY OF ACTIVITIES

In accordance with the approved TOR of the ARMC, the ARMC undertook the following activities during FY2024:-

1. Examined the unaudited quarterly financial results and the annual audited financial statements of the Group and the Company. The discussions primarily focused on changes in accounting policies and practices, significant adjustments resulting from the audit, and adherence to accounting standards and legal requirements. Management provided explanations, clarifications, and corrective actions for significant variances before the ARMC recommended them to the Board for approval and subsequent announcement to Bursa Securities.
2. Reviewed the audit planning memorandum for the Group for FY2024.
3. Engaged with the External Auditors to discuss the nature and scope of the audit plan, ensuring its comprehensiveness.
4. Recommended the appointment of new External Auditors and proposed the audit fee to the Board after assessing the technical competency, suitability, independence, objectivity, and cost-effectiveness of the audit.
5. Examined the External Auditors' report on the status of the audit for FY2024.
6. Considered the findings from the statutory audit activities conducted by the External Auditors and reviewed Management's responses.
7. Reviewed the audit and non-audit fees payable to the External Auditors based on the approved audit plan and non-audit services, recommending them to the Board for approval.
8. Conducted at least one (1) private session with the External Auditors, excluding the presence of the Executive Directors and Management, to allow the External Auditors to raise any concerns. Based on these discussions, the ARMC instructed Management to take further action where necessary.
9. Examined and approved the Internal Audit plan and scope of work for the Group and the Company to confirm that the Internal Auditors had adequate resources and competencies to conduct audits on significant business operations and support functions, based on identified risks and the control environment.
10. Evaluated the Internal Audit reports, which outlined recommendations for strengthening internal controls, addressing weaknesses, and ensuring the implementation of management action plans.
11. Assessed reports from the Internal Auditors on follow-up audits concerning key areas of concern, recurring issues, and risk areas to ensure that Management had implemented the agreed-upon corrective actions from previous audit reviews.
12. Evaluated the performance, independence, objectivity, and suitability of the Internal Auditors before recommending their reappointment to the Board for approval.
13. Reviewed related party transactions and potential conflict of interest situations within the Group. The ARMC confirmed that no Directors were involved in any related party transactions or conflict of interest situations during FY2024.
14. Reviewed the Statement on Risk Management and Internal Control, Sustainability Statement, and ARMC Report for inclusion in the Annual Report.
15. Submitted approved ARMC meeting minutes to the Board for notation on a quarterly basis.
16. Reported significant matters and resolutions deliberated by the ARMC to the Board.

## AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (CONT'D)

### INTERNAL AUDIT FUNCTION

For FY2024, the Internal Audit function was carried out by Messrs. Socialgreen Governance Sdn Bhd (“**Socialgreen**”), an outsourced Internal Auditor. Socialgreen operates independently from management and business operations, ensuring objectivity in its assessments. All internal audit activities were conducted in accordance with the standards established by recognized professional bodies.

Socialgreen provides an independent and objective evaluation of the adequacy and effectiveness of the Group’s governance, risk management, and internal control processes. Through its engagement, the Company conducts regular and systematic reviews of its risk management and internal control systems to ensure their continued adequacy and effectiveness.

The engagement team is headed by the Ms. Andrea Huong Jia Mei, a chartered member of Association of Chartered Accountant, a member of the Malaysian Institute of Accountants and also a member of the Institute of Internal Auditors, Malaysia (AIIA). She has extensive auditing experience in a number of industries covering construction, manufacturing, machinery trading, plantation, travel services, retail, education and gaming. She was assisted by one (1 staff in the internal audit review for the financial year ended 31 December 2024).

During FY2024, Socialgreen conducted a comprehensive internal control review of the Finance and Accounting functions of Aldpro Corporate Services Sdn Bhd, Aldrich Minerals Sdn Bhd, and Boardroom.com Sdn Bhd. The review aimed to independently assess the adequacy of procedures, systems, internal controls, and risk management processes of Finance and Accounting functions within these entities.

The total cost incurred for the Group’s internal audit function in FY2024 amounted to RM29,160.00.

This ARMC Report has been reviewed by the ARMC and approved by the Board on 24 April 2025.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“**Board**”) of Aldrich Resources Berhad (“**Company**”) presents this statement to provide shareholders and investors with an overview of the Company’s corporate governance (“**CG**”) practices under the Board’s leadership during the financial year ended 31 December 2024 (“**FY2024**”). This overview is guided by the key CG principles outlined in the Malaysian Code on Corporate Governance 2021 (“**MCCG**”).

This statement has been prepared in compliance with the ACE Market Listing Requirements (“**AMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and should be read in conjunction with the Company’s CG Report 2024 (“**CG Report**”), which is available on the Company’s website at [www.aldrich.my](http://www.aldrich.my).

The Board is pleased to present the CG Overview Statement below, outlining how the Group has applied most of the practices set forth in the Code during FY2024.

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### BOARD RESPONSIBILITIES

The Board remains mindful of its responsibilities to the Company’s shareholders and various stakeholders, striving to create and deliver sustainable value and long-term success through its leadership and management of the Company’s businesses while pursuing its commercial and regulatory objectives.

To achieve this, the Board establishes the Group’s strategic objectives and policies to drive long-term value creation. It ensures effective leadership by overseeing management and closely monitoring the organisation’s activities, performance, compliance, and internal controls. In setting the strategic direction, the Board maintains a balanced approach between fostering long-term growth and achieving short-term objectives.

To facilitate the effective and orderly discharge of its functions and responsibilities, the Board delegates specific powers and duties to the Executive Directors and the following Board Committees:-

- Audit and Risk Management Committee (“**ARMC**”) (renamed w.e.f. 25 February 2025)
- Nomination Committee (“**NC**”)
- Remuneration Committee (“**RC**”)

Each Board Committee operates within clearly defined Terms of Reference (“**TOR**”), which are available on the Company’s website at [www.aldrich.my](http://www.aldrich.my).

### CHAIRMAN

The Chairman of the Board, Encik Yahya Bin Razali, a Non-Independent Non-Executive Chairman, is responsible for upholding the integrity and effectiveness of the Board’s governance processes. He facilitates meetings and ensures that Board proceedings adhere to good conduct and best practices.

In addition, the Chairman plays a leadership role in guiding the Board’s activities. The key responsibilities include, but are not limited to, the following: -

- To lead the Board and to ensure the effectiveness of all aspects of the Board’s role;
- To promote constructive and respectful relations among Directors, and between the Board and management; and
- To ensure effective communication with shareholders and relevant stakeholders.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### SEPARATION OF THE POSITIONS OF THE CHAIRMAN AND EXECUTIVE DIRECTORS

A clear separation of roles between the Chairman and the Executive Directors ensures a balanced distribution of control, power, and authority within the Group. The Non-Executive Chairman oversees the leadership, effectiveness, conduct, and governance of the Board, while the Executive Directors involved in leadership roles overseeing the day-to-day operations and management within their specific areas of expertise or assigned responsibilities. They are also responsible for implementation of strategic plans and policies set by the Board.

Encik Yahya Bin Razali was appointed as an Independent Non-Executive Director on 3 August 2016. He was re-designated as a Non-Independent Non-Executive Director on 3 August 2017 and subsequently assumed his current role as Non-Independent Non-Executive Chairman on 29 October 2019.

The positions of Executive Directors are held by Mr. Chan Yok Peng and Dr. Abdul Rani Bin Achmed Abdullah, who assumed their roles on 21 March 2022 and 1 August 2001, respectively.

#### CHAIRMAN OF THE BOARD SHOULD NOT BE A MEMBER OF THE BOARD COMMITTEES

The Board adheres to Practice 1.4 of the MCCG, ensuring that the Chairman is not a member of the Audit and Risk Management Committee, Nominating Committee, or Remuneration Committee. This separation allows the Chairman to maintain independence and objectivity while offering valuable insights and suggestions to the Board Committees, drawing from his extensive experience.

#### QUALIFIED AND COMPETENT COMPANY SECRETARIES

In compliance with the MCCG, the Board is supported by qualified and competent Company Secretaries who meet the requirements of Section 235 of the Act. They assist the Board in fulfilling its duties and stewardship role by providing advisory support on the Company's Constitution, Board policies and procedures, and compliance with regulatory requirements, the MCCG, guidance, and legislation.

The Board members have full access to the Company Secretaries, who provide advisory services on corporate administration and governance, ensuring compliance with relevant laws, rules, and regulatory requirements.

The Company Secretaries also advise the Board on obligations related to the disclosure of interest in securities, conflicts of interest in transactions involving the Company, restrictions on dealing in securities, and the handling of price-sensitive information.

The key responsibilities of the Company Secretaries include attending all Board and Board Committee meetings, ensuring that proceedings and decisions are accurately recorded and properly maintained, communicating Board decisions for management action, and ensuring that corporate governance procedures for Directors align with applicable legislation and regulatory requirements, including the AMLR of Bursa Securities.

#### ACCESS OF INFORMATION AND ADVICE

The meeting materials for each Board meeting were provided to all Directors at least seven (7) days in advance. This allowed sufficient time for Directors to review the Board papers, ensuring that matters arising could be properly deliberated during the meetings and that informed decisions could be made.

Additionally, the Directors have access to the advice and services of the Company Secretaries and, when necessary, may seek independent professional advice at the Company's expense.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### COMPANY'S POLICIES

##### **a) Board Charter**

The Board adheres to its Board Charter, which serves as a reference for the roles and responsibilities of both the Board and Management. The Charter undergoes periodic reviews and updates as necessary to ensure alignment with the Group's policies and procedures, the Board's responsibilities, and any changes in legislation or regulations.

The Board Charter is accessible on the Company's website at [www.aldrich.my](http://www.aldrich.my).

##### **b) Code of Business Conduct and Ethics**

The Group has implemented a Code of Business Conduct and Ethics for Directors and employees, ensuring that they act in the best interest of the Group while conducting their duties, with a focus on enhancing the Company's reputation and performance.

This Code of Business Conduct and Ethics is not meant to cover all possible situations that may occur but serves as a reference and guidance. Employees should seek guidance when they are in doubt about the proper course of action in any given situation as it is the ultimate responsibility for each employee to "do what is the right things to do".

The Code of Business Conduct and Ethics is available on the Company's website at [www.aldrich.my](http://www.aldrich.my).

##### **c) Whistle-blowing Policy**

The Board has implemented a Whistle-blowing Policy, which is accessible on the Company's website at [www.aldrich.my](http://www.aldrich.my).

The Group is committed to upholding high standards of integrity, transparency, and accountability, the Board strives to conduct its business ethically and responsibly. A key aspect of this commitment is providing a mechanism that allows employees and the public to voice concerns in a responsible and effective manner.

The Company offers a secure avenue for employees and the public to report any improper conduct, ensuring that disclosures are handled in accordance with the policy's procedures. This policy also protects whistleblowers from reprisals resulting from their reports and safeguards their confidentiality.

The ARMC holds overall responsibility for overseeing the implementation, monitoring, and effective administration of the Whistle-blowing Policy.

##### **d) Anti-Bribery and Anti-Corruption Policy**

The Group is dedicated to conducting business ethically and transparently, maintaining a zero-tolerance stance on bribery and corruption. To reinforce this commitment, the Group has implemented an Anti-Bribery and Anti-Corruption Policy, which is accessible on the Company's website at [www.aldrich.my](http://www.aldrich.my).

##### **e) Directors' Fit and Proper Policy**

The Board has adopted a Directors' Fit and Proper Policy to ensure that its members possess the necessary character, integrity, skills, knowledge, experience, competence, and time commitment to effectively fulfil their roles and responsibilities in the best interests of the Company and its stakeholders. This policy is available on the Company's website at [www.aldrich.my](http://www.aldrich.my).

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### **BOARD COMPOSITION**

The Group is currently led and managed by an experienced Board, comprising diverse expertise in business, law, finance, accounting, economics, and technical fields, ensuring effective stewardship of the Group.

As of the date of this statement, the Board consists of six (6) members which included one (1) Non-Independent Non-Executive Chairman, two (2) Executive Directors, and three (3) Independent Non-Executive Directors. This composition complies with Rule 15.02 of the AMLR of Bursa Securities, which requires that at least one-third (1/3) of the Board be independent directors and that at least one (1) director be a woman.

The Independent Non-Executive Directors play an active role in various Board Committees, contributing to performance monitoring, corporate governance enhancement, and internal control oversight. They ensure that Board decisions are made objectively and independently while safeguarding the interests of all stakeholders, including minority shareholders. Their involvement provides effective checks and balances, reflecting the Company's commitment to strong corporate governance.

The Board does not have a specific diversity policy regarding gender, as it believes that all candidates should be assessed fairly based on merit. Selection for Board positions is guided by a candidate's qualifications, experience, skill set, integrity, and capability.

#### **BOARD MEETINGS**

The Board meets at least four (4) times a year and follows a formal schedule of matters reserved for its consideration. Additional meetings are convened as needed. During FY2024, the Board held five (5) meetings, where various key issues were discussed, including the Group's financial results, business performance, major investments, business plans, policies, and strategic matters affecting the Group's operations.

The following is the record of attendance of the Board Members:-

Name of Directors	Attendance
a) Yahya bin Razali	5/5
b) Chan Yok Peng	5/5
c) Abdul Rani bin Achmed Abdullah	3/5
d) Er Kian Hong	5/5
e) Leong Yien Hung	3/5
f) Tan Yiing Fung (appointed w.e.f. 29 August 2024)	1/1
g) Dato' Ir Zainurin bin Haji Karman (deceased on 2 March 2024)	1/1

The Board is satisfied that all Directors have been devoting sufficient time to discharge their responsibilities adequately.

#### **DIRECTORS' TRAININGS**

The Board recognizes that continuous education is essential for its members to stay informed about economic trends, technological advancements, regulatory updates, and management strategies, thereby enhancing their ability to effectively discharge their responsibilities. In addition to the Mandatory Accreditation Programme required by Bursa Securities, Directors are encouraged to attend relevant seminars and training programs to deepen their knowledge. The NC assesses the Directors' training needs and ensures they have access to continuous education opportunities.

During FY2024, the Board was briefed on the relevant changes resulting from the amendments to the AMLR of Bursa Securities at both Board and Board Committee meetings.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### DIRECTORS' TRAININGS (CONT'D)

In addition to these briefings, and save for Ms. Tan Yiing Fung, who was appointed on 29 August 2024 and was unable to attend any suitable training programmes due to a busy work schedule, the following Directors had participated in the following seminars during FY2024 to further improve their knowledge and skills:-

Name of Directors	Seminars/ Conferences/ Training Programmes Attended
Yahya bin Razali	- E-Invoicing full day workshop
Chan Yok Peng	- E-Invoicing full day workshop
Abdul Rani bin Achmed Abdullah	- E-Invoicing full day workshop
Er Kian Hong	<ul style="list-style-type: none"> <li>- E-Invoicing full day workshop</li> <li>- Anti bribery &amp; Corruption</li> <li>- Key amendments to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad relating to enhances sustainability reporting framework and conflict of interest</li> <li>- Beneficial Ownership Reporting</li> <li>- Roles &amp; Duties of Directors in Relation to Financial Statements</li> <li>- Bursa Academy: Conflict of Interest and Governance of Conflict of Interest</li> <li>- Introduction to Artificial Intelligence</li> <li>- Thematic Investing - Technnological Megatrends Affecting The Global</li> <li>- Benchmark your ESG Activities to Attract Investors</li> <li>- ISSB: Applying the IFRS Sustainability Disclosure Standards - Securities Commission Malaysia's Audit Oversight Board Conversation with Audit Committees</li> <li>- Board briefing on ESG Insights: Trends, Compliance, Issues and Strategis Adoption</li> <li>- Mandatory Accreditation Programme Part II: Leading for Impact</li> </ul>
Leong Yien Hung	- E-Invoicing full day workshop

#### RE-ELECTION OF DIRECTORS

In accordance with the Clause 134 of the Constitution of the Company, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office once at least in each three (3) years but shall be eligible for re-election at the Annual General Meeting in every subsequent year.

Pursuant to Clause 119 of the Company's Constitution, any Director so appointed shall hold office until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

On 24 April 2025, the NC had reviewed and recommended the re-election of the following Directors who are retiring pursuant to the Company's Constitution, and being eligible, offered themselves for re-election:-

- Encik Yahya Bin Razali
- Ms. Er Kian Hong
- Ms. Tan Yiing Fung

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### TENURE OF INDEPENDENT DIRECTORS

The Board remains committed to annually assessing the independence of its Independent Directors to uphold corporate governance standards and enhance Board effectiveness. At present, no Independent Director has served a tenure exceeding nine (9) years. As a best practice, any Independent Director who exceeds this tenure will be subject to annual shareholder approval through a two-tier voting process, reinforcing the Board's dedication to independence and accountability.

The annual assessment, overseen by the NC, evaluates multiple factors to determine each Independent Director's independence. These factors include the absence of conflicts of interest, the Director's ability to exercise independent judgment, and their commitment to acting in the best interests of the Company and its stakeholders.

Based on disclosed interests, the annual Board assessment, and AMLR criteria, the Board is satisfied with the independence demonstrated by all Independent Non-Executive Directors and their ability to act in the best interests of the Company during Board deliberations.

