



MN HOLDINGS BERHAD

Registration No.: 202001038774 (1395095-M)
(Incorporated in Malaysia)



ANNUAL REPORT 2025

WHAT'S INSIDE THIS REPORT

01 02 03 04 05 06

CORPORATE OVERVIEW



- 02 About Us
- 03 Corporate Information
- 05 Corporate Structure
- 06 Corporate Milestones
- 08 Financial Highlights

01 02 03 04 05 06

LEADERSHIP PROFILE



- 10 Board of Directors' Profile
- 17 Key Senior Managements' Profile

01 02 03 04 05 06

STRATEGIC PERFORMANCE



- 21 Chairman's Statement
- 24 Management Discussion and Analysis
- 30 Sustainability Statement

01 02 03 04 05 06

ACCOUNTABILITY



- 67 Corporate Governance Overview Statement
- 78 Statement on Risk Management and Internal Control
- 81 Audit Committee Report
- 85 Additional Compliance Information
- 89 Directors' Responsibility Statement

01 02 03 04 05 06

FINANCIAL STATEMENTS



- 91 Directors' Report
- 100 Statement by Directors
- 100 Statutory Declaration
- 101 Independent Auditors' Report
- 105 Statements of Financial Position
- 107 Statements of Profit or Loss and Other Comprehensive Income
- 109 Statements of Changes in Equity
- 112 Statements of Cash Flows
- 114 Notes to the Financial Statements

01 02 03 04 05 06

ADDITIONAL INFORMATION



- 175 List of Properties
- 176 Analysis of Shareholdings
- 179 Analysis of Warrants A
- 181 Notice of Fifth Annual General Meeting Proxy Form

ABOUT US

THE SUCCESSFUL HISTORY OF MN HOLDINGS BERHAD (“MNHB”, “THE GROUP”) CAN BE TRACED BACK TO THE INCORPORATION OF MN UTILITIES ENGINEERING SDN BHD (“MNUE”) (FORMERLY KNOWN AS MUTU NUSANTARA SDN BHD) IN 2007 WHICH HAS BUILT ITS REPUTATION AS A COMPETENT SOLUTION PROVIDER FOR THE INFRASTRUCTURE UTILITIES CONSTRUCTION INDUSTRIES, ESPECIALLY WITH RESPECT TO THE POWER SECTOR IN MALAYSIA.



In 2012, the Group further expanded into substation engineering services and solutions and also provide maintenance works for electrical power system and components in substations through our subsidiary, MN Power Transmission Sdn Bhd (“MNPT”).

In 2022, following the listing of the Group on the ACE Market of Bursa Malaysia Securities Berhad, the Group significantly expanded its infrastructure utilities solution services by investing into two newly incorporated entities. The two new entities are MN Semantra Sdn Bhd (“MNS”), specialising in pipe jacking services, and MN O&G Sdn Bhd (“MNOG”) (formerly known as MN Moxtech Sdn Bhd), specialising in gas pipelines engineering services.

The Group is responsible for delivering engineering services and solutions, complete with the requisite machinery, skilled labor, and expertise, in the execution of projects it undertakes.

MNHB collaborates with globally recognized product manufacturers to distribute power control systems and substation components.

UNDERGROUND UTILITIES ENGINEERING SERVICES AND SOLUTIONS

Through MNUE, MNS and MNOG, we engage in the comprehensive process of procuring, supplying, delivering, installing, laying, constructing, testing, commissioning, inspecting, repairing, and maintaining underground utilities and product pipelines, which collectively comprise the essential components of utility systems for our valued customers.

SUBSTATION ENGINEERING SERVICES AND SOLUTIONS

We primarily offer substation engineering services and solutions to both private and public utilities companies within the power industry of Malaysia through MNPT.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dato' Sri Ir. Baharin Bin Din

Independent Non-Executive Chairman

Dato' Toh Eng Keat

Managing Director

Datuk Loy Siong Hay

Executive Director

Datuk Dang Siong Diang

Executive Director

Soh Eng Hooi

Independent Non-Executive Director

Pankajkumar A/L Bipinchandra

Independent Non-Executive Director

Kho Zhen Qi

Independent Non-Executive Director

AUDIT COMMITTEE

Chairperson

Soh Eng Hooi

Members

**Pankajkumar A/L
Bipinchandra
Kho Zhen Qi**

NOMINATING COMMITTEE

Chairperson

Kho Zhen Qi

Members

**Soh Eng Hooi
Pankajkumar A/L
Bipinchandra**

REMUNERATION COMMITTEE

Chairman

**Pankajkumar A/L
Bipinchandra**

Members

**Soh Eng Hooi
Kho Zhen Qi**

RISK MANAGEMENT COMMITTEE

Chairman

**Pankajkumar A/L
Bipinchandra**

Members

**Soh Eng Hooi
Kho Zhen Qi
Dato' Toh Eng Keat**

COMPANY SECRETARIES

TAN TONG LANG

(MAICSA 7045482)

(SSM PC No.: 202208000250)

LAU HOOI PIN

(MAICSA 7081620)

(SSM PC No. 202408000447)



CORPORATE INFORMATION
(CONT'D)

REGISTERED OFFICE

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
W.P. Kuala Lumpur
Tel : 03-9770 2200
Fax : 03-2201 7774
Email : boardroom@boardroom.com.my

**HEAD OFFICE/
PRINCIPAL PLACE OF BUSINESS**

F-07-01, Garden Shoppe One City
Jalan USJ 25/1B
47650 Subang Jaya
Selangor Darul Ehsan
Tel : 03-5115 0008
Fax : 03-5115 0018

AUDITORS

Messrs. Crowe Malaysia PLT
[Registration No. 201906000005
(LLP0018817-LCA) & AF 1018]
Level 16, Tower C, Megan Avenue II
12, Jalan Yap Kwan Seng
50450 Kuala Lumpur
W.P. Kuala Lumpur
Tel : 03-2788 9999

SHARE REGISTRAR

Aldpro Corporate Services Sdn Bhd
[Registration No. 202101043817 (1444117-M)]
B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur
W.P. Kuala Lumpur
Tel : 03-9770 2200
Fax : 03-2201 7774
Email : admin@aldpro.com.my

STOCK EXCHANGE LISTING

ACE Market of Bursa Malaysia Securities Berhad

Ordinary Shares

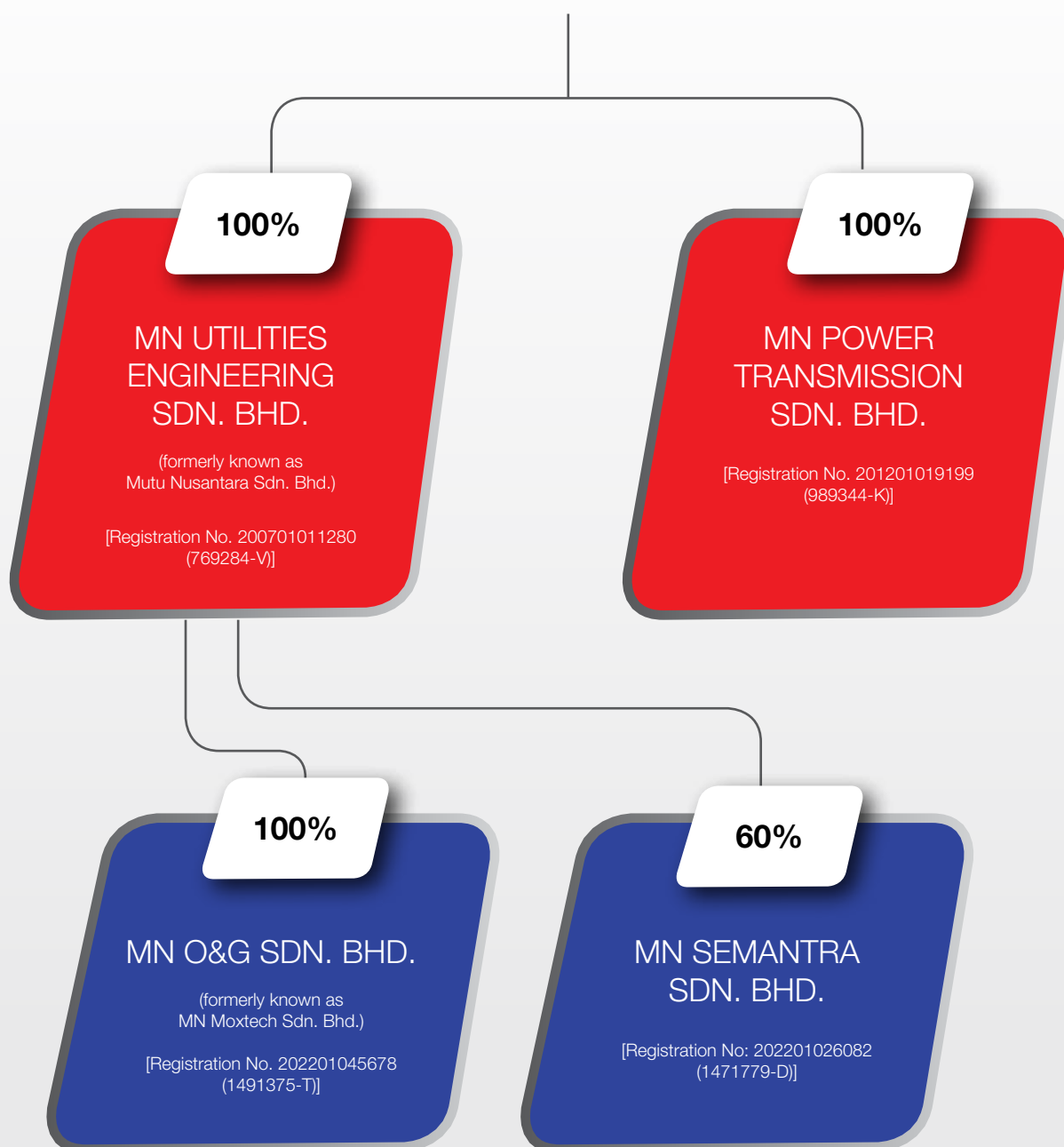
Stock Name : MNHLDG
Stock Code : 0245



CORPORATE
STRUCTURE**MN HOLDINGS BERHAD**

[Registration No.: 202001038774 (1395095-M)]

(Incorporated in Malaysia)



CORPORATE MILESTONE

2010

We completed our first underground utilities engineering services and solutions project with a contract value of RM2.70 million for the power sector in East Malaysia.

2011

We secured our first civil and cable works with a contract value of RM29,930 for the telecommunications sector.

2012

We relocated to our current business premises in Garden Shoppe One City, Subang Jaya, Selangor Darul Ehsan.

2013

MNUE was registered with MOF, thereby allowing us to supply materials and services to agencies under the Government of Malaysia.

MNUE secured first underground utilities microtunnelling project for the power sector with a contract value of RM2.80 million.

2014

MNUE was certified compliant to ISO 9001:2008 Quality Management Systems.

MNUE was registered as a G5 contractor under CIDB for the categories of Building (B) and Civil Engineering (CE).

MNUE secured its first major underground utilities engineering services and solutions project for the power sector in Peninsular Malaysia where 3 separate purchase orders with a cumulative purchase order value of RM5.20 million were awarded by customer, in which MNUE was required to undertake various infrastructure works according to the individual purchase orders during the year.

2015

MNUE was registered as a G5 contractor with TNB for the categories of Building (B) and Civil Engineering (CE).

MNPT was registered as a G3 contractor under CIDB for the categories of Building (B), Civil Engineering (CE) and Mechanical Engineering (ME).

2016

MNPT secured an EPC project in a joint venture with MNUE for the development of Pengerang substation with a cumulative contract value of RM3.20 million.

2017

Rentak Segar and Impiana Mahir appointed MNUE as their exclusive partner for underground utilities engineering services and solutions.

MNPT was appointed as the authorised representative and distributor of Lucy Zodian's range of street lighting cut out fuses in Malaysia.

MNUE's CIDB and TNB's contractor registrations were upgraded to G6 for the categories of Building (B), Civil Engineering (CE) and Mechanical Engineering (ME).

MNUE was certified compliant to ISO 9001:2015 Quality Management Systems.

2018

MNPT was registered with Energy Commission of Malaysia as an Electrical Contractor under Class C.

MNPT was registered with MOF, thereby allowing the company to supply materials and services to agencies under the Government of Malaysia.

MNPT was registered as a G3 contractor with TNB for the categories of Building (B) and Civil Engineering (CE) and Mechanical Engineering (ME).

MNUE secured its first individual underground utilities engineering services and solutions project for the power sector where 2 purchase orders with a cumulative purchase order value of RM12.70 million were awarded by the customer.

MNUE secured its first main switching station (Stesyen Suis Utama, "SSU") construction project with a contract value of RM1.40 million, for which the project execution and implementation was carried out by MNPT.

2019

MNUE obtained Sijil Perolehan Kerja Kerajaan (SPKK) as a G6 contractor from CIDB for the categories of Building (B), Civil Engineering (CE) and Mechanical Engineering (ME).

MNUE's CIDB and TNB's contractor registrations were upgraded to G7 for the categories of Building (B), Civil Engineering (CE) and Mechanical Engineering (ME).

MNUE's SPKK registration was upgraded to G7 for the categories of Building (B), Civil Engineering (CE) and Mechanical Engineering (ME).

MNPT's CIDB and TNB's contractor registrations were upgraded to G5 for the categories of Building (B), Civil Engineering (CE) and Mechanical Engineering (ME), save for low voltage installations which were registered under G2.

MNUE secured its largest underground utilities engineering services and solutions project from a private property developer with a contract value of RM13.60 million.

MNUE secured its first EPCC project for natural gas distribution system with a contract value of RM8.30 million.

MNPT secured a 2-year contract in a capacity of a sub-service provider to perform repair and maintenance works for SESB's substations with no fixed contract value where billings were based on services provided.

MNPT secured 2 LSS PV energy generating projects in a joint venture with Syarikat Mohamad Salin Sdn Bhd at total contract value of approximately RM52.90 million.

MNPT entered into a representation agreement with Lucy Asia Pacific and was appointed as the latter's representative to obtain sales of Lucy Electric's range of neutral disconnectors and cut-out fuses in Malaysia.

CORPORATE MILESTONE
(CONT'D)

2020

MNPT entered into a distribution agreement with Lucy Asia Pacific (which supersedes the prior agreement signed in 2019) and was appointed as the latter's distributor of Lucy Electric's range of neutral disconnectors in Malaysia.

2021

MNPT was appointed as the exclusive agent for Mehru Electrical & Mechanical Engineers (P) Ltd ("Mehru") for the supply of its instrument transformers products in Malaysia.

MNPT entered into a representative agreement with ZETEC International ("ZETEC"), a company acting as an exclusive agent of Mehru for the sales of instrument transformers in Malaysia. ZETEC has appointed MNPT as the exclusive agent for the sales and distribution of instrument transformers produced by Mehru in Malaysia.

MNPT's CIDB contractor registration was upgraded to G7 for the categories of Building (B), Civil Engineering (CE) and Mechanical Engineering (ME), save for low voltage installations which were registered under G2.

MNUE was registered with the Energy Commission of Malaysia as an Electrical Contractor under Class C.

2022

MNPT's Electrical Contractor registration with Energy Commission of Malaysia was upgraded to Class A. MN Holdings Berhad ("the Group", or "the Company") debuted on the Bursa Securities' ACE market on 28 April 2022.

2023

MNPT secured its largest substation project for replacement of PMU 132Kv Bayan Baru gas insulated substation in-situ with contract value of RM43.5 million.

MNPT entered into a Memorandum of Understanding with IPIE for collaboration in carrying out Operational Technology Cybersecurity projects in Malaysia.

Listing of 204,375,000 Bonus Issue of Warrants on ACE Market of Bursa Securities on 8 March 2023.

MNUE entered into a Memorandum of Understanding with DC-Science Co. Ltd. ("DCS") for collaboration to develop DCS first high performance data centre in Malaysia.

MNUE secured the Pilot Turnkey Project for construction of main distribution substation and related cable connection works for Distribution Network at a residential development project at Teluk Intan with contract value of RM40.1 million.

2024

MNUE secured its first project which contract sum exceeded RM50 million, for design, build and commissioning the high voltage horizontal directional drilling and cable bridge works for a data centre with contract sum of RM98 million.

MNPT successfully completed and commissioned 3 large scale solar projects and energised 2 substation projects for a data centre owner, with the operation and maintenance handover scheduled. The total contract value for these projects are RM72 million and RM45 million respectively.

MNPT was certified compliant to ISO 9001:2015 Quality Management System, ISO 14001:2015 Environmental Management Systems and ISO 45001:2018 Occupational Health & Safety Management Systems.

MNUE's Electrical Contractor registration with Energy Commission of Malaysia was upgraded to Class A. MNUE also certified compliant to ISO 14001:2015 Environmental Management Systems and ISO 45001:2018 Occupational Health & Safety Management Systems.

2025

MNPT secured its first project which contract sum exceeded RM100 million, for establish a 275kV consumer landing station ("CLS") and a 33/11kV Interim CLS for a data centre with contract sum of RM136.24 million.

MN Holdings' market capitalisation has, for the first time, exceeded RM500 million, in December 2024.

MNUE secured its first project which contract sum exceeded RM100 million, for design and build a high voltage Main Switching Station ("SSU") and consumer containerised SSU for a data centre with contract sum of RM162.59 million.

MNPT awarded by TNB Grid Division the Best Project Performance Award 2024.

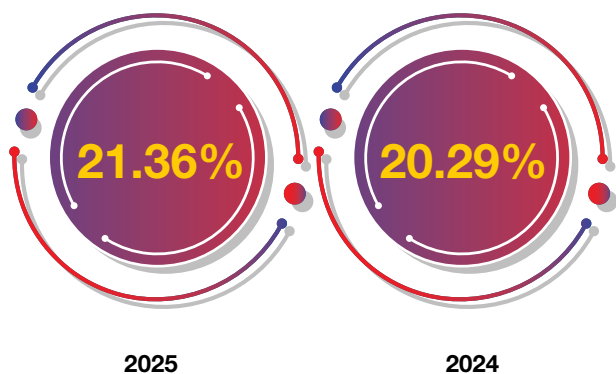
MNUE secured a contract for engineering, procurement and construction of the substation for a data centre with contract sum of RM180 million. Consequently, the Group's order book has, for the first time surpassed RM1 billion

FINANCIAL HIGHLIGHTS

		2021	2022	2023	2024	2025
Revenue	(RM'million)	115.200	104.003	164.453	256.175	540.449
Profit before tax	(RM'million)	10.537	8.219	13.184	24.716	68.501
Profit attributable to owners of the company	(RM'million)	8.129	5.528	9.502	16.910	47.747
Earnings before interest, taxes, depreciation and amortisation	(RM'million)	17.826	14.049	21.248	33.224	88.138
Share capital	(RM'million)	1.750	49.352	49.353	78.329	108.140
Shareholders funds	(RM'million)	39.248	61.428	71.085	118.354	194.645
Number of shares	(RM'million)	1.750	408.750	408.752	464.505	585.495
Net asset per share	(RM)	22.427	0.150	0.174	0.255	0.332

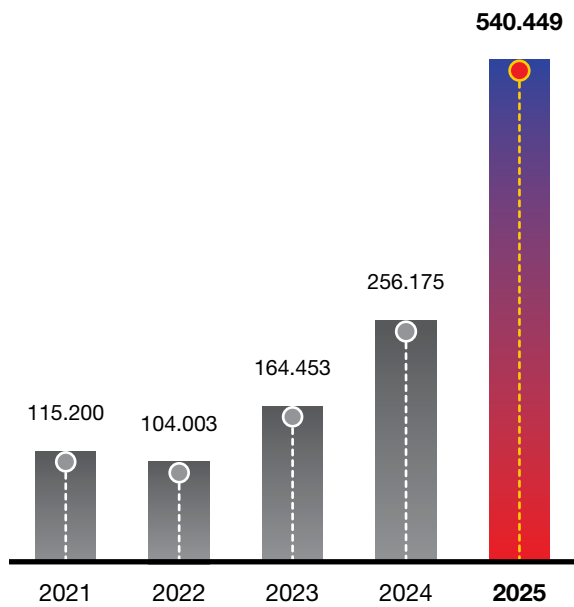
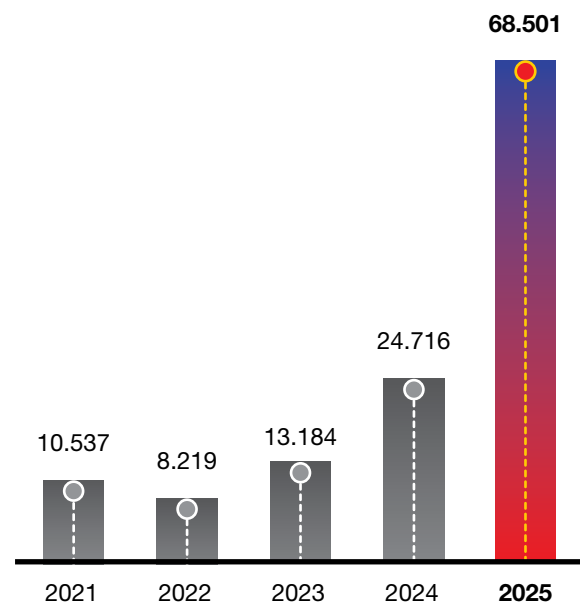
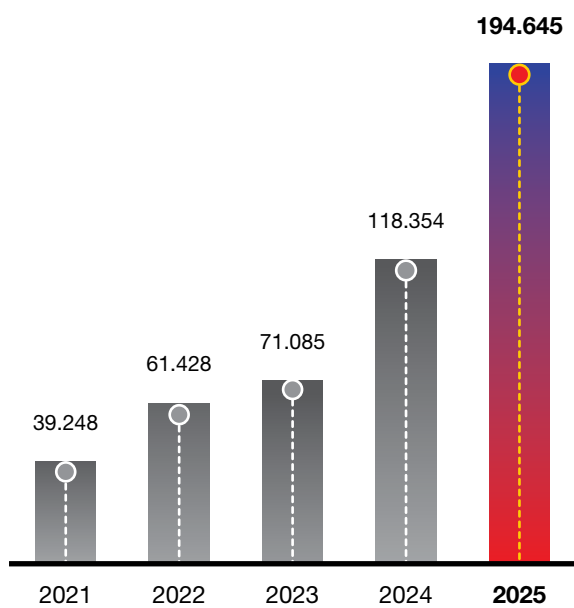
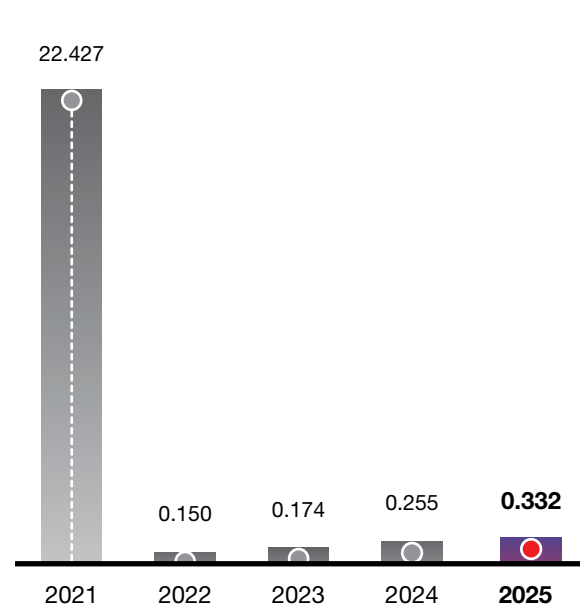
GROSS PROFIT MARGIN (%)

EBITDA (RM'million)



BASIC EPS (SEN)



FINANCIAL HIGHLIGHTS
(CONT'D)REVENUE
(RM'million)PROFIT BEFORE TAX
(RM'million)SHAREHOLDER FUNDS
(RM'million)NET ASSET PER SHARE
(RM)

BOARD OF DIRECTORS' PROFILE



**DATO' SRI IR. BAHARIN
BIN DIN**

Independent Non-Executive Chairman

Nationality

Malaysian

Aged

62

Gender

Male

Dato' Sri Ir. Baharin bin Din ("Dato' Sri Baharin"), a Malaysian, aged 62, is our Independent Non-Executive Chairman. He was appointed to our Board on 15 March 2024.

Dato' Sri Baharin obtained his Bachelor of Science (Electrical Engineering) from Syracuse University, New York, USA and Master of Business Administration (MBA) from Bond University, Australia - University Tenaga Nasional, Malaysia in 1985 and 2004 respectively. He is a Certified Professional Engineer of the Board of Engineers Malaysia (BEM) since 1993 and a Certified Competent Engineer and Certified Service Engineer of the Energy Commission Malaysia since 1996 and 2000 respectively. He is also a member of the Institution of Engineers Malaysia (IEM) since 1991.

Dato' Sri Baharin built his career in Tenaga Nasional Berhad ("TNB") of which he had served in various engineering and managerial positions within TNB, including Business Development, Network Maintenance, Network Planning, Construction Services, Metering Service and Engineering Services. Subsequently, he worked in the Ministry of Energy, Telecommunication and Post Malaysia and served as Director of Electrical Inspectorate Department, Sabah and Director of Electrical Inspectorate Department, Pahang for two (2) and a half year.

Dato' Sri Baharin then being appointed as the Managing Director of Sabah Electricity Sdn. Bhd. on 1 March 2007 which responsible for overall business and technical performance of the company and managed to address frequent electricity breakdown problems in Sabah by improving the States SAIDI supply reliability performance.

On 1 January 2012, he has appointed as the Vice President of the Distribution Division in TNB which responsible for the management of the division involving over 15,000 workforce strength. He then being promoted as the Chief Distribution Network Officer of TNB on 1 August 2018 which responsible for overall management of TNB Distribution Network nationwide covering 83,000 substations, with workforce strength of 11,200.

Dato' Sri Baharin has been appointed as Chief Executive Officer of TNB on 1 March 2021 which responsible for leading the TNB management team to drive TNB forward and also responsible for guiding TNB on its path toward the company's strategic aspiration to become a leading supplier of sustainable energy solutions in Malaysia and internationally. He had ceased his office as Chief Executive Officer of TNB on 29 February 2024 due to the expiry of his service tenure.

Presently, he does not hold any directorship in any other public companies and listed issuer.

He has no family relationship with any other Director and/or major shareholder of the Company, nor any conflict of interest, including any interest in a business that competes with the Company or its subsidiaries. However, details of the potential conflict of interest involving Dato' Sri Baharin are disclosed in the Audit Committee Report of this Annual Report.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(CONT'D)**DATO' TOH ENG KEAT**

Managing Director

Nationality

Malaysian*Member of Risk
Management Committee*

Age

50

Gender

Male

Dato' Toh Eng Keat, a Malaysian, aged 50, is our Managing Director. He was appointed to our Board as an Executive Director on 26 November 2020. He was re-designated to his present position as the Managing Director on 27 February 2024. He has spearheaded the business growth of our Group together with Datuk Loy Siong Hay and Datuk Dang Siong Diang. He is responsible for overseeing the strategic direction, operations and overall performance of the Group, particularly in the operations of MN Utilities Engineering Sdn Bhd (formerly known as Mutu Nusantara Sdn Bhd) ("MNUE") underground utilities engineering business. He is a member of our Risk Management Committee.

He graduated with a Bachelor of Science (Chemistry) from Universiti Kebangsaan Malaysia in 1999. Upon his graduation, he joined Prima Inter-Chem Sdn Bhd in 1999 as a Sales Executive where he was responsible for the marketing and sales of the company's food chemical products. In 2000, he left Prima Inter-Chem Sdn Bhd and joined B&G Intertrade Sdn Bhd as Marketing and Operations Executive where he supported the marketing and operations teams in promotional activities as well as daily sales operations. He then left B&G Intertrade Sdn Bhd and joined B&G World Sdn Bhd in 2004 as Marketing Manager, overseeing a team of sales personnel promoting the company's piping products. In 2006, he was transferred from B&G World Sdn Bhd to Best Ventures Sdn Bhd (known as B&G Concept Engineering Sdn Bhd) as Marketing Manager, where he was responsible for business development activities for underground utility projects. Subsequently, in 2007, he was promoted to Project Manager, where he was involved in overseeing underground utility projects.

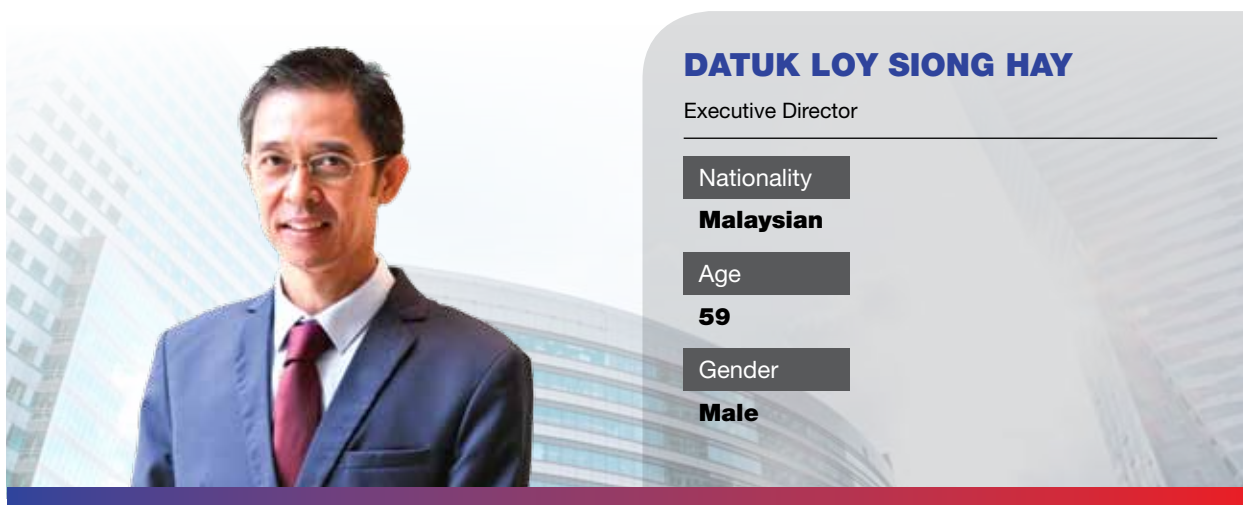
In 2008, he left Best Ventures Sdn Bhd (known as B&G Concept Engineering Sdn Bhd) and joined MNUE as a General Manager where he was involved in business development activities, overseeing daily operations as well as project management of the company's underground utilities construction projects. In 2010, he was appointed as an Executive Director of MNUE and subsequently in 2011, became a shareholder of MNUE. In his current role in MNUE, he is responsible for overseeing the operations of MNUE's underground utilities engineering business, as well as leading business development activities.

Presently, he does not hold any directorship in any other public companies and listed issuer.

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.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE (CONT'D)



Datuk Loy Siong Hay, a Malaysian, aged 59, is our Executive Director. He was appointed to our Board as Managing Director on 26 November 2020 and assumed his present position as an Executive Director on 27 February 2024. He has played a key role in the growth and development of our Group since acquiring MN Utilities Engineering Sdn Bhd (formerly known as Mutu Nusantara Sdn Bhd) ("MNUE") alongside Dato' Toh Eng Keat in 2012.

He has more than 27 years of working experience in the underground utilities industry. He graduated with a Bachelor of Engineering from the University of Malaya in 1992. Upon graduation, he joined L&M Corporation (M) Berhad in 1992 as a Structural Engineer where he was involved in projects relating to reinforced concrete structural repair and maintenance. He then joined Concrete Products Marketing Sdn Bhd as Marketing Engineer in 1993 where he was tasked to promote concrete products. He was then transferred to Concrete Products Marketing Sdn Bhd's parent company, Hume Industries (Malaysia) Berhad in the following year, where he was assigned to the position as Product Design Engineer in charge of concrete product design and production activities.

In 1996, he left Hume Industries (Malaysia) Berhad to join Mega Concrete Sdn Bhd as a Factory Manager and was responsible for setting up a concrete product plant, overseeing and managing daily production operations, including implementing systems that led to this concrete product plant being certified ISO 9002 compliant during his tenure at this company. In 1997, he left Mega Concrete Sdn Bhd and joined Mersing Construction & Engineering Sdn Bhd as a Project Manager and was tasked to manage the pipe jacking and HDD underground utility projects undertaken by the company. In the same year, he was promoted to the role of Project Director and continued to be responsible for the overall delivery of construction projects undertaken by the company. He was also appointed as an initial director of Guide Drill Sdn Bhd in a non-executive capacity. In 2002, he left Mersing Construction & Engineering Sdn Bhd and joined Guide Drill Sdn Bhd, where he became actively involved in the daily operations of the company as an executive director.

He left his executive role in Guide Drill Sdn Bhd and joined MNUE in 2007 as a General Manager, where he was involved in business development activities, overseeing daily operations as well as project management of the company's underground utilities construction projects. In 2012, he became a shareholder of MNUE and was appointed as Executive Director of MNUE in the following year.

Presently, he does not hold any directorship in any other public companies and listed issuer.

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.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(CONT'D)**DATUK DANG SIONG DIANG**

Executive Director

Nationality

Malaysian

Age

49

Gender

Male

Datuk Dang Siong Diang ("Datuk Dang"), a Malaysian, aged 49, is our Executive Director. He was appointed to our Board on 15 December 2020. He is responsible for managing and implementing our Group's business development plans and strategies, particularly in the operations of MN Power Transmission Sdn Bhd ("MNPT")'s substation engineering business.

He graduated with a Bachelor in Electronic and Electrical from the Robert Gordon University, Scotland in 1997.

He began his career upon graduation as a Sales and Services Engineer at ABB Malaysia Sdn Bhd in 1997 where he was involved in sales as well as after sales activities of power engineering products. In 2001, he left ABB Malaysia Sdn Bhd and joined YPN Electrical Engineering & Construction Sdn Bhd as Project Manager before being promoted to the role of Project Director in 2012. He was responsible for overseeing, managing and delivering electrical engineering projects undertaken by the company, including power engineering construction projects.

After leaving YPN Electrical Engineering & Construction Sdn Bhd, he joined MNPT as Managing Director in December 2012. As Managing Director of MNPT, he was involved in business development activities and manages day-to-day operations as well as project management of MNPT's substation engineering projects. Currently, as an Executive Director of the Group, he is responsible for overseeing the operations of MNPT's substation engineering business as well as leading business development activities.

Presently, he does not hold any directorship in any other public companies and listed issuer.

He has no family relationship with any other Director and/or major shareholder of the Company, nor any conflict of interest, including any interest in a business that competes with the Company or its subsidiaries. However, details of the potential conflict of interest involving Datuk Dang are disclosed in the Audit Committee Report of this Annual Report.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(CONT'D)


SOH ENG HOOI

Independent Non-Executive Director

Nationality	<i>Chairperson of Audit Committee</i>
Malaysian	<i>Member of Nominating Committee</i>
Age	<i>Member of Remuneration Committee</i>
55	<i>Member of Risk Management Committee</i>
Gender	
Female	

Soh Eng Hooi, a Malaysian, aged 55, is our Independent Non-Executive Director. She was appointed to our Board on 15 December 2020. She is the Chairperson of our Audit Committee, and a member of our Nominating Committee, Remuneration Committee and Risk Management Committee.

She graduated with a Bachelor of Accounting (Honours) from the University of Malaya in 1994. She has been a member of the Malaysian Institute of Certified Public Accountants since 27 June 1998 and a member of the Malaysian Institute of Accountants since 1 April 1999.

She began her career at Arthur Anderson & Co. Kuala Lumpur in 1994. Subsequently, she joined several professional services firms such as PricewaterhouseCoopers Zhong Tian CPAs, Co. Ltd. China, Axial Capital Sdn Bhd and Baker Tilly AC. She is now the founder partner of EH Soh & Partners.

Currently, she sits on the board of NuEnergy Holdings Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") as its Independent Non-Executive Director since 2018. She also sits on the board of Warisan TC Holdings Berhad, a company listed on the Main Market of Bursa Securities, as its Independent Non-Executive Director since 2020. In addition, she sits on the board of Geohan Corporation Berhad as its Independent Non-Executive Director since 26 May 2025, a company currently seeking a listing on the Main Market of Bursa Securities.

She does not have 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.

She has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon her by any relevant regulatory bodies for the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(CONT'D)**PANKAJKUMAR A/L
BIPINCHANDRA**

Independent Non-Executive Director

Nationality

Malaysian

Age

59

Gender

Male*Chairman of Risk
Management Committee**Chairman of Remuneration
Committee**Member of Nominating
Committee**Member of Audit Committee*

Pankajkumar A/L Bipinchandra, a Malaysian, aged 59, is our Independent Non-Executive Director. He was appointed to our Board on 15 December 2020. He is the Chairman of our Risk Management Committee and Remuneration Committee, and a member of our Nominating Committee and Audit Committee.

He graduated with a Bachelor in Accounting (Honours) from the University of Malaya in 1990. He then obtained his Masters in Business Administration (Finance) from the University of Malaya in 2014. He has been a member of the Institute of Corporate Directors Malaysia since 2 November 2018, a member of Financial Times Stock Exchange (FTSE) – Bursa Malaysia Industry Advisory Panel since December 2020 and a former member of FTSE Bursa Malaysia Index Advisory Committee between December 2008 and September 2021.

Upon graduation in 1990, he joined Nova Hopi (M) Sdn Bhd as an Accountant and Business Development Executive. He then left Nova Hopi (M) Sdn Bhd and joined OSK Research Sdn Bhd in 1996 as a Research Analyst before being promoted to the positions of Senior Analyst, Manager, Senior Manager and Assistant General Manager in 2000, 2001, 2002 and 2003 respectively. His last held position in OSK Research Sdn Bhd was Head of Research, a position to which he was promoted in 2004, where he was tasked to oversee the research activities undertaken and recommend investment strategies for clients of the company, develop articles for publication in the newspapers and manage a team of analysts undertaking company and sectorial research assignments. In 2005, he left OSK Research Sdn Bhd and joined Kurnia Insurans (Malaysia) Berhad (then wholly owned by Kurnia Asia Berhad, a company which was listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities")) as Chief Investment Officer, where he was responsible for managing the company's fixed income and equity portfolio, staff and agent housing loans as well as property investments. In addition, he was also involved in evaluating and presenting the overall economic and financial market assessments to the company's investment committee and board of directors, and participated in investor relation activities for Kurnia Asia Berhad. He was transferred to KSK Group Berhad (previously known as Kurnia Asia Berhad) in 2012 as Director, Head of Corporate Strategy & Investments where he was responsible for managing the company's investment portfolio, preparing reports for the company's investment committee and board of directors, as well as involved in developing growth strategies for the company's business.

Since leaving KSK Group Berhad in 2018, he has contributed articles on the economy, market and sectorial topics as well as on issues related to governance and ethics for the StarBiz under its "Inside Insight" column. He is also actively involved in providing Continuous Professional Education (CPE) classes, mainly for financial market participants as well as for industry associations and public listed organisations.

In August 2021, he was appointed as the Managing Director of Datametrics Research and Information Centre Sdn Bhd, a Malaysian-based think tank that undertakes research and advocacy on a diverse range of policy issues.

Currently, he sits on the board of OSK Ventures International Berhad, a company listed on the ACE Market of Bursa Securities as Independent Non-Executive Director since 18 April 2023. He also sits on the board of KUB Malaysia Berhad, a company listed on the Main Market of Bursa Securities, as its Independent Non-Executive Director since 26 November 2024.

He does not have 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.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2025.

BOARD OF DIRECTORS' PROFILE
(CONT'D)



KHO ZHEN QI

Independent Non-Executive Director

Nationality	Malaysian	Chairperson of Nominating Committee
Age	37	Member of Audit Committee
Gender	Female	Member of Remuneration Committee
		Member of Risk Management Committee

Kho Zhen Qi, a Malaysian, aged 37, is our Independent Non-Executive Director. She was appointed to our Board on 15 June 2021. She is the Chairperson of our Nominating Committee, and a member of our Audit Committee, Remuneration Committee and Risk Management Committee.

She graduated with Bachelor of Laws (Honours) from the University of Malaya in 2012. She then obtained her Master of Business Administration (with Distinction) from the University of Malaya in 2024. She was admitted as an advocate and solicitor of the High Court of Malaya in September 2013 and has been a registered member of the Malaysian Bar since December 2013.

In December 2013, she began her career at Justin Voon Chooi & Wing as a Legal Assistant, where she was tasked to assist in dispute resolution and general litigation matters. During her tenure with the firm, she had undertaken various dispute resolution cases, among others, including estate administration and management disputes, acting for foreign clients in relation to recovery of ownership and building construction contract disputes in both arbitration and litigation.

In April 2016, she left Justin Voon Chooi & Wing and joined Ng, Gan & Partners (previously known as Li Kian & Co) as a Partner. In her present capacity, she oversees the operations of the firm, and handles various disputes resolution matters including civil and commercial litigation, corporate and banking litigation, industrial relations and construction, as well as land-related litigations.

Currently, she sits on the board of West River Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") as its Independent Non-Executive Director since 1 November 2023. Besides, she sits on the board of Camaroe Berhad as its Independent Non-Executive Director since 17 April 2025, a company listed on the ACE Market of Bursa Securities.

She does not have 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.

She has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon her by any relevant regulatory bodies for the financial year ended 30 June 2025.

KEY SENIOR MANAGEMENTS' PROFILES

PANG CHIEN CHANG

Chief Financial Officer

Nationality

Malaysian

Age

37

Gender

Male

Pang Chien Chang, a Malaysian, aged 37, is our Chief Financial Officer. He is responsible for the overall finance and accounting functions of our Group.

He graduated with a Bachelor of Accounting from Multimedia University in 2010. He is a member of the Malaysian Institute of Accountants since 25 October 2016.

Upon graduation, he began his career in 2010 as an Audit Associate at SY Lim & Co. Chartered Accountants, where he participated in statutory audit assignments for clients of the firm. In 2012, he left SY Lim & Co. Chartered Accountants and joined Sekhar & Tan Chartered Accountants as Audit Senior Associate before being promoted to Assistant Manager in 2015. He was responsible in leading a team of auditors to undertake audit assignments for clients from various industries and was also responsible for staff resource planning as well as managing client communications. He subsequently left Sekhar & Tan Chartered Accountants and joined Target Precast Industries Sdn Bhd (a subsidiary of SK Target Group Limited) in January 2017 as Accounts & Finance Manager, where he oversaw all back-end operations including staffing, operational budget matters, prepared monthly and quarterly financial reports, and supervised internal and external audits. In January 2018, he left Target Precast Industries Sdn Bhd to join Herman Corporate Advisory Sdn Bhd as a Manager under the Corporate Finance Division, tasked to provide financial and business consulting services including assisting clients in preparing detailed analysis of financial information, monitoring internal control procedures and assessing business development opportunities. In September 2019, he left Herman Corporate Advisory Sdn Bhd and joined our Group as Financial Controller and he was subsequently re-designated as our Group's Chief Financial Officer in January 2021.

Presently, he does not hold any directorship in any other public companies and listed issuer.

He has no family relationship with any Directors 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.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2025.

