



PIMPINAN EHSAN BERHAD

(201601021838) (1192777-W)

The background of the entire page is a photograph of a field of cosmos flowers. Several tall, thin green stems rise from a bed of green grass. Some stems have fully bloomed pink flowers with yellow centers, while others have unopened pink buds. The sky in the background is a bright blue with soft, white clouds. The overall lighting is bright and natural, suggesting a sunny day.

ANNUAL REPORT 2023



Our Vision

Be a leading pure-play renewable energy company in Malaysia.



Our Purpose

Re-powering the future through creating sustainable value for our stakeholders



Our Strategy

Our main strategic objective is to develop our new renewable energy generation assets. We aim to drive long-term growth to meet our current and future energy requirements, while growing total shareholder returns in a sustainable manner.

Our strategy is collaboratively formulated through our team. We maintain an innovative culture by creating a safe space for our people to think outside the box, while grounding them with accountability and transparency for the organisation's aims.

Sustainability is integral to the way that we manage our assets and conduct our operations. Not only do we view them as our responsibilities, but the whole aspect of Environmental, Social & Governance are opportunities for improvement. Thus, we continuously seek to maximize the value we bring to our shareholders, investors, and society, while limiting negative effects caused by our activities.

Our Values

Sustainability

We commit to delivering maximized value to our stakeholders while continuously improving our economic, environment, social and governance factors in order to preserve and provide resources for the future generations.

Integrity

Integrity is the defining quality of our people and our work. It is vital we work with trust, honesty and respect.

Excellence

We commit to delivering a high degree of excellence in all our areas of responsibility, with the triple bottom line (people, planet, profit) taken into account.

Commitment

With a strong can-do attitude, we are committed to being the best we can be, in order to solve challenges and seize opportunities in developing and growing our company and our people.

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CORPORATE INFORMATION

Interim Non-Independent Non-Executive Chairman

Jonathan Law Ngee Song

Executive Director

Lim Beng Guan

Non-Independent Non-Executive Directors

Boumhidi Abdelali

Dato' Yew Soon Keong

Independent Non-Executive Directors

Dato' Jamelah Binti

Jamaluddin

Low Siew Hui

Jas Bir Kaur A/P Lol Singh

*Alternate Director to
Dato' Yew Soon Keong*

Yew Jian Li

BOARD OF DIRECTORS

COMPANY SECRETARIES AND REGISTERED OFFICE

1) Tricor Corporate Services Sdn. Bhd.

Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel : +603-2783 9191
Fax : +603-2783 9111
Email : info@my.tricorglobal.com

Ms Tan Bee Hwee

SSM P.C. No. 202008001497 (MAICSA 7021024)

Ms Lim You Jing

SSM P.C. No. 202108000369 (MAICSA 7075638)

2) Joint Company Secretary

Mr Too Kok Thai

SSM P.C. No. 202008003233 (MIA12119)

PRINCIPAL PLACE OF BUSINESS

Suite 22A-1, Level 22,
Sunway Tower
No. 86 Jalan Ampang
50450 Kuala Lumpur
Malaysia
Tel : +603-2022 1828 / 1189 / 1698
Fax : +603-2022 3899
Email : info@pebhd.com.my

SHARE REGISTRAR

Tricor Investor & Issuing House Services Sdn. Bhd.
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel : +603-2783 9299
Fax : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com

AUDITORS

Crowe Malaysia PLT (201906000005)
(LLP0018817-LCA) & AF 1018
Level 16, Tower C, Megan Avenue II
12, Jalan Yap Kwan Seng,
50450 Kuala Lumpur
Tel : +603 2788 9999
Fax : +603 2788 9998

STOCK EXCHANGE LISTING

Main Market
Bursa Malaysia Securities Berhad
Sector : Construction
Stock short name : PEB
Stock Code : 5622
Date of Listing : 3 May 2018

COMPANY WEBSITE

www.pebhd.com.my

CHAIRMAN'S STATEMENT

***Dear Valued
Shareholders,***

*On behalf of the
Board of Directors
("Board") of
Pimpinan Ehsan
Berhad ("PEB" or
the "Company"), it
is my privilege to
present to you our
Annual Report for
the financial year
ended 31 December
2023 ("FY2023").*

ECONOMIC LANDSCAPE

In 2023, the global economy continued to face challenges following the aftermath of the COVID-19 pandemic. Coupled with heightened geopolitical tensions and strict monetary policies to tame inflation, these factors have contributed to the increased risk of a worldwide domestic economic slowdown.

Despite these disruptions, the global economy showed resilience. While Europe and Asia grappled with sluggish growth and rising interest rates in the US, the world managed to rebalance and adapt. The annual inflation rate in the United States declined to 3.40% in 2023, compared to 6.50% in 2022. To combat this inflation, the Federal Reserve raised interest rates by a total of 1.00% (0.25% on four occasions) throughout 2023, bringing the target range to 5.25%-5.50% by December 2023.

In response, most other central banks, including Bank Negara Malaysia, followed suit by raising their own interest rates. Malaysia's overnight policy rate increased from 2.75% in 2022 to 3.00% in 2023. This decision, in line with market expectations, aimed to control inflation, manage foreign exchange fluctuations, and support domestic economic growth.

Despite the global uncertainties, Malaysia's economy remained resilient. The economy has been anchored by domestic consumption, well-managed inflation, favourable labour market conditions and a healthy current account surplus. In 2023, Malaysia's Gross Domestic Product ("GDP") expanded by 3.7%.

THE SHIFT TO LOW CARBON ECONOMY

The world is facing major climate challenge and the urgency for a transition to clean energy has never been greater. The frequency of natural disasters is increasing, and this trend is expected to continue as a result of climate change. According to the United Nations, the occurrences of natural disasters have increased to over 400% in recent decades. This highlights the importance of taking swift action to collectively reduce our carbon footprint and mitigate the effects of climate change. As brown energy is reportedly the largest contributor to greenhouse gas emissions, the deceleration of the pace of climate change can be achieved with the transition to renewable energy ("RE").

In Malaysia, the government demonstrated its commitment to net zero emissions by setting decarbonisation target of having 31% of the country's installed capacity mix coming from renewable sources by 2025, and to increase this to 40% by 2035. This goal is supported by adopting various policy and regulatory measures, including offering incentives for businesses to invest in RE projects.

The National Energy Policy (NEP) 2022 – 2040 that was launched in 2022 outlines the country's strategic direction in ensuring a sustainable and affordable energy supply across Malaysia. The policy incorporates new objectives under the Low Carbon Aspiration 2040, which is aimed at developing a low-carbon economy. These include setting measurable goals such as increasing RE mix in total primary energy supply, and reducing coal in the national installed capacity, to name a few.

Chairman's Statement (cont'd)

Furthermore, the Government will also introduce new initiatives to attract investments to spur the development of low-carbon technologies. These efforts are expected to reduce Malaysia's dependence on fossil fuels, improve energy security and support sustainable economic growth.

At PEB, we applaud and support the Government's efforts and forward direction towards a low carbon economy. This effort will contribute to PEB's aspiration of becoming the country's leading pure-play RE player, and support the achievement of the country's net zero agenda.

MAKING STRIDE IN CORPORATE EXERCISES

During the year, the team continued to make good progress in relation to the proposed regularisation plan as well our goal to be a pure-play RE player. The regularisation plan now involves the proposed acquisition of five solar power plants located in Arau, Perlis; Gebeng, Pahang; Pekan, Pahang; Kuala Muda, Kedah; and Machang, Kelantan with aggregate capacity of 178 MWdc along with the parcels of land where Kuala Muda and Machang solar asset sits, as well as five newly incorporated subsidiaries of reNIKOLA Holdings Sdn Bhd that involves in, amongst other, the development and operation of RE assets in the commercial and industrial sectors, and development and operations of biogas power plants.

Beyond the scope of the regularisation plan, PEB will also acquire 51% interest in a solar plant located in Bukit Kayu Hitam, Kedah which is currently under planning phase with a proposed installed capacity of 330 MWp. Upon completion of the corporate exercises, we will have B.Grimm Power Malaysia Sdn. Bhd. ("B.Grimm Malaysia") emerged as a substantial shareholder in PEB. B.Grimm Malaysia is a wholly-owned subsidiary of Thailand-listed energy powerhouse B.Grimm Power Public Company Limited ("B.Grimm Power"). With B.Grimm Malaysia coming on-board, we can leverage on B.Grimm Power's extensive expertise and experience in the energy space to propel PEB forward as a leading RE player in the industry.

APPRECIATION AND CONCLUDING REMARKS

I would like to take this opportunity to thank Pn Yasmin Binti Rasyid for her contribution during her tenure.

In concluding the statement, I would like to express my heartfelt gratitude to my fellow Directors on the Board for their invaluable advice and contribution to the Company. To our shareholders and other stakeholders, including the government, clients, business associates, bankers, and media, I thank you for your unwavering support.

As we enter 2024, we are enthusiastic of making further progress with our strategic plans. With the guidance and direction of the Board, we are confident of strengthening our presence in the RE sector this year.

JONATHAN LAW NGEE SONG

Interim Non-Independent Non-Executive Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Pimpinan Ehsan Berhad (“PEB” or “the Company”) was incorporated in Malaysia under the Companies Act, 1965 as a private limited company under the name, Pimpinan Ehsan Sdn. Bhd. on 28 June 2016. It was converted to a public limited company on 6 September 2016 and the name of the Company was changed to Pimpinan Ehsan Berhad. The Company was listed on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) on 3 May 2018 in place of TRIplc Berhad following the implementation of an internal re-structuring exercise.

Bursa Securities had vide its letter dated 16 May 2018 notified the Company that the Company is a Cash Company pursuant to Paragraph 8.03(1) of the Main Market Listing Requirements of Bursa Securities (“MMLR”) upon completion of the disposal of its principal subsidiary, namely TRIplc Berhad, to Puncak Niaga Holdings Berhad. In this respect, the Company must comply with the provisions and requirements in Paragraph 8.03 and Practice Note 16 (“PN16”) of the MMLR.

Bursa Securities had vide its letter dated 16 April 2024, decided to grant the Company an extension of time up to 30 September 2024 to submit a regularisation plan to the regulatory authorities. However, if in any event that the Company is unable to submit a regularisation plan before 30 September 2024, the Company shall apply to Bursa Securities for a further extension of time.

SIGNIFICANT EVENTS

On 13 March 2023, the Company announced, among others, that it had entered into a third supplemental agreement with B.Grimm Power (Malaysia) Sdn Bhd, reNIKOLA Sdn Bhd, Boumhidi Abdelali and YAM Tengku Zaiton Ibni Sultan Abu Bakar (collectively the “Vendors”), in relation to the proposed acquisition of reNIKOLA Holdings Sdn Bhd and its subsidiaries (“reNIKOLA Holdings”) (“Supplemental SSA III”).

Under the Supplemental SSA III, PEB will now include the proposed acquisition of an additional renewable energy asset, Idiwan Solar, into its proposed regularisation plan for RM13.9 million. Idiwan Solar owns and operates a solar photovoltaic power generation project in Machang, Kelantan with an aggregate capacity of approximately 45 MWdc and has achieved initial operation date in January 2023.

REVIEW OF FINANCIAL RESULTS

For the current financial year ended (“FYE”) 31 December 2023, the Company recorded a profit before tax of RM788,667 versus RM147,586 profit before tax in the previous financial year ended 31 December 2022 mainly due to the higher other income partly offset by higher administration expenses.

The Company is purely a shell company with no business and operations as at FYE 31 December 2023. Thus, there will be no revenue generated until the Company regularises its condition. In view of the Company being classified as a Cash Company, the Company must also place at least 90% of proceeds received from the Disposal in an account opened with a financial institution licensed by Bank Negara Malaysia and operated by a custodian.

On 12 June 2018, a total cash of RM64.80 million was placed/deposited with a custodian. As at the FYE 31 December 2023, the cash balance held by a custodian stood at RM65.52 million as compared with RM66.93 million in FYE 31 December 2022.

Management Discussion and Analysis (cont'd)

ANTICIPATED OR KNOWN RISK

Key Risk	Description	Key Mitigation Steps
The Company is classified as a Cash Company	<ul style="list-style-type: none"> The Company is required to regularize its condition as a Cash Company by submitting a regularisation plan before 30 September 2024. Bursa Securities may suspend the trading of PEB's shares and subsequently delist the Company if the Company fails to comply with any part of its obligations as stated above or if its proposal is rejected by the Securities Commission. 	<ul style="list-style-type: none"> The Company has identified potential businesses/ assets to acquire and substantial amount of time was spent in assessing the suitability, viability as well as the prospects of the potential businesses / assets, in order to regularise its condition as a Cash Company within the stipulated timeframe. The Company has appointed relevant advisers and professionals as due diligence working group (such as the reporting accountant, independent adviser, independent market research, independent valuer and others) that are equipped with the requisite experience and resources required for the proposed regularisation plan. The management continuously update the Board on the progress of the proposed regularisation plan during Board meeting and/or as when required.

DIVIDEND

As the Company has no business and operations, the Board is not recommending any dividend for FYE 31 December 2023.

PROSPECTS

The Proposed Acquisition is a strategic move for the regularisation plan as it enables the Company to tap into the fast-growing renewable energy sector and its sizeable portfolio of renewable energy assets. The new business will fuel growth and contribute sustainable recurring income streams to the Company.

PROFILE OF DIRECTORS

JONATHAN LAW NGE SONG

Interim Non-Independent Non-Executive Chairman

Malaysian | Aged 58 | Male

Board Committee:

Nil

**Present Directorship
(Public Companies /
Listed Issuers):**

1) Evergreen Fibreboard Berhad

Jonathan Law Ngee Song was appointed to the Board of Pimpinan Ehsan Berhad on 25 February 2021 and subsequently redesignated as the Interim Non-Independent Non-Executive Chairman on 21 April 2021.

He graduated from Australia National University with a Bachelor of Commerce degree and Bachelor of Laws degree in 1987 and 1989 respectively.

He was admitted as Advocate and Solicitor, High Court of Malaya in 1991. He practiced as a legal assistant in Allen & Gledhill from 1991 to 1995 and was subsequently promoted to partner of the firm in

1995. He then became a Partner at Messrs Nik, Saghir & Ismail in 1996 and on 2 April 2019, he joined Azmi & Associates as a Partner for Merger & Acquisition / Corporate Practice.

He was on the Board of Directors of Karex Berhad between 2012 and 2020. He has been on the Board of Directors of Evergreen Fibreboard Berhad since 2007 and has been serving as the Chairman of the said Board since 2010. He is also a Non-Independent Non-Executive Director of Anglo-Eastern Plantations PLC, a company listed on the London Stock Exchange.

Notes:

- i. He attended seven (7) out of seven (7) Board Meetings of the Company held during the FYE 2023.
- ii. He has no family relationship with any Director and/or major shareholder of Pimpinan Ehsan Berhad.
- iii. He does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year end.

Profile of Directors

(cont'd)

LIM BENG GUAN

Executive Director

Malaysian | Aged 53 | Male

Board Committee:

- Chairman of Sustainability Committee

Present Directorship (Public Companies / Listed Issuers):

Nil

Lim Beng Guan was appointed to the Board of Pimpinan Ehsan Berhad on 25 February 2021.

He holds a Bachelor's Degree in Accounting from the University of Malaya. He is a Director of Pitahaya (M) Sdn Bhd, Ciruela Sdn Bhd and reNIKOLA group of companies.

He started his career in the corporate finance department of Commerce International Merchant Bankers Berhad (now known as CIMB Investment Bank Berhad) from 1994 to 1998 and then worked as a general manager of corporate affairs at EP Manufacturing Bhd, a public listed company from 1998 to 2000.

He is a founding member of ZJ Advisory Sdn Bhd, a corporate finance advisory firm licensed by the Securities Commission Malaysia (SC). His expertise in corporate finance includes merger and acquisition, demerger exercises, corporate and debt restructuring, corporate take-overs, initial public offering and fund raising.

He was an Executive Director of Nadayu Properties Berhad from 2007 to 2014 and a Non-Independent Non-Executive Director of ATIS Corporation Berhad from 2009 to 2012 and Perwaja Holdings Berhad from 2013 to 2014 respectively. He was also an Independent Non-Executive Director of Viztel Solutions Berhad from 2006 to 2009.

Notes:

- He attended seven (7) out of seven (7) Board Meetings of the Company held during the FYE 2023.
- He has no family relationship with any Director and/or major shareholder of Pimpinan Ehsan Berhad.
- He does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year end.
- He holds 3,236,057 or 4.68% of the shares in the Company directly and he is deemed interested in 25,854,851 or 37.40% of the shares in the Company by virtue of his shareholdings in Pitahaya (M) Sdn. Bhd.