#### NOMINATION COMMITTEE

Currently, the NC comprises exclusively of three (3) Independent Non-Executive Directors as follows: -

Designation	Directors	Directorship
Chairman	Leong Yien Hung	Independent Non-Executive Director
Member	Er Kian Hong	Independent Non-Executive Director
Member	Tan Yiing Fung ( <i>appointed w.e.f. 29 August 2024</i> )	Independent Non-Executive Director

The meeting attendance of the NC members for the FY 2024 is as follows:-

Designation	Directors	No. of meetings attended
Chairman	Leong Yien Hung	2/2
Member	Er Kian Hong	2/2
Member	<i>Tan Yiing Fung (appointed w.e.f. 29 August 2024)</i>	N/A
Member	<i>Dato' Ir Zainurin Bin Haji Karman (demised on 2 March 2024)</i>	N/A

The key responsibilities of the NC include:-

- Ensuring effective Board composition by reviewing policies on skills, experience, diversity, independence, and commitment.
- Reviewing and recommending employment contracts for Executive Directors and Senior Management, including appointments, extensions, and terminations.
- Establishing selection criteria and recommending appointments for directorships, Board committees, and Independent Non-Executive Director.
- Recommending and overseeing induction and training programs for Directors, ensuring continuous development and proper disclosure in the Annual Report.
- Conducting annual Board and Director assessments to evaluate effectiveness, independence, and contributions, addressing any identified shortcomings.
- Reviewing the performance of Board Committees (Audit and Risk Management Committee and Remuneration Committee) to ensure they fulfil their duties.
- Developing and overseeing succession planning for the Board, Board Committees, Subsidiary Boards, and Senior Management to ensure leadership continuity.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### NOMINATION COMMITTEE (CONT'D)

The activities undertaken by the NC are listed below:-

- Reviewing and recommending the appointment of Independent Non-Executive Directors to the Board for approval.
- Assessing and evaluating the independence of Independent Non-Executive Directors.
- Conducting annual assessments and ratings of Independent Non-Executive Directors' performance based on key performance indicators.
- Conducting annual assessments and ratings of Executive Directors' performance based on evaluation criteria.
- Conducting annual assessments and ratings of Board Committees' performance based on evaluation criteria.
- Reviewing the structure, size, and composition of the Board.
- Reviewing and recommending to the Board the re-election of Directors retiring at the Twenty-First (21<sup>st</sup>) Annual General Meeting ("AGM").

The Board is satisfied with its current mix of qualifications, skills, experiences, expertise and strength in discharging its duties effectively.

#### REMUNERATION COMMITTEE

The Company does not have a formal remuneration policy. However, the RC is guided by its TOR to recommend the structure and level of remuneration for both Executive and Non-Executive Directors.

Through the RC, the Board ensures that the remuneration offered to Executive Directors is competitive enough to attract, retain, and motivate individuals with the calibre necessary to effectively manage the Group. The remuneration packages for Executive Directors are designed to align rewards with both corporate and individual performance.

Non-Executive Directors are paid a basic fee as regular remuneration, with additional compensation based on their responsibilities on the Board and Board Committees, attendance, and the special skills and expertise they bring. The fee is fixed and not tied to a commission or a percentage of profits or turnover.

For FY2024, the RC carried out its annual review of the Directors' remuneration packages, fees, and benefits. The proposed fees and benefits were then reviewed and recommended by the RC to the Board for consideration.

Currently, the RC comprises exclusively of three (3) Independent Non-Executive as follows: -

Designation	Directors	Directorship
Chairman	Leong Yien Hung	Independent Non-Executive Director
Member	Er Kian Hong	Independent Non-Executive Director
Member	Tan Yiing Fung ( <i>appointed w.e.f. 29 August 2024</i> )	Independent Non-Executive Director

The meeting attendance of the RC Members during the FY2024 is as follows: -

Designation	Directors	No. of meetings attended
Chairman	Leong Yien Hung	2/2
Member	Er Kian Hong	2/2
Member	Tan Yiing Fung ( <i>appointed w.e.f. 29 August 2024</i> )	N/A
Member	Dato' Ir Zainurin Bin Haji Karman ( <i>demised on 2 March 2024</i> )	N/A

Each individual Director abstains from deliberation and voting on all matters pertaining to their own respective remuneration.

Details of the remuneration of Directors of the Company during FY2024 are shown below:-

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### REMUNERATION COMMITTEE (CONT'D)

##### The Company

Name of Directors	Fees RM	Salaries RM	Meeting Allowance RM	Total RM
Yahya bin Razali	122,400	-	-	122,400
Abdul Rani bin Achmed Abdullah	-	38,400	-	38,400
Chan Yok Peng	-	60,000	-	60,000
Er Kian Hong	38,400	-	-	38,400
Leong Yien Hung	38,400	-	-	38,400
Dato' IR. Zainurin bin Haji Karman (demised on 2 March 2024)	6,400	-	-	6,400
Tan Yiing Fung (appointed w.e.f. 29 August 2024)	13,110	-	-	13,110
<b>Total</b>	<b>218,710</b>	<b>98,400</b>	<b>-</b>	<b>317,110</b>

##### The Group

Name of Directors	Fees RM	Salaries RM	Meeting Allowance RM	Total RM
Yahya bin Razali	122,400	-	-	122,400
Abdul Rani bin Achmed Abdullah	-	38,400	-	38,400
Chan Yok Peng	-	60,000	-	60,000
Er Kian Hong	38,400	-	-	38,400
Leong Yien Hung	38,400	-	-	38,400
Dato' IR. Zainurin bin Haji Karman (demised on 2 March 2024)	6,400	-	-	6,400
Tan Yiing Fung (appointed w.e.f. 29 August 2024)	13,110	-	-	13,110
<b>Total</b>	<b>218,710</b>	<b>98,400</b>	<b>-</b>	<b>317,110</b>



## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit Committee of the Company was renamed as the Audit and Risk Management Committee ("ARMC") on 25 February 2025. It currently comprises three (3) members, all of whom are Independent Non-Executive Directors. The ARMC is chaired by an Independent Non-Executive Director who is distinct from the Chairman of the Board.

Practice 9.2 of the MCCG requires the ARMC to have a policy that requires a former audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee. As a matter of practice, the ARMC has recommended to the NC not to consider any former audit partner as a candidate for Board Directorship/Audit Committeeship to solidify the ARMC's stand on such policy.

The ARMC assists the Board in overseeing internal and external audit functions, risk management, internal control systems, financial reporting processes, and the Group's financial statements. All ARMC members are financially literate and review the unaudited quarterly results and audited financial statements of both the Company and the Group before recommending them to the Board for approval, announcements, and issuance to shareholders and stakeholders.

On an annual basis, the ARMC reviews and monitors the appointment, re-appointment, performance, competency, suitability, objectivity, and independence of the External Auditors. It also reviews the provision of non-audit services by the External Auditors to ensure their independence is not compromised.

During FY2024, the External Auditors maintained their independence in compliance with their firm's policies and relevant professional and regulatory requirements. They also reviewed the non-audit services provided to the Group and confirmed that these services did not affect their independence. At the completion of the audit, the External Auditors reaffirmed their independence.

Further details on the key activities carried out by the ARMC during FY2024 are provided in the ARMC Report of this Annual Report.

#### RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board is committed to maintaining a robust risk management framework and internal control system to safeguard shareholders' investments and the Group's assets.

The ARMC assists the Board in ensuring the effectiveness of the Group's internal control systems. The internal audit function is outsourced to an independent third-party professional services firm, separate from the Group's activities and operations.

The Board conducts annual reviews covering financial, operational, and compliance controls, as well as risk management systems in all material aspects. Management is responsible for implementing processes to identify, evaluate, monitor, and report risks and internal controls, taking timely corrective actions when necessary, and providing assurance to the Board that these processes have been carried out effectively.

The Board acknowledges that the identification, evaluation, and management of significant risks is an ongoing process. Similarly, the continuous enhancement of internal control systems remains a priority, demonstrating the Board's commitment to strengthening the Company's internal control environment and processes.

Further details on the risk management framework and internal audit functions can be found in the Statement on Risk Management and Internal Control within this Annual Report.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

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

#### **COMMUNICATION WITH STAKEHOLDERS**

The Company is committed to provide effective communication to its shareholders and general public regarding the business, operations, financial performance and compliance of the Group. The Group has adopted Corporate Disclosure Policy into the Board Charter and maintain an effective communications policy that enables both the Board and Management to communicate effectively with shareholders and the general public. The Board Charter is published on the Company's website at [www.aldrich.my](http://www.aldrich.my).

The Company's website at [www.aldrich.my](http://www.aldrich.my) serves as one of the convenient ways for shareholders and stakeholders to gain access to corporate information. The Company has placed various documents pertaining to the organisation, Board and Management, corporate governance, policies, charters, terms of references, quarterly financial results, circulars, annual reports, announcements made to Bursa Securities as well as other corporate information to facilitate the stakeholders' understanding of the Company with respect to the business of the Company and its policies on governance.

#### **CONDUCT OF GENERAL MEETINGS**

The AGM serves as the primary platform for dialogue with shareholders. The Company values shareholder feedback and actively encourages their participation in the AGM, providing an opportunity to raise questions on the Annual Report, corporate developments, proposed resolutions, and the Group's business.

To facilitate shareholder participation, the Company ensures that the Notice of AGM is sent out at least 28 days in advance, allowing shareholders ample time to make arrangements to attend in person, through a corporate representative, proxy, or attorney.

At the Twenty-First (21<sup>st</sup>) AGM held on 25 June 2024, all Directors, Management, and External Auditors were present in person to address shareholder queries and feedback. All resolutions were voted on by poll.

#### **COMPLIANCE STATEMENT**

The Board is of the view that the Group upholds adequate CG and shall remain committed to attaining the highest possible standards through the continuous adoption of the principles and best practices set out in MCCG and all other applicable laws, where applicable and appropriate. This CG Overview Statement was approved by the Board on 24 April 2025.

# ADDITIONAL COMPLIANCE INFORMATION

## 1. AUDIT AND NON-AUDIT FEES

The audit fee and non-audit fees paid or payable by the Company and the Group to the External Auditors for the financial year ended 31 December 2024 ("FY2024") are as follows: -

	Group (RM'000)	Company (RM'000)
Audit fees	194	135
Non-audit fees	10	0
<b>Total</b>	<b>204</b>	<b>135</b>

## 2. MATERIAL CONTRACTS

There were no material contracts entered into by the Company and its subsidiaries involving the interests of directors, chief executive who is not a director or major shareholders either still subsisting at the end of the FY2024 or entered into since the end of the previous financial year.

## 3. MATERIAL CONTRACTS RELATING TO LOANS

There were no material contracts relating to loans entered into by the Company and its subsidiaries involving Directors', chief executive's and/or major shareholders' interests for the FY2024.

## 4. EMPLOYEES' SHARE OPTION SCHEME ("ESOS")

The ESOS of the Company was approved by the shareholders at the Extraordinary General Meeting held on 21 October 2024 and it is governed by the Bylaws.

The ESOS was implemented on 2 January 2025 and shall be in force for a period of five (5) years and may be extended for such further period, at the sole and absolute discretion of the Board upon recommendation by the ESOS Committee, provided always that the Initial Scheme period above and such extension of the scheme made pursuant to the Bylaws shall not in aggregate exceed a duration of ten (10) years or such other period as may be prescribed by Bursa Securities or any other relevant authorities from the effective date of the ESOS.

None of such option had been granted to any eligible directors and/or persons by the Company under ESOS since its commencement.

## 5. RELATED PARTY TRANSACTIONS

There was no Related Party Transactions of a revenue or trading nature which requires shareholders' mandate for the FY2024.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## INTRODUCTION

The Board of Directors ("Board") is committed to strengthening the Group's risk management framework and maintaining a robust internal control system. In compliance with Rule 15.26(b) of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), and guided by the Bursa Securities' Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers ("the Guidelines"), as well as the recommendations of the Malaysian Code of Corporate Governance, the Board is pleased to present a statement on the status of the Group's risk management and internal control system in this Annual Report.

## BOARD'S RESPONSIBILITIES

The Board recognizes its overall responsibility for maintaining a sound system of internal control, which is crucial in providing reasonable assurance regarding the effectiveness and efficiency of operations, risk management, reliability of reporting, and compliance with applicable laws, rules, and regulations. The Board holds ultimate accountability for the Group's internal control system, including the establishment of an appropriate control environment and framework, as well as processes for continuous assessment of its adequacy and integrity.

The Board also acknowledges the importance of strong internal controls and risk management in protecting the Group's assets. Through the Audit and Risk Management Committee ("ARMC"), the Board has implemented a continuous process to identify, assess, monitor, and manage significant risks via internal controls, ensuring reasonable assurance that the Group's business objectives are met. These controls are regularly reviewed and subject to ongoing enhancements.

Recognizing the inherent limitations of any internal control system, the Board emphasizes that the system is designed to manage, rather than eliminate, risks associated with achieving company objectives. Therefore, while it provides reasonable assurance, it cannot guarantee absolute assurance against material misstatements, operational failures, fraud, or losses.

The Board affirms that the Group's risk management and internal control systems were in place throughout the financial period and as of the date of issuance of this Annual Report. These systems are subject to regular reviews and are considered adequate and effective in safeguarding shareholders' investments, stakeholders' interests, and the Group's assets.

## RISK MANAGEMENT SYSTEM

The Board recognizes that a sound risk management system is essential for the Group's sustainability and the enhancement of shareholder value. Risk management should be embedded in the Group's operations and form an integral part of its corporate culture. The system must be responsive to evolving risks, whether arising from internal factors within the Group or external changes in the business environment. It includes procedures for identifying, reporting, managing, and continuously monitoring significant risks.

The ARMC, supported by the Executive Directors and Management, ensures the adequacy and effectiveness of the Group's risk management system. The ARMC's key responsibilities in risk management and internal control include:

- Reviewing the Group's risk profile and the plans to manage and/or mitigate business risks as they arise.
- Assessing the adequacy and effectiveness of the Group's overall risk management system.
- Evaluating the effectiveness of internal controls, including risk assessment, control environment, and compliance requirements, based on the findings of External and Internal Auditors.

The ARMC's role is to ensure that risk management and internal controls are properly implemented and that Management maintains adequate awareness and understanding of risks. This helps safeguard shareholders' interests and protect the Company's assets.

## INTERNAL CONTROL SYSTEM

The Group has implemented key internal controls to ensure the effective planning, execution, monitoring, and control of its business operations and financial performance to achieve its objectives. These internal controls include a well-defined organizational structure that facilitates efficient decision-making, accountability, and monitoring of business operations and financial matters. The Terms of Reference, authorities, and responsibilities for various Board committees, such as the ARMC, Remuneration Committee, and Nomination Committee, are clearly defined.

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

### INTERNAL CONTROL SYSTEM (CONT'D)

To ensure consistency and uniformity across the Group, Internal Standard Operating Procedures have been formalized and documented for key business processes, and they are subject to regular review and improvement. The Executive Directors act as the communication bridge between the Board and Management, ensuring the implementation of Board directives and policies.

The ARMC evaluates the adequacy and effectiveness of the internal control system through internal audit reviews and reports from Internal Auditors. Both the ARMC and the Board regularly receive reports on accounting and legal developments provided by Management. Management ensures effective financial reporting by providing quarterly financial results to the ARMC and Board.

The Management also ensures the accuracy and completeness of the Group's financial records and, with the assistance of Internal Auditors, identifies key risk areas, implements measures to manage and control these risks, and reviews the adequacy and integrity of the internal control system.

### INTERNAL AUDIT FUNCTION

The Company appointed an independent professional firm, Messrs. Socialgreen Governance Sdn Bhd ("Socialgreen"), to assist the Board and the ARMC in providing an independent assessment of the adequacy, efficiency, and effectiveness of the internal controls and risk management systems within the Group.

The Internal Auditors report directly to the ARMC and are responsible for independently reviewing the internal control system established by the Group, as well as evaluating the adequacy and integrity of that system.

During the financial year ended 31 December 2024 ("FY2024"), Socialgreen conducted a comprehensive internal control review of the Finance and Accounting functions of Aldpro Corporate Services Sdn Bhd, Aldrich Minerals Sdn Bhd, and Boardroom.com Sdn Bhd. The review aimed to independently assess the adequacy of procedures, systems, internal controls, and risk management processes within these entities' Finance and Accounting functions.

The internal audit review for the FY2024 was carried out based on the approved internal audit plan. The findings of the internal audit, along with recommendations and the corresponding Management actions, were presented to the ARMC.

Based on the internal audit review conducted, none of the weaknesses identified resulted in any material losses, contingencies, or uncertainties that would require separate disclosure in this Annual Report.

### REVIEW OF THIS STATEMENT BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the AMLR, the External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in the Annual Report for the FY2024.

### MANAGEMENT ASSURANCE

The Executive Directors, representing the Management, have given reasonable assurance to the Board that the Group's risk management and internal control systems are adequate and effective, in all material aspects, based on the risk management and internal controls adopted by the Group and similar assurance given by the respective heads of operations.

### CONCLUSION

The Board believes that the current risk management and internal control system implemented during the financial year under review are robust and sufficient to protect shareholders' investments, safeguard the Group's assets, and uphold the interests of other stakeholders. However, the Board acknowledges the need for ongoing adaptation to address evolving business dynamics and challenges. As such, the Board is committed to continuously enhancing the Group's internal control and risk management framework to ensure its continued effectiveness.

This Statement was approved by the Board on 24 April 2025.

## STATEMENT OF DIRECTORS' RESPONSIBILITY IN RELATION TO THE FINANCIAL STATEMENTS

In accordance with the provisions of the Companies Act 2016, the applicable Malaysian Financial Reporting Standards and the International Financial Reporting Standards, the Directors are required to prepare financial statements that give a true and fair view of the state of affairs of the Group and the Company as at the end of the financial year, and of the results and cash flows for that year then ended.

The Directors consider that, in preparing the audited annual financial statements:

- the Group and the Company had used appropriate accounting policies which are consistently applied;
- reasonable and prudent judgments and estimates were made; and
- complete disclosures of all information required under the Companies Act 2016 and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad have been made and followed.

The Directors are responsible for ensuring that the Group and the Company maintains accounting records that disclose with reasonable accuracy the financial position of the Group and the Company, and which enable them to ensure that the financial statements comply with the Companies Act 2016.

The Directors have general responsibilities for taking such steps that are reasonable available to them to safeguard the assets of the Group and the Company, and to prevent and detect fraud and other irregularities.





# Financial Statements

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# DIRECTORS' REPORT

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2024.

### PRINCIPAL ACTIVITIES

The Company is principally engaged in the provision of computerised maintenance management systems and other information technology service such as system integration, support services and training. The principal activities of the subsidiaries are set out in Note 8 to the financial statements.

