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# CORPORATE INFORMATION

### Board of Directors

### Tay Ben Seng, Benson

**Executive Director** 

### **Roy Winston George**

Independent Non-Executive Director

### Wan Nur Syazwani binti Wan Ahmad Najmuddin

Independent Non-Executive Director

### Tan Aik Heang

Independent Non-Executive Director (Appointed on 25 June 2025)

### **AUDIT COMMITTEE**

Tan Aik Heang
Chairman
(Appointed on 25 June 2025)

Roy Winston George Member

Wan Nur Syazwani binti Wan Ahmad Najmuddin Member

### NOMINATION AND REMUNERATION COMMITTEE

Roy Winston George Chairman

Wan Nur Syazwani binti Wan Ahmad Najmuddin Member

Tan Aik Heang
Member
(Appointed on 25 June 2025)

### **COMPANY SECRETARY**

Wong Yuet Chyn (MAICSA 7047163) (SSM PC NO. 202008002451)

### **REGISTERED OFFICE**

DF2-09-02, Level 9
Persoft Tower
6B, Persiaran Tropicana
Tropican Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan

T (+603) 3008 1123

### F (+603) 3008 1124

### **CORPORATE OFFICE**

DF2-10-01 (Unit 2), Level 10 Persoft Tower 6B, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor Darul Ehsan

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E info@greenoceancorp.com

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### **SHARE REGISTRAR**

Prosec Share Registration Sdn. Bhd. DF2-09-02, Level 9 Persoft Tower 6B, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor Darul Ehsan

T (+603) 3008 1123 F (+603) 3008 1124

### **AUDITORS**

Morison LC PLT (LLP00032572-LCA)
Chartered Accountants (AF 002469)
Level 11-01, Uptown 3
Jalan SS21/39
Damansara Utama
47400 Petaling Jaya
Selangor Darul Ehsan

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### **PRINCIPAL BANKERS**

Malayan Banking Berhad United Overseas Bank (Malaysia) Bhd Ambank (M) Berhad

### STOCK EXCHANGE LISTING

ACE Market of

Bursa Malaysia Securities Berhad

Stock Name : GOCEAN Stock Code : 0074

### **CORPORATE STRUCTURE**

# 100%

### Ace Pacific Sdn. Bhd.

Reg. No. 201801013190 (1275206-W)

- Trading, retails, distribution, import and export and general trading in all kind of food & beverage
- Marketing and packaging solution on a fee or contact basis, whether or not these Involve an automated process

### 100%

### Unik Makmur Sdn. Bhd.

(f.k.a G Rubber Sdn. Bhd.) Reg. No. 202001021399 (1377719-K)

- Manufacturing and Trading of Gloves
- General Trading for all kind of Products
- Investment Holding

### 100%

### Ace Distributions Sdn. Bhd.

Reg. No. 202201000029 (1445726-W)

- Trading, retails, distribution, import and export and general trading in all kind of food and beverage
- Trading, retails, distribution, import and export and general trading in all kind of healthcare products

# GREEN OCEAN CORPORATION BERHAD

### 100%

### Pacific Globe Sdn. Bhd.

Reg. No. 202301024241 (1518164-A)

- To carry on business as general traders, manufacturers, dealers, importers, exporters, distributors, buying or selling, commission agents, and otherwise deal in goods, provisions, merchandise, commodities, plant and machinery and articles of all descriptions, both wholesale and retail, and to transact every kind of agency business
- To provide facilities for the storage, warehousing, carriage and distribution of merchandise by land, sea and air and to purchase, hire, take on lease or otherwise acquire any lands, docks, canals, waterways, warehouses, wharves, buildings or machinery, and to construct and equip them

### FINANCIAL HIGHLIGHTS

Financial Year/Period Ended	<b>31.03.2025</b> (18 months) ^	<b>30.09.2023</b> (15 months) #	<b>30.6.2022</b> (12 months)	<b>30.6.2021</b> (12 months)	<b>30.6.2020</b> (15 months) *
Key Operating Results (RM'000)					
Revenue	13,616	10,961	7,607	36,278	222,844
Revenue growth	24.22%	44.09%	-79.03%	-83.72%	-38.35%
Gross profit/(loss)	2,473	220	(250)	206	(6,582)
Gross profit/(loss) margin	18.16%	2.01%	-3.29%	0.57%	-2.95%
Loss before interest and tax	(30,094)	(3,075)	(20,819)	(12,074)	(10,126)
Interest expense	(1,080)	(225)	(22)	(398)	(1,300)
Loss before tax	(31,174)	(3,300)	(20,841)	(12,472)	(11,426)
Loss for the period/year attributable to owners of the Company	(31,204)	(3,938)	(20,842)	(12,481)	(11,430)
Other Key Data (RM'000)					
Total assets	102,423	133,329	118,948	133,477	37,468
Total liabilities	19,917	19,619	1,300	2,978	26,905
Equity attributable to owners of the Company	82,506	113,710	117,648	130,499	10,563
Share Information					
Basic loss per share (sen)	(14.78)	(0.19)	(1.01)	(1.36)	(3.95)
Net asset per share attributable to owners of the Company	39.07	5.39	5.57	7.42	3.65
Market capitalisation (RM'000)	40,120	21,116	31,674	61,588	34,765
Financial Ratios					
Gross profit/(loss) profit margin (%)	18.16%	2.01%	-3.29%	0.57%	-2.95%
Curent ratio	5.28	9.48	311.42	54.32	0.71
Quick ratio	4.99	9.34	308.86	54.28	0.58
Debt to equity ratio (%)	19.22%	14.30%	0.40%	0.26%	206.20%
Net debt to equity ratio (%)	14.14%	3.14%	N/A	N/A	173.98%

<sup>\*</sup> On 26 August 2020, the Company announced the change of financial year end from 31 March to 30 June. The financial reporting period is for a 15-month period from 1 April 2019 to 30 June 2020.

<sup>#</sup> On 24 August 2023, the Company announced the change of financial year end from 30 June to 30 September. The financial reporting period is for a 15-month period from 1 July 2022 to 30 September 2023.

<sup>^</sup> On 13 September 2024, the Company announced the change of financial year end from 30 September to 31 March. The financial reporting period is for a 18-month period from 1 October 2023 to 31 March 2025.

### MANAGEMENT DISCUSSION AND ANALYSIS OF BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE

### OVERVIEW OF THE GROUP'S BUSINESS AND OPERATIONS

Green Ocean Corporation Berhad ("Green Ocean" or the "Company") is a public limited liability company incorporated in Malaysia and has been listed on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") since year 2005.

Green Ocean serves as an investment holding company, with its subsidiaries (collectively referred to as the "Group") primarily engaged in the distribution and trading of food and beverages ("F&B") products.

Historically, the Group was principally involved in the production of crude palm kernel oil ("CPKO") and the trading of refined palm oil products and CPKO. However, due to persistently low CPKO market prices and weak demand in recent years, the Group has ceased its palm oil business.

On 4 April 2024, the Company entered into a Share Sale Agreement with Wilee Vegetable Oils Sdn. Bhd. for the disposal of its entire 100% equity interest, comprising 37,000,000 ordinary shares in Ace Edible Oil Industries Sdn. Bhd. ("**AEOI**") for a total consideration of RM100,000. Upon completion of the transaction, AEOI ceased to be a subsidiary of the Company.

The rationale behind the disposal was to restructure and streamline the Group's operations for improved efficiency, reduced administrative costs, and to support the Group's ongoing efforts to enhance shareholder value.

Prior to its entry into the F&B industry, the Group faced challenges in growing its legacy businesses. As part of a strategic shift to diversify and expand its earnings base, the Group began distributing frozen meat to food ingredient traders and retailers, marking its initial move into the F&B sector.

To formalise its participation in the F&B business, the Group incorporated a wholly owned subsidiary, Ace Distributions Sdn. Bhd. ("ADSB"), on 3 January 2022. Further aligning with its expansion plans, Ace Green Energy Sdn. Bhd., another wholly owned subsidiary, was renamed Ace Pacific Sdn. Bhd. ("APSB") on 16 May 2023. APSB commenced operations on 18 May 2023, focusing on the trading, retail, distribution, import, and export of a wide range of food and beverage products.

Subsequently, on 21 July 2023, shareholders approved the Group's proposed diversification into the F&B sector at an Extraordinary General Meeting.

Currently, the Group remains focused on the F&B business, including the distribution of frozen processed food and the trading, import, and distribution of alcohol-related products.

Additionally, on 13 September 2024, the Board of Directors approved a change in the Company's financial year end from 30 September to 31 March. As a result, the current reporting period covers an 18-month financial period from 1 October 2023 to 31 March 2025, compared to the prior financial period, which covered the period from 1 July 2022 to 30 September 2023.

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Management Discussion and Analysis of Business Operations and Financial Performance (cont'd)

### YEAR-ON-YEAR FINANCIAL REVIEW

	Audited FPE 31 March 2025 <sup>(1)</sup>	Audited FPE 30 September 2023 <sup>(2)</sup>	<b>V</b> a	riance
	RM'000	RM'000	RM'000	%
Our financial performance				
Revenue	13,616	10,961	2,655	24.2
Gross profit ("GP")	2,473	220	2,253	1,024.1
Loss before tax ("LBT")	(31,174)	(3,300)	(27,874)	-844.7
Loss after tax ("LAT")	(31,204)	(3,938)	(27,266)	-692.4
GP margin (%)	18.2	2.0		16.2
LBT margin (%)	-229.0	-30.1		-198.9
LAT margin (%)	-229.2	-35.9		-193.3

### **Revenue**

Revenue by segment	Audited FPE 31 March 2025 <sup>(1)</sup> RM'000	Audited FPE 30 September 2023 <sup>(2)</sup> RM'000	Variance RM'000	
nevenue by segment	HIVI UUU	NW 000	HIVI UUU	%
Distribution and trading of F&B	13,572	9,804	3,768	38.4
Others	44	293	(249)	-85.0
Trading of gloves	-	864	(864)	-100.0
	13,616	10,961	2,655	24.2

### Notes:

- (1) 18 months financial period from 1 October 2023 till 31 March 2025
- (2) 15 months financial period from 1 July 2022 till 30 September 2023

For FPE 31 March 2025, the Group recorded a total revenue of RM13.6 million, representing an increase of RM2.6 million, or approximately 24.2%, compared to RM11.0 million reported in FPE 30 September 2023.

This notable growth was primarily driven by the Group's F&B business, which continued to show strong momentum. Revenue from the F&B segment rose by RM3.8 million, or 38.4%, year-on-year, and accounted for 99.7% of the Group's total revenue in FPE 31 March 2025.

Revenue from the glove segment in the prior period was RM0.9 million. The operating environment for the glove sector remains challenging due to continued pressure from declining average selling prices, intense market competition, and persistently low utilisation rates, which have hindered the Group's ability to grow this line of business.

Management Discussion and Analysis of Business Operations and Financial Performance (cont'd)

### YEAR-ON-YEAR FINANCIAL REVIEW (CONT'D)

### **Gross profit**

Supported by the increase in revenue from the F&B business, the Group achieved a gross profit of RM2.5 million for FPE 31 March 2025, a significant improvement of RM2.3 million compared to the previous period.

The Group also saw a substantial enhancement in gross profit margin, increasing from 2.0% in FPE 30 September 2023 to 18.2% in FPE 31 March 2025. This improvement reflects better cost management, higher-margin product offerings, and the growing contribution of the F&B segment to overall profitability.

### Loss before tax

For FPE 31 March 2025, the Group recorded a LBT of RM31.2 million, a significant deterioration compared to a LBT of RM3.3 million in the previous financial period. This represents an increase in losses of RM27.9 million. The higher LBT was primarily attributable to:

- A mark-to-market loss of RM21.3 million arising from the revaluation of investments in quoted shares;
- An impairment loss on receivables amounted to RM5.2 million.

These one-off and non-operational losses significantly impacted the Group's financial performance during the period, despite improved revenue from the F&B segment.

### Loss after tax

In line with the increased pre-tax losses, the Group reported a LAT of RM31.2 million for FPE 31 March 2025, compared to RM3.9 million in FPE 30 September 2023. This reflects the substantial impact of non-recurring losses during the period under review.

Our financial position	Audited 31 March 2025 RM'000	Audited 30 September 2023 RM'000	Varia RM'000	ance %
Non-current assets	28,003	7,467	20,536	275.0
Current assets	74,420	125,862	(51,442)	-40.9
Non-current liabilities	5,835	6,343	(508)	-8.0
Current liabilities	14,082	13,276	806	6.1
Equity attributable to owners of the Company	82,506	113,710	(31,204)	-27.4

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Management Discussion and Analysis of Business Operations and Financial Performance (cont'd)

### YEAR-ON-YEAR FINANCIAL REVIEW (CONT'D)

#### **Assets**

As at 31 March 2025, the Group's non-current assets stood at RM28.0 million, marking an increase of RM20.5 million compared to RM7.5 million as at 30 September 2023. This increase was primarily attributable to the addition of property, plant and equipment during the financial period.

Current assets, on the other hand, declined by RM51.4 million, from RM125.9 million as at 30 September 2023 to RM74.4 million as at 31 March 2025. The reduction was mainly due to:

- A mark-to-market loss of RM21.3 million resulting from the revaluation of investments in quoted shares;
- An impairment loss on receivables amounting to RM5.2 million; and
- A reduction in cash and bank balances by RM8.5 million, the details of which are discussed in the *Liquidity, Capital Resources and Gearing* section below.

### Liabilities

As at 31 March 2025, the Group's non-current liabilities, which consist mainly of bank borrowings and lease liabilities, amounted to RM5.8 million, slightly lower than RM6.3 million reported as at 30 September 2023. The reduction was mainly due to repayment of bank borrowings during the period.

Current liabilities, comprising primarily bank borrowings, trade and other payables, and accruals, increased by RM0.8 million year-on-year, from RM13.3 million as at 30 September 2023 to RM14.1 million as at 31 March 2025. This increase was mainly driven by a rise in trade payables, in line with the higher cost of sales incurred by the Group's expanding F&B business operations.

### Liquidity, capital resources and gearing

As at 31 March 2025, the Group's cash and cash equivalents stood at RM4.2 million, reflecting a decrease of RM8.5 million compared to RM12.7 million as at 30 September 2023.

During FPE 31 March 2025, the Group recorded an operating loss before changes in working capital of RM1.8 million. However, through improved working capital management, the Group generated RM4.6 million. Combined with interest income of RM0.7 million, this resulted in a net cash inflow from operating activities of RM3.5 million for the period.

The Group reported a net cash outflow from investing activities of RM9.9 million as at 31 March 2025. This was primarily attributable to:

- Net investment in quoted securities amounting to RM12.8 million
- Placement of fixed deposits totalling RM0.6 million
- Purchase of property, plant and equipment of RM0.6 million
- Cash pledged for bank guarantee of RM0.6 million.

These outflows were partially offset by:

- Upliftment of money market instruments totalling RM4.6 million
- Proceeds from disposal of subsidiary totalling RM0.1 million

Management Discussion and Analysis of Business Operations and Financial Performance (cont'd)

### YEAR-ON-YEAR FINANCIAL REVIEW (CONT'D)

### Liquidity, capital resources and gearing (cont'd)

Net cash outflow from financing activities amounted to RM2.1 million, mainly due to:

- Interest payments of RM1.1 million
- Net repayments of bank borrowings and lease liabilities totalling RM1.0 million

As at 31 March 2025, the Group's gearing ratio stood at 19.2%, indicating a moderate level of financial leverage. The Group finances its operations through a balanced mix of internal and external funding sources.

- Internal sources include shareholders' equity and cash flows generated from operations.
- External sources include proceeds from corporate exercises, bank term loans, and trade credit facilities. The Group generally enjoys credit terms of 30 days from its suppliers.

The Management is confident that, based on the Group's current cash position and the anticipated cash flows from ongoing operations, the Group has sufficient working capital to support its day-to-day operational requirements for the foreseeable future.

### **REVIEW OF OPERATING ACTIVITIES**

### **Corporate Development**

On 4 April 2024, the Company announced that the Company had entered into a Share Sale Agreement with Wilee Vegetable Oils Sdn. Bhd. for the disposal of 37,000,000 ordinary shares held by Green Ocean in AEOI, representing 100% equity interest in AEOI. The total disposal consideration was RM100,000.

Upon completion of the transaction, AEOI ceased to be a subsidiary of the Company.

The rationale for the disposal was to restructure and streamline the Group's operations, enhance operational efficiency, and minimise administrative costs. This strategic move is aligned with the Group's long-term objective of maximising shareholder value by focusing resources on core business activities and growth areas.

### **Corporate Exercise**

On 27 October 2023, the Company completed a share consolidation exercise, consolidating every 10 existing ordinary shares in the Company into 1 consolidated share. As a result, the number of issued shares was reduced from 2,111,592,400 shares to 211,159,233 consolidated shares.

The rationale for the share consolidation was based on the Board's observation that the Company's large share base and relatively low trading price range resulted in high percentage fluctuations from minor price movements. The consolidation aimed to enhance price stability, reduce market volatility, and improve the overall perception of the Company's stock.

On 22 October 2024, the Board announced a proposal to undertake a capital reduction exercise under Section 117 of the Companies Act 2016 of Malaysia. The proposed capital reduction involved the cancellation of up to RM92,500,000 of the Company's issued share capital that was unrepresented by available assets.

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Management Discussion and Analysis of Business Operations and Financial Performance (cont'd)

### **REVIEW OF OPERATING ACTIVITIES (CONT'D)**

### **Corporate Exercise** (cont'd)

The primary objective of this exercise was to set off accumulated losses of the Company, and credit any remaining balance to the retained earnings account. The capital reduction took effect on 24 February 2025, and following its completion, the Company's issued share capital stood at RM50,985,268, comprising 211,159,233 Green Ocean shares. The capital reduction provides a stronger financial platform for future growth and enhances the Company's ability to return to profitability and support sustainable business expansion.

On 4 June 2025, the Board announced a proposed variation to the intended utilisation of proceeds raised from the Rights Issue with Warrants exercise, which was completed on 4 January 2021.

Under this proposal, the remaining balance of proceeds originally allocated for capital expenditure and working capital related to the Group's glove business will be reallocated to repayment of bank borrowings, and general working capital for the Group.

This strategic reallocation was driven by the continued decline in market demand for gloves and reflects the Group's shift in focus towards its core F&B business, which has demonstrated stronger performance and future growth potential. Additionally, the proposed variation will help reduce the Group's borrowings, resulting in interest cost savings, improved cash flow, and a lower gearing ratio, ultimately strengthening the Group's overall financial position.

### **RISK PROFILES**

We highlight below the key anticipated or known risks that our Group is exposed to that may have a material effect on our operations, performance, financial condition and liquidity. Our plans and strategies to mitigate these risks, if any, have also been disclosed below:

### a) Business risks

Our Group is principally involved in distribution and trading of food and beverages.

Hence, we are susceptible to the risks inherent to our industries. These include, amongst others, any outbreaks of diseases affecting local and global markets, rising costs of labour and raw materials, availability of skilled personnel, changes in laws and regulations applicable to our business, business and credit conditions as well as fluctuations in foreign exchange rates. There can be no assurance that any material changes to these factors will not have a material adverse effect on the business operations of our Group.

Nevertheless, our Group has been taking effective measures to mitigate the aforementioned risks such as prudent financial management and efficient operating procedures. Further, we constantly keep abreast of economic and regulatory changes relating to our business.

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Management Discussion and Analysis of Business Operations and Financial Performance (cont'd)

### **RISK PROFILES (CONT'D)**

### b) Food quality risks

Pursuant to the diversification, the Group will be subject to risks inherent in the F&B business. These include but not limited to, changes in general economic and business conditions which may affect the demand and supply for F&B, brand reputation of the suppliers and/ or quality of the products supplied, and changes in consumer preference and behaviour. The Board believes that frozen food products and alcoholic beverages have market demand amongst Malaysian consumers. However, any failure of the suppliers in maintaining the quality standards and/ or any negative publicity or media report against the F&B products will adversely affect and tarnish the level of customers' trust in the F&B products offered by the Group.