KEY SENIOR MANAGERMENTS' PROFILES
(CONT'D)

TOH YENG YENG Sustainability Manager	<table border="1"> <tr> <th>Nationality</th> <th>Age</th> <th>Gender</th> </tr> <tr> <td>Malaysian</td> <td>40</td> <td>Female</td> </tr> </table>	Nationality	Age	Gender	Malaysian	40	Female
Nationality	Age	Gender					
Malaysian	40	Female					

Toh Yeng Yeng, a Malaysian, aged 40, is our Sustainability Manager. She joined our Group as a Contract Manager on 1 June 2018 which was responsible for drafting, evaluation and execution of contracts in which our Group enters, including financial monitoring and control of the contracts as well as ensuring health, safety and environmental compliance. She has been promoted to her present position on 24 October 2024 as the Sustainability Manager, and is responsible for overseeing various aspects related to risk management, sustainability practices, and regulatory compliance within the Group.

She graduated with a Bachelor of Science (Environment) from Universiti Putra Malaysia in 2007. She subsequently obtained a Master of Engineering (Safety, Health and Environment) from the University of Malaya in 2013. She also holds a certificate from The National Institute of Occupational Safety & Health (NIOSH) since 2008.

She began her career in 2008 as an Environment, Safety and Health Executive with O.Y.L. Manufacturing Company Sdn Bhd, where she was tasked with establishing, maintaining and improving environmental, safety and health management processes based on Occupational Health and Safety Assessment Series 18001 and ISO 14001 standards, as well as performing environmental, safety and health audits. She then left O.Y.L. Manufacturing Company Sdn Bhd and joined Technip Geoproduction (M) Sdn Bhd in 2010 as an Environmental Executive where she assisted in the preparation of project health, safety and environment plans, and its subsequent implementation, as well as training for employees. In 2016, she left Technip Geoproduction (M) Sdn Bhd and joined NS BlueScope Lysaght Malaysia Sdn Bhd as Health, Safety, Environment and Quality Professional, responsible for ensuring the company's compliance with local health, safety, environment and quality requirements. She left NS BlueScope Lysaght Malaysia Sdn Bhd and joined our Group as Senior Contract and Commercial Executive in 2018, prior to being promoted to Contract Manager in January 2021. On 1 October 2023, she has been re-designated as Head of Corporate Administrative, who incharge of administrative functions of the Group, as well as compliance issue regulations related to administrative functions.

Presently, she does not hold directorship in any other public companies and listed issuer.

She is the younger sister of our Managing Director, Dato' Toh Eng Keat. She does not have any conflict of interest or potential conflict of interest, including interest in any competing business with the Company or its subsidiaries.

She has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon her by any relevant regulatory bodies for the financial year ended 30 June 2025.

KEY SENIOR MANAGERMENTS' PROFILES
(CONT'D)

MUHAMMAD FAIZUL BIN KOYAMANI @ HASSAN Project Director – Operation (Substation)	Nationality Malaysian	Age 35	Gender Male
---	---------------------------------	------------------	-----------------------

Muhammad Faizul Bin Koyamani @ Hassan, a Malaysian, aged 35, is our Project Director – Operation in the Substation division. He oversees a range of crucial responsibilities, including project management, coordination, planning, project budgeting, installation, testing, commissioning, and safety management. He is also actively involved in client meetings, interactions with OEMs (Original Equipment Manufacturers), suppliers, and regulatory authorities. Additionally, he takes charge of preparing and submitting drawings to clients for approval.

He holds a Bachelor's Degree in Power Electrical Engineering, which he obtained from Universiti Tun Hussein Onn Malaysia in 2013.

He began his career in 2011 as a machine operator, where he was responsible for handling machinery at Ohta Precision (M) Sdn Bhd. In 2013, he joined T&T Inspection and Engineering Sdn Bhd as an Engineering Assistant, focusing on preparing inspection reports. His duties included conducting thermographic and ultrasound inspections, as well as partial discharge location assessments on switchgears, transformers, and overhead line cables. Subsequently, he moved to Magna Core Engineering Sdn Bhd, a fire protection company, as a Site/Project Engineer. In this role, he monitored site progress to ensure adherence to schedules, prepared shop drawings, and handled quantity assessments for various projects.

In 2014, he joined MN Power Transmission Sdn Bhd as a Senior Project Manager and was later promoted to the role of Project Director – Operation on 1 October 2023. In this capacity, he oversees the Substation Operation division, which include project execution and implementation and reports directly to the Executive Directors of the Company.

Presently, he does not hold any directorship in any other public companies and listed issuer.

He has no family relationship with any Directors 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.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2025.

KEY SENIOR MANagements' PROFILES
(CONT'D)

WONG SIU HAO Project Director – Service (Substation)	Nationality Malaysian	Age 52	Gender Male
--	---------------------------------	------------------	-----------------------

Wong Siu Hao, a Malaysian, aged 52, is our Project Director – Service for Substation division. He oversees the coordination of service and maintenance work for high-voltage (HV) equipment, including transformers and circuit breakers. His responsibilities also encompass active participation in tender processes, support for specialist work related to Gas Insulated Switchgear (GIS) erection, installation, testing, and commissioning across various locations, as well as the maintenance, overhaul, and installation of HV circuit breakers at substations.

He graduated from ITP College Kuala Lumpur and hold a Diploma in Electrical and Electronic Engineering in 1994.

He began his career in 1994 as a Testing and Commissioning Technical Assistant. In 1996, he joined ABB Malaysia Sdn Bhd as Technical Assistant/Site Supervisor and responsible for erection, testing and commissioning for Main Intake substation for several projects. He also supervised and assisted in Substation works, including erection, installation, testing, and commissioning. In 2010, he left ABB Malaysia Sdn Bhd and joined YPN Electrical Engineering & Construction Sdn Bhd and responsible for supervising online filtration, service and maintenance, and circuit breaker installation. His career progression led him to assume the role of Project Manager at MN Power Transmission Sdn Bhd in 2015, and later promoted to the role of Project Director – Services on 1 October 2023.

Presently, he does not hold any directorship in any other public companies and listed issuer.

He has no family relationship with any Directors 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.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 30 June 2025.

CHAIRMAN'S
STATEMENT

CHAIRMAN'S STATEMENT

OUR UNWAVERING COMMITMENT TO INTEGRITY, PROFESSIONALISM, AND EXCELLENCE CONTINUES TO DEFINE MN HOLDINGS BERHAD ("MN HOLDINGS" OR "THE GROUP") AS A TRUSTED AND PROGRESSIVE LEADER IN MALAYSIA'S INFRASTRUCTURE UTILITIES CONSTRUCTION SECTOR. GUIDED BY THESE ENDURING VALUES, WE HAVE EXPANDED OUR COMPETENCIES AND OPERATIONAL CAPACITY IN STEP WITH THE NATION'S RAPID ENERGY TRANSITION AND DIGITALISATION AGENDA, POSITIONING THE GROUP AT THE FOREFRONT OF MALAYSIA'S EVOLVING INFRASTRUCTURE LANDSCAPE.

**Dato' Sri Ir. Baharin bin Din**

Independent Non-Executive Chairman

CHAIRMAN'S STATEMENT
(CONT'D)

Through strategic investments in technology, engineering expertise, and executional efficiency, MN Holdings has continued to strengthen its competitive edge and market presence. These efforts ensure that we remain a key enabler in the development and maintenance of Malaysia's critical utilities backbone, supporting sustainable value creation for our shareholders and dynamic nation building.

On this positive note, and on behalf of the Board of Directors, it is my pleasure to present to you the Annual Report and Audited Financial Statements of MN Holdings Berhad and its Group of Companies for the financial year ended 30 June 2025 ("FY2025").

Driving Sustained Growth and Building on a Strong Foundation

FY2025 was a pivotal year for MN Holdings. Despite global uncertainties, the Group achieved its strongest financial performance to date, a testament to our operational resilience and strong project execution capabilities.

For the year under review, MN Holdings achieved a record revenue of RM540.45 million, representing more than a two-fold increase compared to RM256.18 million in the previous financial year. Consequently, the Group's profit before tax rose RM68.50 million, reflecting an increase of RM43.78 million or 177% compared to the RM24.72 million recorded in the previous corresponding period. This strong performance clearly underscores the robustness of our business model as well as the Group's commitment to delivering excellence in the energy and utilities infrastructure space.

In tandem with our outstanding financial performance and the Group's continued commitment to reward the trust of our loyal and valued shareholders, MN Holdings has declared two interim single-tier dividends for FY2025.

On 25 November 2024, the Company announced an interim single-tier dividend of 0.15 sen per ordinary share, amounting to RM0.74 million, paid on 22 January 2025. This was followed by a second interim single-tier dividend of 0.10 sen per ordinary share, amounting to RM0.58 million, paid on 10 July 2025.

These distributions reflect a balanced approach between rewarding shareholders and reinvesting for future growth, as MN Holdings continues to expand its role in Malaysia's utilities and infrastructure ecosystem.

A more thorough review of our performance and strategic plans moving forward are detailed in the Management Discussion and Analysis section of this Annual Report.

Navigating a Dynamic Operating Landscape

Malaysia's continued emphasis on strengthening its power distribution networks, renewable energy capacity, and digital infrastructure has created a highly favourable environment for MN Holdings Berhad. The rollout of the National Energy Transition Roadmap (NETR), which is aimed at accelerating the shift towards cleaner and more efficient energy systems, has opened new opportunities in grid modernisation, renewable energy integration, and substation enhancement projects.

As an established engineering solutions provider with proven capabilities in these domains, MN Holdings is well-positioned to support Malaysia's transition to a more sustainable and resilient energy future.

In parallel, Malaysia is fast becoming a regional hub for hyperscale data centres, driven by the growth of artificial intelligence (AI), cloud computing, and digital connectivity. This surge in investment has amplified demand for robust underground utilities, high-capacity power supply, and substation infrastructure, areas where MN Holdings continues to play a critical role. The Group's expertise in underground engineering services and engineering, procurement, construction and commissioning (EPCC) for substation engineering services has enabled us to meet the high technical standards and reliability expectations required by global data centre operators.

Our core business segments, namely underground utilities engineering and substation engineering, remain the backbone of the Group's revenue base. In FY2025, MN Holdings successfully executed several large-scale projects, including solar energy developments under the LSS programme, high-voltage substation construction, and data centre power connection works for both public utilities and private sector clients.

FY2025 was also marked by new milestones across our subsidiaries. MNUE and MNPT continued to drive the Group's growth through large-scale contracts in renewable energy, data centre utilities, and natural gas distribution systems.

Meanwhile, our newer subsidiaries — MNS and MNOG — have begun to contribute meaningfully through their specialised services in pipe jacking as well as gas pipeline services.

Strategic Developments and Growth Outlook

Malaysia's infrastructure investment momentum, particularly in utilities, power distribution, and urban expansion, continues to augur well for the Group. Increased allocation by Tenaga Nasional Berhad (TNB) and private developers toward grid expansion, reliability enhancement, and electrification of new industrial zones has provided a robust project pipeline that aligns closely with MN Holdings' technical strengths and growth strategy.

(Source: <https://www.malaymail.com/news/malaysia/2025/06/16/tnb-to-invest-rm43b-in-ai-driven-grid-upgrade-with-battery-storage-says-pm-anwar/180584>)

With these positive developments, the Group remains confident that the ongoing wave of energy transition and digital infrastructure investments will continue to drive strong demand for our engineering solutions, positioning MN Holdings as a trusted and long-term partner in Malaysia's national development agenda.

Looking ahead, the Group remains focused on expanding its presence in Malaysia's fast-evolving energy and utilities ecosystem, including opportunities arising from the National Energy Transition Roadmap (NETR) and the growing data centre sector.

We believe these trends will continue to augur well for our long-term growth trajectory and position MN Holdings as a key partner in enabling Malaysia's sustainable infrastructure ambitions.

Commitment to Sustainability and Governance

At MN Holdings, sustainability is embedded in the way we operate and grow. We recognise that lasting success depends on creating value not just for shareholders, but also for our employees, communities, and the environment. Guided by this belief, we continue to integrate sustainable practices into every aspect of our business.

Our approach is anchored on the EESG (Economic, Environment, Social and Governance) pillars. Under the Economic pillar, we remain focused on sustainable growth, sound financial discipline, and building local engineering capacity. Environmentally, we strive to minimise our footprint through efficient resource management, strict compliance, and ongoing efforts to enhance energy efficiency across our operations.

Socially, we prioritise the well-being, safety, and development of our employees. Our strong safety culture and continuous training programmes ensure

that all our worksites operate with the highest standards of occupational health and safety. On the Governance front, the Board and its committees continue to uphold principles of integrity, transparency, and accountability, supported by robust internal controls and risk management practices.

Our commitment to excellence is reinforced by our international certifications, namely ISO 9001:2015 (Quality Management), ISO 14001:2015 (Environmental Management), and ISO 45001:2018 (Occupational Health & Safety Management), which reflect our adherence to world-class standards and operational best practices.

As we progress, MN Holdings remains dedicated to driving growth responsibly, strengthening stakeholder trust, and contributing to Malaysia's sustainable infrastructure development. We are pleased to share with you the details of our goals and initiatives in the Sustainability Statement of this Annual Report.

Acknowledgment and Appreciation

On behalf of the Board, I would like to express my deepest appreciation to my fellow Board members for their invaluable guidance, commitment, and oversight throughout the year. Their collective experience and insight have been instrumental in steering MN Holdings Berhad towards continued growth and good governance.

I would also like to extend my sincere gratitude to our management team and employees for their unwavering dedication, professionalism, and teamwork. Your continued pursuit of excellence, even in the face of evolving challenges, has been the driving force behind our success and reputation as a trusted infrastructure and utilities partner.

To our valued clients and customers, thank you for your confidence and continued collaboration. Your trust in our capabilities motivates us to innovate and deliver high-quality engineering solutions that meet Malaysia's growing infrastructure needs.

We also wish to acknowledge the support of our shareholders, business partners, and regulators, whose confidence and guidance have enabled us to uphold the highest standards of performance, integrity, and compliance.

Terima kasih.

Dato' Sri Ir. Baharin bin Din
Independent Non-Executive Chairman
MN Holdings Berhad

MANAGEMENT DISCUSSION AND ANALYSIS

FY2025 WAS A YEAR OF SOLID PROGRESS FOR MN HOLDINGS BERHAD AS WE CONTINUED TO STRENGTHEN OUR OPERATIONAL FOUNDATIONS AND DELIVER CONSISTENT GROWTH ACROSS OUR KEY BUSINESS SEGMENTS. THE GROUP HAS REMAINED FOCUSED ON BUILDING ON SYNERGIES BETWEEN ITS CORE BUSINESSES - UNDERGROUND UTILITIES AND SUBSTATION ENGINEERING – TO POSITION ITSELF AS MALAYSIA'S LEADING SOLUTION PROVIDER FOR THE INFRASTRUCTURE AND UTILITIES CONSTRUCTION INDUSTRIES.

This Management Discussion and Analysis ("MD&A") presents the management's review of MN Holdings Berhad's operational and financial performance for the financial year ended 30 June 2025 ("FY2025"). We trust that this MD&A will provide our valued shareholders with meaningful insights into the Group's performance, strategies, and outlook for the year ahead.

Business Overview

MN Holdings Berhad ("MN Holdings" or "the Group") is a Malaysian engineering and infrastructure solutions provider. Established through its flagship subsidiary MNUE in 2007, and further enhanced by the incorporation of MNPT in 2012, the Group has grown into a trusted partner in delivering complex, large-scale projects for Malaysia's power, telecommunication, and utilities sectors.

The Group's expertise is anchored in two main business segments, namely Underground Utilities Engineering Services and Substation Engineering Services. Through its subsidiaries — MNUE, MNPT, MNS, and MNOG, MN Holdings provides end-to-end engineering solutions encompassing the design, construction, installation, testing, and commissioning of underground utility networks, high-voltage substations, and related infrastructure systems.

Since its listing on the ACE Market of Bursa Malaysia Securities Berhad on 28 April 2022, MN Holdings has accelerated its business expansion and strengthened its market position through the successful execution of high-value projects across Malaysia.

The Group's portfolio includes engineering and EPCC works for power transmission and distribution networks, large-scale solar ("LSS") Interconnection Facilities' installations, and data centre infrastructure, serving both public utilities and private developers.

Supported by a skilled workforce and specialised machinery, MN Holdings also forms strategic relationships with international manufacturers to further enhance the Group's ability to deliver advanced engineering solutions that meet global standards of reliability, safety, and efficiency.

With contractor registrations to G7 under both the Construction Industry Development Board and Tenaga Nasional Berhad, MN Holdings is qualified to undertake high-value infrastructure projects nationwide. The Group's operations are further supported by its ISO-certified management systems for quality, environmental, and occupational safety, reinforcing its commitment to excellence and sustainable project delivery.

Through continuous innovation, operational discipline, and a focus on technical competency, MN Holdings remains well-positioned to capture new opportunities in Malaysia's growing energy transition and infrastructure modernisation landscape.

Analysis of Financial Results

For FY2025, MN Holdings recorded another year of strong financial performance, underpinned by solid project execution and broad-based growth across both its underground utilities and substation engineering divisions.

The Group's revenue surged by 110% to RM540.45 million compared to RM256.18 million in the previous financial year. This sharp increase was mainly driven by higher construction progress from ongoing projects secured in FY2024 and the successful commencement of several large-scale contracts in FY2025. Key revenue contributors during the year included high-voltage underground cable works for data centre developments, high-voltage consumer landing stations or substations for data centres, large-scale solar (LSS PV) projects, and also expansion of projects for natural gas distribution systems, as well as water sewerage projects.

Gross profit increased more than two-fold to RM115.43 million (FY2024: RM51.98 million), reflecting a gross profit margin of approximately 21.4% (FY2024: 20.3%), which was broadly stable despite higher project volumes. The improved profitability was attributed to better cost management, efficient resource utilisation, and a greater share of higher-margin engineering projects executed under the substation division.

Profit before tax (PBT) rose sharply by 177% to RM68.50 million from RM24.72 million a year earlier, while profit after tax (PAT) jumped to RM48.23 million (FY2024: RM17.16 million). The stronger bottom line was supported by the higher revenue base and operational efficiencies, partially offset by increased impairment allowances and administrative expenses associated with the Group's rapid business expansion.

Administrative expenses grew to RM28.89 million (FY2024: RM21.25 million), mainly due to higher staff costs, project-related professional fees, and other corporate expenses following the Group's enlarged operations and workforce.

The Group also recognised net impairment loss on financial assets and contract assets amounting to RM14.02 million, primarily arising from prudent provisioning for contract receivables in line with MFRS 9 requirements.

Finance costs increased marginally to RM1.73 million (FY2024: RM1.41 million) despite the Group's larger project portfolio. This is reflective of efficient capital management and lower reliance on external borrowings. The Group continued to maintain a conservative gearing profile, with total loans and borrowings reduced to RM9.85 million as at 30 June 2025 (FY2024: RM20.42 million).

Shareholders' equity expanded substantially by 64% to RM194.65 million (FY2024: RM118.35 million), attributable to profit retention, new share issuances through the Employees' Share Option Scheme (ESOS) and the conversion of warrants. Correspondingly, net assets per share increased to RM0.33 (FY2024: RM0.25). The Group also declared a dividend of RM1.33 million, reflecting its commitment to deliver sustainable returns to shareholders while balancing reinvestment for growth.

From a liquidity standpoint, MN Holdings' cash and cash equivalents stood at RM89.14 million as at 30 June 2025, up significantly from RM35.04 million in the previous year. This improvement was primarily due to strong operating cash flows generated from project billings and effective working capital management.

Overall, FY2025 marked a record year for MN Holdings in terms of scale, profitability, and balance sheet strength. The robust performance not only reflects the Group's solid project pipeline and operational resilience but also validates its strategic expansion into high-growth infrastructure segments such as renewable energy, data centres, and utility system modernisation.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

Key projects secured in FY2025

	Client	Scope	Contract Value	Highlights
1	Data Centre A	Construction of a 275kV Customer Landing Station	RM136.24m	1st contract which exceed RM100m per individual contract
2	TNB	Extension work for Battery Energy Storage System Interconnection Facilities	RM63.00m	1st contract which which related to BEES
3	Data Centre B	Construction of high voltage Main Switching Station	RM162.59m	2nd contract exceed RM100m; diversification of DC customer
4	Data Centre C	Construction of new 275kV/33kV substation	RM168.88m	3rd contract exceed RM100m; diversification of DC customer
5	TNB	Establishment of new 275kV transmission main intake Kenyir substation	RM137.80m	1st contract from TNB which exceed RM100m per contract
6	Data Centre D	EPC of a substation	RM180.00m	4th contract exceed RM100m; diversification of DC customer

Note: MN Holdings aims to leverage its track record and capabilities to secure more high-value contracts exceeding RM100 million per individual contact.

Review of Operations

Underground Utilities Engineering Services

The Underground Utilities Engineering Services segment, carried out by MNUE, MNS and MNOG, focuses on the design, installation, and construction of underground pipeline and cable systems, micro-tunnelling, pipe jacking, and gas distribution networks.

For the FY2025, this segment generated RM180.07 million, contributing approximately 33% of total Group revenue of RM540.45 million. This represents an increase of RM59.06 million or 49% compared to RM121.01 million in the previous financial year.

Performance during the year was supported by stable progress billings, strong operational discipline, and effective cost management. Gross profit margins were sustained through improved project coordination, a streamlined procurement process, and efficient resource deployment.

The division also benefited from repeat orders and recurring contracts. Its order book remains healthy heading into FY2026, with a diversified mix of energy, telecommunication, and property-related projects across Peninsular Malaysia.

Substation Engineering Services

The Substation Engineering Services segment, majority undertaken by MNPT, was the Group's largest revenue contributor in FY2025. This division undertakes engineering, procurement, construction, and commissioning (EPCC) works for power substations and transmission systems, serving utility clients such as Tenaga Nasional Berhad (TNB) as well as private renewable energy developers and data centre developers.

During the year, this segment delivered an exceptional performance, contributing RM360.38 million, or approximately 67% of total Group revenue — a substantial increase compared to RM135.17 million in FY2024. The growth was primarily attributed to accelerated progress from multiple large-scale projects, including:

- completion of several Large-Scale Solar (LSS PV) projects;
- significant progress for several high-voltage substation works for major data centre clients; and
- ongoing power infrastructure enhancement contracts across Peninsular Malaysia.

Anticipated and Known Risks

1. Dependence on Major Clients

MN Holdings' revenue is largely derived from contracts awarded by a limited number of recurring clients in the utilities and energy sectors, including Tenaga Nasional Berhad (TNB), Gas Malaysia, and other government-linked or private infrastructure developers. The concentration of projects among these clients exposes the Group to fluctuations in contract availability or potential delays in project rollouts.

To mitigate this, MN Holdings actively pursues client diversification through expanding its project portfolio into data centre infrastructure and renewable energy. The Group also maintains long-standing relationships with key clients by consistently delivering projects on time and in accordance with stringent quality and safety standards.

2. Dependence on Skilled Labour and Subcontractors

MN Holdings relies on a combination of in-house skilled personnel and subcontractors to execute specialised civil, electrical, and engineering works. Any shortage of qualified labour, escalation in labour costs, or failure by subcontractors to perform may disrupt project timelines.

The Group mitigates this through a structured workforce planning approach and continuous training initiatives to upskill its technical team. It also maintains an approved panel of qualified subcontractors and suppliers, ensuring resource redundancy for critical work packages.

3. Supply Chain and Material Price Fluctuation

The availability and pricing of construction materials—such as cables, steel, concrete, and electrical components—are subject to market volatility and global supply chain constraints. Significant price escalation or shortage of key materials could affect project margins.

MN Holdings addresses this by maintaining multiple supplier relationships, negotiating bulk purchase agreements where possible, and incorporating price variation clauses in contracts to safeguard against extreme cost fluctuations. The Group's procurement department continuously monitors supplier performance and material lead times to mitigate potential disruptions.

4. Regulatory and Compliance Risks

The Group operates within a highly regulated environment, requiring compliance with the Construction Industry Development Board (CIDB), Energy Commission (Suruhanjaya Tenaga), and Tenaga Nasional Berhad (TNB) contractor certification frameworks.

Any non-compliance or revocation of certifications such as G7 registration or Class A Electrical Contractor status could restrict project eligibility and revenue generation.

MN Holdings mitigates this risk through a dedicated compliance and safety team that ensures adherence to all statutory requirements, technical standards, and environmental regulations. Periodic audits, internal training, and continuous engagement with regulatory authorities form part of this governance process.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

5. Health, Safety, and Environmental Risks

Given the nature of its engineering activities, MN Holdings is exposed to occupational health, safety, and environmental risks, including workplace incidents, equipment failure, or environmental contamination.

The Group places strong emphasis on safety culture across all project sites. It adopts internationally recognised management systems—ISO 45001 (Occupational Health and Safety) and ISO 14001 (Environmental Management)—to ensure safe work practices, periodic safety audits, and effective environmental protection measures. Continuous employee training and site inspections further reinforce compliance with safety standards.

6. Cybersecurity and Information Risk

With the growing reliance on digital project management tools and data systems, MN Holdings recognises the rising threat of cybersecurity breaches, data loss, or unauthorised access to proprietary information.

The Group continues to strengthen its IT governance and cybersecurity measures, including firewall protection, multi-level authentication, and regular system vulnerability assessments. Staff awareness training and secure data backup protocols are also in place to ensure business continuity.

7. Environmental and Climate Risks

As Malaysia advances its sustainability agenda, environmental regulations and climate-related risks such as flooding and extreme weather events may disrupt project sites or increase compliance costs.

MN Holdings integrates sustainability principles into its project design and execution, ensuring that construction methods minimise ecological impact. The Group also participates in renewable energy and green infrastructure projects aligned with the nation's low-carbon transition goals.

MN Holdings remains vigilant in identifying, assessing, and managing material risks that could affect its operations and financial performance. The Group's established risk management framework—overseen by the Risk Management Committee—ensures that mitigation strategies are continuously refined, fostering operational resilience and sustainable long-term growth.

Prospects and Outlook

MN Holdings' prospects are underpinned by its healthy order book exceeding RM1.1 billion, which provides strong revenue visibility for the next two to three years. The bulk of this order book stems from large-scale infrastructure projects in the power, renewable energy, and data centre segments, which remain key growth areas for the Group. Potential contracts for high-voltage substation and underground utilities works for data centre developments, as well as new tenders for Large-Scale Solar (LSS) programmes, are expected to anchor the Group's performance going forward.

The Group is also expected to benefit from Tenaga Nasional Berhad's (TNB) accelerated grid investment programme, which is estimated at approximately RM43 billion, in order to incorporate artificial intelligence and battery energy storage systems to build greater resilience and flexibility for the future.

[Source: <https://www.thestar.com.my/business/business-news/2025/06/16/anwar-tnb-earmarks-rm43bil-to-upgrade-national-grid-with-ai-battery-storage-systems>]

MANAGEMENT DISCUSSION AND ANALYSIS
(CONT'D)

This long-term capital expenditure pipeline will create ample opportunities for contractors with proven high-voltage engineering capabilities such as MN Holdings, particularly in the areas of grid reinforcement, substation upgrading, and transmission infrastructure. In addition, the Government's continued focus on renewable energy, data centre infrastructure, and green industrial growth under the 12th and upcoming 13th Malaysia Plans (RMK-12 and RMK-13) aligns directly with MN Holdings' core competencies and project portfolio.

MN Holdings' experience in underground cable works, high-voltage installations, and EPCC contracts for hyperscale clients places it in an advantageous position to capture repeat and new orders from global technology providers expanding their presence in Malaysia.

Moving forward, MN Holdings is steadily extending its capabilities beyond traditional oil, gas and energy generation sectors. The Group is able to leverage its unique synergies between its substation and underground utilities engineering solutions to strengthen its position as a trusted, one-stop engineering partner for both public and private sector clients.

In the near term, the Group remains cautiously optimistic amid global economic uncertainties and potential cost pressures from materials and labour. However, its diversified project portfolio, disciplined cost management framework, and experienced project teams are expected to sustain operational efficiency and profitability. The Group's continued investment in automation, safety, and technical training will further improve execution capabilities and long-term competitiveness.

Overall, MN Holdings' outlook for FY2026 and beyond remains positive. With a strong order book, stable financial footing, and expanding market presence, MN Holdings is confident of delivering sustainable growth and long-term value creation for its shareholders and stakeholders.

SUSTAINABILITY STATEMENT

ABOUT THIS SUSTAINABILITY STATEMENT

MN Holdings Berhad (“MN Holdings” or “the Group”) is pleased to present its Sustainability Statement for the financial year ended 30 June 2025 (“FY2025”), outlining the Group’s performance, commitments, and continuous improvement efforts. This Report outlines the Group’s sustainability performance, progress, and commitments in advancing responsible business practices across its operations. It demonstrates the Group’s ongoing efforts to integrate Economic, Environmental, Social and Governance (EESG) considerations into strategic decision-making, enterprise risk management, and day-to-day operations.

The Report provides a transparent and balanced overview of key sustainability initiatives, material risks and opportunities, and forward-looking action plans formulated in response to evolving stakeholder expectations and regulatory developments. It should be read in conjunction with the Group’s FY2025 Annual Report to gain a comprehensive understanding of how sustainability is integrated within MN Holdings’ overall business strategy and performance.

Reporting Period, Scope and Boundary

This Sustainability Statement covers the operations of MN Holdings Berhad (“MN Holdings” or “the Group”) and its subsidiaries for the financial year ended 30 June 2025 (“FY2025”).

The reporting scope encompasses the Group’s principal business operations and facilities located in Malaysia, which include:

- MN Holdings Berhad - MNHB
- MN Utilities Engineering Sdn Bhd - MNUE (f.k.a. Mutu Nusantara Sdn Bhd)
- MN Power Transmission Sdn Bhd - MNPT
- MN Semantra Sdn Bhd - MNS
- MN O&G Sdn Bhd - MNOG (f.k.a. MN Moxtech Sdn Bhd)

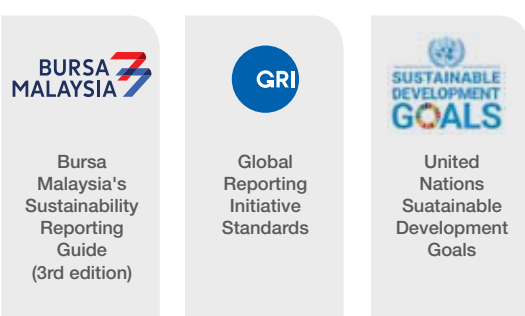
The boundary of this Statement is limited to entities under MN Holdings’ direct management and operational control. Joint ventures, associate companies, and other investments are excluded from the current reporting scope as their sustainability performance is not directly managed by the Group.

Reporting Frameworks, Standards and References

This Sustainability Statement has been prepared to reflect MN Holdings Berhad’s sustainability approach in alignment with recognised frameworks, standards, and guidelines. These references ensure consistency, transparency, and comparability in the disclosure of our sustainability performance and initiatives.

Reporting Frameworks:

- Bursa Malaysia’s ACE Market Listing Requirements (AMLR)
- Bursa Malaysia Sustainability Reporting Guide (3rd Edition)
- Global Reporting Initiative (GRI) Universal Standards 2021
- United Nations Sustainable Development Goals (UN SDGs)



Assurance Report

This Statement has not been externally assured for the current reporting cycle. Our current priority is to continue enhancing our data collection processes and improving reporting accuracy. As we progress in our sustainability journey, we are committed to strengthening the credibility of our disclosures. We plan to undertake assurance either internally or through an independent external party in the future.

Associations and Memberships

MN Holdings' is member of the following professional bodies and industry association:

- Member, Construction Industry Development Board ("CIDB")

Certifications & Registrations

- Demonstrating our commitment to operational excellence and regulatory compliance, we have obtained the certifications listed below



Feedback

- In line with MN Holdings' continuous effort to raise its performance in sustainability standards, the Group welcomes stakeholders' feedback on any issues. Comments and enquiries related to this Sustainability Statement can be directed to info@mnholdings.com.my.

Exclusion, Limitation and Disclaimers

While MN Holdings acknowledges that there may be significant ESG impacts across its value chain, this Statement focuses on the impacts of its own operations. Nevertheless, MN Holdings remains committed to embedding sustainability practices throughout the entire Group and sharing its ESG Team with business partners, suppliers, and contractors. We are also in the process of implementing a more rigorous data-gathering process to address any gaps in our sustainability reporting.

We advise shareholders that forward-looking statements in this Statement regarding future plans, targets, and expectations are made with reasonable assumptions based on current business trajectories. Actual results may vary as MN Holdings adjusts its business strategies and operational decisions to respond to emerging risks, opportunities, and changing circumstances.

SUSTAINABILITY STATEMENT
(CONT'D)

KEY EESG HIGHLIGHTS FY2025



Economic and Governance

100% employee received anti-bribery and corruption training	0 whistle-blowing instances, including human rights violations	0 complaints on data breaches
92% Proportion of spending on local suppliers	0 corruption incidents	



Social

0 workplace fatalities	Total of 8,692 hours of training provided	16.65 Average Hours of Training per Employee	0 incidents of discrimination
0 LTIFR	5 Types of Community Investment	0 substantiated cases of human rights violations	299 of employees trained on health and safety standards



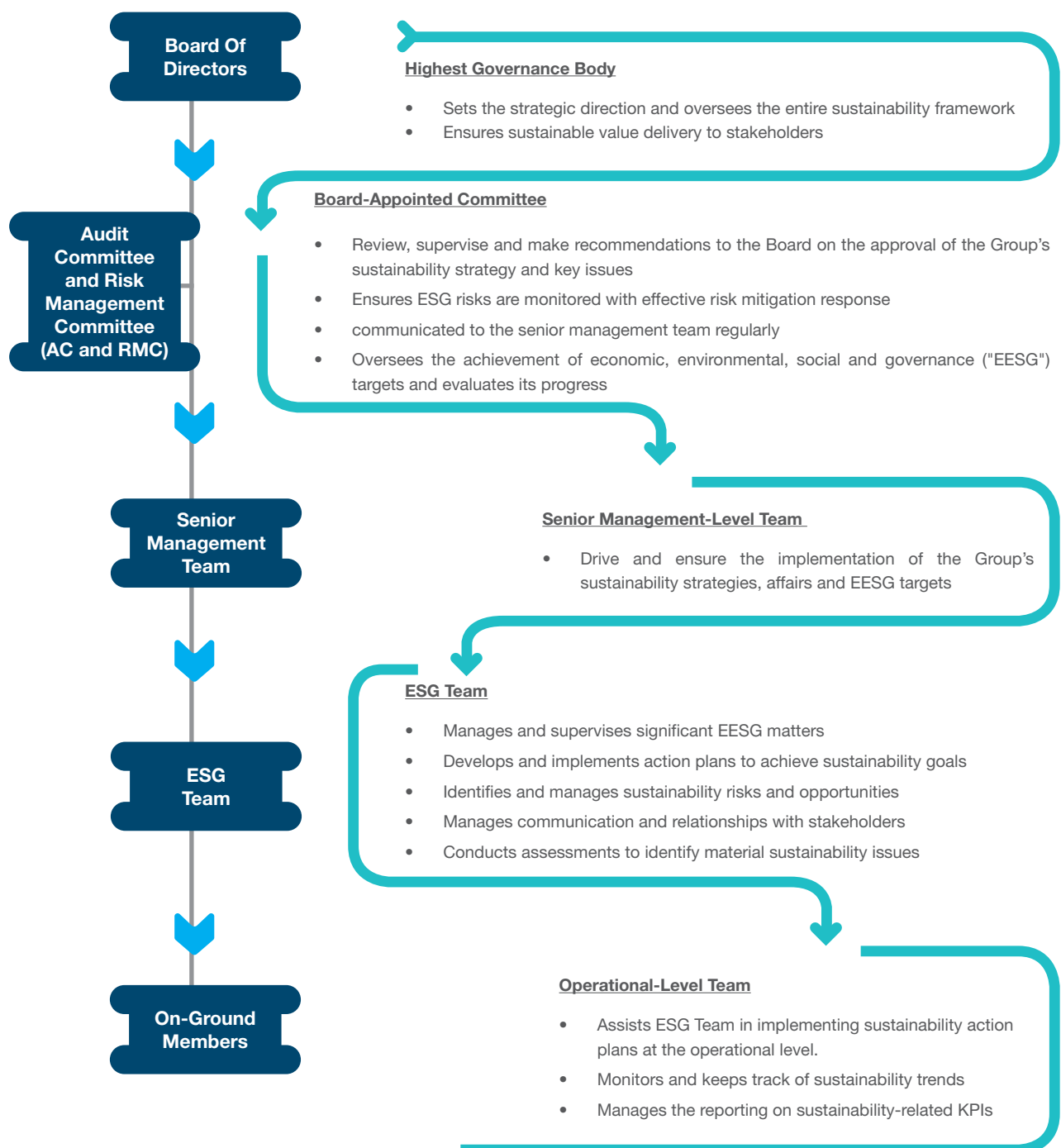
Environment

0 case of environmental regulatory non compliances	Energy intensity reduces to 0.355 MWh per RM million	Carbon intensity reduce to 0.274 tCO₂e per RM million
--	--	--

This recognition underscores the Group's commitment to strong governance integrity, responsible business conduct, and transparent EESG disclosures.

SUSTAINABILITY GOVERNANCE STRUCTURE

For a company to effectively manage sustainability and achieve successful implementation, committed leadership, clear direction and strategic influence are vital. At MN Holdings, we have established a governance structure that ensures sustainable practices are integrated into our business strategies in alignment with the Group's vision and mission.



SUSTAINABILITY STATEMENT
(CONT'D)

UNSDG TARGET SETTING

UNSDG	UNSD Goal/Target	UNSD Indicator	Company KPIs / Targets	Progress in FY2025	Key Impacted Stakeholders
 Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all	8.8 Protect labour rights and promote safe and secure working environments.	8.8.1 Frequency rates of fatal and non-fatal occupational injuries	- Maintain zero work-related fatalities and maintain the total recordable fatal and non-fatal occupational injuries below 5%. - To protect labour rights and promote safe and secure working environments for all workers, including migrant workers.	Total recordable fatal and non-fatal occupational injuries is 0%.	Employees
 Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels	16.5 Substantially reduce corruption and bribery in all their forms	16.5.1 Proportion of persons who had at least one contact with a public official and who paid a bribe	100% of employees trained in anti-corruption per annum - Maintain a Zero-tolerance policy with 0 incidents per annum	100% of employees trained in anti-corruption by FY2025 - Maintain a Zero-tolerance policy with 0 incidents	- Employees - Government and regulatory authorities - Shareholders and investors

In addition to our EESG and regulatory commitments, MN Holdings Berhad holds certifications under ISO 9001:2015 (Quality Management System) and ISO 14001:2015 (Environmental Management System), ensuring rigorous quality controls and environmental stewardship across our operations.

STAKEHOLDER ENGAGEMENT

We consistently engage with our stakeholders via various methods and platforms. We understand the importance of engaging with our stakeholders to ensure that our sustainability initiatives align with their expectations. We maintain open communication with investors, customers, employees, suppliers, regulators, and local communities. Our stakeholder engagement efforts help us address relevant concerns and identify opportunities to create value for all parties involved. The table below illustrates our key focus areas and methods of engagement with our stakeholders:

Stakeholders	Key Focus Area	Methods of Engagement
Shareholders, Financiers and Investors	- Profitability - Dividend - Shareholders' value/responsibility	- Annual General Meetings - Company website - Annual Reports
Clients/Customers, Suppliers, and Industry Partners	- Product and service quality - Timely delivery of products/projects - Payment terms and timeliness - Product innovation	- Customer satisfaction survey and supplier evaluation form - Customer service platforms, including phone calls and emails - Face-to-face meetings - Events and site visits - Company policies compliance declarations - Social media
Regulators and Government Authorities	- Compliance with laws and regulations - Certifications/awards - Industry best practices and updates	- Compliance and certification exercises - Periodic site visits and audits - Company representation at initiatives/technical working groups - Briefings and trainings
Employees	- Business performance and direction - Career development - Learning and development - Employee welfare and benefits - Employee wellness - Safety and health	- Regular meetings and discussions - Townhall meetings - Annual performance appraisal - Forums, training, and workshops - Employee events including festive celebrations and annual gathering - Company policies compliance declarations
Local Community, Industry Associations, Academia and Non-Governmental Organisations ("NGOs")	- Company reputation and branding - Corporate social responsibility - Best management practices and industry-related research - Partnerships - Research and collaborations with the industry and academia institutions	- Community outreach and development programs - Public events e.g., forums and symposiums - Annual Report - Educational site visits - Briefings and trainings

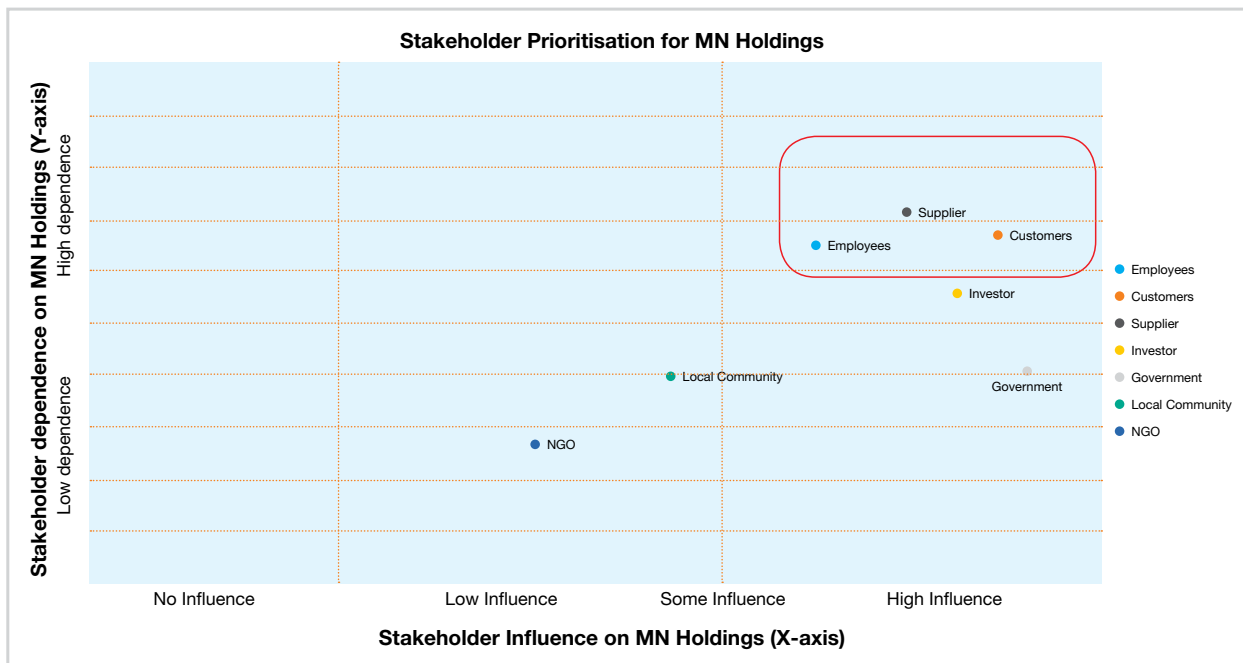
SUSTAINABILITY STATEMENT
(CONT'D)

Stakeholder Influence – Dependency Matrix

To ensure that our sustainability efforts meet the expectations of our most critical stakeholders, we have developed a Stakeholder Influence – Dependency Matrix. This tool helps us assess both the influence of different stakeholder groups on our business and their dependence on MN Holdings. Given that we are still in the early stages of our sustainability journey, we are concentrating on stakeholders who are both highly influential and highly dependent on us—namely, our employees, customers, and suppliers.