### RESULTS

	Group RM	Company RM
Profit/(Loss) for the financial year attributable to:-		
- Owners of the Company	1,252,673	(26,271,790)
- Non-controlling interests	312,613	-
	1,565,286	(26,271,790)

### DIVIDEND

No dividend has been paid, declared or proposed by the Company since the end of the previous financial year.

The Directors do not recommend any dividend for the financial year ended 31 December 2024.

### RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

### BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps 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.

At the date of this report, the directors are not aware of any circumstances which would render the amount written off for bad debts, or the amount of the allowance for doubtful debts, in the Group or in the Company inadequate to any substantial extent.

### CURRENT ASSETS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain whether any current assets, other than debts, were unlikely to realise in the ordinary course of business their value as shown in the accounting records of the Group and of the Company and to the extent so ascertained were written down to an amount that they might be expected to realise.

At the date of this report, the directors are not aware of any circumstances that would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

## DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONT'D)

### VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

### CONTINGENT AND OTHER LIABILITIES

At the date of this report, there does not exist : -

- i) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person; or
- ii) any contingent liability in respect of the Group and of the Company that has arisen since the end of the financial year.

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

### CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances, not otherwise dealt with in this report or the financial statements of the Group and of the Company, that would render any amount stated in the financial statements misleading.

### ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company for the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

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, in the opinion of the directors, to affect substantially the results of the operations of the Group and of the Company for the current financial year.

### SHARES AND DEBENTURES

The Company did not issue any shares or debentures during the financial year.

### DIRECTORS OF THE COMPANY

The directors of the Company in office at any time during the financial year until the date of this report are : -

Abdul Rani bin Achmed Abdullah\*\*

Yahya bin Razali\*\*

Er Kian Hong

Leong Yien Hung\*\*

Chan Yok Peng\*\*

Tan Yiing Fung (Appointed on 29 August 2024)

\*\*These directors are also the directors of certain subsidiaries of the Company.

## DIRECTORS' REPORT

### FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 (CONT'D)

#### DIRECTORS OF THE SUBSIDIARY COMPANIES

The directors of the subsidiary companies(excluding directors who are also directors of the Company) in office at any time during the financial year until the date of this report are : -

Yap Kok Wei  
 Chua Szi Cian  
 Datuk Haji Abdullah Bin Jusoh  
 Datuk Seri Dr. Haji Abdul Fattah Bin Haji Abdullah  
 Mohammad Darulnizam Bin Mat Darus (Alternate director to Datuk Haji Abdullah Bin Jusoh)  
 Tan Tong Lang  
 Chong Fook Sin  
 Chua Yoke Bee  
 Kan Chee Jing  
 Lau Mong Fah

#### DIRECTORS' INTERESTS

The interests and deemed interests in the shares and warrants of the Group and of the Company and of its related corporations of those who were directors at financial year end (including the interests of the spouses or children of the directors who themselves are not directors of the Company) as recorded in the Register of Directors' Shareholdings are as followed:

Company	Number of ordinary shares			At as 31.12.2024
	As at 1.1.2024	Acquired	Disposed	
<b>Direct interest</b>				
Abdu Rani bin Achmed Abdullah	85,072	-	-	85,072
Chan Yok Peng	25,000,000	16,412,900	-	41,412,900

Other than as disclosed above, none of the other Directors in office at the end of the financial year had any interest in the securities of the Company and shares of its related corporations during the financial year.

#### DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Group and of the Company has received nor become entitled to receive any benefit (other than those fees and other benefits included in the aggregate amount of remuneration received or due and receivables by directors as shown in Note 34(b) to the financial statements) by reason of a contract made by the Group and of 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.

There were no arrangements during and at the end of the financial year which had the object of enabling directors of the Group and the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

#### INDEMNIFYING DIRECTORS, OFFICERS OR AUDITORS

No indemnities have been given to or insurance premium paid during or since the end of the financial year, for any person who is or has been the director, officer or auditor of the Company.

## DIRECTORS' REPORT

### FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

#### (CONT'D)

#### AUDITORS

- a) The auditors' remuneration of the Group and of the Company for the financial year ended 31 December 2024 are as follows : -

	Group RM	Company RM
Auditors' remuneration: -		
- Kreston John & Gan		
- statutory audit	194,000	135,000
- non statutory audit	10,000	-
- Other auditor		
- statutory audit	1,100	-
	205,100	135,000

- b) The auditors, Kreston John & Gan, Chartered Accountants, have indicated their willingness to accept re-appointment.

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

**Abdul Rani bin Achmed Abdullah**

**Yahya bin Razali**

Kuala Lumpur  
Date: 24 April 2025

## STATEMENT BY DIRECTORS

### PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, Abdul Rani bin Achmed Abdullah and Yahya bin Razali, being the two directors of Aldrich Resources Berhad, do hereby state on behalf of the directors that in our opinion, the financial statements set out on pages 56 to 115 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 state of affairs of the Group and the Company as at 31 December 2024 and of their financial performance and their cash flows for the financial year ended on that date.

Signed in accordance with a resolution of the Directors

**ABDUL RANI BIN ACHMED ABDULLAH**

**YAHYA BIN RAZALI**

Kuala Lumpur, Malaysia  
Date: 24 April 2025

## STATUTORY DECLARATION

### PURSUANT TO SECTION 251(1)(B) OF THE COMPANIES ACT 2016

I, Abdul Rani bin Achmed Abdullah, being the director primarily responsible for the financial management of Aldrich Resources Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 56 to 115, to the best of my knowledge and belief, 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 abovementioned  
at Kuala Lumpur in the State of Federal Territory  
on this 24 April 2025

**ABDUL RANI BIN ACHMED ABDULLAH**

Before me

Commissioner for Oaths



# INDEPENDENT AUDITORS' REPORT

## TO THE MEMBER OF ALDRICH RESOURCES BERHAD

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

We have audited the financial statements of Aldrich Resources Berhad, which comprise the statement of financial position as at 31 December 2024 of the Group and the Company, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and notes to the financial statements, including a summary of material accounting policy information, as set out on pages 56 to 115.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 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 the IESBA Code.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of the most significance in our audit of the financial statements of the Group and of the Company of 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.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF ALDRICH RESOURCES BERHAD (CONT'D)

### Key Audit Matters (Cont'd)

Key audit matters	How our audit address this matters
<b>Impairment Assessments Of Goodwill</b>  As at 31 December 2024, the Group has goodwill totalling RM8,692,732. The goodwill represents 25% of the total assets of the Group, which is material to the Group. Thus, we considered this as a key audit matter due to the significance of the goodwill balance and it has indefinite useful life which is subject to annual impairment assessment pursuant to the requirement of MFRS 136.	<ul style="list-style-type: none"> <li>• Obtained the discounted cash flows from the management to assess the impairment of the goodwill;</li> <li>• Compared the actual results with previous budget to assess the performance of the business and reliability of forecasting process;</li> <li>• Compared the Group's key assumptions which include consideration of the current economic and business environment, to externally derived data, in relation to key inputs such as discount rates, forecast growth rates, inflation rates and gross profit margin;</li> <li>• Tested the mathematical accuracy of the impairment assessment; and</li> <li>• Analysed the sensitivity of key assumptions by assessing the impacts of these key assumptions and inputs that are expected to be most sensitive to the recoverable amount.</li> </ul>
<b>Impairment of trade receivable</b>  As at 31 December 2024, the Group has trade receivables totalling RM9,179,754. The trade receivables represent 26% of the total assets of the Group which is material to the Group. The trade receivables include certain amounts which are long outstanding. We focused on this area because the Group made significant judgements over assumptions about risk of default and expected loss rate. In making the assumptions, the Group selected inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of the reporting period.	<ul style="list-style-type: none"> <li>• Obtained confirmation of balances from selected receivables;</li> <li>• Checked subsequent receipts, customer correspondence, and considering level of activity with the customer and management explanation on recoverability with significant past due balances; and</li> <li>• Assessing the reasonableness and calculation of expected credit losses as at the end of the reporting period.</li> </ul>

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

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

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

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

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

## INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF ALDRICH RESOURCES BERHAD (CONT'D)

### Responsibilities of the Directors for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with 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 have no realistic alternative but to do so.

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

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and 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 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 going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF ALDRICH RESOURCES BERHAD (CONT'D)

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

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

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

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

### Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiary company of which we have not acted as auditors, are disclosed in Note 8 to the financial statements.

### Other Matter

1. The financial statements of the Group and the Company for the financial year ended 31 December 2023 were audited by another firm of chartered accountants whose report dated 23 April 2024 expressed an unmodified opinion on those financial statements.
2. 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 contents of this report.

**Kreston John & Gan**  
(AF 0113)  
Chartered Accountants

**Thien Tze Vui**  
Approval No: 02892/04/2026 J  
Chartered Accountant

Kuala Lumpur,  
Date: 24 April 2025

# STATEMENT OF FINANCIAL POSITION

## AS AT 31 DECEMBER 2024

		Group		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
Plant and equipment	5	699,457	869,375	4,561	25,625
Intangible asset	6	318,789	681,762	-	-
Right-of-use assets	7	1,317,257	396,106	44,753	19,606
Investments in subsidiaries	8	-	-	9,886,779	6,957,489
Investments in associate	9	1,375,412	832,000	-	-
Goodwill	10	8,692,732	5,674,387	-	-
<b>Total Non-current Assets</b>		<b>12,403,647</b>	<b>8,453,630</b>	<b>9,936,093</b>	<b>7,002,720</b>
<b>Current Assets</b>					
Trade and other receivables	11	19,502,994	18,748,307	13,330,411	37,870,520
Cash and cash equivalents	12	3,334,229	3,081,595	107,307	789,136
<b>Total Current Assets</b>		<b>22,837,223</b>	<b>21,829,902</b>	<b>13,437,718</b>	<b>38,659,656</b>
<b>Total Assets</b>		<b>35,240,870</b>	<b>30,283,532</b>	<b>23,373,811</b>	<b>45,662,376</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity attributable to owner of the Company</b>					
Share capital	13	25,308,242	25,308,242	25,308,242	25,308,242
Reserves	14	(404,382)	(422,758)	-	-
(Accumulated losses)/ Retained profits		(1,285,563)	(2,538,236)	(7,660,277)	18,611,513
Equity attributable to owners of the Company		23,618,297	22,347,248	17,647,965	43,919,755
Non-controlling interests	8b	26,307	(484,211)	-	-
<b>Total Equity</b>		<b>23,644,604</b>	<b>21,863,037</b>	<b>17,647,965</b>	<b>43,919,755</b>
<b>Non-current liabilities</b>					
Deferred tax liability	15	3,366	3,815	-	-
Borrowings	16	1,019,077	-	-	-
Lease liability	17	857,258	-	20,153	-
<b>Total Non-current Liabilities</b>		<b>1,879,701</b>	<b>3,815</b>	<b>20,153</b>	<b>-</b>
<b>Current Liabilities</b>					
Trade and other payables	18	8,780,815	7,861,412	5,680,651	1,723,015
Lease liability	17	468,694	395,350	25,042	19,606
Tax payable		89,738	158,718	-	-
Deferred income	19	151,603	1,200	-	-
Borrowings	16	225,715	-	-	-
<b>Total Current liabilities</b>		<b>9,716,565</b>	<b>8,416,680</b>	<b>5,705,693</b>	<b>1,742,621</b>
<b>Total Liabilities</b>		<b>11,596,266</b>	<b>8,420,495</b>	<b>5,725,846</b>	<b>1,742,621</b>
<b>Total Equity and Liabilities</b>		<b>35,240,870</b>	<b>30,283,532</b>	<b>23,373,811</b>	<b>45,662,376</b>

# STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

		Group		Company	
	Note	2024 RM	2023 RM	2024	2023
Revenue	20	14,997,203	11,585,457	-	-
Other operating income	21	237,110	106,252	205,500	87,948
Purchase and other direct costs		(3,271,275)	(3,538,800)	-	-
Directors' remuneration	22	(412,996)	(247,589)	(218,710)	(247,589)
Amortisation of intangible asset	6	(362,973)	(315,662)	-	-
Depreciation of plant and equipment	5	(312,900)	(682,595)	(21,064)	(422,020)
Depreciation of right-of-use assets	7	(477,353)	(502,416)	(25,999)	(185,238)
Staff costs	23	(6,214,266)	(4,360,170)	(17,992)	(12,308)
Net impairment losses on financial assets		(131,974)	(907,243)	(25,291,263)	-
Other operating expenses		(2,737,868)	(1,878,075)	(901,053)	(719,008)
<b>Profit/(Loss) from operations</b>		<b>1,312,708</b>	<b>(740,841)</b>	<b>(26,270,581)</b>	<b>(1,498,215)</b>
Finance income	24	191,031	113,157	834	13,252
Finance costs	25	(67,222)	(61,271)	(2,043)	(26,119)
Share of results from an associate		643,412	-	-	-
<b>Profit/(Loss) before tax</b>	26	<b>2,079,929</b>	<b>(688,955)</b>	<b>(26,271,790)</b>	<b>(1,511,082)</b>
Income tax expense	27	(514,643)	(454,330)	-	-
<b>Profit/(Loss) for the year</b>		<b>1,565,286</b>	<b>(1,143,285)</b>	<b>(26,271,790)</b>	<b>(1,511,082)</b>
<b>Other comprehensive income/(loss), net of tax</b>					
<u>Items that will be reclassified subsequently to profit or loss</u>					
Foreign currency translation differences		18,376	(32,097)	-	-
<b>Total other comprehensive income/(loss) for the financial year</b>		<b>18,376</b>	<b>(32,097)</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income/(loss) for the financial year</b>		<b>1,583,662</b>	<b>(1,175,382)</b>	<b>(26,271,790)</b>	<b>(1,511,082)</b>
Profit/(Loss) after taxation attributable to: -					
Owners of the Company		1,252,673	(1,143,285)	(26,271,790)	(1,511,082)
Non-controlling interests		312,613	-	-	-
		<b>1,565,286</b>	<b>(1,143,285)</b>	<b>(26,271,790)</b>	<b>(1,511,082)</b>
Total comprehensive income/ (loss) attributable to: -					
Owners of the parent		1,271,049	(1,175,382)	-	-
Non-controlling interests		312,613	-	-	-
		<b>1,583,662</b>	<b>(1,175,382)</b>	<b>-</b>	<b>-</b>
<b>Earning/(Loss) per share attributable to owners of the parent(sen per share):</b>					
Basic/diluted	28	0.11	(0.10)		

# STATEMENT OF CHANGES IN EQUITY

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Group	Non-distributable		<Distributable>		Total equity attributable to the owners of the Company		Non-Controlling interest	Total equity
	Share capital	Exchange reserve	Accumulated losses		Total			
	RM	RM	RM	RM	RM	RM	RM	RM
At 1 January 2023	25,308,242	(390,661)	(1,394,951)		23,522,630	(484,211)	23,038,419	
Total comprehensive loss for the financial year	-	(32,097)	(1,143,285)		(1,175,382)	-	(1,175,382)	
At 31 December 2023	25,308,242	(422,758)	(2,538,236)		22,347,248	(484,211)	21,863,037	
Total comprehensive income for the financial year	-	18,376	1,252,673		1,271,049	312,613	1,583,662	
Acquisition of new subsidiary	-	-	-		-	814,961	814,961	
Dividend paid	-	-	-		-	(617,056)	(617,056)	
At 31 December 2024	25,308,242	(404,382)	(1,285,563)		23,618,297	26,307	23,644,604	



## STATEMENT OF CHANGES IN EQUITY

### FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

(CONT'D)

Company	<Non-distributable> Share capital RM	<Distributable> Accumulated losses RM	Total equity RM
<b>At 1 January 2023</b>	25,308,242	20,122,595	45,430,837
Total comprehensive loss for the financial year	-	(1,511,082)	(1,511,082)
At 31 December 2023	25,308,242	18,611,513	43,919,755
Total comprehensive loss for the financial year	-	(26,271,790)	(26,271,790)
<b>At 31 December 2023</b>	25,308,242	(7,660,277)	17,647,965

# STATEMENT OF CASH FLOWS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Cash flows from operating activities</b>				
Profit/(Loss) before taxation	2,079,929	(688,955)	(26,271,790)	(1,511,082)
Adjustment for : -				
Allowance for impairment losses on trade and other receivables	596,169	1,037,187	-	-
Allowance for impairment losses on contract assets	-	122,625	-	-
Allowance for impairment losses on amount due from subsidiary	-	-	24,353,984	-
Allowance for impairment losses on investment in subsidiary	-	-	937,279	-
Amortisation of intangible asset	362,973	315,662	-	-
Reversal of impairment losses on trade and other receivables	(464,195)	(129,944)	-	-
Gain on disposal of plant and equipment	(1,500)	(53,410)	(1,500)	(53,410)
Plant and equipment written off	7,693	105,381	-	86,133
Interest on lease liabilities	43,695	61,271	2,043	26,119
Interest on term loans	23,527	-	-	-
Depreciation of plant and equipment	312,900	682,595	21,064	422,020
Depreciation of right-of-use assets	477,353	502,416	25,999	185,238
Dividend income	-	-	(204,000)	-
Gain on modification of right-of-use assets	-	(18,252)	-	-
Interest income	191,031	53,410	834	13,252
Share of results from an associate	(643,412)	-	-	-
Operating cash flow before working capital changes	2,986,163	1,989,986	(1,136,087)	(831,730)
Changes in working capital : -				
Contract assets	-	28,925	-	-
Trade and other receivables	303,040	(7,237,939)	186,125	(7,396,347)
Trade and other payables	280,574	3,921,753	3,957,636	837,630
Deferred income	150,403	(14,891)	-	-
Cash generated from/(used in) operations	3,720,180	(1,312,166)	3,007,674	(7,390,447)
Taxes paid	(615,975)	(488,562)	-	-
Interest received	(191,031)	(53,410)	(834)	(13,252)
Interest paid	(67,222)	(61,271)	(2,043)	(26,119)
<b>Net cash flows generated from(used in)/ operating activities</b>	<b>2,845,952</b>	<b>(1,915,409)</b>	<b>3,004,797</b>	<b>(7,429,818)</b>

# STATEMENT OF CASH FLOWS

## FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

### (CONT'D)

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Investing activities</b>				
Proceeds from disposal of other investment	-	3,000,000	-	3,000,000
Proceeds from disposal of plant and equipment	3,095	54,995	1,500	56,257
Acquisition of a subsidiary, net of cash acquired	(2,742,210)	(1,733,848)	(3,866,569)	(10)
Incorporation of new associate	-	(832,000)	-	-
Purchase of plant and equipment	(114,037)	(457,988)	-	-
Purchase of intangible asset	-	(587,064)	-	-
Dividend received	100,000	-	204,000	-
Dividend paid to non-controlling interest	(617,056)	-	-	-
<b>Net cash flows (used in)/generated from investing activities</b>	<b>(3,370,208)</b>	<b>(555,905)</b>	<b>(3,661,069)</b>	<b>3,056,247</b>
<b>Financing activities</b>				
Repayment of lease liabilities	(467,902)	(486,344)	(25,557)	(185,238)
Repayment of term loans	(55,208)	-	-	-
Drawdown of term loan	1,300,000	-	-	-
<b>Net cash flows generated from/(used in) financing activities</b>	<b>776,890</b>	<b>(486,344)</b>	<b>(25,557)</b>	<b>(185,238)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>252,634</b>	<b>(2,957,658)</b>	<b>(681,829)</b>	<b>(4,558,809)</b>
Cash and cash equivalents at beginning of year	3,211,539	6,039,253	789,136	5,347,945
<b>Cash and cash equivalent at end of year</b>	<b>3,334,229</b>	<b>3,081,595</b>	<b>107,307</b>	<b>789,136</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 31 DECEMBER 2024

### 1. GENERAL INFORMATION

Aldrich Resources Berhad is a public limited liability company, incorporated on and domiciled in Malaysia and is listed on the ACE market of Bursa Malaysia Securities Berhad.