The Board recognises the limited control the Group has over the quality standards adopted by the suppliers and there is no assurance that the occurrence of the abovementioned risks will not materially impact the F&B Business. Nevertheless, the Group will adopt procedures to monitor the quality of products supplied to the Group and to keep abreast with the latest updates on the Group's suppliers.

### c) Operational risks

Due to the nature of our Group's operations, interruptions in our Group's operating capabilities through disruption in electricity supply or other disruptions to our business operations due to any outbreaks of diseases including pandemics may have an adverse effect on our Group's business and financial performance.

To avoid major breakdowns and disruptions to our operations, electricity supply and relevant equipment are constantly monitored and our operation machinery undergoes scheduled maintenance.

### d) Credit risks

The Group is exposed to credit risk, particularly in relation to the collection of trade receivables, which has been affected by a slowdown in customer payments. During the financial period under review, the Group recognised an impairment loss on trade receivables, reflecting heightened credit risk exposure.

Despite this, the Group continues to monitor and manage its credit risk exposure through stringent credit control policies and regular assessments of customer creditworthiness.

### e) Competition risks

The Group's revenue and profitability are exposed to the risk of uncertainty arising from global and local economic conditions. Furthermore, we continue to face competition from existing and new competitors who may be capable of offering similar services and products. Whilst we strive to remain competitive, there can be no assurance that any changes in the competitive environment would not have any material and adverse impact on our business and financial performance.

Nevertheless, our Group strives to maintain our competitive edge by ensuring the quality of our products through stringent quality assurance procedures. We also continuously place importance on improving our products by investing in market research and product analysis activities.

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Management Discussion and Analysis of Business Operations and Financial Performance (cont'd)

### FORWARD-LOOKING STATEMENT

### Food and Beverages Landscape

The outlook for Malaysia's F&B industry remains promising, underpinned by evolving consumer lifestyles and increasing demand for convenience-driven food solutions. According to industry research, the frozen food market in Malaysia is projected to grow at a compound annual growth rate (CAGR) of 5.3% from 2025 to 2032, driven by modern, fast-paced lifestyles and the preference for food products with extended shelf life.

With more consumers seeking time-efficient and practical meal options, frozen food continues to gain popularity across various segments. The expansion of frozen food offerings through retail outlets and e-commerce platforms has further accelerated market penetration. Online platforms offer convenience, wider access, and delivery to more remote areas, making frozen products an increasingly integral part of consumer diets.

Furthermore, there is a notable shift toward premium frozen food items, as consumers become more discerning and are willing to invest in higher-quality products made with fresh ingredients. Hygiene and food safety concerns related to fresh produce have also contributed to the growing trust in frozen alternatives. With shelf lives ranging from six months to a year, these products offer both domestic convenience and export potential to a broader geographical market.

(Source: https://www.gmiresearch.com/report/malaysia-frozen-food-market)

In parallel, the Asia Pacific alcohol ingredients market is poised for robust growth, with a projected CAGR of 6.9% from 2025 to 2030. This growth is supported by a large and youthful population base, increasing disposable incomes, and a rising culture of socialisation in venues such as bars, lounges, and pubs.

In particular, the younger demographic is showing a greater inclination toward diverse and premium alcoholic beverages, fuelling demand for traditional and innovative ingredients such as yeast, enzymes, exotic fruits, and herbal infusions. Additionally, the growing trend toward health-conscious consumption is creating opportunities for low-alcohol and wellness-oriented beverages, further diversifying the product landscape.

This evolving market dynamic presents a significant growth avenue for the Group, especially in the distribution and trading of alcohol-related products, which aligns with changing consumer trends and lifestyle preferences in the region.

(Source: https://www.grandviewresearch.com/industry-analysis/alcohol-ingredients-market)

In response to these favourable market developments, the Group remains focused on strengthening its foothold in the frozen food and alcohol-related products segments. Our commitment to product quality, food safety, and customer satisfaction positions us well to serve the evolving needs of modern consumers. As we move forward, the Group is confident that its strategic focus on high-potential F&B categories, supported by disciplined operational execution and agile market responsiveness, will contribute positively to long-term growth, profitability, and shareholder value.

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Management Discussion and Analysis of Business Operations and Financial Performance (cont'd)

### **DIVIDENDS**

In view of current economic challenges and the need to preserve funds for future growth and stability, the Board has decided not to declare any dividends for the FPE 31 March 2025. The Board remains committed to resuming dividend payments once the Group's financial position allows, without compromising its long-term strategic objectives.

The Board remains committed to maximising shareholder value and will continue to evaluate the Group's financial position regularly. Dividend payments will be resumed at the earliest appropriate time, once the Board is satisfied that the Group is in a sufficiently strong financial position to do so without compromising its strategic objectives or financial resilience.

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# PROFILE OF THE DIRECTORS

### TAY BEN SENG, BENSON

Executive Director Age: 41 Gender: Male

Malaysian

**Mr. Tay Ben Seng, Benson** ("**Mr. Benson**") was appointed to the Board as Executive Director on 6 December 2021.

Mr. Benson holds a bachelor of Commerce Degree with a double major in Marketing and Management in Curtin University Technology, Perth.

Mr. Benson was appointed as an Executive Director of Focus Dynamics Group Berhad on 8 February 2017. He is fueled with passionate towards conceiving and innovating lifestyle concepts in the Food and Beverage ("**F&B**") arena. Mr. Benson has had vast experiences in numerous fields ranging from event management to F&B operators and conceptualizing new start-ups.

Mr. Benson spearheaded the expansion of the Company and has been instrumental in conceiving and driving the success of the distinctive lifestyle F&B brands of the group. Mr. Benson is also extensively involved in developing the business further in the e-commerce, robotics, and technology space.

Mr. Benson currently also sits as the Executive Director of Focus Dynamics Group Berhad, SaudiGold Group Berhad (fka Saudee Group Berhad) and Oversea Enterprise Berhad respectively.

Mr. Benson does not hold any shares in the Company. Mr. Benson does not have any family relationship with any Director or other major shareholder of the Company and has not been convicted of any offences within the past 5 years other than traffic offences, if any. Mr. Benson does not have any conflict of interest in any business arrangement involving the Company.

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ANNUAL REPORT

Profile of The Directors (cont'd)

### **ROY WINSTON GEORGE**

Independent Non-Executive Director

Age: 60 Gender: Male

Malaysian

**Mr. Roy Winston George** ("**Mr. Roy George**") was appointed to the Board as Independent Non-Executive Director on 28 July 2020. Mr. Roy George is also the Chairman of Nomination and Remuneration Committee, and a Member of Audit Committee.

Mr. Roy George is a Member of the Malaysian Institute of Accountants (MIA) and the Malaysian Institute of Certified Public Accountants. Mr. Roy George started his career in an international accounting firm and has since held senior management positions in various companies involved in the financial services and hospitality sector.

Mr. Roy George has no directorship in other public listed companies. Mr. Roy George does not hold any shares in the Company. Mr. Roy George does not have any family relationship with any Director or major shareholder of the Company and has not been convicted of any offences within the past 5 years other than traffic offences, if any. Mr. Roy George does not have any conflict of interest in any business arrangement involving the Company.

ANNUAL REPORT

### GREEN OCEAN CORPORATION BERHAD

Registration No. 200301029847 (632267-P)

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Profile of The Directors (cont'd)

### WAN NUR SYAZWANI BINTI WAN AHMAD NAJMUDDIN

Independent Non-Executive Director

Malaysian

Age: 38 Gender: Female

**Puan Wan Nur Syazwani binti Wan Ahmad Najmuddin** ("**Puan Wan Nur Syazwani**") was appointed to the Board as Independent Non-Executive Director on 31 May 2023. Puan Wan Nur Syazwani is also a Member of Audit Committee and Nomination and Remuneration Committee.

Puan Wan Nur Syazwani reads law in International Islamic University Malaysia (IIUM) and graduated with LLB Honours in 2011. In 2013 she obtained Masters of Arts in International Relations from University of Kent, Canterbury United Kingdom.

Puan Wan Nur Syazwani started her pupillage in the chambers of Messrs K.W.Teh and Associates in 2014 and during her pupillage she was entrusted with numerous portfolios in conveyancing such as handled developers projects such as Semarak Cergas, Fair City, Perbadanan Kemajuan Negeri Selangor, probate and litigation matters, handled both Islamic and conventional loan documents for various banks including but not limited to Public Bank Berhad, RhB Islamic Berhad, Malayan Banking Berhad, Hong Leong Islamic Berhad.

Puan Wan Nur Syazwani was called to the Malaysian Bar and admitted as an Advocate and Solicitor of the High Court of Malaya on the 4th day of September 2015. She joined Messrs Wong & Ting as legal assistant and subsequently became one of the partner from 2016-2018. She was involved in various portfolio such as property development projects in Gua Mustang (Mutiara Complex developed by Syarikat Pembinaan BBGM Sdn Bhd, shop offices developed by BBGM Sentral Sdn Bhd and Taman Tropika Height developed by BBGM Tropicana Development Sdn Bhd) and Penchala Damansara developed by Prasarana Juara Sdn Bhd.

In 2018, Puan Wan Nur Syazwani decided to leave the existing partnership in Messrs Wong & Ting and start her own firm under the name of Messrs Wan & Ting.

Currently, Puan Wan Nur Syazwani focuses on property conveyancing and corporate advisory. Messrs Wan & Ting has been appointed as retainer lawyer for numerous companies such as Duta Land Berhad and Olympia Industries Berhad. Clients for corporate advisory ranging from nationwide courier services, IT companies, agricultural companies, international trading companies and various small medium entrepreneurs.

Puan Wan Nur Syazwani has no directorship in other public listed companies. Puan Wan Nur Syazwani does not hold any shares in the Company. Puan Wan Nur Syazwani does not have any family relationship with any Director or major shareholder of the Company and has not been convicted of any offences within the past 5 years other than traffic offences, if any. Puan Wan Nur Syazwani does not have any conflict of interest in any business arrangement involving the Company.

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Profile of The Directors (cont'd)

### TAN AIK HEANG

Independent Non-Executive Director

Age: 58 Gender: Male

Malaysian

**Mr. Tan Aik Heang** ("**Mr. Tan**") was appointed to the Board as Independent Non-Executive Director on 25 June 2025. Mr. Tan is also the Chairman of Audit Committee and a Member of Nomination and Remuneration Committee.

Mr. Tan was appointed as an Independent Non-Executive Director of Focus Dynamic Group Berhad from 29 September 2010 until 28 September 2023. In 1991, Mr. Tan started his career as an auditor with Hun & Co. In May 1993, Mr. Tan joined Trans-Global Agencies Sdn. Bhd., a trading company, as an Account Executive. Mr. Tan left in May 1995 and joined SJ Asset Management Sdn. Bhd., a fund management company as an Account Executive. On June 1997, Mr. Tan was promoted to Assistant Finance and Administration Manager and in June 1999 as Finance and Administration Manager. Subsequently in June 2006, Mr. Tan was promoted as Senior Finance and Administration Manager. After 15 years with the fund management industry, Mr. Tan left SJ Asset Management Sdn. Bhd. in June 2010. In year 2011 until 2022, Mr. Tan was in the business of manpower supply and management. Mr. Tan is currently a Partner of an old folks home and also attached to Kenanga Futures Sdn. Bhd. as a Futures Broker Representative.

Mr. Tan currently sits as the Independent Non-Executive Director of Vsolar Group Berhad.

Mr. Tan does not hold any shares in the Company. Mr. Tan does not have any family relationship with any Director or other major shareholder of the Company and has not been convicted of any offences within the past 5 years other than traffic offences, if any. Mr. Tan does not have any conflict of interest in any business arrangement involving the Company.

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### SUSTAINABILITY REPORT

### ABOUT THIS REPORT

This Sustainability Report ("Report") outlines Green Ocean Corporation Berhad ("Green Ocean" or "the Company") sustainability strategies, principles, initiatives, and performance for the financial period ended 31 March 2025 ("FPE 31 March 2025") It focuses on the most significant issues identified through our materiality assessment. We provide updates on our sustainability efforts across key business units and operations, as well as our progress towards previously stated commitments, all aimed at fostering sustainable practices and delivering long-term value to our stakeholders

### **OUR CORE BUSINESS**



### SCOPE AND BASIS OF REPORTING

This Report covers the Group's sustainability performance and progress for the financial period under review, encompassing our headquarters and all operations located in Malaysia.

Following the Board of Directors' approval on 13 September 2024 to change the Company's financial year end from 30 September to 31 March, this Report reflects the Group's activities and results for an 18-month financial period, from 1 October 2023 to 31 March 2025.

### REPORTING FRAMEWORKS AND STANDARDS

This Report has been prepared in accordance with the Listing Requirements of Bursa Malaysia with reference to the following:

- Bursa Malaysia Securities Berhad ("Bursa Malaysia")'s Sustainability Reporting Guide (3rd Edition)
- Paragraph 30 of Part A, Appendix 9C of the ACE Market Listing Requirements of Bursa Malaysia, as supplemented by Guidance Notes 11 and 11A

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Sustainability Report (cont'd)

### **OUR APPROACH TO SUSTAINABLITY**

### SUSTAINABILITY FRAMEWORK

Green Ocean has strengthened its sustainability framework to align more closely with our business strategy, guided by the Group's vision and mission. This framework is designed to meet stakeholder expectations, reduce our environmental footprint, and contribute positively to the communities in which we operate.

Our sustainability framework is built around four key focus areas:

- Economic Sustainability
- Social Sustainability
- Environmental Sustainability
- Governance Sustainability

Within each focus area, we strive to achieve defined objectives by addressing issues identified through our materiality assessment.

### **Our Vision:**

We strive towards being the most recognized green growth company, always focusing on the sustainability of our practice, our employees' benefit and profit to our shareholders

### **Our Mission:**

We will endeavor to accelerate effiviency and operate an effective management to achieve satsfactory results for our customers and investors.

Green Ocean establishes good business pratices, making sound investments, undertaking social responsibility and taking care of green environment and human being.

Sustaining the environment is a prime consideration in all aspects and offers of our products

#### **Our Focus Areas Economic Environmental** Social Sustainability Sustainability Sustainability Sustainability Human Rights Economic Performance Climate Action Policy & Regulatory Compliance Customer Satisfaction Water Management Health & Safety Anti-Corruption • Waste Management **Employee Management** Cybersecurity & Diversity Equity & **Data Protection** Inclusion Supply Chain · Community Investment Management

# Sustainability Report (cont'd)

### **OUR APPROACH TO SUSTAINABLITY (CONT'D)**

### **SUSTAINABILITY POLICY**

As our organisation continues to grow, our commitment to sustainability has become increasingly integral to our operations. We have established a clear company philosophy centred on sustainability, which acts as a guiding principle in all decisions related to the economic and operational aspects of Green Ocean.

Embrace Sustainability in Organisational Culture Capitalise on the Latest Technology and Information

Strengthern Our Core Business

Build Regional Connectivity

Foster High-Performance Partnerships

- Economic Performance
- Customer Satisfaction
- Anti-Corruption
- · Cybersecurity & Data Protection
- Supply Chain Management

### Economic: Sustaining our economy

- Delivering sustainable returns to shareholders
- Providing quality products and services to ensure customer satisfaction

- Climate Action
- Water Management
- Waste Management

# Environmental: Conserving our environment

 Protecting and preserving the environment in accordance with applicable regulations

# Social : Building a resilient workforce and serving our community

- Ensuring a positive working environment for our workforce
- Contributing to the well being of the communities in which we operate

### Governance : Ensuring robust governance

 Upholding the highest standards of transparency, accountability, and ethical conduct

- Human Rights
- Health & Safety
- Employee Engagement
- Diversity, Equity & Inclusion
- Community Investment

• Policy & Regulatory Compliance

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Sustainability Report (cont'd)

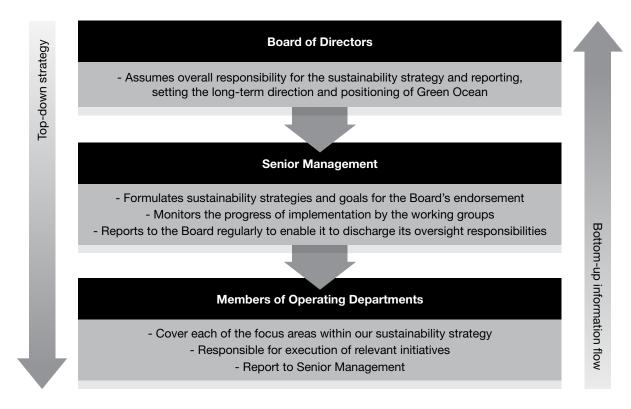
### **OUR APPROACH TO SUSTAINABLITY (CONT'D)**

### **SUSTAINABILITY GOVERNANCE**

The Group believes that integrity and ethics are fundamental to good governance. They form the cornerstone for embedding sustainability goals into our decision-making processes, promoting transparency, managing risks effectively, and driving long-term success.

The Board holds ultimate responsibility for the Group's strategic direction on sustainability, supported by the relevant Board Committees. This structure follows a top-down approach, ensuring strong leadership oversight.

The Board reviews key material sustainability matters that shape our initiatives. Senior Management is then tasked with developing and implementing strategies related to these matters and reporting progress and outcomes back to the Board. Operating departments and divisions provide support to Senior Management in carrying out these responsibilities.



The Board's responsibility to promote and embed sustainability across the Group includes overseeing the following:

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

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### **OUR APPROACH TO SUSTAINABLITY (CONT'D)**

### STAKEHOLDER ENGAGEMENT

Our stakeholders are essential to Green Ocean's continued growth and development. It is therefore crucial that we actively seek to understand their key issues and concerns. Our aim is to build strong, lasting relationships with all stakeholders, addressing their needs and expectations while minimising the impact of our operations to secure a sustainable future.

Through meetings and other engagement activities, we foster trust and mutual respect. This approach enables us to remain aware of relevant societal issues and ensures our business strategy aligns with stakeholder concerns and expectations.

The table below outlines our key stakeholder groups, their main areas of interest, and the methods we use to engage with them.