Profile of Directors
(cont'd)

BOUMHIDI ABDELALI

Non-Independent Non-Executive Director

Malaysian | Aged 54 | Male

Board Committee:

- Member of Sustainability Committee

Present Directorship (Public Companies / Listed Issuers):

Nil

Boumhidi Abdelali (“Adel”) was appointed to the Board of Pimpinan Ehsan Berhad on 25 February 2021. Adel is the Managing Director of reNIKOLA group of companies.

He is a businessman by profession. He started his business in 2004 by investing in Jayawit Sdn Bhd, an oil palm plantation company before venturing into mining in 2007 through his company, Tamara Mining Sdn Bhd, a developer and manager of several iron ore mining concessions in Malaysia and Morocco.

He then founded RE Gebeng Sdn Bhd, a solar photovoltaic developer company, in 2015 and was instrumental in the successful implementation of a 30MW solar photovoltaic project in Pahang, Malaysia.

Notes:

- He attended seven (7) out of seven (7) Board Meetings of the Company held during the FYE 2023.*
- He has no family relationship with any Director and/or major shareholder of Pimpinan Ehsan Berhad.*
- He does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year end.*

Profile of Directors

(cont'd)

DATO' YEW SOON KEONG

Non-Independent Non-Executive Director

Malaysian | Aged 63 | Male

Board Committee:

- Chairman of Remuneration Committee
- Member of Audit and Risk Management Committee
- Member of Nominating Committee

Present Directorship (Public Companies / Listed Issuers):

Nil

Dato' Yew Soon Keong was appointed to the Board of Pimpinan Ehsan Berhad on 21 April 2021.

He has over 40 years of experience in the manufacturing of precision and engineered components for the Energy and Aerospace industry. He cofounded UPECA Engineering Group ("UPECA Group"), which is the leading manufacturer in Malaysia and South East Asia. UPECA Group is one of the few companies that has been awarded all the key accreditations required to manufacture quality high precision and engineered critical components for the Energy and Aerospace industry in this region.

Dato' Yew oversees the strategic business direction and the overall business operations while he served as the CEO of the UPECA Group since 1990 until the divestment of his equity interest in UPECA Group to Senior PLC UK in 2013. Since then, he has been investing in various private investments including the renewable energy sectors through his own investment funds.

Notes:

- He attended six (6) out of seven (7) Board Meetings of the Company held during the FYE 2023.*
- He is the father of Yew Jian Li (his Alternate Director).*
- He does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year end.*
- He holds 4,000,000 or 5.79% of the shares in the Company directly.*

Profile of Directors
(cont'd)

DATO' JAMELAH BINTI JAMALUDDIN

Independent Non-Executive Director

Malaysian | Aged 67 | Female

Board Committee:

- Chairperson of Audit and Risk Management Committee
- Chairperson of Nominating Committee
- Member of Remuneration Committee

Present Directorship (Public Companies / Listed Issuers):
Nil

Dato' Jamelah Binti Jamaluddin was appointed to the Board of Pimpinan Ehsan Berhad on 21 April 2021.

She holds a Degree in Bachelor of Business Administration in Finance from the Western Michigan University in United States of America and Masters of Business Administration in Finance from Central Michigan University in United States of America.

She is the Director and Executive Chairman of CapM Group. She was previously a Board Member of Malaysia Productivity Corporation Berhad and a council member of Majlis Amanah Rakyat (MARA). She was appointed as the Managing Director of Kuwait Finance House (Malaysia) Labuan Berhad from

March 2013 to September 2013 and Chief Executive Officer ("CEO") of Kuwait Finance House (Malaysia) Berhad from February 2010 to March 2013. She served RHB Islamic Bank Berhad as Managing Director from August 2007 to January 2010.

Her previous professional experience includes, the Deputy CEO of Kuwait Finance House (Malaysia) Berhad from November 2006 to August 2007, Chief Operating Officer of RHB Sakura Merchant Bankers Bhd from January 2004 to November 2006, and the Principal Officer and Division Director of Macquarie Malaysia Sdn. Bhd. and Macquarie Bank Limited (Labuan Branch) from August 1999 to November 2003.

Notes:

- She attended seven (7) out of seven (7) Board Meetings of the Company held during the FYE 2023.*
- She has no family relationship with any Director and/or major shareholder of Pimpinan Ehsan Berhad.*
- She does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year end.*

Profile of Directors

(cont'd)

LOW SIEW HUI

Independent Non-Executive Director

Malaysian | Aged 58 | Female

Board Committee:

- Member of Audit and Risk Management Committee

Present Directorship (Public Companies / Listed Issuers):

Nil

Low Siew Hui was appointed to the Board of Pimpinan Ehsan Berhad on 7 May 2021.

She graduated with a Bachelor's Degree in Accounting (Honours) from the University of Malaya. She started her career with PricewaterhouseCoopers in 1990 and later joined Metroplex Bhd as a Finance Manager from 1995 to 2004.

She joined Watsons Personal Care Stores Sdn Bhd ("Watsons") in 2004 and currently holds the position of Finance Director and is also a Director of Watsons.

Notes:

- She attended seven (7) out of seven (7) Board Meetings of the Company held during the FYE 2023.*
- She has no family relationship with any Director and/or major shareholder of Pimpinan Ehsan Berhad.*
- She does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year end.*

Profile of Directors
(cont'd)

JAS BIR KAUR A/P LOL SINGH

Independent Non-Executive Director

Malaysian | Aged 66 | Female

Board Committee:

- Member of Audit and Risk Management Committee
- Member of Nominating Committee
- Member of Remuneration Committee
- Member of Sustainability Committee

Present Directorship (Public Companies / Listed Issuers):

- AmFIRST Real Estate Investment Trust
- AmFunds Management Berhad

Jas Bir Kaur was appointed to the Board of Pimpinan Ehsan Berhad on 1 October 2023.

She graduated with a Bachelor of Economics from University Malaya in 1979 and a Master of Science (Finance) from University of Strathclyde, Scotland in 2001 as well as a Master of Managerial Psychology from HELP University College in 2013.

She started her career at Bank Negara Malaysia in 1980. She was involved in the regulation of commercial banking, financial institutions and development of policy. In 1993, she left Bank Negara Malaysia. Her last position was Assistant Manager. She went on to join the Securities Commission Malaysia ("SC") in 1993. While with the SC, she was involved in many areas of oversight including

supervision, authorisation and licensing, product development and the formulation of policies for the capital market, particularly in investment management. Her last position in the SC was a Deputy Director. In 2019, she was appointed as the Senior Director for Value Partners Hong Kong where she was responsible for, amongst others, integrating environmental, social and governance ("ESG") requirements within the investment process to meet global ESG standards. She resigned from Value Partners Hong Kong in November 2019.

She currently sits as a Public Interest Director on the Board of Directors of Federation of Investment Managers Malaysia and an Independent Director on the boards of AmFunds Management Berhad and AmFIRST Real Estate Investment Trust.

Notes:

- She attended one (1) out of seven (7) Board Meetings of the Company held during the FYE 2023 which six (6) of the Board Meetings were held before her appointment as Director of the Company on 1 October 2023.
- She has no family relationship with any Director and/or major shareholder of Pimpinan Ehsan Berhad.
- She does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year end.

Profile of Directors

(cont'd)

YEW JIAN LI

Alternate Director to Dato' Yew Soon Keong

Malaysian | Aged 29 | Female

Board Committee:

Nil

Present Directorship (Public Companies / Listed Issuers):

Nil

Yew Jian Li was appointed as Alternate Director to Dato' Yew Soon Keong on 30 April 2021.

She graduated with a Bachelor's Degree in Biochemistry and Molecular Science at the University of Melbourne, Australia and holds a Master's Degree in International Development and Emerging Economies at King's College London, United Kingdom.

She is the Chief Executive Officer of Citrine Capital, a multi-asset, multi-horizon investment firm committed to allocating capital towards opportunities that drive positive health outcomes across the continuum of care and the healthcare journey. She is also on the board of Malaysia Impact Alliance, a national partner of the Global Steering Group of Impact Investing. She was previously involved in several impact-orientated institutions, including non-profit entities, social enterprises and research centres.

Notes:

- i. She attended five (5) Board Meetings of the Company held during FYE 2023 as invitee.
- ii. She is the daughter of Dato' Yew Soon Keong, the Non-Independent Non-Executive Director and major shareholder of the Company.
- iii. She does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years and has not been imposed any penalty by the relevant regulatory bodies during the financial year end.

SUSTAINABILITY STATEMENT

OUR APPROACH TO SUSTAINABILITY

At PEB, sustainability means creating and maximising long-term value while minimising negatives associated with our activities. Sustainable development is central to our mandate and we strive for sustainability excellence within the Company.

In an effort to ensure that the standard of our sustainability reporting is sufficiently comprehensive and aligned with international best practices, we have referenced different reporting guidelines and frameworks which are as follow:

- United Nations Global Compact
- Malaysia National Renewable Energy Policy
- Bursa Malaysia Sustainability Reporting Guide
- External megatrends that influence our business, such as climate change and technological disruption
- Internal intentions, interests and commitments of our stakeholders and shareholders
- Our identified material topics and results of risk assessment

Our Sustainability Pillars

1) Practicing Responsible Governance

Our governance approach emphasises on the highest levels of involvement, transparency, integrity, fairness, effectiveness and accountability. We follow the rule of law, in our dealings and value delivery to our stakeholders.

2) Creating Economic Value

We are dedicated to our vision of becoming the leading renewable energy company, in order to create and add value for our stakeholders including customers, suppliers, investors, employees, consumers and our communities.

3) Protecting the Planet

We are committed to achieving long-term vitality, while reducing our business and operational impacts on the environment. We strive to support energy transition of our own business as well as our partners.

4) Putting Our People First

Our people are and will always be our highest priority and comes first when making choices in our business. We are committed to human capital management and development with the highest standards of integrity and ethics.

SCOPE

This Sustainability Report which is for the twelve (12) month period ended 31 December 2023, only covers the sustainability performance of PEB as an investment holding company which has no core business and therefore, may not meet all the disclosure requirements pursuant to the MMLR.

PRACTICING RESPONSIBLE GOVERNANCE

At PEB, we are committed to doing business in an ethical manner that maintains good corporate governance standards. The Board of Directors acknowledges the importance of the principles and recommendations as set out in the Malaysian Code on Corporate Governance ("MCCG") and has always been committed towards maintaining the highest levels of transparency, integrity, fairness, involvement, effectiveness and accountability in our activities. As such, our governance structure and framework are designed to enable us to achieve our vision and operate in line with our values.

Sustainability Statement (cont'd)

PRACTICING RESPONSIBLE GOVERNANCE (CONT'D)

Our Sustainability Committee ("SC") is led by Mr Lim Beng Guan and comprises Mr Boumhidi Abdelali and Ms Jas Bir Kaur. The SC is responsible for materiality assessment and undertake the role of identifying, evaluating and monitoring sustainability initiatives and actions and executing and implementing the sustainability to align with the Company's vision, mission and corporate beliefs.

The chairperson of SC is responsible in advising the Board on sustainability initiatives and developments related matters. She provides the overall direction, lead strategic decision making and review sustainability implementation and performance.

Compliance

Managing compliance is a critical component of PEB's business. We have systems and controls in place to support and monitor our compliance with all applicable laws and regulations.

Code of Conduct

Our Code of Conduct is available to all personnel and forms the basis for our policies and procedures. It provides a framework for our people to act ethically and responsibly at work and beyond. All PEB employees are required to complete a training on the Code of Conduct every year. New employees are trained during orientation.

Anti-Bribery and Anti-Corruption

PEB has zero tolerance for corruption and bribery. To safeguard the business against corruption and bribery, we expect every party within our governance system to act with integrity and honesty in all aspects of their work. These expectations are reflected in our corporate values, in particular our integrity value. The Company's Anti-Bribery and Anti-Corruption Policy shall provide guidance on potential acts of bribery when matters of corruption is concern.

Whistle-blowing

PEB strives to promote and maintain high standards of ethic, integrity and transparency, while achieving excellence and effectiveness. Thus, we take whistle-blowing seriously. The Company's Whistle-blowing Policy shall provide guidance on any improper conduct or activities, whereby a disclosure of concern may be made in writing via a letter to our registered office address or electronic e-mail to whistleblowing@pebhd.com.my.

Internal Audit and Risk Management

At PEB, sound risk management is integral part of the Company's business and are crucial in achieving success and sustainable growth. Drawing further attention to our sustainability value, we also take into account economic, social and governance ("ESG") related risks and opportunities, alongside enterprise risks. Find out more about our processes on Page 32, "Statement on Risk Management and Internal Control".

CREATING ECONOMIC VALUE

Malaysia's economic health is important to the stakeholders who receive income through our business, including our personnel, shareholders, financiers and contractors. Our approach to generating economic value is based on strategic investments and effective operations.

Direct Economic Value

We will create economic value through generating clean electricity. We will also distribute economic value through operating costs; salaries, wages and benefits.

Sustainability Statement (cont'd)

PROTECTING THE PLANET

PEB is committed to being stewards of the environment. We strive to operate in a way that minimise, if not eliminate, our environmental impacts on surrounding ecosystems. We work continuously to improve our operational systems to increase our environmental performance.

Environmental Compliance

We take our environmental responsibilities seriously and embeds compliance processes across our business and operations. We set out our commitment to protecting aspects of the environment and to implement through monitoring, reporting and training in order to achieve excellence in environmental performance.

Energy Consumption

We understand the importance of using energy more efficiently and choosing renewable energy sources in order to fight climate change and reduce our environmental footprint. As such, we strive to optimise our energy use and transit from brown energy to green energy. This aligns with our aim of 'using clean sources, producing clean sources'.

Emissions

Greenhouse gas emissions are a major contributor to climate change and can have significant adverse impacts on ecosystems, air quality and health of living things. Acknowledging this, we take into account carbon regulations and policies as part of our business planning and investment decision processes. Moving forward, we will also monitor and measure our emissions and proactively work to better understand and manage our performance.

Water Management

We are committed to ensure responsible water management is in place at our office. While water management is a complex issue, we seek to understand the water source, water usage and water discharge. With such knowledge, we plan and manage according to our efforts in minimising our impact on local water resources.

Waste Management

In line with our sustainability mission, the reduction and management of waste is of importance to us. Aiming to practise optimal waste management, we continuously review our waste management procedures and identify opportunities for improvement. We actively seek ways to reduce, reuse and recycle materials in our office.

PUTTING OUR PEOPLE FIRST

Our people are vital to our success and growth. At PEB, we treat our people at all levels fairly, uphold their rights and reward them competitively. Our highest priority is to help our employees conduct their roles and responsibilities as effectively and efficiently as possible, by providing them with a safe working environment and a healthy work culture.

Our leadership and management are dedicated to develop our employees to their fullest potentials. We continuously work to understand and respond to employees' needs and expectations, which include employee welfare, recognition schemes, development and security.

Sustainability Statement (cont'd)

PUTTING OUR PEOPLE FIRST (CONT'D)

Health and Safety

The safety of our people is of the highest priority for PEB. We set rigorous safety standards that comply with federal and state regulations. We establish standards, responsibilities and metrics to operate in a way that is safe, compliant, reliable and efficient. We require each individual who work for us or with us to take responsibility for their own health and safety, and the safety of those around them by identifying potentially hazardous situations and being proactive in the avoidance and management of those situations.

The Company's Health and Safety Policy is available on the Company's website at www.pebhd.com.my

Diversity and Inclusivity

Diversity and equal opportunity foster creativity and productivity, thereby contributing to sustainable growth of the Company. We strive to promote a diverse workforce and inclusive environment into our operations and culture, in which all employees are treated fairly, and with respect and dignity. With that in mind, we are committed to eliminate all forms of discrimination.

While diversity focuses on the makeup of our workforce, inclusion is a measure of culture that enables diversity to thrive. Acknowledging this, we aim towards building a working environment that provides full and equal participation for all employees in our workforce and creating an inclusive team culture. A copy of the policy is made available for reference on the Company's website.

Respect for Humans Rights

We believe in the principles of equality and non-discrimination, and is committed to treating all individuals with respect, and promote the opportunity for all people throughout the value chain to exercise and enjoy the fundamental human rights.

The Company's Human Rights Policy is an extension of our commitment to the United Nations Sustainable Development Goals and the International Bill of Human Rights. A copy of the policy is made available on the Company's website.

Training and Career Development

It is fundamental for PEB to attract and retain the best people at every level. We believe helping our people to develop skills and experience, supports the sustainability of our business and generates employee satisfaction, which will lead to higher retention rates. As such, we promote training opportunities throughout all levels of the organisation.

Employee Benefits

At PEB, remuneration is generally tied to ability and performance, with rewards for self-improvement. We align our pay and incentive practices according to international and national best practices.

To have an optimum working environment and healthy working culture for our people, we offer our permanent employees a broad range of benefits including health insurance, parental leave, allowances and retirement entitlements.

Achievement Review

In order to encourage the development of our personnel, each employee will undergo a formal achievement review and development plan, where they will be given suitable feedback, reward, development and support. These help to evaluate each individual according to the Company's results and their personal career goals, and supplement ongoing coaching with their managers.