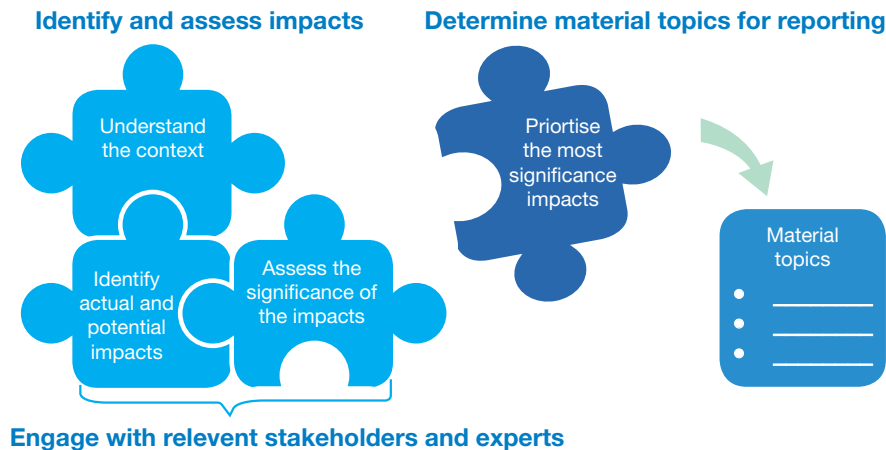
These key stakeholders are instrumental in shaping our operational and strategic decisions, making them central to our sustainability initiatives. Our materiality assessment, which underpins our sustainability strategy, also focuses exclusively on these three groups. By honing in on their needs and priorities, we aim to drive meaningful and impactful progress in the areas that matter most to both our stakeholders and our business.

Stakeholder Prioritisation Process and Matrix



OUR MATERIALITY MATTERS

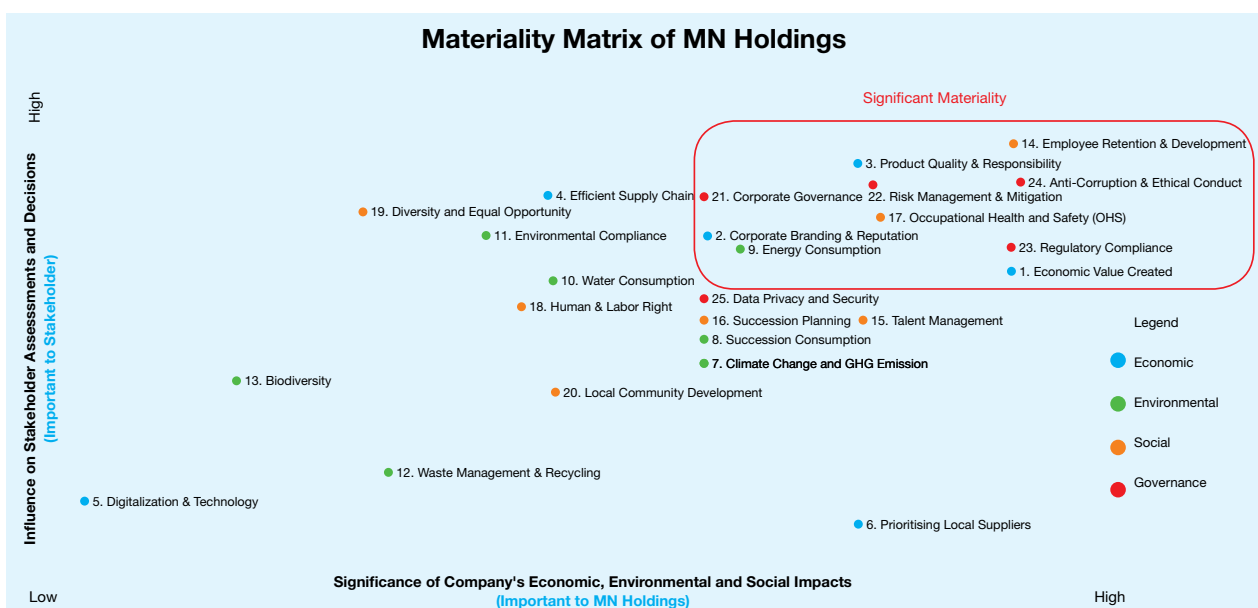
Materiality Assessment Process Flow



Materiality Assessment

Last year, we conducted a comprehensive materiality assessment covering 25 economic, environmental, social, and governance (EESG) matters to better understand the sustainability issues most important to our stakeholders and business. Moving forward, the next assessment will be carried out in the coming year to ensure continued alignment with evolving stakeholder expectations.

Our Materiality Matrix highlights 10 key matters identified as most significant through consultations with internal and external stakeholders. These priorities—such as employee well-being, responsible supply chain management, and strong governance—guide our sustainability strategy and resource allocation. Aligned with Bursa Malaysia's Enhanced Sustainability Reporting Requirements and the 11 Common Indicators for ACE Market issuers, the matrix serves as a dynamic tool that is regularly reviewed to ensure relevance and transparency in our ongoing sustainability journey.



SUSTAINABILITY STATEMENT
(CONT'D)

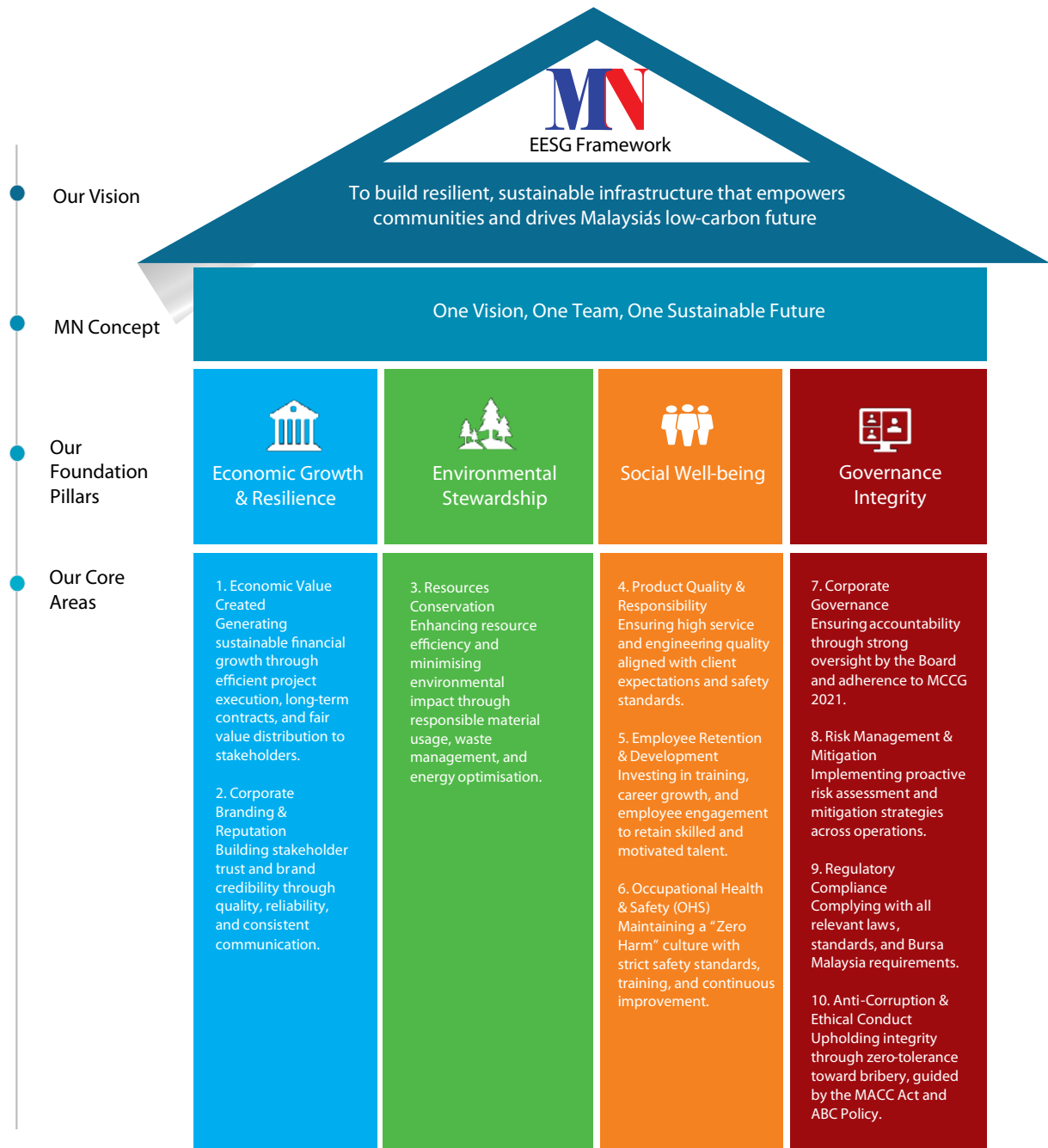
Note: A total of 25 material matters and 10 priorities were concluded through the assessment. The 10 significant matters, identified in the top-right quadrant of the matrix, are:

Sustainability Pillars	Significant Materiality Matters – Our Priority & Focus
E – Economic	1. Economic Value Created 2. Corporate Branding & Reputation
E – Environmental	3. Resources Conservation
S – Social	4. Product Quality & Responsibility 5. Employee Retention & Development 6. Occupational Health and Safety (OHS)
G – Governance	7. Corporate Governance 8. Risk Management & Mitigation 9. Regulatory Compliance 10. Anti-Corruption & Ethical Conduct

These significant matters highlight the high influence they have on both stakeholder decisions and the direction of our business. By prioritising areas such as product responsibility, resource efficiency, employee well-being, and governance, MN Holdings remains committed to driving meaningful progress. The outcomes of our materiality assessment have informed management's resource allocation, fostering long-term value creation for both our business and stakeholders. Each material matter plays a critical role in our decision-making and is closely aligned with our four pillars of sustainability. In the following section, we disclose the 10 significant material topics alongside the Common Sustainability Indicators (CSI) introduced by Bursa Malaysia, providing enhanced transparency and alignment with the latest sustainability reporting requirements.

EESG Framework

The 10 material issues have been mapped onto the four core areas of our Sustainability Framework. Through this framework, we align our business and sustainability goals with a sharpened focus on how we create value for each material issue.



SUSTAINABILITY STATEMENT
(CONT'D)

ECONOMIC GROWTH AND RESILIENCE

Economic Value Created

Why It Matters

Economic performance is a cornerstone of MN Holdings Berhad's sustainability strategy, as it directly reflects the Group's capacity to generate value for shareholders and stakeholders while contributing to Malaysia's economic growth. As a key player in the engineering, underground utilities, and infrastructure sectors, the Group's financial stability ensures business continuity, supports innovation, creates employment opportunities, and enables social contributions. Sustainable financial results form the foundation upon which environmental and social initiatives are built, ensuring long-term value creation and resilience in a competitive market.

Our Approaches, Strategies, Targets, Initiatives and Performance

MN Holdings' approach to economic value creation is centred on maintaining prudent financial management, diversifying income streams, and reinvesting earnings to strengthen operational efficiency and stakeholder confidence.

Approaches and Strategies

- Sustainable Financial Growth: Focus on consistent revenue and profitability through robust project execution, effective risk management, and cost optimisation measures."
- Diversification of Portfolio: Expansion into data centre infrastructure, renewable energy projects, and cable landing stations to ensure resilient income sources.
- Transparency and Governance: Upholding high standards of financial integrity, internal controls, and compliance with Bursa Malaysia's Ace Market Listing Requirements.

Targets and Initiatives

- Strengthen annual revenue growth by securing long-term EPCC and utilities contracts.
- Increase local procurement spending to support domestic suppliers and SMEs.
- Allocate a portion of annual earnings for employee welfare, training, and community programmes.
- Maintain zero non-compliance incidents related to financial reporting and statutory contributions.

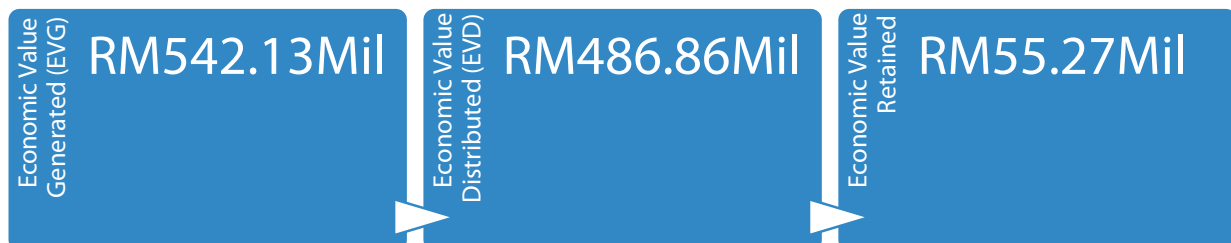
Performance

In FY2024, MN Holdings recorded positive financial performance driven by new project awards and operational efficiency:

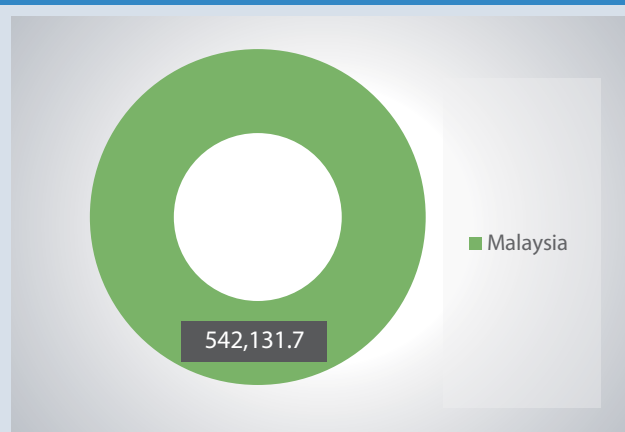
- Continued to generate stable economic value distributed as follows:
 - Operating Costs: Payments to suppliers and subcontractors supporting Malaysia's construction value chain.
 - Employees: Competitive remuneration, bonuses, and training investments to attract and retain skilled professionals.
 - Government: Taxes and statutory payments in full compliance with Malaysian regulations.
 - Shareholders: Dividend payments aligned with the Group's financial performance.
 - Communities: Donations and sponsorships to social and educational initiatives.

SUSTAINABILITY STATEMENT
(CONT'D)

The following table presents a summary of the direct economic value generated and distributed, along with the economic value retained, for the financial year ended 30 June 2025 (FY2025). This disclosure is aligned with GRI 201-1 and reflects the Group's contribution to stakeholders and the broader economy.

**GRI 201-1**

Direct economic value generated and distributed



Country	Direct Economic Value Generated (EVG) (RM'000)
Malaysia	542,131.70

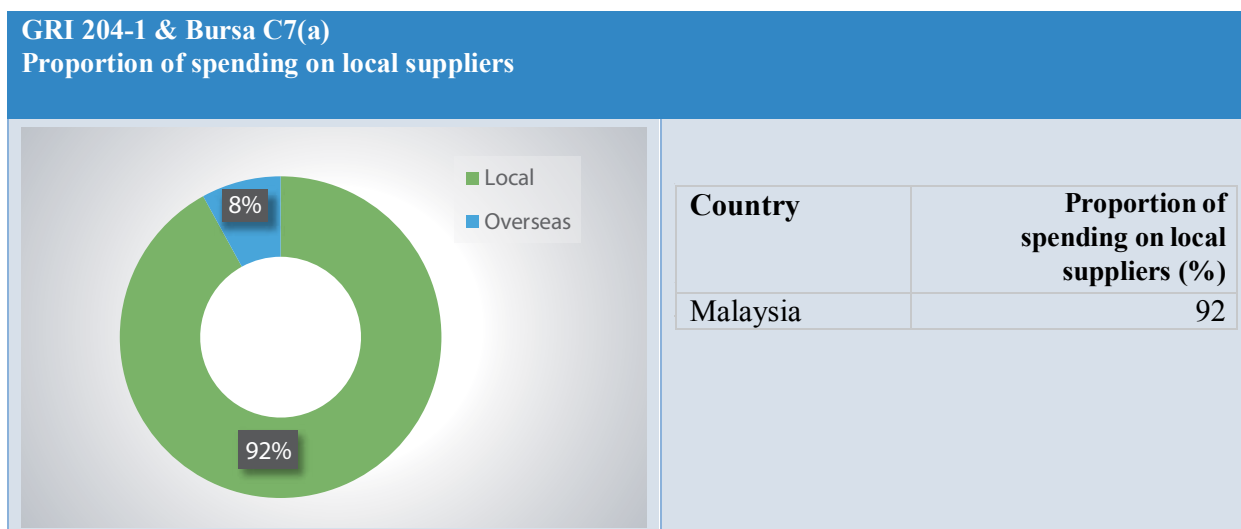
Direct Economic Value Distributed (RM'000)

Category	Malaysia
Operating Costs (RM'000)	454,123.97
Employee Wages & Benefits (RM'000)	17,780.64
Dividend (RM'000)	1,328.74
Finance Costs (RM'000)	1,726.05
Payments to government (RM'000)	11,864.88
Community Investment (RM'000)	36.15
Direct Economic Value Retained (RM'000): 55,271.27	

SUSTAINABILITY STATEMENT
(CONT'D)

As supplier payments constitute a key component of the Direct Economic Value Distributed under GRI 201-1, the Group recognises the strategic importance of local sourcing in contributing to national economic development. However, due to the nature of our industry and the specialised materials and equipment required for our engineering and utilities projects, it is not currently feasible to engage a majority of our spending with local suppliers across all operating regions.

Notwithstanding these constraints, we remain committed to transparency and responsible procurement. The Group continues to take the initiative to disclose our procurement spending by country in line with GRI 204-1 and Bursa Malaysia's C7(a) requirements, as shown in the table below:



MN Holdings will continue strengthening supplier engagement, compliance screening, and capacity-building programmes to ensure that all partners align with the Group's sustainability expectations on governance, ethical conduct, occupational safety, and environmental responsibility. Moving forward, the Group aims to further digitalise procurement processes and establish a structured Supplier Code of Conduct to reinforce accountability and transparency throughout its supply chain.

Corporate Branding & Reputation

Why It Matters

Corporate branding and reputation are vital intangible assets that underpin MN Holdings Berhad's long-term business success and stakeholder trust. In the competitive engineering and infrastructure sectors, the Group's brand reflects its track record in delivering safe, high-quality, and timely projects. A strong corporate reputation enhances investor confidence, strengthens client relationships, attracts new business opportunities, and builds credibility with regulators and communities. Maintaining brand integrity is also closely linked to good governance, ethical conduct, and transparent communication — all of which are critical to achieving sustainable growth and long-term value creation.

Our Approaches, Strategies, Targets, Initiatives and Performance

Approaches and Strategies

MN Holdings adopts a proactive and integrity-driven branding strategy focused on trust, reliability, and excellence. The Group's corporate identity is positioned around its consistent project performance, compliance with international standards, and contribution to Malaysia's national development goals.

Key approaches include:

- **Building Stakeholder Confidence:** Strengthening brand visibility and trust through transparent disclosures, consistent engagement, and adherence to ethical practices.
- **Quality and Reliability:** Maintaining excellence in project execution and safety performance to reinforce reputation as a dependable engineering partner.
- **Corporate Responsibility:** Enhancing brand credibility through active participation in sustainability, community development, and industry collaborations.
- **Media and Public Relations:** Leveraging digital channels and media coverage to highlight project achievements, ESG commitments, and corporate milestones.

Targets and Initiatives

- Sustain strong brand positioning as a reliable EPCC and underground utilities contractor in Malaysia.
- Expand brand recognition through participation in industry exhibitions, media features, and sustainability events.
- Enhance internal brand alignment through employee awareness campaigns and sustainability training.
- Increase stakeholder confidence as reflected in improved ESG ratings and positive feedback from clients and investors.

Performance

The Group upheld its reputation for integrity and professionalism by maintaining a clean record of regulatory compliance and ethical conduct, with no reported cases of corruption, fraud, or negative publicity throughout the year. This reinforces stakeholder confidence and strengthens the Group's corporate branding as a responsible and trustworthy organisation.

Moving forward, MN Holdings aims to further elevate its brand recognition by integrating sustainability excellence into its corporate identity, communicating its ESG achievements transparently, and nurturing a values-driven culture across all levels of the organisation. The Group remains committed to being recognised not only for its engineering capabilities but also for its integrity, social responsibility, and contribution to Malaysia's sustainable development agenda.

SUSTAINABILITY STATEMENT
(CONT'D)

ENVIRONMENT STEWARDSHIP

Resources Conservation

Why It Matters

Efficient resource use is central to MN Holdings Berhad's environmental responsibility and operational sustainability. As a company engaged in engineering, utilities, and infrastructure projects, MN Holdings recognises that its activities inevitably consume materials, energy, and water while generating waste. Responsible resource management not only reduces environmental impact but also improves cost efficiency, strengthens regulatory compliance, and enhances long-term resilience against climate-related and supply chain risks. By embedding resource conservation practices into daily operations, the Group contributes to Malaysia's transition toward a low-carbon, circular, and resource-efficient economy.

Our Approaches, Strategies, Targets, Initiatives and Performance

Approaches and Strategies

MN Holdings integrates resource efficiency principles across its project lifecycle — from design and procurement to construction and maintenance — with an emphasis on minimising waste and optimising material use. The Group's approach focuses on:

- Energy Efficiency: Promoting responsible use of energy and fuel across site operations and fleet management to reduce overall consumption and emissions.
- Waste Minimisation: Implementing segregation, reuse, and recycling practices on-site to reduce disposal to landfills.
- Compliance and Continuous Improvement: Adhering to relevant environmental laws and ISO standards, while monitoring resource usage trends for improvement opportunities.

Targets and Initiatives

- Reduce material wastage through effective inventory management and reuse of construction materials where feasible.
- Increase recycling and recovery rates for construction and office waste.
- Raise employee awareness through periodic environmental and sustainability training sessions.
- Implement digitalisation (e.g., electronic documentation and project monitoring) to reduce paper consumption and improve data efficiency.

Performance

- Paper consumption declined following the adoption of digital documentation and electronic approval systems across project management workflows.
- The Group recorded zero incidents of environmental non-compliance, underscoring its commitment to environmental stewardship and adherence to applicable laws and regulations.

SUSTAINABILITY STATEMENT
(CONT'D)

Going forward, MN Holdings will further enhance its environmental management framework by setting quantifiable KPIs for energy, water, and waste management performance. The Group is exploring opportunities to integrate renewable energy in future project designs and to participate in industry partnerships that promote the circular economy. Through these ongoing efforts, MN Holdings aims to minimise its environmental footprint while driving sustainable growth across its operations.

	Measurement Unit	FY2024	FY2025
Bursa C4(a) Total energy consumption	Megawatt	144	191.686
Bursa C11(b) Indirect (Scope 2) GHG Emissions	tCO ₂ e	111.456	148.27
Carbon Intensity	tCO ₂ e per RM million	0.438	0.274
Energy Intensity	MWh per RM million	0.566	0.355

Emission factor of 0.774 kg CO₂e /kWh (as published by TNB, 2022) represents the best available and GRI-compliant value for location-based Scope 2 reporting in Peninsular Malaysia. Source: TNB Sustainability Report 2022 and MyCarbon Guidance 2023. This factor reflects Malaysia's grid mix (mainly coal and natural gas) and will be updated as TNB releases new data to ensure transparency and comparability of emissions disclosures.

SUSTAINABILITY STATEMENT
(CONT'D)

SOCIAL

Product Quality & Responsibility

Why It Matters

Product quality and responsibility are fundamental to MN Holdings Berhad's reputation as a trusted engineering and infrastructure partner. The Group's core operations — which include underground utilities, engineering, and EPCC works — require strict adherence to safety, technical precision, and compliance with industry standards. Ensuring that every project meets high-quality specifications not only safeguards client satisfaction and public safety but also reinforces long-term business sustainability. By embedding responsibility, reliability, and compliance into every project, MN Holdings builds lasting trust with clients, regulators, and the communities it serves.

Our Approaches, Strategies, Targets & Initiatives

Approaches and Strategies

MN Holdings adopts a quality-first philosophy guided by continuous improvement and adherence to international and local standards. The Group ensures that all engineering and construction activities comply with regulatory requirements, client specifications, and industry best practices. Its approach is anchored on:

- **Quality Assurance (QA) and Quality Control (QC):** Implementation of systematic inspection and testing protocols at every stage of project execution.
- **Compliance with Standards:** Alignment with ISO-certified procedures and applicable safety and technical guidelines.
- **Customer-Centric Delivery:** Active engagement with clients to understand needs, expectations, and feedback for service enhancement.
- **Ethical and Transparent Communication:** Clear and responsible communication with clients and stakeholders regarding service quality, safety, and performance.
- **Accountability and Training:** Continuous upskilling of employees and subcontractors to maintain the highest quality and safety standards.
- **All projects comply with applicable laws, regulations, and industry standards, demonstrating our commitment to national construction quality benchmarks.**

Targets and Initiatives

- Maintain zero project claims due to defects or quality failures.
- Enhance staff competence through technical and safety training programmes.
- Implement corrective and preventive action systems (CAPA) to address non-conformities swiftly and effectively.

Performance

- Quality inspections and internal audits were conducted across all ongoing projects to ensure compliance with client specifications and safety standards.
- Customer feedback mechanisms were strengthened through annual surveys and post-project reviews to identify improvement areas.
- No incidents of regulatory non-compliance or client disputes related to quality, health, or safety were reported during the year.

Moving forward, MN Holdings aims to institutionalise a more data-driven quality management framework that includes digital QA/QC tracking, standardised client satisfaction dashboards, and integration of ESG performance criteria into project tender evaluations. These efforts will further enhance transparency, traceability, and accountability — reinforcing the Group's position as a reliable and responsible infrastructure solutions provider in Malaysia.

Employee Retention & Development

Why It Matters

Employees are the backbone of MN Holdings Berhad's continued growth and operational excellence. As an engineering and utilities infrastructure company, MN Holdings relies on a skilled, motivated, and safety-conscious workforce to deliver complex projects efficiently and responsibly. Retaining and developing talent ensures continuity of expertise, strengthens organisational culture, and enhances competitiveness in a dynamic industry facing labour shortages and skill gaps. Investing in employee well-being and professional development not only improves productivity and morale but also fosters loyalty, innovation, and long-term value creation for the Group.

Our Approaches, Strategies, Targets, Initiatives and Performance

Approaches and Strategies

MN Holdings is committed to creating a supportive, safe, and inclusive work environment that empowers employees to thrive. Its Human Capital Management approach emphasises employee growth, capability building, and career progression through the following strategies:

- **Attract and Retain Talent:** Competitive compensation, fair performance evaluations, and career advancement opportunities.
- **Capacity Building:** Continuous training in technical, safety, leadership, and sustainability competencies.
- **Employee Engagement:** Open communication channels and feedback mechanisms to strengthen workplace satisfaction.
- **Diversity and Equal Opportunity:** Fair employment practices regardless of gender, race, or background.
- **Succession Planning:** Developing future leaders and technical experts to sustain organisational growth.

Targets and Initiatives

- Target to maintain an employee retention rate above 90% by enhancing job satisfaction and engagement.
- Ensure each employee receives a minimum of 8 hours of training annually, focusing on safety, project management, and leadership.
- Conduct quarterly staff engagement programmes such as team-building activities and recognition events.
- Continue implementing Induction Programmes for new staff to ensure smooth onboarding and cultural integration.
- Introduce structured career development pathways and performance-linked rewards to recognise high-performing employees.

Performance

- In FY2025, MN Holdings continued to invest in a robust range of competency and safety trainings tailored to its engineering and utilities operations. Among the key programmes conducted were:
- **Leadership and ESG Awareness:** ESG and HSE briefings, Universal Team Builders programme, and Anti-Bribery & Corruption (ABC) awareness training to strengthen ethical and sustainable leadership across teams.
- Training in FY2025 focused on site-critical personnel, as the previous batch of employees had already completed foundational OHS and technical certifications. The Group will continue to expand coverage in FY2026 with more advanced and relevant modules, including digital competency, ESG reporting, and risk-based management systems.
- MN Holdings maintained a strong employee retention rate, supported by continuous career development opportunities and a positive work culture.
- Conducted monthly and quarterly training sessions, including technical workshops, ISO awareness, occupational safety, and sustainability briefings.
- Organised multiple employee engagement activities such as team-building programmes, induction sessions for new hires, and festive gatherings to strengthen unity and motivation.
- Launched targeted leadership and competency training for site engineers, supervisors, and project managers to improve operational excellence.
- Ensured zero incidents of discrimination or unfair employment practices, reflecting MN Holdings' commitment to equal opportunity and ethical conduct.

SUSTAINABILITY STATEMENT (CONT'D)

Performance

Employee Gender and Age Profile

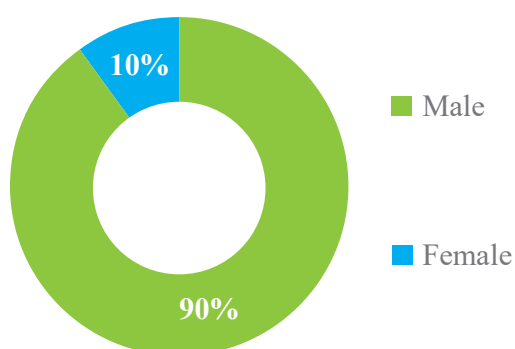
Bursa C3(a)

Percentage of employees by gender and age group, for each employee category

Bursa C3(b)

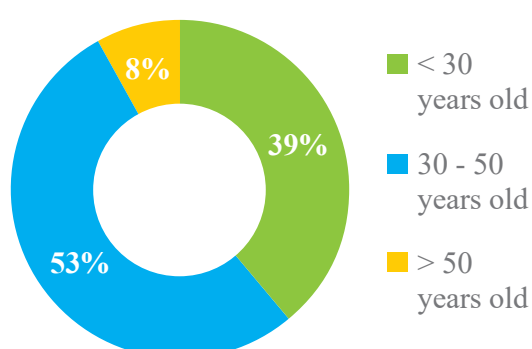
Percentage of directors by gender and age group

EMPLOYEE GENDER PROFILE



Gender	Pax
Male	468
Female	54

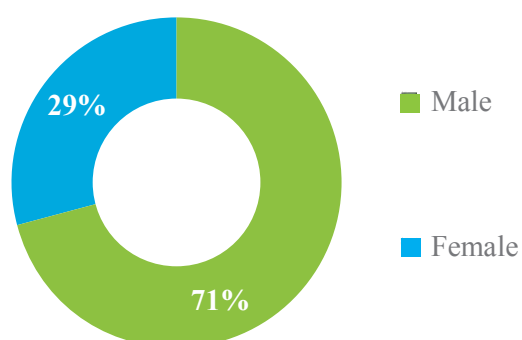
EMPLOYEE AGE PROFILE



Age Range	Pax
< 30 years old	201
30 - 50 years old	277
> 50 years old	44

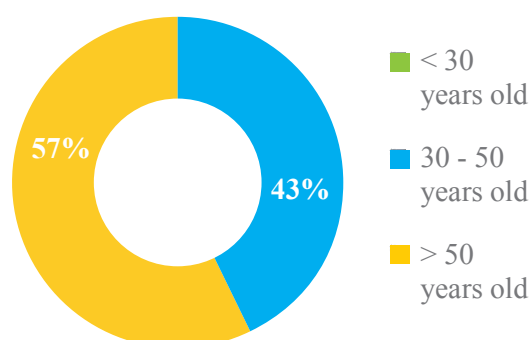
Director's Gender and Age Profile

GENDER PROFILE



Gender	Pax
Male	5
Female	2

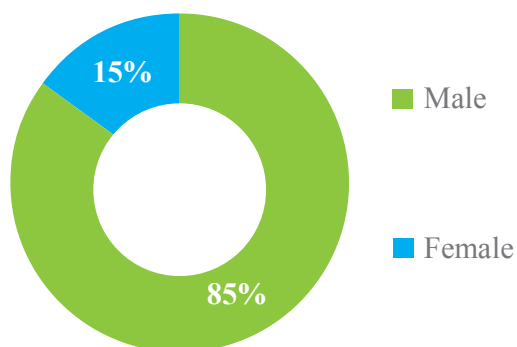
AGE PROFILE



Age Range	Pax
< 30 years old	0
30 - 50 years old	3
> 50 years old	4

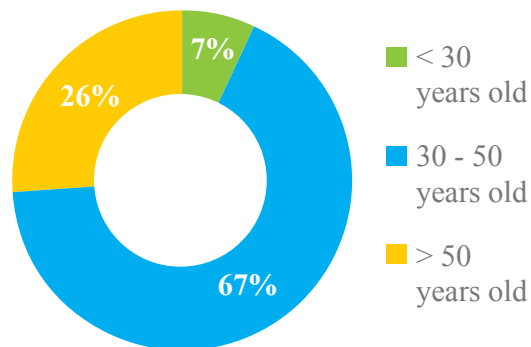
Management's Gender and Age Profile

GENDER PROFILE



Gender	Pax
Male	56
Female	10

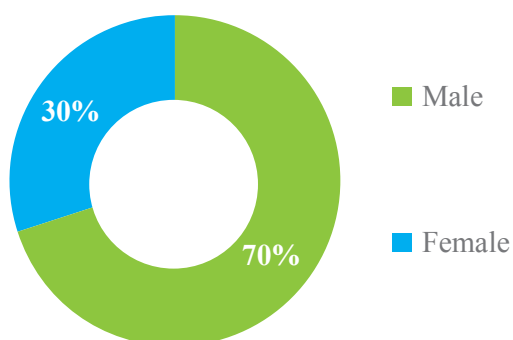
AGE PROFILE



Age Range	Pax
< 30 years old	5
30 - 50 years old	44
> 50 years old	17

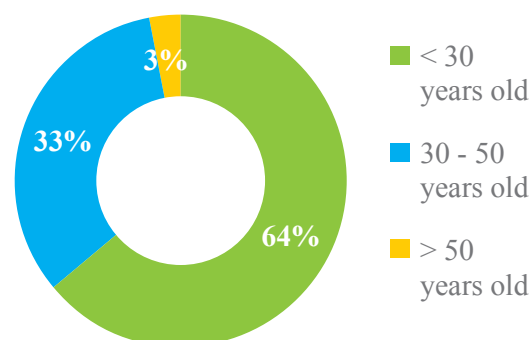
Executive's Gender and Age Profile

GENDER PROFILE



Gender	Pax
Male	86
Female	37

AGE PROFILE

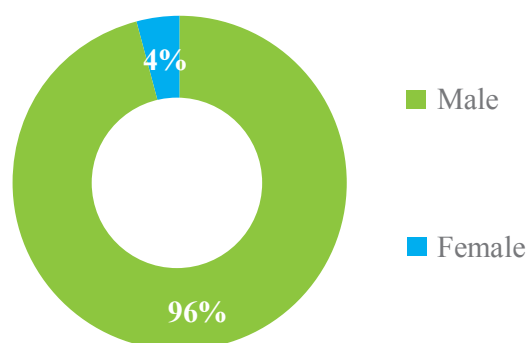


Age Range	Pax
< 30 years old	79
30 - 50 years old	40
> 50 years old	4

SUSTAINABILITY STATEMENT
(CONT'D)

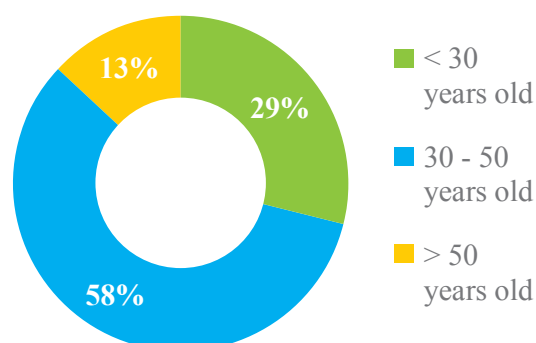
Non-Executive's Gender and Age Profile

GENDER PROFILE



Gender	Pax
Male	167
Female	7

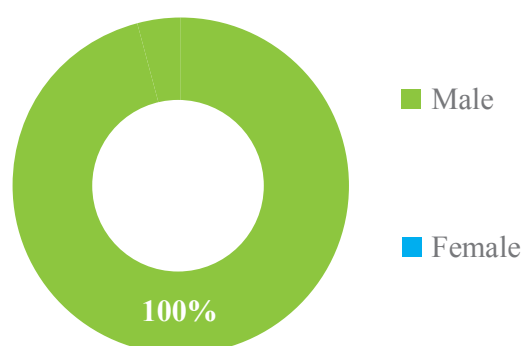
AGE PROFILE



Age Range	Pax
< 30 years old	51
30 - 50 years old	101
> 50 years old	22

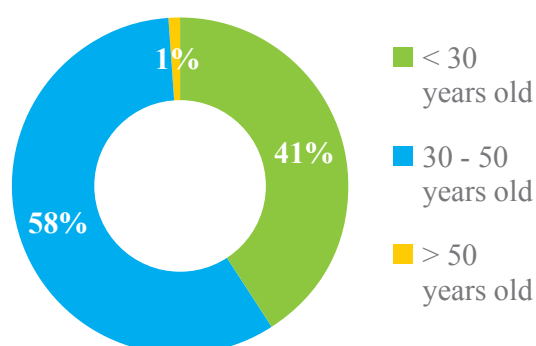
General Worker's Gender and Age Profile

GENDER PROFILE



Gender	Pax
Male	159
Female	-

AGE PROFILE



Age Range	Pax
< 30 years old	66
30 - 50 years old	92
> 50 years old	1

Moving forward, MN Holdings aims to enhance its Human Capital strategy by implementing an Employee Development Framework that integrates ESG competencies, digital skills, and leadership growth modules. The Group is also exploring the adoption of an HR digital learning management system (LMS) to track training hours, monitor career progression, and improve retention analytics. Through continuous investment in its people, MN Holdings will continue nurturing a resilient, competent, and future-ready workforce that supports the Group's sustainable growth journey.

Occupational Health and Safety

Why It Matters

Occupational Health and Safety (OHS) is a top priority at MN Holdings Berhad, as the nature of the Group's operations — spanning underground utilities, engineering, and infrastructure projects — involves inherent physical, technical, and environmental risks. Safeguarding the health and well-being of every employee, subcontractor, and stakeholder on-site is not only a moral responsibility but also a business imperative. A strong safety culture reduces workplace incidents, enhances productivity, minimises project downtime, and strengthens stakeholder confidence. Upholding stringent OHS standards reflects MN Holdings' commitment to maintaining a safe, compliant, and responsible workplace aligned with international best practices and Malaysian regulatory requirements.

Our Approaches, Strategies, Targets, Initiatives and Performance

Approaches and Strategies

MN Holdings adopts a systematic and preventive approach to managing workplace health and safety through robust governance structures, operational controls, and employee engagement. The Group's approach is guided by compliance with the Occupational Safety and Health Act 1994 (OSHA), Factories and Machinery Act 1967, and client-specific OHS requirements. Its core strategies include:

- **Safety Management System:** Implementation of structured OHS management processes aligned with ISO 45001 standards.
- **Hazard Identification and Risk Assessment (HIRA):** Regular site inspections and job safety analyses to detect, assess, and mitigate hazards.
- **Training and Awareness:** Continuous safety training, toolbox briefings, and emergency response drills for all site personnel.
- **Health Protection:** Promotion of physical and mental well-being through health screenings, PPE usage, and fatigue management.
- **Incident Reporting and Review:** Transparent reporting, root-cause analysis, and corrective actions to prevent recurrence.
- **Contractor and Subcontractor Compliance:** Ensuring all partners adhere to MN Holdings' OHS policies and safe work practices.

Targets and Initiatives

- Achieve and maintain zero fatality and zero Lost Time Injury (LTI) rate.
- Conduct monthly toolbox talks and quarterly safety audits at all project sites.
- Ensure 100% of employees and contractors receive mandatory safety induction before site deployment.
- Continue to monitor and improve compliance with ISO 45001:2018 Occupational Health and Safety Management System requirements.
- Strengthen mental health awareness and ergonomics practices within the workforce.

SUSTAINABILITY STATEMENT (CONT'D)

Performance

- MN Holdings recorded zero fatalities and no major accidents across all project sites in FY2024 and FY2025, reflecting the Group's strong preventive safety culture and commitment to continuous improvement.
- Regular safety inspections, toolbox briefings, and risk-prevention trainings were conducted to ensure all employees and subcontractors remain alert to workplace hazards and emergency response protocols. Site-specific Safety Management Plans (SMPs) were implemented for major projects, incorporating documented risk assessments and mitigation controls aligned with regulatory requirements.
- The Group also organised OHS campaigns and safety awareness programmes, including fire-safety drills, PPE compliance audits, and joint inspections with clients and regulators to maintain adherence to national standards. No regulatory non-compliance or enforcement actions related to workplace safety and health were recorded during the year.
- Throughout FY2025, MN Holdings expanded its safety competency framework through a series of structured OHS-specific training programmes designed to strengthen on-site risk control and emergency readiness. Key initiatives included:
 - Authorised Gas Tester (AGT) and Confined-Space Safety Awareness – focusing on atmospheric monitoring, safe entry procedures, and emergency rescue coordination.
 - Working-at-Height and Fall-Prevention Training – covering scaffolding inspection, proper use of fall-arrest systems, and compliance with statutory regulations.
 - Fire-Safety and Emergency-Response Drills – site-based simulations emphasising evacuation, firefighting, and communication protocols.
 - Electrical Safety and Lock-Out/Tag-Out (LOTO) – reducing electrocution and arc-flash risks for electrical supervisors.
 - Defensive-Driving and Vehicle-Safety Programme – promoting safe operation of vehicles and heavy machinery within confined work zones.
 - Chemical-Handling and Hazard-Communication Briefings – ensuring correct labelling, PPE usage, and spill-response management.
 - Incident-Investigation and Root-Cause Analysis Workshop – equipping supervisors with analytical skills to identify causes and implement preventive actions.
- These targeted programmes, complemented by continuous inspections and compliance monitoring, have strengthened MN Holdings' "Zero Harm" culture and reinforced its position as a safety-driven engineering and infrastructure contractor.

Moving forward, MN Holdings will further strengthen its OHS framework by integrating safety monitoring systems, developing real-time reporting dashboards, and expanding its internal audit mechanisms to cover subcontractor compliance and mental wellness indicators. The Group remains steadfast in cultivating a proactive 'zero-harm' culture in which every individual shares accountability for health, safety and well-being at work.

	Measurement Unit	FY2023	FY2024	FY2025
Bursa C5(a) Number of work-related fatalities	Number	0	0	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0	0	0
Bursa C5(c) Number of employees trained on health and safety standards	Number	-	176	299

While the LTIR remains within acceptable industry thresholds, we acknowledge that each incident—regardless of severity—carries operational, human, and reputational implications. In response, we continue to strengthen preventive controls, enhance incident response protocols, and expand workforce awareness through targeted safety briefings, internal audits, and ongoing capacity-building programmes.

Training in FY2025 focused on site-critical personnel, as the previous batch of employees had already completed foundational OHS training. The Group will continue to expand coverage in FY2026 with more advanced and relevant safety topics.

MN Holdings Group fosters a proactive safety culture by promoting timely hazard reporting, maintaining transparent communication channels, and equipping all employees with the tools and knowledge necessary to work safely. Our ultimate objective is to achieve and sustain a zero-incident workplace, anchored in shared accountability, regulatory compliance, and continuous improvement.