STAKEHOLDERS	ENGAGEMENT PLATFORMS	AREAS OF INTEREST OR CONCERN	OUR RESPONSE
Shareholders, Financiers & Investors	<ul> <li>Financial reports and announcements</li> <li>General meetings</li> <li>Annual report</li> <li>Press releases</li> <li>Meetings</li> </ul>	<ul> <li>Business strategies and future plans</li> <li>Return on investment</li> <li>Financial and operational performance</li> <li>Good management and corporate governance</li> <li>Sustainability initiatives</li> </ul>	<ul> <li>Provide timely updates on the Group's strategy and financial performance via announcements</li> <li>Uphold good governance practices across the Group</li> </ul>
Government Agencies & Regulators	<ul> <li>Compliance with laws and regulations</li> <li>Participation in government and regulatory events</li> </ul>	<ul><li>Regulatory compliance</li><li>Corporate governance practices</li></ul>	<ul> <li>Regularly review and monitor operations to ensure full compliance with regulatory requirements</li> </ul>
Employees	<ul> <li>Internal communications (i.e. emails)</li> <li>Workshops and training sessions</li> <li>Employee engagement surveys</li> <li>Employee engagement events</li> <li>Performance appraisals</li> </ul>	<ul> <li>Business growth and strategic direction</li> <li>Inclusive and supportive workplace</li> <li>Remuneration and benefits</li> <li>Career development and upskilling opportunities</li> <li>Occupational safety and health</li> </ul>	<ul> <li>Promote transparent and consistent communication across all levels</li> <li>Provide equal employment opportunities and a non-discriminatory work environment</li> <li>Offer competitive remuneration and benefits packages</li> <li>Support career growth through relevant upskilling and training programmes</li> <li>Ensure full compliance with the Occupational Safety and Health Act (OSHA)</li> </ul>

Sustainability Report (cont'd)

### OUR APPROACH TO SUSTAINABLITY (CONT'D)

### STAKEHOLDER ENGAGEMENT

STAKEHOLDERS	ENGAGEMENT PLATFORMS	AREAS OF INTEREST OR CONCERN	OUR RESPONSE
Customers	<ul> <li>Customer support channels (i.e. website, email)</li> <li>Regular meetings</li> </ul>	<ul> <li>Customer satisfaction         (i.e. high-quality services         and products)</li> <li>Customer experience</li> <li>Innovative services and         products</li> <li>Consumer data privacy</li> </ul>	<ul> <li>Provide high-quality services and products</li> <li>Comply with the Personal Data Protection Act 2010 to safeguard consumer information</li> </ul>
Suppliers	<ul> <li>Regular meetings</li> <li>Quality audits on products and services</li> <li>Contract negotiations</li> <li>Supplier assessment and performance appraisals</li> </ul>	<ul> <li>Transparency in procurement processes</li> <li>Business growth opportunities</li> <li>Timely payment</li> </ul>	<ul> <li>Ensure transparent and fair procurement practices</li> <li>Make timely payments in accordance with agreed credit terms</li> </ul>
Communities	Community impacts programmes	Community welfare and long-term likelihood	<ul> <li>Invest in initiatives that enhance community well-being</li> </ul>
Analyst / Media	<ul> <li>Media releases and media briefings</li> <li>Financial reports and announcements</li> <li>General meetings</li> </ul>	<ul> <li>Transparent communication of business performance and key initiatives</li> </ul>	<ul> <li>Ensure clear and timely communication through official announcements and media engagement</li> </ul>

### **MATERIAL MATTERS**

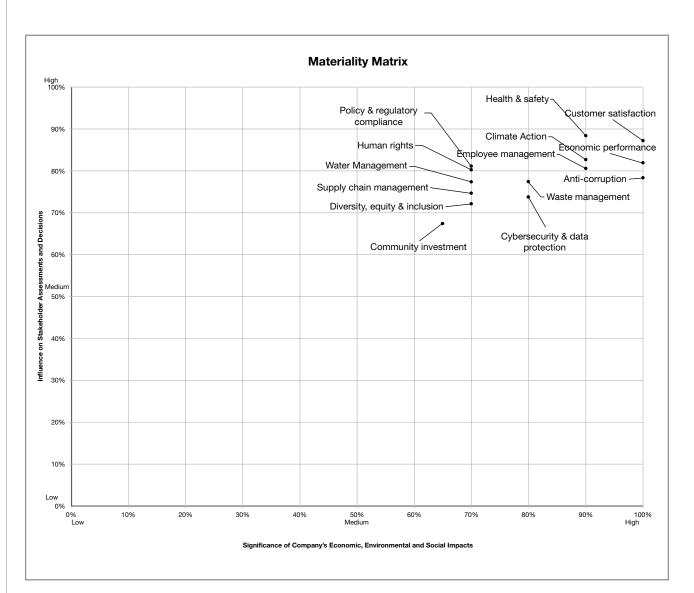
As an organisation, we recognise that certain material issues can significantly impact our ability to create long-term value for our stakeholders. These matters influence our business strategy and guide our decisions on resource allocation to address sustainability issues that are important to both our stakeholders and our operations.

We regularly review and update our materiality assessment to ensure it remains current, accurate, and relevant to our business context. This enables us to align our strategy and daily operations with evolving business needs, fostering sustainable value creation over the long term.

Sustainability Report (cont'd)

### **OUR APPROACH TO SUSTAINABLITY (CONT'D)**

### **MATERIAL MATRIX**



Sustainability Report (cont'd)

### **OUR APPROACH TO SUSTAINABLITY (CONT'D)**

### **RISK MANAGEMENT**

At Green Ocean, we regard risk management as a critical component of our strategic approach to achieving sustainable long-term growth and building stakeholder confidence. Our risk management efforts are not only designed to safeguard the organisation against potential threats but also to enhance our resilience and ability to create value within the communities we serve.

Material Matters	Risks	Opportunities
Economic Performance	Poor financial performance jeopardises business continuity and results in loss investment opportunities	Sustainable financial performance attracts investors and generates long-term value for all stakeholders
Customer Satisfaction	Failing to meet customers' expectations undermines customer confidence and loyalty, ultimately reducing revenue	Satisfied customers foster loyalty and encourage repeat orders
Anti-Corruption	Corruption can tarnish reputation, cause financial losses, and reduce competitiveness	Strong governance to combat corruption enhances credibility and provides a competitive advantage
Cybersecurity & Data Protection	Cyberattacks can result in unauthorised access, theft or exposure of sensitive data, causing financial loss, legal liabilities, and reputational damage	Robust cybersecurity measures build trust among customers, investors, and partners, enhancing reputation and brand value
Human Rights	Violations such as labour exploitation, discrimination, or unsafe working conditions can damage the organisation's reputation, leading to loss of stakeholder trust, negative public perception, and legal liabilities	Demonstrating commitment to human rights and ethical practices enhances reputation, builds stakeholder trust, and attracts socially conscious consumers, investors, and partners
Health & Safety	Failure to address hazards can cause workplace accidents, injuries, or fatalities, resulting in human suffering, legal liabilities, and financial losses	Prioritising health and safety foster a culture of care, trust, and respect, boosting employee morale, motivation, and engagement
Employee Management	Difficulty attracting and retaining skilled employees can hinder growth and innovation, causing competitive disadvantages	Engaged employees are more productive committed, and loyal, leading to higher job satisfaction, retention, and organisational success
Diversity, Equity & Inclusion	Exclusionary practices can cause alienation and disengagement among underrepresented groups, limiting collaboration, innovation, and productivity	Embracing diversity and equity creates an inclusive culture where employees contribute diverse perspectives, driving innovation and creativity
Supply Chain Management	Reliance on limited or single suppliers increases risks of disruption, quality issues, and price volatility, exposing the organisation to market changes or supplier behaviour	Building collaborative supplier relationships based on trust and transparency fosters innovation, cost savings, and competitive advantage

Sustainability Report (cont'd)

### **OUR APPROACH TO SUSTAINABLITY (CONT'D)**

### **RISK MANAGEMENT (CONT'D)**

Material Matters	Risks	Opportunities
Community Investment	Failure to address social issues, economic disparities, and community grievances may lead to social unrest, protests, and opposition, causing operational disruptions, reputational damage, and regulatory scrutiny	Strategic community investment initiatives, philanthropic donations, and social programmes enable the organisation to tackle social challenges, support underserved communities, and contribute positively to poverty alleviation, education, healthcare, and sustainable development goals
Climate Action	Increasing government regulations to reduce greenhouse gas emissions may require costly investments in emission reduction measures, or result in fines and penalties for non-compliance  Climate-related disruptions such as extreme weather events or resource shortages can disrupt supply chains, raise production costs, and delay product delivery, impacting operations and profitability	Demonstrating environmental stewardship and sustainability leadership allows the organisation to differentiate itself in the market, enhance brand reputation, and attract environmentally conscious consumers and investors.
Water Management	Water disruptions caused by droughts, climate change, and other factors pose operational risks	Implementing water conservation measures, water-saving technologies, and sustainable water management practices improves efficiency, reduces consumption, and minimises water-related costs and risks
Waste Management	Non-compliance with waste management regulations, environmental laws, and health and safety standards can lead to fines, penalties, legal liabilities, and reputational damage	Waste reduction, recycling, and proper disposal initiatives help recover valuable materials, conserve natural resources, lower raw material costs, reduce environmental impact, and promote circular economy principles
Policy & Regulatory Compliance	Non-compliance with policies and regulations can lead to legal penalties, fines, or lawsuits, significantly affecting financial stability and reputation	Compliance with policies and regulations fosters trust and credibility among stakeholders, including customers, investors, employees, and regulators, strengthening long-term relationships and supporting business growth

Sustainability Report (cont'd)

### MANAGEMENT APPROACH FOR MATERIAL MATTERS

### **ECONOMIC SUSTAINABILITY**

### **ECONOMIC PERFORMANCE**

At Green Ocean, our business success hinges on creating long-term value for our stakeholders. We recognise that sustainable financial growth enables us to contribute positively to society by facilitating job creation, promoting entrepreneurial opportunities, increasing tax contributions, and strengthening local supply chains.

We continue to strengthen our core business segments by leveraging technology, enhancing operational efficiency, and equipping our workforce to meet evolving client needs. While FPE 31 March 2025 was a more challenging year, with the Group recording a total revenue of RM13.6 million, we remain focused on sustainable value creation and are committed to improving performance through strategic planning and innovation.

### **CUSTOMER SATISFACTION**

At Green Ocean, we recognise that customer satisfaction and loyalty are critical to sustaining long-term success. We are committed to delivering consistently high-quality products and services by actively engaging with our customers and integrating their feedback into our continuous improvement processes.

We consider our customers not just as end-users, but as strategic partners in innovation. Their insights and suggestions play a vital role in helping us stay competitive and responsive to evolving market needs. To foster strong relationships, we prioritise customer engagement through various channels, including face-to-face meetings, email communications, and our corporate website.

### Product & service quality & safety

The quality and safety of our products and services are core values deeply embedded within our organisational culture. These principles are crucial in earning and maintaining customer trust, while ensuring that we consistently provide safe and compliant products and services that meet or exceed customer expectations.

Our continued focus on customer satisfaction is demonstrated by our dedication to providing an exceptional experience across every stage of the supply and distribution process.

In our food & beverage operations, we place particular emphasis on adhering to stringent food safety standards and regulatory requirements across all markets. This includes rigorous sourcing protocols, cold chain integrity, traceability, and quality control measures to ensure that all food and beverage products are handled, stored, and delivered in a manner that guarantees freshness, safety, and compliance. By prioritising food safety and product integrity, we reinforce our commitment to excellence and protect the wellbeing of our customers and end consumers.

### **ANTI-CORRUPTION**

Green Ocean upholds the highest standards of business ethics and compliance across the Group, embodying our core values. This steadfast commitment is vital to protecting the interests of the business and its stakeholders, while fostering trust and reinforcing confidence among all parties involved.

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### MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

### **ECONOMIC SUSTAINABILITY (CONT'D)**

### **ANTI-CORRUPTION (CONT'D)**

The Board and Management team are resolutely dedicated to conducting business with integrity, guided by our comprehensive Code of Conduct ("COC"). The COC clearly outlines Green Ocean's fundamental principles and behavioural expectations for all employees, including Directors, helping them navigate ethical challenges and fulfil their duties responsibly.

Our zero-tolerance stance on corruption is explicitly set forth in our Anti-Bribery and Corruption ("**ABC**") Policy, which is regularly reviewed and updated to remain fully compliant with the Malaysian Anti-Corruption Commission (MACC) Act 2009 and related regulations.

To promote transparency and accountability, Green Ocean has established a dedicated whistleblowing channel under our Whistleblowing Policy. This secure channel allows employees and external stakeholders to confidentially report any concerns or suspected improprieties directly to the Chairman of the Audit Committee, either via email or postal mail.

For ease of access and to promote awareness, our Code of Conduct, ABC Policy, and Whistleblowing Policy are publicly available on our corporate website, ensuring all stakeholders can readily review our commitment to ethical governance.

### Corruption-related training

We plan to introduce anti-corruption training for all new joiners, reinforcing our commitment to fostering a culture of transparency, integrity, and ethical conduct across all levels of the organisation. While formal tracking mechanisms have not yet been established, we are committed to strengthening our anti-corruption practices. Moving forward, the Company aims to implement a systematic tracking framework to ensure that all employees, including new hires, receive appropriate training and continuous awareness support to uphold the highest standards of ethical behaviour and regulatory compliance.

### **Corruption incidents**

As of 31 March 2025, we recorded zero incidents of corruption across Green Ocean's business operations.

	2025	Target
Number of complaints of bribery or corruptions reported	Nil	Nil

### CYBERSECURITY & DATA PROTECTION

In the current digital era, cybersecurity is crucial for companies as they increasingly depend on technology, interconnected systems, and face increasingly sophisticated cyber threats. The risks to systems, data, and overall operations are substantial, highlighting the need for effective cybersecurity measures.

Sustainability Report (cont'd)

### MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

### CYBERSECURITY & DATA PROTECTION (CONT'D)

At Green Ocean, we are fully aware of these challenges and have taken comprehensive steps to mitigate risks and protect our assets. Our commitment to cybersecurity begins with ensuring that all systems and procedures across the Group are in full compliance with the Personal Data Protection Act 2010. This regulatory adherence is fundamental to safeguarding personal data and maintaining the trust of our stakeholders.

We continuously invest in data protection measures to address evolving cyber risks. Our cybersecurity framework includes essential safeguards like firewalls to block unauthorised access and security protocols to monitor and respond to suspicious activities. Our approach is practical and multi-layered, incorporating regular updates, risk assessments, and stringent access controls. We also provide ongoing IT Security Awareness training to ensure our employees stay informed about emerging threats and best practices for protecting both personal and company data.

Our employees undergo training that covers a wide range of topics, including cyberattacks, malware, phishing, and impostor scams, equipping them with the knowledge to effectively recognise and counter cybersecurity threats.

Green Ocean is committed to maintaining the highest standards of data security and privacy, prioritising the protection of personal data for our customers, employees, and stakeholders. We strictly adhere to the Personal Data Protection Act 2010 and regularly review our data privacy and security controls to ensure their effectiveness. We take reasonable steps to ensure data collection is lawful, transparent, and secure, and always obtain consent from customers before handling their data.

In FPE 2025, there were no reported complaints regarding breaches of customer privacy or losses of customer data.

	FPE 31 March 2025	Target
Number of substantiated complaints concerning breaches in customer privacy or data loss	Nil	Nil

### **SUPPLY CHAIN MANAGEMENT**

At Green Ocean, we prioritise trust, integrity, and fairness in all supplier relationships. As a responsible corporate citizen operating in Malaysia, we are committed to supporting a resilient and inclusive supply chain—particularly by engaging small and medium-sized enterprises (SMEs) to aid in the recovery and growth of the local economy.

Recognising our operational requirements, we prioritise sourcing goods and services locally wherever feasible. This not only reduces transportation-related emissions, supporting our environmental objectives, but also provides local suppliers with opportunities for business development, employment generation, and long-term partnerships.

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### MANAGEMENT APPROACH FOR MATERIAL MATTERS (CONT'D)

### CYBERSECURITY & DATA PROTECTION (CONT'D)

### **SUPPLY CHAIN MANAGEMENT (CONT'D)**

In FPE 31 March 2025, majority of our procurement budget was strategically allocated to identify, assess, and engage local suppliers with strong track records, ethical business conduct, and proven capabilities to deliver high-quality services in alignment with our delivery schedules. This approach reinforces our role in building a responsible and resilient supply chain ecosystem.

In our food & beverage operations, local sourcing plays an even more critical role. By collaborating closely with domestic producers, food manufacturers, and logistics providers, we ensure greater control over food safety standards, traceability, and supply consistency. These partnerships enable us to respond swiftly to market demands while reducing lead times and supporting Malaysia's agro-food sector. Our emphasis on local collaboration not only drives operational efficiency but also reflects our commitment to nurturing sustainable, homegrown supply chains that align with both national priorities and consumer expectations.

### **ENVIRONMENTAL SUSTAINABILITY**

### **CLIMATE ACTION**

The Group recognises the significant impact of our energy consumption and greenhouse gas emissions ("**GHG**") on climate change. As responsible corporate citizens, we are committed to minimizing our carbon footprint and actively embracing opportunities presented by the transition to a low-carbon economy.

### **Energy consumption**

We are continuously enhancing our energy utilisation and efficiency through a range of initiatives. We are actively transitioning to LED lighting and energy-efficient inverter air conditioners. To further reduce energy consumption, we implement lighting schedules, install motion sensors in low-usage areas, and conduct regular maintenance on electrical equipment. Additionally, we promote energy-saving habits among employees through awareness campaigns and reminders.

We continuously evaluate and improve our operational processes to reduce energy consumption across our storage, logistics, and office functions. This includes optimising the use of cold storage systems, improving inventory and delivery scheduling, and ensuring equipment and facilities operate at maximum efficiency, particularly during peak demand periods.

Starting this year, the Group has initiated tracking of its total energy consumption from the grid, with recorded usage to be reported in subsequent disclosures

### WATER MANAGEMENT

The escalating issue of water scarcity is a growing concern, driven by factors such as climate change, inadequate water management, and environmental contamination. As water cuts and shortages become increasingly common, the Group is committed to mitigating this risk by adopting efficient water management strategies across all our operations.

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### **ENVIRONMENTAL SUSTAINABILITY (CONT'D)**

### **CLIMATE ACTION (CONT'D)**

### WATER MANAGEMENT (CONT'D)

Water usage varies depending on the size of operations and specific process requirements. Nonetheless, we actively seek to optimise water consumption and minimise waste through recycling and the implementation of efficient water management practices.

We are dedicated to promoting water conservation and raising employee awareness on responsible water use across all our premises and sites.

The Group commenced tracking its water consumption, with data collection currently underway and consumption figures to be reported in future disclosures.

### **WASTE MANAGEMENT**

To promote sustainable consumption and production patterns, Green Ocean is committed to minimising resource usage and managing waste responsibly across all areas of our operations, including storage, logistics, and administrative functions.

We have implemented various initiatives to improve resource efficiency, such as encouraging paper recycling and prioritising electronic methods for communication, document sharing, and record-keeping. Printing and photocopying are kept to a minimum, with double-sided printing set as the default.

In addition, the use of self-service e-portals for leave applications and payslip access has significantly reduced the need for printed HR documents, further supporting our transition towards a more paperless workplace.

Through these efforts, we aim to embed sustainability into our daily operations and foster a culture of environmental responsibility throughout the organisation.

### **SOCIAL SUSTAINABILITY**

### **HUMAN RIGHTS**

The Group is dedicated to protecting the rights and well-being of every employee, recognising the invaluable contributions they make to our success. We are committed to fostering a workplace in which every individual is treated with dignity, respect, and fairness. Our Board and Management play a pivotal role in setting the ethical standards that underpin our operations, ensuring our commitment to human rights is embedded throughout the business.

We are firmly committed to maintaining a safe and healthy working environment, where the right to fair and decent work is upheld. We actively promote freedom of association, equal opportunity, and a workplace free from all forms of discrimination. These core principles are central to building an inclusive and supportive environment for all employees.

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### SOCIAL SUSTAINABILITY (CONT'D)

### **HUMAN RIGHTS (CONT'D)**

In 2025, a comprehensive review was conducted to ensure full compliance with the revised minimum wage requirements under Malaysian labour law. This assessment involved analysing the basic salaries of our employees against the national minimum wage standards. We are pleased to report that our compensation practices across all operating sites in Malaysia meet or exceed the mandated minimum wage thresholds. This reflects our strong commitment to legal compliance and to ensuring fair, lawful, and equitable treatment for all our employees throughout the Group.

All Green Ocean employees and external stakeholders are expected to familiarise themselves with the COC and adhere to its principles. The COC sets out the standards of integrity, professionalism, and ethical behaviour expected across all levels of the organisation. By upholding these standards, we reinforce a culture of accountability and ethical conduct in all aspects of our operations.

### Equal compensation & benefits

We diligently review employee compensation and benefits to ensure they are fair, competitive, and aligned with the welfare and needs of our workforce. All employment practices are conducted in strict compliance with applicable local labour laws and regulations.

### Access to grievance mechanisms

We have established a mechanism to receive, document, and address complaints or grievances. This mechanism is accessible to all individuals, both internal and external to our organisation, who wish to raise concerns regarding potential misconduct. It provides a confidential and transparent channel through which individuals can express their concerns.

Our employees are fully informed about the grievance handling procedures and the Whistleblowing Policy. We are committed to the prompt and effective resolution of any breaches of policy or inappropriate behaviour.