Sustainability Statement (cont'd)

Indicator	Measurement Unit	2023
Bursa (Anti-corruption)		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	0.00
Executive	Percentage	0.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
Bursa (Energy management)		
Bursa C4(a) Total energy consumption	Megawatt	19.48
Bursa (Water)		
Bursa C9(a) Total volume of water used	Megalitres	0.000000
Bursa (Health and safety)		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0.00
Bursa C5(c) Number of employees trained on health and safety standards	Number	0
Bursa (Diversity)		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Between 30-50	Percentage	0.00
Management Above 50	Percentage	0.00
Executive Between 30-50	Percentage	75.00
Executive Above 50	Percentage	25.00
Gender Group by Employee Category		
Management Male	Percentage	0.00
Management Female	Percentage	0.00
Executive Male	Percentage	50.00
Executive Female	Percentage	50.00
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	57.14
Female	Percentage	42.85
Between 40-60	Percentage	57.14
Above 60	Percentage	42.85
Bursa (Labour practices and standards)		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	0
Executive	Hours	32
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0.00
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	0
Executive	Number	0
Bursa C6(d) Number of substantiated complaints concerning human rights violations	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	0.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	0
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 (Supply chain management)		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	100.00

CORPORATE GOVERNANCE OVERVIEW STATEMENT

At Pimpinan Ehsan Berhad (“PEB” or the “Company”), we are committed to doing business in an ethical manner that maintains good corporate governance standards. The Board of Directors of PEB acknowledges the importance of the principles and recommendations as set out in the Malaysian Code on Corporate Governance (“MCCG”) and has always been committed towards maintaining the highest levels of transparency, integrity, fairness, involvement, effectiveness and accountability in our activities. As such, our governance structure and framework are designed to enable us to achieve our vision and operate in line with our values.

The Board has also provided specific disclosures on the application of each practice in its Corporate Governance Report (“CG Report”) and it was announced together with the Annual Report of the Company. The CG Report together with the Annual Report of the Company are made available on the Company’s website at www.pebhd.com.my.

Except for the Practices 4.1, 4.2 and 5.2 which were recorded as ‘Departure’ in the CG Report, overall, the Board is of the view that the Company has in all material aspects complied with the Principles and Practices as set out in the MCCG. However, moving forward, PEB aims to resolve the following to adhere to our value of good governance as well as sustainability as a whole. The explanations for the departure of the above practices are reported in the CG Report accordingly.

Three Core Principles:

1. Board leadership and effectiveness
2. Effective audit and risk management
3. Integrity in corporate reporting and meaningful relationship with stakeholders

BOARD LEADERSHIP AND EFFECTIVENESS

Board Responsibilities

The Board is responsible for the affairs of the Company by overseeing and assessing the Company’s strategies, policies and performance. Each Board Member is expected to adhere to a high standard of ethical conduct, act in professional manner and demonstrate good stewardship, in accordance with PEB’s mission, core values and commitments.

The Company has adopted a Board Charter which defines the respective roles, responsibilities and authorities of the Directors (both individually and collectively) and the Management team, and it is made available on the Company’s website at www.pebhd.com.my.

Code of Conduct

At PEB, the fundamental document that guides Board members’ decision-making processes and actions is our Code of Conduct. Forming the basis for our policies and procedures, it provides a clear framework for our Board members and personnel to conduct themselves and their work with accountability and integrity. It is intended to govern decisions and behaviours of our people, foster a culture of honesty and promote accurate disclosure.

Legislation and Regulatory Compliance

Our business is vigorously involved in complying with applicable requirements. We actively monitor our compliance with the relevant laws and regulations to take into account how new amendments or requirements affect our business, and adopt accordingly.

Corporate Governance Overview Statement (cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Board Commitment

The underlying factors of Directors' commitment to the Company are devotion of time and continuous improvement of knowledge and skill sets. The Board meets at least once every quarter and on other occasions, as and when necessary, to review and/or approve quarterly financial results, statutory financial statements, the Annual Report, business plans, acquisition and expansion, performance of the Company, governance matters and other business development matters.

Board Meetings

The Board is provided with the meeting agenda and board papers in advance from the day of the scheduled meetings, to enable the Board members to discharge their responsibilities and to obtain further explanation, if required.

During the financial year under review, seven (7) Board meetings were held.

The record of attendance of the Board members is as follows:

Current Board members

No.	Name of Director	Attendance
1	Jonathan Law Ngee Song <i>Interim Non-Independent Non-Executive Chairman</i>	7/7
2	Lim Beng Guan <i>Executive Director</i>	7/7
3	Boumhidi Abdelali <i>Non-Independent Non-Executive Director</i>	7/7
4	Dato' Yew Soon Keong <i>Non-Independent Non-Executive Director</i>	6/7
5	Dato' Jamelah Binti Jamaluddin <i>Independent Non-Executive Director</i>	7/7
6	Low Siew Hui <i>Independent Non-Executive Director</i>	7/7
7	Jas Bir Kaur A/P Lol Singh <i>Independent Non-Executive Director</i> (Appointed on 1 October 2023)	1/1

Resigned Board member

No.	Name of Director	Attendance
1	Yasmin Binti Rasyid <i>Independent Non-Executive Director</i> (Resigned on 1 October 2023)	6/6

Corporate Governance Overview Statement (cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Directors' Training

The Board recognises the need to attend training to enable the Directors to discharge their duties effectively. The training needs of each Director could be identified and proposed by the individual Director or the Nominating Committee. The Nominating Committee continues to evaluate and assess the training and development needs of the Directors to ensure the effectiveness of the trainings in aiding the Directors to discharge their duties accordingly.

During the financial year under review, the Directors attended the following training programmes:-

Name of Director	Training Programme Attended
Jonathan Law Ngee Song	<ul style="list-style-type: none"> - Sustainability : changes in the Malaysia Code of Corporate Governance 2021 and Bursa Main Market Listing Requirements by Galton Advisory PLT organised by Evergreen Fibreboard Berhad - Leadership Development Program 2023 organised by Azmi & Associates - Webinar by Law Insider on Contract Audit : AI Edition by Professor Marcia Nadine Weldon
Lim Beng Guan	<ul style="list-style-type: none"> - The Energy Transition Conference – Accelerating A Responsible Energy Transition by Tenaga Nasional Berhad - Panalist at the Islamic Sustainable Finance & Investment by the Securities Commission - ASEAN Catalytic Green Finance Facility (ACGF) and ASEAN Infrastructure (AIF) Annual Meeting by ASEAN Development Bank
Dato' Yew Soon Keong	<ul style="list-style-type: none"> - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
Dato' Jamelah Binti Jamaluddin	<ul style="list-style-type: none"> - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
Yasmin Binti Rasyid (Resigned on 1 October 2023)	<ul style="list-style-type: none"> - The #digital4ESG Forum - Conflict of interest and Governance of Conflict of Interest
Boumhidi Abdelali	<ul style="list-style-type: none"> - The Energy Transition Conference – Accelerating A Responsible Energy Transition by Tenaga Nasional Berhad - Islamic Sustainable Finance & Investment by the Securities Commission - ASEAN Catalytic Green Finance Facility (ACGF) and ASEAN Infrastructure (AIF) Annual Meeting by ASEAN Development Bank
Low Siew Hui	<ul style="list-style-type: none"> - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
Jas Bir Kaur A/P Lol Singh (Appointed on 1 October 2023)	<ul style="list-style-type: none"> - ESG Conference - 36th International Investment Funds Association Conference, Cyprus - Cyber Security Awareness Programme - Anti Money Laundering Awareness Session - Mandatory Accreditation Programme Part II: Leading for Impact (LIP)

Corporate Governance Overview Statement (cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Retirement by Rotation

At the Annual General Meeting ("AGM") in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the AGM in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.

Upon recommendation of the Nominating Committee and the Board, the Director to retire at the upcoming AGM and eligible for re-election, is as follow:

1. Dato' Jamelah Binti Jamaluddin, Independent Non-Executive Director

Based on the recommendation of Nominating Committee, the Board supports the recommendation of the Nominating Committee to re-elect the above-mentioned director based on the following justifications:-

Re-election of Dato' Jamelah Binti Jamaluddin as Independent Non-Executive Director

Dato' Jamelah Binti Jamaluddin has remained objective in expressing her view and participating in Board deliberations and decision-making.

She has vast experience in corporate finance sector. She has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.

Her performance as individual director of the Company and for the financial year ended 31 December 2023 has been assessed by the Nominating Committee and the Board was satisfied with her performance and the fit and proper assessment on her.

She had met the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") on character, experience, integrity, competence and time commitment to effectively discharge her role as Director.

While, Ms Low Siew Hui who is retiring pursuant to Clause 124 of the Constitution of the Company has expressed her intention not to seek for re-election and shall be retiring as Director at the conclusion of this AGM.

Corporate Governance Overview Statement (cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Retirement due to appointment of Directors to fill casual vacancy

In accordance with the Clause 129 of the Constitution of the Company, the following Director who was appointed to fill a casual vacancy, shall hold office only until the next Annual General Meeting and shall then be eligible for re-election:

- Ms Jas Bir Kaur A/P Lol Singh, Independent Non-Executive Director

Based on the recommendation of Nominating Committee, the Board supports the recommendation of the Nominating Committee to re-elect the above-mentioned director based on the following justification:-

Re-election of Ms Jas Bir Kaur A/P Lol Singh as Independent Non-Executive Director

Ms Jas Bir Kaur A/P Lol Singh has remained objective in expressing her view and participating in Board deliberations and decision-making.

She has vast experience in the financial services sector as well as the regulatory framework for the capital market. She has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.

Her performance as individual director of the Company and for the financial year ended 31 December 2023 has been assessed by the Nominating Committee and the Board was satisfied with her performance and the fit and proper assessment on her.

She had met the criteria as prescribed by Paragraph 2.20A of the MMLR on character, experience, integrity, competence and time commitment to effectively discharge her role as Director.

Board Composition

The Board consists of seven (7) members of which one (1) is Executive Director, three (3) are Non-Independent Non-Executive Directors, and three (3) are Independent Non-Executive Directors. The Board members have diverse backgrounds and experiences in various fields. Collectively, they bring a broad range of skills, experience and knowledge to oversight and manage the Company's affairs.

The Board values independence greatly as it is important for ensuring objectivity and non-biasedness in decision-making and providing necessary check and balance. All Independent Directors of the Board comply with the criteria prescribed in the MMLR, as well as practices mentioned in the MCCG.

Currently, the Company did not apply Practice 5.2 of the MCCG but the Company is in compliance with the requirements of the MMLR by having three (3) Independent Non-Executive Directors, and this is sufficient for the time being as the Company has no business operations and is a cash company during the financial year. The Company will consider to appoint more Independent Non-Executive Directors after the completion of the regularisation plan.

The Company had also outsourced two (2) qualified Company Secretaries who are members of Malaysian Institute of Chartered Secretaries and Administrators. The Company Secretaries are responsible for attending board and board committees meeting, to advise the Board on compliance and governance matters and ensure accurate and proper records of the proceedings and resolutions passed and maintaining statutory records at registered office.

Corporate Governance Overview Statement (cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Board Diversity

Diversity is considered in the appointment of directors. We view diversity and inclusion as essential in supporting the execution of our business strategy and delivery of values to our stakeholders.

The Company's Diversity and Inclusion Policy which defines the Company's commitment in promoting equal opportunities, as well as benefits of a diverse board and workforce. As such, the Board does not discriminate against any board member, board candidate or personnel at any level on the grounds of race, age, gender, nationality, religion, sexual orientation and family status.

Targets to balance diversity are set and will be reviewed regularly by the Nominating Committee and the Board. At present, there are three (3) female Directors sitting on the Board, accounting for 43% of the Board's composition.

Board Committees

There are four (4) Board Committees established to assist the Board in the execution of its responsibilities for the Company. Each Board Committee operates under the defined terms of reference which are available at the corporate website at www.pebhd.com.my.

The composition and function of each Board Committee is set out as below:

1). Audit and Risk Management Committee ("ARMC")

In supporting the Board to fulfil its fiduciary responsibilities, the ARMC is responsible for reviewing and assessing the financial reporting processes, audit program, compliance, as well as overall risk management framework, ranging from country risk to business risk to sustainability risk.

The ARMC complies with the requirement to have all members to be non-executive directors, with a majority of them being Independent Directors and at least one member fulfils qualifications prescribed by the MMLR. Independence is an essential element for the ARMC members to fulfil their roles objectively and to provide critical and sound views in ensuring the integrity of financial controls and integrated reporting, while identifying and managing key risks. All members of the ARMC are financially literate.

The Terms of Reference of ARMC sets out the duties and functions of the ARMC and can be found on the Company's website.

The audit fees and non-audit fees payable to the External Auditors were amounting to RM45,000 and RM7,000 respectively for the financial year ended 31 December 2023.

The ARMC Report is set out on pages 30 to 32 of this Annual Report.

2). Nominating Committee

The Nominating Committee is established and maintained to ensure that there are transparent procedures for the appointment of new directors to the Board and for the evaluation of directors' and senior management's performance.

The Terms of Reference of Nominating Committee sets out the duties and functions of the Nominating Committee and can be found on the Company's website.

Corporate Governance Overview Statement (cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

2). Nominating Committee (Cont'd)

One (1) committee meeting was held and one (1) committee's written resolution was passed during the financial year to discuss on the following matters:-

Date	Matters Discussed
18 April 2023	<ol style="list-style-type: none"> 1. Annual assessment on the effectiveness of the Board, the Board Committees and all individual Directors, based on their performance for the financial year ended 31 December 2022; 2. Review of composition of the Board and Board Committees ; 3. Review of term of office and performance of the ARMC and each individual ARMC member; 4. Review of the performance of the Board relating to ESG or Sustainability; 5. Discussion of training requirements for Directors; and 6. Recommendation of retirement and re-election of the Directors at the Seventh Annual General Meeting.
29 September 2023	<ol style="list-style-type: none"> 1. Consider of the appointment of Director and recommendation of the same to the Board.

3). Remuneration Committee

The Remuneration Committee is set up to support the Board on matters relating to the remuneration of the Board and senior management, with a purpose to attract, motivate and retain talents.

The Terms of Reference of Remuneration Committee sets out the duties and functions of the Remuneration Committee and can be found on the Company's website.

One (1) committee meeting was held during the financial year to discuss on the following matters:

Date	Matters Discussed
18 April 2023	<ol style="list-style-type: none"> 1. Review and recommendation of the Directors' fees per month from the day after the conclusion of the Annual General Meeting to be held in 2023 until the next Annual General Meeting of the Company to be held in 2024, to the Board of Directors for their recommendation to the shareholders for approval; and 2. Review and recommendation of the payment of the Directors' benefits to Directors up to an amount of RM50,000 from the day after the conclusion of the Annual General Meeting to be held in 2023 until the next Annual General Meeting of the Company to be held in 2024, to the Board of Directors for their recommendation to the shareholders for approval.

Corporate Governance Overview Statement (cont'd)

BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

4). Sustainability Committee

The Sustainability Committee is set up to support the Board on matters relating to the Company's sustainability strategy and performance of the business. They ensure the integration of both business and sustainability priorities for PEB to thrive.

The Terms of Reference of Sustainability Committee sets out the duties and functions of the Sustainability Committee and can be found on the Company's website.

One (1) committee meeting was held during the financial year to discuss on the following matters:

Date	Matters Discussed
18 April 2023	1. Receive report from the Executive Director of the Company and discussion of the Company's and reNIKOLA Group's sustainability strategy and sustainability reporting format and framework.

Directors' Remuneration

The Company's policy on Directors' remuneration is to ensure that they are sufficiently competitive to attract and retain capable Directors. While the remuneration package of Executive Directors is structured to commensurate with corporate and individual performance, merits and scope of responsibility, the remuneration packages for Non-Executive Directors reflects the level of responsibilities undertaken and contribution to the Company.

The aggregate remuneration of Directors received/receivable from the Company for the financial year ended 31 December 2023 are as follows:

Board of Directors	Fees/Salaries and/or other emoluments*	Estimated monetary value of benefits-in-kind	Total
	RM	RM	RM
Executive Director			
Lim Beng Guan	108,679	20,038	128,717
Non-Executive Directors			
Jonathan Law Ngee Song	60,000	–	60,000
Boumhidi Abdelali	51,600	–	51,600
Dato' Yew Soon Keong	61,200	–	61,200
Dato' Jamelah Binti Jamaluddin	63,600	–	63,600
Yasmin Binti Rasyid (Resigned on 1 October 2023)	48,600	–	48,600
Low Siew Hui	51,600	–	51,600
Jas Bir Kaur A/P Lol Singh (Appointed on 1 October 2023)	15,600	–	15,600
Total (AFS Reflected)	460,879	20,038	480,917

* Includes contribution to defined contribution plan and other statutory contributions.