The addresses of the registered office and principal place of business of the Company are as follows : -

Registered office and principal place of business : B-21-1, Level 21, Tower B,  
Northpoint Midvalley City,  
No. 1, Medan Syed Putra Utara,  
59200 Kuala Lumpur, W.P. Kuala Lumpur.

The Company is principally engaged in the provision of computerised maintenance management systems and other information technology service such as system integration, support services and training. The principal activities of the subsidiaries are set out in Note 8 to the financial statements.

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

### 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.

#### b) Adoption of amendments to MFRSs

The Group and the Company have adopted the following applicable new MFRS and amendments to MFRSs for the current financial year:

##### Amendments to MFRSs

MFRS 7	Financial Instruments
MFRS 16	Leases
MFRS 101	Presentation of Financial Statements
MFRS 107	Statement of Cash Flows

The adoption of the above amendments to MFRSs did not have any significant effect on the financial statements of the Group and of the Company and did not result in significant changes to the Group's and the Company's existing accounting policies, except as discussed below : -

##### Amendments to MFRS 101 Presentation of Financial Statements

The amendments include specifying that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period; clarifying that classification of a liability is unaffected by the likelihood of the entity to exercise its right to defer settlement of the liability for at least twelve months after the reporting period; clarifying how lending conditions affect classification of a liability; and clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments.

The latest amendments to MFRS 101 clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. As such, the amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about these covenants in the notes to the financial statements.

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

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

#### b) Adoption of amendments to MFRSs (Cont'd.)

The adoption of the above amendments to MFRSs did not have any significant effect on the financial statements of the Company and did not result in significant changes to the Group's and the Company's existing accounting policies, except as discussed below : - (Cont'd)

#### **Amendments to MFRS 107 Statement of Cash Flows and MFRS 7 Financial Instruments: Disclosures**

Amendments to MFRS 107 and MFRS 7 respond to investors' concerns that some supplier finance arrangements – also referred to as supply chain finance, trade payables finance or reverse factoring arrangements – used by entities are not sufficiently visible, hindering investors' analysis.

The disclosures requirements require entities to disclose information that would enable users of financial statements to assess how supplier finance arrangements affect an entity's operations; including the effects supplier finance arrangements have on an entity's liability, cash flows and exposures to liquidity risk. The new disclosure requirements would also inform users of financial statements on how an entity might be affected if the arrangements were no longer available to it.

#### c) Amendments to MFRSs that have been issued, but yet to be effective

- i) The Group and the Company have not adopted the following amendments to MFRSs that have been issued but yet to be effective : -

		<b>Effective for financial years beginning on or after</b>
<u>New MFRS</u>		
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
<u>Amendments to MFRSs</u>		
MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards	1 January 2026
MFRS 7	Financial Instruments: Disclosure	1 January 2026
MFRS 9	Financial Instruments	1 January 2026
MFRS 10	Consolidated Financial Statements	1 January 2026/ Deferred
MFRS 107	Statement of Cash Flows	1 January 2026
MFRS 121	The Effect of Changes in Foreign Exchange Rates	1 January 2025
MFRS 128	Investment in Associates and Joint Ventures	Deferred

- ii) The Group and the Company plan to adopt the above applicable amendments to MFRSs when they become effective. A brief discussion on the above significant amendment to MFRSs that may be applicable to the Company are summarised below.

#### **MFRS 18 Presentation and Disclosure in Financial Statement**

MFRS 18 replaces MFRS 101 Presentation of Financial Statements. It retains many requirements from MFRS 101 without modification.

MFRS 18 introduces two subtotals which are to be presented in the statement of profit or loss – including “operating profit”, which has been specifically defined. Income and expenses shall be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

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

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

#### c) Amendments to MFRSs that have been issued, but yet to be effective (Cont'd.)

- ii) The Group and the Company plan to adopt the above applicable amendments to MFRSs when they become effective. A brief discussion on the above significant amendment to MFRSs that may be applicable to the Company are summarised below. (Cont'd.)

##### **MFRS 18 Presentation and Disclosure in Financial Statement (Cont'd)**

MFRS 18 requires disclosures of explanations of the entity's company-specific measures that are related to the statement of profit or loss, referred to as management-defined performance measure ("MPMs"). The entity is required to reconcile MPMs to a total or subtotal required by MFRS 18 or another MFRS Accounting Standards. MFRS 18 also requires other disclosures, including how each MPM is calculated, what the MPM communication about the entity's financial performance, and any changes made to the MPMs in the year.

MFRS 18 adds new principles for aggregation and disaggregation of information. It requires the entity to classify the expenses in the "operating" category in the profit or loss by nature or function, or both. The entity that classifies operating expenses by functions are required to disclose in the notes to the financial statements, the amount of depreciation, amortisation, employee benefits, impairment losses and write-downs if inventories included in each line in the operating category. Subject to materiality, MFRS 18 requires items presented or disclosed as "other" to be labelled and/or described in as faithfully representative and precise a way as possible.

##### **Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures**

These narrow scope amendments to MFRS 9 clarify the classification and measurement requirements, including:

- clarify how the contractual cash flows on financial assets with environmental, social and corporate governance and similar features should be assessed, specifically the assessment of interest focuses on what an entity is being compensated for, rather than how much compensation it receives. Nonetheless, the amount of compensation the entity receives may indicate that it is being compensated for something other than basic lending risks and costs.
- clarify the date on which a financial asset or a financial liability settled via electronic payment systems is derecognised. The Amendments permit an entity to derecognise a financial liability before it delivers cash on the settlement date if specified criteria are met.

Amendments to MFRS 7 introduces new disclosure requirements relating to investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features that do not relate directly to basic lending risks and costs.

- iii) The Group and the Company is currently performing analysis to quantify the financial effects arising from adoption of the new MFRS and amendments/improvements to MFRSs.

#### d) Basis of measurement

The financial statements have been prepared on the historical cost basis, except as otherwise disclosed.

#### e) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which they operate ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency, unless otherwise disclosed.

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

### 3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies set out below have been applied consistently to the 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) Subsidiaries and business combination

The Group applies the acquisition method to account for business combinations from the acquisition date when the acquired set of activities meets the definition of a business and control is transferred to Group.

##### ii) Non-controlling interests

At the acquisition date, components of non-controlling interests of the Group are measured at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

##### iii) Associates

Investment in associates is accounted for in the consolidated financial statements of the Group using the equity method.

#### b) Separate financial statements

In the Company's statement of financial position, investment in subsidiary companies is measured at cost less any accumulated impairment losses, unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs.

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

#### c) Financial instruments

##### Financial assets – subsequent measurements and gains and losses

###### Debt instruments at amortised cost

The Group and the Company subsequently measure these assets at amortised cost under the effective interest method. The gross carrying amount is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

##### Financial liabilities – subsequent measurements and gains and losses

The Group and the Company classify the financial liabilities at amortised cost. Financial liabilities are subsequently measured at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

The Group and the Company subsequently measure other financial liabilities at amortised cost under the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.



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

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D.)

#### d) Revenue and other income

Revenue from contracts with customers is recognised by reference to each distinct performance obligation in the contract with customer. Revenue from contracts with customers is measured at its transaction price, being the amount of consideration which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, net of goods and services tax or sales and services tax, returns, rebates and discounts. Transaction price is allocated to each performance obligation on the basis of the relative standalone selling prices of each distinct good or services promised in the contract. Depending on the substance of the contract, revenue is recognised when the performance obligation is satisfied, which may be at a point in time or over time.

The Group recognises revenue from contracts with customers for the provision of services and sale of goods based on the five-step model as set out below:-

(i) Identify contract with a customer

A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria that must be met.

(ii) Identify performance obligations in the contract

A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

(iii) Determine the transaction price

The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

(iv) Allocate the transaction price to the performance obligation in the contract

For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

(v) Recognise revenue when (or as) the Group satisfies a performance obligation

The Group satisfies a performance obligation and recognise revenue over time if the Group's performance:

- Do not create an asset with an alternative use to the Group and has an enforceable right to payment for performance obligation completed to-date; or
- Create or enhance an asset that the customer controls as the asset is created or enhanced; or
- Provide benefits that the customer simultaneously receives and consumes as the Group performs.

For performance obligations where any one of the above conditions are met, revenue is recognised over time at which the performance obligation is satisfied. For performance obligations that the Group satisfies over time, the Group determined that the input method is the best method in measuring progress of the services because there is direct relationship between the Group's effort and the transfer of service to the customer.

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

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D.)

#### d) Revenue and other income (Cont'd.)

The following describes the performance obligation in contracts with customers:

##### (i) Service and maintenance

The Group provide software development and programming service. Revenue relating to the service and maintenance is recognised over time as the services are rendered because the customer receives and uses the benefits simultaneously.

##### (ii) Secretarial services

The Group provides share registration, scrutineer, poll administration services and secretarial and management consultancy service. Revenue relating to the secretarial services is recognised over time as the services are rendered because the customer receives and uses the benefits simultaneously.

##### (iii) Mining

The Group is involved in sales of silica sand and other minerals. Revenue is recognised at a point in time when the performance obligation is satisfied by transferring a promised good to the customer. Control of the goods is transferred to the customer, generally on delivery of the goods.

##### (iv) Money lending

The Group provides money lending services and the interest income is recognised over time using the effective profit/interest method.

#### e) Plant and equipment

Plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses

Plant and equipment are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

	Rate(%)
Mining equipment	20
Computers	35
Office equipment, furniture and fittings	20
Motor vehicles	20
Renovation	20

#### f) Leases

##### i) Definition of lease

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

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

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

### 3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D.)

#### f) Leases (Cont'd.)

##### ii) Lessee accounting

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

The Group and the Company have elected not to recognise right-of-use assets and lease liabilities for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. Accordingly, the Company recognise the lease payments as an operating expense on a straight-line basis over the term of lease.

###### Right-of-use assets

The right-of-use assets (other than leasehold land that measures using revaluation model) are measured at cost less accumulated depreciation and any accumulated impairment losses, and adjust for any remeasurement of the lease liabilities. The right of-use assets are depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

###### Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the incremental borrowing rate.

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

### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

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

#### a) Impairment of goodwill

Goodwill is tested for impairment annually and at other times when such indicators exist. The Company also assesses at each reporting date whether there is any objective evidence that its goodwill requires impairment. This requires an estimation of the recoverable amount based on value in use or fair value less costs of disposal of the cash-generating units to which the goodwill is allocated.

When value in use calculation is undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate and long term growth rate in order to calculate the present value of those cash flows.

The carrying value of goodwill, the key assumptions applied in the impairment assessment of goodwill are disclosed in the Note 10 of the financial statements.

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

### 4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (CONT'D.)

#### b) Provision for expected credit losses of trade receivables and other receivables

The Group and the Company use a provision matrix to calculate ECLs for trade receivables, other receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type).

The provision matrix is initially based on the Group and the Company historical observed default rates. The Group and the Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forwardlooking estimates are analysed.

The carrying amount of the trade receivables and other receivables are disclosed in the Note 11 of the financial statements.

### 5. Plant and Equipment

Group	Mining Equipment RM	Computers RM	Office equipment, furniture and fittings RM	Motor vehicles RM	Renovation RM	Total RM
<b>Cost</b>						
<b>At 1 January 2023</b>	-	803,811	443,163	6,000	2,283,822	3,536,796
Addition	241,000	141,387	75,601	-	-	457,988
Disposal	-	-	(98,522)	-	-	(98,522)
Written off	-	-	(100,091)	-	(1,768,106)	(1,868,197)
<b>At 31 December 2023</b>	241,000	945,198	320,151	6,000	515,716	2,028,065
Acquisition of a subsidiary	-	-	324,704	9,675	-	334,379
Addition	26,000	53,486	34,551	-	-	114,037
Disposal	-	(18,985)	-	-	-	(18,985)
Written off	-	-	(28,900)	-	(103,721)	(132,621)
Exchange differences	-	(1,425)	(203)	-	-	(1,628)
<b>At 31 December 2024</b>	267,000	978,274	650,303	15,675	411,995	2,323,247
<b>Accumulated depreciation</b>						
<b>At 1 January 2023</b>	-	517,891	368,876	5,999	1,443,082	2,335,848
Charge for the year	23,400	180,442	54,134	-	424,619	682,595
Disposals	-	-	(96,937)	-	-	(96,937)
Written off	-	-	(95,316)	-	(1,667,500)	(1,762,816)

## NOTES TO THE FINANCIAL STATEMENTS

### (CONT'D)

#### 5. Plant and Equipment (CONT'D)

##### Group (Cont'd)

	Mining Equipment RM	Computers RM	Office equipment, furniture and fittings RM	Motor vehicles RM	Renovation RM	Total RM
<b>At 31 December 2023</b>	23,400	698,333	230,757	5,999	200,201	1,158,690
Acquisition of a subsidiary	-	-	287,513	8,629	-	296,142
Charge for the year	48,200	130,286	20,554	569	113,291	312,900
Disposal	-	(17,390)	-	-	-	(17,390)
Written off	-	-	(28,900)	-	(96,028)	(124,928)
Exchange differences	-	(1,425)	(199)	-	-	(1,624)
<b>At 31 December 2024</b>	<b>71,600</b>	<b>809,804</b>	<b>509,725</b>	<b>15,197</b>	<b>217,464</b>	<b>1,623,790</b>

##### Net carrying amount

<b>At 31 December 2024</b>	195,400	168,470	140,578	478	194,531	699,457
<b>At 31 December 2023</b>	217,600	246,865	89,394	1	315,515	869,375

##### Company

	Computers RM	Office equipment, furniture and fittings RM	Renovation RM	Total RM
<b>Cost</b>				
<b>At 1 January 2023</b>	396,538	258,294	1,762,103	2,416,935
Disposal	-	(98,528)	-	(98,528)
Transfer to a subsidiary	-	(25,128)	-	(25,128)
Written off	-	(100,091)	(1,738,108)	(1,838,199)
<b>At 31 December 2023/ 31 December 2024</b>	<b>396,538</b>	<b>34,547</b>	<b>23,995</b>	<b>455,080</b>

##### Accumulated depreciation

<b>At 1 January 2023</b>	294,172	224,046	1,362,092	1,880,310
Charge for the year	76,908	26,459	318,653	422,020
Disposal	-	(96,938)	-	(96,938)
Transfer to a subsidiary	-	(23,871)	-	(23,871)
Written off	-	(95,316)	(1,656,750)	(1,752,066)
<b>At 31 December 2023</b>	<b>371,080</b>	<b>34,380</b>	<b>23,995</b>	<b>429,455</b>
Charge for the year	20,897	167	-	21,064
<b>At 31 December 2024</b>	<b>391,977</b>	<b>34,547</b>	<b>23,995</b>	<b>450,519</b>

##### Net carrying amount

<b>At 31 December 2024</b>	4,561	-	-	4,561
<b>At 31 December 2023</b>	25,458	167	-	25,625

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

### 6. INTANGIBLE ASSET

Group	Software RM
<b>Cost</b>	
At 1 January 2023	450,000
Additions	587,064
At 31 December 2023/31 December 2024	1,037,064
<b>Accumulated amortisation</b>	
At 1 January 2023	39,640
Amortisation	315,662
At 31 December 2023	355,302
Amortisation	362,973
At 31 December 2024	718,275
<b>Net carrying amount</b>	
At 31 December 2024	318,789
At 31 December 2023	681,762

### 7. Right-Of-Use Assets

Group	Office Building RM
<b>Cost</b>	
At 1 January 2023	612,032
Additions	663,242
Modification	(194,593)
Write back	(306,009)
At 31 December 2023	774,672
Derecognition	(774,675)
Additions	1,398,504
At 31 December 2024	1,398,501

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

### 7. Right-Of-Use Assets (CONT'D)

Group (Cont'd)	Office Building RM
<b>Accumulated depreciation</b>	
At 1 January 2023	52,911
Charge for the year	502,416
Modification	(16,215)
Write back	(160,546)
At 31 December 2023	378,566
Charge for the year	477,353
Derecognition	(774,675)
At 31 December 2024	81,244
<b>Net carrying amount</b>	
At 31 December 2024	1,317,257
At 31 December 2023	396,106

The Group leases office space for their operations. The lease for office space has a lease term of 2 - 3 years.