Furthermore, we prioritise ensuring access to remediation and redress for victims of human rights violations. Our objective remains the complete elimination of socio-economic non-compliance incidents within our operations.

	2025	Target
Number of substantiated complaints concerning human rights violations	Nil	Nil

### **HEALTH & SAFETY**

As part of our commitment to building a sustainable organisation, Green Ocean places strong emphasis on the health, safety, and well-being of our employees. We are dedicated to cultivating a proactive "safety first" culture that aligns with the operational demands of our food and beverage distribution and trading activities.

We embed health and safety practices into every aspect of our operations by systematically identifying and managing risks related to logistics, storage, handling of goods, and office-based work. Through these comprehensive measures, we ensure that the risk of serious incidents is significantly reduced, and the likelihood of any incident resulting in death is remote.

Sustainability Report (cont'd)

### **SOCIAL SUSTAINABILITY (CONT'D)**

### **HEALTH & SAFETY (CONT'D)**

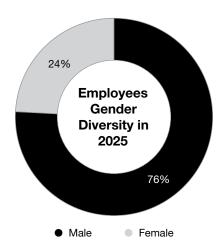
Beyond physical safety, we actively promote employee well-being through awareness programmes and by fostering a supportive, balanced work environment. Our goal is to maintain a safe, healthy, and resilient workforce by preventing work-related injuries, supporting mental health, and upholding our commitment to a zero-fatality and zero Lost Time Incident Rate (LTIR) across all facets of our business.

	2025
Number of fatalities	Nil
Number of lost time injuries	Nil
LTIR	Nil

### **DIVERSITY, EQUITY & INCLUSION**

At Green Ocean, we view diversity as a strategic asset that enriches our workplace culture and drives business success. We embrace a broad spectrum of attributes including race, gender, ethnicity, age, religion, cultural beliefs, disabilities, and sexual orientation. By valuing the unique perspectives and talents of each employee, we enhance decision-making, foster innovation, and strengthen collaboration.

Our commitment to diversity is reflected in inclusive policies and practices that ensure a fair, equitable, and respectful work environment free from discrimination and harassment. We promote equal opportunities in recruitment, compensation, career progression, and rewards, all based on merit and objective performance. As of 31 March 2025, women comprised 23.5% of our workforce, underscoring our ongoing dedication to gender diversity and equality throughout the organisation.



Green Ocean is committed to nurturing local talent, with 100% of its workforce comprising residents from the countries in which it operates. By prioritising local recruitment, the Company not only supports the local economy but also fosters cultural alignment and a strong sense of community within its workforce. Green Ocean's diverse talent pool includes individuals of Malay, Chinese, Indian, and other ethnic backgrounds, reflecting the rich multicultural fabric of the regions it serves.

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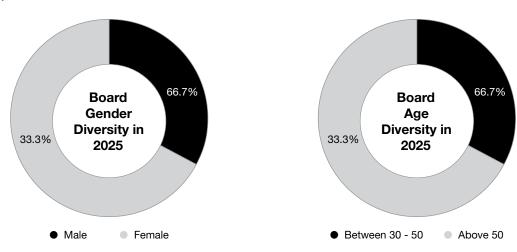
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# Sustainability Report (cont'd)

### SOCIAL SUSTAINABILITY (CONT'D)

### **DIVERSITY, EQUITY & INCLUSION (CONT'D)**

The Board of Green Ocean currently comprises three members, including one woman, thereby achieving the 30% female representation threshold as set out in Practice 5.9 of the Malaysian Code on Corporate Governance (MCCG). The Board recognises the importance of maintaining the right mix of skills and expertise alongside gender diversity. With the current threshold met, the Board remains committed to upholding and sustaining gender balance not only at the board level but also across senior management and the wider workforce.



### **EMPLOYEE MANAGEMENT**

We recognise that our greatest assets are our employees, and our commitment to their well-being is unwavering. We understand that a successful organisation is built upon a workforce that feels valued, empowered, and respected. By fostering a safe and healthy working environment, we are dedicated to ensuring that all employees have equal access to resources, benefits, and opportunities for skill development and career progression. This commitment not only supports individual growth but also drives sustainable business success. Through these efforts, we strive to create a dynamic and thriving workplace where both our people and our Company can flourish.

### Talent acquisition & onboarding

We are committed to fostering the professional growth of our workforce by providing ample opportunities for career advancement within the company. Our focus is on maximising the potential of internal talent, ensuring team members have the necessary resources and support to thrive in their roles.

When internal promotion is not feasible, our Human Resources team utilises a range of assessment tools and methodologies to conduct a fair and thorough recruitment process. We strive to select candidates whose skills, experience, and values align with the role requirements and the company's broader objectives, attracting individuals who can make a positive impact on our mission. We ensure that all new hires benefit from a structured onboarding programme designed to support a smooth and successful transition into the organisation.

Sustainability Report (cont'd)

### SOCIAL SUSTAINABILITY (CONT'D)

### **EMPLOYEE MANAGEMENT (CONT'D)**

### Upskilling & reskilling

Empowering our employees to excel is integral to the growth and success of the Group. To support this, we provide continuous learning opportunities that foster both personal and professional development, enabling our workforce to stay ahead in an ever-evolving industry landscape.

In FPE 31 March 2025, we continued to prioritise investment in training and development programmes, leveraging both in-person and online platforms. A total of 56 hours were dedicated to internal and external learning and development initiatives.

Employee Category	Total hours of training 2025
Management	30
Executive	26
Non-executive/Technical staff	0
Total	56

	Average training hours per employee 2025
Overall	3.3

### Performance management & compensation

At Green Ocean, we are committed to fostering a culture centred on performance, accountability, collaboration, and shared success. These core values shape how we operate as individuals and teams, enabling us to achieve meaningful results, take ownership of our responsibilities, and celebrate achievements collectively.

We also believe in recognising and rewarding excellence. Employees who consistently demonstrate strong performance and uphold our values are acknowledged through performance-based bonuses and career advancement opportunities. To ensure fairness and competitiveness, we conduct regular reviews of our remuneration packages, aligning them with industry benchmarks and local market standards.

### Succession planning

Succession planning is essential to ensuring the long-term success and resilience of the organisation. The relevant committees oversee the evaluation and implementation of the human resource strategy, including succession management frameworks and related initiatives.

Succession planning will be progressively introduced, with a focus on developing internal talent pipelines. This involves providing tailored training and development programmes to prepare employees for future leadership roles and to support business continuity.

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## Sustainability Report (cont'd)

#### **SOCIAL SUSTAINABILITY (CONT'D)**

#### **EMPLOYEE MANAGEMENT (CONT'D)**

#### Employee engagement

Green Ocean promotes a culture of engagement, inclusion, and well-being by organising a range of activities designed to strengthen team cohesion and celebrate our employees. These initiatives, including festive celebrations, are aimed at enhancing employee morale and fostering a strong sense of unity and camaraderie throughout the organisation.

#### **Employee retention & attribution**

In FPE 31 March 2025, our attrition rate was 53%, largely due to reduced turnover among executive and technical staff. We aim to lower this rate further by improving our salary and reward schemes, building a strong talent pipeline, and continuously enhancing our talent development programmes. These efforts are focused on boosting employee satisfaction and loyalty, ensuring we retain and nurture top talent within the organisation.

Employee Category	Total numbers of new hires 2025
Management	0
Executive	7
Non-executive/Technical staff	5
Total	12

Employee Category	Total numbers of employee turnover 2025
Management	1
Executive	5
Non-executive/Technical staff	3
Total	9

	2025
New hire rates (%)	71%
Turnover rates (%)	53%

All of our employees are on permanent contracts, with no temporary or contract staff engaged across our operations. This approach reflects our commitment to long-term employment, stability, and the consistent development of our workforce. By maintaining a fully permanent employee base, we foster stronger organisational cohesion, ensure fair and consistent labour practices, and uphold our values of employee welfare and ethical workforce management.

Sustainability Report (cont'd)

#### **SOCIAL SUSTAINABILITY (CONT'D)**

#### **COMMUNITY INVESTMENT**

At Green Ocean, we are committed to being a responsible corporate citizen by actively engaging with and supporting the communities in which we operate. We believe that fostering strong community relationships and promoting social inclusion are essential to achieving sustainable success. Our approach goes beyond business operations, we aim to make a lasting, positive impact by contributing to local development initiatives and enhancing the well-being of the communities we serve.

During the financial period, Green Ocean supported a range of community-focused initiatives through monetary contributions and other forms of assistance. These efforts were directed towards areas such as education, social welfare, and community development. Our aim is to create a positive impact on the lives of individuals and communities in need, reinforcing our commitment to inclusive growth and responsible corporate citizenship.

#### **GOVERNANCE SUSTAINABILITY**

#### **POLICY & REGULATORY COMPLIANCE**

At Green Ocean, compliance with relevant policies and regulations, particularly those concerning environmental, social, and governance matters, is essential to our long-term sustainability and business integrity. We view proactive adherence not only as a means to safeguard operations but also as a strategic tool to enhance competitiveness, attract responsible investors, and strengthen our market presence.

Non-compliance poses significant risks, including financial penalties, legal consequences, reputational harm, and operational disruption. As such, we are committed to maintaining strong compliance practices and closely monitoring regulatory developments. This approach enables us to manage risk effectively while reinforcing our dedication to responsible growth and ethical business conduct.

#### **MOVING FORWARD**

Sustainability is not just a goal for Green Ocean, it is a core principle that shapes our values and guides our decision-making across the organisation. We view responsible business practices not only as an ethical duty but also as a strategic advantage in an increasingly dynamic and competitive environment.

Looking ahead, we remain committed to embedding sustainability into both our daily operations and long-term strategic planning. Our aim is to establish Green Ocean as a benchmark for sustainable business excellence, driving performance while upholding our responsibilities to the environment, our stakeholders, and the communities we serve.

Through the continued and thoughtful implementation of our sustainability initiatives, we will strengthen our business resilience, reduce our environmental impact, and contribute to a more inclusive and responsible future.

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### CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("Board") of Green Ocean Corporation Berhad ("Green Ocean" or "the Company") presents this Statement to provide shareholders and investors with an overview of the application of the Principles set out in the Malaysian Code on Corporate Governance ("MCCG") and should be read together with the Corporate Governance Report 2025 ("CG Report") of Green Ocean which accompanies with this Annual Report and is also available on Green Ocean's website at www.greenoceancorp.com ("Green Ocean's Website"). The detailed explanation on the application of the corporate governance practices is reported under the CG Report.

#### PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

#### (a) BOARD RESPONSIBILITIES

The roles and responsibilities of the Board and Management, the Board Committees and the individual Directors are set out in the Board Charter which is accessible through Green Ocean's Website. The Board Charter will be reviewed on an annual basis or more frequently if necessary.

It is the primary governance responsibility of the Board to provide stewardship and directions for the management of the Group. The Board's responsibilities in respect of the stewardship of the Company include review and approve strategic plans and key business initiatives, corporate governance and internal control frameworks and promote a sound corporate culture which reinforces ethical, prudent and professional behaviour. While the Board sets the platform of strategic planning and policies, the Executive Director is responsible for implementing the operational and corporate decisions while the Independent Non-Executive Directors ensure corporate accountability by providing unbiased and independent views, advice and judgement and challenging the Management's assumptions and projections in safeguarding the interests of shareholders and investors.

The Board has defined the roles and responsibilities for its Directors. In discharging their fiduciary responsibilities, the Directors deliberate and review the financial performance, the execution of strategic plans, the principal risks faced and the effectiveness of management mitigation plans, the appraisal of Executive Management and Key Management, succession plan as well as the integrity of management information and systems of internal control of the Group.

The day-to-day management of the business operations of Green Ocean is led by the Executive Director and a team of Key Management. The Board is constantly updated by the team on the implementation of all business and operational initiatives and significant operational and regulatory challenges faced.

Following the resignation of Dato' Nik Ismail bin Dato' Nik Yusoff on 27 May 2025, the position of the Chairman of the Board has been vacated. The Company is looking for suitable candidate to fill the vacancy.

The roles of the Chairman is defined and set out in the Board Charter. The Chairman facilitates the effective contributions of all Directors and promotes constructive and respectful relations between Board members and between Board and Management. The Board has welldefined descriptions for responsibilities of the Board Chairman, Executive Director and the individual Board Members.

In furtherance of the above and to ensure orderly and effective discharge of its functions and responsibilities, the Board has established the following Board Committees:

- Audit Committee ("AC")
- Nomination and Remuneration Committee ("NRC")

Corporate Governance Overview Statement (cont'd)

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

#### (a) BOARD RESPONSIBILITIES (CONT'D)

The Board has defined the terms of reference ("**TOR**") for each Committee. The Chairman of these respective Committees report and update the Board on significant matters and salient matters deliberated in the Committees' meetings.

The Board is supported by one (1) External Company Secretary. The Company Secretary of Green Ocean is qualified to act as Company Secretary under Section 235 of the Companies Act 2016, of which is an Associate Member of the Malaysian Institute of Chartered Secretaries & Administrators. The Company Secretary provides the required support to the Board in carrying out its duties and stewardship role, providing the necessary advisory role with regards to the Company's constitution, Board's policies and procedures as well as compliance with all regulatory requirements, codes, guidance and legislation.

There were nine (9) Board Meetings held during the financial period ended 31 March 2025 ("FPE 31 March 2025"). Meeting agendas included review of quarterly financial results and announcements, plan and direction of the Group. The record of attendance for each Director at those meetings are set out below:

Name	Designation	No. of Meetings Attended	Percentage of Attendance
Tay Ben Seng, Benson	Executive Director	9/9	100%
Roy Winston George	Independent Non-Executive Director	9/9	100%
Wan Nur Syazwani binti Wan Ahmad Najmuddin	Independent Non-Executive Director	9/9	100%
Dato' Nik Ismail bin Dato' Nik Yusoff (Resigned on 27 May 2025)	Independent Non-Executive Chairman	9/9	100%
Kang Teik Yih (Resigned on 21 March 2025)	Independent Non-Executive Director	9/9	100%
Tan Aik Heang (Appointed on 25 June 2025)	Independent Non-Executive Director	-	-

The Board meetings are fixed in advance at the end of the preceding financial year to enable the Directors to plan ahead and incorporate the year's meetings into their own schedules. Board meetings are held every quarter and additional meeting are held as and when necessary. Senior management are invited to attend Board meetings to furnish details or clarifications on matters tabled for the Board's consideration.

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Corporate Governance Overview Statement (cont'd)

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

#### (a) BOARD RESPONSIBILITIES (CONT'D)

In the intervals between Board meetings, for exceptional matters requiring urgent Board decisions, Board approvals are sought via written resolutions, which are attached with sufficient and relevant information required for an informed decision to be made. Where a potential conflict arises in any transactions involving any particular Director's interest, such Director is required to declare his or her interest and abstain from discussion and the decision-making process. In the event one or more Directors are unable to attend Board meetings physically, the Company's Constitution allow for such meetings to be conducted via telephone, video conference or any other form of electronic communication.

Continuous training is vital for the Directors in discharging their duties effectively. All Directors are encouraged to attend appropriate external training programmes to gain insight and keep abreast with developments and issues relevant to the Group's business especially in the areas of corporate governance and regulatory requirements.

The external training programmes, seminars and/or conferences attended by the Directors in office at the end of FPE 31 March 2025 were as follows:

No.	Director	Tra	ining Programmes/Seminar/Conference
1	Mr. Tay Ben Seng, Benson	-	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
2	Mr. Roy Winston George	-	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
3	Puan Wan Nur Syazwani binti Wan Ahmad Najmuddin	-	Management of Cyber Risk Programme Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
4	Mr. Tan Aik Heang	<u>-</u>	471 - Financial Crime & Cyber Security Risks PKJ772 - Rethinking Business Strategies in Driving the ESG and Sustainability Agenda

The Board (via the NRC and with assistance of the Company Secretary) continuously evaluate and determine the training needs of the Directors to build their knowledge so that they can be up-to-date with the development of the Group's business and industry that may affect their roles and responsibilities.

#### (b) BOARD COMPOSITION

Green Ocean is led and managed by a diverse and experienced Board with a mix of suitably qualified and experienced professionals that are relevant to the business to carry out its responsibilities in an effective and competent manner. The current Board is drawn from different ethnic, cultural and socioeconomic backgrounds and their ages range from 38 to 60 years to ensure that diverse viewpoints are considered in the decision making process.

The profile of each Director is set out in Pages 14 to 17 of this Annual Report.

The Board currently has four (4) members including three (3) Independent Directors. The Board takes cognizance of the recommendation that at least half of the Board comprise of independent directors and although the Board has not made any decision at this juncture, going forward, the Board will review and deliberate on the merits of the recommendation vis-a-vis, the Group's size, structure and dynamics during the coming financial year.

Corporate Governance Overview Statement (cont'd)

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

#### (b) BOARD COMPOSITION (CONT'D)

During the FPE 31 March 2025, the Board through its NRC conducted an annual review of the Board's size, composition and balance and concluded that the Board's dynamics are healthy and effective. The present members of the Board possess the appropriate skills, experience and qualities to steer the Group forward. The NRC is also satisfied that the existing structure, size, composition, current mix of skills, competence, knowledge, experience and qualities of the existing Board members are appropriate to enable the Board to carry out its responsibilities effectively. The Board will continue to monitor and review the Board size and composition and will nominate new members as and when the need arises.

The Board noted the Practice 5.3 of the MCCG states that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Nevertheless, upon completion of the nine (9) years, an Independent Director may continue to serve the Board subject to the approval of shareholders to continue as an Independent Director or be re-designated as a Non-Independent Director. An Independent Director who continues to serve the Board beyond nine (9) years, the Board should provide justification and seek annual shareholder's approval through a two-tier voting process as prescribed under the MCCG. Currently, all the Independent Directors of the Company has each served less than nine (9) years in the Company. The Board noted the recommendation of MCCG and shall address the matter when the need arises.

The re-election of Directors provides an opportunity for shareholders to renew their mandate conferred to the Directors. The Constitution of the Company provides that all directors shall retire by rotation once in every three (3) years or at least one-third (1/3) of the Board shall retire but shall be eligible to offer themselves for re-election at the Annual General Meeting ("**AGM**"). The above provisions are adhered to by the Board at every AGM.

At the forthcoming 2025 AGM, Mr. Roy Winston George is due to retire under Clause 134 of the Constitution and being eligible has offered himself for re-election. Mr. Tan Aik Heang is due to retire under Clause 119 of the Constitution and being eligible has offered himself for re-election. Following the NRC's review on the performance of the four (4) Directors and having noted their significant and valued contributions to the Board, the NRC has recommended their re-election to the Board and the Board has concurred with such recommendation and is recommending that shareholders to re-elect the retiring Directors at the forthcoming 2025 AGM.

#### (c) REMUNERATION

The Board (via the NRC) will ensure that the Group's levels of remuneration commensurate with the skills and responsibilities expected the Directors and that it must be sufficient to attract and retain talent needed to run the Group successfully. The Board, as a whole, determines the remuneration of the Directors and each individual Director is required to abstain from discussing his/her own remuneration.

The NRC is guided by market norms and industry practices when making recommendations for the compensation and benefits of Directors. The NRC's recommendation on the remuneration for the Directors is subject to the Board's approval as it is the ultimate responsibility of the Board to approve the remuneration of the Directors.

In relation to the Directors' Fees and allowances for the Non-Executive Directors, it will be presented at the AGM for shareholders' approval. The details of the Group's remuneration policies and practices are included in the Board Charter which is available on Green Ocean's Website.