GOVERNANCE**Corporate Governance****Why It Matters**

As an ACE Market-listed company, strong corporate governance forms the foundation of MN Holdings Berhad's long-term sustainability, accountability, and stakeholder confidence. In a highly regulated industry, robust governance ensures that decisions are made transparently, ethically, and in the best interest of shareholders and stakeholders alike. Effective governance not only safeguards compliance with statutory obligations but also mitigates risks, prevents misconduct, and supports sustainable business growth. By embedding governance excellence throughout the organisation, MN Holdings fosters integrity, resilience, and trust in all its business relationships — essential attributes for a publicly listed entity operating in Malaysia's competitive engineering and infrastructure landscape.

Our Approaches, Strategies, Targets, Initiatives and Performance**Approaches and Strategies**

MN Holdings maintains a transparent and accountable governance structure guided by the principles of integrity, transparency, fairness, and responsibility. The Board of Directors (BoD) provides overall strategic direction and oversight, ensuring compliance with the Malaysian Code on Corporate Governance (MCCG 2021) and Bursa Malaysia Ace Market Listing Requirements (AMLR). The Group's governance approach includes:

- Board Leadership and Oversight: Clear demarcation of roles between the Board and Management to ensure effective oversight, balanced decision-making, and accountability.
- Ethical Conduct and Compliance: Upholding a strict Code of Conduct and Ethics, Anti-Bribery and Corruption (ABC) Policy, and Whistleblowing Policy.
- Risk Management and Internal Control: Implementation of an Enterprise Risk Management (ERM) framework to identify, assess, and mitigate business risks.
- Transparency and Disclosure: Commitment to timely, accurate, and comprehensive reporting in compliance with Bursa Malaysia and Securities Commission requirements.
- Stakeholder Accountability: Ensuring engagement with shareholders, employees, clients, and regulators through open communication and disclosure practices.

Targets and Initiatives

- Maintain 100% compliance with the AMLR, MCCG, and other statutory requirements.
- Conduct annual Board and committee evaluations to assess effectiveness and diversity.
- Ensure ongoing training for directors on governance, sustainability, and risk management.
- Strengthen internal control systems and regularly review policies to reflect best practices.
- Continue promoting a culture of integrity and zero tolerance towards corruption or misconduct.

Performance

- The Board and its Committees — Audit Committee, Risk Management Committee, and Nomination and Remuneration Committee — met regularly to review governance, sustainability, and risk matters.
- Conducted Board Effectiveness Assessments and director training sessions covering corporate governance updates, ESG integration, and financial reporting standards.
- Reviewed and updated key governance documents, including the Code of Conduct and Ethics, Anti-Bribery and Corruption (ABC) Policy, and Whistleblowing Policy.
- Continued to uphold zero incidents of non-compliance, fraud, or corruption, reaffirming the Group's strong ethical culture.
- Enhanced transparency through timely corporate disclosures and improved investor communications.

Moving forward, MN Holdings aims to further enhance governance resilience by embedding ESG oversight at the Board level, formalising sustainability-linked KPIs for senior management, and leveraging tools for compliance monitoring. The Group remains committed to continuous improvement in governance standards, aligning with international best practices and reinforcing stakeholder confidence in its long-term sustainability performance.

SUSTAINABILITY STATEMENT
(CONT'D)**Risk Management & Mitigation****Why It Matters**

Effective risk management is essential for MN Holdings Berhad to achieve operational excellence, financial stability, and long-term sustainability. Operating in the engineering and infrastructure sector exposes the Group to a range of strategic, operational, financial, environmental, and safety-related risks. These may include project delays, cost fluctuations, safety incidents, regulatory changes, and supply chain disruptions. A structured and proactive approach to risk management enables the Group to anticipate and mitigate potential challenges, ensuring business continuity, protecting stakeholder interests, and enhancing decision-making. Sound risk governance also supports investor confidence, compliance assurance, and sustainable value creation.

Our Approaches, Strategies, Targets, Initiatives and Performance**Approaches and Strategies**

MN Holdings has established a comprehensive Enterprise Risk Management (ERM) Framework aligned with ISO 31000: Risk Management Guidelines, which defines the structure, responsibilities, and processes for identifying, assessing, and managing risks across all business units. Risk governance is integrated into strategic planning, operational execution, and project delivery. Key strategies include:

- **Structured Risk Oversight:** The Board of Directors oversees risk governance, supported by the Risk Management Committee (RMC), which ensures risks are effectively monitored, escalated, and mitigated.
- **Enterprise-Wide Risk Assessment:** Annual risk reviews covering operational, financial, compliance, ESG, and strategic risks.
- **Project Risk Management:** Pre-project risk assessments, site-level hazard analyses, and continuous monitoring during project execution.
- **Compliance and Control:** Implementation of internal audit and control mechanisms to prevent, detect, and correct non-compliance or financial irregularities.
- **Sustainability Integration:** Inclusion of environmental, social, and governance (ESG) risks — including climate-related and supply chain risks — into the overall risk assessment framework.

Targets and Initiatives

- Maintain a robust ERM framework reviewed annually for effectiveness and alignment with evolving business and regulatory requirements.
- Achieve zero major unmitigated risk incidents impacting project delivery or stakeholder trust.
- Conduct quarterly RMC meetings and risk reporting to the Board.
- Strengthen business continuity and crisis response capabilities.
- Integrate ESG and climate-related risks into corporate risk registers, in line with IFRS S1 & S2 and Bursa Malaysia's Sustainability Reporting Guide in the coming year.

Performance

- The Board Risk Management Committee (BRMC) convened regularly to oversee key enterprise risks, review mitigation plans, and monitor implementation progress.
- Conducted a Group-wide risk review, identifying and prioritising top strategic risks including project delays, cost escalation, labour shortages, and regulatory compliance.
- Updated risk registers across divisions and developed mitigation plans to address each high-risk area.
- Enhanced internal audit scope to cover ESG and operational control risks, ensuring alignment with corporate governance and compliance requirements.
- Introduced scenario-based risk analysis for high-value projects to anticipate cost and scheduling impacts from supply chain volatility.

Moving forward, MN Holdings will enhance its ERM framework by incorporating risk monitoring tools, key risk indicators (KRIs), and climate-related risk assessment methodologies consistent with the IFRS S1 & S2. The Group aims to further integrate ESG risk management into strategic decision-making and performance monitoring, reinforcing a culture of accountability and resilience across all business units.

Regulatory Compliance

Why It Matters

Regulatory compliance is fundamental to MN Holdings Berhad's business integrity and long-term sustainability. Operating within Malaysia's highly regulated engineering and infrastructure sectors requires strict adherence to a wide range of laws, standards, and contractual obligations — spanning occupational safety, environmental protection, taxation, labour rights, and corporate governance. Compliance safeguards the Group from operational disruptions, legal penalties, and reputational damage while strengthening stakeholder confidence and investor trust. By maintaining a culture of accountability and transparency, MN Holdings ensures its operations align with both national legislation and international best practices.

Our Approaches, Strategies, Targets, Initiatives and Performance

Approaches and Strategies

MN Holdings adopts a zero-tolerance stance towards non-compliance, supported by a comprehensive compliance governance structure that promotes ethical conduct and proactive risk management. Compliance responsibilities are clearly defined and embedded across all departments, ensuring early detection and swift resolution of potential issues.

Key approaches include:

- Compliance Governance Framework: Oversight by the Board of Directors and Audit Committee to ensure full adherence to legal, regulatory, and contractual requirements.
- Policy and Procedure Alignment: Regular review of internal policies, including the Code of Conduct, Anti-Bribery and Corruption (ABC) Policy, and Whistleblowing Policy, to reflect evolving legal and regulatory expectations.
- Awareness and Training: Continuous staff education on compliance obligations, anti-corruption laws, environmental and safety standards, and ethical business practices.
- Monitoring and Reporting: Implementation of internal control systems, audits, and compliance checklists to track adherence across projects and subsidiaries.
- Transparency and Disclosure: Commitment to timely and accurate submission of statutory filings and corporate disclosures to Bursa Malaysia, the Companies Commission of Malaysia (SSM), and other regulators.

Targets and Initiatives

- Maintain 100% compliance with all applicable Malaysian laws, regulations, and industry standards.
- Conduct annual internal and external compliance audits across operational sites.
- Ensure zero incidents of non-compliance resulting in fines, sanctions, or warnings.
- Continuously update governance and compliance policies to align with MCCG 2021 and Bursa Malaysia AMLR.
- Strengthen employee awareness through mandatory compliance training sessions.

Performance

MN Holdings achieved full compliance with all relevant statutory, environmental, safety, and labour regulations during the financial year.

- Conducted periodic internal compliance reviews and risk-based audits to ensure adherence to operational, financial, and ESG-related obligations.
- Refreshed the Group's Code of Conduct and Ethics and ABC Policy to enhance clarity and reinforce a culture of integrity.
- Carried out compliance awareness training for employees, site supervisors, and management teams covering anti-corruption, safety, and environmental standards.
- Maintained timely submission of regulatory filings, tender documentation, and sustainability disclosures in line with Bursa Malaysia's requirements.
- Strengthened compliance oversight mechanisms under the Audit Committee and Risk Management Committee, ensuring all potential risks were addressed proactively.

SUSTAINABILITY STATEMENT (CONT'D)

Moving forward, MN Holdings will continue to reinforce its compliance ecosystem by digitalising monitoring systems, integrating compliance KPIs into performance reviews, and conducting third-party supplier compliance assessments. The Group remains committed to upholding the highest standards of legal and ethical conduct, ensuring that compliance excellence remains a defining feature of its corporate identity.

Anti-Corruption & Ethical Conduct

Why It Matters

Ethical conduct and zero tolerance for corruption are fundamental to MN Holdings Berhad's sustainability and credibility as a listed company. Corruption and unethical practices not only undermine business integrity but also pose significant financial, operational, and reputational risks. As an engineering and infrastructure solutions provider working with government-linked and private clients, the Group recognises that transparency, integrity, and fairness are essential to maintaining stakeholder trust, winning tenders responsibly, and ensuring long-term business continuity. Upholding ethical standards across all operations reinforces MN Holdings' role as a responsible corporate citizen and trusted partner in Malaysia's infrastructure development.

Our Approaches, Strategies, Targets, Initiatives and Performance

MN Holdings has established a comprehensive governance and compliance framework to prevent, detect, and respond to unethical behaviour or corruption. Its approach is grounded in compliance with the MACC Act 2009 (Section 17A), Companies Act 2016, and MCCG 2021, alongside the Group's internal Code of Conduct and Ethics. Key strategies include:

- Anti-Bribery and Corruption (ABC) Policy: A formal policy that prohibits all forms of bribery, kickbacks, facilitation payments, and conflicts of interest.
- Whistleblowing Policy: Secure and confidential reporting channels enabling employees, contractors, and external parties to report suspected misconduct without fear of retaliation.
- Governance Oversight: Oversight by the Board of Directors and Audit Committee to ensure compliance and accountability in business dealings.

Targets and Initiatives

- Achieve and maintain zero incidents of corruption or unethical behaviour.
- Conduct annual anti-corruption training and awareness sessions for all employees and contractors.
- Ensure 100% acknowledgment and compliance with the ABC Policy and Code of Conduct by employees.
- Conduct regular reviews of policies to align with MACC guidelines and best practices.
- Strengthen monitoring and reporting mechanisms under the Audit and Risk Management Committees.

Performance

- MN Holdings maintained a zero-corruption record across its business operations, reflecting strong governance controls and a well-established culture of integrity, with no reported cases of bribery, fraud, or unethical conduct.
- Conducted awareness and training programmes for employees and site management teams covering anti-bribery principles, whistleblowing mechanisms, and ethical decision-making.
- All employees, new hires, and key subcontractors formally acknowledged adherence to the Code of Conduct and ABC Policy during onboarding or contract renewal.
- The Whistleblowing Policy was reviewed and promoted internally to ensure accessibility, confidentiality, and trust in reporting channels.
- Periodic compliance audits and governance reviews were carried out to ensure full alignment with Section 17A of the MACC Act and the Group's zero-tolerance policy.
- The Board and senior management reinforced a "Tone from the Top" culture, demonstrating clear leadership commitment to integrity and ethical behaviour.

SUSTAINABILITY STATEMENT
(CONT'D)

Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		FY2024	FY2025
Management	Percentage	100	100
Exempt	Percentage	100	100
Non-exempt	Percentage	100	100
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0	0
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0	0

Moving forward, MN Holdings will continue strengthening its anti-corruption framework by implementing compliance monitoring, periodic integrity risk assessments, and supplier due diligence programmes. The Group will also extend its ethics and compliance training to external business partners to ensure integrity across the entire value chain. MN Holdings remains steadfast in promoting a culture of honesty, fairness, and accountability, ensuring that ethical conduct remains at the heart of its business sustainability.

SUSTAINABILITY STATEMENT
(CONT'D)**SUSTAINABILITY & GOVERNANCE PERFORMANCE****Sustainability Performance Table**

Bursa (Anti-corruption)		
Bursa C1(a) Percentage of employees who have received training on anti- corruption by employee category		Total
Management	Percentage	100
Executive	Percentage	100
Non-Executive/Technical Staff	Percentage	100
General Workers	Percentage	100
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
Bursa (Community/Society)		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	36,145.40
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	10
Bursa (Diversity)		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Under 30	Percentage	7
Management Between 30-50	Percentage	67
Management Above 50	Percentage	26
Executive Under 30	Percentage	64
Executive Between 30-50	Percentage	33
Executive Above 50	Percentage	3
Non-Executive/Technical Staff Under 30	Percentage	29
Non-Executive/Technical Staff Between 30-50	Percentage	58
Non-Executive/Technical Staff Above 50	Percentage	13
General Workers Under 30	Percentage	41
General Workers Between 30-50	Percentage	58
General Workers Above 50	Percentage	1

SUSTAINABILITY STATEMENT
(CONT'D)

Bursa (Diversity)		
Gender Group by Employee Category		
Management Male	Percentage	85
Management Female	Percentage	15
Executive Male	Percentage	70
Executive Female	Percentage	30
Non-Executive/Technical Staff Male	Percentage	96
Non-Executive/Technical Staff Female	Percentage	4
General Workers Male	Percentage	100
General Workers Female	Percentage	0
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	71
Female	Percentage	29
Under 30	Percentage	0
Between 30-50	Percentage	43
Above 50	Percentage	57
Bursa (Energy management)		
Bursa C4(a) Total energy consumption	Megawatt	191.686
Bursa (Health and safety)		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0
Bursa C5(c) Number of employees trained on health and safety standards	Number	299
Bursa (Labor practices and standards)		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	1,704
Executive	Hours	2,812
Non-Executive/Technical Staff	Hours	2,992
General Workers	Hours	1,184
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	-

SUSTAINABILITY STATEMENT
(CONT'D)

Bursa (Labor practices and standards)		
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	12
Executive	Number	16
Non-Executive/Technical Staff	Number	34
General Workers	Number	3
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
Bursa (Supply chain management)		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	92
Bursa (Data privacy and security)		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	0
Bursa (Water)		
Bursa C9(a) Total volume of water used	Megalitre	4,288
Bursa (Waste management)		
Bursa C10(a) Total waste generated	Metric tonnes	993
Bursa C10(a)(i) Total waste diverted from disposal	Metric tonnes	-
Bursa C10(a)(ii) Total waste directed to disposal	Metric tonnes	993
Bursa (Emissions management)		
Bursa C11(a) Scope 1 emissions in tonnes of CO ₂ e	Metric tonnes	-
Bursa C11(b) Scope 2 emissions in tonnes of CO ₂ e	Metric tonnes	148.27
Bursa C11(c) Scope 3 emissions in tonnes of CO ₂ e	Metric tonnes	-

GRI Content Index

Report of use	MN Holdings Berhad has reported the information cited in this GRI content index for the period 1 July 2024 to 30 June 2025 with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021

GRI STANDARD	DISCLOSURE	LOCATION
GRI 2: General Disclosures 2021	2-1 Organizational details	Annual Report FY2025 Page 2-3
	2-2 Entities included in the organization's Sustainability reporting	Annual Report FY2025 Page 30
	2-3 Reporting period, frequency and contact point	Annual Report FY2025 Page 30
	2-4 Restatements of information	Annual Report FY2025 Page 30
	2-5 External assurance	Annual Report FY2025 Page 31
	2-6 Activities, value chain and other business relationships	Annual Report FY2025 Page 30, 123
	2-7 Employees	Annual Report FY2025 Page 48-50
	2-8 Workers who are not employees	-
	2-9 Governance structure and composition	Annual Report FY2025 Page 10-18, 33
	2-10 Nomination and selection of the highest governance body	-
	2-11 Chair of the highest governance body	-
	2-12 Role of the highest governance body in overseeing the management of impacts	Annual Report FY2025 Page 33
	2-13 Delegation of responsibility for managing impacts	Annual Report FY2025 Page 33
	2-14 Role of the highest governance body in Sustainability reporting	Annual Report FY2025 Page 33
	2-15 Conflicts of interest	Annual Report FY2025 Page 70-83
	2-16 Communication of critical concerns	Annual Report FY2025 Page 78,81
	2-17 Collective knowledge of the highest governance body	Annual Report FY2025 Page 33, 67-69
	2-18 Evaluation of the performance of the highest governance body	Annual Report FY2025 Page 67,81
	2-19 Remuneration policies	-
	2-20 Process to determine remuneration	-
	2-21 Annual total compensation ratio	-
	2-22 Report on sustainable development strategies	-
	2-23 Policy commitments	Annual Report FY2025 Page 69-70
	2-24 Embedding policy commitments	Annual Report FY2025 Page 69-70
	2-25 Processes to remediate negative impacts	-

SUSTAINABILITY STATEMENT
(CONT'D)

GRI STANDARD	DISCLOSURE	LOCATION
GRI 2: General Disclosures 2021	2-26 Mechanisms for seeking advice and raising concerns	Annual Report FY2025 Page 67
	2-27 Compliance with laws and regulations	Annual Report FY2025 Page 67
	2-28 Membership associations	Annual Report FY2025 Page 31
	2-29 Approach to stakeholder engagement	Annual Report FY2025 Page 35-36
	2-30 Collective bargaining agreements	-
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Annual Report FY2025 Page 37-39
	3-2 List of material topics	Annual Report FY2025 Page 38
	3-3 Management of material topics	Annual Report FY2025 Page 38
GRI 101: Biodiversity 2024	101-1 Policies to halt and reverse biodiversity loss	-
	101-2 Management of biodiversity impacts	-
	101-3 Access and benefit-sharing	-
	101-4 Identification of biodiversity impacts	-
	101-5 Locations with biodiversity impacts	-
	101-6 Direct drivers of biodiversity loss	-
	101-7 Changes to the state of biodiversity	-
	101-8 Ecosystem services	-
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	-
	201-2 Financial implications and other risks and opportunities due to climate change	-
	201-3 Defined benefit plan obligations and other retirement plans	-
	201-4 Financial assistance received from government	-
GRI 202: Market Presence 2016	202-1 Ratios of standard entry level wage by gender compared to local minimum wage	-
	202-2 Proportion of senior management hired from the local community	-
GRI 203: Indirect Economic Impacts 2016	203-1 Infrastructure investments and services supported	-
	203-2 Significant indirect economic impacts	-
GRI 204: Procurement Practices 2016	204-1 Proportion of spending on local suppliers	Annual Report FY2025 Page 60

SUSTAINABILITY STATEMENT
(CONT'D)

GRI STANDARD	DISCLOSURE	LOCATION
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	Annual Report FY2025 Page 57
	205-2 Communication and training about anti-corruption policies and procedures	Annual Report FY2025 Page 56
	205-3 Confirmed incidents of corruption and actions taken	Annual Report FY2025 Page 57
GRI 206: Anti-competitive Behavior 2016	206-1 Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	-
GRI 207: Tax 2019	207-1 Approach to tax	-
	207-2 Tax governance, control, and risk management	-
	207-3 Stakeholder engagement and management of concerns related to tax	-
	207-4 Country-by-country reporting	-
GRI 301: Materials 2016	301-1 Materials used by weight or volume	-
	301-2 Recycled input materials used	-
	301-3 Reclaimed products and their packaging materials	-
GRI 302: Energy 2016	302-1 Energy consumption within the organization	-
	302-2 Energy consumption outside of the organization	-
	302-3 Energy intensity	-
	302-4 Reduction of energy consumption	-
	302-5 Reductions in energy requirements of products and services	-
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	-
	303-2 Management of water discharge-related impacts	-
	303-3 Water withdrawal	-
	303-4 Water discharge	-
	303-5 Water consumption	-
GRI 304: Biodiversity 2016	304-1 Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	-
	304-2 Significant impacts of activities, products and services on biodiversity	-
	304-3 Habitats protected or restored	-
	304-4 IUCN Red List species and national conservation list species with habitats in areas affected by operations	-

SUSTAINABILITY STATEMENT
(CONT'D)

GRI STANDARD	DISCLOSURE	LOCATION
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	-
	305-2 Energy indirect (Scope 2) GHG emissions	-
	305-3 Other indirect (Scope 3) GHG emissions	-
	305-4 GHG emissions intensity	-
	305-5 Reduction of GHG emissions	-
	305-6 Emissions of ozone-depleting substances (ODS)	-
	305-7 Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	-
GRI 306: Effluents and Waste 2016	306-3 Significant spills	Annual Report FY2025 Page 60
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	-
	306-2 Management of significant waste-related impacts	-
	306-3 Waste generated	Annual Report FY2025 Page 60
	306-4 Waste diverted from disposal	Annual Report FY2025 Page 60
	306-5 Waste directed to disposal	Annual Report FY2025 Page 60
GRI 308: Supplier Environmental Assessment 2016	308-1 New suppliers that were screened using environmental criteria	-
	308-2 Negative environmental impacts in the supply chain and actions taken	-
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	-
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	-
	401-3 Parental leave	-
GRI 402: Labor/ Management Relations 2016	402-1 Minimum notice periods regarding operational changes	-

SUSTAINABILITY STATEMENT
(CONT'D)

GRI STANDARD	DISCLOSURE	LOCATION
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	-
	403-2 Hazard identification, risk assessment, and incident investigation	-
	403-3 Occupational health services	-
	403-4 Worker participation, consultation, and communication on occupational health and safety	-
	403-5 Worker training on occupational health and safety	Annual Report FY2025 Page 52
	403-6 Promotion of worker health	-
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	-
	403-8 Workers covered by an occupational health and safety management system	-
	403-9 Work-related injuries	-
	403-10 Work-related ill health	-
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	Annual Report FY2025 Page 33
	404-2 Programs for upgrading employee skills and transition assistance programs	-
	404-3 Percentage of employees receiving regular performance and career development reviews	-
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	Annual Report FY2025 Page 49-51
	405-2 Ratio of basic salary and remuneration of women to men	-
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	Annual Report FY2025 Page 33,48
GRI 407: Freedom of Association and Collective Bargaining 2016	407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	-

SUSTAINABILITY STATEMENT
(CONT'D)

GRI STANDARD	DISCLOSURE	LOCATION
GRI 408: Child Labor 2016	408-1 Operations and suppliers at significant risk for incidents of child labor	-
GRI 409: Forced or Compulsory Labor 2016	409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labor	-
GRI 410: Security Practices 2016	410-1 Security personnel trained in human rights policies or procedures	-
GRI 411: Rights of Indigenous Peoples 2016	411-1 Incidents of violations involving rights of indigenous peoples	-
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	-
	413-2 Operations with significant actual and potential negative impacts on local communities	-
GRI 414: Supplier Social Assessment 2016	414-1 New suppliers that were screened using social criteria	-
	414-2 Negative social impacts in the supply chain and actions taken	-
GRI 415: Public Policy 2016	415-1 Political contributions	-
GRI 416: Customer Health and Safety 2016	416-1 Assessment of the health and safety impacts of product and service categories	-
	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	-
GRI 417: Marketing and Labeling 2016	417-1 Requirements for product and service information and labeling	-
	417-2 Incidents of non-compliance concerning product and service information and labeling	-
	417-3 Incidents of non-compliance concerning marketing communications	-
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	Annual Report FY2025 Page 61

Note: Disclosures marked ‘-’ represent data currently unavailable or not material to MN Holdings’ infrastructure contracting operations; the Group will collect and review their relevance and feasibility for inclusion in future reporting cycles.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“**Board**”) of MN Holdings Berhad (“**MNHB**” or the “**Company**”) recognises the significance of adopting the Principles and Practices set out in the Malaysian Code on Corporate Governance 2021 (“**MCCG**”), issued by the Securities Commission Malaysia, throughout the Company and its subsidiaries (“**Group**”). The Board remains committed to upholding sound corporate governance practices and to continuously strengthening them across the Group, as they form the foundation of the Group’s effective operations and its commitment to the highest levels of accountability and transparency.

This statement is prepared in compliance with the ACE Market Listing Requirements (“**AMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and should be read together with the Company’s Corporate Governance Report 2025 (“**CG Report**”), which is available on the Company’s website at www.mnholdings.com.my.

In line with the MCCG, the Board is pleased to outline below the manner in which the Group has applied its three key principles during the financial year ended 30 June 2025 (“**FY2025**”):

Principle A : Board Leadership and Effectiveness

Principle B : Effective Audit and Risk Management

Principle C : Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

BOARD RESPONSIBILITIES

The Board bears ultimate responsibility for the overall performance of the Group. In fulfilling this role, it provides strategic leadership to achieve both short- and long-term objectives and formulates corporate strategies to drive growth and business development. Operational responsibility for the Group’s day-to-day management has been delegated to the Managing Director (“**MD**”) and Executive Directors (“**EDs**”), who are tasked with executing the strategies and policies endorsed by the Board.

To ensure its functions and responsibilities are carried out in an effective and structured manner, the Board has established several Board Committees namely, the Audit Committee, Remuneration Committee, Nominating Committee, and Risk Management Committee. Each Committee operates within clearly defined Terms of Reference (“**TOR**”), which are approved and periodically reviewed by the Board. The TORs are accessible on the Company’s website at www.mnholdings.com.my.

In discharging its fiduciary duties, the Board’s responsibilities include, among others:

- Providing leadership and oversight of the Group’s operations to ensure they are effectively managed.
- Reviewing and approving the Group’s strategic plans, with due consideration to risk, performance, and sustainability factors.
- Upholding corporate governance best practices, particularly in relation to risk management, compliance, and internal control systems, to protect the Group’s reputation, employees, and assets, while ensuring adherence to relevant laws and regulations.
- Establishing and maintaining effective Board Committees in line with statutory and regulatory requirements as well as the recommendations of the MCCG.
- Reviewing and approving the financial statements and annual reports.
- Overseeing the Group’s engagement with management, shareholders, and stakeholders, including the development of an investor relations programme or shareholders’ communication policy.
- Delegating authority to Board Committees, evaluating their composition, performance, and effectiveness, and deliberating on their reports and recommendations.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)****CHAIRMAN**

Dato' Sri Ir. Baharin bin Din, the Independent Non-Executive Chairman ("**Chairman**") of the Board, is entrusted with ensuring the integrity and effectiveness of the Board's governance framework. In this role, he facilitates Board meetings and ensures that proceedings are conducted in an orderly manner, consistent with good conduct and best practices.

1. Separation of positions of the Chairman with MD and EDs

The roles of Chairman and MD are separated and held by different individuals to maintain an appropriate balance of power, authority, and control within the Group.

The Independent Non-Executive Chairman provides leadership in guiding the Board and carries primary responsibilities that include:

- Leading the Board and ensuring it functions effectively in all aspects of its role.
- Overseeing the efficient organisation and conduct of Board meetings.
- Encouraging the active and effective participation of all Directors during deliberations.
- Fostering constructive and respectful relationships among Directors, and between the Board and management.
- Ensuring open, effective communication with shareholders and other stakeholders.

The MD, Dato' Toh Eng Keat, assumes overall responsibility for the performance of the Group's businesses, managing operations in line with the strategies and policies approved by the Board.

Supporting him are the EDs, Datuk Loy Siong Hay and Datuk Dang Siong Diang, who provide leadership in overseeing the Group's daily operations within their respective areas of expertise and assigned responsibilities. They play a key role in implementing the strategic plans and policies established by the Board, while assisting the MD in the effective management of the Group.

2. Chairman of the Board should not be a member of the Board Committees

In line with Practice 1.4 of the MCCG, the Chairman of the Board does not serve as a member of the Audit Committee, Remuneration Committee, Nominating Committee, or Risk Management Committee. This separation allows the Chairman to preserve independence and objectivity while providing constructive input to the Board Committees, drawing on his broad experience.

QUALIFIED AND COMPETENT COMPANY SECRETARY

The Board is supported by qualified and experienced Company Secretaries who provide guidance and advice on secretarial matters relating, but not limited, to the Companies Act 2016 ("**the Act**"), the AMLR of Bursa Securities, and the MCCG.

Both Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators ("**MAICSA**") and are duly qualified to act as Company Secretaries under Section 235(2) of the Act.

In carrying out their role, the Company Secretaries ensure the Board is properly advised on compliance with the AMLR and other regulatory requirements. They also keep the Board informed of the latest developments in corporate governance, changes in laws and regulations, new statutory obligations, and emerging best practices.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)****ACCESS TO INFORMATION AND ADVICE**

Board meeting materials are circulated to all Directors at least seven (7) days prior to each meeting. This provides Directors with adequate time to review the papers and prepare for discussion, ensuring that issues can be deliberated in depth and that decisions are made on an informed basis.

The Board has unrestricted access to the advice and services of the Company Secretaries, including any information or documents relating to the Company that may be required in the course of fulfilling their duties.

Where necessary, the Board may also obtain independent professional advice, at the Company's expense, to enhance their knowledge and understanding of matters under consideration and to support them in effectively carrying out their responsibilities.

COMPANY'S POLICIES

The Board promotes a culture of integrity by encouraging employees throughout the Group to uphold the highest standards of ethical conduct. To support this commitment and mitigate potential risks, the Group has put in place the following policies:-

1. Board Charter

The Board formalised a Board Charter to guide the discharge of its roles, duties, and responsibilities in line with the principles of good corporate governance. The Board Charter is reviewed periodically and updated when necessary to reflect the Group's policies and procedures, the Board's responsibilities, and changes in legislation or regulations. It is available on the Company's website at www.mnholdings.com.my.

2. Code of Conduct and Ethics

The Group established a Code of Conduct and Ethics as a formal expression of its commitment to conducting business with customers, vendors, suppliers, contractors, government agencies, regulators, investors, and the wider business community in an efficient, effective, and fair manner. The Code of Conduct and Ethics is accessible on the Company's website at www.mnholdings.com.my.

3. Whistleblowing Policy and Procedures

The Group established a Whistleblowing Policy to enable employees and members of the public to report genuine concerns regarding any misconduct or improper activities involving the Group, its Directors, or employees. The Whistleblowing Policy and Procedures are available on the Company's website at www.mnholdings.com.my.

4. Anti-Bribery and Anti-Corruption Policy

The Group is committed to conducting its business ethically and with integrity, maintaining a zero-tolerance stance on bribery and corruption. To support this commitment, the Group has adopted an Anti-Bribery and Anti-Corruption Policy, which is available on the Company's website at www.mnholdings.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)****COMPANY'S POLICIES (CONT'D)****5. Risk Management Policy and Procedures**

The Board has established a Risk Management Policy and Procedures to provide a structured approach in identifying, assessing, managing, monitoring, and reporting key risks that may affect the Group's business operations and long-term sustainability. This framework ensures that risks are managed within acceptable levels, in line with the Group's strategic objectives.

The Risk Management Committee supports the Board in overseeing the implementation of this framework. The Risk Management Committee reviews the Risk Register submitted by Management, highlights significant risk exposures, and ensures that appropriate mitigating actions and internal controls are in place. The Board reviews these Risk Register regularly to ensure that risk exposures remain within the tolerance levels approved.

6. Directors' Fit and Proper Policy

The Board has adopted a Directors' Fit and Proper Policy to ensure that the Directors possess the necessary character, integrity, skills, knowledge, experience, competence, and time commitment to discharge their roles effectively and in the best interests of the Company and its stakeholders. The Policy is available on the Company's website at www.mnholdings.com.my.

7. Conflict of Interest Policy

The Board has adopted a Conflict of Interest Policy to ensure that actual, potential, and perceived conflicts of interest are properly identified and managed. The Group upholds the highest ethical standards in all business activities and expects all employees to act with integrity, impartiality, and professionalism at all times. Employees are required to avoid situations that may give rise to conflicts of interest in the course of their duties.

Effective identification and management of such conflicts help ensure that business decisions are made in the best interests of the Group while safeguarding its operations and reputation from potential harm.

8. Limit of Authorisation Policy

The Group has adopted a Limit of Authorisation Policy that defines the authority limits for entering into contracts, making commitments, and utilising Group assets in the course of business operations. It also outlines the requirements for delegating such authority. These authorisation limits and delegations promote consistent business practices and sound corporate governance across all divisions, aligning objectives and procedures while safeguarding the Group's assets.

9. External Auditor Services Policy

The Group has adopted an External Auditor Services Policy to provide guidelines and procedures governing the provision of non-assurance services by external auditors and their network firms. This policy is designed to safeguard auditor independence, ensure objectivity, and maintain compliance with regulatory requirements. The Company, the Board, and the Audit Committee remain firmly committed to preserving the independence of the external auditors, both in substance and in form.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)****BOARD COMPOSITION**

The Board is committed to ensuring that its composition not only reflects the diversity recommended by the MCCG, to the extent practicable, but also embodies the right mix of skills, experience, and balance required to support the Group's goals and business objectives.

As at the date of this report, the Board comprises seven (7) members, which consists of one (1) Independent Non-Executive Chairman, one (1) MD, two (2) EDs, and three (3) Independent Non-Executive Directors. This composition complies with Rule 15.02 of the AMLR of Bursa Securities, which requires at least two (2) or one-third (1/3) of the Board, whichever is higher, to consist of Independent Directors. It also meets Practice 5.2 of the MCCG, with more than half of the Board comprising Independent Directors.

The Board currently includes two (2) female members, representing 28.6% of its composition. While this is slightly below the 30% threshold encouraged under the MCCG, the Board remains committed to strengthening gender diversity and will continue to consider suitably qualified female candidates in future appointments. The inclusion of female Directors provides valuable perspectives, leadership styles, and approaches that enrich Board deliberations and decision-making.

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 FY2025, seven (7) meetings were held, where the Board deliberated and considered various issues, including the Group's financial results, business performance, 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 for FY2025
(a) Dato' Sri Ir. Baharin bin Din	7/7
(b) Dato' Toh Eng Keat	7/7
(c) Datuk Loy Siong Hay	7/7
(d) Datuk Dang Siong Diang	7/7
(e) Soh Eng Hooi	7/7
(f) Pankajkumar A/L Bipinchandra	7/7
(g) Kho Zhen Qi	7/7
(h) Dato' Dr Ir. Hasnul bin Mohamad Salleh (Retired on 23 December 2024)	3/5

Continuing Professional Development

The Directors are encouraged to participate in continuous education programmes, seminars, and conferences, and are expected to undergo further training from time to time. This enables them to stay abreast of the latest statutory, regulatory, and governance developments, as well as evolving business trends and best practices. Ongoing training enhances their business acumen and professionalism, thereby strengthening their ability to discharge their responsibilities effectively.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**

The seminars, conferences, and training programmes attended by the Directors during FY2025 are set out below:

Name of Directors	Seminars/Conferences/Training/Programmes Attended
Dato' Sri Ir. Baharin bin Din	- Training provided by Company in relation to Section 17A Malaysian Anti-Corruption Commission Act 2009 - Interview Confirmation with Britishpedia - Panellist for the BEM National Engineering Convention (NEC) 2025
Dato' Toh Eng Keat	- Leopard in the Grass – Global Economic FX & Rates Outlook 2025 - Training provided by Company in relation to Section 17A Malaysian Anti-Corruption Commission Act 2009 - Presenter for The Elevate Programme 2024 - Presenter for Nomura ASEAN Conference 2025 - ASEAN Investment Conference 2025 - Inclusivity and Sustainability - Presenter for Maybank IB's Data Centre Corporate Day - Presenter for Bursa - HLIB Stratum Focus XIX (19th)
Datuk Loy Siong Hay	Training provided by Company in relation to Section 17A Malaysian Anti-Corruption Commission Act 2009
Datuk Dang Siong Diang	Training provided by Company in relation to Section 17A Malaysian Anti-Corruption Commission Act 2009
Soh Eng Hooi	- Training provided by Company in relation to Section 17A Malaysian Anti-Corruption Commission Act 2009 - MIA: MPERS: Practical Issues and Fair Value Measurements - Code of Business Conduct & Ethics (Yearly Refresher Training) by Warisan TC Holdings Berhad ("WTCH") - MIA: Related Party Transactions and Disclosures in MFRS 124 and MPERS - with Practical Illustrations - Briefing on Greenhouse Gas (GHG) Inventory and Reporting by myESG Sdn Bhd - MIA: Sole Proprietorship: Business Continuity Planning - MIA: e-Invoicing Solutions: Simplified Tax Compliance - MIA: Data Compliance Report 2024 - The Essentials and Preparations Before Submission - MIA Town Hall 2024/2025 (Session 1) - Securities Commission Malaysia ("SC"): Invitation to the SC's Audit Oversight Board Conversation with Audit Committees - GOVERNANCE (ESG) - ANTI-BRIBERY & ANTI-CORRUPTION by Amethyst Destiny Sdn Bhd - WTCH Group Compliance Department: 2024 Anti-Bribery and Anti-Corruption, Gratification/ Entertainment/ Hospitality, Fraud Prevention & Special Complaint (Yearly Refresher Training) - WTCH Group Compliance Department: 2024 Anti-Money Laundering/ Countering Financing Terrorism/ Countering Proliferation Financing and Targeted Financial Sanctions (AML/CFT/CPF/TFS)
Pankajkumar A/L Bipinchandra	- Remaking Corporate Governance for an ESG World - SIDC Business Foresight Forum 2024 - Investing in MSMEs for Impact - Bursa Academy on Conflict of Interest (COI) and Governance of COI - ESG Summit 2024 - Strategic Data and Frameworks in Board Governance by ICDM - Trump, The US Dollar and The International Monetary System: What's Next? - National Climate Governance Summit 2025 - Road to Freedom; A Conversation with Professor Joseph Stiglitz - ICDM Advocacy Dialogue and Networking Session: e-Invoicing and Its Impact on Directors - ASEAN amidst Shifting Global Order - A Dialogue with Professor Jeffrey Sachs - FIDE FORUM's Board Culture and Leadership Report 2025
Kho Zhen Qi	- Training provided by Company in relation to Section 17A Malaysian Anti-Corruption Commission Act 2009 - Corporate Liability For Corruption Offences - A Game Changer?

The Directors are also regularly provided with relevant reading materials and technical updates to broaden their knowledge and equip them with the necessary skills to discharge their duties effectively. In addition, guidelines on statutory and regulatory requirements are periodically circulated to the Board for their reference and compliance.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)****RE-ELECTION OF DIRECTORS**

In accordance with the Company's Constitution and in compliance with the AMLR of Bursa Securities, a Director shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Pursuant to Clause 105 of the Company's Constitution, an election of Directors shall take place each year at the Annual General Meeting ("AGM") of the Company, where 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 and be eligible for re-election. The Directors to retire in every year shall be the Directors who have been longest in office since their last election.

Pursuant to Clause 114 of the Company's Constitution, any Director so appointed either to fill a casual vacancy or as an addition to the existing Directors shall hold office only until the next following AGM of the Company 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.

Upon the recommendation of the Nominating Committee and the Board, the Directors who are standing for re-election at the forthcoming AGM of the Company are:-

1. Datuk Dang Siong Diang;
2. Soh Eng Hooi; and
3. Pankajkumar A/L Bipinchandra

TENURE OF INDEPENDENT DIRECTORS

In accordance with the Board Charter, the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Should the Board wish to retain an Independent Director beyond this period, it must provide justifications and seek annual shareholders' approval through a two-tier voting process, in line with the recommendations of the MCGG.

As at the date of this Statement, none of the Company's Independent Directors has served a tenure exceeding nine (9) years.

NOMINATING COMMITTEE

The Company's Nominating Committee ("**NC**") comprises three (3) Independent Non-Executive Directors, who assist and advise the Board in fulfilling its responsibilities to shareholders. The NC plays a key role in ensuring that the Board maintains an appropriate balance of skills, knowledge, experience, and independence to support the Company's objectives and long-term strategic goals.

The present members of the NC of the Company are:

Designation	Name	Directorship
Chairperson	Kho Zhen Qi <i>(Redesignated as Chairperson on 24 October 2024)</i>	Independent Non-Executive Director
Member	Soh Eng Hooi <i>(Ceased as a member on 24 October 2024 and reappointed as member on 21 March 2025)</i>	Independent Non-Executive Director
Member	Pankajkumar A/L Bipinchandra	Independent Non-Executive Director

The TOR of the NC, which outline its duties and responsibilities in detail, are available on the Company's website at www.mnholdings.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)****NOMINATING COMMITTEE (CONT'D)**

The NC meets at least once a year, and as frequently as necessary, to discharge its responsibilities effectively.

During the FY2025, NC had undertaken the following activities in discharging its duties: -

- a) Reviewed and recommended to the Board the appointment of Directors within the Group.
- b) Conducted an assessment of the Board, Board Committees, and individual Directors.
- c) Performed an annual evaluation of the Independent Directors and recommended their continuance.
- d) Reviewed and recommended the re-election of retiring Directors for the Board's approval.
- e) Reviewed the size and composition of the Board and provided recommendations regarding any changes that could benefit the Company.
- f) Assessed the effectiveness of the Board as a whole, its committees, and the contributions of individual Directors.

1. Annual Assessment

Through the NC, the Board carries out an annual evaluation of the performance and effectiveness of the Board as a whole, its Board Committees, and the individual Directors. The assessment is conducted against established criteria, including the balance of skills, experience, tenure, and other relevant attributes of the Directors.

The outcome of the assessment confirmed that the Board's current structure, size, and composition remain appropriate. The Board continues to benefit from a diverse mix of expertise, experience, and skills, which collectively enable it to discharge its responsibilities effectively. The Chairman was also assessed to have demonstrated strong leadership and made significant contributions to the Board's overall effectiveness.

DIRECTORS' REMUNERATION

The Board has set up a Remuneration Committee ("RC") which comprises exclusively Independent Non-Executive Directors, which responsible for reviewing and recommending to the Board on matters relating to the remuneration of the Board and key senior management, which comprised of compensation, bonuses, incentives and benefits.

The present members of the RC are as follow:

Designation	Name	Directorship
Chairman	Pankajkumar A/L Bipinchandra (Ceased as a member on 24 October 2024 and reappointed as Chairman on 21 March 2025)	Independent Non-Executive Director
Member	Soh Eng Hooi (Redesignated from the position of Chairperson to member on 24 October 2024)	Independent Non-Executive Director
Member	Kho Zhen Qi	Independent Non-Executive Director

The TOR of the RC, which outline its duties and responsibilities in detail, are available on the Company's website at www.mnholdings.com.my.