Company	Office Building RM
<b>Cost</b>	
At 1 January 2023	50,407
Additions	306,009
Write back	(306,009)
At 31 December 2023	50,407
Derecognition	(50,407)
Additions	51,146
At 31 December 2024	51,146
<b>Accumulated depreciation</b>	
At 1 January 2023	6,109
Charge for the year	185,238
Write back	(160,546)
At 31 December 2023	30,801
Charge for the year	25,999
Derecognition	(50,407)
At 31 December 2024	6,393
<b>Net carrying amount</b>	
At 31 December 2024	44,753
At 31 December 2023	19,606

The Company leases office space for their operations. The lease for office space has a lease term of 2 years.



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

### 8. INVESTMENT IN SUBSIDIARIES

	Company	
	2024 RM	2023 RM
<b>Carrying amount</b>		
At the beginning of the financial year	6,957,489	6,957,479
Additions	3,866,569	-
Impairment	(937,279)	-
Incorporation of new subsidiary	-	10
	9,886,779	6,957,489
Unquoted shares, at cost	82,886,779	79,020,210
Less: Accumulated impairment losses	(73,000,000)	(72,062,721)
	9,886,779	6,957,489

The reconciliation of the allowance for impairment losses is as follows:-

	Company	
	2024 RM	2023 RM
At the beginning of the financial year	(72,062,721)	(72,062,721)
Additions	(937,279)	-
At the end of the financial year	(73,000,000)	(72,062,721)

Details of the subsidiaries are as follows:

Name	Principal place of business/ Country of incorporation	Principal Activities	Effective equity interest (%)	
			2024	2023
Held by the Company:				
Cworks Systems Inc#	United States of America	Provision of computerised maintainance management systems and other information technology services such as system integration, support service and training.	51	51
ASAP Sdn. Bhd.	Malaysia	To carry on business of software development and programming services.	100	100
Ganda Integrasi Sdn. Bhd.	Malaysia	Investment company.	100	100
Boardroom.com Sdn. Bhd.	Malaysia	Provision of secretarial and management consultancy service.	100	100

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

### 8. INVESTMENT IN SUBSIDIARIES (CONT'D.)

Details of the subsidiaries are as follows: (Cont'd.)

Name	Principal place of business/ Country of incorporation	Principal Activities	Effective equity interest (%)	
			2024	2023
Held by the Company:				
Aldpro Corporate Services Sdn. Bhd.	Malaysia	Provision of share registration, scrutineer and poll administration services.	100	100
Aldrich Minerals Sdn. Bhd.	Malaysia	Mining, processing and trading of mineral resources and related activities.	100	100
Aldrich Capital Sdn. Bhd.	Malaysia	Business management consultancy services.	100	100
TACS Group Sdn. Bhd.^*	Malaysia	Provision of management, advisory and consultancy services and investment holding.	51	-
Held through a subsidiary, Aldrich Capital Sdn. Bhd.				
Proficient Premium Sdn. Bhd.	Malaysia	Licensed money lending business	100	100
Held through a subsidiary, Tacs Group Sdn. Bhd.				
Tacs Corporation Sdn. Bhd.^*	Malaysia	Provision of accounting, taxation, advisory and consultancy services	51	-
Tacs Corporate Service Sdn. Bhd.^*	Malaysia	Provision of managerial, secretarial and consultancy service	51	-

^ Audited by firms other than Kreston John & Gan.

# Not required to be audited in the country of incorporation. The financial statements have been reviewed for consolidation purposes.

\* The statutory financial year end of the company was 31 May 2024 which does not coincide with the financial year end of the Group. The company is in the midst of changing their financial year end to coincide with the Group. For the purpose of consolidation, the financial statements of the company for the financial year ended 31 May 2024 have been used and appropriate adjustments have been made for the effects of significant transactions from the company's financial year end to 31 December 2024.

#### (a) Acquisition of subsidiary

On 10 July 2024, the Company entered into a share sale agreement for the acquisition of 51,000 ordinary shares in Tacs Group Sdn. Bhd. ("TGSB"), representing 51% equity interest in TGSB for a cash consideration of RM3,866,569.

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

### 8. INVESTMENT IN SUBSIDIARIES (CONT'D.)

#### (a) Acquisition of subsidiary (Cont'd)

Fair value of the identifiable assets acquired and liabilities recognised:

	<b>RM</b>
<b>Assets</b>	
Plant and equipment	38,237
Trade and other receivables	1,171,321
Cash and cash equivalents	1,124,359
<b>Total assets</b>	<b>2,333,917</b>
<b>Liabilities</b>	
Deferred tax	(2,600)
Tax payable	(29,303)
Trade and other payables	(638,829)
<b>Total liabilities</b>	<b>(670,732)</b>
<b>Total identifiable net assets acquired</b>	<b>1,663,185</b>
Non-controlling interest at fair value	(814,961)
<b>Share of net assets acquired</b>	<b>848,224</b>
Consideration paid	(3,866,569)
<b>Goodwill arising on acquisition (Note 10)</b>	<b>3,018,345</b>

The net effect of the acquisition on cash flows is as follows:

	<b>Group RM</b>
Cash consideration	3,866,569
Cash and cash equivalents of subsidiary acquired	(1,124,359)
	<b>2,742,210</b>

The fair value of the non-controlling interest was measured at the non-controlling interest's proportionate share of the identifiable net assets. Accordingly, only the goodwill attributable to the Company has been recognised.

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

### 8. INVESTMENT IN SUBSIDIARIES (CONT'D.)

#### (b) Non controlling interest in subsidiaries

The Group's and the Company's subsidiaries that have material non-controlling interest ("NCI") are as follows:

	<b>Cworks System Inc RM</b>	<b>TACS Group Sdn. Bhd. RM</b>	<b>Total RM</b>
<b>31.12.2024</b>			
<b>NCI percentage of ownership interest and voting interest</b>	49%	49%	
Carrying amount of NCI	(484,211)	510,518	26,307
Profit allocated to NCI	-	312,613	312,613

Summarised financial information before  
intra-group elimination

#### **Summarised statements of financial position As at 31 December 2024**

Non-current assets	128	65,502
Current assets	-	2,362,582
Current liabilities	(1,803,171)	(945,369)
Net(liabilities)/assets	(1,803,043)	1,482,715

#### **Summarised statements of comprehensive income Financial year/period ended 31 December 2024**

Revenue	-	2,157,519
Profit for the year	-	637,985
Total comprehensive income	-	637,985

#### **Summarised cash flow information**

##### **Financial year ended 31 December 2024**

Cash flows from operating activities	-	240,791
Cash flows used in investing activities	-	(334,071)
Cash flows used in financing activities	-	-
Net decrease in cash & cash equivalents	-	(93,280)

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

### 8. INVESTMENT IN SUBSIDIARIES (CONT'D.)

#### (b) Non controlling interest in subsidiary (Cont'd.)

The Group's and the Company's subsidiaries that have material non-controlling interest ("NCI") are as follows:  
(Cont'd.)

	<b>Cworks System Inc RM</b>
<b>31.12.2023</b>	
<b>NCI percentage of ownership interest and voting interest</b>	49%
Carrying amount of NCI	(484,211)
Profit allocated to NCI	-

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

##### **Summarised statements of financial position**

##### **As at 31 December 2023**

Non-current assets	133
Current assets	-
Current liabilities	(1,849,305)
Net liabilities	(1,849,172)

##### **Summarised statements of comprehensive income Financial year**

##### **31 December 2023**

Revenue	-
Profit for the year	-
Total comprehensive income	-

##### **Summarised cash flow information Financial year ended 31 December 2024**

Cash flows from operating activities	-
Cash flows used in investing activities	-
Cash flows used in financing activities	-
Net decrease in cash & cash equivalents	-

### 9. INVESTMENT IN ASSOCIATE

	<b>Group 2024 RM</b>	<b>2023 RM</b>
<b>Unquoted shares, at cost</b>		
At 1 January	832,000	832,000
Share of post-acquisition reserves	643,412	-
Dividend received	(100,000)	-
At 31 December	1,375,412	832,000

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

### 9. INVESTMENT IN ASSOCIATE (CONT'D.)

- (a) Details of the associate company, which is incorporated in Malaysia as follows:

Name	Principal Activities	Effective equity interest (%)	
		2024	2023
Octowill Trustees Berhad*^	Trusts, funds and similar financial entities	20	20

On 5 May 2023, the Company has acquired 20% equity interest of Octowill Trustee Berhad. The Group has recognised the shares of results of associates to the Group's financial statements

\* These financial statements are not audited by Kreston John & Gan

^ Disclosed using management financial statements reviewed by Kreston John & Gan

- (b) The following table summarises the information of the associate, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of Group's interest in the associates:

	Octowill Trustee Berhad	
	2024 RM	2023 RM
<b>Group</b>		
Non-current assets	2,231,264	2,427,629
Current assets	4,120,024	1,040,984
Non-current liabilities	(645,471)	(645,471)
Current liabilities	(893,298)	(56,049)
<b>Net assets</b>	<b>4,812,519</b>	<b>2,767,093</b>
<b>Revenue</b>	<b>6,482,336</b>	<b>661,000</b>
<b>Profit for the year representing total comprehensive income for the year</b>	<b>2,545,426</b>	<b>671,634</b>
<b>Dividend received from associate during the year</b>	<b>204,000</b>	<b>-</b>
Net assets	4,812,519	2,767,093
Ownership interest held by the Company	20%	20%
At 31 December	962,504	553,419
Goodwill	412,908	412,908
Adjustment	134,327	(134,327)
<b>Carrying amount at end of the financial year</b>	<b>1,375,412</b>	<b>832,000</b>

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

### 10. GOODWILL

	Group 2024 RM	2023 RM
At 1 January	5,674,387	3,940,539
Addition	3,018,345	1,733,848
At 31 December	8,692,732	5,674,387

- (a) Goodwill has been allocated to the Group's cash-generated unit ("CGU") identified according to business segment as follows:

	Group 2024 RM	2023 RM
CGU 1 - System development	9,999	9,999
CGU 2 - Secretarial services	3,930,540	3,930,540
CGU 3 - Money lending business	1,733,848	1,733,848
CGU 4 - Secretarial services	3,018,345	-
	8,692,732	5,674,387

- (b) Key assumptions used in value-in-use calculations

#### CGU 1

The recoverable amount of the CGU was determined based on its value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets and forecasts approved by management covering a three-year period using a discount rate of 8.10% (2023: 6.85%). The forecasted growth rate used to extrapolate cash flow projections beyond the three-year period is Nil% (2023: Nil%).

The discount rate applied to the cash flow projections is pre-tax and reflects management's estimate of the risks specific to the CGU at the date of assessment. Management determined the forecasted growth rate and budgeted gross margin based on past performance and its expectations of market developments.

Based on the sensitivity analysis performed, management believes that no reasonably possible change in key assumptions would cause the carrying values of the CGU 1 to exceed its recoverable amounts.

The value in use was determined by management using the discounted cash flow valuation technique. The key assumptions used for value in use calculations are as stated above.



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

### 10. GOODWILL (CONT'D)

- (b) Key assumptions used in value-in-use calculations (Cont'd)

#### CGU 2

The recoverable amount of the CGU was determined based on its value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets and forecasts approved by management covering a five-year period using a discount rate of 8.10% (2023: 6.85%). The forecasted growth rate used to extrapolate cash flow projections beyond the five-year period is 3% (2023: 5%).

The discount rate applied to the cash flow projections is pre-tax and reflects management's estimate of the risks specific to the CGU at the date of assessment. Management determined the forecasted growth rate and budgeted gross margin based on past performance and its expectations of market developments.

Based on the sensitivity analysis performed, management believes that no reasonably possible change in key assumptions would cause the carrying values of the CGU 2 to exceed its recoverable amounts.

The value in use was determined by management using the discounted cash flow valuation technique. The key assumptions used for value in use calculations are as stated above.

#### CGU 3

The recoverable amount of the CGU was determined based on its value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets and forecasts approved by management covering a five-year period using a discount rate of 8.10% (2023: 6.85%). The forecasted growth rate used to extrapolate cash flow projections beyond the five-year period is 3% (2023: 5%).

The discount rate applied to the cash flow projections is pre-tax and reflects management's estimate of the risks specific to the CGU at the date of assessment. Management determined the forecasted growth rate and budgeted gross margin based on past performance and its expectations of market developments.

Based on the sensitivity analysis performed, management believes that no reasonably possible change in key assumptions would cause the carrying values of the CGU 3 to exceed its recoverable amounts.

The value in use was determined by management using the discounted cash flow valuation technique. The key assumptions used for value in use calculations are as stated above.

#### CGU 4

The recoverable amount of the CGU was determined based on its value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets and forecasts approved by management covering a five-year period using a discount rate of 8.10% (2023: Nil). The forecasted growth rate used to extrapolate cash flow projections beyond the five-year period is 3% (2023: Nil).

The discount rate applied to the cash flow projections is pre-tax and reflects management's estimate of the risks specific to the CGU at the date of assessment. Management determined the forecasted growth rate and budgeted gross margin based on past performance and its expectations of market developments.

Based on the sensitivity analysis performed, management believes that no reasonably possible change in key assumptions would cause the carrying values of the CGU 4 to exceed its recoverable amounts.

The value in use was determined by management using the discounted cash flow valuation technique. The key assumptions used for value in use calculations are as stated above.

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

### 11. TRADE AND OTHER RECEIVABLES

			Group		Company
	NOTE	2024 RM	2023 RM	2024 RM	2023 RM
<b>Trade receivables</b>					
Third parties		11,195,166	10,405,504	-	-
Less: Allowance for expected credit losses					
- Third parties	11(a)	(2,015,412)	(1,895,775)	-	-
Total trade receivables		9,179,754	8,509,729	-	-
<b>Other receivables</b>					
Other receivables		3,790,933	3,619,981	64,427	64,427
Amount due from subsidiaries	11(b)	-	-	36,408,791	36,490,668
Amount due from related party	11(b)	2,037,554	3,469,121	2,037,554	2,037,554
Deposits		7,433,788	6,416,247	162,400	259,309
Prepayments		376,428	36,355	5,491	12,830
		13,638,703	13,541,704	38,678,663	38,864,788
Less: Allowance for expected credit losses					
- Third parties	11(c)	(3,315,463)	(3,303,126)	-	-
- Amount due from subsidiary	11(c)	-	-	(25,348,252)	(994,268)
Total other receivables		10,323,240	10,238,578	13,330,411	37,870,520
Total trade and other receivables		19,502,994	18,748,307	13,330,411	37,870,520

Trade receivables are non-interest bearing and the normal credit term ranges from 7 to 30 days (2023 : 7 to 30 days) term. Other credit terms are assessed and approved on a case to case basis. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

#### (a) Trade receivables

Set out below is the movement in the allowance for expected credit losses of trade receivables: -

	Group	
	2024 RM	2023 RM
At 1 January	1,895,775	986,103
Additions	583,832	1,037,187
Reversals	(464,195)	(127,515)
At 31 December	2,015,412	1,895,775

#### (b) Amount due from subsidiaries and related party

Amount due from subsidiaries and related party are unsecured, non-interest bearing, repayable upon demand and are expected to be settled in cash.

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

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

#### (c) Other receivables

Set out below is the movement in the allowance for expected credit losses of other receivables (including amounts due from subsidiaries- non-trade):

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
At beginning of the financial year	3,303,126	3,305,555	994,268	994,268
Additions	12,337	-	24,353,984	-
Reversals	-	(2,429)	-	-
At end of the financial year	3,315,463	3,303,126	25,348,252	994,268

### 12. CASH AND CASH EQUIVALENTS

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash at banks	3,325,897	1,677,461	107,307	289,136
Cash in hands	8,332	4,134	-	-
Short term money market deposits	-	1,400,000	-	500,000
	3,334,229	3,081,595	107,307	789,136

### 13. SHARE CAPITAL

	Group and Company			
	2024	2023	2024	2023
	Unit	RM	Unit	RM
Issued and fully paid up: -				
<b>Ordinary shares</b>				
At the beginning/end of the financial year	1,113,459,590	25,308,242	1,113,459,590	25,308,242

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and are entitled to one vote per ordinary share of meetings of the Company. The ordinary shares have no par value.

### 14. RESERVES

	Group	
	2024 RM	2023 RM
<b>Non-distributable</b>		
Exchange reserves	(404,382)	(422,758)

Exchange reserves comprise all foreign exchange difference arising from the translation of the financial statements of a foreign subsidiary.

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

### 15. DEFERRED TAX LIABILITY

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM</b>	<b>RM</b>
At beginning of the financial year	(3,815)	(3,815)
- Acquisition of a subsidiary	(2,600)	-
- Underprovision in prior year	(11,448)	-
- Current year	14,497	-
At end of the financial year	(3,366)	(3,815)

Presented after appropriate offsetting as follows :-

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM</b>	<b>RM</b>
Deferred tax assets	1,430	-
Deferred tax liabilities	(4,796)	(3,815)
	(3,366)	(3,815)

The components and movements of deferred tax asserts and liabilities during the financial year prior to offsetting are as follows: -

	<b>Capital allowance in excess of depreciation RM</b>
<b>Group</b>	
At 1 January 2023/ 31 December 2023	3,815
Acquisition of subsidiary	2,600
Recognised in profit or loss	(1,619)
At 31 December 2024	4,796

	<b>Other deductible temporary differences RM</b>
<b>Group</b>	
At 1 January 2023/ 31 December 2023	-
Recognised in profit or loss	1,430
At 31 December 2024	1,430

## NOTES TO THE FINANCIAL STATEMENTS

### (CONT'D)

#### 16. BORROWINGS

	Group 2024 RM	2023 RM
<b>Non-Current Liabilities</b>		
<u>Secured</u>		
Term loans	1,019,077	-
<b>Current Liabilities</b>		
<u>Secured</u>		
Term loans	225,715	-
<b>Total borrowings</b>		
<u>Secured</u>		
Term loans	1,244,792	-
	<b>2024</b>	<b>2023</b>
	<b>%</b>	<b>%</b>
Interest rate : -		
- Term loans	7.07 - 8.10	-
	Group	2023
	2024	RM
	RM	RM
<u>Secured</u>		
Term loan 1	957,800	-
Term loan 2	286,992	-
	1,244,792	-

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

### 16. BORROWINGS (CONT'D.)

	Group 2024 RM	2023 RM
<b>Non-Current Liabilities</b>		
Later than one year and not later than two years		
- Term loan 1	187,196	-
- Term loan 2	56,786	-
	243,982	-
Later than two years and not later than five years		
- Term loan 1	597,925	-
- Term loan 2	177,170	-
	775,095	-
<b>Current Liabilities</b>		
Not later than one year		
- Term loan 1	172,679	-
- Term loan 2	53,036	-
	225,715	-
<b>Total</b>	<b>1,244,792</b>	<b>-</b>

The details of term loans are as follows : –

Term loan 1 was drawn down during the year for general working capital. Term loan 1 is guaranteed by SJPP under Government Guarantee Scheme Madani together with a corporate guarantee in favor of the bank by the Holding Company, Aldrich Resources Berhad and a joint guarantee by the Directors, Tan Tong Lang and Chan Yok Peng. Interest is charged at 1.25% above Base Lending Rate ("BLR") per annum.