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## Corporate Governance Overview Statement (cont'd)

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

#### (c) REMUNERATION (CONT'D)

#### **Directors' Remuneration**

The remuneration of the Directors of the Company for the FPE 31 March 2025 are as follows:

	Salaries and allowances (RM)	Fees (RM)	Defined contribution plan (RM)	SOCSO & EIS (RM)	Total (RM)
Company					
Dato' Nik Ismail bin Dato' Nik Yusoff (Resigned on 27 May 2025)	5,000	63,000	-	-	68,000
Tay Ben Seng, Benson	160,000	-	19,200	1,507	180,707
Kang Teik Yih (Resigned on 21 March 2025)	5,000	54,000	-	-	59,000
Roy Winston George	5,000	54,000	_	-	59,000
Wan Nur Syazwani binti Wan Ahmad Najmuddin	5,000	54,000	-	-	59,000
Tan Aik Heang (Appointed on 25 June 2025)	-	-	-	-	-
Grand total	180,000	225,000	19,200	1,507	425,707

<sup>\*</sup> FPE 31 March 2025 is for 18-month period from 1 October 2023 to 31 March 2025.

#### **Remuneration Disclosure for Senior Management**

The Board acknowledged that disclosure of remuneration of the senior management on an individual basis provides transparency and enable the stakeholders to assess whether the remuneration commensurate with their individual performance, taking into consideration of the Company's performance. However, the Board also understand that such disclosure at employee level for senior management have to be considered in terms of how its affect the dynamics of the workforce internally which may yield unintended outcome among the employees, who themselves are part of the Company's stakeholders, and for this reason has not adopted any disclosure of such employees' remuneration.

#### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

#### (a) AUDIT COMMITTEE

The AC currently comprises three (3) members, majority of whom are Independent Directors. None of the current members of the AC is former key audit partner involved in auditing the Group.

The Board noted the Practice 9.2 of the MCCG requires the AC to have a policy that requires a former partner of the external audit firm of the company to observe a cooling-off period of at least three (3) years before being appointed as a member of the AC. The AC will update the TOR to include a provision governing a requirement of a three-year cooling-off period prior to a former key audit partner being appointed as a member of the AC.

Corporate Governance Overview Statement (cont'd)

#### PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (CONT'D)

#### (a) AUDIT COMMITTEE (CONT'D)

The AC has policies and procedures to review, assess and monitor the performances, suitability and independence of the external auditors.

Prior to the commencement of the annual audit, the AC will seek confirmation from the external auditors as to their independence. This confirmation would be re-affirmed by the external auditors to the AC upon their completion of the annual audit. These confirmations were made pursuant to the Independence Guidelines of the Malaysian Institute of Accountants.

Further details on the work performed by AC in furtherance of its oversight role are set out in the AC Report on Pages 45 to 49 of this Annual Report.

#### (b) RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

During FPE 31 March 2025, the Board and AC were assisted by the Executive Director and the Management to maintain its risk management system, which is reviewed and updated constantly to safeguard shareholders' investments and the Group's assets.

The Group's internal audit function has been outsourced to an external consultant which reports directly to the AC.

The internal audit function reviews and appraises the risk management and internal control processes of the Group. The Statement on Risk Management and Internal Control set out on Page 50 to 52 of this Annual Report provides an overview of the Group's approach to ensure the effectiveness of the risk management and internal processes within the Group. The Board will consider to restructure its risk management and internal control processes with the establishment of the Audit and Risk Management Committee.

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

#### (a) COMMUNICATION WITH STAKEHOLDERS

Green Ocean is committed to upholding high standards of transparency and promotion of investor confidence through the provision of comprehensive, accurate and quality information on a timely and even basis.

The Board endeavors to keep its shareholders and investors informed of the Group's progress through a comprehensive annual report and financial statements, circulars to shareholders, quarterly financial reports, periodic press releases and the various announcements made during the year. These will enable the shareholders, investors and members of the public to have an overview of the Group's performance and operation.

The Group also maintains a corporate website at <a href="www.greenoceancorp.com">www.greenoceancorp.com</a> whereby shareholders as well as members of the public may access for the latest information on the Group. Alternatively, they may obtain the Company's latest announcements via the website of Bursa Securities at <a href="www.bursamalaysia.com">www.bursamalaysia.com</a>.

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## Corporate Governance Overview Statement (cont'd)

### PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONT'D)

#### (b) CONDUCT OF GENERAL MEETINGS

The Board recognises the importance of communications with its shareholders and will take additional measures to encourage shareholders' participation at general meetings as recommended by the MCCG. This includes the Chairman highlighting to shareholders and proxy holders, their right to speak up at general meetings, the conduct of poll voting for all resolutions tabled at general meetings and a review of the performance of the Group during the AGMs.

All the Directors attended the 20th AGM held on 21 February 2024. Barring unforeseen circumstances, all Directors (which include the Chairs of all mandated Board committees) shall be attending the forthcoming 21st AGM in person to engage directly with the shareholders and address their queries at the meeting. The external auditors will also be present at the meeting to answer shareholders' queries on their audit process and report, the accounting policies adopted by the Group, and their independence.

In line with the best corporate governance practice, the Notice of the 21st AGM and Annual Report are sent out to shareholders at least 28 days before the date of the meeting to allow sufficient time for shareholders to consider the proposed resolutions to be tabled at the AGM.

Pursuant to Rule 8.31(A) of the ACE LR, all resolutions tabled at general meetings will be put to vote by way of a poll and the voting results will be announced at the general meetings and through Bursa LINK. The Board will ensure that all resolutions set out in the forthcoming and future general meetings will be voted on by way of a poll and verified by an independent scrutineer. The outcome of all resolutions proposed at the general meetings will be announced to Bursa Securities through Bursa LINK on the same day.

The 21st AGM of the Company will be held on physical mode which will involve the physical participation and voting by shareholders at the meeting.

#### **Key Focus Area and Future Priorities**

The Board is fully committed to compliance with the requirements of MCCG. The Board will continue to enhance its corporate governance practices by taking steps to address the current departures from the Practices stipulated in the MCCG. The key focus areas will be meeting the requirements with regards to women directors and the adoption of integrated reporting based on a globally recognised framework.

This CG Overview Statement was approved by the Board on 28 July 2025.

# AUDIT COMMITTEE REPORT

#### MEMBERS OF THE AUDIT COMMITTEE

The Audit Committee ("AC" or the "Committee") of Green Ocean Corporation Berhad ("Green Ocean" or the "Company") is comprised wholly of Non-Executive Directors as follows:

#### **Tan Aik Heang**

(Appointed on 25 June 2025) Chairman, Independent Non-Executive Director

#### Kang Teik Yih

(Resigned on 21 March 2025) Chairman, Independent Non-Executive Director

#### **Roy Winston George**

Member, Independent Non-Executive Director

#### Wan Nur Syazwani binti Wan Ahmad Najmuddin

Member, Independent Non-Executive Director

Mr. Roy Winston George is a member of the Malaysian Institute of Accountants.

Mr. Roy Winston George meets the requirement of Rule 15.09 (1)(c)(i) of Ace Market Listing Requirements in that he is a Chartered Accountant and a member of the Malaysian Institute of Accountants.

#### **SECRETARY**

The secretary to the AC is the Company Secretary of the Company.

#### **TERMS OF REFERENCE**

The AC has discharged its function and carried out its duties as set out in the Terms of Reference ("TOR").

The detailed TOR of the AC outlining the composition, duties and functions, authority and procedures of the AC are published and available on the Company's website at <a href="https://www.greenoceancorp.com">www.greenoceancorp.com</a>.

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Audit Committee Report (cont'd)

#### **MEETINGS AND MINUTES**

#### **Attendance at Meetings**

The record of attendance of the members of the AC for meetings held during the financial period ended 31 March 2025 ("FPE 31 March 2025") are as follows:

AC Member	Designation	Number of Committee Mentings Attended
Tan Aik Heang (Appointed on 25 June 2025)	Chairman	-
Kang Teik Yih (Resigned on 21 March 2025)	Chairman	7/7
Roy Winston George	Member	7/7
Wan Nur Syazwani binti Wan Ahmad Najmuddin	Member	7/7

The quorum of the meeting is two (2).

#### **Meetings**

The AC will meet at least four (4) times a year although additional meetings may be called at any time at the discretion of the Committee. The record of attendance of the members of the AC is shown above.

The meetings are pre-scheduled and are timed just before the Company's Board of Directors' ("**Board**") meetings. The Agenda carries matters that need to be deliberated, reviewed or decided on and reported to the Board. Notices and AC papers are circulated to all members prior to the meeting with sufficient time allocated for them to prepare themselves for deliberation on the matters being raised.

If the need arises, the Chairman has the discretion to call for the attendance of Management, internal auditors and external auditors during such meetings.

During its AC meetings, the AC shall review the risk management and internal control processes, the Interim and Year-end Financial Report, the Internal and External Audit Plans and Reports, Related Party Transactions/ Recurrent Related Party Transactions ("RRPT"), and all other areas within the scope of responsibilities of the AC under its TOR.

#### **Minutes**

The Company Secretary shall be the Secretary of the AC which shall provide the necessary administrative and secretarial services for the effective functioning of the Committee. The minutes of the meetings are circulated to the Committee and to all members of the Board.

Audit Committee Report (cont'd)

#### SUMMARY OF ACTIVITIES

In respect of the FPE 31 March 2025, the AC in discharging its duties and functions carried out activities which are summarised broadly as follows:

#### a) Internal Audit

The AC is aware of the fact that an independent and adequately resourced internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness of the systems of internal control.

The Company engaged CGRM Infocomm Sdn. Bhd. as outsources Internal Auditors to carry out the internal audit function of the Company and its group of companies ("**Group**") for the FPE 31 March 2025.

The internal auditor reports directly to the AC regulary by presenting its Internal Audit Reports during the AC meetings, whereby relevant issues identified in the Internal Audit Reports will be discussed with the Management in the meeting. Rectification work, if necessary will be performed and follow-up will be carried out by internal auditor for the purpose of reporting at the subsequent AC meeting.

During the financial period the following internal audit reports were tabled for discussion and review:-

- i) Revised Internal Audit Plan for the financial year ended 30 September 2024.
- ii) Review on Sales and Billing Management of the Group. The audit scope includes Customer order receiving, sales order processing, order delivery monitoring process, delivery confirmation process, customer billing process, complaints management and returns and replacement management.
- iii) Follow up audit review on the Internal Audit Report concerning Purchasing Management.

FPE 31 March 2025, the cost incurred for internal audit function was RM10,000.

#### b) Financial Reporting

In overseeing and discharging its responsibilities in respect of financial reporting, the AC:

- i. Reviewed the financial positions, unaudited quarterly interim financial reports and announcements for the quarters ended 31 December 2023, 31 March 2024, 30 June 2024, 30 September 2024, 31 December 2024 and 31 March 2025 prior to submission to the Board for consideration and approval;
- ii. Ensured the quarterly reports and Audited Financial Statements ("AFS") were prepared in compliance with the Malaysian Reporting Financial Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the Requirements of the Companies Act 2016 in Malaysia while the quarterly reports took into consideration of Rule 9.22 including Appendix 9B of the Listing Requirements;
- iii. Reviewed the various Board's Policies and Procedures for RRPT;
- iv. Reviewed the External Auditors' Audit Plan for the FPE 31 March 2025 which covered the engagement and reporting requirements, audit approach, areas of audit emphasis, significant events during the financial period, communication with the management, engagement team, the reporting and deliverables as well as the proposed audit fees;

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## Audit Committee Report (cont'd)

#### **SUMMARY OF ACTIVITIES (CONT'D)**

#### b) Financial Reporting (cont'd)

In overseeing and discharging its responsibilities in respect of financial reporting, the AC: (cont'd)

- v. Reviewed the External Auditors' audit findings and recommendations and the AFS for the FPE 31 March 2025:
- vi. Considered the performance of External Auditors, reviewed the independence of External Auditors and recommended to the Board for re-appointment;
- vii. To ensure the integrity of the financial information, received assurance from the Executive Directors and the Management, that:
  - Appropriate accounting policies had been adopted and applied consistently;
  - The going concern basis applied in the AFS was appropriate;
  - Prudent judgements and reasonable estimates had been made in accordance with the requirements set out in the MFRSs and IFRSs;
  - Adequate controls and processes were in place for effective and efficient financial reporting and relevant disclosures under MFRSs, IFRSs and Listing Requirements; and
  - The consolidated AFS and the Quarterly Condensed Consolidated Financial Statements did not contain material misstatements and gave a true and fair view of the financial position.

#### c) Other Responsibilities

- i. Reviewed and recomended to the Board for approval the audit fees and non-audit fee payable to the External Auditors;
- ii. Reviewed the AC Report, Corporate Governance ("CG") Overview Statement, CG Report and Statement on Risk Management and Internal Control for inclusion in the 2025 Annual Report; and
- iii. Reviewed the Statement on Risk Management and Internal Control together with the Internal Auditors and External Auditors and received assurance from the Executive Directors and the Management that the Group's risk management and internal control systems are operating adequately and effectively in all material aspects before recommending the Statement to the Board for approval.

#### d) External Audit

Messrs Morison LC PLT ("Morison") is the External Auditors for the Group. The External Auditors attended three (3) AC meetings held during the FPE 31 March 2025. The External Auditors were encouraged to raise with the AC any matters they considered important to bring to the AC's attention. For FPE 31 March 2025, one (1) private session was held between the AC with the External Auditors without the presence of the Executive Director and Management. The Chairman of the AC also sought information on the communication flow between the External Auditors and the Management which was necessary to allow unrestricted access to information for the External Auditors to effectively perform their duties.

Audit Committee Report (cont'd)

#### **SUMMARY OF ACTIVITIES (CONT'D)**

#### d) External Audit (cont'd)

The non-audit fees paid to the External Auditors amounting to RM25,000 for the FPE 31 March 2025. The non-audit fees were in respect of services rendered in respect of review of the Statement on Risk Management and Internal Control and agreed upon procedures on share consolidation.

The AC carried out an assessment of the performance and suitability of Morison based on the quality of services and relationship with Management, AC, Internal auditors and Board. The AC has been generally satisfied with the independence, performance and suitability of Morison based on the assessment and are recommending to the Board and shareholders for approval for the re-appointment of Morison as External Auditors for the financial year ending 31 March 2026.

#### **CG PRACTICES**

Apart from discharging its duties with respect to the internal audit, financial reporting and external audit, the AC also reviewed the disclosures made in respect of the financial results and Annual Report of the Company in line with the principles and spirit set out in the Malaysian Code on Corporate Governance, other applicable laws, rules, directives and guidelines.

The AC discussed and reviewed the CG Overview Statement and CG Report for the FPE 31 March 2025.

This AC Report was approved by the Board on 28 July 2025.

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# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

#### INTRODUCTION

Pursuant to Paragraph 15.26(b) of the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors ("Board") of Green Ocean Corporation Berhad ("Green Ocean" or "the Company") is pleased to provide the Statement on Risk Management and Internal Control of the Group for the financial period ended 31 March 2025 ("FPE 31 March 2025"), which has been prepared, taken into consideration the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers ("the Guidelines") and made in accordance with the recommendations of the Malaysian Code of Corporate Governance ("MCCG").

#### 1. RESPONSIBILITY FOR RISK MANAGEMENT AND INTERNAL CONTROLS

The Board and Management recognise their overall responsibilities in maintaining a sound system of internal controls that covers financial, operational, compliance and risk management practices in the organisation. The Board acknowledges its overall responsibility to review and maintain an adequate system of internal controls organisation- wide with consistent integrity designed to manage rather than eliminate risks to improve the governance process of the organisation. However, there are limitations inherent in any system of internal controls; the evaluation and implementation of the system can only provide reasonable assurance and not absolute assurance against any material loss or misstatement.

The Group has established an on-going process for identifying, evaluating and managing the significant risks that may affect the achievement of its business objectives. The system of internal controls has been in place during the financial year and the system is subject to regular reviews by the Board. The Board has received assurance from the Executive Director and the Management that the Company's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

#### 2. INTERNAL AUDIT FUNCTION

The Group's Internal Audit function is currently outsourced to an independent professional firm, CGRM Infocomm Sdn. Bhd., which reviews and evaluates the adequacy and effectiveness of the Group's risk management and internal control systems and reports functionally to the Audit Committee ("AC") of its audit findings. The Internal Audit provides independent advisory services and reasonable assurance of the orderly and effective of the operations of the Group.

The internal audit fieldwork and reporting are carried out with reference to the International Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors and the COSO (Committee of Sponsoring Organisations of the Treadway Commission) Framework for Internal Controls.

The scope of the internal audit focused on the risk areas identified in the enterprise-wide risk assessment exercise in accordance with the internal audit plan approved by the AC. Based on the results of the reviews, discussions are held with the Management to deliberate the risk areas identified, control gaps, and recommendations for improvement actions to be undertaken by the Management to address the internal control weaknesses. None of the weaknesses have resulted in any material losses, contingencies or uncertainties that would require disclosure in this Annual Report.

The internal audit fee incurred for the outsourced internal audit function in respect of the financial period under review amounted to RM10,000.

### Statement on Risk Management and Internal Control (cont'd)

#### 3. KEY ELEMENTS OF INTERNAL CONTROLS

Apart from risk management and internal audits, the other key elements of the Group's internal control systems are as follows:

- The Board has put in place an organisation structure, which formally defines lines of responsibility and delegation of authority.
- Internal control procedures are set out in a series of standard operating policies and procedures.
   These procedures are subject to regular reviews and improvements to reflect changing risks or to resolve operational deficiencies.
- Quarterly performance reports with information on financial performance and key business indicators are deliberated at the AC meetings and thereafter tabled to the Board.
- The AC and the Board are committed to identify any significant risks faced by the Group and assess the adequacy of financial and operational controls to address these risks.
- The AC reviews the External Auditors' recommendations on internal controls arising from the statutory audit.
- The AC holds meetings to deliberate on the findings and recommendations for improvement by both the Internal and External Auditors on the state of the internal controls system and reports to the Board.
- Formal board meetings are held during the financial year under review in order to assess the performance and controls at operational level.

#### 4. REVIEW OF THIS STATEMENT

As required by Rule 15.23 of ACE LR of Bursa Securities, the External Auditors have reviewed this Statement on Risk Management and Internal Controls pursuant to the scope set out in the Audit and Assurance Practice Guide 3 ("AAPG 3"), Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in Annual Report issued by the Malaysian Institute of Accountants for inclusion in the Annual Report for the FPE 31 March 2025. Based on their procedures performed, nothing has come to their attention that caused them to believe that this statement is not prepared, in all material respect, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Controls: Guidance for Directors of Listed Issuers to be set out, nor is factual inaccurate.

AAPG 3 does not require the external auditors to consider whether the Directors' Statement on Risk Management and Internal Control covers all risks and controls, or to form an opinion on adequacy and effectiveness of the Group's risk management and internal control system including the assessment and opinion by the Board and Management thereon. The auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the problems.

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#### GREEN OCEAN CORPORATION BERHAD

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Statement on Risk Management and Internal Control (cont'd)

#### 5. CONCLUSION

The Board is of the view that the developments of internal controls is an on-going process and has taken steps to establish a sound internal controls system and will continue to strengthen the internal controls environment.

Based on the Internal Auditors' reports for the FPE 31 March 2025, there is a reasonable assurance that the Group's systems of internal controls are adequate and are working satisfactorily.

This Statement on Risk Management and Internal Control was approved by the Board on 28 July 2025.

# STATEMENT OF DIRECTORS' RESPONSIBILITY FOR THE AUDITED FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 ("CA 2016") to prepare the financial statements of each financial year which have been made out in accordance with the applicable Malaysian Accounting Standards Board and to give a true and fair view of the state of affairs of Green Ocean Corporation Berhad ("the Company") and its group of Companies ("Group") at the end of the financial period, and of the results and cash flows of the Group and of the Company for the period ended.

In preparing the financial statements, the Directors have taken the necessary steps and actions as follows:

- Selected suitable accounting policies and applied them consistently;
- Made judgements and estimates that are prudent and reasonable;
- Ensured that all applicable accounting standards have been followed; and
- Prepared the financial statements on a going concern basis as the Directors have a reasonable expectation, having made the necessary enquiries, that the Group and Company have adequate resources to continue operational existence for the foreseeable future.