The summary of activities undertaken by the RC during the FY2025 included the following:

- a) Reviewed and recommended the payment of Directors' fees and other benefits payable to Independent Non-Executive Directors to the Board for approval.
- b) Reviewed and recommended the Remuneration Package of the Managing Director and Executive Directors for the calendar year 2025 to the Board for approval.
- c) Reviewed and recommended the Remuneration Package of the Top 5 senior management for the calendar year 2025 to the Board for approval.
- d) Reviewed and recommend the Directors' Incentive Policy of the Managing Director and Executive Directors for the calendar year 2025 to the Board for approval.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)**PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)****DIRECTORS' REMUNERATION (CONT'D)**

The details of the Directors' remuneration comprising remuneration received from the Company in the FY2025 are as follows:-

Directors	Company (RM'000)							Group (RM'000)						
	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
Executive Directors														
Dato' Toh Eng Keat	-	-	-	-	-	-	-	-	84	360	-	-	107.5	551.5
Datuk Loy Siong Hay	-	-	-	-	-	-	-	-	84	360	-	-	107.5	551.5
Datuk Dang Siong Diang	-	-	-	-	-	-	-	-	84	360	-	-	3,054.6	3,498.6
Non-Executive Directors														
Dato' Sri Ir. Baharin bin Din	60	6	-	-	-	-	66	60	6	-	-	-	-	66
Soh Eng Hooi	60	5	-	-	-	-	65	60	5	-	-	-	-	65
Pankajkumar A/L Bipinchandra	60	4	-	-	-	-	64	60	4	-	-	-	-	64
Kho Zhen Qi	50	4	-	-	-	-	54	50	4	-	-	-	-	54
Dato' Dr Ir. Hasnul bin Mohamad Salleh (Retired on 23 December 2024)	30	-	-	-	-	-	30	30	-	-	-	-	-	30

The MCCG recommends that the Board shall disclose, on a named basis, the remuneration components of the top five senior management, including salary, bonus, benefits in-kind, and other emoluments, in bands of RM50,000. However, the Board believes that, given the highly competitive nature of the human resource market, disclosing such details may not be in the best interest of the Company. Therefore, the remuneration of the top senior management in each successive RM50,000 band during FY2025 is presented as follows:-

Range of Remuneration (RM)	Number of Employee
100,001 – 150,000	1
150,001 – 200,000	1
200,001 – 250,000	1
250,001 – 300,000	-
300,001 - 350,000	1

CORPORATE GOVERNANCE OVERVIEW STATEMENT
(CONT'D)

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

AUDIT COMMITTEE

During FY2025, the Board was supported by the Audit Committee (“AC”), which comprises three (3) Independent Non-Executive Directors. The Chairman of the AC is distinct from the Chairman of the Board.

The present members of the AC are as follows:

Designation	Name	Directorship
Chairperson	Soh Eng Hooi	Independent Non-Executive Director
Member	Pankajkumar A/L Bipinchandra	Independent Non-Executive Director
Member	Kho Zhen Qi	Independent Non-Executive Director

In line with Practice 9.2 of the MCCG, the AC has incorporated into its TOR a policy requiring a former partner of the Company’s external audit firm to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC.

The AC undertakes an annual review of the independence, suitability, and appointment or re-appointment of the external auditors. The composition of the AC is also reviewed annually to ensure it remains independent, effective, and aligned with good corporate governance practices.

Consistent with the principles of the MCCG, all AC members continue to enhance their financial literacy by attending training sessions on updates and developments in the Malaysian Financial Reporting Standards. This enables them to discharge their responsibilities effectively.

Further details of the AC’s activities during FY2025 are disclosed in the AC Report within this Annual Report.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board holds overall responsibility for risk oversight and management within the Group. It is responsible for establishing a sound risk management framework and maintaining an effective system of risk management and internal control across the Group, thereby providing reasonable assurance regarding the effectiveness and efficiency of operations.

To support the Board in this process of identifying, evaluating, and managing significant risks, a Risk Management Committee (“**RMC**”) has been established. The RMC comprises three (3) Independent Non-Executive Directors and one (1) MD. The risk management framework and practices are regularly reviewed and are aligned with the Statement on Risk Management and Internal Control: Guidance for Directors of Public Listed Companies.

An overview of the state of risk management and internal control of the Group is presented in the Statement on Risk Management and Internal Control section of this Annual Report.

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

The Board recognises the importance of accountability to shareholders and the investing community through transparent and effective communication. The Company is committed to ensuring the timely dissemination of material information, including announcements on significant events, quarterly financial results, and contracts awarded, all of which are accessible on the Company's website at www.mnholdings.com.my.

Information is communicated to shareholders, stakeholders, and the public through multiple channels, such as announcements via BursaLink, the Annual Report, general meetings, as well as investor, analyst, and media briefings.

CONDUCT OF GENERAL MEETINGS

General meetings provide an important platform for shareholders to engage in meaningful dialogue with the Board and Senior Management, enabling the exchange of constructive feedback that supports the Group's continuous improvement and long-term progress.

In line with the MCCG's recommendations, the notice of the Annual General Meeting ("**AGM**") is despatched to shareholders at least twenty-eight (28) days prior to the meeting. This ensures that shareholders have adequate time to review the Annual Report and to make the necessary arrangements for participation and voting. The notice of the AGM, which clearly outlines the business to be transacted, is also published in a major local newspaper.

The Board ensures that each item of special business in the AGM or Extraordinary General Meeting notices is accompanied by a comprehensive explanation of the intended effects of the proposed resolutions. Pursuant to Rule 8.31A(1) of the AMLR of Bursa Securities, all resolutions are voted by poll, and the Company appoints an independent scrutineer to validate the votes cast. The outcome of the general meeting is announced to Bursa Securities on the same day.

At the 4th AGM held on 23 December 2024, all Directors were present in person to engage with shareholders and address their queries, except for Dato' Dr. Ir. Hasnul bin Mohamad Salleh who was unable to attend due to health reasons. All resolutions tabled at the meeting were duly passed by way of poll.

COMPLIANCE STATEMENT

Save as disclosed above, the Board is of the view that the Group has complied with the principles and best practices of the MCCG and will remain committed to upholding the highest standards of corporate governance through their continuous adoption, together with all other applicable laws and regulations, where relevant and appropriate.

This Corporate Governance Overview Statement was approved by the Board on 22 October 2025.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors ("**Board**") of MN Holdings Berhad ("**the Company**") is pleased to present the Statement on Risk Management and Internal Control ("**Statement**") for the financial year ended 30 June 2025 ("**FY 2025**"). This Statement, which details the state of risk management and internal control of the Company and its subsidiaries (collectively "**the Group**"), in all material aspects, is prepared pursuant to Rule 15.26(b) of the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**") and in accordance with the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers ("**Guidelines**").

This Statement outlines the nature and scope of risk management and internal control of the Group for the financial period review and up to the date of approval of this Statement. The Board is committed to achieve the intended outcomes and practices outlined in Part II of Principle B of the Malaysian Code on Corporate Governance 2021 ("**MCCG**") regarding effective risk management and internal control.

BOARD'S RESPONSIBILITY

The Board recognises that it is ultimately responsible for the Group to practice good risk management and sound internal controls as a platform for good corporate governance. The Board also acknowledges its overall responsibility for maintaining a sound risk management and internal control system, and reviewing its adequacy, effectiveness and integrity to safeguard shareholders' interests and the Group's assets. The Board is assisted by the Risk Management Team ("**RM Team**"), comprising members of the Management, as nominated by the Managing Director ("**MD**") in implementing policies and procedures for governance, risk management, and internal control not only cover the financial aspects, but also operational and compliance aspects of the Group.

The Risk Management Committee ("**RMC**") has been established to oversee the Group's risk management process, evaluate significant risks, and report any concerns to the Board. This process includes enhancing the risk management and internal control system as and when there are changes to the business environment and regulatory requirements.

The effectiveness of the internal controls was reviewed by the Audit Committee ("**AC**") through internal audit reports during FY 2025. Internal audit issues and actions taken by the Management to address the issues presented by the internal auditor were discussed during the AC meetings, with minutes documented and subsequently presented to the Board. The Board continues to ensure the system is adequate, addressing financial, operational, and compliance risks.

RISK MANAGEMENT FRAMEWORK

The Group maintains an ongoing process to identify, evaluate, and manage significant risks as part of its business operations. Risk management is embedded in strategic planning and business decision-making processes and this process goes through a review process by the Board.

The RMC, comprising a majority of Independent Non-Executive Directors and the MD, plays a central role in identifying, evaluating and managing significant risks faced by the Group as well as report to the Board on significant risks affecting the Group's strategic and business plans, if any. Its key responsibilities in relation to risk management include:-

- To oversee and recommend the risk management policies and procedures of the Group;
- To review and recommend changes as needed to ensure that the Group has in place at all times a risk management policy which addresses the strategic, operational, financial and compliance risks;
- To implement and maintain a sound risk management framework which identifies, assesses, manages and monitors the Group's business risks;
- To set reporting guidelines for management to report to the committee on the effectiveness of the Group's management of its business risks;
- To review the risk profile of the Group including all the subsidiaries and to evaluate the measures taken to mitigate the business risks; and
- To review the adequacy of management response to issues identified in risk registers, ensuring that the risks are managed within the Group's risk appetite.



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

RISK MANAGEMENT FRAMEWORK (CONT'D)

The RMC meets quarterly to identify and manage risks; the risks are continually monitored, and appropriate actions are taken to address any change in the existing risks or any new risks identified as part of an ongoing proactive risk management exercise.

The Group continues to maintain a risk-aware culture across all decision-making processes and actively manage risks to respond effectively to the evolving business environment and competitive landscape.

INTERNAL CONTROL SYSTEM

The Board acknowledges that while the internal control system mitigates risks associated with poor judgment, human error, and unforeseen circumstances, it cannot eliminate them. The system is designed to manage risks in achieving the Group's objectives, rather than to eliminate them entirely.

The Board regularly receives and reviews reports on key financial data, performance indicators and regulatory matters. This is to ensure that the matters require Board's attention are promptly identified for review, discussion and decision-making. The Board will approve necessary responses or updates to the Group's policies as and when required.

Internal control matters are assessed, and any significant control gaps are brought to the Board's attention for action. Significant operational issues are also highlighted during Board meetings, and any notable fluctuation or exceptions are addressed in a timely manner.

The key elements of the Group's internal control system include:-

- A defined organisational structure with clear lines of responsibility and authority;
- Clearly defined terms of reference, authorities and responsibilities for the AC, RMC, Nominating Committee, and Remuneration Committee;
- Formalised internal policies and procedures that support compliance with regulations and align with the business objectives;
- Regular reviews of financial performance, regulatory compliance, and operational matters;
- Regular engagement by the MD and EDs in running the Group's major day-to-day businesses operations;
- Ongoing monitoring and discussion of business operations and performance by Senior Management;
- Timely review and reporting of internal audit findings to the AC and corrective actions undertaken by Management.

INTERNAL AUDIT FUNCTION

The internal audit function remains outsourced to Eco Asia Governance Advisory Sdn Bhd, an independent professional services firm. This firm performs internal audit reviews based on the internal audit plan approved by the AC. The audit focuses on critical business processes, internal control gaps, and the adequacy of the risk management system.

The internal audit team reports directly to the AC. The internal audit engagement team is led by the Head of Department, Ms Janeeta Salim, who is an Associate Member of The Institute of Internal Auditors ("AIIA"). She has vast experience and exposure in the internal audit field. She was assisted by one (1) Manager, one (1) Assistant Manager, one (1) Senior Consultant and two (2) Junior Consultants in the audit reviews.

The internal audit firm provides the AC with an independent assessment of the Group's internal control environment, offering recommendations for improvement. The AC reviews the appointment and resignation of the internal audit function, as well as the proposed audit fees, before reporting to the Board. The internal audit engagement team is free from any relationship or conflict of interest with the Group, ensuring their ability to perform audits objectively, independently, proficiently and with due professional care.

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

INTERNAL AUDIT FUNCTION (CONT'D)

The outsourced internal audit function follows a risk-based approach to develop its audit plan, focusing on critical business processes, identifying internal control gaps, assessing the effectiveness and adequacy of current internal controls and recommending potential improvements to the internal control process. Each internal audit cycle within the audit plan is tailored to specific audit objectives, key risks evaluated and the scope of the internal control review. The audit results are presented to the AC at their meetings.

Follow-up reviews are also conducted to ensure the implementation of corrective actions, which are based on internal audit recommendations. The results of these follow-up reviews are also presented to the AC at their meetings.

During FY2025, the outsourced internal audit function focused on:-

- Project Planning and Initiation Management for MNUE and MNPT;
- Project Closure and Post Implementation for MNUE and MNPT;
- Follow-up review on Project Management Review for MNUE and MNPT;
- Follow-up review on Revenue Recognition Review;
- Follow-up review on Internal Control Weaknesses highlighted by External Auditor;
- Follow-up review on Payroll and Human Resource Management; and
- Follow-up review on Anti-Bribery and Corruption Policy

Based on the internal audits conducted during FY2025, no material control weaknesses were reported that would have a significant impact on the Group's operations.

The total cost of maintaining the outsourced internal audit function for FY2025 amounted to RM30,000.

ASSURANCE FROM MANAGEMENT

The Managing Director, Executive Director and Chief Financial Officer have provided to the Board with reasonable assurance that the Group's risk management and internal control system have been operating adequately and effectively in all material respect for the financial year under review and up to the date of approval of this statement, based on the risk management and internal control system adopted by the Group.

The Board confirms that the process for identifying, evaluating and managing significant risks within the Group is on-going. The role of the management is to implement the Board's policies and guidelines on risks and controls, identify and evaluate the risks faced, and operate a suitable system of internal controls to manage these risks. For FY2025, there was no material losses resulting from significant control weaknesses. The Board is satisfied that the existing level of systems of internal control and risk management are effective to enable the Group to achieve its business objectives.

The Board wishes to reiterate that risk management and internal control systems will be continuously improved in line with the evolving business development. It should be noted that all risk management and internal control systems can only manage, rather than eliminate, the risks associated with failing to achieve business objectives. Therefore, these systems within the Group could only provide reasonable but not absolute assurance against material misstatements, frauds and losses.

REVIEW OF THIS STATEMENT BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the AMLR, the External Auditors have reviewed this Statement pursuant to the scope set out in Audit and Assurance Practice Guide 3 ("AAPG 3") - Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report, issued by the Malaysian Institute of Accountants ("MIA") and reported to the Board that nothing has come to their attention that causes them to believe that the Statement, in all material aspects, has not been prepared in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidance for Directors of Listed Issuers, nor is factually inaccurate.

This Statement was approved by the Board on 22 October 2025.

AUDIT COMMITTEE REPORT

The Audit Committee (“**AC**”) serves to provide the Board of Directors (“**Board**”) with added assurance through an objective and independent review of the Group’s financial, operational, and administrative controls and procedures. Its responsibilities include ensuring the effectiveness of internal controls established by the Management, safeguarding the independence of the Group’s External Auditors, assessing the quality of the Internal Audit function, and overseeing compliance with laws, regulations, and the Group’s code of conduct.

The Board of MN Holdings Berhad (“**MNHB**” or “**the Company**”) is pleased to present the AC Report for the financial year ended 30 June 2025 (“**FY2025**”).

COMPOSITION

The present members of the AC are as follows:

Name	Position	Designation
Soh Eng Hooi	Chairperson	Independent Non-Executive Director
Pankajkumar A/L Bipinchandra	Member	Independent Non-Executive Director
Kho Zhen Qi	Member	Independent Non-Executive Director

The AC is composed entirely of Independent Non-Executive Directors. Its Chairperson, Ms. Soh Eng Hooi, is a member of the Malaysian Institute of Accountants, thereby fulfilling the requirements of Rules 15.09 and 15.10 of the ACE Market Listing Requirements (“**AMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) as well as Practice 9.4 of the Malaysian Code on Corporate Governance 2021 (“**MCCG**”).

The Company places strong emphasis on preserving the independence of its External Auditors and preventing any potential conflicts of interest. None of the AC members are former audit partners of the Group’s External Auditors. Should a proposed candidate have previously served as an audit partner of the Group’s External Auditors, the Company will observe a mandatory three (3)-year cooling-off period before such individual may be appointed to the AC.

MEETINGS

The AC held seven (7) meetings during the financial year under review. The details of attendance of the AC members are as follows: -

AC Members	Attendance
Soh Eng Hooi	7/7
Pankajkumar A/L Bipinchandra	6/7
Kho Zhen Qi	7/7

The Chief Financial Officer attends all AC meetings to facilitate direct communication and provide clarification on financial matters. At the invitation of the AC, other Board members and members of Management may also participate. The Internal Auditors and External Auditors are invited to present their audit plans and findings. All meeting proceedings are minuted, confirmed at the following AC meeting, and subsequently presented to the Board for notation.

TERMS OF REFERENCE

The AC’s Terms of Reference (“**TOR**”), which outline its duties and responsibilities, are available on the Company’s website at www.mnholdings.com.my.

AUDIT COMMITTEE REPORT (CONT'D)

FINANCIAL LITERACY OF THE MEMBERS OF THE AC

The members of the AC collectively possess the requisite experience and expertise in finance and accounting, enabling them to carry out their responsibilities in accordance with the AC's TOR. Details of each member's qualifications and professional background are provided in the Directors' Profile section of this Annual Report.

In addition, all AC members have undertaken, and will continue to pursue, continuous professional development to remain updated on the latest developments in accounting and auditing standards, practices, and regulatory requirements. This commitment ensures they remain effective in discharging their duties.

SUMMARY OF ACTIVITIES OF THE AC

The activities undertaken by the AC in discharge of its functions and duties for the FY2025 are summarised as follows:-

(a) Financial reporting

- Reviewed the unaudited quarterly financial reports and annual financial statements prior to their submission to the Board for approval. The review included discussions with Management and the External Auditors on the financial reporting standards applied, the judgments exercised in applying those standards, as well as the key accounting estimates and assumptions used in determining the reported amounts in the quarterly reports and year-end financial statements.

This review was undertaken to ensure that the Group's financial reporting and disclosures present a true and fair view of its financial position and performance, and that they comply with the Malaysian Financial Reporting Standards, applicable legal and regulatory requirements, and the disclosure provisions of the AMLR of Bursa Securities.

(b) Corporate Reporting

- Reviewed the AC Report for inclusion in the Annual Report.

(c) External Audit

- Reviewed with the External Auditors, Messrs. Crowe Malaysia PLT, the Audit Planning Memorandum for FY2025 and the Audit Progress Report for FY2025, and subsequently recommended them to the Board for notation and approval, respectively.
- Received updates from the External Auditors on new developments and annual improvements to the Accounting Standards.
- Held one (1) private session with the External Auditors, without the presence of Management, to discuss any issues of concern.
- Reviewed and assessed the performance, effectiveness, suitability, and independence of the External Auditors prior to recommending their re-appointment to the Board.

(d) Internal audit function

- Reviewed the internal audit plan and reports presented during the year, including the audit recommendations and Management's responses. Where necessary, the AC directed Management to implement corrective measures and strengthen control procedures and workflow processes in line with the Internal Auditors' recommendations.
- Assessed the adequacy of the scope, functions, resources, and competency of the internal audit function, ensuring it is equipped with the necessary authority to perform its duties effectively.
- Held one (1) private session with the Internal Auditors, without the presence of Management, to discuss any issues of concern.

(e) Matters relating to related party transaction

- Reviewed the quarterly and annual financial statements on the disclosures relating to related party transactions within the Group and ensure compliance with the provisions of the AMLR of Bursa Securities.
- Reviewed the recurrent related party transactions within the Group on a quarterly basis to ensure that the transaction values are within the limits of the mandate approved at the previous Annual General Meeting.

SUMMARY OF ACTIVITIES OF THE AC (CONT'D)**(f) Conflict of Interest or Potential Conflict of Interest situation**

Pursuant to Rule 15.12(1)(h) of the AMLR of Bursa Malaysia, the AC is responsible for reviewing any conflict of interest situations that arise, persist, or may arise within the Group, including transactions, procedures, or conduct that could raise concerns regarding management integrity, as well as the measures taken to address, eliminate, or mitigate such conflicts.

To strengthen this process, the Company has adopted a Conflict of Interest Policy to ensure that actual, potential, or perceived conflicts of interest are properly identified and effectively managed. During FY2025, the AC reviewed the following potential conflict of interest situations involving certain Directors of the Group before recommending them to the Board for approval, together with the measures taken to address these matters, as disclosed below:-

Nature of Potential COI	Nature and Extent of Interest of Conflicted Director	Measures Taken to Address the Potential COI
Appointment of Dato' Sri Ir Baharin bin Din as Independent Non-Executive Director of Founder Energy Sdn. Bhd. ("FESB"), which has entered into a Memorandum of Understanding ("MOU") with MN Power Transmission Sdn. Bhd. ("MNPT"), a wholly-owned subsidiary of the Company, to explore potential business collaborations in the renewable energy industry.	Dato' Sri Ir. Baharin bin Din serves as Independent Non-Executive Director of FESB. He does not hold any equity interest in FESB and is not involved in its management or day-to-day operations. The potential conflict may arise if FESB and MNPT enter into business arrangements, contracts, or transactions that overlap with the Company's interests.	Dato' Sri Ir. Baharin bin Din has declared his directorship in FESB to the Board and the AC in accordance with the Company's Conflict of Interest Policy. He will abstain from all deliberations, discussions, and voting on any matters involving FESB, MNPT, or related transactions. Any potential dealings will be reviewed by the AC and recommended to the Board to ensure that they are conducted on an arm's length basis and in the best interest of the Company. The AC will continue to monitor and review this matter to ensure ongoing compliance with corporate governance principles and regulatory requirements.
Datuk Dang Siong Diang has ownership and directorship in an entity (Mnenergy Sdn. Bhd.) that carries on a similar business and intends to enter into construction-related transactions with MNHB Group of companies.	Datuk Dang Siong Diang is a shareholder and director of Mnenergy Sdn. Bhd., which has the same shareholder and director with MNHB.	Datuk Dang Siong Diang has declared his ownership and directorship in Mnenergy Sdn. Bhd. to the Board and the AC in accordance with the Company's Conflict of Interest Policy. He is required to immediately inform the AC and the Board of Directors before entering into any transaction with any entity within MNHB Group of Companies, to abstain from deliberations and decision-making on the related matter, and to ensure that all such transactions are conducted on an arm's length basis. The AC will continue to monitor and review this matter to ensure ongoing compliance with corporate governance principles and regulatory requirements.

AUDIT COMMITTEE REPORT (CONT'D)

INTERNAL AUDIT FUNCTION

The Group's internal audit function, which reports directly to the AC, is outsourced to Eco Asia Governance Advisory Sdn. Bhd. ("**Eco Asia**"). The internal audit engagement team is led by the Head of Department, Ms Janeeta Salim, who is an Associate Member of The Institute of Internal Auditors ("AIIA"). She has vast experience and exposure in the internal audit field.

Eco Asia is independent of the Group's business operations and performs its duties in accordance with the standards set by the relevant professional bodies. The Internal Auditors provide the AC with an objective assessment of the adequacy and effectiveness of the Group's risk management and internal control systems. Any re-appointment or resignation of the Internal Auditors, as well as the proposed audit fees, are reviewed by the AC and subsequently recommended to the Board for approval.

During FY2025, the internal audit team comprised one (1) Manager, supported by one (1) Assistant Manager, one (1) Senior Consultant and two (2) Junior Consultants in the audit reviews with oversight provided by a director.

The Internal Auditors assist the AC in reviewing and strengthening the effectiveness of the internal control systems, ensuring that an appropriate balance is maintained between controls and risks across the Group in pursuit of its business objectives. With the internal audit function in place, remedial actions can be promptly taken to address any weaknesses identified in the systems and controls of the operating units. The internal audit function also promotes operational efficiency and supports better management of resources throughout the Group.

The total costs incurred for the internal audit function during FY2025 amounted to approximately RM30,000.

The functions of the outsourced Internal Auditors are to:-

- (i) Perform audit work in accordance with the pre-approved internal audit plan, which covers reviews of the internal control system, risk management and follow up audits to address observations reported in preceding internal audit visits;
- (ii) Carry out reviews on the systems of internal control of the Group;
- (iii) Review and comment on the effectiveness and adequacy of the existing internal control policies and procedures; and
- (iv) Provide recommendations, if any, for the improvement of the internal control policies and procedures.

During the FY2025, the following were the activities carried out by the Internal Auditors in discharging its responsibilities for the year:-

- Project Planning and Initiation Management for MNUE and MNPT;
- Project Closure and Post Implementation for MNUE and MNPT;
- Follow-up review on Project Management Review for MNUE and MNPT;
- Follow-up review on Revenue Recognition Review;
- Follow-up review on Internal Control Weaknesses highlighted by External Auditor;
- Follow-up review on Payroll and Human Resource Management; and
- Follow-up review on Anti-Bribery and Corruption Policy

This AC Report has been reviewed by the AC and approved by the Board on 22 October 2025.

ADDITIONAL COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS

I. 10% PRIVATE PLACEMENT (2024)

On 2 February 2024, the Company had obtained approval from Bursa Malaysia Securities in relation to the listing of and quotation for up to 73,583,700 new ordinary shares (“**Placement Shares**”), representing up to 10% of the total number of issued shares in the company.

The Placement Shares were issued in three (3) tranches as follows: -

- a) First tranche was completed on 1 March 2024, following the listing and quotation of 32,314,000 new ordinary shares at an issue price of RM0.5955 per placement share and raised RM19,242,987.00.
- b) Second tranche was completed on 5 June 2024, following the listing and quotation of 9,108,300 new ordinary shares at an issue price of RM0.7173 per placement share and raised RM6,533,383.59.
- c) Third tranche was completed on 1 August 2024, following the listing and quotation of 1,745,700 new ordinary shares at an issue price of RM0.8950 per placement share and raised RM1,562,401.50.

The gross proceeds raised from the 10% Private Placement, amounting to RM27.339 million, were fully utilised during the financial year ended 30 June 2025, and the proceeds were applied as intended, as outlined below:

Utilisation of proceeds	Expected timeframe	Actual proceeds raised RM'000	Amount utilised as at the LPD RM'000	Balance unutilised RM'000
(i) Working capital requirements	Within 24 months from the receipt of placement proceeds	27,123	27,123	–
(ii) Private placement expenses	Immediately	216	216	–
Total		27,339	27,339	–

II. 10% PRIVATE PLACEMENT (2025)

On 8 September 2025, the Company had obtained approval from Bursa Malaysia Securities in relation to the listing of and quotation for up to 67,618,300 new ordinary shares (“**Placement Shares**”), representing up to 10% of the total number of issued shares in the Company.

The Placement Shares were issued on 19 September 2025, following the listing and quotation of 59,451,900 new ordinary shares at an issue price of RM1.4950 per placement share and raised RM88,880,590.50.

The status of the utilization of proceeds arising from the 10% Private Placement are as below:

Utilisation of proceeds	Expected timeframe	Actual proceeds raised RM'000	Amount utilised as at the LPD RM'000	Balance unutilised RM'000
(i) Working capital	Within 24 months from the receipt of placement proceeds	87,858	–	87,858
(ii) Estimated expenses for the Proposed Private Placement	Within 1 month	1,023	946	77
Total		88,881	946	87,935

ADDITIONAL COMPLIANCE INFORMATION
(CONT'D)

2. AUDIT AND NON-AUDIT FEES PAID TO THE EXTERNAL AUDITORS

During the financial year ended 30 June 2025 ("FY2025"), the amount of audit and non-audit fees paid or payable to the External Auditors by the Company and Group respectively as follows:

	Company RM'000	Group RM'000
Audit fees	62	192
Non-audit fees ⁽¹⁾	8	8

Note:

(1) Review of Statement on Risk Management and Internal Control

3. EMPLOYEES' SHARE OPTION SCHEME

The Employees' Share Option Scheme ("ESOS") was approved at the EGM held on 13 January 2023. The ESOS is for a duration of five (5) years and may be extended for a further period of up to a maximum of five (5) years and shall not in aggregate exceed a maximum period of ten (10) years at the discretion of the Board upon recommendation of the ESOS Committee.

The ESOS Committee consists of three (3) members. The current members of the ESOS Committee are as follows: -

Designation	Name	Directorship/Position
Chairman	Pankajkumar A/L Bipinchandra	Independent Non-Executive Director
Member	Dato' Toh Eng Keat	Managing Director
Member	Pang Chien Cheng	Chief Financial Officer

a) the number of ESOS Options currently in existence during FY2025:-

Description	Tranche 1	Tranche 2	Number of Options as at 30 June 2025
			Total
Granted	10,000,000	10,000,000	20,000,000
Exercised	9,890,000	1,676,100	11,566,100
Lapsed	110,000	0	110,000
Outstanding	0	8,323,900	8,323,900

ADDITIONAL COMPLIANCE INFORMATION
(CONT'D)**3. EMPLOYEES' SHARE OPTION SCHEME (CONT'D)**

b) ESOS Options granted to each category of participants:-

	Directors	Key Senior Management	Remaining Employees
Date of offer: 31 October 2023			
Exercise Price: RM0.4000			
Aggregate options granted			
- number	8,420,000	950,200	629,800
- percentage ¹	84.2%	9.5%	6.3%
- number of participants	7	4	19
Aggregate options outstanding at the beginning of FY2025	8,370,000	364,300	136,600
Aggregate options exercised during the FY2025	8,370,000	364,300	136,600
Aggregate options or shares outstanding at the end of FY2025	0	0	0
Date of offer: 9 August 2024			
Exercise Price: RM0.7860			
Aggregate options granted			
- number	3,150,000	1,272,000	5,578,000
- percentage ²	31.5%	12.7%	55.8%
- number of participants	6	4	89
Aggregate options outstanding at the beginning of FY2025	–	–	–
Aggregate options exercised during the FY2025	–	428,400	1,247,700
Aggregate options or shares outstanding at the end of FY2025	3,150,000	843,600	4,330,300

Note:

1. The percentage is calculated based on the total number of ESOS options granted on 31 October 2023
2. The percentage is calculated based on the total number of ESOS options granted on 9 August 2024

c) ESOS Options granted to the Directors and Senior Management during FY2025 and since commencement of ESOS respectively

Directors and Senior Management	During FY2025	Since commencement up to 30 June 2025
Aggregate maximum allocation	70%	70%
Actual granted	2.52%	7.85%

d) The ESOS options granted and exercised by the non-executive directors during FY2025 are as follows:

Name of Director	No. of ESOS options granted		No. of ESOS options exercised	
	FY2024	FY2025	FY2024	FY2025
Soh Eng Hooi	50,000	50,000	–	50,000
Pankajkumar A/L Bipinchandra	50,000	50,000	–	50,000
Kho Zhen Qi	50,000	50,000	–	50,000

ADDITIONAL COMPLIANCE INFORMATION
(CONT'D)

4. MATERIAL CONTRACTS

During the FY2025, there was no material contracts (including contracts not reduced into writing), entered into in the ordinary course of business which have been entered into by the Company and/or its subsidiaries involving Directors', chief executive who is not a director or major shareholders' interests.

5. MATERIAL CONTRACTS RELATING TO LOANS

During the FY2025, there were no material contracts relating to loans entered into by the Company and its subsidiaries involving Directors', chief executive who is not a director and/or major shareholders' interests.

6. RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE

The Company had obtained a general mandate from its shareholders at the 4th Annual General Meeting ("AGM") held on 23 December 2024 for the Recurrent Related Party Transactions ("RRPTs") of a revenue or trading nature. The details of the RRPTs are disclosed in the Circular to Shareholders dated 30 October 2024.

The RRPTs during the FY2025 are as follows:

Name of Related Parties	Related party within MNHB Group	Nature of Transaction	Aggregate value made during the FY2025 RM'000	Interested Directors, Major Shareholders and Persons Connected and Nature of relationship
Semantra No-Dig Engineering Sdn Bhd ("SNDESB")	MNS	SNDESB will exclusively award the projects relating to underground utilities construction and pipe jacking services to MNS.	582	Wong Yew Choong

STATEMENT OF **DIRECTORS' RESPONSIBILITIES** IN RELATION TO THE FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 (“**the Act**”) and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad to prepare the financial statements for each financial year in accordance with the applicable Malaysian Financial Reporting Standards, the International Financial Reporting Standards and requirements of the Act in Malaysia.

The Directors are responsible to ensure that the audited financial statements give a true and fair view of the financial position, financial performance and cash flows of the Group and the Company for the financial year ended 30 June 2025 (“**FY2025**”). In ensuring the preparation of these financial statements, the Directors have observed the following criteria:

- oversee the overall conduct of the Group and the Company’s businesses;
- appropriate accounting policies and practices have been adopted and applied consistently;
- the statements are supported by reasonable and prudent judgements and estimates;
- all applicable accounting standards have been followed, subject to any material departure and explained in the financial statements;
- reviewing the adequacy and integrity of internal control systems and management information system in the Company and within the Group; and
- a going-concern basis has been adopted unless it is inappropriate to presume that the Group will continue its business.

The Directors are also responsible for ensuring that the Group and the Company keep proper accounting records which disclose the financial position of the Group and the Company with reasonable accuracy at any time, thus enabling the financial statements to be complied with the requirements of the Act.

The Directors are also responsible for taking the necessary steps to ensure appropriate systems are in place to safeguard the assets of the Group and the Company, and to detect and prevent fraud and other irregularities.

The Directors are satisfied that in preparing the financial statements of the Group and the Company for the FY2025, the Group and the Company have used the appropriate accounting policies and applied them consistently and supported by reasonable and prudent judgments and estimates. The Directors also consider that all applicable approved accounting standards have been complied with and further confirm that the financial statements have been prepared on a going concern basis.

WHAT'S INSIDE THIS REPORT



FINANCIAL STATEMENTS



91	Directors' Report
100	Statement by Directors
100	Statutory Declaration
101	Independent Auditors' Report
105	Statements of Financial Position
107	Statements of Profit or Loss and Other Comprehensive Income
109	Statements of Changes in Equity
112	Statements of Cash Flows
114	Notes to the Financial Statements

DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 30 June 2025.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding.

The information on the name, place of incorporation, principal activities, and percentage of issued share capital held by the holding company in each subsidiary company are set out in the “Subsidiaries” section of this report.

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

RESULTS

	The Group RM	The Company RM
Profit after taxation for the financial year	48,231,643	374,952
Attributable to:-		
Owners of the Company	47,747,055	374,952
Non-controlling interests	484,588	–
	48,231,643	374,952

DIVIDENDS

Dividends paid or declared by the Company since 30 June 2024 are as follows:-

	RM
Ordinary Share	
<u>In respect of the financial year 30 June 2025</u>	
First interim dividend of 0.15 sen per ordinary share, paid on 22 January 2025	744,643
Second interim dividend of 0.10 sen per ordinary share, payable on 10 July 2025	584,095
	1,328,738

DIRECTORS' REPORT
(CONT'D)**RESERVES AND PROVISIONS**

There were no material transfers to or from reserves or provisions during the financial year other than the following:-

	Employee Share Option Reserve RM
The Group/The Company	
Share options expenses	1,221,200
Share options exercised	(1,642,938)

ISSUES OF SHARES AND DEBENTURES

During the financial year:-

- (a) the Company increased its issued and paid-up share capital from RM78,329,083 to RM108,139,677 by way of:-
- (i) issuance of 108,697,400 new ordinary shares from the exercise of Warrants at the exercise price of RM0.20 per warrant as disclosed in "Warrants" section of this report which amounted to RM21,739,480;
 - (ii) issuance of 1,745,700 new ordinary shares from the exercise of private placement at the issue price of RM0.8950 per ordinary share which amounted to RM1,562,401; and
 - (iii) issuance of 10,547,000 new ordinary shares from the exercise of options under the Company's Employee Share Option Scheme at the exercise prices as disclosed in "Employee share option scheme" section of this report which amounted to RM6,508,713.

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

- (b) there were no issues of debentures by the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

During the financial year, no options were granted by the Company to any person to take up any unissued shares in the Company except for the share options granted pursuant to the Company's Employee Share Option Scheme below.

EMPLOYEE SHARE OPTION SCHEME ("ESOS")

At an Extraordinary General Meeting held on 13 January 2023, the Company's shareholders approved the establishment of ESOS of up to 30% of the total number of issued ordinary shares of the Company at any point in time during the existence of ESOS. The ESOS shall be in force for a period of 5 years and the ESOS options are exercisable from 12 June 2023 in accordance to the respective vesting period up to the date of expiry of the ESOS.

EMPLOYEE SHARE OPTION SCHEME ("ESOS") (CONT'D)

The main features of the ESOS are as follows:-

- (i) Eligible persons are directors of the Company and/or employees within MN Holdings Berhad and its subsidiaries ("MNHB Group"), who has been in full time employment by and is on the payroll of a company within MNHB Group for a continuous period of at least 12 months (which shall include any probation period) and his employment with the MNHB Group have been confirmed in writing on prior to the Offer Date;
- (ii) The maximum number of new ordinary shares of the Company, which may be available under the scheme, shall not exceed in aggregate 30%, or any such amount or percentage as may be permitted by the relevant authorities of the total issued share capital of the Company at any one time during the existence of the ESOS;
- (iii) The option price shall be determined by the Option Committee based on the 5-day weighted average market price of ordinary shares of the Company immediately preceding the offer date of the option, with a discount of not more than 10%;
- (iv) The option may be exercised by the grantee by notice in writing to the Company in the prescribed form during the option period in respect of all or any part of the new ordinary shares of the Company comprised in the ESOS; and
- (v) All new ordinary shares issued upon exercise of the options granted under the ESOS will rank pari passu in all respects with the existing ordinary shares of the Company, provided always that new ordinary shares so allotted and issued, will not be entitled to any dividends, rights, allotments and/or other distributions declared, where the entitlement date of which is prior to date of allotment and issuance of the new ordinary shares.

On 9 August 2024, the Company granted 10,000,000 share options under the ESOS plan and subject to the terms and conditions of the By-Laws.

The options offered for the subscription of unissued ordinary shares, the exercise price and the number of share options exercisable as at end of the reporting period are as follows:-

Grant Date	Expiry Date	Exercise Price RM	Number of Options over Ordinary Shares				
			At 1.7.2024	Granted	Exercised	At 30.6.2025	Exercisable At 30.6.2025
31 October 2023	30 October 2024	0.400	8,870,900	–	(8,870,900)	–	–
9 August 2024	8 August 2026	0.786	–	10,000,000	(1,676,100)	8,323,900	2,323,900
			8,870,900	10,000,000	(10,547,000)	8,323,900	2,323,900

Details of ESOS granted to the Directors are disclosed in the "Directors' Interests" section of the financial statements.

DIRECTORS' REPORT
(CONT'D)

WARRANTS

The Warrants are constituted by the Deed Poll date 10 February 2023 ("Deed Poll").

On 8 March 2023, a total of 204,375,000 Warrants were issued free by the Company pursuant to the bonus issue on the basis of one (1) Warrant for every two (2) existing ordinary shares held.

Salient features of the Warrants are as follows:-

- (a) Each Warrant entitles the registered Warrant holder thereof ("Warrant holders") to subscribe for one (1) new ordinary share at the exercise price of RM0.20, which may be exercised at any time from the date of issuance to the close of business on the market day immediately preceding the date which is the fifth (5th) anniversary from the date of the issuance of Warrants ("Exercise Period");
- (b) Any Warrants not exercised during Exercise Period will thereafter lapse and cease to be valid for any purpose;
- (c) Warrant holders must exercise the Warrants in accordance with the procedures set out in the Deed Poll and share allotted and issued upon such exercise shall rank *pari passu* in all respects with the then existing shares of the Company, save and except that shall not be entitled to participate in any dividends, rights, allotments and/or other forms of distribution prior to the issue and allotment thereof;
- (d) Warrant holders are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in the Company unless and until the Warrant holders exercise their warrants for new shares in the Company; and
- (e) The Deed Poll and accordingly the Warrants, are governed by and shall be construed in accordance with the laws of Malaysia.

The movement of the Warrants since the listing and quotation thereof is as follows:-

	← Entitlement for Ordinary Shares →		
	At 1.7.2024	Exercised	At 30.6.2025
Number of unexercised Warrants	191,061,800	(108,697,400)	82,364,400

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 impairment losses on receivables and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for impairment losses on receivables.

At the date of this report, the directors are not aware of any circumstances that would require the further writing off of bad debts, or the additional allowance for impairment losses on receivables in the financial statements of the Group and of the Company.



CURRENT ASSETS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ensure that any current assets, which were unlikely to be realised in the ordinary course of business, including their value as shown in the accounting records of the Group and of the Company, have been written down to an amount which they might be expected so to realise.

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

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:-

- (a) 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
- (b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

No contingent 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 Group and of the Company to meet their obligations 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 which 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 during 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 financial year in which this report is made.

DIRECTORS' REPORT (CONT'D)

DIRECTORS

The names of directors of the Company who served during the financial year and up to the date of this report are as follows:-

Datuk Loy Siong Hay *
 Dato' Toh Eng Keat *
 Datuk Dang Siong Diang *
 Dato' Sri Ir. Baharin Bin Din
 Pankajkumar A/L Bipinchandra
 Soh Eng Hooi
 Kho Zhen Qi
 Dato' Dr. Ir Hasnul Bin Mohamad Salleh (Retired on 23.12.2024)

* Director of the Company and its subsidiaries

The name of director of the Company's subsidiaries who served during the financial year and up to the date of this report, not including those directors mentioned above, are as follows:-

Wong Yew Choong
 Sariman Bin Bakar (Resigned on 28.2.2025)

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors holding office at the end of the financial year in shares and warrants of the Company and its related corporations during the financial year are as follows:-

	Number of Ordinary Shares			
	At 1.7.2024	Bought	Sold	At 30.6.2025
The Company				
<i>Direct Interests</i>				
Datuk Loy Siong Hay	88,252,000	18,490,000	(17,387,500)	89,354,500
Dato' Toh Eng Keat	93,446,800	23,355,000	(15,387,500)	101,414,300
Datuk Dang Siong Diang	41,371,000	11,030,000	(12,225,000)	40,176,000
Pankajkumar A/L Bipinchandra	600,000	50,000	(150,000)	500,000
Soh Eng Hooi	235,700	50,000	–	285,700
Kho Zhen Qi	679,800	50,000	–	729,800
Dato' Sri Ir. Baharin Bin Din	110,000	–	–	110,000

DIRECTORS' REPORT
(CONT'D)

DIRECTORS' INTERESTS (CONT'D)

	Number of Warrants			
	At 1.7.2024	Bought	Sold	At 30.6.2025
The Company				
<i>Direct Interests</i>				
Datuk Loy Siong Hay	37,126,000	–	(15,000,000)	22,126,000
Dato' Toh Eng Keat	37,376,000	–	(20,000,000)	17,376,000
Datuk Dang Siong Diang	17,308,000	–	(6,750,000)	10,558,000
Pankajkumar A/L Bipinchandra	740,300	–	(60,300)	680,000
Kho Zhen Qi	339,900	–	–	339,900
	Number of Options under ESOS			
	At 1.7.2024	Granted	Exercised	At 30.6.2025
The Company				
<i>Direct Interests</i>				
Datuk Loy Siong Hay	2,740,000	750,000	(2,740,000)	750,000
Dato' Toh Eng Keat	2,740,000	750,000	(2,740,000)	750,000
Datuk Dang Siong Diang	2,740,000	1,500,000	(2,740,000)	1,500,000
Pankajkumar A/L Bipinchandra	50,000	50,000	(50,000)	50,000
Soh Eng Hooi	50,000	50,000	(50,000)	50,000
Kho Zhen Qi	50,000	50,000	(50,000)	50,000

The other directors holding office at the end of the financial year had no interest in shares and warrants of the Company or its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than directors' remuneration as disclosed in the "Directors' Remuneration" of this report) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from the following transactions:-

	The Group RM	The Company RM
Advances from a company in which a director of a subsidiary has substantial financial interest	1,724,682	–
Legal fees paid to a firm of which the director is member for services rendered	(29,484)	–
Rental of premises paid to a director in which the director has substantial interest	(87,000)	–
Purchases from the company in which a director of a subsidiary has substantial financial interest	(124,827)	–
Sales to the company in which a director of a subsidiary has substantial financial interest	582,480	–

DIRECTORS' REPORT (CONT'D)

DIRECTORS' BENEFITS (CONT'D)

Neither during nor at the end of the financial year was the Group or the Company a party to any arrangements whose object is to enable the directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate other than the share options granted to certain directors pursuant to the ESOS of the Company.