Term loan 2 was drawn down during the year to finance the keyman Sunlife Life Insurance for the Director, Tan Tong Lang. Term Loan 2 is guaranteed by the Directors, Tan Tong Lang and Chan Yok Peng. Interest is charged at 0% above BLR per annum.

### 17. LEASE LIABILITY

Group	2024 RM	2023 RM
At the beginning of the financial year	395,350	560,545
Additions	1,398,504	663,242
Interest expense recognised in profit or loss	43,695	61,271
Repayment of principal and interest	(511,597)	(547,615)
Modification	-	(196,630)
Write back	-	(145,463)
At the end of the financial year	1,325,952	395,350

## NOTES TO THE FINANCIAL STATEMENTS

### (CONT'D)

#### 17. LEASE LIABILITY (CONT'D)

Group	2024 RM	2023 RM
Minimum lease payments : -		
Not later than one year	531,600	420,915
Later than one year but not later than two years	524,700	-
Later than two years but not later than five years	420,000	-
Less: Future finance charges	(150,348)	(25,565)
Present value of lease liability	1,325,952	395,350
Represented by : -		
Non-current	857,258	-
Current	468,694	395,350
	1,325,952	395,350
	%	%
Interest rate of lease liability	8.10	6.27
Company	2024 RM	2023 RM
At the beginning of the financial year	19,606	44,298
Additions	51,146	306,009
Interest expense recognised in profit or loss	2,043	26,119
Repayment of principal and interest	(27,600)	(211,357)
Write back	-	(145,463)
At the end of the financial year	45,195	19,606
Minimum lease payments : -		
Not later than one year	27,600	20,700
Later than one year but not later than two years	20,700	-
Less: Future finance charges	(3,105)	(1,094)
Present value of lease liability	45,195	19,606
Represented by : -		
Non-current	20,153	-
Current	25,042	19,606
	45,195	19,606
	%	%
Interest rate of lease liability	8.10	6.27

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

### 18. TRADE AND OTHER PAYABLES

		Group		Company	
	Note	2024 RM	2023 RM	2024 RM	2023 RM
<b>Trade payables</b>					
Third parties	18(a)	3,390,745	4,693,030	-	-
<b>Other payables</b>					
Amount due to subsidiaries	18(b)	-	-	2,833,091	1,210,210
Other payables		2,808,894	303,021	1,630,755	302,006
Accruals		1,347,376	1,024,058	183,005	210,799
Amount due to director	18(c)	1,233,800	1,841,303	1,033,800	-
Total other payables		5,390,070	3,168,382	5,680,651	1,723,015
<b>Total trade and other payables</b>		<b>8,780,815</b>	<b>7,861,412</b>	<b>5,680,651</b>	<b>1,723,015</b>

#### (a) Trade payables

The normal trade credit term granted to the Group and to the Company ranges from 30 to 60 days (2023: 30 to 60 days) and 15 days (2023: 15 days) respectively.

#### (b) Amount due to subsidiaries

Amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

#### (c) Amount due to director

Amounts due to director is unsecured, has an interest rate of 0.5% - 18% (2023 – Nil) per annum and is repayable within a year.

### 19. DEFERRED INCOME

	Group	
	2024 RM	2023 RM
Interest on repurchase agreement	-	1,200
Interest on loan from money lending	151,603	-
	151,603	1,200



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

### 20. REVENUE

	Group 2024 RM	2023 RM
<b>Revenue from contract with customers</b>		
Corporate services	11,893,448	7,638,369
Mining and trading of mineral resources	2,376,538	3,257,488
Money lending business	250,237	240,000
Retail and investment	453,825	400,000
Service maintenance	-	49,600
Share dealing interest	23,155	-
	14,997,203	11,585,457
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	2,376,538	3,257,488
Services transferred over time	12,620,665	8,327,969
<b>Total revenue from contract with customers</b>	14,997,203	11,585,457

### 21. OTHER OPERATING INCOME

	Group 2024 RM	2023 RM	Company 2024 RM	2023 RM
Dividend income	-	-	204,000	-
Gain on disposal of plant and equipment	1,500	53,410	1,500	53,410
Rental income	5,000	34,538	-	34,538
Others	230,610	18,304	-	-
	237,110	106,252	205,500	87,948

### 22. DIRECTORS' REMUNERATION

	Group 2024 RM	2023 RM	Company 2024 RM	2023 RM
Fees	412,996	247,589	218,710	247,589

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

### 23. STAFF COSTS

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Salaries, wages, allowance, overtime and bonus	5,169,553	3,778,871	-	-
EIS	5,290	3,689	151	-
EPF	643,853	445,722	7,392	-
SOCSSO	46,493	33,078	1,405	-
Others	349,077	98,810	9,044	12,308
	6,214,266	4,360,170	17,992	12,308

### 24. Finance income

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Interest income:				
- bank interest	191,031	113,157	834	13,252

### 25. Finance costs

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Interest expense on financial liabilities that are not at fair value through profit or loss : -				
- Lease liability	43,695	61,271	2,043	26,119
- Term loans	23,527	-	-	-
	67,222	61,271	2,043	26,119

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

### 26. Profit/(Loss) before tax

	2024 RM	Group 2023 RM	2024 RM	Company 2023 RM
This is arrived at after charging:-				
Allowance for expected credit losses on: -				
- trade receivables	583,832	1,037,187	-	-
- other receivables	12,337	-	-	-
- amount due from subsidiary	-	-	24,353,984	-
Auditors remuneration:-				
- Kreston John & Gan				
- statutory audit	194,000	-	135,000	-
- non-statutory audit	10,000	-	-	-
- Other auditor				
- statutory audit	1,100	225,000	-	165,000
Amortisation of intangible asset	362,973	315,662	-	-
Depreciation of plant and equipment	312,900	682,595	21,064	422,020
Depreciation of right-of-use assets	477,353	502,416	25,999	185,238
Directors' remuneration	412,996	247,589	218,710	247,589
Finance costs	67,222	61,271	2,043	26,119
Impairment on investment in subsidiary	-	-	937,279	-
Plant and equipment written off	7,693	105,381	-	86,133
Rental expense on				
a) short-term lease	55,884	-	-	-
a) low value assets	34,844	17,979	-	-
Staff costs	6,214,266	4,360,170	17,992	12,308
And crediting:-				
Gain on disposal of plant and equipment	1,500	53,410	1,500	53,410
Finance income	191,031	113,157	834	13,252
Reversal of impairment loss on: -				
- trade receivables	-	127,515	-	-
- other receivables	-	2,429	-	-

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

### 27. INCOME TAX EXPENSE

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Income tax: -				
- Current year	646,502	454,330	-	-
- Prior year	(128,810)	-	-	-
Deferred tax	517,692 (3,049)	454,330 -	- -	- -
	514,643	454,330	-	-

The reconciliation from the tax amount at the statutory income tax rate to the Group's and the Company's tax expense are as follows : -

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit/(Loss) before taxation	2,079,929	(688,955)	(26,271,790)	(1,511,082)
Tax at the statutory tax rate of 24%(2023-24%)	499,183	(165,349)	(6,305,230)	(362,660)
Tax effect of : -				
Over provision of income tax in prior year	(128,810)	-	-	-
Under provision of deferred tax in prior year	11,449	-	-	-
Utilisation of deferred tax asset not recognised	(45,400)	-	-	-
Deferred tax assets not recognised	171,305	162,923	196,806	52,565
Non taxable income	(203,757)	-	(48,960)	-
Non allowable expenses	210,673	456,756	6,157,384	310,095
	514,643	454,330	-	-

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

### 27. INCOME TAX EXPENSE (CONT'D)

As at 31 December 2024, the Group and the Company have the following temporary differences which are not recognised as deferred tax assets in the financial statements as it is not probable that future taxable income will be available to allow the assets to be utilised : -

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Unutilised capital allowances	589,155	377,019	277,085	272,942
Unabsorbed tax losses				
2029	9,517,904	9,699,313	8,922,441	8,922,441
2030	1,780,934	2,252,128	1,346,144	1,346,144
2031	657,544	665,548	-	-
2032	5,155,596	5,155,596	-	-
2033	286,228	286,228	-	-
2035	798,510	-	798,510	-
Others	8,817	(165,749)	24	(17,350)
	18,794,688	18,270,083	11,344,204	10,524,177

### 28. EARNINGS/(LOSS) PER SHARE

	Group	
	2024 RM	2023 RM
Net profit/(loss) for the financial year attributable to owners of the Company	1,252,673	(1,143,285)
	Number of shares '000	Number of shares '000
Weighted average number of ordinary shares in issue (unit '000)	1,113,460	1,113,460
	Group	
	2024 RM	2023 RM
Basic earnings/(loss) per share (sen per share)	0.11	(0.10)

## NOTES TO THE FINANCIAL STATEMENTS

### (CONT'D)

#### 29. CHANGE IN LIABILITIES

- a. 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 as follows : -

	At 1 January RM	Net change from financing cash flows RM	Acquisition RM	Dere- cognition due to lease modification RM	Lease back written RM	At 31 December RM
<b>Group 2024</b>						
Lease liabilities	540,813	(467,902)	1,398,504	-	-	1,471,415
Term loans	-	(55,208)	1,300,000	-	-	1,244,792
	540,813	(523,110)	2,698,504	-	-	2,716,207
<b>2023</b>						
Lease liabilities	560,545	(486,344)	663,242	(196,630)	-	540,813
<b>Company 2024</b>						
Lease liability	19,606	(25,557)	51,146	-	-	45,195
<b>2023</b>						
Lease liability	44,298	(185,238)	306,009	-	(145,463)	19,606

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

### 29. CHANGE IN LIABILITIES (CONT'D.)

b. Cash outflows for leases as a lessee :

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
<b>Included in net cash from operating activities:-</b>				
Payment relating to low-value assets	34,844	17,979	-	-
Payment relating to short-term lease	55,884	-	-	-
Interest paid in relation to lease liabilities	43,695	61,271	2,043	26,119
<b>Included in net cash from financing activity:-</b>				
Payment of lease liabilities	467,902	486,344	(25,557)	(185,238)
	602,325	565,594	(23,514)	(159,119)

### 30. OPERATING SEGMENTS

Operating segments are prepared in a manner consistent with the internal reporting provided to the Group Senior Management as its chief operating decision maker in order to allocate resources to segments and to access their performance on a quarterly basis. For management purposes, the Group is organised into business units based on their products and services provided.

The Group is organised into 5 main reportable segments as follows : -

- Investment Holding – Involved in investment holding and providing full corporate and financial support to the Group.
  - Corporate Service Segment – involved in provision of professional services relating to secretarial, management consultancy, taxation, accountancy, advisory, share registration, scrutineer and poll administration services.
  - Mining and Trading of Minerals – involved in the business of provision of mining, processing and trading of minerals resources and related activities.
  - Others – involved in service maintenance and money lending business.
- (a) The Group Senior Management assesses the performance of the reportable segments based on their profit before taxation. The accounting policies of the reportable segments are the same as the Group's accounting policies.
- (b) Transactions between reportable segments are carried out on agreed terms between both parties. Transfer prices between operating segments are at arm's length basis in a manner similar to transactions with third parties. The effects of such inter-segments transactions are eliminated on consolidation.

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

### 30. OPERATING SEGMENTS (CONT'D.)

#### 30.1 Business Segment

2024	Investment holding RM	Corporate services RM	Mining and trading of mineral resources RM	Others RM	Consolidation adjustment and elimination RM	Group RM
<b>Revenue</b>						
External revenue	-	11,893,448	2,376,538	727,217	-	14,997,203
<b>Represented by:-</b>						
<u>Revenue recognised at a point of time</u>						
- Mining and trading of minerals resources	-	-	2,376,538	-	-	2,376,538
<u>Revenue recognised over time</u>						
- Corporate services	-	11,893,448	-	-	-	11,893,448
- Money lending business	-	-	-	250,237	-	250,237
- Retail and investment	-	-	-	453,825	-	453,825
- Share dealing interest	-	-	-	23,155	-	23,155
	-	11,893,448	2,376,538	727,217	-	14,997,203



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

### 30. OPERATING SEGMENTS (CONT'D.)

#### 30.1 Business Segment (Cont'd)

2024 Results	Investment holding RM	Corporate services RM	Mining and trading of mineral resources RM	Others RM	Consolidation adjustment and elimination RM	Group RM
Segment(loss)/profit	(26,051,038)	2,706,493	(90,762)	908,190	25,087,264	2,560,147
Finance costs	(2,043)	(61,610)	(2,285)	(1,284)	-	(67,222)
Corporate expenses	(26,053,081)	2,644,883	(93,047)	906,906	25,087,264	2,492,925 (412,996)
Consolidated profit before taxation						2,079,929
Segment(loss)/profit includes the followings:-						
Amortisation of intangible asset	-	-	(362,973)	-	-	(362,973)
Depreciation of plant and equipment	(21,064)	(232,427)	(56,736)	(2,673)	-	(312,900)
Depreciation of right-of-use assets	(25,999)	(415,148)	(22,723)	(13,483)	-	(477,353)
Directors' remuneration	(218,710)	(194,286)	-	-	-	(412,996)
Plant and equipment written off	-	(7,693)	-	-	-	(7,693)
Impairment losses on:-						
- amount due from a subsidiary company	(24,353,984)	-	-	-	24,353,984	-
- investment in a subsidiary company	(937,279)	-	-	-	937,279	-
- trade receivables	-	(119,637)	-	-	-	(119,637)
- other receivables	-	-	-	(12,337)	-	(12,337)
Rental expense on:-						
- short-term lease	-	(55,704)	-	(180)	-	(55,884)
- low value assets	-	(32,924)	(1,920)	-	-	(34,844)
Interest expense:-						
- Lease liability	(2,043)	(38,083)	(2,285)	(1,284)	-	(43,695)
- Term loans	-	(23,527)	-	-	-	(23,527)
Gain on disposal	1,500	-	-	-	-	1,500
Interest income	834	187,479	388	2,330	-	191,031

## NOTES TO THE FINANCIAL STATEMENTS

### (CONT'D)

#### 30. OPERATING SEGMENTS (CONT'D.)

##### 30.1 Business Segment (Cont'd)

2024	Investment holding RM	Corporate services RM	Mining and trading of mineral resources RM	Others RM	Consolidation adjustment and elimination RM	Group RM
<b>Assets</b>						
Segment assets	23,373,811	11,117,381	9,359,554	10,860,892	(19,470,768)	35,240,870
<b>Liabilities</b>						
Segment liabilities	5,725,846	4,678,953	9,101,412	35,555,556	(43,465,501)	11,596,266
Additions to non-current assets other than financial instruments are:-						
Property, plant and equipment	26,000	88,037	-	-	-	114,037

## NOTES TO THE FINANCIAL STATEMENTS

### (CONT'D)

#### 30. OPERATING SEGMENTS (CONT'D.)

##### 30.1 Business Segment (Cont'd)

2023	Investment holding RM	Corporate services RM	Mining and trading of mineral resources RM	Others RM	Consolidation adjustment and elimination RM	Group RM
<b>Revenue</b>						
External revenue	-	7,638,369	3,257,488	689,600	-	11,585,457
Represented by:-						
<u>Revenue recognised at a point of time</u>						
- Mining and trading of minerals resources	-	-	3,257,488	-	-	3,257,488
<u>Revenue recognised over time</u>						
- Corporate services	-	7,638,369	-	-	-	7,638,369
- Money lending business	-	-	-	240,000	-	240,000
- Retail and investment	-	-	-	400,000	-	400,000
- Share dealing interest	-	-	-	49,600	-	49,600
	-	7,638,369	3,257,488	689,600	-	11,585,457

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

### 30. OPERATING SEGMENTS (CONT'D.)

#### 30.1 Business Segment (Cont'd)

2023 Results	Investment holding RM	Corporate services RM	Mining and trading of mineral resources RM	Others RM	Consolidation adjustment and elimination RM	Group RM
Segment(loss)/profit	(1,237,374)	1,237,769	228,350	(606,925)	(1,915)	(380,095)
Finance costs	(26,119)	(32,439)	(2,561)	(152)	-	(61,271)
Corporate expenses	(1,263,493)	1,205,330	225,789	(607,077)	(1,915)	(441,366)
Consolidated loss before taxation						(247,589)
Segment(loss)/profit includes the followings:-						(688,955)
Amortisation of intangible asset	-	-	(315,662)	-	-	(315,662)
Depreciation of plant and equipment	(422,020)	(224,785)	(31,936)	(3,854)	-	(682,595)
Depreciation of right-of-use assets	(185,238)	(292,665)	(22,265)	(2,248)	-	(502,416)
Directors' remuneration	(247,589)	-	-	-	-	(247,589)
Plant and equipment written off	(105,381)	-	-	-	-	(105,381)
Impairment losses on:-						
- trade receivables	-	(229,237)	-	(807,950)	-	(1,037,187)
Rental expense on:-						
- low value assets	-	(15,196)	(2,783)	-	-	(17,979)
Interest expense:-						
- Lease liability	(26,119)	(32,439)	(2,561)	(152)	-	(61,271)
Interest income	13,252	99,905	-	-	-	113,157
Segment assets	45,662,376	6,864,210	11,635,384	9,722,824	(43,601,262)	30,283,532