The Directors have the responsibility in ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Group and Company and which enable them to ensure that the financial statements comply with the CA 2016.

The Directors have the overall responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect any fraud and other irregularities.

# ADDITIONAL COMPLIANCE INFORMATION DISCLOSURES

#### 1.0 UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSAL

Rights Issue with Warrants

On 4 January 2021, the Company completed a Rights Issue with Warrants exercise following the listing and quotation of 828,573,600 new ordinary shares of RM0.10 each together with 621,430,198 Warrants B. The Company raise cash proceeds of RM82.86 million under the Rights Issue Exercise. On 24 July 2025, the Company has obtained shareholders' approval in the extraordinary general meeting on its variation to the utilisation of proceeds raised from the Rights Issue with Warants exercise.

The status of the utilisation of these proceeds is as set out below:

Purpose	Proposed utilisation RM'000	Amount Utilised As At 31 March 2025 RM'000	Balance unutilised RM'000	Estimated time frame for the utilisation of Proceeds
Repayment of bank borrowings	22,300	(7,300)	15,000	By 23 July 2026
Refurbishment of existing factory building of the gloves business	2,097	(2,097)	-	By 3 January 2026
Capital expenditure for the gloves business	30,000	(30,000)	-	By 3 January 2026
Working capital for the gloves business	1,901	(1,901)	-	By 3 January 2026
General working capital	25,659	(20,431)	5,228	By 23 July 2027
Estimated expenses for the corporate exercise	900	(900)	-	Immediate
Total	82,857	(62,629)	20,228	

#### 2.0 AUDIT AND NON-AUDIT FEES

For the FPE 31 March 2025, the amount of audit and non-audit fees paid or payable to the External Auditors by the Group and Company respectively as follows:

	Group (RM'000)	Company (RM'000)
Audit fees	200	96
Non-audit fees	25	25
Total	225	121

## Additional Compliance Information Disclosures (cont'd)

#### 3.0 MATERIAL CONTRACTS

There were no material contracts entered into by the Company and its subsidiaries involving Directors' or major shareholders' interests, either still subsisting at the end of the financial period, or entered into since the end of the previous financial period.

#### 4.0 RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE NATURE

At the 20th AGM held on 21 February 2024, the Company had obtained a mandate from its shareholders for recurrent related party transactions ("**RRPTs**") of a revenue or trading in nature with related parties.

Pursuant to rule 10.09(2)(b) and paragraph 3.1.5 of the Guidance note 8 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the details of RRPTs conducted from 21 February 2024 to 24 July 2025 pursuant to the shareholders' mandate are set out below:

Name of Company	Related Company	Nature of Transaction	Interested Directors/ Major Shareholders/Person(s) Connected to Interested Directors or Interested Major Shareholders	Value of Transaction RM'000
Ace Distributions	Goldhill Eagle Sdn. Bhd.	Distribution/ supply of	Focus Dynamics Group Berhad ("Focus Dynamics") is the indirect	125
Sdn. Br Focus S Sdn. Br Spark Lifestyle Bhd. Bell Ver Sdn. Br Lavo Ga	Lavo Selangor Sdn. Bhd.	alcoholic beverages/ products	Major Shareholder of Green Ocean by virtue of its shareholding in Focus Dynamics Centre Sdn. Bhd. ("FDC") pursuant to Section 8 of the Act. FDC is the Major Shareholder of Green Ocean, holding 29.74% equity	43
	Focus Sky Sdn. Bhd.			13
	Lifestyle Sdn.		interest in Green Ocean.  Mr. Benson is the Executive	483
	Bell Venture Sdn. Bhd.			Director of Green Ocean and Focus Dynamics.
	Lavo Gallery Sdn. Bhd.			431
	Ferria Sdn. Bhd.			45

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Additional Compliance Information Disclosures (cont'd)

#### 4.0 RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE NATURE (CONT'D)

Pursuant to rule 10.09(2)(b) and paragraph 3.1.5 of the Guidance note 8 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the details of RRPTs conducted from 21 February 2024 to 24 July 2025 pursuant to the shareholders' mandate are set out below: (cont'd)

Name of Company	Related Company	Nature of Transaction	Interested Directors/ Major Shareholders/Person(s) Connected to Interested Directors or Interested Major Shareholders	Value of Transaction RM'000
Ace Pacific Sdn. Bhd. ("APSB")	Perusahaan Saudee Sdn. Bhd.	Purchase of frozen processed food products	SaudiGold Group Berhad (fka Saudee Group Berhad) ("SaudiGold") is a person connected to Focus Dynamics.  Focus Dynamics is the indirect Major Shareholder of Saudigold by virtue of its shareholding in FDC pursuant to Section 8 of the Act. FDC is the Major Shareholder of Saudigold, holding 13.85% equity interest in Saudigold.  Mr Benson is the Executive Director	3,901
			of Green Ocean and SaudiGold.	

# FINANCIAL CALENDAR

21st ANNUAL GENERAL MEETING 26 AUGUST 2025, TUESDAY

# ANNOUNCEMENT OF RESULTS

FIRST QUARTER ENDED 31 DECEMBER 2023 **Date Announced 28 February 2024** 

SECOND QUARTER ENDED 31 MARCH 2024 **Date Announced 30 May 2024** 

THIRD QUARTER ENDED 30 JUNE 2024 **Date Announced 30 August 2024** 

FOURTH QUARTER ENDED 30 SEPTEMBER 2024 **Date Announced 29 November 2024** 

FIFTH QUARTER ENDED 31 DECEMBER 2024 **Date Announced 28 February 2025** 

SIXTH QUARTER ENDED 31 MARCH 2025 **Date Announced 30 May 2025** 

PUBLISHED ANNUAL REPORT AND FINANCIAL STATEMENT

NOTICE OF ANNUAL GENERAL MEETING 31 JULY 2025

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### **REPORTS AND FINANCIAL STATEMENTS**

for the Period Ended 31 March 2025

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### DIRECTORS' REPORT

The Directors of **GREEN OCEAN CORPORATION BERHAD** hereby submit their report and the audited financial statements of the Group and of the Company for the financial period 1 October 2023 to 31 March 2025.

#### **PRINCIPAL ACTIVITIES**

The Company is principally involved in investment holding.

The details of its subsidiary companies are disclosed in Note 16 to the financial statements.

#### **CHANGE OF FINANCIAL YEAR END**

The Company changed its financial year end from 30 September to 31 March. Therefore, the financial period covered in these financial statements is for a period of 18 months, from 1 October 2023 to 31 March 2025. Thereafter, the financial year of the Company shall revert to 12 months ending 31 March, for each subsequent year.

#### **RESULTS OF OPERATIONS**

The results of operations of the Group and of the Company for the financial period are as follows:

	Group RM'000	Company RM'000
(Loss)/Profit for the financial period	(31,204)	5,949

In the opinion of the Directors, the results of operations of the Group and of the Company during the financial period have not been substantially affected by any item, transaction or event of a material and unusual nature, other than as disclosed in the financial statements.

#### **DIVIDENDS**

There were no dividends proposed, declared or paid by the Company since the end of the previous financial period. The Directors do not recommend any dividend in respect of current financial period.

#### **RESERVES AND PROVISIONS**

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

#### **ISSUE OF SHARES AND DEBENTURES**

There were no issuance of shares or debentures during the financial period.

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#### GREEN OCEAN CORPORATION BERHAD

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Directors' Report (cont'd)

#### **SHARE OPTIONS**

#### EMPLOYEES SHARE OPTION SCHEME ("ESOS")

On 27 October 2020, the shareholders of the Company approved the establishment of an ESOS. The effective date for the implementation of the ESOS was on 4 January 2021.

The salient features of the ESOS are disclosed in Note 27(b) to the financial statements.

#### WARRANTS B 2020/2025 ("WARRANTS B")

On 4 January 2021, the Company listed and quoted 621,430,198 free detachable Warrants B pursuant to the completion of Rights Issue with Warrants B exercise. Warrants B of the Company were constituted by a Deed Poll dated 18 November 2020.

The salient features of the Warrants B are disclosed in Note 27(a) to the financial statements.

#### OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:

- (a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and had satisfied themselves that there were no known bad debts to be written off and that adequate provision had been made for doubtful debts; and
- (b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company had been written down to an amount which the current assets might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

- (a) which would require the writing off of bad debts or render amount of allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extend; or
- (b) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading; or
- (c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (d) not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

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

- (a) any charge on the assets of the Group and of the Company which has arisen since the end of the financial period which secures the liabilities of any other person; and
- (b) any contingent liability of the Group and of the Company which has arisen since the end of the financial period.

Directors' Report (cont'd)

#### OTHER STATUTORY INFORMATION (CONT'D)

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

In the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial period and the date of this report which is likely to affect substantially the results of operations of the Group and of the Company for the financial period in which this report is made.

#### **DIRECTORS**

The Directors of the Company in office during the financial period and during the period from the end of the financial period to the date of the report are:

Tay Ben Seng, Benson\*
Roy Winston George
Wan Nur Syazwani Binti Wan Ahmad Najmuddin
Tan Aik Heang
Kang Teik Yih
Dato' Nik Ismail Bin Dato' Nik Yusoff

(Appointed on 25 June 2025) (Resigned on 21 March 2025)

(Resigned on 27 May 2025)

The Directors of its subsidiary companies in office during the financial period and during the period from the end of the financial period to the date of the report are:

Mak Siew Wei
Lock Pik Wah

(Resigned on 12 August 2024)
(Resigned on 30 April 2024)

#### **DIRECTORS' INTERESTS**

None of the Directors in office at the end of the financial period held shares or any beneficial interest in the shares of the Company or its related corporation during and at the end of the financial period.

#### **DIRECTORS' BENEFITS**

Since the end of the previous financial year, none of the Directors of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors or the fixed salary of a full-time employee of the Company as disclosed below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

<sup>\*</sup> Director of the Company and certain subsidiary companies.

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Directors' Report (cont'd)

#### **DIRECTORS' BENEFITS (CONT'D)**

The details of the Directors' remuneration of the Group and of the Company for the financial period are set out below:

	Group RM'000	Company RM'000
Salaries and other emoluments	540	180
Fees	225	225
Defined contribution plans	62	19
Social security contributions	4	2
	831	426

During and at the end of the financial period, no arrangement subsisted to which the Company was a party whereby Directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

#### INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

The Company maintains Directors' and officers' liability insurance throughout the period, the amount of indemnity coverage and insurance premium paid for the Directors and officers of the Company and its subsidiary companies were RM5,000,000 and RM18,400, respectively.

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

#### **AUDITORS' REMUNERATION**

The details of auditors' remuneration of the Group and of the Company for the financial period 1 October 2023 to 31 March 2025 are as follows:

	Group RM'000	Company RM'000
Auditors' remuneration:		
Statutory audits	200	96
Other services	25	25
	225	121

#### SIGNIFICANT EVENT DURING THE FINANCIAL PERIOD

The details of significant event during the financial period are disclosed in Note 40 to the financial statements.

Directors' Report (cont'd)

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The details of subsequent event are disclosed in Note 41 to the financial statements.

#### **AUDITORS**

The auditors, Morison LC PLT, have indicated their willingness to continue in office.

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

TAY BEN SENG, BENSON

**ROY WINSTON GEORGE** 

Petaling Jaya 28 July 2025

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# STATEMENT BY DIRECTORS

The Directors of **GREEN OCEAN CORPORATION BERHAD** state that, in their opinion, the accompanying financial statements, are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025 and of their financial performance and their cash flows of the Group and of the Company for the financial period 1 October 2023 to 31 March 2025.

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

TAY BEN SENG, BENSON

**ROY WINSTON GEORGE** 

Petaling Jaya 28 July 2025

# DECLARATION BY THE DIRECTOR PRIMARILY RESPONSIBLE

For the Financial Management of the Company

I, TAY BEN SENG, BENSON, the director primarily responsible for the financial management of GREEN OCEAN CORPORATION BERHAD, do solemnly and sincerely declare that the accompanying financial statements are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.
TAY BEN SENG, BENSON
Subscribed and solemnly declared by the

abovenamed TAY BEN SENG, BENSON at PETALING JAYA in SELANGOR DARUL EHSAN on 28 July 2025.

Before me,

**COMMISSIONER FOR OATHS** 

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### INDEPENDENT AUDITORS' REPORT

To the Members of Green Ocean Corporation Berhad

#### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Opinion

We have audited the financial statements of **GREEN OCEAN CORPORATION BERHAD**, which comprise the statements of financial position as at 31 March 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial period 1 October 2023 to 31 March 2025, and notes to the financial statements, including material accounting policy information, as set out on pages 71 to 143.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025 and of their financial performance and their cash flows for the financial period 1 October 2023 to 31 March 2025 in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

#### **Basis for Opinion**

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

Independence and Other Ethical Responsibilities

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

#### **Emphasis of Matter**

We draw attention to Notes 13(d), 20(b)(i) and 20(b)(ii) to the financial statements, which discloses the Group's plan to commence gloves manufacturing operations in the foreseeable future. The Group had previously ventured into this segment but later diversified into other businesses due to market challenges. The renewed focus on gloves manufacturing reflects a change in the Group's strategic direction. Our opinion is not modified in respect of this matter.

Independent Auditors' Report (cont'd)

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

#### **Key Audit Matters**

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

#### **Key audit matters** How the matter was addressed in the audit Settlement of deposits via transfer of property, plant and equipment and related valuation Refer to Notes 3, 4(b)(ii), 4(b)(iii), 13(d), 20(b)(i) and Our audit procedures included, among others: 20(b)(ii) to the financial statements for the Group's accounting policies on impairment of non-financial Developed an understanding of the background and business rationale for the settlement assets, key sources of estimation uncertainty and related disclosure. arrangements, including discussions with management and review of relevant board During the financial period, the Group entered into minutes and correspondence. two non-cash settlement arrangements with their vendors, formalised through a Deed of Set-Off and Examined the terms of the Deed of Set-Off and related agreements, whereby glove production lines related agreements, and obtained independent with a total agreed value of RM20,600,000 were legal confirmation on the enforceability, transferred in satisfaction of certain refundable validity and transfer of ownership of the glove deposits. These assets were recognised as property, production lines. plant and equipment in accordance with MFRS 116 Property, Plant and Equipment. Evaluated whether the settlement arrangements met the relevant recognition and derecognition criteria under MFRS 9 Financial Instruments and MFRS 116 Property, Plant and Equipment. Assessed whether any indicators of impairment existed, taking into account the status of the glove production lines and the Group's plan for future commercial operations.

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Independent Auditors' Report (cont'd)

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

#### **Key Audit Matters (cont'd)**

#### Key audit matters

Following the said settlements, a residual deposit balance of RM1,984,000 remained outstanding. While the Group continues to pursue recovery of this amount, management assessed its recoverability as low and recognised a full impairment loss in accordance with MFRS 9 Financial Instruments expected credit losses model.

As at 31 March 2025, the glove production lines are available for use but had not yet been brought into operational use, pending the Group's commencement of gloves manufacturing operations in the foreseeable future. An impairment assessment was conducted and supported by valuation performed by an independent professional valuer. Based on the results of the assessment, management concluded that no impairment loss was required.

We consider this as key audit matter due to the financial impact of the settlement arrangements, the judgement involved in measuring the property, plant and equipment, and the estimation associated with the impairment assessments of both deposits and property, plant and equipment.

#### How the matter was addressed in the audit

- Assessed the competence, capabilities and objectivity of the independent valuer engaged by management to perform the valuation of the glove production lines.
- Engaged our valuation specialists to review the valuation reports and assessed the appropriateness of the methodology and assumptions applied in determining the recoverable amount of the glove production lines.
- Evaluated the reasonableness of the impairment provision recognised on the remaining refundable deposit of RM1,984,000, including consideration of management's assessment of recoverability and supporting evidence.

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

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

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

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

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

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

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

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

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

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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)

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

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

#### **Other Matter**

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 towards any other person for the contents of this report.

MORISON LC PLT (AF 002469) 202206000028 (LLP0032572-LCA) Chartered Accountants

LEE HUI ZIEN 03564/03/2027 J Chartered Accountant

Petaling Jaya 28 July 2025

# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Financial Period 1 October 2023 to 31 March 2025

	Note	G 1.10.2023 to 31.3.2025 (18 months) RM'000	1.7.2022 to 30.9.2023 (15 months) RM'000	Co 1.10.2023 to 31.3.2025 (18 months) RM'000	mpany 1.7.2022 to 30.9.2023 (15 months) RM'000
Revenue Cost of sales	6	13,616 (11,143)	10,961 (10,741)	-	
Gross profit Other operating income Administrative expenses (Net)/Reversal of impairment	7	2,473 1,337 (5,812)	220 13,766 (5,818)	502 (1,969)	1,236 (1,906)
losses on financial assets Other operating expenses		(5,242) (22,850)	(773) (10,470)	35,090 (27,663)	9,766 (1,769)
(Loss)/Profit from operations Finance costs	8	(30,094) (1,080)	(3,075) (225)	5,960 (11)	7,327 (15)
(Loss)/Profit before tax Income tax expense	9 11	(31,174) (30)	(3,300) (638)	5,949 -	7,312 -
(Loss)/Profit for the financial period, representing total comprehensive (loss)/income for the financial period		(31,204)	(3,938)	5,949	7,312
Total comprehensive (loss)/ income attributable to owners of the Company		(31,204)	(3,938)	5,949	7,312
Loss per ordinary share attributable to owners of the Company (sen): Basic/Diluted	12	(14.78)	(0.19)	_	

### GREEN OCEAN CORPORATION BERHAD Registration No. 200301029847 (632267-P)

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### **STATEMENTS OF** FINANCIAL POSITION

As at 31 March 2025

	Group Co			Com	pany
	Note	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
ASSETS					
Non-Current Assets					
Property, plant and equipment	13	20,294	343	89	31
Right-of-use assets	14	209	4	_	•
Investment property	15	7,500	7,120	_	
Investment in subsidiary companies	16	_	_	78,800	10
Goodwill	17	-	_	-	
Total Non-Current Assets		28,003	7,467	78,889	42
Current Assets					
Inventories	18	4,148	1,823	_	
Trade receivables	19	4,985	6,864	_	
Other receivables, deposits					
and prepayments	20	204	30,394	18	3
Amount owing from subsidiary					
companies	21	_	_	1,295	67,74
Tax recoverable		2	8	2	
Investment in quoted securities	22	43,167	53,087	_	
Money market instruments	23	_	4,502	_	4,50
Fixed deposits with licensed banks	24	17,120	16,491	7,269	6,99
Cash and bank balances	25	4,794	12,693	2,494	2,66
Total Current Assets		74,420	125,862	11,078	81,93
Total Assets		102,423	133,329	89,967	82,36

# Statements of Financial Position (cont'd)

	Gro	oup	Com	pany
Note	31.3.2025	30.9.2023	31.3.2025	30.9.2023
Note	KM/000	RM7000	RM7000	RM'000
26	50,985	143,485	50,985	143,485
27	31,113	31,113	31,113	31,113
	408	(60,888)	5,832	(92,617)
	82,506	113,710	87,930	81,981
28			_	_
29	86	184	_	184
30	-	-	-	-
	5,835	6,343	-	184
31	3,732	1,998	_	_
32	304	1,315	96	112
21	_	_	1,941	_
33	_	29	_	29
28	9,841	9,855	_	_
29	178	55	_	55
	27	24	_	-
	14,082	13,276	2,037	196
	19,917	19,619	2,037	380
	102,423	133,329	89,967	82,361
	28 29 30 31 32 21 33 28	Note RM'000  26 50,985 27 31,113  408  82,506  28 5,749 29 86 30 -  5,835  31 3,732 32 304 21 - 33 - 28 9,841 29 178 27  14,082	Note         RM'000         RM'000           26         50,985         143,485           27         31,113         31,113           408         (60,888)           82,506         113,710           28         5,749         6,159           29         86         184           30         -         -           5,835         6,343           31         3,732         1,998           32         304         1,315           21         -         -           33         -         29           28         9,841         9,855           29         178         55           27         24           14,082         13,276	Note         31.3.2025 RM'000         30.9.2023 RM'000         31.3.2025 RM'000           26         50,985 27         143,485 31,113         50,985 31,113         31,113           408         (60,888)         5,832           82,506         113,710         87,930           28         5,749 86         6,159 184         -           29         86 184         -           30         -         -         -           5,835         6,343         -           31         3,732 32         1,998 304 1,315 96         -           21         -         -         1,941 33         -           28         9,841 9,841 9,855 -         -         -           29         178 27         55 24         -           14,082         13,276         2,037