Corporate Governance Overview Statement (cont'd)

EFFECTIVE AUDIT AND RISK MANAGEMENT

Financial Reporting

The Board is responsible for ensuring a balanced and understandable assessment of the Company's financial position and prospects in its quarterly and annual reports and other public reports and reports to the regulators. The ARMC assists the Board in reviewing the disclosure information to ensure completeness, accuracy and validity of the information in the reports and that the financial statements comply with Malaysian Financial Reporting Standards and International Financial Reporting Standards.

As one of the measures in ensuring that the financial statements are a reliable source of financial information, the ARMC has assessed the suitability of the External Auditors and would assess them annually to ensure the independence of the External Auditors is not impaired by the provision of non-audit services to the Group.

The External Auditors also provide written assurance to the ARMC that they are and have been independent throughout the conduct of the audit engagement in accordance with the independence criteria set out by the Malaysian Institute of Accountants.

A Statement on Directors' Responsibility and a Statement by Directors together with a Statutory Declaration made in relation to the preparation of the annual audited financial statements are set out below and on page 43 of this Annual Report.

Directors' Responsibility Statement in Respect of Audited Financial Statements

Pursuant to the Companies Act, 2016, Directors are required to prepare financial statements for each financial year which give a true and fair view of the financial position of the Company as at the financial year end and of the financial performance and cash flows of the Company for that period.

In preparing the financial statements of the Company, the Directors have ensured that appropriate accounting policies have been used and applied consistently and supported by reasonable and prudent judgements and estimates.

The Directors have also ensured that all applicable approved accounting standards have been complied.

To enable the Directors to ensure that the financial statements comply with the provisions of the Companies Act, 2016, the Directors have ensured that proper accounting records have been kept which are able to disclose with reasonable accuracy at any time, the financial position of the Company.

Internal Auditors

The Internal Audit Function is outsourced to Baker Tilly Monteiro Heng Governance Sdn Bhd ("Baker Tilly") as Internal Auditors of the Company. The Head of the Internal Audit & Risk Advisory, Mr Kuan Yew Choong is a Chartered Accountant of the Malaysian Institute of Accountants. He is also a member of the Association of Chartered Certified Accountants and a Chartered Member of the Institute of Internal Auditors Malaysia and is competent to conduct the internal audit according to the standards and code of ethics set by the body. The Internal Auditors report directly to the ARMC and provide the ARMC with independent and objective evaluation on the internal controls of the Company, and the extent of compliance of the divisions with the Company's established policies and procedures as well as relevant statutory requirements, so that remedial actions can be taken in relation to any weaknesses noted in the systems and controls of the respective divisions. The ARMC will review the engagement between the Company and the Internal Auditors to ensure that the Internal Auditors' objectivity and independence are not impaired or affected. The ARMC together with Baker Tilly agree on the internal audit scope and planned internal audit activities annually, and all audit findings arising therefrom are reported to the ARMC. Baker Tilly reports independently and directly to the ARMC in respect of the internal audit function.

Corporate Governance Overview Statement (cont'd)

EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

Relationship with the External Auditors

The Board has via the ARMC, established a formal and transparent arrangement for maintaining an appropriate relationship with its External Auditors. The role of the ARMC in relation to the External Auditors is described in the ARMC Report on pages 30 - 32 of this Annual Report.

Risk Management and Internal Control

PEB is exposed to a variety of risks. Thus, risk management, in terms of how we identify, analyse, evaluate, address, monitor and communicate risk, is one of the key responsibilities of the Board and senior management.

Risk management is integrated into our planning and decision-making processes, with outlined assumptions, causes and effects. Our risk management framework, disclosed in the Statement on Risk Management and Internal Control on page 33 - 35 of the Annual Report, provides a standardised approach to managing multifaceted risk.

INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Communication with Stakeholders

Corporate disclosure and information is of utmost importance for stakeholders, including shareholders and investors, for transparency and accountability purposes. Aligned to the requirements of the MMLR, the Company ensures there is a meaningful and timely release of financials, circulars, corporate announcements, press releases, and Annual Reports. This information is available on the Company's website.

By focusing on the ESG components and communicating such efforts authentically, we hope to demonstrate our credibility and earn greatest trust among stakeholders. We do not view this merely as a compliance exercise focused on ticking boxes, but we are looking to engage with others and to make sustainability accessible and understandable for everyone.

Conduct of General Meetings

Aligned with our commitment to full transparency and ethical corporate governance practices, the Annual General Meeting ("AGM") is a mean of communication with shareholders. At least twenty-eight (28) days prior to the AGM, the Notice of the AGM, Annual Report and Circular to Shareholders (if any) will be mailed to the shareholders to inform them of the financial performance and other corporate information relating to the Company.

The Company has leveraged on technology to facilitate remote shareholders' participation and remote online voting by shareholders (i.e. voting in absentia) in conducting its Seventh AGM in 2023. Shareholders who were unable to attend, were allowed to appoint proxies to attend, speak and vote on their behalf. Shareholders were also given the opportunity to seek and clarify any pertinent and relevant issues raised in the meeting in relation to the operations and performance of the Company, and to exchange their views with our Board members. The minutes of the general meetings were made available on the Company's website at <https://www.pebhd.com.my>, no later than thirty (30) business days after the completion of the general meetings.

All Directors were present at the AGM held in 2023.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors of PEB (“Board”) is pleased to present the Audit and Risk Management Committee Report for the financial year ended 31 December 2023.

COMPOSITION

During the financial year ended 31 December 2023, the Audit and Risk Management Committee (“ARMC”) members comprises four (4) members, all of whom are Non-Executive Directors with a majority of them being Independent Directors.

MEMBERSHIP AND MEETINGS

A total of seven (7) meetings were held during the financial year ended 31 December 2023. Details of attendance of each ARMC member is as follows:

ARMC Members	Position	23 February 2023	18 April 2023	29 May 2023	13 July 2023	28 August 2023	25 September 2023	20 November 2023	Total
		Attendance							
Dato' Jamelah Binti Jamaluddin (Independent Non-Executive Director)	Chair-person	•	•	•	•	•	•	•	7/7
Yasmin Binti Rasyid (Independent Non-Executive Director) (Resigned on 1 October 2023)	Member	•	•	•	•	•	•	n/a	6/6
Low Siew Hui (Independent Non-Executive Director)	Member	•	•	•	•	•	•	•	7/7
Dato' Yew Soon Keong (Non-Independent Non-Executive Director)	Member	•	•	Absent	•	•	•	•	6/7
Jas Bir Kaur A/P Lol Singh (Independent Non-Executive Director) (Appointed on 1 October 2023)	Member	n/a	n/a	n/a	n/a	n/a	n/a	•	1/1

Audit And Risk Management Committee Report (cont'd)

SUMMARY OF WORKS OF ARMC

The ARMC had carried out their duties and functions in accordance with its Terms of Reference during the financial year ended 31 December 2023 as follows: -

1. The ARMC reviewed the unaudited quarterly results of the Company to ensure that they are in compliance with the Malaysian Financial Reporting Standard ("MFRS") and Paragraph 9.22 of the MMLR. The unaudited quarterly financial results for the 4th quarter ended 31 December 2022, 1st quarter ended 31 March 2023, 2nd quarter ended 30 June 2023 and 3rd quarter ended 30 September 2023 were reviewed by the ARMC at its meetings held on 23 February 2023, 29 May 2023, 28 August 2023 and 20 November 2023 respectively, before tabling of the same to the Board for approval.
2. The ARMC held two (2) private sessions with the External Auditors without the presence of Management on 18 April 2023 and 20 November 2023 to seek the External Auditors' views on audit issues, particularly on whether there were any significant issues or unusual items, which had arisen in their audit. The ARMC noted that there was no significant issue raised by the External Auditors.
3. The ARMC had reviewed, discussed and accepted the External Audit Plan briefed by the External Auditors for the financial year ended 31 December 2023 during the meeting held on 20 November 2023. The proposed audit fees for the current financial year's statutory audit to be recommended to the Board for approval.
4. At each quarterly meeting, the ARMC had asserted that there were no related party transactions or conflict of interest for the year ended 31 December 2023 except for the recurrent related party transaction with reNIKOLA Solar Sdn Bhd for rental sharing for office up to RM8,000 per month.
5. The ARMC on 18 April 2023, reviewed and assessed the performance, suitability and independence of the External Auditors, Messrs Crowe Malaysia PLT and had conducted an annual review assessment on the performance of the External Auditors during the financial year ended 31 December 2023. Following the assessment of the External Auditors' effectiveness and independence, the ARMC is satisfied with the performance audit independence of the External Auditors.
6. On 18 April 2023, the ARMC reviewed the draft audited financial statements for the financial year ended 31 December 2022 at their meeting, before tabling of the same to the Board for approval on the same day.
7. The ARMC had at its meeting on 13 July 2023, reviewed and recommended the submission of the preliminary application pack to Securities Commission Malaysia in relation to the proposed regularisation plan and other proposals to the Board for approval.
8. The ARMC had at its meeting held on 25 September 2023, reviewed and recommended the submission of application, circular to shareholders, Independent Advice Letter and the relevant adviser's reports, letter and documents to the Securities Commission Malaysia, Bursa Securities Malaysia Berhad and Ministry of Investment, Trade and Industry of Malaysia in relation to the proposed regularisation plan to the Board for approval.

Audit And Risk Management Committee Report (cont'd)

SUMMARY OF WORK OF THE INTERNAL AUDIT FUNCTION

The Company's internal audit work was carried out in accordance with the risk-based annual internal audit plan as approved by ARMC whilst other selected ad-hoc audits were only performed after obtaining approval from ARMC.

The Internal Auditors adopted the risk-based approach and focused on the Corporate Affairs and Finance function of the Company. The representatives of the Internal Auditors report directly to the ARMC and assist the ARMC in discharging its duties and responsibilities by executing independent reviews to determine the adequacy and effectiveness of the Company's internal control system.

The internal audit findings and recommendations of the Internal Auditors were reviewed by the ARMC and their recommendations for improvements on control and minutes of ARMC meetings were circulated to the Board.

During the financial year under review, the Internal Auditors had carried out a follow up review on the effectiveness of controls that are in place with respect to the following business processes:

- Finance Management
- Usage of Funds in Custodian Account and Reconciliation
- Anti-Bribery and Anti-Corruption Controls

The Internal Auditors had also carried out a review on the effectiveness of controls that are in place with respect to the following business processes:

- Finance Management and Usage of Funds in Custodian Account and Reconciliation
- IT General Controls

The Internal Auditors presented their Internal Audit Report of the Company to the ARMC for deliberation and concluded that there was no major issue raised.

The internal audits conducted during the period under review did not reveal material weaknesses which would result in material losses, contingencies or uncertainties that would require disclosure in this Annual Report. The Internal Auditors are independent of the work they audit and perform with impartiality and due professional care.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors of Pimpinan Ehsan Berhad (“the Company”) is pleased to present its Statement on Risk Management and Internal Control, which outlines the nature and scope of risk management and internal control of the Company.

This Statement is prepared pursuant to Paragraph 15.26(b) and Practice Note 9 of the Main Market Listing Requirements (MMLR) and is guided by the “Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers”.

With our commitment to integrate ESG into our corporate culture, we also look to understand and act on ESG related business risks and opportunities. This could include assessing the potential impact of ESG factors on our business model and operations, and the resilience of the Company to adapt to ESG changes. Over time, these considerations may redefine competitive advantages and ultimately the sustainability of business growth and long-term value creation for stakeholders.

BOARD RESPONSIBILITY, ASSURANCE AND LIMITATION

The Board affirms its responsibility in upholding an adequate and effective risk management structure and internal control system. Committed towards good corporate governance, the Board has set appropriate processes and policies, those complying with applicable laws and rules of risk management, in ensuring that risks faced by the Company are identified, evaluated and managed.

In addition to building a solid foundation of internal control for effective risk management, the Board is also responsible for setting business direction and overseeing the conduct of the Company’s operations. Such practices are ingrained into the Company’s corporate culture as a mechanism to enhance the Company’s performance and safeguard stakeholders’ interests.

The Board confirms that the process of risk managements in the Company is on-going, and is of the view that the Risk Management and Internal Control systems in place for the year under review are adequate and effective to safeguard the Company’s assets, as well as the interests of stakeholders. While the Board continues to improve our risk management and internal control systems in line with evolving business developments, it is acknowledged that the risk management framework and internal control system can only provide reasonable assurance and not absolute assurance against material misstatement, losses or fraud.

MANAGEMENT RESPONSIBILITY AND ASSURANCE

The Management is accountable to the Board and is responsible for the effective implementation of the Board’s policies and procedures on risks and controls. The Management is responsible for:

- Identifying and assessing various risks relating to the Company’s objectives, strategies and operations;
- Co-formulating, implementing and monitoring risk management procedures to manage these risks in accordance with the Company’s overall risk appetite; and
- Continuously identifying emerging risks or changes to risks, responding appropriately and promptly bringing these to the Board’s attention.

The Board has received assurance from the Executive Director, that, to the best of their knowledge, the risk management and internal control of the Company are operating effectively and adequately in all material respects, based on the frameworks adopted by the Company.

Statement On Risk Management And Internal Control (cont'd)

RISK MANAGEMENT

The Board recognises that sound risk management and internal control are integral parts of the Company's business and are crucial in achieving success and sustainable growth.

Working together, the Audit and Risk Management Committee ("ARMC") and Management carries the responsibility of consistently identifying, evaluating, monitoring and managing material risk areas, including both enterprise and sustainability risks, which could potentially affect the achievement of the Company's goals and strategies.

Identification of risk appetite which commensurate with the structure, size and operations of the Company, as well as detailing of action plans are also performed and presented to the Board. Further assurance is provided by the Internal Audit function of the Company. The Company acknowledged the need for an effective and independent Internal Audit function as part of a robust control structure to address key risks and the decision was taken to outsource the Internal Audit activities to a third-party service provider.

INTERNAL AUDIT FUNCTION

In desiring to maintain total independence in the management of the risk and internal control environment, the Company has appointed Baker Tilly Monteiro Heng Governance Sdn Bhd ("Baker Tilly") as an outsourced internal auditor to provide independent assessment on the adequacy, efficiency and effectiveness of the Company's internal control system. The ARMC together with Baker Tilly agree on the internal audit scope and planned internal audit activities annually and all audit findings arising therefrom are reported to the ARMC. Baker Tilly reports independently and directly to the ARMC in respect of the internal audit function.

Baker Tilly is allowed for an unrestricted access to all the documents and records of the Company which are deemed necessary for the performance of its function and independently reviews the control processes implemented by Management. It reviews the internal controls of key operations of the Company based on the discussions with the Management as well as with the ARMC.

The cost incurred for the outsourced internal audit function for the financial year ended 31 December 2023 was RM20,000 (2022: RM20,000).

Other key elements relating to the internal control system of the Company are as follows:

- The Company's organisation chart outlines the roles, responsibilities, accountability and hierarchical structure of reporting lines;
- The Board Committees, including ARMC, Nominating Committee, Remuneration Committee and Sustainability Committee are established with clear roles and responsibilities to assist the Board in discharging its accountabilities;
- Quarterly financial results and the Company's performance are reviewed by Executive Director and Management, deliberated by the ARMC and presented to the Board before releasing to Bursa Malaysia Securities Berhad;
- All business proposals for material capital expenditure and investments are reviewed by the Management and presented to the Board for approval prior to any commitment;
- Standard Operating Policies and Procedures in respect of major processes (subject to consistent review and improvements) had been established by the Management to ensure consistency of practices and controls of the Company;
- Regular Board meetings and Board papers are distributed to all Board members who are entitled to receive and access all necessary and relevant information related to Company's financial performance, business development, management and corporate issues. Decisions of the Board are only made after the required information is made available and deliberated by the Board. The Board maintains complete and effective control over the strategies and direction of the Company;
- The ARMC reviews all possible Related Party Transactions ("RPT"), if any, to ensure compliance with its policy and procedures, as well as the MMLR.
- External training programs are attended by the Directors and employees throughout the year to meet training needs and to enhance their skills and professionalism.

Statement On Risk Management And Internal Control (cont'd)

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to Paragraph 15.23 of the MMLR, the External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in this 2023 Annual Report. Their review was performed in accordance with Audit and Assurance Practice Guide 3 ("AAPG 3"): Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control, issued by the Malaysian Institute of Accountants.

AAPG 3 does not require the External Auditors to consider whether this statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the risk management and internal control system of the Company.

Based on the limited assurance procedures and review, the External Auditors have informed ARMC and the Board that nothing has come to their attention that causes them to believe that the Statement on Risk Management and Internal Control has not been prepared, in all material respects, in accordance with the disclosures set out in paragraphs 41 and 42 of the Guidelines or that this Statement is factually inaccurate.

OTHER DISCLOSURE REQUIREMENTS

The following information is provided in compliance with Appendix 9C of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

a) Status of Utilisation of Proceeds

On 31 May 2018, the Company completed the disposal of its principal subsidiary for a total consideration of RM210,000,000 ("Disposal").