## NOTES TO THE FINANCIAL STATEMENTS

### (CONT'D)

#### 30. OPERATING SEGMENTS (CONT'D.)

##### 30.1 Business Segment (Cont'd)

2023	Investment holding RM	Corporate services RM	Mining and trading of mineral resources RM	Others RM	Consolidation adjustment and elimination RM	Group RM
Additions to non-current assets other than financial instruments are:-						
Property, plant and equipment	-	216,988	241,000	-	-	457,988

Liabilities						
Segment liabilities	1,742,621	3,169,209	11,395,362	36,032,815	(43,919,512)	8,420,495

##### 30.2 Geographical segments

	Revenue		Non-current assets	
	2024 RM	2023 RM	2024 RM	2023 RM
Malaysia	14,997,203	11,585,457	12,403,519	8,453,498
United States of America	-	-	128	132
	14,997,203	11,585,457	12,403,647	8,453,630

	At a point in time		Overtime		Group	
	2024 RM	2023 RM	2024 RM	2023 RM	2024 RM	2023 RM
Timing of revenue recognised						
Malaysia	2,376,538	3,257,488	12,620,665	8,327,969	14,997,203	11,585,457

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

### 31. FINANCIAL INSTRUMENTS

a) Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows : -

- i) Financial assets measured at amortised cost ("FAAC"); and
- ii) Fair value through other comprehensive income ("FLAC")

Group	Carrying Amount RM	FAAC RM	FLAC RM
<b>2024</b>			
<b>Financial asset</b>			
Cash and cash equivalents	3,334,229	3,334,229	-
Trade and other receivables	19,126,566	19,126,566	-
	22,460,795	22,460,795	-
<b>Financial liabilities</b>			
Lease liabilities	(1,325,952)	-	(1,325,952)
Term loans	(1,244,792)	-	(1,244,792)
Trade and other payables	(7,433,439)	-	(7,433,439)
	(10,004,183)	-	(10,004,183)
<b>2023</b>			
<b>Financial assets</b>			
Cash and cash equivalents	3,081,595	3,081,595	-
Trade and other receivables	18,711,952	18,711,952	-
	21,793,547	21,793,547	-
<b>Financial liabilities</b>			
Lease liabilities	(395,350)	-	(395,350)
Trade and other payables	(6,837,354)	-	(6,837,354)
	(7,232,704)	-	(7,232,704)

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows : -

Company	Carrying Amount RM	FAAC RM	FLAC RM
<b>2024</b>			
<b>Financial assets</b>			
Cash and cash equivalents	107,307	107,307	-
Other receivables	13,324,920	13,324,920	-
	13,432,227	13,432,227	-
<b>Financial liabilities</b>			
Other payables	(5,497,646)	-	(5,497,646)
Lease liability	(45,195)	-	(45,195)
	(5,542,841)	-	(5,542,841)
<b>2023</b>			
<b>Financial assets</b>			
Cash and cash equivalents	789,136	789,136	-
Other receivables	37,857,690	37,857,690	-
	38,646,826	38,646,826	-
<b>Financial liabilities</b>			
Other payables	(1,512,216)	-	(1,512,216)
Lease liability	(19,606)	-	(19,606)
	(1,531,822)	-	(1,531,822)

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management

The Group and the Company have exposure to the following risks from its use of financial instruments : -

- Credit risk
- Liquidity risk
- Market risk

#### i) Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's and the Company's exposure to credit risk arises principally from the individual characteristics of each customer and investment in debt securities. There are no significant changes compared to prior periods.

##### Trade receivables

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Normally financial guarantees given by banks, shareholders or directors of customers are obtained, and credit evaluations are performed on customers requiring credit over a certain amount.

At each reporting date, the Group assesses whether any of the trade receivables are credit impaired.

##### *Risk management objectives, policies, and processes for managing the risk*

The gross carrying amounts of credit impaired trade receivables are written off (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, Trade receivables are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous year.

##### Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables are represented by the carrying amounts in the statements of financial position.

Management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realizable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than 30 days, which are deemed to have higher credit risk, are monitored individually.

##### *Concentration of credit risk*

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within 30 days.

The Group uses an allowance matrix to measure ECLs of trade receivables for all segments. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as credit impaired.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to 90 days past due.



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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd)

##### i) Credit risk (Cont'd)

##### Trade receivables (Cont'd)

##### *Recognition and measurement of impairment loss*

Loss rates are based on actual credit loss experience over the past three years. The Company also considers differences between: -

- (a) economic conditions during the period over which the historic data has been collected,
- (b) current conditions and
- (c) the Group's view of economic conditions over the expected lives of the receivables.

Nevertheless, the Group believes that these factors are immaterial for the purpose of impairment calculation for the year.

The following table provides information about the exposure to credit risk for trade receivables as at 31 December 2024 and 31 December 2023 which are grouped together as they are expected to have similar risk nature: -

	Gross carrying amount RM	Loss allowance RM	Net balance RM
<b>31 December 2024</b>			
<b>Group</b>			
Current (not past due)	1,214,409	-	1,214,409
1- 30 days past due	544,920	-	544,920
31-60 days past due	343,162	-	343,162
61-90 days past due	563,007	-	563,007
More than 90 days past due	6,514,256	-	6,514,256
Credit impaired	2,015,412	(2,015,412)	-
	11,195,166	(2,015,412)	9,179,754
<b>31 December 2023</b>			
<b>Group</b>			
Current (not past due)	1,072,370	-	1,072,370
1- 30 days past due	2,624,831	-	2,624,831
31-60 days past due	600,828	-	600,828
61-90 days past due	1,191,842	-	1,191,842
More than 90 days past due	3,019,858	-	3,019,858
Credit impaired	1,895,775	(1,895,775)	-
	10,405,504	(1,895,775)	8,509,729

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd)

##### i) Credit risk (Cont'd)

##### Trade receivables (Cont'd)

##### *Recognition and measurement of impairment loss (cont'd)*

The movement in the allowance for impairment loss of trade receivables during the year are as follows:

	Group 2024 RM	2023 RM
At beginning of the year	1,895,775	986,103
Impairment loss	119,637	1,037,187
Reversal of impairment loss	-	(127,515)
At end of the year	2,015,412	1,895,775

##### Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

##### Other receivables

Credit risks on other receivables mainly arising from deposits and prepayments paid for expenditures and amount deposits in stakeholder account which represents the balance of contingent consideration for acquisition of ASAP Sdn. Bhd. and remaining balance from private placement. These deposits and prepayments will be charge out to profit or loss or financial positions when it met criteria for recognition.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

The movement in the allowance for impairment loss of other receivables during the year are as follows:

	Group 2024 RM	2023 RM
At beginning of the year	3,303,126	3,305,555
Impairment loss	12,337	-
Reversal of impairment loss	-	(2,429)
At end of the year	3,315,463	3,303,126

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd.)

##### i) Credit risk (Cont'd.)

###### Financial guarantee

*Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiary companies. The Company monitors on an ongoing basis the results of subsidiary companies and repayments made by the subsidiary companies.

*Exposure to credit risk, credit quality and collateral*

The maximum exposure to credit risk amounts to RM957,900 (2023 – Nil) representing the outstanding banking facilities of the subsidiary companies as at the end of the reporting period.

All of the financial guarantee contracts are considered to be performing, have low risks of default and historically there were no instances where these financial guarantee contracts were called upon by the parties of which the financial guarantee contracts were issued to. Accordingly, no loss allowances were identified based on 12-month expected credit losses.

###### Inter-company loans and advances

*Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured loans and advances to its related companies and holding company.

As at the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amount in the statement of financial position. The Company does not specifically monitor the ageing of the advances to the related companies and holding company. Nevertheless, these advances are repayable on demand.

*Recognition and measurement of impairment loss*

Generally, the Company considers loans and advances to the related and holding company have low credit risk. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries' loans and advances when they are payable, the Company considers the loans and advances to be in default when the subsidiaries are not able to pay when demanded. The Company considers a subsidiary's loan or advance to be credit impaired when:

- The subsidiary is unlikely to repay its loan or advance to the Company in full; and
- The subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default for these loans and advances individually using internal information available.

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd.)

##### i) Credit risk (Cont'd.)

##### Inter-company loans and advances (Cont'd.)

##### *Recognition and measurement of impairment loss (Cont'd.)*

Amount due from subsidiaries that are impaired at the reporting date and the movement of the allowance accounts used to record the impairment are as follows:

	Company 2024 RM	2023 RM
<b>Individually not impaired</b>		
Amount due from subsidiaries - nominal amount	11,060,539	35,496,400
<b>Individually impaired</b>		
Amount due from subsidiaries - nominal amount	25,348,252	994,268
	36,408,791	36,490,668
Individually impaired	(25,348,252)	(994,268)
	11,060,539	35,496,400

Movement in allowance account used to record the impairment is as follow:

	Company 2024 RM	2023 RM
At beginning of the year	994,268	994,268
Impairment loss	24,353,984	-
At end of the year	25,348,252	994,268

##### ii) Liquidity and cash flow risks

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables, loans and borrowings.

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables, loans and borrowings.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd.)

##### ii) Liquidity and cash flow risks (Cont'd.)

##### *Maturity analysis*

The table below summarises the maturity of the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments

Group	Carrying amount RM	Contractual Interest rate %	Contractual cash flows RM	Under 1 year RM	1-2 years RM	2-5 years RM	RM
<b>2024</b>							
<i>Non-derivative financial liabilities</i>							
Amount due to director	1,233,800	0.50 - 18.00	1,313,800	1,313,800	-	-	-
Lease liabilities	1,325,952	8.10	1,476,300	531,600	524,700	420,000	-
Other payables	2,808,894	-	2,808,894	2,808,894	-	-	-
Trade payables	3,390,745	-	3,390,745	3,390,745	-	-	-
Term loans	1,244,792	7.07 - 8.10	1,493,461	314,940	314,940	863,581	-
	10,004,183		10,483,200	8,359,979	839,640	1,283,581	-
<b>2023</b>							
<i>Non-derivative financial liabilities</i>							
Amount due to director	1,841,303	-	1,841,303	1,841,303	-	-	-
Lease liabilities	395,350	6.27	420,915	420,915	-	-	-
Other payables	303,021	-	303,021	303,021	-	-	-
Trade payables	4,693,030	-	4,693,030	4,693,030	-	-	-
	7,232,704		7,258,269	7,258,269	-	-	-

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd.)

##### ii) Liquidity and cash flow risks (Cont'd.)

##### *Maturity analysis (Cont'd.)*

The table below summarises the maturity of the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments : - (Cont'd.)

Company	Carrying amount RM	Contractual Interest rate %	Contractual cash flows RM	Under 1 year RM	1-2 years RM	2-5 years RM	RM
<b>2024</b>							
<i>Non-derivative financial liabilities</i>							
Amount due to director	1,033,800	18.00	1,108,800	1,108,800	-	-	-
Amount due to subsidiaries	2,833,091	-	2,833,091	2,833,091	-	-	-
Lease liability	45,195	8.10	48,300	27,600	20,700	-	-
Other payables	1,630,755	-	1,630,755	-	-	-	-
Corporate guarantee given to licensed banks for credit facilities granted to a subsidiary	-	-	957,800	957,800	-	-	-
	5,542,841		6,578,746	4,927,291	20,700	-	-
<b>2023</b>							
<i>Non-derivative financial liabilities</i>							
Amount due to subsidiaries	1,210,210	-	1,210,210	1,210,210	-	-	-
Lease liability	19,606	6.27	20,700	20,700	-	-	-
Other payables	302,006	-	302,006	302,006	-	-	-
	1,531,822		1,532,916	1,532,916	-	-	-

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd.)

##### iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other prices that will affect the Group's financial position or cash flows.

##### Currency risk

The Group is exposed to foreign currency risk on liabilities that are denominated in a currency other than the functional currencies of Group entities. The currencies giving rise to this risk are primarily U.S. Dollar ("USD").

Risk management objectives, policies and for managing the risk.

Management of the Group monitors the foreign currency movement on a portfolio basis.

##### *Exposure to foreign currency risk*

The Group's exposure to foreign currency (a currency which is other than the functional currency of the Group entities) risk, based on carrying amounts as at the end of the reporting are as follows:

	<b>Denominated in</b>	
	<b>USD</b>	<b>MYR</b>
<b>Balance recognised in the statement of financial position:</b>	<b>RM</b>	<b>RM</b>
<b>Group</b>		
<b>2024</b>		
Amount owing from related company	-	2,037,554
Trade receivables and other receivables	-	17,089,012
Cash and cash equivalents	-	3,334,229
Amount owing to director	-	(1,233,800)
Trade payables and other payables	(718,333)	(5,481,306)
Term loans	-	(1,244,792)
Lease liabilities	-	(1,325,952)
	(718,333)	13,174,945
<b>2023</b>		
Amount owing from related company	-	3,469,121
Trade receivables and other receivables	-	15,242,831
Cash and cash equivalents	-	3,081,595
Amount owing to director	-	(1,841,303)
Trade payables and other payables	(736,753)	(4,259,298)
Lease liabilities	-	(395,350)
	(736,753)	15,297,596

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd.)

##### iii) Market risk (Cont'd.)

##### Currency risk (Cont'd.)

##### *Exposure to foreign currency risk (Cont'd.)*

The Company's exposure to foreign currency (a currency which is other than the functional currency of the Group entities) risk, based on carrying amounts as at the end of the reporting are as follows: (Cont'd.)

	<b>Denominated in</b>	
	<b>USD</b>	<b>MYR</b>
<b>Balance recognised in the statement of financial position:</b>	<b>RM</b>	<b>RM</b>
<b>Company</b>		
<b>2024</b>		
Amounts due from subsidiaries	-	11,060,539
Amounts due from related party	-	2,037,554
Other receivables	-	226,827
Cash and cash equivalents	-	107,307
Amount owing to director	-	(1,033,800)
Amount due to subsidiaries	-	(2,833,091)
Other payables	-	(1,630,755)
Lease liabilities	-	(45,195)
	-	7,889,386
<b>2023</b>		
Amounts due from subsidiaries	-	35,496,400
Amounts due from related party	-	2,037,554
Other receivables	-	323,736
Cash and cash equivalents	-	789,136
Amount due to subsidiaries	-	(1,210,210)
Other payables	-	(302,006)
Lease liabilities	-	(19,606)
	-	37,115,004

A 10% (2023 – 10%) strengthening of the RM against the following currencies at the end of the reporting period would have increased/(decreased) post-tax profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remained constant.



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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd.)

##### iii) Market risk (Cont'd.)

##### Currency risk (Cont'd.)

##### *Exposure to foreign currency risk (Cont'd.)*

		2024		2023
	Equity RM	Profit for the financial year RM	Equity RM	Loss for the financial year RM
<b>Group</b>				
<u>USD</u>				
Increase/(Decrease)	54,593	54,593	55,993	55,993

##### Interest rate risk

The Group's and the Company's fixed rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Short term investments such as deposits with licensed banks are not significantly exposed to interest rate risk.

##### *Risk management objectives, policies and processes for managing the risk*

The Group's and the Company's policy is to borrow principally on the floating rate basis but to retain a proportion of fixed rate debt. The objectives for the mix between fixed and floating rate borrowings are set to reduce the impact of an upward change in interest rates while enabling benefits to be enjoyed if interest rates fall.

##### *Exposure to interest rate risk*

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	2024	Group 2023	2024	Company 2023
<u>Fixed rate instrument</u>				
Lease liabilities	1,325,952	395,350	45,195	19,606
<u>Floating rate instrument</u>				
Term loans	1,244,792	-	-	-

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

### 31. FINANCIAL INSTRUMENTS (CONT'D.)

#### b) Financial risk management (Cont'd.)

##### iii) Market risk (Cont'd.)

*Interest rate 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 variable rate instruments*

At the reporting date, if interest rates had been 100 basis points lower/higher, with all other variables held constant, the Group's profit net of tax would have been RM9,460 (2023 – Nil) higher/lower respectively, arising mainly as a result of lower/higher interest expense on floating rate borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

### 32. CAPITAL MANAGEMENT

The Group and the Company manage their capital to ensure that the Group and the Company will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholders' value. To achieve this objective, the Group and the Company may take adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group and the Company manage their capital based on debt-to-equity ratio. The debt-to-equity ratio is calculated as total borrowings from financial institutions divided by total equity.

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Lease liabilities	1,325,952	395,350	45,195	19,606
Term loans	1,244,792	-	-	-
	2,570,744	395,350	45,195	19,606
Less: Cash and cash equivalents	(3,334,229)	(3,081,595)	(107,307)	(789,136)
	(763,485)	(2,686,245)	(62,112)	(769,530)
Total equity	23,644,604	21,863,037	17,647,965	43,919,755
Net debt-to-equity ratio	NA	NA	NA	NA

NA = Not applicable

There was no change in the Group's and the Company's approach to capital management during the financial year.

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

### 33. CONTINGENT LIABILITIES

	<b>Company</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM</b>	<b>RM</b>
<u>Secured</u>		
Corporate guarantee granted for:-		
- subsidiary company*	957,800	-

\* Based on the maximum amount that can be called for under the corporate guarantee given to licensed banks for credit facilities granted to the subsidiary companies.

### 34. RELATED PARTIES

#### Identity of related parties

For the purposes of these financial statements, parties are considered to be related to the Group and the Company if the Group and the Company have the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the Company and the party are subject to common control or common significant influence. 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 Company either directly or indirectly. The key management personnel include all the Directors of the Group and of the Company, and certain members of the senior management of the Group and of the Company.