### STATEMENTS OF CHANGES IN EQUITY

For the Financial Period 1 October 2023 to 31 March 2025

	↓ ↓	- Non-distributable		Distributable	
	Share capital RM'000	Warrants reserve RM'000	Revaluation reserve RM'000	Accumulated losses/Retained earnings RM'000	Total equity RM'000
Group As at 1 July 2022	143,845	31,113	8,930	(65,880)	117,648
Loss for the financial period, representing total comprehensive loss for the financial period Transfer upon disposal of property, plant and equipment	1 1	1 1	_ (8,930)	(3,938) 8,930	(3,938)
As at 30 September 2023/1 October 2023	143,485	31,113	I	(60,888)	113,710
comprehensive loss for the financial period	I	I	I	(31,204)	(31,204)
<b>Transaction with owners</b> Capital reduction (Note 26)	(92,500)	I	I	92,500	I
As at 31 March 2025	50,985	31,113	I	408	82,506
			<ul><li>Non-distributable →</li></ul>	Distributable	
		Share capital RM'000	Warrants reserve RM'000	Accumulated losses/Retained earnings RM'000	Total equity RM'000
Company As at 1 July 2022		143,485	31,113	(99,929)	74,669
comprehensive income for the financial period		I	I	7,312	7,312
As at 30 September 2023/ 1 October 2023		143,485	31,113	(92,617)	81,981
comprehensive income for the financial period		ı	I	5,949	5,949
<b>Transaction with owners</b> Capital reduction (Note 26)		(92,500)	I	92,500	I
As at 31 March 2025		50,985	31,113	5,832	87,930

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

# STATEMENTS OF CASH FLOWS

For the Financial Period 1 October 2023 to 31 March 2025

	31.3.2025 (18 months) RM'000	1.7.2022 to 30.9.2023 (15 months) RM'000	Con 1.10.2023 to 31.3.2025 (18 months) RM'000	mpany 1.7.2022 to 30.9.2023 (15 months) RM'000
CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES				
(Loss)/Profit before tax	(31,174)	(3,300)	5,949	7,312
Adjustments for:				
Amortisation of right-of-use assets	165	63	4	53
Depreciation of property, plant and				
equipment	1,008	739	128	147
Dividend income from money	(1.0)	(40)	(4.0)	(40)
market instruments	(16)	(49)	(16)	(49)
Property, plant and equipment written off	_	2	_	2
Deposits written off	_	15	_	_
Inventories written off	6	81	_	_
(Gain)/Loss on remeasurement of lease	· ·	•		
contract	(1)	4	_	4
(Gain)/Loss on fair value changes of:	` '			
Money market instruments	(51)	(793)	(51)	(793)
Investment in quoted securities	21,320	(7,831)	_	_
Investment properties	129	-	_	_
(Gain)/Loss on disposal of:	(0.1)		0.050	
Investment in a subsidiary company	(94)	-	8,658	_
Investment in quoted securities	1,401	10,470	(110)	1
Property, plant and equipment Impairment losses on:	(110)	(4,396)	(110)	I
Trade receivables	407	278	_	_
Deposits	4,835	495	_	_
Investment in subsidiary companies	-	-	19,005	1,769
Amount owing from subsidiary companies	_	_	8	_
Reversal of impairment on amount owing				
by subsidiary companies	_	_	(35,098)	(9,766)

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### Statements of Cash Flows (cont'd)

	G	roup	Co	mpany
	1.10.2023 to 31.3.2025 (18 months) RM'000	1.7.2022 to 30.9.2023 (15 months) RM'000	1.10.2023 to 31.3.2025 (18 months) RM'000	1.7.2022 to 30.9.2023 (15 months RM'000
CASH FLOWS FROM/(USED IN)				
OPERATING ACTIVITIES (CONT'D)	1 000	005	4.4	4.0
Finance costs Interest income from fixed deposits with	1,080	225	11	15
licensed banks	(628)	(314)	(278)	(313
Interest income	(51)	(84)	(46)	(81
Operating Loss Before Working Capital				
Changes	(1,774)	(4,395)	(1,836)	(1,699
Changes in working capital:				
(Increase)/Decrease in:				
Inventories	(2,331)	(1,092)	_	
Trade receivables	1,472	(3,344)	_	
Other receivables, deposits and	4.750	(4.700)	4.0	
prepayments	4,756	(1,729)	13	3
Increase/(Decrease) in:				
Trade payables	1,735	1,998	_	
Other payables and accruals	(1,010)	1,116	(13)	3
Cash Generated From/(Used In) Operations	2,848	(7,446)	(1,836)	(1,63
Interest received	679	387	324	38
Tax refunded	-	6	-	
Tax paid	(26)	_	_	
Net Cash From/(Used In) Operating Activities	3,501	(7,053)	(1,512)	(1,25

Statements of Cash Flows (cont'd)

	Group		Co	mpany
	1.10.2023	1.7.2022	1.10.2023	1.7.2022
	to 31.3.2025 (18 months) RM'000	to 30.9.2023 (15 months) RM'000	to 31.3.2025 (18 months) RM'000	to 30.9.2023 (15 months) RM'000
CASH FLOWS (USED IN)/ FROM				
INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	(45)	(27)	(11)	(12
Acquisition of investment property	(509)	(7,120)	_	-
Advances to subsidiary companies	_	_	(2,467)	(26,869
Cash pledged for bank guarantee	(604)	_	_	_
Dividend received from money market				
instruments	16	49	16	49
Investment in quoted securities	(24,665)	(62,696)	_	-
Investment in subsidiary companies	-	_	(2,450)	-
Proceeds from disposal of:				_
Property, plant and equipment	39	22,728	39	2
Investment in quoted securities	11,865	27,245	-	_
Investment in subsidiary	100	(554)	100	-
Real property gains tax paid(b)	_	(551)	_	_
Withdrawal/(Placement) of:	4,552	27.616	4,552	37,616
Money market instruments, net Fixed deposits with licensed banks, net	4,552 (630)	37,616 (16,491)	4,552 (278)	(6,991
Fixed deposits with licensed banks, her	(030)	(10,491)	(276)	(0,991
Net Cash (Used In)/From Investing Activities	(9,881)	753	(499)	3,795
CASH FLOWS (USED IN)/				
FROM FINANCING ACTIVITIES				
Drawdown of term loan	-	16,300	_	_
Interest paid	(1,082)	(223)	(11)	(15
Repayment (to)/from Directors	(29)	_	(29)	29
Repayment from/(to) subsidiary companies	- (40.4)	(000)	1,941	(38
Repayment of term loan	(424)	(286)	(50)	(4.00
Repayment of lease liabilities	(588)	(130)	(59)	(120
Net Cash (Used In)/ From Financing Activities	(2,123)	15,661	1,842	(144

### Statements of Cash Flows (cont'd)

	G	iroup	Co	mpany
	1.10.2023 to 31.3.2025 (18 months) RM'000	1.7.2022 to 30.9.2023 (15 months) RM'000	1.10.2023 to 31.3.2025 (18 months) RM'000	1.7.2022 to 30.9.2023 (15 months) RM'000
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(8,503)	9,361	(169)	2,401
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL PERIOD	12,693	3,332	2,663	262
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL PERIOD(a)	4,190	12,693	2,494	2,663

(a) The details of cash and cash equivalents are as follows:

	Group		Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Cash in hand	3	2	1	2
Cash at bank	4,791	12,691	2,493	2,661
Fixed deposits with licensed banks	17,120	16,491	7,269	6,991
	21,914	29,184	9,763	9,654
Less: Fixed deposits pledged with licensed banks	(17,120)	(16,491)	(7,269)	(6,991)
Less: Cash pledged for bank	(11,120)	(10,101)	(1,200)	(0,001)
guarantee (Note 25)	(604)	(16,491)	(7,269)	(6,991)
Cash and cash equivalents	4,190	12,693	2,494	2,663

(b) The reconciliation of real property gains tax paid are as follows:

	G	iroup
	1.10.2023	1.7.2022
	to	to
	31.3.2025	30.9.2023 (15 months)
	(18 months)	
	RM'000	RM'000
Real property gains tax (Note 11)	_	1,223
By way of offsetting with the proceeds from disposal (Note 13)	-	(672)
Cash outflow	-	551

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

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Period 1 October 2023 to 31 March 2025

#### 1. GENERAL INFORMATION

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

The Company is principally involved in investment holding. The details of its subsidiary companies are disclosed in Note 16.

The Company changed its financial year end from 30 September to 31 March. Therefore, the financial period covered in these financial statements is for a period of 18 months, from 1 October 2023 to 31 March 2025. Thereafter, the financial year of the Company shall revert to 12 months ending 31 March, for each subsequent year.

The registered office of the Company has changed from A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur to DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

The principal place of business of the Company is DF2-10-01 (Unit 2), Level 10, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan.

The financial statements of the Group and of the Company have been authorised by the Board of Directors for issuance on 28 July 2025.

#### 2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### Statement of compliance

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

#### Adoption of new MFRS and amendments to MFRSs

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

MFRS 17 Insurance Contracts
Amendments to MFRS 17 Insurance Contracts

Amendments to MFRS 101 and MFRS Practice Statement 2

Disclosure of Accounting Policies

Amendments to MFRS 108 Definition of Accounting Estimates

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

Single Transactions

Amendments to MFRS 112 International Tax Reform - Pillar Two Model Rules

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## Notes to the Financial Statements (cont'd)

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

#### Adoption of new MFRS and amendments to MFRSs (cont'd)

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

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

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

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

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

#### New MFRSs and amendments to MFRSs in issue but not yet effective

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

		for financial periods beginning on or after
Amendments to MFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to MFRS 101	Non-current Liabilities with Covenants	1 January 2024
Amendments to MFRS 107 and MFRS 7	Supplier Financial Arrangements	1 January 2024
Amendments to MFRS 121	Lack of Exchangeability	1 January 2025
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 9 and MFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026

Notes to the Financial Statements (cont'd)

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

#### New MFRSs and amendments to MFRSs in issue but not yet effective (cont'd)

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

for financial periods beginning on or after

Amendments to MFRSs Annual Improvements to MFRS Accounting 1 January 2026

Standards-Volume 11

MFRS 18 Presentation and Disclosure in Financial Statements 1 January 2027

MFRS 19 Subsidiaries without Public Accountability: 1 January 2027

Disclosures

Amendments to MFRS 10 Sale or Contribution of Assets between an Investor and MFRS 128 and its Associate or Joint Venture Deferred until further notice

The Directors anticipate that the abovementioned new and amendments to MFRSs will be adopted in the annual financial statements of the Group and of the Company when they become effective, if applicable, and that the adoption of these standards will have no material impact on the financial statements of the Group and of the Company in the period of initial application.

#### 3. MATERIAL ACCOUNTING POLICY INFORMATION

#### Basis of accounting

The financial statements of the Group and of the Company have been prepared on the historical cost convention except for certain financial instruments that are measured at fair value or at amortised cost at the end of the reporting date as explained in the material accounting policy information below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group and the Company take into account the characteristics of the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of MFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in MFRS 102 *Inventories* or value in use in MFRS 136 *Impairment of Assets*.

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## Notes to the Financial Statements (cont'd)

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

#### Basis of accounting (cont'd)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirely, which are described as follows:

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

The principal accounting policies are set out below.

#### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group and the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants act in their economic best interest when pricing the asset or liability.

The Group and the Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group and the Company determine whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the financial period end.

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiary companies). Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Notes to the Financial Statements (cont'd)

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

#### Basis of consolidation (cont'd)

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties; and
- rights arising from other contractual arrangements.

Consolidation of a subsidiary company begins when the Company obtains control over the subsidiary company and ceases when the Company loses control of the subsidiary company. Specifically, income and expenses of a subsidiary company acquired or disposed of during the year are included in the statements of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary company.

The financial statements of Group are prepared for the same reporting period, using consistent accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated on consolidation.

Non-controlling interest (if any) represent equity in the Group that are not attributable, directly or indirectly, to the owners of the Company, and is presented separately in the statements of profit or loss and other comprehensive income and within equity in the statements of financial position, separately from equity attributable to the owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiary companies is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interests in subsidiary companies that do not result in the Company losing control are accounted for as equity transactions. The carrying amounts of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary companies. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

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Notes to the Financial Statements (cont'd)

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

#### Basis of consolidation (cont'd)

When the Company loses control of a subsidiary company, a gain or loss is recognised in profit or loss and is calculated as the difference between (a) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (b) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary company and any non-controlling interests. When assets of the subsidiary company are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income are accounted for as if the Company had directly disposed of the relevant assets (i.e., reclassified to profit or loss or transferred directly to retained earnings as specified by applicable Standards). The fair value of any investment retained in the former subsidiary company at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under MFRS 9 Financial Instruments when applicable, or the cost on initial recognition of an investment in an associate or joint venture.

#### **Subsidiary companies**

Investments in subsidiary companies which are eliminated on consolidation are stated at cost less impairment losses, if any, in the Company's separate financial statements. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

#### **Business combinations**

Acquisitions of subsidiary companies and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At acquisition date, the identifiable assets acquired and liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with MFRS 112 *Income Taxes* and MFRS 119 *Employee Benefits*, respectively;
- liabilities or equity instruments related to the share-based payment arrangements of the acquiree
  or share-based payment arrangements of the Group entered into to replace share-based payment
  arrangements of the acquiree are measured in accordance with MFRS 2 Share-based Payment at
  the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with MFRS 5 Non-current
  Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Notes to the Financial Statements (cont'd)

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

#### **Business combinations (cont'd)**

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Standard.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and include as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measured period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as an asset or liability is re-measured at subsequent reporting dates in accordance with MFRS 137 *Provisions, Contingent Liabilities and Contingent Assets,* as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interests in the acquiree are re-measured to fair value at the acquisition date (i.e. the date when the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, when such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as at the acquisition date at, if known, would have affected the amounts recognised at the date.

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Notes to the Financial Statements (cont'd)

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

#### Goodwill

Goodwill is initially recognised and measured at cost less accumulated impairment losses, if any.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

#### Revenue recognition and other income

(i) Revenue from contracts with customers

Revenue from contracts with customers is recognised by reference to each distinct performance obligation promised in the contract with customer when or as the Group transfers control of the goods or services promised in a contract and the customer obtains control of the goods or services. Revenue from contracts with customers is measured at its transaction price, being the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, net of tax, returns, rebates and discounts. The transaction price is allocated to each distinct good or service promised in the contract. The revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The control of the promised goods or services may be transferred over time or at a point in time. The control over the goods or services is transferred over time and revenue is recognised over time if:

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

Revenue for performance obligation that is not satisfied over time is recognised at the point in time at which the customer obtains control of the promised goods or services.

### Notes to the Financial Statements (cont'd)

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

#### Revenue recognition and other income (cont'd)

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

#### Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is recognised at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods.

#### Commission income

The Group is acting as an agent and recognises revenue in the form of commission earned for facilitating the transaction between the principal and the customer at the net amount that is retained for these arrangements. Revenue is recognised at a point in time because this is when the customer benefits from the Group's services.

(ii) Interest income

Interest income is recognised on an accrual basis using the effective interest rate method.

(iii) Dividend income

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

(iv) Rental income

Rental income is recognised on a straight-line basis over the tenure of the lease.

#### Foreign currency

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's and the Company's entities are measured using the currency of the primary economic environment is which the entity operates (the "functional currency"). The financial statements are presented in Ringgit Malaysia ("RM"), which is the Group's and the Company's functional and presentation currency. All financial information is presented in RM and has been rounded to the nearest thousand except when otherwise stated.

(ii) Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the transaction dates. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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## Notes to the Financial Statements (cont'd)

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

#### **Employee benefits**

#### (i) Short-term benefits

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

#### (ii) Defined contribution plans

The Group and the Company are required by law to make monthly contributions to the Employees Provident Fund ("EPF"), a statutory defined contribution plan for all its eligible employees, based on certain prescribed rates of the employees' salaries. The Group's and the Company's contributions to EPF are included in employee benefit expenses. Once the contributions have been paid, the Group and the Company have no further payment obligations.

#### (iii) Share-based payments

#### Employees share option scheme ("ESOS")

The Company operates an equity-settled, share-based compensation plan under which the Group receives services from eligible Directors and employees as consideration for equity options over ordinary shares of the Company. Share options represent the right of a Director or/and an employee to acquire share at predetermined exercise price.

The fair value of the share options is recognised as employee benefit expenses with a corresponding increase to share option reserve within equity respectively. The total amount to be expensed is determined by reference to the fair value of the share options granted:

- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions.

Non-market vesting conditions and service conditions are included in assumptions about the number of options that are expected to vest.

For share options granted with non-vesting condition, the fair value on grant date is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The total expense is recognised over the vesting period (if any), which is the period over which all of the specified vesting conditions are to be satisfied. At the end of the reporting period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to share option reserve in equity.

Notes to the Financial Statements (cont'd)

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

#### Employee benefits (cont'd)

(iii) Share-based payments (cont'd)

When the share options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital when the share options are exercised. When share options are not exercised and lapsed, the share option reserve is transferred to retained earnings.

#### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale, which are assets that necessarily take a substantial period of time to get ready for theirs intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

#### **Taxation**

Income tax expense for the period comprises current and deferred tax.

#### (i) Current tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expenses that are taxable or deductible in other periods and it further excludes items that are not taxable or deductible. The Group's and the Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group and the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

#### (ii) Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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## Notes to the Financial Statements (cont'd)

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

#### Taxation (cont'd)

#### (ii) Deferred tax (cont'd)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiary companies, and interests in joint ventures, except where the Group is able to control the reversal of the temporary differences associated with such investments and interests are only recognised to the extent that is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group and the Company expect, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment property that are measured using the fair value model, the carrying amounts of such property is presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group and the Company intend to settle their current tax assets and liabilities on a net basis

#### (iii) Current tax and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Notes to the Financial Statements (cont'd)

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

#### Property, plant and equipment

Freehold land is stated in the statements of financial position at their revalued amounts, being the fair value at the date of revaluation. Other property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the property, plant and equipment. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Valuation of freehold land is performed every five years. Any revaluation surplus arising is recognised in other comprehensive income and credited to the 'revaluation reserve' in equity. To the extent that any revaluation deficit or impairment loss has previously been recognised in profit or loss, a revaluation increase is credited to profit or loss with the remaining part of the increase recognised in other comprehensive income. Downward revaluations of freehold land are recognised upon appraisal or impairment testing, with the decrease being charged to other comprehensive income to the extent of any revaluation surplus in equity relating to this asset and any remaining decrease recognised in profit or loss. Any revaluation surplus remaining in equity on disposal of the asset is transferred to other comprehensive income.

Freehold land is not depreciated as it has an infinite life.

Depreciation of other property, plant and equipment is computed based on a straight-line method to allocate the cost of asset, to their residual value over their estimated useful life, summarised as follow:

Freehold buildings and office renovation	4% - 10%
Plant and machinery, tools and equipment	10%
Electrical installation	10%
Motor vehicles	20%
Office equipment, furniture and fittings and computer equipment	10% - 20%

Useful lives, residual values and depreciation methods are reviewed, and adjusted if appropriate, at the end of each reporting period.