As at 31 December 2023, details of the utilisation of the proceeds of RM210.00 million from the Disposal of TRIplc Berhad are as follows:

Purpose	Proposed Utilisation (RM'million)	Actual Earned (Utilisation)/ (RM'million)	Balance Unutilised (RM'million)	Note
To acquire/develop new business(es) /asset(s) to be identified	53.74	10.79	64.53	1
Working capital requirements in custodian account	10.80	(10.13)	0.67	2
Proposed Special Dividend	134.79	(134.79)	–	
Working capital requirements	7.17	(7.17)	–	
Defraying expenses incidental to the Disposal	3.50	(3.18)	0.32	
Total	210.00	(144.48)	65.52	

Notes:

1. This allocation is placed in accounts opened with financial institutions licensed by Bank Negara Malaysia and operated by a custodian and earned interest income.
2. Bursa Securities has, vide its letter dated 28 September 2020, 22 September 2021 and 10 February 2023 decided to allow the Company to withdraw from the custodian account for the purposes stated in the application for modification of compliance with Paragraph 8.03(4) of the Main Market Listing Requirements of Bursa Securities to withdraw RM3.50 million, RM5.5 million and RM1.8 million respectively, from the custodian account.

The latest approval is subject to the following conditions:

- (i) The withdrawal is to be utilized in accordance with the manner as highlighted in the application; and
- (ii) The withdrawal can only be made as and when the amounts are actually incurred and falling due and payable. The request for the withdrawals must be accompanied with the relevant supporting documents to be presented to the custodians.

As at 31 December 2023, the Company has withdrawn RM10.13 million from the custodian account for the purpose of utilisation in relation to day-to-day operational expenses.

On 22 January 2024, the Company announced that Bursa Securities has, via its letter dated 19 January 2024, decided to allow PEB to withdraw RM2.0 million from the custodian account.

Other Disclosure Requirements (cont'd)

b) Material contracts

There were no material contracts entered into by the Company, which involve the interests of Directors or major shareholders of the Company which were still subsisting at the end of the financial year ended 31 December 2023 or entered into since the end of the previous financial year.

c) Recurrent Related Party Transactions of Revenue Nature ("RRPT")

The Company did not enter into any RRPT during the financial year ended 31 December 2023 which had obtained the shareholders' mandate.

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DIRECTORS' REPORT

The Directors hereby submit their report and the audited financial statements of the Company for the financial year ended 31 December 2023.

PRINCIPAL ACTIVITY

The Company is principally an investment holding company.

RESULTS

	RM
Profit after taxation for the financial year	495,909

DIVIDEND

No dividend was recommended by the Directors for the financial year.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES AND DEBENTURES

During the financial year:-

- (a) there were no changes in the issued and paid-up share capital of the Company; and
- (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.

DIRECTORS

The names of Directors who have held office during the financial year and up to the date of this report are as follows:-

Boumhidi Abdelali
Dato' Jamelah Binti Jamaluddin
Jonathan Law Ngee Song
Lim Beng Guan
Low Siew Hui
Dato' Yew Soon Keong
Yew Jian Li (Alternate Director to Dato' Yew Soon Keong)
Jas Bir Kaur A/P Lol Singh (Appointed on 1 October 2023)
Yasmin Binti Rasyid (Resigned on 1 October 2023)

Directors' Report

(cont'd)

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in ordinary shares of the Company during the financial year ended 31 December 2023 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia were as follows:

Shares in the Company	Number of ordinary shares			Balance as at 31.12.2023
	Balance as at 1.1.2023	Bought	Sold	
Direct interests:				
Lim Beng Guan	3,236,057	–	–	3,236,057
Dato' Yew Soon Keong	4,000,000	–	–	4,000,000
Indirect interest:				
Lim Beng Guan*	25,854,851	–	–	25,854,851

* Deemed interested pursuant to Section 8 of the Companies Act 2016 by virtue of his 100% indirect voting shares in Pitahaya (M) Sdn Bhd.

By virtue of his shareholding in the Company, Lim Beng Guan is deemed to have interests in shares in its related corporations during the financial year to the extent of the Company's interests, in accordance with Section 8 of the Companies Act 2016.

The other Directors holding office at the end of the financial year had no interest in shares, options over unissued shares or debentures 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 benefits (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 transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 19(a) to the financial statements.

Neither during nor at the end of the financial year was 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.

DIRECTORS' REMUNERATION

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

	RM
Fees	352,200
Salaries, bonuses, allowances and other benefits	97,159
Defined contribution plan	11,520
	460,879

The estimated monetary value of benefits-in-kind provided by the Company to the directors of the Company was RM20,038 (2022: RM7,200).

Directors' Report
(cont'd)

INDEMNITY AND INSURANCE COST

During the financial year, there was no indemnity given to or professional indemnity insurance effected for Directors, officers and auditors of the Company.

OTHER STATUTORY INFORMATION REGARDING THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

- (a) Before the financial statements of the Company were prepared, the Directors took reasonable steps:
 - (i) to ascertain that proper 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 there are no known bad debts and that no allowance for impairment losses on receivables is required; and
 - (ii) 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 Company, have been written down to an amount which they might be expected so to realised.
- (b) The results of the operations 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.

(II) FROM THE END OF THE FINANCIAL YEAR TO THE DATE OF THIS REPORT

- (c) The Directors are not aware of any circumstances:
 - (i) which would require the writing off of bad debts, or the allowance for impairment losses on receivables in the financial statements of the Company;
 - (ii) which would render the values attributed to current assets in the financial statements of the Company misleading; and
 - (iii) which have arisen which would render adherence to the existing methods of valuation of assets or liabilities of the Company misleading or inappropriate.
- (d) In the opinion of the Directors:
 - (i) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations the Company for the financial year in which this report is made; and
 - (ii) no contingent or other liability of the Company has become enforceable or is likely to become enforceable within the period of twelve (12) months after the end of the financial year which will or may substantially affect the ability of the Company to meet its obligations as and when they fall due.

(III) AS AT THE DATE OF THIS REPORT

- (e) There are no charges on the assets of the Company that have arisen since the end of the financial year which secure the liabilities of any other person.
- (f) There are no contingent liabilities of the Company which have arisen since the end of the financial year.
- (g) The Directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Company which would render any amount stated in the financial statements misleading.

Directors' Report (cont'd)

SIGNIFICANT EVENTS DURING AND AFTER THE FINANCIAL YEAR

Significant events during and after the financial year are disclosed in Note 22 to the financial statements.

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:-

	RM
Audit fee	45,000
Non-audit fee	7,000
	52,000

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

.....
Lim Beng Guan
Director

Kuala Lumpur
21 March 2024

.....
Jonathan Law Ngee Song
Director

STATEMENT BY DIRECTORS

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

We, Lim Beng Guan and Jonathan Law Ngee Song, being two of the Directors of Pimpinan Ehsan Berhad, state that, in the opinion of the Directors, the financial statements set out on pages 47 to 71 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Company as of 31 December 2023 and of its financial performance and cash flows for the financial year then ended on that date.

On behalf of the Board,

.....
Lim Beng Guan
Director

Kuala Lumpur
21 March 2024

.....
Jonathan Law Ngee Song
Director

STATUTORY DECLARATION

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

I, Lim Beng Guan, being the Director primarily responsible for the financial management of Pimpinan Ehsan Berhad, do solemnly and sincerely declare that the financial statements set out on pages 47 to 71 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 abovenamed)
at Kuala Lumpur this)
21 March 2024)

.....
Lim Beng Guan

Before me:

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

To The Members Of Pimpinan Ehsan Berhad

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Pimpinan Ehsan Berhad, which comprise the statement of financial position as at 31 December 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 47 to 71.

In our opinion, the accompanying financial statements give a true and fair view of the financial position as at 31 December 2023, and of its financial performance and its cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

We are independent 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 Company for the current financial year. We have determined that there are no key audit matters to communicate in our report.

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 Company and our auditors' report thereon.

Our opinion on the financial statements 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 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 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.

Independent Auditors' Report (cont'd)

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

Responsibilities of the Directors for the Financial Statements

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

In preparing the financial statements of the Company, the directors are responsible for assessing 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 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 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 a 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 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Company, including the disclosures, and whether the financial statements of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

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)

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.

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

Kuala Lumpur
21 March 2024

Elvina Tay Choon Choon
03329/10/2025 J
Chartered Accountant

STATEMENT OF FINANCIAL POSITION

As At 31 December 2023

	Note	2023 RM	2022 RM
ASSETS			
Non-current assets			
Equipment	7	66,386	118,844
Right-of-use assets	8	73,229	249,005
		139,615	367,849
Current assets			
Other receivables	9	4,398,537	3,713,807
Short-term investment	10	4,365,274	4,106,371
Cash and bank balances	11	61,179,627	62,903,964
		69,943,438	70,724,142
TOTAL ASSETS		70,083,053	71,091,991
EQUITY AND LIABILITIES			
Equity attributable to owners of the Company			
Share capital	12	69,125,087	69,125,087
Accumulated losses		(628,170)	(1,124,079)
TOTAL EQUITY		68,496,917	68,001,008

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

Statement Of Financial Position
(cont'd)

	Note	2023 RM	2022 RM
LIABILITIES			
Non-current liability			
Lease liabilities	8	–	69,938
		–	69,938
Current liabilities			
Other payables	13	1,272,818	2,783,838
Amount owing to a related party	14	100,000	–
Lease liabilities	8	69,940	185,664
Current tax liability		143,378	51,543
		1,586,136	3,021,045
TOTAL LIABILITIES		1,586,136	3,090,983
TOTAL EQUITY AND LIABILITIES		70,083,053	71,091,991

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

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For The Financial Year Ended 31 December 2023

	Note	2023 RM	2022 RM
Other income		2,766,453	1,724,353
Administrative expenses		(1,974,643)	(1,542,355)
Finance costs		(13,143)	(34,412)
Profit before taxation	15	778,667	147,586
Taxation	16	(282,758)	(102,000)
Profit after taxation for the financial year, attributable to owners of the Company		495,909	45,586
Other comprehensive income, net of tax		–	–
Total comprehensive income for the financial year, attributable to owners of the Company		495,909	45,586
Profit per ordinary share attributable to equity holders of the Company:			
Basic earnings per ordinary share (sen)	17(a)	0.72	0.07
Diluted earnings per ordinary share (sen)	17(b)	0.72	0.07

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

STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 December 2023

	Share capital RM	Accumulated losses RM	Total RM
Balance as at 1 January 2022	69,125,087	(1,169,665)	67,955,422
Profit after taxation/Total comprehensive income for the financial year	–	45,586	45,586
Balance as at 31 December 2022	69,125,087	(1,124,079)	68,001,008
Balance as at 1 January 2023	69,125,087	(1,124,079)	68,001,008
Profit after taxation/Total comprehensive income for the financial year	–	495,909	495,909
Balance as at 31 December 2023	69,125,087	(628,170)	68,496,917

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

STATEMENT OF CASH FLOWS

For The Financial Year Ended 31 December 2023

	Note	2023 RM	2022 RM
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before taxation		778,667	147,586
Adjustments for:			
Depreciation of equipment		66,842	62,175
Depreciation of right-of-use assets		175,776	151,080
Interest expense on lease liabilities		8,675	15,022
Income distribution from short-term investment		–	(105,514)
Interest income		(2,410,819)	(1,551,451)
Operating loss before changes in working capital		(1,380,859)	(1,281,102)
Increase in other receivables		(684,730)	(1,665,923)
Increase in amount owing to a related party		100,000	–
(Decrease)/Increase in other payables		(1,511,020)	1,908,257
Cash used in operations		(3,476,609)	(1,038,768)
Tax paid		(241,380)	(26,000)
Tax refunded		50,457	–
Net cash used in operating activities		(3,667,532)	(1,064,768)
CASH FLOWS FROM INVESTING ACTIVITIES			
Income distribution received from short-term investment		–	105,514
Interest received		2,410,819	1,551,451
Purchase of equipment		(14,384)	(18,405)
Withdrawal of deposit with maturity more than 3 months		62,000,000	4,000,000
Net cash from investing activities		64,396,435	5,638,560
CASH FLOWS FROM FINANCING ACTIVITY			
Payments of lease liabilities	18(a)	(194,337)	(167,319)
Net cash used in investing activity		(194,337)	(167,319)
Net increase in cash and cash equivalents		60,534,566	4,406,473
Cash and cash equivalents at beginning of the financial year		5,010,335	603,862
Cash and cash equivalents at end of the financial year	18(c)	65,544,901	5,010,335

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE INFORMATION

Pimpinan Ehsan Berhad (“the Company”) is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The registered office of the Company is located at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

The principal place of business of the Company is located at Suite 22A-1, Level 22, Sunway Tower, No. 86, Jalan Ampang, 50450, Kuala Lumpur, Malaysia.

The financial statements are presented in Ringgit Malaysia (“RM”), which is also the functional and presentation currency.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 21 March 2024.

2. PRINCIPAL ACTIVITY

The Company is principally an investment holding company.

3. BASIS OF PREPARATION

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

On 31 May 2018, pursuant to the completion of the disposal of its wholly owned subsidiary, TRIpIc Berhad, the Company had triggered Paragraph 8.03A(2) of the Main Market Listing Requirements of Bursa Securities (“MMLR”) whereby a listed issuer has suspended or ceased all of its business or its major business as a result of the disposal of the Company’s major business. Bursa Securities had via its letter dated 16 May 2018 notified the Company that it is a Cash Company (as defined under Paragraph 8.03(1) of the MMLR).

The Company has a 12 months period from 31 May 2018 to submit its proposal to acquire a new core business in order to enable the Company to regularise its condition and to maintain the listing status on the Main Market of Bursa Securities. The 12-month time frame had expired on 30 May 2019. The Company has applied several times for the extension of time and Bursa Securities has granted the Company a further extension of time of up to 31 March 2024 to submit a regularisation plan to the regulatory authorities.

On 19 February 2021, the Board announced that the Company has entered into the Heads of Agreement (“HOA”) with reNIKOLA Sdn. Bhd. (“reNIKOLA”), Boumhidi Abdelali and Tengku Zaiton Ibni Sultan Abu Bakar (collectively, the “Existing Vendors”) in relation to the proposed acquisition by the Company of the entire equity interests in reNIKOLA (Arau) Sdn. Bhd., reNIKOLA (Gebeng) Sdn. Bhd., reNIKOLA (Pekan) Sdn. Bhd., RE Gebeng BKH Sdn. Bhd. and reNIKOLA Solar Sdn. Bhd..

On 24 May 2021, the Company has entered into a conditional share sale agreement (“SSA”) with the vendors to acquire the entire equity interest of reNIKOLA Holdings Sdn. Bhd. (“reNIKOLA Holdings”) (“Proposed Restructuring”).

Notes To The Financial Statements (cont'd)

3. BASIS OF PREPARATION (CONT'D)

On 10 November 2021, the Company has entered into a supplemental agreement to the SSA in relation to the conditional inclusion of B.Grimm Power Malaysia Sdn. Bhd. ("B.Grimm") as an additional vendor ("Proposed Subscription"). The Company has also entered into HOA in relation to acquire and/or build additional renewable energy assets.

On 10 March 2022, the Company has entered into a supplemental HOA with reNIKOLA Sdn. Bhd. ("reNIKOLA") on extension of the Longstop Date for the execution of a second supplemental SSA for the Proposed Additional Acquisition (as defined and disclosed in Note 21(a) to the financial statements) from 10 March 2022 to 30 June 2022 ("Supplemental HOA").

On 8 June 2022, the Company has entered into a second supplemental agreement to the SSA ("Supplemental SSA II") with the vendors, in relation to the proposed acquisition of reNIKOLA Holdings and its subsidiaries ("Proposed Acquisition").

On 13 March 2023, the Company has entered into a third supplemental agreement to the SSA with the vendors ("Supplemental SSA III") to restate the Supplemental SSA II and amend the structure of the transactions contemplated under the Supplemental SSA II (as defined and disclosed in Note 22(a) to the financial statements).

The Proposed Acquisition, Proposed Restructuring and Proposed Subscription are intended to form part of the Company's overall regularisation plan to regularise its condition as a Cash Company in accordance with Paragraph 8.03(5) of the MMLR, and shall be subject to the necessary approvals from the regulatory authorities and shareholders of the Company.

In the view of the Directors' intention and financial ability to pursue new business opportunities, the Directors are of the opinion that the preparation of the financial statements of the Company on the going concern basis is appropriate.

4. MATERIAL ACCOUNTING POLICY INFORMATION

4.1 Basis of accounting

The accounting policies adopted are consistent with those of the previous financial year except for the effects of adoption of new MFRSs during the financial year. The new MFRSs and Amendments to MFRSs adopted during the financial year are disclosed in Note 5.1 to the financial statements.