DIRECTORS' REMUNERATION

The details of the directors' remuneration paid or payable to the directors of the Company during the financial year are as follows:-

	From the Company RM	From the Subsidiaries RM	Total RM
Fees	260,000	–	260,000
Salaries, bonuses, allowances and other benefits	19,000	4,441,712	4,460,712
Contributions to defined contribution benefits	–	159,840	159,840
	279,000	4,601,552	4,880,552

INDEMNITY AND INSURANCE COST

During the financial year, the amount of insurance effected for the directors and officers of the Company and its subsidiaries was RM10,000,000. No indemnity was given to or insurance effected for the auditors of the Company.

SUBSIDIARIES

(a) The details of the Company's subsidiaries are as follows:-

Name of Subsidiary	Country of Incorporation	Percentage of Issued Share Capital Held by Parent	Principal Activities
<i>Subsidiaries of the Company</i>			
MN Utilities Engineering Sdn. Bhd. ("MNUE") (F.K.A. Mutu Nusantara Sdn. Bhd.)	Malaysia	100%	Provision of underground utilities and substation engineering services and solutions.
MN Power Transmission Sdn. Bhd.	Malaysia	100%	Provision of substation engineering services and solutions.
<i>Subsidiaries of MNUE</i>			
MN Semantra Sdn. Bhd.	Malaysia	60%	Provision of underground utilities construction and pipe jacking services.
MN O&G Sdn. Bhd. (F.K.A. MN Moxtech Sdn. Bhd.)	Malaysia	70%	Provision of aerial bundled cable engineering services and solutions.

(b) The available auditors' reports on the financial statements of the subsidiaries did not contain any qualification.

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

The auditors, Crowe Malaysia PLT, have expressed their willingness to continue in office.

The details of the auditors' remuneration for the financial year are as follows:-

	The Group RM	The Company RM
Audit fees	192,000	62,000
Non-audit fees	8,000	8,000
	200,000	70,000

Signed in accordance with a resolution of the directors dated 22 October 2025.

Datuk Loy Siong Hay

Dato' Toh Eng Keat

STATEMENT BY **DIRECTORS** PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, Datuk Loy Siong Hay and Dato' Toh Eng Keat, being two of the directors of MN Holdings Berhad, state that, in the opinion of the directors, the financial statements set out on pages 105 to 174 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 30 June 2025 and of their financial performance and cash flows for the financial year ended on that date.

Signed in accordance with a resolution of the directors dated 22 October 2025.

Datuk Loy Siong Hay

Dato' Toh Eng Keat

STATUTORY **DECLARATION** PURSUANT TO SECTION 251(1)(b) OF THE COMPANIES ACT 2016

I, Pang Chien Chang, MIA Membership No: 41335, being the officer primarily responsible for the financial management of MN Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 105 to 174 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovementioned
Pang Chien Chang
at Kuala Lumpur
in the Federal Territory
on this 22 October 2025

Pang Chien Chang

Before me

Shaiful Hilmi Bin Halim
No. W-804
Commissioner for Oaths



INDEPENDENT **AUDITORS' REPORT**

TO THE MEMBERS OF MN HOLDINGS BERHAD (Incorporated in Malaysia)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of MN Holdings Berhad, which comprise the statements of financial position of the Group and of the Company as at 30 June 2025, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 105 to 174.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 June 2025, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current 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
(CONT'D)**REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)****Key Audit Matters (Cont'd)**

We have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue recognition and contract assets and liabilities Refer to Notes 4.1(e), 12 and 31 to the financial statements	
Key Audit Matter	How Our Audit Addressed the Key Audit Matter
The Group recognises revenue on construction contracts based on the percentage of completion method. The percentage of completion is measured using the input method, by reference to the proportion of actual costs incurred for work performed to date to the estimated total costs for the project. The recognition of revenue is therefore dependent on the Group's budgeted construction costs which includes estimates and judgements made by the management. This is a key audit matter as evaluating the accuracy of the budgeted construction costs and the determination of the percentage of completion of construction work require significant judgement and estimates.	Our procedures included, amongst others:- • Verified contracts secured and reviewed budgeted costs; • Assessed the estimated total contract costs to complete through enquiries with management; • Inspected documentation which supports cost estimates made including contract variations and cost contingencies; • Assessed reliability of contract budgets by comparing to actual incurred; • Performed verification on the actual progress billings issued and actual costs incurred for the financial year; and • Recomputed revenue recognised and checked calculation of the percentage of completion.

Recoverability of trade receivables and contract assets Refer to Notes 4.1(c), 10 and 12 to the financial statements	
Key Audit Matter	How Our Audit Addressed the Key Audit Matter
As at 30 June 2025, the carrying amounts of trade receivables and contract assets are RM103.978 million and RM140.369 million respectively. The management recognised the allowance of impairment losses on trade receivables and contract assets based on the following:- 1. Customers' payment and credit history; and 2. Specific known facts or circumstances on customers' ability to pay. We determined this to be a key audit matter due to the significant judgements and level of uncertainty involved in assessing the recoverability of trade receivables and contract assets.	Our procedures included, amongst others:- • Reviewed the ageing analysis of receivables and tested its accuracy; • Reviewed subsequent collections for major receivables and overdue amounts; • Examined, where applicable, other evidence including customers' correspondences, proposed or existing settlement plans and repayment schedules; and • Evaluated, where applicable, the reasonableness and tested the adequacy of the Group's impairment losses recognised for identified exposures on trade receivables and contract assets by assessing the relevant assumptions and historical data from the Group's previous collection experience.

There are no key audit matters to report for the Company.



INDEPENDENT AUDITORS' REPORT (CONT'D)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

INDEPENDENT AUDITORS' REPORT
(CONT'D)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 group financial statements. 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.

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law 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.

OTHER MATTERS

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

Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants

Lean Wei Ee
03827/05/2026 J
Chartered Accountant

Kuala Lumpur

22 October 2025

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2025

		The Group		The Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
ASSETS					
NON-CURRENT ASSETS					
Investment in subsidiaries	5	–	–	48,565,654	32,901,483
Property, plant and equipment	6	8,828,906	7,424,592	–	–
Investment properties	7	568,033	582,833	–	–
Right-of-use assets	8	772,868	645,283	–	–
Deferred tax assets	9	1,857,766	3,452,412	–	–
		12,027,573	12,105,120	48,565,654	32,901,483
CURRENT ASSETS					
Trade receivables	10	103,978,453	44,898,382	–	–
Other receivables, deposits and prepayments	11	9,716,032	10,962,442	34,435	–
Contract assets	12	140,368,881	89,536,421	–	–
Amount owing by a related party	13	167,286	27,720	–	–
Amount owing by subsidiaries	14	–	–	15,296,158	25,728,117
Amount owing by a related company	15	–	–	1,013,203	–
Current tax assets		25,000	25,221	–	17,721
Short-term investments	16	20,709,127	7,191,141	15,524,817	7,191,141
Fixed deposits with licensed banks	17	37,181,580	13,507,285	8,150,482	–
Cash and bank balances		68,484,138	27,962,658	17,196,433	10,067,276
		380,630,497	194,111,270	57,215,528	43,004,255
TOTAL ASSETS		392,658,070	206,216,390	105,781,182	75,905,738
EQUITY AND LIABILITIES					
EQUITY					
Share capital	18	108,139,677	78,329,083	108,139,677	78,329,083
Merger reserve	19	(30,950,000)	(30,950,000)	–	–
ESOS reserve	20	709,487	1,131,225	709,487	1,131,225
Retained profits/(Accumulated losses)		115,855,782	69,437,465	(4,922,738)	(3,968,952)
Equity attributable to owners of the Company		193,754,946	117,947,773	103,926,426	75,491,356
Non-controlling interests	5	890,485	405,897	–	–
TOTAL EQUITY		194,645,431	118,353,670	103,926,426	75,491,356

The annexed notes form an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION
(CONT'D)

		The Group		The Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
NON-CURRENT LIABILITIES					
Lease liabilities	21	386,254	264,588	–	–
Hire purchase payables	22	2,833,463	2,850,850	–	–
Term loans	23	483,172	849,821	–	–
		3,702,889	3,965,259	–	–
CURRENT LIABILITIES					
Trade payables	24	89,910,588	48,658,535	–	–
Other payables and accruals	25	29,675,088	6,897,343	1,189,161	414,382
Contract liabilities	12	55,597,810	8,041,813	–	–
Amount owing to a related party	13	2,037,379	241,003	–	–
Amount owing to directors	26	22,290	115,065	–	–
Lease liabilities	21	355,275	368,160	–	–
Hire purchase payables	22	2,083,594	1,863,062	–	–
Term loans	23	366,632	500,789	–	–
Bankers' acceptances	27	3,285,000	9,640,000	–	–
Trust receipts	28	–	3,966,243	–	–
Bank overdrafts	29	54,594	118,576	–	–
Dividend payable	30	584,095	–	584,095	–
Current tax liabilities		10,337,405	3,486,872	81,500	–
		194,309,750	83,897,461	1,854,756	414,382
TOTAL LIABILITIES		198,012,639	87,862,720	1,854,756	414,382
TOTAL EQUITY AND LIABILITIES		392,658,070	206,216,390	105,781,182	75,905,738

The annexed notes form an integral part of these financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

		The Group		The Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
REVENUE	31	540,448,727	256,175,183	746,000	–
COST OF SALES		(425,023,379)	(204,198,255)	–	–
GROSS PROFIT		115,425,348	51,976,928	746,000	–
OTHER INCOME		1,682,975	1,987,824	1,453,658	180,395
		117,108,323	53,964,752	2,199,658	180,395
ADMINISTRATIVE EXPENSES		(28,886,622)	(21,253,793)	(1,572,870)	(2,472,322)
OTHER EXPENSES		(3,973,871)	(5,014,525)	–	–
FINANCE COSTS		(1,726,052)	(1,405,128)	–	–
NET IMPAIRMENT LOSS ON FINANCIAL ASSETS AND CONTRACT ASSETS	32	(14,020,734)	(1,575,228)	–	–
PROFIT/(LOSS) BEFORE TAXATION	33	68,501,044	24,716,078	626,788	(2,291,927)
INCOME TAX EXPENSE	34	(20,269,401)	(7,555,180)	(251,836)	–
PROFIT/(LOSS) AFTER TAXATION		48,231,643	17,160,898	374,952	(2,291,927)
OTHER COMPREHENSIVE INCOME		–	–	–	–
TOTAL COMPREHENSIVE INCOME/(EXPENSE) FOR THE FINANCIAL YEAR		48,231,643	17,160,898	374,952	(2,291,927)

The annexed notes form an integral part of these financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
(CONT'D)

		The Group		The Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
PROFIT/(LOSS) AFTER TAXATION					
ATTRIBUTABLE TO:-					
Owners of the Company		47,747,055	16,909,852	374,952	(2,291,927)
Non-controlling interests		484,588	251,046	–	–
		48,231,643	17,160,898	374,952	(2,291,927)
TOTAL COMPREHENSIVE INCOME/(EXPENSE)					
ATTRIBUTABLE TO:-					
Owners of the Company		47,747,055	16,909,852	374,952	(2,291,927)
Non-controlling interests		484,588	251,046	–	–
		48,231,643	17,160,898	374,952	(2,291,927)
EARNINGS PER SHARE (SEN)					
Basic	35	9.20	4.01		
Diluted	35	8.12	3.31		

The annexed notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

The Group	Note	← Non-Distributable →				Distributable		Total Equity RM
		Share Capital RM	Merger Deficit RM	Share Option Reserve RM	Retained Profits RM	Attributable to Owners of the Company RM	Non- Controlling Interests RM	
Balance at 1.7.2023		49,352,777	(30,950,000)	-	52,527,613	70,930,390	154,851	71,085,241
Profit after taxation/ Total comprehensive income for the financial year		-	-	-	16,909,852	16,909,852	251,046	17,160,898
Issuance of shares pursuant to:								
- private placement	18	25,776,371	-	-	-	25,776,371	-	25,776,371
- warrants	18	2,662,340	-	-	-	2,662,340	-	2,662,340
Employees' share option scheme:	20							
- expenses		-	-	1,275,208	-	1,275,208	-	1,275,208
- exercised	18	537,595	-	(129,956)	-	407,639	-	407,639
- forfeited		-	-	(14,027)	-	(14,027)	-	(14,027)
Total contributions by and distributions to owners		28,976,306	-	1,131,225	-	30,107,531	-	30,107,531
Balance at 30.6.2024		78,329,083	(30,950,000)	1,131,225	69,437,465	117,947,773	405,897	118,353,670

The annexed notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY
(CONT'D)

The Group	Note	← Non-Distributable →				Distributable		Attributable to Owners of the Company	Non-Controlling Interests	Total Equity
		Share Capital	Merger Deficit	Share Option Reserve	Employee Share Option Reserve	Retained Profits	RM	RM	RM	RM
Balance at 30.6.2024/1.7.2024		78,329,083	(30,950,000)	1,131,225	69,437,465	117,947,773	405,897	118,353,670		
Profit after taxation/ Total comprehensive income for the financial year		-	-	-	47,747,055	47,747,055	484,588	48,231,643		
Dividends by the Company	36	-	-	-	(1,328,738)	(1,328,738)	-	(1,328,738)		
Issuance of shares pursuant to:										
- private placement	18	1,562,401	-	-	-	1,562,401	-	1,562,401		
- warrants	18	21,739,480	-	-	-	21,739,480	-	21,739,480		
Employees' share option scheme:	20									
- expenses		-	-	1,221,200	-	1,221,200	-	1,221,200		
- exercised	18	6,508,713	-	(1,642,938)	-	4,865,775	-	4,865,775		
Total contributions by and distributions to owners		29,810,594	-	(421,738)	-	29,388,856	-	29,388,856		
Balance at 30.6.2025		108,139,677	(30,950,000)	709,487	115,855,782	193,754,946	890,485	194,645,431		

The annexed notes form an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY
(CONT'D)

	Note	Share Capital RM	Non- Distributable Employee Share Option Reserve RM	Distributable Accumulated Losses RM	Total Equity RM
The Company					
Balance at 1.7.2023		49,352,777	–	(1,677,025)	47,675,752
Loss after taxation/Total comprehensive expenses for the financial year		–	–	(2,291,927)	(2,291,927)
Issuance of share pursuant to:					
- private placement	18	25,776,371	–	–	25,776,371
- warrants	18	2,662,340	–	–	2,662,340
Employees' share option scheme:	20				
- expenses		–	1,275,208	–	1,275,208
- exercised	18	537,595	(129,956)	–	407,639
- forfeited		–	(14,027)	–	(14,027)
Total contributions by and distributions to owners		28,976,306	1,131,225	–	30,107,531
Balance at 30.6.2024/1.7.2024		78,329,083	1,131,225	(3,968,952)	75,491,356
Profit after taxation/Total comprehensive income for the financial year		–	–	374,952	374,952
Dividends	36	–	–	(1,328,738)	(1,328,738)
Issuance of share pursuant to:					
- private placement	18	1,562,401	–	–	1,562,401
- warrants	18	21,739,480	–	–	21,739,480
Employees' share option scheme:	20				
- expenses		–	1,221,200	–	1,221,200
- exercised	18	6,508,713	(1,642,938)	–	4,865,775
Total contributions by and distributions to owners		29,810,594	(421,738)	–	29,388,856
Balance at 30.6.2025		108,139,677	709,487	(4,922,738)	103,926,426

The annexed notes form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

Note	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
CASH FLOWS FROM/(FOR) OPERATING ACTIVITIES				
Profit/(Loss) before taxation	68,501,044	24,716,078	626,788	(2,291,927)
Adjustments for:-				
Bad debt written off	2,532	1,122	-	-
Contract assets written off	760,121	1,147,287	-	-
Deposit written off	41,985	191,400	-	-
Depreciation of property, plant and equipment	2,676,618	3,084,506	-	-
Depreciation of investment properties	14,800	14,800	-	-
Depreciation of right-of-use assets	365,506	400,775	-	-
Impairment loss:				
- trade receivables	4,792,366	2,423,355	-	-
- contract assets	10,014,360	820,630	-	-
Interest expense on lease liabilities	39,628	26,854	-	-
Interest expense	1,686,424	1,354,072	-	-
Property, plant and equipment written off	-	153,452	-	-
Share options expenses	1,221,200	1,261,181	87,029	1,059,698
Unrealised loss on foreign exchange	924	14,227	-	-
Dividend income	-	-	(746,000)	-
Gain from disposal of property, plant and equipment	-	(8,499)	-	-
Gain on modification of right-of-use assets	(438)	(902)	-	-
Interest income	(1,193,138)	(553,701)	(1,451,742)	(180,395)
Reversal of impairment loss on trade receivables	(785,992)	(189,060)	-	-
Reversal of impairment loss on contract assets	-	(1,479,697)	-	-
Operating profit/(loss) before working capital changes carried forward	88,137,940	33,377,880	(1,483,925)	(1,412,624)
Increase in trade and other receivables, deposits and prepayments	(61,884,552)	(5,763,590)	(34,435)	-
Increase/(Decrease) in trade and other payables	63,728,239	(1,163,207)	774,779	(44,029)
Increase in contract assets	(61,606,941)	(28,628,466)	-	-
Increase in contract liabilities	47,555,997	425,668	-	-
Increase in amount owing by a related party	(135,704)	(27,720)	-	-
Increase in amount owing to a related party	124,826	98,963	-	-
CASH FROM/(FOR) OPERATIONS	75,919,805	(1,680,472)	(743,581)	(1,456,653)
Income tax paid	(11,824,001)	(6,482,740)	(152,615)	(17,721)
NET CASH FROM/(FOR) OPERATING ACTIVITIES	64,095,804	(8,163,212)	(896,196)	(1,474,374)

The annexed notes form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS
(CONT'D)

		The Group		The Company	
	Note	2025 RM	2024 RM	2025 RM	2024 RM
CASH FLOWS FOR					
INVESTING ACTIVITIES					
Advances to a related company		–	–	(1,000,000)	–
Advances to subsidiaries		–	–	(3,900,000)	(13,763,218)
Dividend received		–	–	746,000	–
Interest income received		1,183,707	553,701	1,240,498	180,395
Increase in placement of pledged fixed deposits with licensed banks		(23,674,295)	(3,212,375)	(8,150,482)	–
Purchase of property, plant and equipment	37(a)	(1,191,625)	(102,763)	–	–
Proceeds from disposal of property, plant and equipment		–	8,500	–	–
NET CASH FOR INVESTING ACTIVITIES		(23,682,213)	(2,752,937)	(11,063,984)	(13,582,823)
CASH FLOWS FROM					
FINANCING ACTIVITIES					
Advances from a related party		1,667,688	–	–	–
(Repayment to)/Advances from directors		(92,775)	115,065	–	–
Dividend paid		(744,643)	–	(744,643)	–
Drawdown of bankers' acceptances	37(b)	23,634,341	25,401,163	–	–
Drawdown of trust receipts	37(b)	34,902,328	12,014,695	–	–
Drawdown of letter of credit	37(b)	25,521,445	1,760,880	–	–
Interest paid		(1,406,502)	(898,177)	–	–
Proceeds from issuance of ordinary shares		23,301,881	28,438,711	23,301,881	28,438,711
Proceeds from exercise of employees' share options		4,865,775	407,639	4,865,775	407,639
Repayment of lease liabilities	37(b)	(392,432)	(396,146)	–	–
Repayment of hire purchase obligation	37(b)	(2,686,162)	(1,956,711)	–	–
Repayment of term loans	37(b)	(500,806)	(501,094)	–	–
Repayment of bankers' acceptances	37(b)	(29,989,341)	(19,954,163)	–	–
Repayment of trust receipts	37(b)	(38,868,571)	(8,048,452)	–	–
Repayment of letter of credit	37(b)	(25,521,445)	(1,760,880)	–	–
NET CASH FROM FINANCING ACTIVITIES		13,690,781	34,622,530	27,423,013	28,846,350
NET INCREASE IN CASH AND CASH EQUIVALENTS		54,104,372	23,706,381	15,462,833	13,789,153
EFFECTS OF FOREIGN EXCHANGE TRANSLATION		(924)	–	–	–
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR		35,035,223	11,328,842	17,258,417	3,469,264
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	37(d)	89,138,671	35,035,223	32,721,250	17,258,417

The annexed notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

1. GENERAL INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia and listed on the ACE Market of Bursa Malaysia Securities Berhad. The registered office and principal place of business are as follows:-

Registered office	:	B-21-1, Level 21 Tower B, Northpoint Mid Valley City No. 1, Medan Syed Putra Utara 59200 Kuala Lumpur W.P. Kuala Lumpur.
Principal place of business	:	F-07-01, Garden Shoppe One City Jalan USJ 25/1B 47650 Subang Jaya Selangor Darul Ehsan.

These financial statements comprise both separate and consolidated financial statements. The financial statements of the Company are separate financial statements, while the financial statements of the Group are consolidated financial statements that include those of the Company and its subsidiaries as of the end of the reporting period. The Company and its subsidiaries are collectively referred to as “the Group”.

The financial statements of the Company and of the Group are presented in Ringgit Malaysia (“RM”), which is the Company’s functional and presentation currency.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 22 October 2025.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding. The principal activities of the subsidiaries are set out in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company are prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under material accounting policy information, and in compliance with Malaysian Financial Reporting Standards (“MFRSs”), IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

- 3.1 During the current financial year, the Group and the Company have adopted the following new accounting standards and/or interpretations (including the consequential amendments, if any):-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)

Amendments to MFRS 16: Lease Liability in a Sale and Leaseback

Amendments to MFRS 101: Classification of Liabilities as Current or Non-current

Amendments to MFRS 101: Non-current Liabilities with Covenants

Amendments to MFRS 107 and MFRS 7: Supplier Finance Arrangements

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) did not have any material impact on the financial statements of the Group and of the Company.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**3. BASIS OF PREPARATION (CONT'D)**

- 3.2 The Group and the Company have not applied in advance the following accounting standards and/or interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective for the current financial year:-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
Amendments to MFRS 121: Lack of Exchangeability	1 January 2025
Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
Amendments to MFRS 9 and MFRS 7: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 9 and MFRS 7: Contracts Referencing Nature-dependent Electricity	1 January 2026
MFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 19: Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) is expected to have no material impact on the financial statements of the Group and of the Company upon their initial application except as follows:-

MFRS 18 Presentation and Disclosure of Financial Statements

MFRS 18 'Presentation and Disclosure in Financial Statements' will replace MFRS 101 'Presentation of Financial Statements' upon its adoption. This new standard aims to enhance the transparency and comparability of financial information by introducing new disclosure requirements. Specifically, it requires that income and expenses be classified into 3 defined categories: "operating", "investing" and "financing" and introduces 2 new subtotals: "operating profit or loss" and "profit or loss before financing and income tax". In addition, MFRS 18 requires the disclosure of management-defined performance measures and sets out principles for the aggregation and disaggregation of information, which will apply to all primary financial statements and the accompanying notes. The statement of financial position and the statement of cash flows will also be affected. The Group and the Company are currently assessing the impact of implementing this new standard.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**4. MATERIAL ACCOUNTING POLICY INFORMATION****4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS***Key Sources of Estimation Uncertainty*

Management believes that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year other than as disclosed below:-

(a) Depreciation of Property, Plant and Equipment

The estimates for the residual values, useful lives and related depreciation charges for the property, plant and equipment are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions. The Group anticipates that the residual values of its property, plant and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amounts of property, plant and equipment as at the reporting date is disclosed in Note 6 to the financial statements.

(b) Impairment of Property, Plant and Equipment, Investment Properties and Right-of-use Assets

The Group determines whether an item of its property, plant and equipment, investment properties and right-of-use assets are impaired by evaluating the extent to which the recoverable amount of the asset is less than its carrying amount. This evaluation is subject to changes such as market performance, economic and political situation of the country. A variety of methods is used to determine the recoverable amount, such as valuation reports and discounted cash flows. For discounted cash flows, significant judgement is required in the estimation of the present value of future cash flows generated by the assets, which involve uncertainties and are significantly affected by assumptions used and judgements made regarding estimates of future cash flows and discount rates. The carrying amounts of property, plant and equipment, investment properties and right-of-use assets as at the reporting date are disclosed in Notes 6, 7 and 8 to the financial statements respectively.

(c) Impairment of Trade Receivables and Contract Assets

The Group uses the simplified approach to estimate a lifetime expected credit loss allowance for all trade receivables and contract assets. The contract assets are grouped with trade receivables for impairment assessment because they have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group develops the expected loss rates based on the payment profiles of past sales and the corresponding historical credit losses, and adjusts for qualitative and quantitative reasonable and supportable forward-looking information. If the expectation is different from the estimation, such difference will impact the carrying values of trade receivables and contract assets. The carrying amounts of trade receivables and contract assets as at the reporting date are disclosed in Notes 10 and 12 to the financial statements respectively.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)**4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)***Key Sources of Estimation Uncertainty (Cont'd)***(d) Impairment of Non-Trade Receivables**

The loss allowances for non-trade financial assets are based on assumptions about risk of default (probability of default) and expected loss if a default happens (loss given default). It also requires the Group and the Company to assess whether there is a significant increase in credit risk of the non-trade financial assets at the reporting date. The Group and the Company use judgement in making these assumptions and selecting appropriate inputs to the impairment calculation, based on the past payment trends, existing market conditions and forward-looking information. The carrying amounts of other receivables, amount owing by a related party and amount owing by subsidiaries as at the reporting date are disclosed in Notes 11, 13 and 14 to the financial statements respectively.

(e) Revenue Recognition for Construction Contracts

The Group recognises construction revenue by reference to the construction progress using the input method, determined based on the proportion of construction costs incurred for work performed to date over the estimated total construction costs. The total estimated costs are based on approved budgets, which require assessment and judgement to be made on changes in, for example, work scope, changes in costs and costs to completion. In making the judgement, management relies on past experience and the work of specialists. The carrying amounts of contract assets and contract liabilities as at the reporting date are disclosed in Note 12 to the financial statements.

(f) Income Taxes

There are certain transactions and computations for which the ultimate tax determination may be different from the initial estimate. The Group and the Company recognise tax liabilities based on its understanding of prevailing tax laws and estimates of whether such taxes will be due in the ordinary course of business. Where the final outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax expense and deferred tax balances in the period in which such determination is made.

(g) Deferred Tax Assets

Deferred tax assets are recognised for all deductible temporary differences and unabsorbed capital allowances to the extent that it is probable that future taxable profits would be available against which the deductible temporary differences and unabsorbed capital allowances could be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the assessment of the probability of the future taxable profits. The carrying amount of deferred tax assets as at the reporting date is disclosed in Note 9 to the financial statements.

(h) Discount Rates used in Leases

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

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)****4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)***Critical Judgements Made in Applying Accounting Policies*

Management believes that there are no instances of application of critical judgement in applying the accounting policies of the Group and of the Company which will have a significant effect on the amounts recognised in the financial statements other than as disclosed below:-

(a) Classification between Investment Properties and Owner-occupied Properties

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

(b) Lease Terms

Some leases contain extension options exercisable by the Group before the end of the non-cancellable contract period. In determining the lease term, management considers all facts and circumstances including the past practice and any cost that will be incurred to change the asset if an option to extend is not taken. An extension option is only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

(c) Contingent Liabilities

The recognition and measurement for contingent liabilities are based on management's view of the expected outcome on contingencies after consulting legal counsel for litigation cases and experts, for matters in the ordinary course of business.

(d) Share-based Payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity investments at the date at which they are granted. The estimating of the fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. This also requires determining the most appropriate inputs to the valuation model including the expected life of the option volatility and dividend yield and making assumptions about them.

4.2 FINANCIAL INSTRUMENTS**(a) Financial Assets**Financial Assets Through Profit or Loss

The financial assets are initially measured at fair value. Subsequent to the initial recognition, the financial assets are remeasured to their fair values at the reporting date with fair value changes recognised in profit or loss. The fair value changes do not include interest and dividend income.

Financial Assets at Amortised Cost

The financial assets are initially measured at fair value plus transaction costs except for trade receivables without significant financing component which are measured at transaction price only. Subsequent to the initial recognition, all financial assets are measured at amortised cost less any impairment losses.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)**4.2 FINANCIAL INSTRUMENTS (CONT'D)****(b) Financial Liabilities**Financial Liabilities at Amortised Cost

The financial liabilities are initially measured at fair value less transaction costs. Subsequent to the initial recognition, the financial liabilities are measured at amortised cost.

(c) EquityOrdinary Shares

Ordinary shares are recorded on initial recognition at the proceeds received less directly attributable transaction costs incurred. The ordinary shares are not remeasured subsequently.

4.3 BASIS OF CONSOLIDATION

The Group applies the acquisition method of accounting for all business combinations except for those involving entities under common control which are accounted for applying the merger method of accounting.

Under the merger method of accounting, the assets and liabilities of the merger entities are reflected in the financial statements of the Group at their carrying amounts reported in the individual financial statements. The consolidated statement of profit or loss and other comprehensive income reflects the results of the merger entities for the full reporting period (irrespective of when the combination takes place) and comparatives are presented as if the entities had always been combined since the date for which the entities had come under common control.

The difference between the cost of the merger and the share capital and reserves of the merger entities is reflected within equity as merger reserve or merger deficit, as appropriate. The merger deficit is adjusted against suitable reserves of the merger entities to the extent that laws or statutes do not prohibit the use of such reserves.

4.4 INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries including the share options granted to employees of the subsidiaries, which are eliminated on consolidation, are stated in the financial statements of the Company at cost less impairment losses, if any.

4.5 PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment are initially measured at cost.

Subsequent to the initial recognition, all property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.5 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over the estimated useful lives. The principal annual depreciation rates are:-

Leasehold building	Over the lease term of 96 years
Computer equipment	10% - 20%
Electrical fixtures and fittings	20%
Furniture and fittings	10% - 20%
Motor vehicles	20%
Office equipment	10% - 20%
Plant and machinery	20%
Renovation	10% - 20%
Signboard	20%
Tools and equipment	20%

4.6 INVESTMENT PROPERTIES

Investment properties are initially measured at cost. Subsequent to the initial recognition, the investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation on investment properties is calculated using the straight-line method to allocate the depreciable amounts over the estimated useful lives. The principal annual depreciation periods and rates are:-

Building	5%
----------	----

4.7 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(a) Short-term Leases and Leases of Low-value Assets

The Group apply the “short-term lease” and “lease of low-value assets” recognition exemption. For these leases, the Group recognise the lease payments as an operating expense on a straight-line method over the term of the lease unless another systematic basis is more appropriate.

(b) Right-of-use Assets

Right-of-use assets are initially measured at cost. Subsequent to the initial recognition, the right-of-use assets are stated at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of 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 estimated useful lives of the right-of-use assets or the end of the lease term.

(c) Lease Liabilities

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the entities’ incremental borrowing rate. Subsequent to the initial recognition, the lease liabilities are measured at amortised cost and adjusted for any lease reassessment or modifications.



NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.8 REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue is recognised by reference to each distinct performance obligation in the contract with customer and is measured at the consideration specified in the contract of which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, net of sales and service tax, returns, rebates and discounts.

The Group recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of that asset.

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

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

(a) Sales of Goods

Revenue from sale of goods is recognised when the Group has transferred control of the goods to the customer, being when the goods have been delivered to the customer and upon its acceptance. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, and bears the risks of obsolescence and loss in relation to the goods.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(b) Rendering of Services

Revenue is recognised at a point in time when the services have been rendered to the customers and coincides with the delivery of services and acceptance by customers.

(c) Construction Services

Revenue from construction services is recognised over time in the period in which the services are rendered using the input method, determined based the proportion of construction costs incurred for work performed to date over the estimated total construction costs. Transaction price is computed based on the price specified in the contract and adjusted for any variable consideration such as incentives and penalties. Past experience is used to estimate and provide for the variable consideration, using expected value method and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

A receivable is recognised when the construction services are rendered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. If the construction services rendered exceed the payment received, a contract asset is recognised. If the payments exceed the construction services rendered, a contract liability is recognised.

(d) Dividend Income

Dividend income is recognised in profit or loss on the date that the Company's right to receive payment is established.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**5. INVESTMENTS IN SUBSIDIARIES**

	The Company	
	2025	2024
	RM	RM
Unquoted shares, at cost	47,230,000	32,700,000
Share options granted to employees of subsidiaries	1,335,654	201,483
	48,565,654	32,901,483

The details of the subsidiaries are as follows:-

Name of Subsidiary	Principal Place of Business and Country of Incorporation	Percentage of Issued Share Capital Held by Parent		Principal Activities
		2025	2024	
		%	%	
<i>Subsidiaries of the Company</i>				
MN Utilities Engineering Sdn. Bhd. ("MNUE") (F.K.A. Mutu Nusantara Sdn. Bhd.)	Malaysia	100	100	Provision of underground utilities and substation engineering services and solutions.
MN Power Transmission Sdn. Bhd.	Malaysia	100	100	Provision of substation engineering services and solutions.
<i>Subsidiaries of MNUE</i>				
MN Semantra Sdn. Bhd.	Malaysia	60	60	Provision of underground utilities construction and pipe jacking services.
MN O&G Sdn. Bhd. (F.K.A. MN Moxtech Sdn. Bhd.)	Malaysia	70	70	Provision of aerial bundled cable engineering services and solutions.

(a) The non-controlling interests at the end of the reporting period comprise the following:-

	Effective Equity Interest		The Group	
	2025	2024	2025	2024
	%	%	RM	RM
MN Semantra Sdn. Bhd.	40	40	946,409	435,395
MN O&G Sdn. Bhd.	30	30	(55,924)	(29,498)
			890,485	405,897

5. INVESTMENTS IN SUBSIDIARIES (CONT'D)

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

	MN Semantra Sdn. Bhd. 2025 RM	2024 RM
<u>At 30 June</u>		
Non-current assets	580,172	3,471
Current assets	9,606,906	3,590,121
Non-current liabilities	(315,947)	–
Current liabilities	(7,499,892)	(2,503,721)
Net assets	2,371,239	1,089,871
<u>Financial Year Ended 30 June</u>		
Revenue	17,817,293	6,766,867
Profit for the financial year	1,277,535	699,020
Total comprehensive income	1,277,535	699,020
Total comprehensive income attributable to non-controlling interests	511,014	279,608
Net cash flows for operating activities	(2,313,138)	(219,924)
Net cash flows (for)/from investing activities	(178,697)	117
Net cash flows from financing activities	2,577,465	37,004

	MN O&G Sdn. Bhd. 2025 RM	2024 RM
<u>At 30 June</u>		
Non-current assets	2,808	–
Current assets	2,043,420	622,982
Current liabilities	(2,232,642)	(721,309)
Net liabilities	(186,414)	(98,327)
<u>Financial Year Ended 30 June</u>		
Revenue	4,948,714	1,116,765
Loss for the financial year	(88,087)	(95,206)
Total comprehensive expenses	(88,087)	(95,206)
Total comprehensive expenses attributable to non-controlling interests	(26,426)	(28,562)
Net cash flows from/(for) operating activities	184,057	(160,791)
Net cash flows for investing activities	(3,120)	–
Net cash flows from financing activities	190,289	234,214

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**6. PROPERTY, PLANT AND EQUIPMENT**

The Group	At 1.7.2024 RM	Additions (Note 37(a)) RM	Depreciation Charges (Note 33) RM	At 30.6.2025 RM
2025				
<i>Carrying Amount</i>				
Computer equipment	122,067	88,537	(41,040)	169,564
Electrical, fixtures and fittings	2,597	–	(2,251)	346
Furniture and fittings	72,134	20,402	(25,416)	67,120
Motor vehicles	2,566,826	2,137,489	(914,347)	3,789,968
Office equipment	48,371	18,126	(18,415)	48,082
Plant and machinery	4,149,933	1,769,716	(1,544,971)	4,374,678
Renovation	133,377	46,662	(39,946)	140,093
Signboard	204	–	(201)	3
Tools and equipment	329,083	–	(90,031)	239,052
	7,424,592	4,080,932	(2,676,618)	8,828,906

The Group	At 1.7.2023 RM	Additions (Note 37(a)) RM	Disposal RM	Write Off (Note 33) RM	Depreciation Charges (Note 33) RM	At 30.6.2024 RM
2024						
<i>Carrying Amount</i>						
Computer equipment	80,679	73,079	–	–	(31,691)	122,067
Electrical, fixtures and fittings	8,193	–	–	–	(5,596)	2,597
Furniture and fittings	86,878	12,826	–	–	(27,570)	72,134
Motor vehicles	2,060,168	1,326,257	(1)	(127,818)	(691,780)	2,566,826
Office equipment	60,496	8,420	–	–	(20,545)	48,371
Plant and machinery	3,693,619	2,628,100	–	–	(2,171,786)	4,149,933
Renovation	162,277	16,387	–	–	(45,287)	133,377
Signboard	424	–	–	–	(220)	204
Tools and equipment	444,748	–	–	(25,634)	(90,031)	329,083
	6,597,482	4,065,069	(1)	(153,452)	(3,084,506)	7,424,592

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**6. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

The Group	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
2025			
Computer equipment	328,022	(158,458)	169,564
Electrical, fixtures and fittings	50,828	(50,482)	346
Furniture and fittings	202,483	(135,363)	67,120
Motor vehicles	8,774,765	(4,984,797)	3,789,968
Office equipment	158,256	(110,174)	48,082
Plant and machinery	21,961,069	(17,586,391)	4,374,678
Renovation	365,083	(224,990)	140,093
Signboard	2,090	(2,087)	3
Tools and equipment	457,654	(218,602)	239,052
	32,300,250	(23,471,344)	8,828,906
2024			
Computer equipment	239,485	(117,418)	122,067
Electrical, fixtures and fittings	50,828	(48,231)	2,597
Furniture and fittings	182,081	(109,947)	72,134
Motor vehicles	6,637,276	(4,070,450)	2,566,826
Office equipment	140,130	(91,759)	48,371
Plant and machinery	20,191,353	(16,041,420)	4,149,933
Renovation	318,421	(185,044)	133,377
Signboard	2,090	(1,886)	204
Tools and equipment	457,654	(128,571)	329,083
	28,219,318	(20,794,726)	7,424,592

The Group has leased certain motor vehicles and plant and machinery under hire purchase arrangements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**7. INVESTMENT PROPERTIES**

	The Group	
	2025	2024
	RM	RM
Cost:-		
At 1 July/30 June	740,000	740,000
Accumulated depreciation:-		
At 1 July	(157,167)	(142,367)
Depreciation during the financial year (Note 33)	(14,800)	(14,800)
At 30 June	(171,967)	(157,167)
	568,033	582,833
Fair value	2,408,433	2,170,583

- (a) The freehold buildings have been pledged to a licensed financial institution as security for banking facilities granted to the Group as disclosed in Note 23 to the financial statements.
- (b) The fair values of the investment properties are within level 2 of the fair value hierarchy and are arrived at by reference to market evidence of transaction prices for similar properties and are performed by registered valuers having appropriate recognised professional qualification and recent experience in the locations and category of properties being valued. The most significant input into this valuation approach is the price per square foot of comparable properties. Adjustments are then made for differences in location, size, facilities available, market conditions and other factors in order to arrive at a common basis.

8. RIGHT-OF-USE ASSETS

	At	Addition	Modification	Derecognition	Depreciation	At
The Group	1.7.2024	(Note 37(a))	of Lease	Due to Lease	Charges	30.6.2025
	RM	RM	Liabilities	Modification	(Note 33)	RM
			(Note 21)	(Note 21)	RM	
2025						
<i>Carrying Amount</i>						
Leasehold building	54,733	-	-	-	(625)	54,108
Land	37,789	-	-	-	(34,872)	2,917
Office	220,040	75,387	440,855	-	(164,797)	571,485
Factory	332,721	-	-	(23,151)	(165,212)	144,358
	645,283	75,387	440,855	(23,151)	(365,506)	772,868

	At 1.7.2023	Addition (Note 37(a))	Modification of Lease Liabilities (Note 21)	Depreciation Charges (Note 33)	At 30.6.2024
The Group	RM	RM	RM	RM	RM

	The Group	
	2025	2024
	RM	RM

Cost	2,092,628	1,695,594
Accumulated depreciation	(1,319,760)	(1,050,311)
	772,868	645,283

(a) Leasehold buildings	The Group has lease agreements for certain building for its own use. The lease is for a period of 96 (2024 - 96) years, with no renewal or purchase option included in the agreements.
(b) Land	The Group has lease agreements for a piece of land for its own use. The lease is for a period of 2 (2024 - 2) years, with no renewal or purchase option included in the agreements.
(c) Offices	The Group leases offices for operating activities. The lease periods of the offices typically run between 2 to 3 (2024 - 3 to 4) years, with an option to renew the leases after that date.
(d) Factory	The Group leases a factory for its operations. The lease period is 2 (2024 - 2) years, with an option to renew the lease after that date.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**9. DEFERRED TAX LIABILITIES/(ASSETS)**

	At 1.7.2024 RM	Recognised in Profit or Loss (Note 34) RM	At 30.6.2025 RM
The Group			
2025			
<i>Deferred Tax Liabilities</i>			
Contract asset	254,773	(13,686)	241,087
<i>Deferred Tax Assets</i>			
Property, plant and equipment	(210,487)	(51,144)	(261,631)
Provisions	(3,496,698)	1,659,476	(1,837,222)
	(3,707,185)	1,608,332	(2,098,853)
	(3,452,412)	1,594,646	(1,857,766)
	At 1.7.2023 RM	Recognised in Profit or Loss (Note 34) RM	At 30.6.2024 RM
The Group			
2024			
<i>Deferred Tax Liabilities</i>			
Contract asset	241,365	13,408	254,773
<i>Deferred Tax Assets</i>			
Property, plant and equipment	(202,637)	(7,850)	(210,487)
Provisions	(3,289,210)	(207,488)	(3,496,698)
	(3,491,847)	(215,338)	(3,707,185)
	(3,250,482)	(201,930)	(3,452,412)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**9. DEFERRED TAX LIABILITIES/(ASSETS) (CONT'D)**

At the end of the reporting period, the amounts of deferred tax assets not recognised (stated at gross) due to uncertainty of their realisation are as follows:-

	The Group	
	2025	2024*
	RM	RM
Unused tax losses:		
- Expiring within 6 to 10 years	106,396	239,513
Other deductible temporary differences	(2,808)	–
	103,588	239,513

* Certain comparative figures have been restated to reflect the revised tax losses carry-forward and other temporary differences available to the Group.

Based on the current legislation, the unused tax losses up to the year of assessment 2018 can be carried forward until the year of assessment 2028 and the unused tax losses for 2019 onwards are allowed to be utilised for 10 consecutive years of assessment immediately following that year of assessment; whereas, the unabsorbed capital allowances are allowed to be carried forward indefinitely.