#### Significant related party transactions

Related party transactions entered into the normal course of business under normal trade terms. The significant related party transactions of the Group and of the Company are shown below. The related party balances are shown in Note 11 and Note 18 to the financial statements.

a) Related party transactions : -

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>RM</b>	<b>RM</b>
Transactions with subsidiary companies: -		
Boardroom.com Sdn. Bhd.		
- Secretarial fees	60,570	52,297
Aldpro Corporate Services Sdn. Bhd.		
- Corporate services fees	60,994	60,609

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

### 34. RELATED PARTIES (CONT'D.)

#### Significant related party transactions

#### b) Key management personnel compensation

The key management personnel of the Group and the Company include executive directors and non-executive directors of the Company and certain members of senior management of the Group and of the Company.

The key management personnel compensation during the financial year are as follows : -

	<b>Group</b>		<b>Company</b>	
	<b>2024 RM</b>	<b>2023 RM</b>	<b>2024 RM</b>	<b>2023 RM</b>
Directors' remuneration				
- Fees	412,996	247,589	218,710	247,589

### 35. COMPARATIVE FIGURES

#### Reclassification adjustments

Certain comparative figures have been reclassified to conform with current year presentation.

Effects of the above adjustments are as follows:

	<b>As previously reported RM</b>	<b>As Adjustments RM</b>	<b>restated RM</b>
<b>Group</b>			
At 31 December 2023			
<b>Statements of Financial Position</b>			
<b>Assets</b>			
<b>Non-Current assets</b>			
Other investment	1,244,830	(1,244,830)	-
<b>Current assets</b>			
Trade and other receivables	17,503,477	1,244,830	18,748,307

# ANALYSIS OF SHAREHOLDINGS

## AS AT 28 MARCH 2025

Class of Shares	:	Ordinary Shares
Total Number of Issued Shares	:	1,113,459,590
Voting Rights	:	One vote for each ordinary share held

### SHAREHOLDING DISTRIBUTION SCHEDULE AS AT 28 MARCH 2025 (AS PER THE RECORD OF DEPOSITORS)

Size of Holdings	No. of shareholders	No. of shares	Percentage shares (%)
1 – 99	15	417	*
100 – 1,000	460	146,356	0.01
1,001 – 10,000	997	7,260,405	0.65
10,001 – 100,000	2,319	111,974,302	10.06
100,001 to less than 5% of issued shares	1,036	994,078,110	89.28
5% and above of issued shares	0	0	0.00
<b>Total</b>	<b>4,827</b>	<b>1,113,459,590</b>	<b>100.00</b>

\* Less than 0.01%

### DIRECTORS' SHAREHOLDINGS AS AT 28 MARCH 2025

No.	Name of Directors	No. of shares held		No. of shares held	
		Direct	Percentage of shares held (%)	Indirect	Percentage of shares held (%)
1	YAHYA BIN RAZALI	-	-	-	-
2	CHAN YOK PENG	41,412,900	3.72	-	-
3	ABDUL RANI BIN ACHMED ABDULLAH	85,072	0.01	-	-
4	ER KIAN HONG	-	-	-	-
5	LEONG YIEN HUNG	-	-	-	-
6	TAN YIING FUNG (appointed w.e.f. 29 August 2024)	-	-	-	-

### LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS AS AT 28 MARCH 2025

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

No.	Name of Directors	No. of shares	Percentage of shares held (%)
1	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. KEJAYA KAYA SDN BHD FOR LIEW YUEN TENG	50,000,000	4.49
2	WEALTHMAX ASSETS SDN BHD	48,400,000	4.35
3	M & A NOMINEE (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR KHOO CHEE SIANG (M&A)	40,000,000	3.59
4	LEMUEL TAY KUANG YANG	36,655,000	3.29
5	M & A NOMINEE (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHOW DAI YING (M&A)	36,000,000	3.23

## ANALYSIS OF SHAREHOLDINGS

### AT 28 MARCH 2025 (CONT'D)

#### LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS AS AT 28 MARCH 2025 (CONT'D)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

No.	Name of Directors	No. of shares	Percentage of shares held (%)
6	PM NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT - ECO ASIA VENTURES SDN BHD FOR CHAN YOK PENG	23,562,900	2.12
7	KOH KIN LIP	20,000,000	1.80
8	KOH CHEE MENG	16,536,000	1.49
9	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR KOH LAP HING (021)	16,134,000	1.45
10	SIM LAY KIEW	13,711,000	1.23
11	TAY GUAT ENG @ TAI GUAT ENG	13,500,000	1.21
12	TAY GUAT ENG @ TAI GUAT ENG	13,300,000	1.19
13	KOH LAP HING	11,882,200	1.07
14	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK PRIVATE WEALTH MANAGEMENT FOR MOHAMED NIZAM BIN ABDUL RAZAK (12020513) (429764)	11,800,000	1.06
15	CHE KHULSOM BINTI YAKOB	10,000,000	0.90
16	KEJAYA KAYA SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR CHAN YOK PENG	10,000,000	0.90
17	KOH KIN LIP	10,000,000	0.90
18	YEOH SENG LIONG @ YEOH PHAIK KEE	10,000,000	0.90
19	YONG KIAN KEONG	8,650,700	0.78
20	M & A NOMINEE (TEMPATAN) SDN BHD FOR CHUNG ENG LAM	8,600,000	0.77
21	M & A NOMINEE (TEMPATAN) SDN BHD FOR KOH LAP HING	8,600,000	0.77
22	ONG KENG SENG	8,594,000	0.77
23	M & A NOMINEE (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT MAJESTIC SALUTE SDN BHD FOR CHAN YOK PENG (M&A)	7,850,000	0.71
24	YEN TIEN FOOK	7,127,100	0.64
25	KOK YEW FATT	7,000,000	0.63
26	CHUNG KIN CHUAN	6,812,900	0.61
27	YAP YOON KONG	6,096,200	0.55
28	YEOH MIN CHEE	6,096,200	0.55
29	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR HO WOON HUEI	6,000,000	0.54
30	LAM KONG YEN	6,000,000	0.54
		<b>478,908,200</b>	<b>43.03</b>

# NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting (“**22<sup>nd</sup> AGM**”) of Aldrich Resources Berhad (“**Aldrich**” or “**the Company**”) will be held at Westside Room, Level 8, St. Giles Boulevard, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200, Kuala Lumpur, Wilayah Persekutuan on Tuesday, 24 June 2025 at 10:00 a.m. or at any adjournment thereof for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer Explanatory Notes 1)*
2. To approve the payment of Directors’ fees and benefits up to RM500,000.00 to the Directors in such manner as the Directors may determine for the period immediately after the 22<sup>nd</sup> AGM until the conclusion of the next Annual General Meeting of the Company in year 2026. *Ordinary Resolution 1*
3. To re-elect the following Directors who retire by rotation pursuant to Clause 134 of the Constitution of the Company and being eligible, have offered themselves for re-election: -
  - (i) Encik Yahya Bin Razali *Ordinary Resolution 2*
  - (ii) Ms. Er Kian Hong *Ordinary Resolution 3*
4. To re-elect the following Director who retires pursuant to Clause 119 of the Constitution of the Company and being eligible, has offered herself for re-election: -
  - (i) Ms. Tan Yiing Fung *Ordinary Resolution 4*
5. To re-appoint Messrs. Kreston John & Gan as Auditors of the Company and to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Ordinary Resolution 5*

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

6. **PROPOSED AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE NEW ORDINARY SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 6*

“THAT subject to Sections 75 and 76 of the Companies Act 2016 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, firms or corporations 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 does not exceed ten per centum (10%) of the total issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed 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 AGM of the Company.

AND THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 65 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/ or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with existing issued shares in the Company.”

## NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING (CONT'D)

### 7. PROPOSED GRANTING OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO THE DIRECTORS OF SUBSIDIARIES WITHIN THE GROUP ("PROPOSED GRANTING OF ESOS OPTIONS")

"THAT the Company has an existing ESOS which was effective on 2 January 2025, and subject to the approvals of the relevant authorities and/or parties (where required) being obtained, the approval be and is hereby given to the Board to authorise the ESOS Committee which administer the ESOS in accordance to the By-Laws, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following persons, ESOS options to subscribe for such number of ordinary shares in Aldrich under the ESOS:

- (i) Tan Tong Lang
- (ii) Chua Szi Cian
- (iii) Chong Fook Sin
- (iv) Chua Yoke Bee
- (v) Kang Chee Jing
- (vi) Lau Mong Fah

*Ordinary Resolution 7*  
*Ordinary Resolution 8*  
*Ordinary Resolution 9*  
*Ordinary Resolution 10*  
*Ordinary Resolution 11*  
*Ordinary Resolution 12*

PROVIDED ALWAYS THAT:

- a) The granting of ESOS options to the abovementioned persons will occur only they fulfill the criteria outlined in the By-Laws;
- b) The abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation;
- c) Not more than ten per cent (10%) of the total new Aldrich Shares made available under the ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds twenty per cent (20%) or more of the total number of issued shares of the Company (excluding treasury shares, if any).
- d) Not more than eighty per cent (80) of the total ESOS Options available under the ESOS shall be allocated, in aggregate, to the Directors and senior management of the Group (excluding dormant and/or foreign subsidiaries, if any);
- e) The allocation of ESOS options to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time.

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Granting of ESOS Options above with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities and to take all such steps and do all acts and things thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Granting of ESOS Options as above as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.

AND THAT, in connection with the above, pursuant to Section 85 of the Companies Act 2016, to be read together with Clause 65 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered under the ESOS and/or any new shares ranking equally to the existing issued shares of the Company"

- 8. To transact any other business of which due notice have been given in accordance with the Companies Act 2016.



## NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING (CONT'D)

### BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 202208000250)

LAU HOOI PIN (MAICSA 7081620) (SSM PC No. 202408000447)

Company Secretaries

Kuala Lumpur

Dated: 30 April 2025

### Notes:

- i. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate and vote in his stead.
- ii. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of his/her shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- iii. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- iv. 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. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- v. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn. Bhd. situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, W.P. Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- vi. Subject to the Constitution, members may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument to the e-mail address [admin@aldpro.com.my](mailto:admin@aldpro.com.my) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- vii. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- viii. For the purpose of determining a member who shall be entitled to attend the 22<sup>nd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 77 of the Company's Constitution and the Securities Industry (Central Depositories) Act, 1996 to issue a General Meeting Record of Depositors as at 16 June 2025. Only a depositor whose name appears on the Record of Depositors as at 16 June 2025 shall be entitled to attend the said meeting remotely or appoint proxies to attend remotely and vote on his/her behalf.
- ix. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.

### Explanatory Notes:

#### 1. Audited Financial Statements for the financial year ended 31 December 2024

This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.

## NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING (CONT'D)

### 2. Ordinary Resolution 1 – Directors' fees and benefits

Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

The proposed Ordinary Resolution 1, if approved, will authorise the payment of Directors' fees and benefits for the period immediately after the 22<sup>nd</sup> AGM until the conclusion of the next Annual General Meeting of the Company in year 2026.

The Non-Executive Directors had abstained from deliberation and voting on their own respective fees and benefits.

### 3. Ordinary Resolutions 2 to 4 – Re-election of Directors pursuant to Clauses 134 and 119 of the Company's Constitution

Clause 134 of the Constitution of the Company provides that at the Annual General Meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Clause 119 of the Company's Constitution, any Director so appointed shall hold office until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

The performance of each Director who is recommended for re-election has been assessed through the Board annual evaluation. The Nomination Committee and the Board are satisfied with the performance and effectiveness of Encik Yahya Bin Razali, Ms. Er Kian Hong and Ms. Tan Yiing Fung who are due for retirement as Directors, and being eligible, have offered themselves for re-election at the 22<sup>nd</sup> AGM.

They had abstained from deliberation and decision on their own eligibility to stand for re-election at the relevant Board meeting.

### 4. Special Business

#### Ordinary Resolution 6 - Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 6, if passed, is a renewal of the general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

The General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organize a general meeting.

As at the date of the Notice, no shares were issued pursuant to the general mandate granted to the Directors at the 21<sup>st</sup> AGM held on 25 June 2024 and which will lapse at the conclusion of the 22<sup>nd</sup> AGM.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 65 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

- (1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."

## NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING (CONT'D)

Clause 65 of the Constitution of the Company provides as follows:

“65. Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities shall before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or other convertible securities to which they are entitled. The offer shall be made by notice specifying the number of shares or other convertible securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or other convertible securities offered, the Directors may dispose of those shares or other convertible securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or other convertible securities which (by reason of the ratio which the new shares or other convertible securities bear to shares or other convertible securities held by persons entitled to an offer of new shares or other convertible securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.”

The proposed Ordinary Resolution, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

### 5. Special Business

#### Ordinary Resolutions 7 to 12 - Proposed granting of ESOS options to the Directors of subsidiaries within the Group

The ESOS, which was approved by the shareholders at the Extraordinary General Meeting of the Company held on 21 October 2024, was implemented on 2 January 2025. Under the terms of the By-Laws governing and constituting the ESOS, Directors are eligible to participate in the scheme. However, their entitlement under the ESOS must first be approved by the shareholders of the Company in a general meeting. As such, the grant of ESOS options to the following Directors of subsidiaries will only take effect upon obtaining shareholder approval at the 22<sup>nd</sup> AGM: -

- i) Mr. Tan Tong Lang
- ii) Ms. Chua Szi Cian
- iii) Mr. Chong Fook Sin
- iv) Ms. Chua Yoke Bee
- v) Mr. Kan Chee Jing
- vi) Mr. Lau Mong Fah

For the purposes of the ESOS, Directors refer to all directors of Aldrich and its subsidiaries (excluding those that are dormant and/or foreign) and shall have the meaning as defined in Section 2(1) of the Companies Act and Section 2(1) of the Capital Markets and Services Act 2007, including non-executive directors.

As both Mr. Tan Tong Lang, Ms. Chua Szi Cian, Mr. Chong Fook Sin, Ms. Chua Yoke Bee, Mr. Kan Chee Jing and Mr. Lau Mong Fah are deemed interested in the Proposed granting of ESOS options, they have abstained and will continue to abstain from all deliberations, discussions or voting of their own allocation as well as that of persons connected with them, if any, under the proposed grant of ESOS.

By voting in favour of Ordinary Resolutions 7 and 12, the shareholders of the Company will agree to waive their pre-emptive rights under Section 85 of the Companies Act 2016 and under Clause 65 of the Constitution of the Company, over all options granted and/or to be offered/granted and all new shares to be issued pursuant to the ESOS.

# **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

(PURSUANT TO RULE 8.29(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

There is no person seeking election as Director of the Company at this 22<sup>nd</sup> AGM.

Details of the general mandate to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Note 4 of the Notice of 22<sup>nd</sup> AGM.

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**ALDRICH RESOURCES BERHAD**

[Registration No. 200101019222 (554979-T)]

(Incorporated in Malaysia)

**FORM OF PROXY**

CDS Account No.

No. of Shares Held

\*I / We \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

(NRIC No./ Company Registration No./ Passport No. \_\_\_\_\_)

of \_\_\_\_\_  
(FULL ADDRESS)being a member/member of **ALDRICH RESOURCES BERHAD**, hereby appoint

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		
Email Address	Contact No.	

and/or

Name of Proxy	NRIC No./Passport No.	% of Shareholdings to be Represented
Address		
Email Address	Contact No.	

or failing \*him/her, the CHAIRMAN OF THE MEETING as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Twenty-Second Annual General Meeting ("22<sup>nd</sup> AGM") of the Company to be held at Westside Room, Level 8, St. Giles Boulevard, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200, Kuala Lumpur, Wilayah Persekutuan on Tuesday, 24 June 2025 at 10:00 a.m. or at any adjournment thereof.

	Ordinary Resolutions:	FOR	AGAINST
1.	To approve the payment of Directors' fees and benefits up to RM500,000.00 to the Directors in such manner as the Directors may determine for the period immediately after the 22 <sup>nd</sup> AGM until the conclusion of the next Annual General Meeting of the Company in year 2026.		
2.	To re-elect Encik Yahya Bin Razali as Director of the Company.		
3.	To re-elect Ms. Er Kian Hong as Director of the Company.		
4.	To re-elect Ms. Tan Yiing Fung as Director of the Company.		
5.	To re-appoint Messrs. Kreston John & Gan as Auditors of the Company.		
6.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016		
7.	Proposed granting of ESOS Options to Mr. Tan Tong Lang		
8.	Proposed granting of ESOS Options to Ms. Chua Szi Cian		
9.	Proposed granting of ESOS Options to Mr. Chong Fook Sin		
10.	Proposed granting of ESOS Options to Ms. Chua Yoke Bee		
11.	Proposed granting of ESOS Options to Mr. Kan Chee Jing		
12.	Proposed granting of ESOS Options to Mr. Lau Mong Fah		

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion).

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2025.

\_\_\_\_\_  
Signature / Common Seal of Member

## Notes:

- A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate and vote in his stead.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of his/her shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.



- iv. 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. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- v. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn. Bhd. situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- vi. Subject to the Constitution, members may deposit the instrument appointing the proxy by electronics means by way of submitting the instrument to the e-mail address at admin@aldpro.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- vii. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- viii. For the purpose of determining a member who shall be entitled to attend the 22<sup>nd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 77 of the Company's Constitution and the Securities Industry (Central Depositories) Act, 1996 to issue a General Meeting Record of Depositors as at 16 June 2025. Only a depositor whose name appears on the Record of Depositors as at 16 June 2025 shall be entitled to attend the said meeting remotely or appoint proxies to attend remotely and vote on his/her behalf.
- ix. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all the resolutions set out in this Notice will be put to vote by way of poll.

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AFFIX  
STAMP

**The Share Registrar of**  
**ALDRICH RESOURCES BERHAD**  
Registration No. 200101019222 (554979-T)  
**c/o Aldpro Corporate Services Sdn Bhd**  
B-21-1, Level 21, Tower B  
Northpoint Mid Valley City  
No. 1, Medan Syed Putra Utara  
59200 Kuala Lumpur, W.P. Kuala Lumpur

2nd Fold Here

Fold This Flap For Sealing