The financial statements of the Company have been prepared under the historical cost convention except as otherwise stated in the financial statements.

The preparation of financial statements in conformity with MFRSs and IFRSs requires the Directors to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and disclosure of contingent assets and contingent liabilities. In addition, the Directors are also required to exercise their judgement in the process of applying the accounting policies. The areas involving such judgements, estimates and assumptions are disclosed in Note 6 to the financial statements. Although these estimates and assumptions are based on the Directors' best knowledge of events and actions, actual results could differ from those estimates.

Notes To The Financial Statements

(cont'd)

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.2 Equipment

All items of equipment are initially measured at cost.

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

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

Office equipment	10% - 33.33%
Furniture and fittings	10%
Computer equipment	33.33%
Motor vehicles	20%

4.3 Right-of-use Assets and Lease Liabilities

(a) 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.

(b) 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.

4.4 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.

Notes To The Financial Statements
(cont'd)

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

4.4 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) Equity instruments

Ordinary 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.

5. ADOPTION OF NEW MFRSS AND AMENDMENTS TO MFRSS

5.1 New MFRSS adopted during the financial year

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

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

MFRS 17 Insurance Contracts

Amendments to MFRS 17 Insurance Contracts

Amendment to MFRS 17: Initial Application of MFRS 17 and MFRS 9 – Comparative Information

Amendments to MFRS 101: Disclosure of Accounting Policies

Amendments to MFRS 108: Definition of Accounting Estimates

Amendments to MFRS 112: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

Amendments to MFRS 112: International Tax Reform – Pillar Two Model Rules

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) did not have any material impact on the Company's financial statements except as follows:

Amendments to MFRS 101: Disclosure of Accounting Policies

The Amendments to MFRS 101 'Disclosure of Accounting Policies' did not result in any changes to the existing accounting policies of the Company. The amendments require the disclosure of 'material' rather than 'significant' accounting policies and provide guidance on how entities apply the concept of materiality in making decisions about the material accounting policy disclosures. The Company has made updates to the accounting policies presented in Note 4 to the financial statements in line with the amendments.

Notes To The Financial Statements

(cont'd)

5. ADOPTION OF NEW MFRSS AND AMENDMENTS TO MFRSS (CONT'D)

5.2 New MFRSSs that have been issued, but only effective for annual periods beginning on or after 1 January 2023

The Company has 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:-

MFRSSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
Amendments to MFRS 16: Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 101: Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to MFRS 101: Non-current Liabilities with Covenants	1 January 2024
Amendments to MFRS 107 and MFRS 7: Supplier Finance Arrangements	1 January 2024
Amendments to MFRS 121: Lack of Exchangeability	1 January 2025

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 Company upon their initial application.

6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

6.1 Changes in estimates

Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Directors are of the opinion that there are no significant changes in estimates at the end of the reporting period.

6.2 Critical judgement made in applying accounting policies

There are no critical judgements made by management in the process of applying the Company's accounting policies that have a significant effect on the amounts recognised in the financial statements.

6.3 Key sources of estimation uncertainty

They are no key assumptions 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.

Notes To The Financial Statements

(cont'd)

7. EQUIPMENT

2023	Balance as at 1.1.2023 RM	Additions RM	Depreciation charges RM	Balance as at 31.12.2023 RM
Carrying amount				
Office equipment	66,675	1,780	(44,851)	23,604
Furniture and fittings	39,752	6,085	(12,473)	33,365
Computer equipment	9,345	6,519	(7,328)	8,535
Motor vehicles	3,072	–	(2,190)	882
	118,844	14,384	(66,842)	66,386

	At 31.12.2023		
	Cost RM	Accumulated depreciation RM	Carrying amount RM
Office equipment	156,570	(132,966)	23,604
Furniture and fittings	62,870	(29,505)	33,365
Computer equipment	78,422	(69,887)	8,535
Motor vehicles	10,949	(10,067)	882
	308,811	(242,425)	66,386

2022	Balance as at 1.1.2022 RM	Additions RM	Depreciation charge RM	Balance as at 31.12.2022 RM
Carrying amount				
Office equipment	100,717	9,500	(43,542)	66,675
Furniture and fittings	48,139	2,970	(11,357)	39,752
Computer equipment	8,496	5,935	(5,086)	9,345
Motor vehicles	5,262	–	(2,190)	3,072
	162,614	18,405	(62,175)	118,844

	At 31.12.2022		
	Cost RM	Accumulated depreciation RM	Carrying amount RM
Office equipment	154,790	(88,115)	66,675
Furniture and fittings	56,785	(17,033)	39,752
Computer equipment	71,903	(62,558)	9,345
Motor vehicles	10,949	(7,877)	3,072
	294,427	(175,583)	118,844

Notes To The Financial Statements
(cont'd)

8. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Company as lessee

Right-of-use assets

	Balance as at 1.1.2023 RM	Addition RM	Depreciation charge RM	Balance as at 31.12.2023 RM
2023				
Carrying amount				
Office building	249,005	–	(175,776)	73,229

	Balance as at 1.1.2022 RM	Addition RM	Depreciation charge RM	Balance as at 31.12.2022 RM
2022				
Carrying amount				
Office building	322,469	77,616	(151,080)	249,005

Lease liabilities

	Balance as at 1.1.2023 RM	Addition RM	Lease payments RM	Interest expenses RM	Balance as at 31.12.2023 RM
2023					
Carrying amount					
Office building	255,602	–	(194,337)	8,675	69,940

	Balance as at 1.1.2022 RM	Addition RM	Lease payments RM	Interest expenses RM	Balance as at 31.12.2022 RM
2022					
Carrying amount					
Office building	330,283	77,616	(167,319)	15,022	255,602

Notes To The Financial Statements
(cont'd)

8. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONT'D)

The Company as lessee (Cont'd)

Represented by:	2023 RM	2022 RM
Current liabilities	69,940	185,664
Non-current liability	–	69,938
	69,940	255,602
Lease liability owing to a non-financial institution	69,940	255,602

The Company leases office building of which the leasing activity is summarised below:-

Office building The Company has leased two office buildings that run 2-3 years (2022: 2-3 years), with an option to renew the lease after that date. The Company is not allowed to sublease the office building.

9. OTHER RECEIVABLES

	2023 RM	2022 RM
Other receivables	1,654,256	2,406,338
Deposit	63,535	65,035
Prepayments	2,680,746	1,242,434
	4,398,537	3,713,807

Included in other receivables at the end of the reporting period is an amount of RM380,534 (2022: RM318,062) being interest receivable from deposits placed with licensed banks under Note 11 to the financial statements.

10. SHORT-TERM INVESTMENT

	2023 RM	2022 RM
Unit trust fund, at fair value	4,365,274	4,106,371

The unit trust fund represents investment in sukuk, highly liquid Islamic money market instruments and trust accounts which are redeemable within ten (10) calendar days at known amounts of cash, and are subject to an insignificant risk of changes in value.

Notes To The Financial Statements (cont'd)

11. CASH AND BANK BALANCES

	2023 RM	2022 RM
Cash in hand	611	611
Bank balances	1,179,016	903,353
Deposits placed with a licensed bank	60,000,000	62,000,000
	61,179,627	62,903,964

- (a) Deposits placed with licensed banks have maturity period of 90 days (2022: 90 to 180 days) with effective interest rates ranging from 4.00% to 4.05% (2022: 2.85% to 3.70%) per annum.
- (b) Included in cash and bank balances of the Company are amounts of RM61,157,431 (2022: RM62,827,590) placed in accounts opened with financial institutions licensed by Bank Negara Malaysia and operated by a custodian.

12. SHARE CAPITAL

	2023 Number of shares	2023 Amount RM	2022 Number of shares	2022 Amount RM
Ordinary shares: Issued and fully paid with no par value				
At 1 January/31 December	69,125,087	69,125,087	69,125,087	69,125,087

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.

13. OTHER PAYABLES

	2023 RM	2022 RM
Other payables	785,336	2,108,580
Accruals	487,482	675,258
	1,272,818	2,783,838

14. AMOUNT OWING TO A RELATED PARTY

The amount owing is non-trade in nature, unsecured, interest-free and repayable on demand. The amount owing is to be settled in cash.

Notes To The Financial Statements
(cont'd)

15. PROFIT BEFORE TAXATION

	2023 RM	2022 RM
Profit before taxation is arrived at after charging/(crediting):-		
Auditors' remuneration:		
- audit fee	45,000	45,000
- non-audit fee	7,000	7,000
Depreciation of equipment	66,842	62,175
Depreciation of right-of-use assets	175,776	151,080
Director's fee	352,200	352,800
Directors' non-fee emoluments:		
- salaries, bonuses, allowances and other benefits	97,159	97,002
- defined contribution plan	11,520	11,520
Staff costs:		
- salaries, bonuses, allowances and other benefits	565,470	428,026
- defined contribution plan	64,749	52,536
Interest expense on lease liabilities	8,675	15,022
Interest income	(2,410,819)	(1,551,451)
Income distribution from short-term investment	-	(105,514)
Fair value gain on financial assets measured at fair value through profit or loss on short-term investment	(258,903)	(8,888)
Rental income	(96,000)	(58,500)

The estimated monetary value of benefits-in-kind provided by the Company to the Directors of the Company were RM20,038 (2022: RM7,200).

16. TAXATION

	2023 RM	2022 RM
Current tax:		
- for the financial year	281,953	102,000
- underprovision in the previous financial year	805	-
	282,758	102,000

Notes To The Financial Statements

(cont'd)

16. TAXATION (CONT'D)

A reconciliation of income tax expense applicable to the profit for the financial year at the statutory tax rate to income tax expense at the effective tax rate of the Company is as follows:-

	2023 RM	2022 RM
Profit before taxation	778,667	147,586
Taxation at statutory tax rate of 24% (2022: 24%)	186,880	35,421
Tax effects in respect of:		
Non-allowable expenses	157,210	94,035
Non-taxable income	(62,137)	(27,456)
Underprovision of current tax in the previous financial year	805	–
	282,758	102,000

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2022: 24%) of the estimated assessable profit for the financial year.

17. EARNING PER SHARE

(a) Basic Earnings Per Share

The basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year.

	2023	2022
Profit attributable to owners of the Company (RM)	495,909	45,586
Weighted average number of ordinary shares in issue during the financial year (Note 12)	69,125,087	69,125,087
Basic earnings per share (sen)	0.72	0.07

(b) Diluted Earnings Per Share

The diluted earnings per share is equal to the basic earnings per share because there were no potential ordinary shares as at the end of the reporting period.

Notes To The Financial Statements
(cont'd)

18. CASH FLOW INFORMATION

- (a) The reconciliations of liabilities arising from financing activity is as follows:-

	2023 RM	2022 RM
Lease liabilities		
At 1 January	255,602	330,283
Cash flows	(194,337)	(167,319)
Non cash flows:		
- Acquisition of new leases	–	77,616
- Interest expense recognised in profit or loss	8,675	15,022
At 31 December	69,940	255,602

- (b) The total cash outflows for leases as a lessee are as follows:-

	2023 RM	2022 RM
Interest paid on lease liabilities	8,675	15,022
Payment of lease liabilities	185,662	152,297
	194,337	167,319

- (c) The cash and cash equivalents comprise the following:-

	2023 RM	2022 RM
Cash and bank balances	1,179,627	903,964
Deposits placed with a licensed bank	60,000,000	62,000,000
Short-term investment	4,365,274	4,106,371
	65,544,901	67,010,335
Less: deposits with tenure of more than 3 months	–	(62,000,000)
	65,544,901	5,010,335

Notes To The Financial Statements (cont'd)

19. RELATED PARTIES TRANSACTIONS

(a) Significant related party transactions and balances

Other than those disclosed elsewhere in the financial statements, the Company also carried out the following significant transactions with the related parties during the financial year:-

	2023 RM	2022 RM
Advances from a related party	100,000	–
Rental income from a related party	96,000	58,500

(b) Compensation to key management personnel

The key management personnel of the Company include executive Directors and non-executive Directors of the Company.

The key management personnel compensation during the financial year are as follows:-

	2023 RM	2022 RM
Short-term employee benefits:		
- fees	352,200	352,800
- salaries, bonuses, allowances and other benefits	97,159	97,002
- defined contribution plan	11,520	11,520
	460,879	461,322

20. OPERATING SEGMENT

Segmental information by activities is not presented as the Company is solely involved in investment holding activities.

Segmental reporting by geographical area is not presented as the Company's activities are predominantly in Malaysia.

Notes To The Financial Statements

(cont'd)

21. FINANCIAL INSTRUMENTS

The activities 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 Company's 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 Company.

21.1 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 Company does not have any transactions or balances denominated in foreign currencies and hence, is not exposed to foreign currency risk.

(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 Company does not have any interest-bearing borrowings and hence, is not exposed to interest rate risk.

Interest Rate Risk Sensitivity Analysis

The Company does not have any floating rate borrowings and hence, no sensitivity analysis is presented.

(iii) Equity Price Risk

The Company does 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 other receivables. The Company exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including cash and bank balances), the Company minimises credit risk by dealing exclusively with high credit rating counterparties.

(i) Credit Risk Concentration Profile

The Company does not have any major concentration of credit risk related to any individual customer or counterparty.

(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 Company after deducting any allowance for impairment losses (where applicable).

Notes To The Financial Statements (cont'd)

21. FINANCIAL INSTRUMENTS (CONT'D)

21.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses

At each reporting date, the Company evaluate whether any of the financial assets at amortised cost 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;
- It is becoming probable that the receivable will enter bankruptcy or other financial reorganisation.

Other Receivables

The Company applies the 3-stage general approach to measuring 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 Company considers 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.

Deposits with Licensed Banks, Cash and Bank Balances

The Company considers these banks and financial institutions have low credit risks. In addition, some of the bank balances are insured by Government agencies. Therefore, the Company is of the view that the loss allowance is immaterial and hence, it is not provided for.

Notes To The Financial Statements
(cont'd)

21. FINANCIAL INSTRUMENTS (CONT'D)

21.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk

Liquidity risk arises mainly from general funding and business activities. The Company practices prudent risk management by maintaining sufficient cash balances.

Maturity Analysis

The following table sets out the maturity profile of the financial liabilities as 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):-

2023	Weighted Average Effective Interest Rate	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM
<u>Non-derivative</u>					
<u>Financial</u>					
<u>Liabilities</u>					
Other payables	–	1,272,818	1,272,818	1,272,818	–
Amount owing to related party	–	100,000	100,000	100,000	–
Lease liabilities	5.00%	69,940	70,668	70,668	–
		1,442,758	1,443,486	1,443,486	–
2022					
<u>Non-derivative</u>					
<u>Financial</u>					
<u>Liabilities</u>					
Other payables	–	2,783,838	2,783,838	2,783,838	–
Lease liabilities	5.00%	255,602	300,339	212,004	88,355
		3,039,440	3,084,177	2,995,842	88,355

Notes To The Financial Statements

(cont'd)

21. FINANCIAL INSTRUMENTS (CONT'D)

21.2 CAPITAL MANAGEMENT

Capital structure is a combination of equity and debt used by an entity to finance its overall operations and growth. The objective of the capital management of the Company is to maintain an optimal capital structure and ensuring availability of funds in order to support its businesses and related shareholders value. To achieve this objective, the Company 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 Company monitor and maintain a prudent level of total debt to total equity ratio to optimise shareholders value and to ensure compliance with debt covenants and regulatory, if any.

There was no change in the approach to capital management during the financial year.

21.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS

	2023 RM	2022 RM
Financial assets		
<u>Fair Value Through Profit or Loss</u>		
Short-term investment	4,365,274	4,106,371
<u>Amortised cost</u>		
Other receivables	1,654,256	2,406,338
Cash and bank balances	61,179,627	62,903,964
	62,833,883	65,310,302
Financial liability		
<u>Amortised cost</u>		
Other payables	1,272,818	2,783,838
Amount owing to a related party	100,000	–
	1,372,818	2,783,838

21.4 GAINS ARISING FROM FINANCIAL INSTRUMENTS

	2023 RM	2022 RM
Financial assets		
<u>Fair Value Through Profit or Loss</u>		
Net gains recognised in profit or loss	(258,903)	(114,402)
<u>Amortised cost</u>		
Net gains recognised in profit or loss	(2,410,819)	(1,551,451)

Notes To The Financial Statements
(cont'd)

21. FINANCIAL INSTRUMENTS (CONT'D)

21.5 FAIR VALUE INFORMATION

The fair values of the financial assets and financial liabilities 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.

As the Company does not have any financial instruments not carried at fair value, the following table sets out only the fair value profile of financial instrument that is carried at fair value at the end of the reporting period:-

	Fair Value of Financial Instruments Carried at Fair Value			Total Fair Value RM	Carrying Amount RM
	Level 1 RM	Level 2 RM	Level 3 RM		
2023					
<u>Financial asset</u>					
Short-term investment	–	4,365,274	–	4,365,274	4,365,274
2022					
<u>Financial asset</u>					
Short-term investment	–	4,106,371	–	4,106,371	4,106,371

The fair value of short-term investment is determined based on the fund manager's statements at the reporting date.