10. TRADE RECEIVABLES

	The Group	
	2025	2024
	RM	RM
Trade receivables	120,649,475	57,563,030
Allowance for impairment losses	(16,671,022)	(12,664,648)
	103,978,453	44,898,382
Allowance for impairment losses:-		
At 1 July	(12,664,648)	(10,430,353)
Addition during the financial year (Note 32)	(4,792,366)	(2,423,355)
Reversal during the financial year (Note 32)	785,992	189,060
At 30 June	(16,671,022)	(12,664,648)

(a) The Group's normal trade credit term is 30 (2024 - 30) days. Other credit terms are assessed and approved on a case-by-case basis.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**10. TRADE RECEIVABLES (CONT'D)**

- (b) Included in the Group's trade receivables are retention sums which are expected to be recovered as below:-

	The Group	
	2025	2024
	RM	RM
Within 1 year	3,045,456	3,286,609
More than 1 year	4,477,832	1,679,304
	7,523,288	4,965,913

11. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	The Group		The Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Other receivables	1,079,909	386,712	33,535	–
Advances to suppliers (a)	2,889,000	3,727,745	–	–
Deposits (b)	4,953,475	6,260,001	–	–
Prepayments	793,648	587,984	900	–
	9,716,032	10,962,442	34,435	–

- (a) The advances to suppliers are unsecured and interest-free. The amount owing will be offset against future purchases from the suppliers.
- (b) Included in deposits are performance bonds paid to secure the due performance of the Group's obligations in respective projects amounted to RM660,660 (2024 - RM2,317,822). These deposits are expected to be refunded after the completion of defect liability.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**12. CONTRACT ASSETS/(LIABILITIES)****Contract Assets**

	The Group	
	2025 RM	2024 RM
Contract assets relating to construction contracts	152,344,168	91,497,348
Allowance for impairment losses	(11,975,287)	(1,960,927)
	140,368,881	89,536,421
Allowance for impairment losses:-		
At 1 July	(1,960,927)	(2,619,994)
Addition during the financial year (Note 32)	(10,014,360)	(820,630)
Reversal during the financial year (Note 32)	–	1,479,697
At 30 June	(11,975,287)	(1,960,927)
Represented by:-		
Underground utilities engineering	62,726,348	62,395,958
Substation engineering	77,642,533	27,140,463
	140,368,881	89,536,421

- (a) The contract assets primarily relate to the Group's right to consideration for work completed but not yet billed as at the reporting date. The amount will be transferred to trade receivables when the Group issues billing in the manner as established in the contracts with customers.
- (b) Included in the contract assets are retention sum receivables totalling RM52,077,433 (2024 - RM30,629,209).

Contract Liabilities

	The Group	
	2025 RM	2024 RM
Contract liabilities relating to construction contracts	(55,597,810)	(8,041,813)
Represented by:-		
Underground utilities engineering	(5,127,497)	(6,141,256)
Substation engineering	(50,470,313)	(1,900,557)
	(55,597,810)	(8,041,813)

- (c) The contract liabilities primarily relate to advances received from customers for construction contracts of which the revenue will be recognised over the remaining contract term of the specific contract it relates to. The amount will be recognised as revenue when the performance obligations are satisfied.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**12. CONTRACT ASSETS/(LIABILITIES) (CONT'D)**

- (d) The changes to contract assets and contract liabilities balances during the financial year are summarised below:-

	The Group	
	2025	2024
	RM	RM
At 1 July	81,494,608	53,780,030
Revenue recognised in profit or loss during the financial year	540,347,196	255,710,748
Billings to customers during the financial year	(526,296,252)	(227,507,950)
Written off during the financial year (Note 33)	(760,121)	(1,147,287)
Net impairment losses on contract assets (Note 32)	(10,014,360)	659,067
At 30 June	84,771,071	81,494,608
Represented by:-		
Contract assets	140,368,881	89,536,421
Contract liabilities	(55,597,810)	(8,041,813)
	84,771,071	81,494,608

- (e) The transaction price allocated to unsatisfied and/or partially unsatisfied performance obligations as at the reporting period are as below:-

	The Group	
	2025	2024
	RM	RM
<u>Underground utilities engineering</u>		
Within 1 year	26,875,545	6,141,256
<u>Substation engineering</u>		
Within 1 year	28,722,265	1,900,557
	55,597,810	8,041,813

The amount disclosed above do not have variable consideration.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**13. AMOUNTS OWING BY/(TO) A RELATED PARTY**

	The Group		The Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Amount owing by a related party:-				
Trade balance	167,286	27,720	-	-
Amount owing to a related party:-				
Trade balance	(2,027,379)	(239,001)	-	-
Non-trade balance	(10,000)	(2,002)	-	-
	(2,037,379)	(241,003)	-	-

The Group's normal trade credit term is 30 (2024 - 30) days.

The non-trade balance represents unsecured payments made on behalf. The amount owing is repayable on demand and is to be settled in cash.

14. AMOUNT OWING BY SUBSIDIARIES

The non-trade balances represent unsecured payments made on behalf and advances. The amount owing are repayable on demand and are to be settled in cash.

Inter-company advances at the end of the reporting period bore interest at rates of 7.90% (2024 - 3.38%) per annum with no fixed repayment terms.

15. AMOUNT OWING BY A RELATED COMPANY

The non-trade balances represent unsecured advances. The amount owing is repayable on demand and is to be settled in cash.

The advances at the end of the reporting period bore interest at rates of 7.90% (2024 - Nil) per annum with no fixed repayment terms.

16. SHORT-TERM INVESTMENTS

	The Group		The Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Money market funds, at fair value (Note 37(d))	20,709,127	7,191,141	15,524,817	7,191,141

The money market funds represent investments in highly liquid money market instruments and deposits with financial institutions in Malaysia which are redeemable with one (1) day notice at known amounts of cash, and are subject to an insignificant risk of changes in value.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**17. FIXED DEPOSITS WITH LICENSED BANKS**

- (a) The fixed deposits with licensed banks of the Group and of the Company at the end of the reporting period bore effective interest rates ranging from 1.75% to 3.15% (2024 - 2.00% to 3.10%) per annum and 2.20% to 2.50% (2024 - Nil) per annum respectively. The fixed deposits have maturity periods ranging from 30 to 365 (2024 - 30 to 365) days and 30 to 365 (2024 - Nil) days for the Group and the Company respectively.
- (b) Included in the fixed deposits with licensed banks of the Group and of the Company at the end of the reporting period was an amount of RM37,181,580 (2024 - RM13,507,285) and RM8,150,482 (2024 - Nil) respectively, which have been pledged to licensed banks as security for banking facilities granted to the Group and the Company as disclosed in Notes 23, 27, 28 and 29 to the financial statements respectively.

18. SHARE CAPITAL

		The Group/The Company		
	2025	2024	2025	2024
	Number of Shares		RM	RM
Issued and Fully Paid-up				
Ordinary Shares				
At 1 July	464,504,600	408,751,500	78,329,083	49,352,777
Issuance of new shares for cash:				
- warrants	108,697,400	13,311,700	21,739,480	2,662,340
- private placement	1,745,700	41,422,300	1,562,401	25,776,371
New shares issued under the employee share option scheme for cash (Note 20)	10,547,000	1,019,100	6,508,713	537,595
At 30 June	585,494,700	464,504,600	108,139,677	78,329,083

- (a) 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 at meetings of the Company. The ordinary shares have no par value.
- (b) During the financial year, the Company increased its issued and paid-up share capital from RM78,329,083 to 108,139,677 by way of:-
- Issuance of 108,697,400 new ordinary shares from the exercise of Warrants at the exercise price of RM0.20 per warrant which amounted to RM21,739,480;
 - Issuance of 1,745,700 new ordinary shares from the exercise of private placement at the issue price of RM0.8950 per ordinary share which amounted to RM1,562,401; and
 - Issuance of 10,547,000 new ordinary shares from the exercise of options under the Company's Employee Share Option Scheme at the exercise prices ranging from RM0.40 to RM0.786 which amounted to RM6,508,713.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**18. SHARE CAPITAL (CONT'D)**

- (c) In the previous financial year, the Company increased its issued and paid-up share capital from RM49,352,777 to RM78,329,083 by way of:-
- (i) Issuance of 13,311,700 new ordinary shares from the exercise of Warrants at the exercise price of RM0.20 per warrant which amounted to RM2,662,340;
 - (ii) Issuance of 32,314,000 new ordinary shares from the exercise of private placement at the issue price of RM0.5955 per ordinary share which amounted to RM19,242,987;
 - (iii) Issuance of 9,108,300 new ordinary shares from the exercise of private placement at the issue price of RM0.7173 per ordinary share which amounted to RM6,533,384; and
 - (iv) Issuance of 1,019,100 new ordinary shares from the exercise of options under the Company's Employee Share Option Scheme at the exercise price of RM0.40 which amounted to RM537,595.

The new ordinary shares issued rank equally in all respects with the existing ordinary shares of the Company.

19. MERGER RESERVES

The merger reserve represents the difference between the carrying value of the investment in subsidiaries and the share capital of the Company's subsidiaries upon consolidation under the merger accounting principle.

20. EMPLOYEE SHARE OPTION RESERVE

The employee share option reserve represents the equity-settled share options granted to employees. The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry or exercise of the share options.

The Employee Share Option Scheme of the Company ("ESOS") is governed by the ESOS By-Laws and was approved by shareholders on 13 January 2023. The ESOS is to be in force for a period of 5 years effective from 12 June 2023.

The main features of the ESOS are as follow:-

- (i) Eligible persons are directors of the Company and/or employees within MN Holdings Berhad and its subsidiaries ("MNHB Group"), who has been in full time employment by and is on the payroll of a company within MNHB Group for a continuous period of at least 12 months (which shall include any probation period) and his employment with the MNHB Group have been confirmed in writing on prior to the Offer Date.
- (ii) The maximum number of new ordinary shares of the Company, which may be available under the scheme, shall not exceed in aggregate 30%, or any such amount or percentage as may be permitted by the relevant authorities of the total issued share capital of the Company at any one time during the existence of the ESOS.
- (iii) The option price shall be determined by the Option Committee based on the 5-day weighted average market price of ordinary shares of the Company immediately preceding the offer date of the option, with a discount of not more than 10%.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**20. EMPLOYEE SHARE OPTION RESERVE (CONT'D)**

The main features of the ESOS are as follow:- (Cont'd)

- (iv) The option may be exercised by the grantee by notice in writing to the Company in the prescribed form during the option period in respect of all or any part of the new ordinary shares of the Company comprised in the ESOS.
- (v) All new ordinary shares issued upon exercise of the options granted under the ESOS will rank pari passu in all respects with the existing ordinary shares of the Company, provided always that new ordinary shares so allotted and issued, will not be entitled to any dividends, rights, allotments and/or other distributions declared, where the entitlement date of which is prior to date of allotment and issuance of the new ordinary shares.

All options granted under the ESOS are to be settled by physical delivery of ordinary shares of the Company. Their terms and conditions are as follows:-

Grant Date/Employees Entitled	Number of Options	Vesting Conditions	Contractual Life of Options
Options granted to eligible employees including directors of the Company and its subsidiaries on 31 October 2023.	10,000,000	Full time service for a continuous period of at least 12 months on or prior to the grant date.	5 years
Options granted to eligible employees including directors of the Company and its subsidiaries on 9 August 2024.	10,000,000	Full time service for a continuous period of at least 12 months on or prior to the grant date.	5 years

No person to whom the share option has been granted above has any right to participate by virtue of the option in any share issue of any other company.

The option prices and the details in the movement of the options granted are as follow:-

Grant Date	Exercise Price	Remaining Contractual Life of Options	← Number of Options over Ordinary Shares →			
			At 1.7.2024	Granted	Exercised	At 30.6.2025
2025						
9 August 2024	RM0.786	2 Years	–	10,000,000	(1,676,100)	8,323,900
31 October 2023	RM0.400	–	8,870,900	–	(8,870,900)	–
			8,870,900	10,000,000	(10,547,000)	8,323,900

Grant Date	Exercise Price	Remaining Contractual Life of Options	← Number of Options over Ordinary Shares →			
			At 1.7.2023	Granted	Exercised	At 30.6.2024
2024						
31 October 2023	RM0.400	1 Year	–	10,000,000	(1,019,100)	(110,000)
						8,870,900

For options exercised during the financial year, the weighted average share price at the date of exercise was ranging from RM0.40 to RM0.786 (2024 - RM0.40).

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**20. EMPLOYEE SHARE OPTION RESERVE (CONT'D)**

The number of options vested and exercisable as at 30 June 2025 was 2,323,900 (2024 - 8,870,900) and have an exercise price of RM0.786 (2024 - RM0.40) and a weighted average contractual life of 2 (2024 - 1) years.

The fair values of the share options granted were estimated using a Binomial Option pricing model, taking into account the terms and conditions upon which the options were granted. Service conditions attached to the arrangement were not taken into account measuring the grant date fair value.

The inputs used in the measurement of the fair value at grant date were as follows:-

	← Grant Date →	
	9 August 2024	31 October 2023
Fair value of share options at the grant date (RM)	0.305	0.128
Weighted average ordinary share price (RM)	0.87	0.48
Exercise price of share option (RM)	0.79	0.40
Expected volatility (%)	52.11	52.09
Expected life (years)	2	1
Risk free rate (%)	3.35	3.82
Expected dividend yield (%)	Nil	Nil

Expected volatility has been based on an evaluation of the historical volatility of the Company's share price over the last 2 years. Expected dividends are based on historical dividends. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and general behaviour of option holders.

21. LEASE LIABILITIES

	The Group	
	2025 RM	2024 RM
At 1 July	632,748	831,254
Additions (Note 37(b))	75,387	69,755
Interest expense recognised in profit or loss (Note 33)	39,628	26,854
Changes due to lease modification (Note 37(b))	440,855	127,885
Derecognition due to lease modification (Note 37(b))	(23,589)	–
Repayment of principal	(392,432)	(396,146)
Repayment of interest expense	(31,068)	(26,854)
At 30 June	741,529	632,748
Analysed by:-		
Current liabilities	355,275	368,160
Non-current liabilities	386,254	264,588
	741,529	632,748

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**22. HIRE PURCHASE PAYABLES**

	The Group	
	2025	2024
	RM	RM
At 1 July	4,713,912	2,513,623
Additions (Note 37(b))	2,889,307	4,157,000
Interest expense recognised in profit or loss (Note 33)	378,630	276,755
Repayment of principal	(2,686,162)	(1,956,711)
Repayment of interest expense	(378,630)	(276,755)
At 30 June	4,917,057	4,713,912
Analysed by:-		
Current liabilities	2,083,594	1,863,062
Non-current liabilities	2,833,463	2,850,850
	4,917,057	4,713,912

The hire purchase payables of the Group at the end of the reporting period, with lease terms ranging from 3 to 7 (2024 - 3 to 7) years and bore effective interest rates ranging from 4.79% to 7.42% (2024 - 4.83% to 7.42%) per annum and secured by:-

- (a) the Group's motor vehicles and plant and machinery as disclosed in Note 6 to the financial statements;
- (b) a joint and several guarantee of the directors of the Group; and
- (c) a corporate guarantee of the Company.

23. TERM LOANS (SECURED)

	The Group	
	2025	2024
	RM	RM
Current liabilities	366,632	500,789
Non-current liabilities	483,172	849,821
	849,804	1,350,610

The term loans of the Group at the end of the reporting period bore effective interest rates ranging from 3.50% to 8.85% (2024 - 3.50% to 8.85%) per annum and secured by:-

- (a) a first legal charge over the Group's investment properties and leasehold buildings as disclosed in Notes 7 and 8 to the financial statements respectively;
- (b) fixed deposits with licensed financial institutions as disclosed in Note 17 to the financial statements;
- (c) a joint and several guarantee of the directors of the Group;

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**23. TERM LOANS (SECURED) (CONT'D)**

- (d) a corporate guarantee of the Company;
- (e) a guarantee from the Credit Guarantee Corporation Malaysia Berhad ("CGC");
- (f) a guarantee from the Syarikat Jaminan Pembiayaan Perniagaan Berhad ("SJPP"); and
- (g) a Business Loan Level Term Assurance ("BLLTA") of directors of the Group.

24. TRADE PAYABLES

The normal trade credit terms granted to the Group ranging from 30 to 120 (2024 - 30 to 120) days. Late interest is charged at 6% (2024 - 6%) per annum on the overdue balance.

Included in the Group's trade payables are retention sums which are expected to be settled as below:-

	The Group	
	2025 RM	2024 RM
Within 1 year	677,147	–
More than 1 year	2,792,624	–
	3,469,771	–

25. OTHER PAYABLES AND ACCRUALS

	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Other payables:-				
Third parties	5,517,811	2,048,500	199,591	222,549
Accruals	21,933,725	4,848,843	78,518	191,833
Advances received	2,223,552	–	911,052	–
	29,675,088	6,897,343	1,189,161	414,382

Included in the Group's accruals is an amount of RM23,320,736 (2024 - RM6,149,325), which relates to goods and services rendered to the Group but for which invoices have not yet been received as of the reporting date.

26. AMOUNT OWING TO DIRECTORS

The amount owing to directors represents unsecured advances granted to the Group. The amounts are repayable on demand and are to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**27. BANKERS' ACCEPTANCES**

The bankers' acceptances of the Group at the end of the reporting period bore effective interest rates ranging from 4.49% to 6.01% (2024 - 3.63% to 6.01%) per annum and are secured by:-

- (a) fixed deposits with licensed financial institutions as disclosed in Note 17 to the financial statements; and
- (b) a joint and several guarantee of the directors of the Group.

28. TRUST RECEIPTS

In the previous financial year, the trust receipts of the Group at the end of the reporting period bore effective interest rates ranging from 7.92% to 8.15% per annum and were secured by:-

- (a) fixed deposits with licensed financial institutions as disclosed in Note 17 to the financial statements; and
- (b) a joint and several guarantee of the directors of the Group.

29. BANK OVERDRAFTS

- (a) The bank overdrafts of the Group are secured by fixed deposits with licensed banks as disclosed in Note 17 to the financial statements.
- (b) The bank overdrafts of the Group at the end of the reporting period bore floating interest rate ranging from 7.70% to 8.00% (2024 - 7.95%) per annum.

30. DIVIDEND PAYABLE

	The Group/The Company	
	2025	2024
	RM	RM
Second interim dividend of 0.10 (2024 - Nil) sen per ordinary share	584,095	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

31. REVENUE

	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Revenue from Contracts with Customers				
<u>Recognised over time</u>				
Construction contracts	540,347,196	255,710,748	–	–
<u>Recognised at a point in time</u>				
Sales of goods	91,296	464,435	–	–
Rendering of services	10,235	–	–	–
	101,531	464,435	–	–
	540,448,727	256,175,183	–	–
Revenue from Other Sources				
Dividend income from subsidiaries	–	–	746,000	–
	540,448,727	256,175,183	746,000	–

- (a) The information on the disaggregation of revenue is disclosed in Note 40 to the financial statements.
- (b) The information on transaction price allocated to unsatisfied and/or partially unsatisfied performance obligations as at the reporting period date is disclosed in Note 12(e) to the financial statements.
- (c) The information about the performance obligations in contracts with customers is summarised below:-

Nature of Goods or Services	Timing and Method of Revenue Recognition	Significant Payment Terms	Warranty and Obligation for Returns or Refunds
Construction contracts	When services are rendered using the costs incurred method.	Credit period of 30 days from the invoice date.	Defect liability period of 12 months given to customers.
Sales of goods	When goods are delivered and accepted by customers.	Credit period of 30 days from the invoice date.	Not applicable.
Rendering of services	When services are rendered using the cost incurred method.	Credit period of 30 days from the invoice date.	Not applicable.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**32. NET IMPAIRMENT LOSS ON FINANCIAL ASSETS AND CONTRACT ASSETS**

	The Group	
	2025	2024
	RM	RM
Impairment losses:		
- trade receivables (Note 10)	4,792,366	2,423,355
- contract assets (Note 12)	10,014,360	820,630
Reversal of impairment losses:		
- trade receivables (Note 10)	(785,992)	(189,060)
- contract assets (Note 12)	–	(1,479,697)
	14,020,734	1,575,228

33. PROFIT/(LOSS) BEFORE TAXATION

	The Group		The Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Profit/(Loss) before taxation is arrived at after charging/(crediting):-				
Auditors' remuneration:				
- audit fees	192,000	174,000	62,000	57,000
- non-audit fees	8,000	8,000	8,000	8,000
Directors' remuneration (Note 38(a))	5,266,916	2,375,998	279,000	230,484
Material Expenses/(Income)				
Bad debt written off	2,532	1,122	–	–
Contract assets written off	760,121	1,147,287	–	–
Deposit written off	41,985	191,400	–	–
Depreciation:				
- property, plant and equipment (Note 6)	2,676,618	3,084,506	–	–
- investment properties (Note 7)	14,800	14,800	–	–
- right-of-use assets (Note 8)	365,506	400,775	–	–
Lease expenses:				
- short-term leases	758,629	597,714	–	–
Interest expense on lease liabilities	39,628	26,854	–	–
Interest expense on financial liabilities that are not at fair value through profit or loss:				
- bank acceptances	407,801	380,374	–	–
- bank overdrafts	3,958	3,503	–	–
- letter of credit	254,273	108,966	–	–
- hire purchase payables	378,630	276,755	–	–
- term loans	56,550	79,220	–	–
- trust receipts	274,222	22,505	–	–
- others	310,990	482,749	–	–
Property, plant and equipment written off	–	153,452	–	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**33. PROFIT/(LOSS) BEFORE TAXATION (CONT'D)**

	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Profit/(Loss) before taxation is arrived at after charging/(crediting):- (Cont'd)				
Material Expenses/(Income) (Cont'd)				
Staff costs:				
- short-term employee benefits	14,164,723	9,750,171	368,226	—
- defined contribution benefits	1,530,641	1,169,489	44,196	—
- others	2,085,279	1,046,023	3,313	—
Share option expenses	1,221,200	1,261,181	87,029	1,059,698
Realised loss on foreign exchange	105,899	6,956	—	—
Unrealised loss on foreign exchange	924	14,227	—	—
Bad debt recovered	(150,000)	—	—	—
Dividend income from subsidiaries	—	—	(746,000)	—
Gain on disposal of property, plant and equipment	—	(8,499)	—	—
Gain on modification of leases	(438)	(902)	—	—
Interest income on financial assets measured at fair value through profit or loss mandatorily:				
- short-term investments	(517,986)	(88,299)	(333,676)	(88,299)
Interest income on financial assets measured at amortised cost:				
- advance to subsidiaries	—	—	(1,016,531)	(90,133)
- fixed deposits with licensed banks	(617,533)	(457,120)	(96,817)	—
- others	(57,619)	(8,282)	(4,718)	(1,963)
Lease income:				
- rental income from investment properties	(22,800)	(22,800)	—	—

34. INCOME TAX EXPENSE

Income Tax Expenses Recognised in Profit or Loss

	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Current tax expense	19,183,000	7,564,000	159,000	—
(Over)/Underprovision in the previous financial year	(508,245)	193,110	92,836	—
	18,674,755	7,757,110	251,836	—
Deferred tax (Note 9):				
- origination and reversal of temporary differences	1,745,472	(344,285)	—	—
- (over)/underprovision in the previous financial year	(150,826)	142,355	—	—
	1,594,646	(201,930)	—	—
	20,269,401	7,555,180	251,836	—

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**34. INCOME TAX EXPENSE (CONT'D)**

Income Tax Expenses Recognised in Profit or Loss (Cont'd)

A reconciliation of income tax expense applicable to the profit/(loss) before taxation at the statutory tax rate to income tax expense at the effective tax rate of the Group and of the Company is as follows:-

	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Profit/(Loss) before taxation	68,501,044	24,716,078	626,788	(2,291,927)
Tax at the statutory tax rate of 24% (2024 - 24%)	16,440,251	5,931,859	150,429	(550,062)
Tax effects of:-				
Non-deductible expenses	4,925,714	1,358,837	285,756	576,043
Non-taxable income	(404,871)	(25,981)	(277,185)	(25,981)
Differential in tax rates	–	(45,000)	–	–
Utilisation of deferred tax assets previously not recognised	(32,622)	–	–	–
(Over)/Underprovision of current tax in the previous financial year	(508,245)	193,110	92,836	–
(Over)/Underprovision of deferred taxation in the previous financial year	(150,826)	142,355	–	–
	20,269,401	7,555,180	251,836	–

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2024 - 24%) of the estimated assessable profit for the financial year. The taxation of other jurisdictions is calculated at the rates prevailing in the respective jurisdiction.

	The Group	
	2025 RM	2024 RM
Income tax savings during the financial year arising from:-		
Utilisation of tax losses previously not recognised as deferred tax assets	(32,622)	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**35. EARNINGS PER SHARE****(a) Basic Earnings Per Share**

The basic earnings per share is calculated by dividing the consolidated profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year after deducting for treasury shares.

	The Group	
	2025	2024
Profit after taxation attributable to owners of the Company (RM)	47,747,055	16,909,852
Weighted average number of ordinary shares in issue (Basic):-		
Ordinary shares at 1 July	464,504,600	408,751,500
Effects of new ordinary shares issued	54,634,498	13,450,120
Weighted average number of ordinary shares in issue at 30 June	519,139,098	422,201,620
Basic earnings per ordinary share (sen)	9.20	4.01

(b) Diluted Earnings Per Share

The diluted earnings per share is calculated by dividing the consolidated profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year after deducting for treasury shares and adjusted for the effects of dilutive potential ordinary shares.

	The Group	
	2025	2024
Diluted earnings per share		
Profit after taxation attributable to owners of the Company (RM)	47,747,055	16,909,852
Weighted average number of ordinary shares in issue (Basic)	519,139,098	422,201,620
Effect of dilution due to conversion of warrants	63,160,446	80,714,472
Effect of dilution due to conversion of ESOS	5,545,974	7,435,424
Weighted average number of ordinary shares in issue (Diluted)	587,845,518	510,351,516
Diluted earnings per ordinary share (sen)	8.12	3.31

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**36. DIVIDENDS**

	The Company	
	2025	2024
	RM	RM
Ordinary Shares		
First interim dividend of 0.15 (2024 - Nil) sen per ordinary share in respect of the current financial year	744,643	–
Second interim dividend of 0.10 (2024 - Nil) sen per ordinary share in respect of the current financial year	584,095	–
	1,328,738	–

37. CASH FLOW INFORMATION

- (a) The cash disbursed for the purchase of property, plant and equipment and the addition of right-of-use assets is as follows:-

	The Group	
	2025	2024
	RM	RM
Property, plant and equipment		
Cost of property, plant and equipment purchased (Note 6)	4,080,932	4,065,069
Less: Acquired through hire purchase arrangements (Note 22)	(2,889,307)	(4,157,000)
Less: Other payables - balances remained unpaid at financial year end	–	194,694
	1,191,625	102,763
Right-of-use assets		
Cost of right-of-use assets acquired (Note 8)	75,387	69,755
Less: Additions of new lease liabilities (Note 21)	(75,387)	(69,755)
	–	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

37. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows:-

The Group	Term Loans RM	Bankers' Acceptances RM	Trust Receipts RM	Lease Liabilities RM	Hire Purchase Payables RM	Letter Of Credit RM	Total RM
2025							
At 1 July	1,350,610	9,640,000	3,966,243	632,748	4,713,912	-	20,303,513
<u>Changes in Financing Cash Flows</u>							
Proceeds from drawdown	-	23,634,341	34,902,328	-	-	25,521,445	84,058,114
Repayment of principal	(500,806)	(29,989,341)	(38,868,571)	(392,432)	(2,686,162)	(25,521,445)	(97,958,757)
Repayment of interests	(56,550)	(407,801)	(274,222)	(31,068)	(378,630)	(254,273)	(1,402,544)
	(557,356)	(6,762,801)	(4,240,465)	(423,500)	(3,064,792)	(254,273)	(15,303,187)
<u>Other Changes</u>							
Acquisition of new leases (Note 21)	-	-	-	75,387	-	-	75,387
Addition of hire purchase (Note 22)	-	-	-	-	2,889,307	-	2,889,307
Modifications of leases (Note 21)	-	-	-	417,266	-	-	417,266
Interest expense recognised in profit or loss (Note 33)	56,550	407,801	274,222	39,628	378,630	254,273	1,411,104
	56,550	407,801	274,222	532,281	3,267,937	254,273	4,793,064
At 30 June	849,804	3,285,000	-	741,529	4,917,057	-	9,793,390

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

37. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows:- (Cont'd)

The Group	Term Loans RM	Bankers' Acceptances RM	Trust Receipts RM	Lease Liabilities RM	Hire Purchase Payables RM	Letter Of Credit RM	Total RM
2024							
At 1 July	1,851,704	4,193,000	-	831,254	2,513,623	-	9,389,581
<u>Changes in Financing Cash Flows</u>							
Proceeds from drawdown	-	25,401,163	12,014,695	-	-	1,760,880	39,176,738
Repayment of principal	(501,094)	(19,954,163)	(8,048,452)	(396,146)	(1,956,711)	(1,760,880)	(32,617,446)
Repayment of interests	(79,220)	(380,374)	(22,505)	(26,854)	(276,755)	(108,966)	(894,674)
	(580,314)	5,066,626	3,943,738	(423,000)	(2,233,466)	(108,966)	5,664,618
<u>Other Changes</u>							
Acquisition of new leases (Note 21)	-	-	-	69,755	-	-	69,755
Addition of hire purchase (Note 22)	-	-	-	-	4,157,000	-	4,157,000
Modifications of leases (Note 21)	-	-	-	127,885	-	-	127,885
Interest expense recognised in profit or loss (Note 33)	79,220	380,374	22,505	26,854	276,755	108,966	894,674
	79,220	380,374	22,505	224,494	4,433,755	108,966	5,249,314
At 30 June	1,350,610	9,640,000	3,966,243	632,748	4,713,912	-	20,303,513

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**37. CASH FLOW INFORMATION (CONT'D)**

(c) The total cash outflows for leases as a lessee are as follows:-

	The Group	
	2025 RM	2024 RM
Payment of short-term leases	758,629	597,714
Payment of lease liabilities	392,432	396,146
Interest paid on lease liabilities	31,068	26,854
	1,182,129	1,020,714

(d) The cash and cash equivalents comprise the following:-

	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Short-term investments (Note 16)	20,709,127	7,191,141	15,524,817	7,191,141
Fixed deposits with licensed banks	37,181,580	13,507,285	8,150,482	–
Cash and bank balances	68,484,138	27,962,658	17,196,433	10,067,276
Bank overdrafts (Note 29)	(54,594)	(118,576)	–	–
	126,320,251	48,542,508	40,871,732	17,258,417
Less: Fixed deposits pledged with licensed banks with maturity of less than 3 months (Note 17)	(18,676,889)	(7,661,582)	(4,125,550)	–
Fixed deposits pledged with licensed banks with maturity of more than 3 months (Note 17)	(18,504,691)	(5,845,703)	(4,024,932)	–
	(37,181,580)	(13,507,285)	(8,150,482)	–
	89,138,671	35,035,223	32,721,250	17,258,417

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**38. KEY MANAGEMENT PERSONNEL COMPENSATION**

The key management personnel of the Group and of 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:-

(a) Directors

	The Group		The Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Directors of the Company				
Short-term employee benefits:				
- fees	260,000	215,484	260,000	215,484
- salaries, bonuses and allowances	1,351,000	1,554,000	19,000	15,000
- others	3,109,712	3,476	-	-
	4,720,712	1,772,960	279,000	230,484
Defined contribution benefits	159,840	184,680	-	-
	4,880,552	1,957,640	279,000	230,484
Directors of the Subsidiaries				
Short-term employee benefits:				
- salaries and bonuses	343,000	372,000	-	-
- others	2,204	2,318	-	-
	345,204	374,318	-	-
Defined contribution benefits	41,160	44,040	-	-
	386,364	418,358	-	-
Total directors' remuneration (Note 33)	5,266,916	2,375,998	279,000	230,484

In the previous financial year, the estimated monetary value of benefits-in-kind provided by the Group to the directors of the Company was RM15,362.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**38. KEY MANAGEMENT PERSONNEL COMPENSATION (CONT'D)****(b) Other Key Management Personnel**

	The Group		The Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Short-term employee benefits	955,004	791,731	240,141	–
Defined contribution benefits	96,720	80,088	28,680	–
Total compensation for other key management personnel	1,051,724	871,819	268,821	–

39. RELATED PARTY DISCLOSURES**(a) Subsidiaries**

The subsidiaries are disclosed in Note 5 to the financial statements.

(b) Significant Related Party Transactions and Balances

The Group and the Company carried out the following significant transactions with the related parties during the financial year:-

	The Group		The Company	
	2025	2024	2025	2024
	RM	RM	RM	RM
Advances from/(to) a related party	1,724,682	(3,862)	–	–
Advances from director	66,726	135,065	–	–
Legal fees paid to a company in which the director of the Company is a member	(29,484)	–	–	–
Rental paid to a director	(87,000)	(74,400)	–	–
Purchases paid or payable to a related party	(124,827)	(102,825)	–	–
Sales to a related party	582,480	427,720	–	–
Advances to subsidiaries	–	–	(7,000,000)	(13,761,990)
Advances to a related company	–	–	(1,000,000)	–
Share option expenses recharged to subsidiaries	–	–	1,335,654	201,483
Dividend income from subsidiaries	–	–	746,000	–
Repayment from/(to) subsidiaries	–	–	3,772,446	(1,525,208)
Repayment from a related company	–	–	32,101	–

The significant outstanding balances of a related party together with their terms and conditions are disclosed in Notes 13, 14, 15 and 26 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**40. OPERATING SEGMENTS**

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

The Group is organised into 3 main reportable segments as follows:-

- (i) provision of underground utilities engineering services and solutions "Underground utilities engineering".
- (ii) provision of substation engineering services and solutions and trading and supplying "Substation engineering".
- (iii) provision of investment holding and management services "Investment holding".

Assets, liabilities and expenses which are common and cannot be meaningfully allocated to the operating segments are presented under unallocated items. Unallocated items comprise mainly current tax assets, current tax liabilities and deferred tax assets.

Transaction between reportable segments are carried out on agreed terms between both parties. The effects of such inter-segment transactions are eliminated on consolidation.

40.1 BUSINESS SEGMENTS

2025	Underground Utilities Engineering RM	Substation Engineering RM	Investment Holding RM	Consolidation Adjustments RM	The Group RM
Revenue					
External revenue	180,074,009	360,374,718	–	–	540,448,727
Inter-segment revenue	3,320,555	6,860,000	746,000	(10,926,555)	–
Total revenue	183,394,564	367,234,718	746,000	(10,926,555)	540,448,727
Results					
Segment profit	5,234,697	65,808,983	626,788	(1,443,372)	70,227,096
Finance costs	(1,619,510)	(1,123,073)	–	1,016,531	(1,726,052)
Profit before taxation	3,615,187	64,685,910	626,788	(426,841)	68,501,044
Other Information					
Interest income	486,751	271,176	1,451,742	(1,016,531)	1,193,138
Interest expenses	(1,619,510)	(1,123,073)	–	1,016,531	(1,726,052)
Contract assets written off	–	(760,121)	–	–	(760,121)
Depreciation	(2,451,282)	(632,102)	–	26,460	(3,056,924)
Net impairment of trade receivables and contract assets	(11,203,695)	(2,817,039)	–	–	(14,020,734)
Unrealised loss on foreign exchange	–	(924)	–	–	(924)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

40. OPERATING SEGMENTS (CONT'D)

40.1 BUSINESS SEGMENTS (CONT'D)

2025	Underground Utilities Engineering RM	Substation Engineering RM	Investment Holding RM	Consolidation Adjustments RM	The Group RM
Assets					
Segment assets	112,601,492	241,509,490	105,781,182	(69,116,860)	390,775,304
Unallocated assets:					
- current tax assets					25,000
- deferred tax assets					1,857,766
Consolidated total assets					392,658,070
<u>Addition to non-current assets other than financial instruments</u>					
Property, plant and equipment	7,409,914	1,418,992	–	–	8,828,906
Investment properties	568,033	–	–	–	568,033
Right-of-use assets	408,886	363,982	–	–	772,868
Liabilities					
Segment liabilities	61,585,200	145,137,594	1,773,256	(20,820,816)	187,675,234
Unallocated liabilities:					
- current tax liabilities					10,337,405
Consolidated total liabilities					198,012,639

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

40. OPERATING SEGMENTS (CONT'D)

40.1 BUSINESS SEGMENTS (CONT'D)

2024	Underground Utilities Engineering RM	Substation Engineering RM	Investment Holding RM	Consolidation Adjustments RM	The Group RM
Revenue					
External revenue	121,009,863	135,165,320	–	–	256,175,183
Inter-segment revenue	153,720	3,066,730	–	(3,220,450)	–
Total revenue	121,163,583	138,232,050	–	(3,220,450)	256,175,183
Results					
Segment profit/(loss)	11,022,637	16,925,774	(2,291,927)	464,722	26,121,206
Finance costs	(1,269,227)	(226,034)	–	90,133	(1,405,128)
Profit/(Loss) before taxation	9,753,410	16,699,740	(2,291,927)	554,855	24,716,078
Other Information					
Gain on disposal of property, plant and equipment	–	8,499	–	–	8,499
Interest income	266,425	197,014	180,395	(90,133)	553,701
Interest expenses	(705,943)	(192,234)	–	–	(898,177)
Contract assets written off	(1,147,287)	–	–	–	(1,147,287)
Depreciation	(2,917,017)	(583,064)	–	–	(3,500,081)
Net impairment of trade receivables and contract assets	(988,996)	(586,232)	–	–	(1,575,228)
Property, plant and equipment written off	(153,452)	–	–	–	(153,452)
Unrealised loss on foreign exchange	–	(14,227)	–	–	(14,227)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

40. OPERATING SEGMENTS (CONT'D)

40.1 BUSINESS SEGMENTS (CONT'D)

2024	Underground Utilities Engineering RM	Substation Engineering RM	Investment Holding RM	Consolidation Adjustments RM	The Group RM
Assets					
Segment assets	123,037,329	67,190,911	75,888,017	(63,377,500)	202,738,757
Unallocated assets:					
- current tax assets					25,221
- deferred tax assets					3,452,412
Consolidated total assets					206,216,390
<u>Addition to non-current assets other than financial instruments</u>					
Property, plant and equipment	6,264,035	1,160,557	–	–	7,424,592
Investment properties	582,833	–	–	–	582,833
Right-of-use assets	187,939	483,804	–	(26,460)	645,283
Liabilities					
Segment liabilities	78,093,732	36,282,710	414,382	(30,414,976)	84,375,848
Unallocated liabilities:					
- current tax liabilities					3,486,872
Consolidated total liabilities					87,862,720

40.2 MAJOR CUSTOMERS

The following are major customers with revenue equal to or more than 10% of the Group's total revenue:

	Revenue		Segment
	2025 RM	2024 RM	
Customer A	89,933,972	28,311,366	S&T
Customer B	24,319,031	35,797,674	U and S&T
Customer C	53,830,303	47,024,470	U and S&T
Customer D	162,999,192	–	U and S&T

U - Underground utilities engineering services and solutions

S & T - Substation engineering services and solutions and trading and supplying

40.3 GEOGRAPHICAL INFORMATION

Geographical information is not presented as the Group operates primarily in Malaysia.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**41. CONTINGENT LIABILITY**

No provisions are recognised on the following matters as it is not probable that a future sacrifice of economic benefits will be required or the amount is not capable of reliable measurement:-

	The Group	
	2025	2024
	RM	RM
Performance guarantee extended by subsidiaries to third parties	59,230,117	26,277,372
Letter of credit issued by licensed banks	11,028,917	7,300,218

42. FINANCIAL INSTRUMENTS

The activities of the Group and of the Company are exposed to a variety of market risk (including foreign currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group and of the Company.

42.1 FINANCIAL RISK MANAGEMENT POLICIES

The policies in respect of the major areas of treasury activity are as follows:-

(a) Market Risk**(i) Foreign Currency Risk**

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than the respective functional currencies of entities within the Group. The currencies giving rise to this risk are primarily United States Dollar ("USD") and Euro ("EUR"). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level.

The exposure to foreign currency risk (a currency which is other than the functional currency of the entities within the Group) based on the carrying amounts of the financial instruments at the end of the reporting period is summarised below:-

Foreign Currency Exposure

The Group	United States Dollar RM	Euro RM	Ringgit Malaysia RM	Total RM
2025				
<u>Financial Assets</u>				
Trade receivables	–	–	103,978,453	103,978,453
Other receivables	–	–	1,079,909	1,079,909
Amount owing by a related party	–	–	167,286	167,286
Fixed deposits with licensed banks	–	–	37,181,580	37,181,580
Short-term investments	–	–	20,709,127	20,709,127
Cash and bank balances	7,811	–	68,476,327	68,484,138
	7,811	–	231,592,682	231,600,493

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

42. FINANCIAL INSTRUMENTS (CONT'D)

42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign Currency Exposure (Cont'd)

The Group	United States Dollar RM	Euro RM	Ringgit Malaysia RM	Total RM
2025				
<u>Financial Liabilities</u>				
Hire purchase payables	–	–	4,917,057	4,917,057
Term loans	–	–	849,804	849,804
Trade payables	–	18,382	89,892,206	89,910,588
Other payables and accruals	–	–	27,451,536	27,451,536
Bankers' acceptances	–	–	3,285,000	3,285,000
Bank overdrafts	–	–	54,594	54,594
Amount owing to a related party	–	–	2,037,379	2,037,379
Amount owing to directors	–	–	22,290	22,290
Dividend payable	–	–	584,095	584,095
	–	18,382	129,093,961	129,112,343
Net financial assets/(liabilities)	7,811	(18,382)	102,498,721	102,488,150
Less: Net financial assets denominated in the respective entities' functional currencies	–	–	(102,498,721)	(102,498,721)
Currency Exposure	7,811	(18,382)	–	(10,571)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)***Foreign Currency Exposure (Cont'd)*

The Group	United States Dollar RM	Euro RM	Ringgit Malaysia RM	Total RM
2024				
<u>Financial Assets</u>				
Trade receivables	–	–	44,898,382	44,898,382
Other receivables	–	–	386,712	386,712
Amount owing by a related party	–	–	27,720	27,720
Fixed deposits with licensed banks	–	–	13,507,285	13,507,285
Short-term investments	–	–	7,191,141	7,191,141
Cash and bank balances	8,869	–	27,953,789	27,962,658
	8,869	–	93,965,029	93,973,898
<u>Financial Liabilities</u>				
Hire purchase payables	–	–	4,713,912	4,713,912
Term loans	–	–	1,350,610	1,350,610
Trade payables	502,871	85,583	48,070,081	48,658,535
Other payables and accruals	–	–	6,897,343	6,897,343
Bankers' acceptances	–	–	9,640,000	9,640,000
Bank overdrafts	–	–	118,576	118,576
Amount owing to a related party	–	–	241,003	241,003
Amount owing to directors	–	–	115,065	115,065
Trust receipts	–	–	3,966,243	3,966,243
	502,871	85,583	75,112,833	75,701,287
Net financial (liabilities)/assets	(494,002)	(85,583)	18,852,196	18,272,611
Less: Net financial assets denominated in the Company's functional currency	–	–	(18,852,196)	(18,852,196)
Currency Exposure	(494,002)	(85,583)	–	(579,585)

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(i) Foreign Currency Risk (Cont'd)***Foreign Currency Exposure (Cont'd)***The Company**

The Company does not have any transaction or balances denominated in foreign currencies and hence, is not exposed to foreign currency risk.