22. SIGNIFICANT EVENTS DURING AND AFTER THE FINANCIAL YEAR

(a) Proposed Regularisation Plan

On 15 February 2023, the Company has received a letter from reNIKOLA ("Letter") informing that reNIKOLA Biogas (Jengka) Sdn. Bhd. ("reNIKOLA Biogas"), a subsidiary of reNIKOLA Holdings Sdn. Bhd. ("reNIKOLA Holdings") has received Feed-In Approval on 6 December 2022 from the Sustainable Energy Development Authority Malaysia (SEDA) for four (4) biogas installations with a total installed capacity of 5.587MW to be constructed by reNIKOLA Biogas in Pahang ("Feed-In Approvals").

As reNIKOLA Holdings and its group of companies are proposed to be acquired by the Company under the Proposed Regularisation Plan, it is within reNIKOLA's intention for reNIKOLA Biogas to be included as part of the Proposed Regularisation Plan at no additional consideration.

Notes To The Financial Statements

(cont'd)

22. SIGNIFICANT EVENTS DURING AND AFTER THE FINANCIAL YEAR (CONT'D)

(a) Proposed Regularisation Plan (Cont'd)

On 13 March 2023, the Company has entered into a third supplemental agreement to the SSA with the Vendors ("Supplemental SSA III") to restate the Supplemental SSA II and amend the structure of the transactions contemplated under the Supplemental SSA II to comprise the following:

- (i) Idiwan Solar which was previously proposed to be acquired after completion of the Initial Proposed Regularisation Plan i.e. under Transaction D is now included with the Proposed Acquisition of Group Companies A as part of the Proposed Regularisation Plan ("Idiwan Solar Acquisition");
- (ii) the Company will acquire Kuala Muda Estate Sdn. Bhd. ("KMESB"), Machang Estate Sdn. Bhd. ("MESB"), Machang Estate (II) Sdn. Bhd. ("ME(II)SB") under the Proposed Acquisition of Group Companies A via acquisition of entire equity interest in reNIKOLA Holdings ("New Land Companies Acquisition");
- (iii) the Company will acquire the newly incorporated subsidiaries of reNIKOLA Holdings under the Proposed Acquisition of Group Companies A, namely reNIKOLA Biogas, reNIKOLA C&I Sdn. Bhd. ("reNIKOLA C&I"), reNIKOLA (Kuala Muda) Sdn. Bhd. ("reNIKOLA (Kuala Muda)"), reNIKOLA (Machang) Sdn. Bhd. ("reNIKOLA (Machang)") and Hijau Aman Sdn. Bhd. ("Hijau Aman"); and
- (iv) the Proposed Other Acquisitions will now entail only Transaction B and Transaction C, namely the acquisition of entire equity interest of reNIKOLA (BKH) Sdn. Bhd. together with its proposed subsidiary and proposed subscription of new reNIKOLA Holdings Shares by B.Grimm, respectively.

(Idiwan Solar, reNIKOLA Biogas, reNIKOLA C&I, reNIKOLA (Kuala Muda), reNIKOLA (Machang) and Hijau Aman are referred to as "New Acquiree Companies A")

(b) Extension of time

On 2 March 2023, the Company has submitted an application to Bursa Securities for a further extension of time to comply with Paragraph 8.03(5) of the Listing Requirements. On 31 March 2023, Bursa Securities has via its letter granted the Company an extension of time up to 30 September 2023 to submit a regularisation plan to regulatory authorities.

On 29 September 2023, the Company has submitted an application to Bursa Securities for a further extension of time to comply with Paragraph 8.03(5) of the Listing Requirements. On 1 November 2023, Bursa Securities has via its letter granted the Company an extension of time up to 31 March 2024 to submit a regularisation plan to regulatory authorities.

(c) On 9 January 2023, the Company has submitted an application to Bursa Securities for modification of compliance with Paragraph 8.03(4) of the Listing Requirements to withdraw RM1,800,000 from the custodian account.

On 10 February 2023, Bursa Securities has via its letter allow the Company to withdraw RM1,800,000 from the custodian account.

On 12 December 2023, the Company has submitted an application to Bursa Securities for modification of compliance with Paragraph 8.03(4) of the Listing Requirements to withdraw RM2,000,000 from the custodian account.

On 19 January 2024, Bursa Securities has via its letter allow the Company to withdraw RM2,000,000 from the custodian account.

Notes To The Financial Statements
(cont'd)

22. SIGNIFICANT EVENTS DURING AND AFTER THE FINANCIAL YEAR (CONT'D)

(d) Material litigation

On 27 June 2022, Kazuomi Kaneto & DPI Solar 1 Pte Ltd ("Plaintiffs") had commenced a writ action against the Company, reNIKOLA Holdings, Lim Beng Guan, BGMC Bras Power, Idiwan Solar and others (collectively referred as "Defendants") alleging that the Defendant, the following:

- (i) procured and induced the breach of fiduciary duties and/or trust of the relevant defendants (not the Company) owed to the Plaintiffs;
- (ii) willfully and recklessly failed to make such inquiries as an honest and reasonable man would make of the dishonest and fraudulent designs of the relevant defendants (not the Company);
- (iii) unlawfully conspired to injure the Plaintiffs by unlawful means; and
- (vi) wrongfully and/or unlawfully interfered with the Plaintiffs' trade.

Subsequently, the Plaintiffs entered into a Global Settlement Agreement ("the Settlement") dated 11 August 2022 with the defendants. The Settlement entails the acceptance of the reNIKOLA to subscribe for new redeemable preference shares in the Machang and Kuala Muda Projects in accordance with the deeds of arrangements entered into between reNIKOLA, Idiq Holding Sdn. Bhd. and Idiwan Solar, reNIKOLA, BGMC Corporation Sdn. Bhd. and Bras Ventures Berhad respectively and assist on the resolution of the disputes between the relevant parties.

On 25 April 2023, the Settlement is completed and the Plaintiffs had subsequently filed a notice of discontinuance to withdraw the claim against the Defendants without liberty to file afresh.

ANALYSIS OF SHAREHOLDINGS

as at 2 April 2024

SHARE CAPITAL

Class of shares	-	Ordinary Shares
Total number of Issued Shares	-	69,125,087
Amount of Shares issued as fully paid	-	RM69,125,087.00
Voting rights	-	One vote per Ordinary Share

ANALYSIS BY SIZE OF SHAREHOLDINGS

SIZE OF HOLDINGS	NO. OF HOLDERS	%	NO. OF SHARES	%
1-99	574	17.754	14,405	0.020
100-1,000	1,597	49.396	860,856	1.245
1,001-10,000	828	25.610	2,787,056	4.031
10,001-100,000	180	5.567	6,007,172	8.690
100,001-3,456,253 (*)	52	1.608	29,600,747	42.822
3,456,254 AND ABOVE (**)	2	0.061	29,854,851	43.189
TOTAL	3,233	100.000	69,125,087	100.000

REMARK :

* LESS THAN 5% OF ISSUED SHARES

** 5% AND ABOVE OF ISSUED SHARES

LIST OF DIRECTORS' SHAREHOLDINGS

NO	DIRECTOR	DIRECT	%	INDIRECT	%
1	LIM BENG GUAN	3,236,057	4.680	25,854,851*	37.402
2	DATO' YEW SOON KEONG	4,000,000	5.786	-	-
3	BOUMHIDI ABDELALI	-	-	-	-
4	JONATHAN LAW NGEE SONG	-	-	-	-
5	DATO' JAMELAH BINTI JAMALUDDIN	-	-	-	-
6	LOW SIEW HUI	-	-	-	-
7	JAS BIR KAUR A/P LOL SINGH	-	-	-	-
8	YEW JIAN LI	-	-	-	-
	(ALTERNATE DIRECTOR TO DATO' YEW SOON KEONG)				

* Deemed interested pursuant to Section 8 of the Companies Act 2016 by virtue of his 100% indirect voting shares in Pitahaya (M) Sdn Bhd.

Analysis Of Shareholdings (cont'd)

LIST OF SUBSTANTIAL SHAREHOLDERS

NO	SUBSTANTIAL SHAREHOLDER	DIRECT	%	INDIRECT	%
1	PITAHAYA (M) SDN BHD	25,854,851	37.402	–	–
2	CIRUELA SDN BHD	–	–	25,854,851#	37.402
3	LIM BENG GUAN	3,236,057	4.680	25,854,851*	37.402
4	DATO' YEW SOON KEONG	4,000,000	5.786	–	–

* Deemed interested pursuant to Section 8 of the Companies Act 2016 by virtue of his 100% indirect voting shares in Pitahaya (M) Sdn Bhd.

Deemed interested pursuant to Section 8 of the Companies Act 2016 by virtue of its 100% voting shares in Pitahaya (M) Sdn Bhd.

LIST OF TOP THIRTY LARGEST REGISTERED SHAREHOLDERS

Without aggregating securities from different securities accounts belonging to the same registered holder.

No	Name	Shareholdings	%
1.	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR PITAHAYA (M) SDN BHD	25,854,851	37.402
2.	YEW SOON KEONG	4,000,000	5.786
3.	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR SIEW MUN WAI	2,298,000	3.324
4.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LIM BENG GUAN	2,235,861	3.234
5.	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR CHOONG KHOONG LIANG	2,200,000	3.182
6.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOH CHAI KEONG	1,570,000	2.271
7.	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR WONG YIEN KIM	1,500,000	2.169
8.	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOH CHAI KEONG	1,430,000	2.068
9.	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR LIM LOI HENG (PB)	1,308,400	1.892
10.	LIM SOO KIOW	1,220,000	1.764
11.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHOONG KHOONG LIANG	1,200,000	1.735
12.	MAYBANK NOMINEES (TEMPATAN) SDN BHD CHEE SHU YING	1,183,700	1.712
13.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHEE SHU YING	1,043,900	1.510

Analysis Of Shareholdings (cont'd)

LIST OF TOP THIRTY LARGEST REGISTERED SHAREHOLDERS (CONT'D)

Without aggregating securities from different securities accounts belonging to the same registered holder. (Cont'd)

No	Name	Shareholdings	%
14.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LIM BENG GUAN	1,000,196	1.446
15.	ONG HAI JIN	936,900	1.355
16.	HLB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE CHEE KHOON	882,700	1.276
17.	CHEAH KING FUI	858,500	1.241
18.	TIANG BOON HWA	614,100	0.888
19.	HOONG HSUCH LING	550,000	0.795
20.	LOH PUI SAN	500,000	0.723
21.	ALLIANCE NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR TEE SHENG KUANG	478,600	0.692
22.	ZAINAL ABIDIN BIN ISMAIL	416,600	0.602
23.	CHOW KAM CHOON	408,800	0.591
24.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LIM WEE ENG	347,000	0.501
25.	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LEE SOON KHEAN	344,000	0.497
26.	MAYBANK NOMINEES (TEMPATAN) SDN BHD YONG CHANG CHENG	293,000	0.423
27.	YONG YING YING	274,700	0.397
28.	LIM H'SE JINH	244,100	0.353
29.	LIM OI WAH	224,500	0.324
30.	YAP YIN YON	216,000	0.312

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT that the Eighth Annual General Meeting of the Company will be conducted fully virtually through the online meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on Friday, 14 June 2024 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:

AGENDA

Ordinary Businesses

- | | |
|--|--|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. To approve the payment of the following Directors' fees with effect from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025:- | (Please refer to Explanatory Note 2) |
| (a) RM4,300.00 per month for Mr Boumhidi Abdelali
(b) RM5,000.00 per month for Mr Jonathan Law Ngee Song
(c) RM5,100.00 per month for Dato' Yew Soon Keong
(d) RM5,300.00 per month for Dato' Jamelah Binti Jamaluddin | Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4 |
| 3. To approve the payment of the Director's fees of RM5,200.00 per month for Ms Jas Bir Kaur A/P Lol Singh with effect from the date of her appointment on 1 October 2023 until the next Annual General Meeting of the Company to be held in 2025. | Ordinary Resolution 5
(Please refer to Explanatory Note 3) |
| 4. To approve the payment of Directors' benefits to the Directors up to an amount of RM50,000 for the period from 15 June 2024 up to the date of the next Annual General Meeting of the Company to be held in 2025. | Ordinary Resolution 6
(Please refer to Explanatory Note 4) |
| 5. To note Ms Low Siew Hui who is retiring pursuant to Clause 124 of the Constitution of the Company and not seeking for re-election. | (Please refer to Explanatory Note 5) |
| 6. To re-elect Dato' Jamelah Binti Jamaluddin who is retiring pursuant to Clause 124 of the Constitution of the Company and being eligible, has offered herself for re-election. | Ordinary Resolution 7
(Please refer to Explanatory Note 5) |
| 7. To re-elect Ms Jas Bir Kaur A/P Lol Singh who is retiring pursuant to Clause 129 of the Constitution of the Company and being eligible, has offered herself for re-election. | Ordinary Resolution 8
(Please refer to Explanatory Note 6) |
| 8. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to fix their remuneration. | Ordinary Resolution 9
(Please refer to Explanatory Note 7) |

Notice Of Eighth Annual General Meeting

(cont'd)

Special Business

To consider and if thought fit, with or without any modification(s), to pass the following resolution:

9. **ORDINARY RESOLUTION**
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

Ordinary Resolution 10
(Please refer to
Explanatory Note 8)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% or such applicable limit as allowed under the Listing Requirements of the total number of issued shares (excluding any treasury shares) of the Company (“Proposed General Mandate”).

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

Notice Of Eighth Annual General Meeting (cont'd)

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By order of the Board

TAN BEE HWEE (SSM P.C. No. 202008001497) (MAICSA 7021024)
LIM YOU JING (SSM P.C. No. 202108000369) (MAICSA 7075638)
TOO KOK THAI (SSM P.C. No. 202008003233) (MIA 12119)
Company Secretaries

Kuala Lumpur
30 April 2024

Notes:

1. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 8th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Notes on 8th AGM and take note of Notes (2) to (14) below in order to participate remotely via RPV.**
2. For the purpose of determining who shall be entitled to participate in this 8th AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 6 June 2024**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 8th AGM via RPV.
3. A member who is entitled to participate in this 8th AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the 8th AGM via RPV.
5. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

Notice Of Eighth Annual General Meeting (cont'd)

Notes: (Cont'd)

9. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 8th AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Notes on 8th AGM.**
10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 8th AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) In electronic form

In the case of an appointment made via online lodgement facility, please login to the link website at <https://tiih.online> and select "e-Services" to login. Please refer to the Administrative Guide on how to register to TIIH Online and submit your Form of Proxy electronically.
11. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging the proxy form is **Wednesday, 12 June 2024 at 11.00 a.m.**
13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 8th AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
14. For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Notice Of Eighth Annual General Meeting (cont'd)

EXPLANATORY NOTES

Ordinary Business

1. **Explanatory Note 1 – To receive the Audited Financial Statements for the financial year ended 31 December 2023**

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 ("the Act") does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this resolution will not be put forward for voting.

2. **Ordinary Resolutions 1 to 4 – Directors' Fees**

The proposed Ordinary Resolutions 1 to 4, if passed, will give authority to the Company to pay the Directors' fees from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025, as and when their services are rendered.

The proposed Directors' fees to be paid to the Directors monthly accordingly upon approval on these resolutions and subject to the passing of Ordinary Resolution 7.

3. **Ordinary Resolution 5 – Director's Fees**

The proposed Ordinary Resolution 5, if passed, will give authority to the Company to pay the Director's fees to Ms Jas Bir Kaur A/P Lol Singh from the date of her appointment on 1 October 2023 until the next Annual General Meeting of the Company to be held in 2025, as and when her services are rendered.

The proposed Director's fees to be paid to the Director monthly accordingly upon approval on this resolution and subject to the passing of Ordinary Resolution 8.

4. **Ordinary Resolution 6 – Directors' Benefits**

Pursuant to Section 230(1) of the Act, Directors' benefits to the Directors of the Company will have to be approved by the shareholders at a general meeting. The Company is seeking shareholders' approval for the payment of Directors' benefits for the period from 15 June 2024 up to the date of the next Annual General Meeting of the Company to be held in 2025, as and when their services are rendered.

The proposed Directors' benefits for the period from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025 are for the professional indemnity insurance premium and training fee.

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 6 is passed by the shareholders at the 8th AGM.

In the event the Directors' fees and benefits proposed are insufficient, approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Notice Of Eighth Annual General Meeting (cont'd)

EXPLANATORY NOTES (CONT'D)

5. **Retirement of Ms Low Siew Hui from office of the Board / Ordinary Resolution 7 – Re-election of Dato' Jamelah Binti Jamaluddin as Director pursuant to Clause 124 of the Constitution of the Company**

Clause 124 of the Constitution of the Company ("Constitution") provides that at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the annual general meeting in every year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. The Directors who are subject to retirement by rotation and are eligible for re-election in accordance with Clause 124 of the Constitution are Dato' Jamelah Binti Jamaluddin, Independent Non-Executive Director and Ms Low Siew Hui, Independent Non-Executive Director.

However, Ms Low Siew Hui has expressed her intention not to seek for re-election and shall be retiring as Director at the conclusion of this AGM.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profile of the Director who is standing for re-election as per Agenda item 6 is set out in the Board of Directors' profile on page 11 of the Annual Report 2023. Based on the recommendation of the Nominating Committee, the Board supports the re-election of Dato' Jamelah Binti Jamaluddin as Independent Non-Executive Director of the Company based on the following justifications:-

Ordinary Resolution 7 – Re-election of Dato' Jamelah Binti Jamaluddin as Independent Non-Executive Director

- i. Dato' Jamelah Binti Jamaluddin has remained objective in expressing her view and participating in Board deliberations and decision-making.
- ii. She has vast experience in corporate finance sector. She has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.
- iii. Her performance as individual director of the Company for the financial year ended 31 December 2023 has been assessed by the Nominating Committee and the Board was satisfied with her performance and the fit and proper assessment on her.
- iv. She had met the criteria as prescribed by Paragraph 2.20A of the Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge her role as Director.

Notice Of Eighth Annual General Meeting (cont'd)

EXPLANATORY NOTES (CONT'D)

6. **Ordinary Resolution 8 – Re-election of Ms Jas Bir Kaur A/P Lol Singh as Director pursuant to Clause 129 of the Constitution of the Company**

Clause 129 of the Constitution of the Company (“Constitution”) provides that notwithstanding Clause 127 of the Constitution, the Directors may appoint a person who is willing to act as Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with this Constitution as the maximum number of Directors. A Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election. The Director who is subject to retirement and is eligible for re-election in accordance with Clause 129 of the Constitution is Ms Jas Bir Kaur A/P Lol Singh, Independent Non-Executive Director.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of the Director who is standing for re-election as per Agenda item 7 is set out in the Board of Directors’ profile on page 13 of the Annual Report 2023. Based on the recommendation of the Nominating Committee, the Board supports the re-election of Ms Jas Bir Kaur A/P Lol Singh as Independent Non-Executive Director of the Company based on the following justifications:-

Ordinary Resolution 8 – Re-election of Ms Jas Bir Kaur A/P Lol Singh as Independent Non-Executive Director

- i. Ms Jas Bir Kaur A/P Lol Singh has remained objective in expressing his view and participating in Board deliberations and decision-making.
- ii. She has vast experience in the financial services sector as well as the regulatory framework for the capital market. She has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.
- iii. Her performance as individual director of the Company for the financial year ended 31 December 2023 has been assessed by the Nominating Committee and the Board was satisfied with her performance and the fit and proper assessment on her.
- iv. She had met the criteria as prescribed by Paragraph 2.20A of the Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge her role as Director.

7. **Ordinary Resolution 9 – Re-appointment of Auditors**

The Audit and Risk Management Committee (“ARMC”) had at its meeting held on 24 April 2024 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2024. Crowe Malaysia PLT had notified the Company of their intention to seek re-appointment as auditors.

The Board has in turn reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the 8th AGM.

Notice Of Eighth Annual General Meeting (cont'd)

EXPLANATORY NOTES (CONT'D)

8. **Ordinary Resolution 10 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The proposed ordinary resolution, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% or such applicable limit as allowed under the Listing Requirements of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate"). The authority for the Proposed General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This proposed Resolution is a renewal of the previous year's mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 23 June 2023 and the mandate will lapse at the conclusion of the 8th AGM.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

1. There is no Director standing for election at the Eighth Annual General Meeting of the Company.
2. Ordinary Resolution 7

The Director who retires pursuant to Clause 124 of the Constitution of the Company and being eligible to offer herself for re-election at the 8th AGM is Dato' Jamelah Binti Jamaluddin.

The profile of Dato' Jamelah Binti Jamaluddin who is standing for re-election as per Agenda item 6 of the Notice of 8th AGM are as follows:

Dato' Jamelah Binti Jamaluddin

Independent Non-Executive Director

Malaysian, aged 67, Female

Board Committee:

- Chairperson of Audit and Risk Management Committee
- Chairperson of Nominating Committee
- Member of Remuneration Committee

Present Directorship (Public Companies / Listed Issuers): Nil

Dato' Jamelah Binti Jamaluddin was appointed to the Board of Pimpinan Ehsan Berhad on 21 April 2021.

She holds a Degree in Bachelor of Business Administration in Finance from the Western Michigan University in United States of America and Masters of Business Administration in Finance from Central Michigan University in United States of America.

She is the Director and Executive Chairman of CapM Group. She was previously a Board Member of Malaysia Productivity Corporation Berhad and a council member of Majlis Amanah Rakyat (MARA). She was appointed as the Managing Director of Kuwait Finance House (Malaysia) Labuan Berhad from March 2013 to September 2013 and Chief Executive Officer ("CEO") of Kuwait Finance House (Malaysia) Berhad from February 2010 to March 2013. She served RHB Islamic Bank Berhad as Managing Director from August 2007 to January 2010.

Her previous professional experience includes, the Deputy CEO of Kuwait Finance House (Malaysia) Berhad from November 2006 to August 2007, Chief Operating Officer of RHB Sakura Merchant Bankers Bhd from January 2004 to November 2006, and the Principal Officer and Division Director of Macquarie Malaysia Sdn. Bhd. and Macquarie Bank Limited (Labuan Branch) from August 1999 to November 2003.

She has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of her judgement in the Company. She acts in the best interest of the Company.

She has not been convicted of any offence within the past five (5) years other than traffic offences and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2023.

The Board hereby supports and recommends the re-election of Dato' Jamelah Binti Jamaluddin as the Independent Non-Executive Director of the Company for the shareholders' approval.

Statement Accompanying Notice Of Annual General Meeting (cont'd)

3. Ordinary Resolution 8

The Director who retires pursuant to Clause 129 of the Constitution of the Company and being eligible to offer herself for re-election at the 8th AGM is Ms Jas Bir Kaur A/P Lol Singh.

The profile of the Ms Jas Bir Kaur A/P Lol Singh who is standing for re-election as per Agenda item 7 of the Notice of 8th AGM are as follows :

Jas Bir Kaur A/P Lol Singh

Independent Non-Executive Director

Malaysian, aged 67, Female

Board Committee:

- **Member of Audit and Risk Management Committee**
- **Member of Nominating Committee**
- **Member of Remuneration Committee**
- **Member of Sustainability Committee**

Present Directorship (Public Companies / Listed Issuers):

- **AmFunds Management Berhad**
- **AmFIRST Real Estate Investment Trust**

Ms Jas Bir Kaur A/P Lol Singh was appointed to the Board of Pimpinan Ehsan Berhad on 1 October 2023.

She graduated with a Bachelor of Economics from University Malaya in 1979 and a Master of Science (Finance) from University of Strathclyde, Scotland in 2001 as well as a Master of Managerial Psychology from HELP University College in 2013.

She started her career at Bank Negara Malaysia in 1980. She was involved in the regulation of commercial banking, financial institutions and development of policy. In 1993, she left Bank Negara Malaysia. Her last position was Assistant Manager. She went on to join the Securities Commission Malaysia ("SC") in 1993. While with the SC, she was involved in many areas of oversight including supervision, authorisation and licensing, product development and the formulation of policies for the capital market, particularly in investment management. Her last position in the SC was a Deputy Director. In 2019, she was appointed as the Senior Director for Value Partners Hong Kong where she was responsible for, amongst others, integrating environmental, social and governance ("ESG") requirements within the investment process to meet global ESG standards. She resigned from Value Partners Hong Kong in November 2019.

She currently sits as a Public Interest Director on the Board of Directors of Federation of Investment Managers Malaysia and an Independent Director on the boards of AmFunds Management Berhad and AmFIRST Real Estate Investment Trust.

She has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of her judgement in the Company. She acts in the best interest of the Company.

She has not been convicted of any offence within the past five (5) years other than traffic offences and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2023.

The Board hereby supports and recommends the re-election of Ms Jas Bir Kaur A/P Lol Singh as the Independent Non-Executive Director of the Company for the shareholders' approval.

ADMINISTRATIVE GUIDE

FOR THE EIGHTH ANNUAL GENERAL MEETING (“8TH AGM”) OF PIMPINAN EHSAN BERHAD

Date : 14 June 2024
Time : 11.00 a.m.
Meeting Venue : TIIH Online meeting platform provided by Tricor Investor & Issuing House Services Sdn. Bhd. Malaysia
Meeting Platform : TIIH Online website at <https://tiih.online> or <https://tiih.com.my>
(Domain registration number with MYNIC: D1A282781)

The meeting platform of the 8th Annual General Meeting (“AGM”) is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 and the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which were revised on 7 April 2022. With the Remote Participation and Voting (“RPV”) facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the AGM.

REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

The RPV facilities are available on Tricor’s **TIIH Online** website at <https://tiih.online>.

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 8th AGM using RPV facilities from Tricor.

Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 8th AGM using the RPV facilities:

Before the 8th AGM Day

Procedure	Action
i. Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access to website at https://tiih.online. Register as a user under the “e-Services” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend 8 th AGM remotely	<ul style="list-style-type: none"> Registration is open from Tuesday, 30 April 2024 until the day of 8th AGM on Friday, 14 June 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 8th AGM to ascertain their eligibility to participate the 8th AGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: (Registration) PIMPINAN EHSAN BERHAD 8TH AGM Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 6 June 2024, the system will send you an e-mail after 12 June 2024 to approve or reject your registration for remote participation. <p>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</p>

Administrative Guide

(cont'd)

On the 8th AGM Day

Procedure	Action
i. Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 8th AGM at any time from 10.00 a.m. i.e. 1 hour before the commencement of meeting at 11.00 a.m. on Friday, 14 June 2024.
ii. Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: (Live Stream Meeting) PIMPINAN EHSAN BERHAD 8TH AGM to engage in the proceedings of the 8th AGM remotely. If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 8th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
iii. Online remote voting	<ul style="list-style-type: none"> Voting session commences from 11.00 a.m. on Friday, 14 June 2024 until a time when the Chairman announces the end of the session. Select the corporate event: (Remote Voting) PIMPINAN EHSAN BERHAD 8TH AGM or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the conclusion of the 8th AGM, the Live Streaming will end.

Note to users of the RPV facilities:

- Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to **TIIH Online** on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

Entitlement to Participate and Appointment of Proxy

Only members whose names appear on the Record of Depositors as at 6 June 2024 shall be eligible to attend, speak and vote at the 8th AGM or appoint a proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.

In view that the 8th AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.

If you wish to participate in the 8th AGM yourself, please do not submit any Form of Proxy for the 8th AGM. You will not be allowed to participate in the 8th AGM together with a proxy appointed by you.

Administrative Guide (cont'd)

Entitlement to Participate and Appointment of Proxy (Cont'd)

Accordingly, forms of proxy and/or documents relating to the appointment of proxy/corporate representative/attorney for the 8th AGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Wednesday, 12 June 2024 at 11.00 a.m.:**

(i) In hard copy form:

- a) By hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
- b) By fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com.

(ii) By electronic form:

All shareholders can have the option to submit proxy forms electronically via **TIIH Online** and the steps to submit are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of form of proxy	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: PIMPINAN EHSAN BERHAD 8TH AGM - “Submission of Form of Proxy”. Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. Review and confirm your proxy(s) appointment. Print the form of proxy for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>

Administrative Guide

(cont'd)

Entitlement to Participate and Appointment of Proxy (Cont'd)

(ii) By electronic form: (Cont'd)

All shareholders can have the option to submit proxy forms electronically via **TIIH Online** and the steps to submit are summarised below: (Cont'd)

Procedure	Action
ii. Steps for corporation or institutional shareholders (Cont'd)	
Proceed with submission of form of proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate exercise name: PIMPINAN EHSAN BERHAD 8TH AGM – “Submission of Form of Proxy” • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than Wednesday, 12 June 2024 at 11.00 a.m. to participate via RPV in the 8th AGM. A copy of the power of attorney may be accepted provided that it is certified notarial and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not later than Wednesday, 12 June 2024 at 11.00 a.m. to participate via RPV in the 8th AGM. The certificate of appointment should be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Administrative Guide (cont'd)

POLL VOTING

The voting at the 8th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Members/proxies/corporate representatives/attorneys can proceed to vote on the resolutions at any time from 11.00 a.m. on Friday, 14 June 2024 till before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” provided above for guidance on how to vote remotely via **TIIH Online**.

Upon completion of the voting session for the 8th AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTIONS

Shareholders may submit questions for the Board of Directors in advance of the 8th AGM, via Tricor’s **TIIH Online** website at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than Wednesday, 12 June 2024. The Board of Directors will endeavor to address the questions received at the 8th AGM.

NO DOOR GIFTS/FOOD VOUCHERS

There will be no distribution of door gifts or food vouchers for attending the 8th AGM as the meeting will be conducted on a fully virtual basis.

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the 8th AGM.

ENQUIRY

If you have any enquiry or need any assistance, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@my.tricorglobal.com

Contact person :

Mohamad Khairudin Bin Tajudin : +603-2783 7973
email : Mohamad.Khairudin@my.tricorglobal.com

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PIMPINAN EHSAN BERHAD

(201601021838) (1192777-W)
(Incorporated in Malaysia)

PROXY FORM

*I/We _____

NRIC/Passport/Company No. _____ Tel/Hp No. _____

of _____

being member(s) of Pimpinan Ehsan Berhad, hereby appoint:

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or* (*delete as appropriate)

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the Meeting as *my/our proxy/proxies to attend and vote for *me/us and on *my/our behalf at the Eighth Annual General Meeting of the Company to be conducted fully virtually through the online meeting platform of **TIIH Online** provided by Tricor Investor & Issuing House Services Sdn. Bhd. in Malaysia via its website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on **Friday, 14 June 2024 at 11.00 a.m.** and at any adjournment thereof, and to vote as indicated below:

Item	Agenda			
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.			
		Ordinary Resolution ("OR")	For	Against
2.	Payment of Director's fees of Mr Boumhidi Abdelali amounting to RM4,300.00 per month from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025.	OR 1		
3.	Payment of Director's fees of Mr Jonathan Law Ngee Song amounting to RM5,000.00 per month from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025.	OR 2		
4.	Payment of Director's fees of Dato' Yew Soon Keong amounting to RM5,100.00 per month from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025.	OR 3		
5.	Payment of Director's fees of Dato' Jamelah Binti Jamaluddin amounting to RM5,300.00 per month from 15 June 2024 until the next Annual General Meeting of the Company to be held in 2025.	OR 4		
6.	Payment of Director's fees of Ms Jas Bir Kaur A/P Lol Singh amounting to RM5,200.00 per month from her date of appointment on 1 October 2023 until the next Annual General Meeting of the Company to be held in 2025.	OR 5		
7.	Payment of Directors' benefits to the Directors up to an amount of RM50,000 for the period from 15 June 2024 up to the date of the next Annual General Meeting of the Company to be held in 2025.	OR 6		
8.	Re-election of Dato' Jamelah Binti Jamaluddin as Director.	OR 7		
9.	Re-election of Ms Jas Bir Kaur A/P Lol Singh as Director.	OR 8		
10.	Re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board to fix their remuneration.	OR 9		
Special Business				
11.	Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016	OR 10		

[Please indicate with an "X" in the spaces provided on how you wish your votes to be cast. In the absence of specific directions, your proxy will vote or abstain as he/she thinks fit.]

Dated _____

*Signature/Common Seal of Shareholder (Contact No. _____)

* Delete if not applicable

No of ordinary shares	
CDS account no.	



NOTES ON THE APPOINTMENT OF PROXY:

IMPORTANT NOTICE

1. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 8th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Notes on 8th AGM and take note of Notes (2) to (14) below in order to participate remotely via RPV.**
2. For the purpose of determining who shall be entitled to participate in this 8th AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 6 June 2024**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 8th AGM via RPV.
3. A member who is entitled to participate in this 8th AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the 8th AGM via RPV.
5. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
9. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this 8th AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Notes on 8th AGM.**
10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 8th AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) In electronic form

In the case of an appointment made via online lodgement facility, please login to the link website at <https://tiih.online> and select "e-Services" to login. Please refer to the Administrative Guide on how to register to TIIH Online and submit your Form of Proxy electronically.
11. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging the proxy form is **Wednesday, 12 June 2024 at 11.00 a.m.**
13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 8th AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
14. For a corporate member who has appointed a representative, please deposit the **ORIGINAL** certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Fold this flap for sealing

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AFFIX
STAMP

Pimpinan Ehsan Berhad (201601021838) (1192777-W)
C/o Tricor Investor & Issuing House Services Sdn. Bhd. (197101000970) (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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