Foreign Currency Risk Sensitivity Analysis

The following table details the sensitivity analysis to a reasonably possible change in the foreign currencies at the end of the reporting period, with all other variables held constant:-

		The Group	
		2025	2024
		RM	RM
Effects on Profit After Taxation			
USD/RM	- strengthened by 5%	297	(18,772)
	- weakened by 5%	(297)	18,772
EUR/RM	- strengthened by 5%	(699)	(3,252)
	- weakened by 5%	699	3,252

There is no impact on the Group's equity.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The exposure to interest rate risk arises mainly from long-term borrowings with variable rates. The Group adopt a policy of obtaining the most favourable interest rates available and by maintaining a balanced portfolio mix of fixed and floating rate borrowings.

The fixed deposits with licensed banks of the Group and of the Company are not subject to interest rate risk since neither carrying amounts nor the future cash flows will fluctuate because of a change in market interest rates.

The Group's exposure to interest rate risk based on the carrying amounts of the financial instruments at the end of the reporting period is disclosed in Notes 22, 23, 27, 28 and 29 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(a) Market Risk (Cont'd)****(ii) Interest Rate Risk (Cont'd)***Interest Rate Risk Sensitivity Analysis*

The following table details the sensitivity analysis to a reasonably possible change in the interest rates at the end of the reporting period, with all other variables held constant:-

	The Group	
	2025	2024
	RM	RM
Effects on Profit After Taxation and Other Comprehensive Income		
Increase of 100 basis points	(69,209)	(150,399)
Decrease of 100 basis points	69,209	150,399

There is no impact on the Group's equity.

The Company

The Company does not have any floating rate borrowings and hence, no sensitivity analysis is presented.

(iii) Equity Price Risk

The Group and the Company do not have any quoted investments and hence, is not exposed to equity price risk.

(b) Credit Risk

The exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables, and contract assets. The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including quoted investments and cash and bank balances), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Company's exposure to credit risk arises principally from advances to subsidiaries, and corporate guarantee given to financial institutions for credit facilities granted to certain subsidiaries. The Company monitors the results of these subsidiaries regularly and repayments made by the subsidiaries.

(i) Credit Risk Concentration Profile

At the end of the reporting period, the Group's major concentration of credit risk relates to the amounts owing by 5 (2024 - 5) customers which constituted approximately 61% (2024 - 41%) of its trade receivables.

42. FINANCIAL INSTRUMENTS (CONT'D)**42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk (Cont'd)****(ii) Maximum Exposure to Credit Risk**

At the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position of the Group and of the Company after deducting any allowance for impairment losses (where applicable).

(iii) Assessment of Impairment Losses

The Group has an informal credit policy in place and the exposure to credit risk is monitored on an on-going basis through periodic review of the ageing of the receivables. The Group closely monitors the receivables' financial strength to reduce the risk of loss.

At each reporting date, the Group evaluate whether any of the financial assets at amortised cost, contract assets are credit impaired.

The gross carrying amounts of financial assets are written off against the associated impairment, if any, when there is no reasonable expectation of recovery despite the fact that they are still subject to enforcement activities.

A financial asset is credit impaired when any of following events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred:

- Significant financial difficulty of the receivable;
- A breach of contract, such as a default or past due event;
- Restructuring of a debt in relation to the receivable's financial difficulty; or
- It is becoming probable that the receivable will enter bankruptcy or other financial reorganisation.

The Group considers a receivable to be in default when the receivable is unlikely to repay its debt to the Group in full or is more than 365 days past due.

Trade Receivables and Contract Assets

The Group applies the simplified approach to measure expected credit losses using a lifetime expected credit loss allowance for all trade receivables and contract assets.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

To measure the expected credit losses, trade receivables (including related party) and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. Therefore, the Group concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The Group measures the expected credit losses of certain major customers, trade receivables that are credit impaired and trade receivables with a high risk of default on individual basis.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk (Cont'd)****(iii) Assessment of Impairment Losses (Cont'd)**Trade Receivables and Contract Assets (Cont'd)*Inputs, Assumptions and Techniques used for Estimating Impairment Losses (Cont'd)*

The expected loss rates are based on the payment profiles of sales over a period of 24 months (2024 - 24 months) before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates were not adjusted to reflect forward-looking information on macroeconomic factors affecting the ability of the trade receivables to settle their debts as the Group has not identified any forward-looking assumptions which correlate to the historical loss rates.

There are no significant changes in the estimation techniques and assumptions as compared to the previous financial year.

Allowance for Impairment Losses

The information about the credit exposure and loss allowances recognised for trade receivables and contract assets are as follows:-

The Group	Gross Amount RM	Lifetime Individual Allowance RM	Lifetime Collective Allowance RM	Carrying Amount RM
2025				
Current (not past due)	75,801,251	–	(828,436)	74,972,815
1 to 30 days past due	3,151,282	–	(43,931)	3,107,351
31 to 60 days past due	6,128,222	–	(254,402)	5,873,820
61 to 90 days past due	1,392,987	–	(92,562)	1,300,425
91 to 120 days past due	49,918	–	(4,465)	45,453
121 to 150 days past due	4,712,124	–	(511,611)	4,200,513
151 to 180 days past due	8,123,737	–	(958,900)	7,164,837
More than 180 days past due	15,108,050	–	(7,794,811)	7,313,239
Credit impaired	6,181,904	(6,181,904)	–	–
Trade receivables	120,649,475	(6,181,904)	(10,489,118)	103,978,453
Contract assets	152,344,168	–	(11,975,287)	140,368,881
	272,993,643	(6,181,904)	(22,464,405)	244,347,334

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

42. FINANCIAL INSTRUMENTS (CONT'D)

42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Trade Receivables and Contract Assets (Cont'd)*Allowance for Impairment Losses (Cont'd)*

The Group	Gross Amount RM	Lifetime Individual Allowance RM	Lifetime Collective Allowance RM	Carrying Amount RM
2024				
Current (not past due)	22,193,886	–	(120,168)	22,073,718
1 to 30 days past due	7,798,879	–	(69,259)	7,729,620
31 to 60 days past due	6,154,762	–	(78,589)	6,076,173
61 to 90 days past due	1,918,940	–	(48,426)	1,870,514
91 to 120 days past due	722,151	–	(28,397)	693,754
121 to 150 days past due	421,746	–	(23,740)	398,006
151 to 180 days past due	2,496,839	–	(171,495)	2,325,344
More than 180 days past due	8,887,931	–	(5,156,678)	3,731,253
Credit impaired	6,967,896	(6,967,896)	–	–
Trade receivables	57,563,030	(6,967,896)	(5,696,752)	44,898,382
Contract assets	91,497,348	–	(1,960,927)	89,536,421
	149,060,378	(6,967,896)	(7,657,679)	134,434,803

Trade receivables that are individually determined to be impaired relate to debtors who are in significant financial difficulties and have defaulted on payments. These debtors are not secured by any collateral or credit enhancements.

Trade receivables and contract assets that are collectively determined to be impaired relate to expected credit losses measured based on the Group's observed default rates.

The movements in the loss allowances in respect of trade receivables and contract assets are disclosed in Notes 10 and 12 to the financial statements respectively.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk (Cont'd)****(iii) Assessment of Impairment Losses (Cont'd)**Other Receivables

The Group and the Company apply the 3-stage general approach to measure expected credit losses for its other receivables.

Under this approach, loss allowance is measured on either 12-month expected credit losses or lifetime expected credit losses, by considering the likelihood that the receivable would not be able to repay during the contractual period (probability of default, PD), the percentage of contractual cash flows that will not be collected if default happens (loss given default, LGD) and the outstanding amount that is exposed to default risk (exposure at default, EAD).

In deriving the PD and LGD, the Group and the Company consider the receivable's past payment status and its financial condition as at the reporting date. The PD is adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the receivable to settle its debts.

Allowance for Impairment Losses

No expected credit loss is recognised on other receivables as it is negligible.

Fixed Deposits with Licensed Banks, Cash and Bank Balances

The Group and the Company consider the licensed banks have low credit risks. In addition, some of the bank balances are insured by Government agencies. Therefore, the Group and the Company are of the view that the loss allowance is immaterial and hence, it is not provided for.

Amount Owed by Subsidiaries (Non-trade Balances)

The Company also applies the 3-stage general approach to measure expected credit losses for all inter-company balances.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

The Company measures the expected credit losses on an individual basis, which is aligned with its credit risk management practices on the inter-company balances.

The Company uses 3 categories to reflect its credit risk and how the loss allowance is determined for each category:-

Category	Definition of Category	Loss Allowance
Performing:	Receivables have a low risk of default and a strong capacity to meet contractual cash flows	12-months expected credit losses
Underperforming:	Receivables for which there is a significant increase in credit risk	Lifetime expected credit losses
Non-performing:	There is evidence indicating the receivable is credit impaired or more than 90 days past due	Lifetime expected credit losses

42. FINANCIAL INSTRUMENTS (CONT'D)**42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(b) Credit Risk (Cont'd)****(iii) Assessment of Impairment Losses (Cont'd)**Amount Owing by Subsidiaries (Non-trade Balances) (Cont'd)*Inputs, Assumptions and Techniques used for Estimating Impairment Losses (Cont'd)*

The Company considers advances to subsidiaries has low credit risks. 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 advances when they are payable, the Company considers the advances to be in default when the subsidiaries are not able to pay when demanded.

For advances that are repayable on demand, impairment loss is assessed based on the assumption that repayment of the outstanding balances is demanded at the reporting date. If the subsidiary does not have sufficient highly liquid resources when the advances are demanded, the Company will consider the expected manner of recovery to measure the impairment loss; the recovery manner could be either through 'repayable over time' or a fire sale of less liquid assets by the subsidiary.

There is no significant changes in the estimation techniques and assumptions as compared to the previous financial year.

Allowance for Impairment Losses

At the end of the reporting period, there was no indication that the balances are not recoverable.

Financial Guarantee Contracts

Corporate guarantees for borrowing facilities granted to subsidiaries are financial guarantee contract.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

The Company closely monitors the subsidiaries' financial strength to reduce the risk of loss.

The Company considers there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. A financial guarantee contract is credit impaired when:

- The subsidiary is unlikely to repay its obligation to the bank in full; or
- The subsidiary is having a deficit in equity and is continuously loss making.

Allowance for Impairment Losses

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.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

42. FINANCIAL INSTRUMENTS (CONT'D)

42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk

Liquidity risk arises mainly from general funding and business activities. The Group and the Company practise prudent risk management by maintaining sufficient cash balances and the availability of funding through certain committed credit facilities.

Maturity Analysis

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period):-

The Group	Contractual Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
2025						
<u>Non-derivative Financial Liabilities</u>						
Lease liabilities	3.06 - 6.85	741,529	794,300	386,200	408,100	-
Hire purchase payables	4.83 - 7.42	4,917,057	5,011,489	2,120,599	2,838,223	52,667
Term loans	3.50 - 8.85	849,804	970,433	412,733	359,964	197,736
Trade payables	-	89,910,588	89,910,588	89,910,588	-	-
Other payables and accruals	-	27,451,536	27,451,536	27,451,536	-	-
Amount owing to directors	-	22,290	22,290	22,290	-	-
Amount owing to a related party	-	2,037,379	2,037,379	2,037,379	-	-
Bankers' acceptances	4.49 - 6.01	3,285,000	3,285,000	3,285,000	-	-
Bank overdrafts	7.70 - 8.00	54,594	54,594	54,594	-	-
Dividend payable	-	584,095	584,095	584,095	-	-
		129,853,872	130,121,704	126,265,014	3,606,287	250,403

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

42. FINANCIAL INSTRUMENTS (CONT'D)

42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk (Cont'd)

Maturity Analysis (Cont'd)

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period):- (Cont'd)

The Group	Contractual Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
2024						
<u>Non-derivative Financial Liabilities</u>						
Lease liabilities	3.06 - 3.40	632,748	651,200	382,600	268,600	-
Hire purchase payables	2.53 - 5.43	4,713,912	5,271,924	2,106,553	2,963,853	201,518
Term loans	3.50 - 8.85	1,350,610	1,510,331	557,836	706,555	245,940
Trade payables	-	48,658,535	48,658,535	48,658,535	-	-
Other payables and accruals	-	6,897,343	6,897,343	6,897,343	-	-
Amount owing to directors	-	115,065	115,065	115,065	-	-
Amount owing to a related party	-	241,003	241,003	241,003	-	-
Bankers' acceptances	3.63 - 6.01	9,640,000	9,640,000	9,640,000	-	-
Bank overdrafts	7.95	118,576	118,576	118,576	-	-
Trust receipts	3.06 - 3.40	3,966,243	3,966,243	3,966,243	-	-
		76,334,035	77,070,220	72,683,754	3,939,008	447,458

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)****(c) Liquidity Risk (Cont'd)***Maturity Analysis (Cont'd)*

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period):- (Cont'd)

The Company	Contractual Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM
2025				
<u>Non-derivative</u>				
<u>Financial Liabilities</u>				
Other payables and accruals	-	278,109	278,109	278,109
Dividend payable	-	584,095	584,095	584,095
		862,204	862,204	862,204
2024				
<u>Non-derivative</u>				
<u>Financial Liabilities</u>				
Other payables and accruals	-	414,382	414,382	414,382

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.2 CAPITAL RISK MANAGEMENT**

The Group manage its capital to ensure that entities within the Group 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 may make 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 manage its capital based on debt-to-equity ratio that complies with debt covenants and regulatory, if any. The debt-to-equity ratio is calculated as net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents. Capital includes equity attributable to the owners of the parent and non-controlling interest. The debt-to-equity ratio of the Group at the end of the reporting period is as follow:-

	The Group	
	2025 RM	2024 RM
Lease liabilities (Note 21)	741,529	632,748
Hire purchase payables (Note 22)	4,917,057	4,713,912
Term loans (Note 23)	849,804	1,350,610
Bankers' acceptances (Note 27)	3,285,000	9,640,000
Trust receipts (Note 28)	–	3,966,243
	9,793,390	20,303,513
Less: Cash and cash equivalents (Note 37(d))	(89,138,671)	(35,035,223)
Net cash	(79,345,281)	(14,731,710)
Total equity	194,645,431	118,353,670
Debt-to-equity ratio	*	*

* Not applicable as the Group's cash and cash equivalents exceed its borrowings.

There was no changes in the Group's approach to capital management during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS**

	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Financial Assets				
<u>Fair Value Through Profit or Loss</u>				
Short-term investments (Note 16)	20,709,127	7,191,141	15,524,817	7,191,141
<u>Amortised Cost</u>				
Trade receivables (Note 10)	103,978,453	44,898,382	–	–
Other receivables (Note 11)	1,079,909	386,712	33,535	–
Amount owing by a related party (Note 13)	167,286	27,720	–	–
Amount owing by subsidiaries (Note 14)	–	–	15,296,158	25,728,117
Amount owing by a related company (Note 15)	–	–	1,013,203	–
Fixed deposits with licensed banks (Note 17)	37,181,580	13,507,285	8,150,482	–
Cash and bank balances	68,484,138	27,962,658	17,196,433	10,067,276
	210,891,366	86,782,757	41,689,811	35,795,393
Financial Liabilities				
<u>Amortised Cost</u>				
Term loans (Note 23)	849,804	1,350,610	–	–
Hire purchase payables (Note 22)	4,917,057	4,713,912	–	–
Trade payables (Note 24)	89,910,588	48,658,535	–	–
Other payables and accruals (Note 25)	27,451,536	6,897,343	278,109	414,382
Amount owing to a related party (Note 13)	2,037,379	241,003	–	–
Amount owing to directors (Note 26)	22,290	115,065	–	–
Bankers' acceptances (Note 27)	3,285,000	9,640,000	–	–
Trust receipts (Note 28)	–	3,966,243	–	–
Bank overdrafts (Note 29)	54,594	118,576	–	–
Dividend payable (Note 30)	584,095	–	584,095	–
	129,112,343	75,701,287	862,204	414,382

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.4 GAINS OR LOSSES ARISING FROM FINANCIAL INSTRUMENTS**

	The Group		The Company	
	2025 RM	2024 RM	2025 RM	2024 RM
Financial Assets				
<u>Fair Value Through Profit or Loss</u>				
Net gains recognised in profit or loss by:				
- mandatorily required by MFRS 9	517,986	88,299	333,676	88,299
<u>Amortised Cost</u>				
Net (losses)/gains recognised in profit or loss	(3,331,222)	(1,768,893)	1,118,066	92,096
Financial Liabilities				
<u>Amortised Cost</u>				
Net losses recognised in profit or loss	(1,686,424)	(1,354,072)	–	–

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

42. FINANCIAL INSTRUMENTS (CONT'D)

42.5 FAIR VALUE INFORMATION

The fair values of the financial assets and financial liabilities of the Group and of the Company which are maturing within the next 12 months approximated their carrying amounts due to the relatively short-term maturity of the financial instruments or repayable on demand terms.

The following table sets out the fair value profile of financial instruments that are carried at fair value and those not carried at fair value at the end of the reporting period:-

The Group	Fair Value of Financial Instruments Carried at Fair Value			Fair Value of Financial Instruments not Carried at Fair Value			Total Fair Value	Carrying Amount
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3		
	RM	RM	RM	RM	RM	RM	RM	RM
2025								
<u>Financial Assets</u>								
Short-term investments (Note 16)	-	20,709,127	-	-	-	-	20,709,127	20,709,127
<u>Financial Liabilities</u>								
Hire purchase payables (Note 22)	-	-	-	-	4,917,057	-	4,917,057	4,917,057
Term loans (Note 23)	-	-	-	-	849,804	-	849,804	849,804
Bankers' acceptances (Note 27)	-	-	-	-	3,285,000	-	3,285,000	3,285,000
Bank overdrafts (Note 29)	-	-	-	-	54,594	-	54,594	54,594
2024								
<u>Financial Assets</u>								
Short-term investments (Note 16)	-	7,191,141	-	-	-	-	7,191,141	7,191,141
<u>Financial Liabilities</u>								
Hire purchase payables (Note 22)	-	-	-	-	4,713,912	-	4,713,912	4,713,912
Term loans (Note 23)	-	-	-	-	1,350,610	-	1,350,610	1,350,610
Bankers' acceptances (Note 27)	-	-	-	-	9,640,000	-	9,640,000	9,640,000
Trust receipts (Note 28)	-	-	-	-	3,966,243	-	3,966,243	3,966,243
Bank overdrafts (Note 29)	-	-	-	-	118,576	-	118,576	118,576

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

42. FINANCIAL INSTRUMENTS (CONT'D)

42.5 FAIR VALUE INFORMATION (CONT'D)

The following table sets out the fair value profile of financial instruments that are carried at fair value and those not carried at fair value at the end of the reporting period (Cont'd):-

The Company	Fair Value of Financial Instruments Carried at Fair Value			Fair Value of Financial Instruments not Carried at Fair Value			Total Fair Value	Carrying Amount
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3		
	RM	RM	RM	RM	RM	RM	RM	RM
2025								
<u>Financial Assets</u>								
Short-term investments (Note 16)	-	15,524,817	-	-	-	-	15,524,817	15,524,817
Amount owing by subsidiaries (Note 14)	-	-	-	-	-	15,296,158	15,296,158	15,296,158
Amount owing by a related company (Note 15)	-	-	-	-	-	1,013,203	1,013,203	1,013,203
2024								
<u>Financial Assets</u>								
Short-term investments (Note 16)	-	7,191,141	-	-	-	-	7,191,141	7,191,141
Amount owing by subsidiaries (Note 14)	-	-	-	-	-	25,728,117	25,728,117	25,728,117

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**42. FINANCIAL INSTRUMENTS (CONT'D)****42.5 FAIR VALUE INFORMATION (CONT'D)****(a) Fair Value of Financial Instruments Carried at Fair Value**

- (i) The fair value of short-term investments is determined by reference to statements provided by the respective financial institutions, with which the investments were entered into.
- (ii) There were no transfer between level 1 and level 2 during the financial year.

(b) Fair Value of Financial Instruments Not Carried at Fair Value

- (i) The fair value of the Group's term loans and bank overdrafts that carry floating interest rates approximated their carrying amount as they are repriced to market interest rates on or near the reporting date.
- (ii) The fair values of bankers' acceptances and trust receipts that carry fixed interest rates are determined by discounting the relevant future contractual cash flows using current market interest rates for similar instruments at the end of the reporting period. The interest rates used to discount the estimated cash flows are as follows:-

	The Group	
	2025	2024
	%	%
Term loans	3.50 - 8.85	3.50 - 8.85
Bankers' acceptances	4.49 - 6.01	3.63 - 6.01
Trust receipts	—	7.92 - 8.15
Bank overdrafts	7.70 - 8.00	7.95

43. COMPARATIVE FIGURES

The following figures have been reclassified to conform with the presentation of the current financial year:-

	The Company	
	As Previously Reported RM	As Restated RM
Statements of Cash Flows (Extract):		
<u>NET CASH FROM/(FOR) OPERATING ACTIVITIES</u>		
Interest income	(90,266)	(180,395)
<u>NET CASH FOR INVESTING ACTIVITIES</u>		
Interest income received	90,266	180,395

LIST OF PROPERTIES

No.	Location	Description/Existing Use	Tenure	Land Area/ Built-up Area (sq feet)	Date of Acquisition	NBV @ 30 June 2025 (RM'000)
1	No. 21 and 21-1, Jalan Sentosa Kawasan Perusahaan Seri Cheeding 42700 Sungai Sedu Selangor Darul Ehsan HS(M) 16384, P.T. No. 59 Pekan Tanjung Dua Belas District of Kuala Langat State of Selangor.	Double storey terraced factory. Rental	Freehold	1,646 / 3,300	5-Aug-13	275
2	No. 23 and 23-1, Jalan Sentosa Kawasan Perusahaan Seri Cheeding 42700 Sungai Sedu Selangor Darul Ehsan HS(M) 16385, P.T. No. 60 Pekan Tanjung Dua Belas District of Kuala Langat State of Selangor.	Double storey terraced factory. Site office and store	Freehold	1,646 / 3,300	15-Jan-14	293
3	No. 7, Tingkat 1F Jalan Intan 1/1 Taman Puchong Intan 47100 Puchong Selangor Daril Ehsan. Block Title H.S.(D) 294451 P.T. No. 5941 Pekan Puchong Perdana District of Petaling State if Selangor.	Apartment located on 1st floor of a four-storey walk-up shop apartment. Store	Leasehold of 99 years expiring on 18 December 2112.	N/A / 675	16-Dec-15	54

ANALYSIS OF SHAREHOLDINGS AS AT 30 SEPTEMBER 2025

Class of Shares	:	Ordinary Shares
Total Number of Issued Shares	:	655,006,900
Voting Rights	:	One vote for each ordinary share held

DISTRIBUTION OF SHAREHOLDINGS AS AT 30 SEPTEMBER 2025

SIZE OF SHAREHOLDINGS	No. of shareholders	Percentage of shares (%)	No. of shares	Percentage of shares (%)
LESS THAN 100	28	0.46	519	0.00
100 TO 1,000	980	16.28	607,480	0.09
1,001 TO 10,000	3,124	51.89	16,062,907	2.45
10,001 TO 100,000	1,502	24.95	47,610,531	7.27
100,001 TO LESS THAN 5% OF ISSUED SHARES	385	6.39	465,635,463	71.09
5% AND ABOVE OF ISSUED SHARES	2	0.03	125,090,000	19.10
TOTAL	6,021	100.00	655,006,900	100.00

DIRECTORS' SHAREHOLDINGS AS AT 30 SEPTEMBER 2025

No.	Names	Direct		Indirect	
		No. of Shares	Percentage of shares held (%)	No. of Shares	Percentage of shares held (%)
1.	DATO' SRI IR. BAHARIN BIN DIN	110,000	0.02	–	–
2.	DATO' TOH ENG KEAT	101,714,300	15.53	–	–
3.	DATUK LOY SIONG HAY	89,354,500	13.64	–	–
4.	DATUK DANG SIONG DIANG	40,776,000	6.23	–	–
5.	SOH ENG HOOI	285,700	0.04	–	–
6.	PANKAJKUMAR A/L BIPINCHANDRA	500,000	0.08	–	–
7.	KHO ZHEN QI	729,800	0.11	–	–

LIST OF SUBSTANTIAL SHAREHOLDERS AS AT 30 SEPTEMBER 2025

No.	Names	Direct		Indirect	
		No. of Shares	Percentage of shares held (%)	No. of Shares	Percentage of shares held (%)
1.	DATO' TOH ENG KEAT	101,714,300	15.53	–	–
2.	DATUK LOY SIONG HAY	89,354,500	13.64	–	–
3.	DATUK DANG SIONG DIANG	40,776,000	6.23	–	–

ANALYSIS OF SHAREHOLDINGS
(CONT'D)

LIST OF TOP 30 SHAREHOLDERS/ DEPOSITORS AS AT 30 SEPTEMBER 2025

No.	Name of Shareholders	No. of Shares	Percentage of shares held (%)
1.	LOY SIONG HAY	78,614,500	12.00
2.	TOH ENG KEAT	46,475,500	7.10
3.	CITIGROUP NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR AIA BHD	28,474,000	4.35
4.	DANG SIONG DIANG	26,346,000	4.02
5.	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TOH ENG KEAT	25,144,000	3.84
6.	CARTABAN NOMINEES (TEMPATAN) SDN BHD CN CIMB COMMERCE TRUSTEE BERHAD FOR KENANGA GROWTH FUND SERIES 2	16,437,500	2.51
7.	NGEW SEOW PIN	15,500,000	2.37
8.	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD - KENANGA GROWTH FUND	14,432,900	2.20
9.	CITIGROUP NOMINEES (ASING) SDN BHD EXEMPT AN FOR CITIBANK NEW YORK (NORGES BANK 14)	13,717,800	2.09
10.	HSBC NOMINEES (ASING) SDN BHD J.P. MORGAN SECURITIES PLC	11,676,900	1.78
11.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR LOY SIONG HAY (MY4612)	10,740,000	1.64
12.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TOH ENG KEAT	10,500,000	1.60
13.	TOKIO MARINE LIFE INSURANCE MALAYSIA BHD AS BENEFICIAL OWNER (TMEF)	9,195,000	1.40
14.	CITIGROUP NOMINEES (ASING) SDN BHD UBS AG	7,606,800	1.16
15.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TOH ENG KEAT (7012760)	7,500,000	1.15
16.	CIMB ISLAMIC NOMINEES (TEMPATAN) SDN BHD CIMB ISLAMIC TRUSTEE BERHAD - KENANGA SYARIAH GROWTH FUND	7,286,800	1.11
17.	AMANAHRAYA TRUSTEES BERHAD PUBLIC STRATEGIC SMALLCAP FUND	6,870,000	1.05
18.	CITIGROUP NOMINEES (TEMPATAN) SDN BHD URUSHARTA JAMAAH SDN. BHD. (MAYBANK 2)	6,522,000	1.00

ANALYSIS OF SHAREHOLDINGS
(CONT'D)

LIST OF TOP 30 SHAREHOLDERS/ DEPOSITORS AS AT 30 SEPTEMBER 2025 (CONT'D)

No.	Name of Shareholders	No. of Shares	Percentage of shares held (%)
19.	HSBC NOMINEES (ASING) SDN BHD TNTC FOR EAM EMERGING MARKETS SMALL CAP FUND, LP	6,446,463	0.98
20.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DANG SIONG DIANG (7015171)	6,150,000	0.94
21.	AMANAHRAYA TRUSTEES BERHAD PMB SHARIAH GROWTH FUND	5,400,000	0.82
22.	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD - KENANGA MALAYSIAN INC FUND	5,277,200	0.81
23.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR DANG SIONG DIANG	5,250,000	0.80
24.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR TOH ENG KEAT (MY4687)	5,000,000	0.76
25.	AMANAHRAYA TRUSTEES BERHAD PUBLIC SELECT TREASURES EQUITY FUND	4,600,000	0.70
26.	CARTABAN NOMINEES (ASING) SDN BHD EXEMPT AN FOR BARCLAYS CAPITAL SECURITIES LTD (SBL/PB)	4,158,100	0.63
27.	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TOH ENG KEAT	3,894,800	0.59
28.	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD CIMB COMMERCE TRUSTEE BERHAD FOR KENANGA SHARIAH GROWTH OPPORTUNITIES FUND (50156 TR01)	3,826,200	0.58
29.	MAYBANK NOMINEES (TEMPATAN) SDN BHD MAYBANK TRUSTEES BERHAD FOR KAF ISLAMIC DIVIDEND INCOME FUND (290411)	3,702,000	0.57
30.	AMANAHRAYA TRUSTEES BERHAD PB ISLAMIC EQUITY FUND	3,600,000	0.55
	Total	440,344,463	61.10

ANALYSIS OF WARRANTS A HOLDINGS

AS AT 30 SEPTEMBER 2025

Class of Shares : Warrants A
Total Number of Warrants A : 74,377,200

DISTRIBUTION OF WARRANTS A HOLDINGS AS AT 30 SEPTEMBER 2025

SIZE OF HOLDINGS	No. of Warrants A Holders	Percentage of Warrants A (%)	No. of Warrants A	Percentage of Warrants A (%)
LESS THAN 100	104	11.90	4,950	0.01
100 TO 1,000	131	14.99	69,450	0.09
1,001 TO 10,000	358	40.96	1,687,200	2.27
10,001 TO 100,000	232	26.54	8,364,550	11.25
100,001 TO LESS THAN 5% OF ISSUED WARRANTS	45	5.15	17,791,050	23.92
5% AND ABOVE OF ISSUED WARRANTS	4	0.46	46,460,000	62.46
TOTAL	874	100.00	74,377,200	100.00

DIRECTORS' INTERESTS IN WARRANTS A AS AT 30 SEPTEMBER 2025

No.	Names	Direct		Indirect	
		No. of Warrants A	Percentage of Warrants A held (%)	No. of Warrants A	Percentage of Warrants A held (%)
1.	DATO' SRI IR. BAHARIN BIN DIN	–	–	–	–
2.	DATO' TOH ENG KEAT	17,376,000	23.36	–	–
3.	DATUK LOY SIONG HAY	22,126,000	29.75	–	–
4.	DATUK DANG SIONG DIANG	10,558,000	14.20	–	–
5.	SOH ENG HOOI	–	–	–	–
6.	PANKAJKUMAR A/L BIPINCHANDRA	680,000	0.91	–	–
7.	KHO ZHEN QI	339,900	0.46	–	–

ANALYSIS OF WARRANTS A HOLDINGS
(CONT'D)

LIST OF TOP 30 WARRANTS A HOLDERS/ DEPOSITORS AS AT 30 SEPTEMBER 2025

No.	Name of Warrants A Holders	No. of Warrants A	Percentage of Warrants A held (%)
1.	LOY SIONG HAY	16,126,000	21.68
2.	TOH ENG KEAT	13,776,000	18.52
3.	DANG SIONG DIANG	10,558,000	14.20
4.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR LOY SIONG HAY (MY4612)	6,000,000	8.07
5.	CITIGROUP NOMINEES (ASING) SDN BHD UBS AG	1,967,050	2.64
6.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TOH ENG KEAT (7012760)	1,750,000	2.35
7.	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TOH ENG KEAT	1,750,000	2.35
8.	CHIN SIN LIN	1,039,200	1.40
9.	KHO HOCK WAN	902,000	1.21
10.	GOO SIEW HUAY	702,900	0.95
11.	PANKAJKUMAR A/L BIPINCHANDRA	680,000	0.91
12.	CHIN KHEE KONG & SONS SENDIRIAN BERHAD	673,600	0.91
13.	CHAI MING FATT	600,000	0.81
14.	MAYBANK NOMINEES (TEMPATAN) SDN BHD WONG KA PAU	500,000	0.67
15.	TAN SOO ENG	500,000	0.67
16.	MAYBANK NOMINEES (TEMPATAN) SDN BHD LAI CHOI SANG	481,100	0.65
17.	CHUA ENG KIAT	436,600	0.59
18.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR ONG JU YAN	434,300	0.58
19.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LIM YOONG LING	380,000	0.51
20.	KHO ZHEN QI	339,900	0.46
21.	WONG THIAN CHOON	264,000	0.35
22.	HLB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHANG CHOW SWAN	256,000	0.34
23.	KENANGA NOMINEES (TEMPATAN) SDN BHD RAKUTEN TRADE SDN BHD FOR VINCENT LIM ZHENG	252,800	0.34
24.	IFAST NOMINEES (TEMPATAN) SDN BHD CHIA YEW THONG	244,500	0.33
25.	LIM KAM YOK	230,000	0.31
26.	THAM KAM THONG	220,000	0.30
27.	CHAN YEAN LIN	206,100	0.28
28.	VIDHYA RANEESHA A/P RAMAROW	177,000	0.24
29.	NG MEI XIAN	175,000	0.24
30.	NEW HOOVER EXPRESS & TRAVELS SDN. BHD.	173,000	0.23
	Total	61,795,050	83.09

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth (“5th”) Annual General Meeting (“AGM”) of MN Holdings Berhad (“MNHB” or “the Company”) will be held at Astor Rooms 2 & 3, Lobby Level, The St. Regis Kuala Lumpur, No. 6, Jalan Stesen Sentral 2, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia on Wednesday, 24 December 2025 at 10:00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon. *(Please refer Explanatory Notes 1)*
2. To approve the payment of Directors’ fees and other benefits payable of up to RM380,000.00 payable to Non-Executive Directors of the Company for the period commencing from the conclusion of the 5th AGM up to the conclusion of the Sixth (“6th”) AGM of the Company. *Ordinary Resolution 1*
3. To re-elect the following Directors who retire pursuant to Clause 105(1) of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (i) Datuk Dang Siong Diang *Ordinary Resolution 2*
 - (ii) Soh Eng Hooi *Ordinary Resolution 3*
 - (iii) Pankajkumar A/L Bipinchandra *Ordinary Resolution 4*
4. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. *Ordinary Resolution 5*

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions: -

5. **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 61 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 FIFTH ANNUAL GENERAL MEETING
(CONT'D)6. **PROPOSED NEW AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE***Ordinary Resolution 7*

"THAT, subject always to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (collectively the "**Group**") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 5 of the Circular to Shareholders dated 31 October 2025, provided that such transactions and/or arrangements which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "**Proposed New and Renewal of Shareholders' Mandate**"):-

THAT the Proposed New and Renewal of Shareholders' Mandate shall only continue to be in full force until: -

- a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at said AGM, such authority is renewed; or
- b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed New and Renewal Shareholders' Mandate."

7. **PROPOSED GRANTING OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO WONG YEW CHOONG, A DIRECTOR OF SUBSIDIARY WITHIN THE GROUP ("PROPOSED GRANTING OF ESOS OPTIONS")** *Ordinary Resolution 8*

"THAT the Company has an existing ESOS which was effective on 12 June 2023 and shall expire on 11 June 2028, 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 ESOS options to Wong Yew Choong, a Director of subsidiary within the Group to subscribe for such number of ordinary shares in MNHB under the ESOS provided always that:

- a) The granting of ESOS options to Wong Yew Choong will occur only after he fulfil the criteria outlined in the By-Laws;
- b) He must not participate in the deliberation and/or discussion of his own respective allocation;
- c) Not more than 10% of the total number of new MNHB Shares to be issued under the ESOS would be allocated to Wong Yew Choong, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares of the Company;
- d) Not more than 70% of the total number of new MNHB Shares to be issued under the ESOS would be allocated in aggregate to the Directors (executive and non-executive) and/or senior management of the MNHB Group (excluding dormant subsidiaries within the MNHB Group); and
- e) The allocation of ESOS options to Wong Yew Choong 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 61 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 has been given in accordance with the Companies Act 2016.

NOTICE OF FIFTH 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: 31 October 2025

Notes:

1. A member of the Company who entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
2. A member, who is an Exempt Authorised Nominee which holds securities in the Company for multiple beneficial owners in one (1) securities account, may appoint one (1) or more proxies to attend on the same occasion. Where a member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment of two (2) or more proxies shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
4. The Form of Proxy must be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd's office 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 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 17 December 2025. Only members whose name appears on the Record of Depositors as at 17 December 2025 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her stead.
6. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of the 5th AGM will be put to vote by way of poll.

Explanatory Notes:

1. Audited Financial Statements for the financial year ended 30 June 2025

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.

2. Ordinary Resolution 1: To approve the payment of Directors' fees and other benefits payable

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 other benefits payable for the period from 5th AGM until the conclusion of the 6th AGM to be held in year 2026.

NOTICE OF FIFTH ANNUAL GENERAL MEETING
(CONT'D)3. Ordinary Resolutions 2 to 4: Re-election of Directors who retire in accordance with Clause 105 of the Company's Constitution

Clause 105(1) of the Company's Constitution provides that an election of Directors shall take place each year at the AGM of the Company, where one-third 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 shall retire from office and be eligible for re-election, PROVIDED ALWAYS that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Pursuant to Clause 105(1) of the Company's Constitution, Datuk Dang Siong Diang, Ms. Soh Eng Hooi and Mr. Pankajkumar A/L Bipinchandra shall retire at the forthcoming AGM of the Company.

The performance of the Directors who are recommended for re-election has been assessed through the Board's annual evaluation. The Nominating Committee and the Board are satisfied with the performance and effectiveness of Datuk Dang Siong Diang, Ms. Soh Eng Hooi and Mr. Pankajkumar A/L Bipinchandra who are due for retirement as Directors, and being eligible, have offered themselves for re-election at the 5th AGM of the Company.

4. Ordinary Resolution 5 – Re-appointment of Auditors

The Audit Committee ("AC") has carried out an assessment on the suitability and independence of the External Auditors, Messrs. Crowe Malaysia PLT and was satisfied with the suitability of Messrs. Crowe Malaysia PLT based on the quality of audit, performance, competency, and sufficiency of resources the external audit team provided to the Group.

The AC in its assessment also found Messrs. Crowe Malaysia PLT to be sufficiently objective and independent. The Board therefore approved the AC's recommendation on the re-appointment of Messrs. Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 30 June 2026 be put forward for the shareholders' approval at the 5th AGM.

5. Ordinary Resolution 6 – Proposed authority to Directors to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 6, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company or such higher percentage as Bursa Malaysia Securities Berhad allowed for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

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, 59,451,900 shares were issued pursuant to the general mandate granted to the Directors at the 4th AGM held on 23 December 2024 and which will lapse at the conclusion of the 5th AGM.

Pursuant to Section 85 of the Companies Act 2016 read together with Clause 61 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.

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.

NOTICE OF FIFTH ANNUAL GENERAL MEETING
(CONT'D)

6. Ordinary Resolution 7 - Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution 7, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

7. Ordinary Resolution 8 - Proposed granting of Employees' Share Option Scheme ("ESOS") options to Wong Yew Choong, a Director of subsidiary within the Group

The ESOS which obtained via shareholders' approval at the Extraordinary General Meeting of the Company held on 13 January 2023, was implemented on 12 June 2023. 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 Wong Yew Choong, a Director of subsidiary will only take effect upon obtaining shareholder approval at the 5th AGM.

For the purposes of the ESOS, Director refers to a natural person who holds directorship in the Company or any company within the MNHB Group, whether in an executive or non-executive capacity and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007.

As Wong Yew Choong is deemed interested in the Proposed granting of ESOS options, he has abstained and will continue to abstain from all deliberations, discussions or voting of his own allocation as well as that of persons connected with him, if any, under the proposed granting of ESOS.

By voting in favour of Ordinary Resolution 8, the shareholders of the Company will agree to waive their pre-emptive rights under Section 85 of the Companies Act 2016 and under Clause 61 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: -

1. Details of individual who are standing for election as Directors (excluding Directors for re-election)

No individual is seeking election as a Director at the 5th AGM of the Company.

2. General mandate for issue of securities in accordance with Rule 6.04 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out under Explanatory Note.

(This page has been intentionally left blank)

**MN HOLDINGS BERHAD**

Registration No. 202001038774 (1395095-M)
(Incorporated in Malaysia)

FORM OF PROXY

No. of shares held	CDS Account no.
Telephone no.	Email address

*I/We _____ NRIC/Passport no./Registration no. _____

of _____

being a *member/members of MN HOLDINGS BERHAD ("**Company**"), hereby appoint:

(1) Name of proxy : _____ NRIC/ Passport no.: _____

Address : _____

Email address : _____ Telephone no. : _____

(2) Name of proxy : _____ NRIC/ Passport no.: _____

Address : _____

Email address : _____ Telephone 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 Fifth ("**5th**") Annual General Meeting ("**AGM**") of the Company which will be held at Astor Rooms 2 & 3, Lobby Level, The St. Regis Kuala Lumpur, No. 6, Jalan Stesen Sentral 2, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia on Wednesday, 24 December 2025 at 10:00 a.m. or at any adjournment thereof in respect of *my/our shareholding in the manner indicated below:

Please indicate with a "x" or "✓" in the spaces provided whether you wish your votes to be cast for or against the resolution. In the absence of specific instructions, your proxy will vote or abstain as he/she thinks fit.

No.	Ordinary Resolutions	For	Against
1.	To approve the payment of Directors' fees and other benefits payable of up to RM380,000.00 payable to Non-Executive Directors of the Company for the period commencing from the conclusion of the 5 th AGM up to the conclusion of the Sixth (" 6th ") AGM of the Company.		
2.	To re-elect Datuk Dang Siong Diang who retires pursuant to Clause 105(1) of the Company's Constitution.		
3.	To re-elect Soh Eng Hooi who retires pursuant to Clause 105(1) of the Company's Constitution.		
4.	To re-elect Pankajkumar A/L Bipinchandra who retires pursuant to Clause 105(1) of the Company's Constitution.		
5.	To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company.		
6.	Proposed authority to Directors to allot and issue new ordinary shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
7.	Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		
8.	Proposed granting of Employees' Share Option Scheme options to Wong Yew Choong, a Director of subsidiary within the Group.		

Dated this _____ day of _____ 2025

Signature/Common Seal of Shareholder

* Strike out whichever is not applicable

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:		
	No. of shares	Percentage (%)
Proxy 1		
Proxy 2		
Total		100



Notes:

1. A member of the Company who entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. A proxy may, but need not, be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
2. A member, who is an Exempt Authorised Nominee which holds securities in the Company for multiple beneficial owners in one (1) securities account, may appoint one (1) or more proxies to attend on the same occasion. Where a member appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment of two (2) or more proxies shall not be valid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
4. The Form of Proxy must be deposited at the Company's Share Registrar, Aldpro Corporate Services Sdn Bhd's office 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 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 17 December 2025. Only members whose name appears on the Record of Depositors as at 17 December 2025 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his/her stead.
6. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of the 5th AGM will be put to vote by way of poll.

1st Fold Here

AFFIX
STAMP

The Share Registrar of
MN HOLDINGS BERHAD
(Registration No. 202001038774 (1395095-M))
(Incorporated in Malaysia)
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



MN HOLDINGS BERHAD

Registration No.: 202001038774 (1395095-M)
(Incorporated in Malaysia)

F-07-01, Garden Shoppe One City,
Jalan USJ 25/1B, 47650 Subang Jaya,
Selangor Darul Ehsan.
Tel : +603 - 5115 0008
Fax : +603 - 5115 0018
Email : info@mnholdings.com.my