At the end of each reporting period, the Group and the Company assess whether there is any indication of impairment. If such indication exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal of property, plant and equipment is determined by comparing net disposal proceeds carrying amount of the asset and is recognised in profit or loss.

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## Notes to the Financial Statements (cont'd)

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

#### Leases

(i) The Group and the Company as lessee

The Group and the Company assess whether a contract is or contains a lease, at inception of the contract. The Group and the Company recognise a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group and the Company recognise the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

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

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

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

The lease liability is presented as a separate line in the statements of financial position.

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

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred.

The right-of-use assets are subsequently measured at cost less any accumulated amortisation and accumulated impairment losses, and adjusted for any remeasurement of the lease liability.

Notes to the Financial Statements (cont'd)

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

#### Leases (cont'd)

(i) The Group and the Company as lessee (cont'd)

Whenever the Group and the Company incur an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under MFRS 137 *Provisions, Contingent Liabilities and Contingent Assets.* To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are amortised over the earlier period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group and the Company expect to exercise a purchase option, the related right-of-use asset is amortised over the useful life of the underlying asset.

The right-of-use assets are presented as a separate line in the statements of financial position.

The Group and the Company apply MFRS 136 *Impairment of Assets* to determine whether a right is impaired and accounts for any identified impairment loss.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in profit or loss.

#### (ii) The Group as lessor

The Group enters into lease agreements as a lessor with respect to its investment property.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts owing from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of MFRS 9 *Financial Instruments*, recognising an allowance for expected credit losses on the lease receivables.

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## Notes to the Financial Statements (cont'd)

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

#### Leases (cont'd)

(ii) The Group as lessor (cont'd)

Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortised cost (i.e. after a deduction of the loss allowance).

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

#### Investment property

Investment property, which is property held to earn rentals and/or for capital appreciation (including property under construction for such purposes), is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value. Gains or losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

#### **Inventories**

Inventories are stated at the lower of cost and net realisable value. For homogenous items of inventory, cost is determined by the weighted average cost formula. Net realisable value represents the estimated selling price in the ordinary course of business, less the estimated cost necessary to make the sale.

Cost of goods-in-transit and trading goods comprises purchase price and directly attributable costs of bringing the inventories to their present location and condition.

#### Financial instruments

Financial assets and liabilities are recognised when, and only when, the Group and the Company become a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs that are directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Notes to the Financial Statements (cont'd)

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

#### Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Financial assets that meet the following conditions are measured subsequently at amortised cost:

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

Financial assets that meet the following conditions are measured subsequently at fair value through other comprehensive income ("FVTOCI"):

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

By default, all other financial assets are measured subsequently at fair value through profit or loss ("FVTPL").

Despite the foregoing, the Group and the Company may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group and the Company may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met (see (ii) below); and
- the Group and the Company may irrevocably designate a financial asset that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (see (iii) below).

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Notes to the Financial Statements (cont'd)

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

#### Financial assets (cont'd)

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit impaired financial assets (i.e. assets that are credit impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit impaired financial assets, a credit adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit impaired (see below). For financial assets that have subsequently become credit impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset

For purchased or originated credit impaired financial assets, the Group and the Company recognise interest income by applying the credit adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

#### (ii) Equity instruments designated at FVTOCI

On initial recognition, the Group and the Company may make an irrevocable election (on an instrument by instrument basis) to designate investments in equity instruments at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Notes to the Financial Statements (cont'd)

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

#### Financial assets (cont'd)

(ii) Equity instruments designated at FVTOCI (cont'd)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group and the Company manage together and has evidence of a recent actual pattern of short term profit taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the revaluation reserve. The cumulative gain or loss is not be reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with MFRS 9 *Financial Instruments*, unless the dividends clearly represent a recovery of part of the cost of the investment.

#### (iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified at FVTPL, unless the Group and the Company designate an equity investment that is neither held for trading nor a contingent consideration arising from a business combination at FVTOCI on initial recognition.
- Financial assets that do not meet the amortised cost criteria or the FVTOCI criteria are classified at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called "accounting mismatch") that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group and the Company have designated investment in money market instruments and quoted securities at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other operating income" or "other operating expenses" line item in profit or loss.

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## Notes to the Financial Statements (cont'd)

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

#### Financial assets (cont'd)

Derecognition of financial assets

The Group and the Company derecognise a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group and the Company neither transfer nor retain substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group and the Company recognise its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group and the Company retain substantially all the risks and rewards of ownership of a transferred financial asset, the Group and the Company continue to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group and the Company have elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss but is transferred to retained earnings.

#### Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

#### Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Company, are measured in accordance with the specific accounting policies set out below.

Notes to the Financial Statements (cont'd)

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

#### Financial liabilities and equity (cont'd)

(i) Financial liabilities at FVTPL

Financial liabilities are classified at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated at FVTPL.

A financial liability is classified as held for trading if either:

- It has been acquired principally for the purpose of repurchasing it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the group manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated at FVTPL upon initial recognition if either:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- The financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- It forms part of a contract containing one or more embedded derivatives, and MFRS 9 *Financial Instruments* permits the entire combined contract to be designated at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the "other operating income" or "other operating expenses" line item in profit or loss.

However, for financial liabilities that are designated at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Company that are designated by the Company at FVTPL are recognised in profit or loss.

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## Notes to the Financial Statements (cont'd)

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

#### Financial liabilities and equity (cont'd)

(ii) Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held for trading, or (iii) designated at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

#### Derecognition of financial liabilities

The Group and the Company derecognise financial liabilities when, and only when, the Group's and the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### Impairment of financial assets

The Group and the Company recognise a loss allowance for expected credit losses ("ECL") on trade receivables, other receivables and deposits, amount owing from subsidiary companies as well as cash and cash equivalents. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group estimates the ECL on trade receivables using provision matrix. The ECL on these financial assets are estimated using a credit loss rate based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date that is available without undue cost or effort, including time value of money where appropriate.

For all other financial instruments, the Group and the Company recognise lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group and the Company measure the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Reversal of impairment loss to profit or loss, if any, is restricted to not exceeding what the amortised cost would have been had the impairment not been recognised previously.

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Notes to the Financial Statements (cont'd)

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

#### Impairment of financial assets (cont'd)

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group and the Company compare the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group and the Company consider both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information such as financial evaluation of the creditworthiness of the debtors, ageing of receivables, defaults and past due amounts, past experience with the debtors, current conditions and reasonable forecast of future economic conditions.

The Group and the Company presume that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 365 days past due, unless the Group and the Company have reasonable and supportable information that demonstrates otherwise.

#### Probability of default

The Group and the Company consider the information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group and the Company, in full, as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets are generally not recoverable.

The Group and the Company consider that default has occurred when a financial asset is more than 365 days past due unless the Group and the Company have reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### Write-off policy

The Group and the Company write off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, with case-by-case assessment performed based on indicators such as insolvency or demise. Financial assets written off may still be subject to enforcement activities under the Group's and the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss as bad debts recovered.

#### Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group and the Company in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at the original effective interest rate.

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Notes to the Financial Statements (cont'd)

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

#### Impairment of financial assets (cont'd)

Measurement and recognition of expected credit losses (cont'd)

If the Group and the Company have measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determine at the current reporting date that the conditions for lifetime ECL are no longer met, the Group and the Company measure the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used.

The Group and the Company recognise an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statements of financial position.

#### Impairment of non-financial assets

At the end of each reporting period, the Group and the Company review the carrying amounts of their non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group and the Company estimate the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statements of financial position when, and only when, there is legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Notes to the Financial Statements (cont'd)

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

#### Cash and cash equivalents

The Group and the Company adopt the indirect method in the preparation of the statements of cash flows. Cash and cash equivalents comprise cash in hand, cash at bank and fixed deposits that are readily convertible to cash with insignificant risk of changes in value.

For purpose of the statements of cash flows, cash and cash equivalents are presented net of pledged fixed deposits and bank overdraft, if any.

#### Share capital

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity.

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

#### **Provisions**

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably. Provisions are measured at the Directors' best estimate of the amount required to settle the obligation by the end of the reporting period and are discounted to present value where the effect is material.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed.

#### Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components. A chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

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## Notes to the Financial Statements (cont'd)

### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(a) Critical judgements in applying the Group's and the Company's accounting policies

In the process of applying the Group's and the Company's accounting policies, which are described in Note 3 above, the Directors are of the opinion that there are no instances of application of judgements that are expected to have a significant effect on the amounts recognised in the financial statements.

(b) Key sources of estimation uncertainty

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

(i) Assessment of credit risk

As explained in Note 3, the Group and the Company assess whether the credit risk on financial assets have increased significantly since the initial recognition at each reporting date, on an individual basis. MFRS 9 *Financial Instruments* does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of a financial asset has increased significantly, the Group and the Company take into account qualitative and quantitative information that is reasonable and supportable, including forward-looking information.

(ii) Provision for ECL on deposits

ECL on deposits are measured at an amount equal to lifetime ECL when there has been a significant increase in credit risk since initial recognition. The measurement of the ECL on deposits involved significant estimates on the amount and timing of future cash flows expected to be received.

The carrying amount at the reporting date for deposits is disclosed in Note 20.

(iii) Impairment assessment of property, plant and equipment

The Group performed an impairment assessment of its glove production lines as at the end of the reporting period in accordance with MFRS 136 Impairment of Assets, due to the status of the assets and the fact that commercial operations had not yet commenced.

The recoverable amount of the glove production lines was determined based on the higher of their value in use and fair value less costs of disposal. To support this assessment, management engaged an independent professional valuer to perform the valuation. The valuation was carried out using the depreciated replacement cost method, incorporating assumptions regarding replacement cost, remaining useful life, and physical and economic obsolescence.

Management reviewed the valuation results and concluded that no impairment loss was required, as the recoverable amount of the glove production lines exceeded their carrying amount as at 31 March 2025.

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## Notes to the Financial Statements (cont'd)

#### 5. SEGMENT REPORTING

The Group primarily engaged in trading sector and this forms the focus of the Group's internal reporting systems. Accordingly, no segment information about the Group's revenue, profit or loss, assets and liabilities are reported separately.

#### Geographical segments

The Group's revenue from contracts with customers were generated within Malaysia.

#### Revenue from major customers

During the financial period, major customer contributing more than 10% of the Group's total revenue are amounted to RM3,456,533 (30.9.2023: RM2,322,204), which relates to one (30.9.2023: two) customers.

#### 6. REVENUE

	Group		
	1.10.2023	1.7.2022	
	to	to	
	31.3.2025	30.9.2023	
	(18 months)	(15 months)	
	RM'000	RM'000	
Revenue from contracts with customers			
Sales of goods	13,616	10,961	

The Group recognised its revenue from contracts with customers from the following reportable segments:

	G	Group	
	1.10.2023	1.7.2022 to 30.9.2023	
	to		
	31.3.2025		
	(18 months) RM'000	(15 months) RM'000	
Trading of food and beverages	13,572	9,804	
Trading of gloves	_	864	
General trading	44	293	
	13,616	10,961	
Timing of revenue recognition:			
At a point in time	13,616	10,961	
	·		

Notes to the Financial Statements (cont'd)

#### 7. OTHER OPERATING INCOME

	Group		Company	
	1.10.2023 to	1.7.2022 to	1.10.2023 to	1.7.2022 to
	31.3.2025 (18 months) RM'000	30.9.2023 (15 months) RM'000	31.3.2025 (18 months) RM'000	30.9.2023 (15 months) RM'000
Dividend income from money market				
instruments	16	49	16	49
Gain on disposal of:				
Investment in a subsidiary company	94	_	_	_
Property, plant and equipment	110	4,396	110	_
Gain on fair value changes of:				
Money market instruments	51	793	51	793
Investment in quoted securities	_	7,831	_	_
Gain on remeasurement of lease contract	1	_	_	_
Interest income from fixed deposits with				
licensed banks	628	314	278	313
Interest income	51	84	46	81
Others	22	43	1	_
Realised gain on foreign exchange	1	_	_	_
Rental income	363	256	_	
	1,337	13,766	502	1,236

#### 8. **FINANCE COSTS**

	Group		Company	
	1.10.2023	1.7.2022	1.10.2023	1.7.2022
	to	to	to	to
	31.3.2025	30.9.2023	31.3.2025	30.9.2023
	(18 months)	(15 months)	(18 months)	(15 months)
	RM'000	RM'000	RM'000	RM'000
Interest expenses on:				
Lease liabilities	36	15	11	15
Term loan	466	208	_	_
Revolving credits charges	578	2	-	-
	1,080	225	11	15

# Notes to the Financial Statements (cont'd)

#### 9. (LOSS)/PROFIT BEFORE TAX

(Loss)/Profit before tax for the financial period is arrived at after charging:

	Group		Company	
	1.10.2023	1.7.2022	1.10.2023	1.7.2022
	to	to	to	to
	31.3.2025	30.9.2023	31.3.2025	30.9.2023
	(18 months)	(15 months)	(18 months)	(15 months)
	RM'000	RM'000	RM'000	RM'000
Auditors' remuneration:				
Statutory audits	200	190	96	94
Other services	25	5	25	5
Amortisation of right-of-use assets	165	63	4	53
Depreciation of property, plant and		00		00
equipment	1,008	739	128	147
Deposits written off	- 1,000	15	-	-
Impairment losses on:		10		
Amount owing from				
subsidiary companies	_	_	8	_
Deposits	4,835	495	_	_
Investment in subsidiary companies	-,000	-	19,005	1,769
Trade receivables	407	278		
Inventories written off	6	81	_	_
Loss on fair value changes of:		•		
Investment in quoted securities	21,320	_	_	_
Investment properties	129	_	_	_
Loss on disposal of:				
Investment in a subsidiary company	_	_	8,658	_
Investment in quoted securities	1,401	10,470	_	_
Property, plant and equipment	_	_	_	1
Loss on remeasurement of lease contract	_	4	_	4
Property, plant and equipment written off	_	2	_	2
Reversal of impairment on amount owing				
from subsidiary companies	_	_	(35,098)	(9,766)
Short-term lease	9	61	_	5

Notes to the Financial Statements (cont'd)

### 10. EMPLOYEE BENEFIT EXPENSES

	G	iroup	Company	
	1.10.2023	to	1.10.2023 to 31.3.2025	1.7.2022 to 30.9.2023
	to			
	31.3.2025			
	(18 months)	(15 months)	(18 months)	(15 months)
	RM'000	RM'000	RM'000	RM'000
Salaries and other emoluments	1,415	944	527	539
Fees	225	152	225	152
Defined contribution plans	155	105	56	57
Social security contribution	16	10	5	6
Other employee related expenses	11	4	2	1
	1,822	1,215	815	755

Included in employee benefit expenses of the Group and of the Company are Directors' remuneration. The details of Directors' remuneration are disclosed in Note 34(c).

### 11. INCOME TAX EXPENSE

	G	iroup	Co	mpany
	1.10.2023	1.7.2022	1.10.2023	1.7.2022
	to 31.3.2025 (18 months) RM'000	to 30.9.2023 (15 months) RM'000	to 31.3.2025 (18 months) RM'000	to 30.9.2023 (15 months) RM'000
Current income tax:				
Current financial period Underprovision in prior financial period	28	24	-	-
	2	-	_	_
	30	24	-	-
Deferred tax (Note 30):				
Current financial period Overprovision in prior	_	173	-	-
financial period	_	(782)	_	_
Deel amarata asias tan	-	(609)	-	_
Real property gains tax		1,223	_	
	30	638		

## Notes to the Financial Statements (cont'd)

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

A reconciliation of current income tax expense applicable to (loss)/profit before tax at the applicable statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	G	roup	Co	mpany
	1.10.2023	1.7.2022	1.10.2023	1.7.2022
	to	to	to	to
	31.3.2025	30.9.2023	31.3.2025	30.9.2023
	(18 months) RM'000	(15 months) RM'000	(18 months) RM'000	(15 months) RM'000
(Loss)/Profit before tax	(31,174)	(3,300)	5,949	7,312
Taxation at statutory rate of 24%	(7,482)	(792)	1,428	1,755
Tax effects of:				
Income not subject to tax	(58)	(2,520)	(8,462)	(2,344)
Non-deductible expenses	7,456	3,969	7,034	589
Deferred tax assets not recognised Utilisation of deferred tax assets	184	525	_	_
previously not recognised Underprovision of income tax in	(72)	(985)	-	-
prior financial period	2	-	-	-
Overprovision of deferred tax in prior financial period	-	(782)	_	-
Real property gains tax		1,223	_	_
	30	638	_	_

The details of deductible temporary differences, unabsorbed capital allowances and unutilised tax losses are as follows:

	Gr	oup	Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Deductible temporary differences	467	_	_	_
Unabsorbed capital allowances	_	41	_	_
Unutilised tax losses	1,780	1,792	-	-

The unabsorbed capital allowances of the Group are available indefinitely for offsetting against future taxable profits of the Group, subject to same business source and guidelines issued by the tax authority.

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## Notes to the Financial Statements (cont'd)

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

The unutilised tax losses are available for offset against future taxable profits of the Group up to the following years of assessment.

	Group 31.3.2025 RM'000	Company 30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Years of assessment:				
2032	468	468	_	_
2033	705	980	_	_
2034	607	344	-	-
	1,780	1,792	_	_

### 12. LOSS PER ORDINARY SHARE

Basic and diluted loss per ordinary share attributable to owner of the Company are computed by dividing the loss for the financial period attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial period.

### (a) Basis loss per ordinary share

	1.10.2023 to 31.3.2025 (18 months)	1.7.2022 to 30.9.2023 (15 months)
Loss for the financial period (RM'000)	(31,204)	(3,938)
Weighted average number of ordinary shares in issue ('000)	211,159	2,111,592
Basic loss per ordinary share (sen)	(14.78)	(0.19)

### (b) Diluted loss per ordinary share

The diluted loss per ordinary share of the Group is equal the basic loss per ordinary share as the assumed conversion from the exercise of Warrants B would be anti-dilutive.

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### Notes to the Financial Statements (cont'd)

	Freehold land RM'000	Freehold buildings and office renovation RM'000	Plant and machinery, tools and equipment RM'000	Electrical installation RM'000	Motor vehicles RM'000	Office equipment, furniture and fittings and computer equipment RM'000	Total RM'000
Group Cost/Valuation As at 1 July 2022 Additions Disposals	17,000	6,134	10,381	1,150	551	126 27 (75)	35,342 27 (34,641)
Written off	1	(-)-(-)	· · · · · · · · · · · · · · · · · · ·	)	1	(4)	(4)
As at 30 September 2023/ 1 October 2023	I	66	ı	I	551	74	724
Additions	I	34	20,600	I	425	1	21,070
Disposals	I	I	I	I	(551)	I	(551)
As at 31 March 2025	I	133	20,600	I	425	85	21,243
Accumulated depreciation As at 1 July 2022	I	3,202	8,963	1,052	202	92	13,511
Charge for the financial period	I	331	209	58	131	10	739
Disposals	I	(3,516)	(9,172)	(1,110)	I	(69)	(13,867)
Written off	I	I	I	I	I	(2)	(2)
As at 30 September 2023/		1				3	
1 October 2023	I	/L	I	I	333		381
Charge for the financial period	I	18	515	I	462	13	1,008
Disposals	I	I	I	I	(440)	I	(440)
As at 31 March 2025	ı	35	515	I	355	44	949

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# Notes to the Financial Statements (cont'd)

13. PROPERTY, PLANT AND EQUIPMENT (CONT'D)	JIPMENT (	CONT'D)					
	Freehold land RM'000	Freehold buildings and office renovation RM'000	Plant and machinery, tools and equipment RM'000	Electrical installation RM'000	Motor vehicles RM'000	Office equipment, furniture and fittings and computer equipment RM'000	Total RM'000
Accumulated impairment losses As at 1 July 2022 Disposals	1 1	1,141	607 (607)	22 (22)	1 1	1 1	1,770 (1,770)
As at 30 September 2023/ 1 October 2023/ 31 March 2025	1	I	I	I	I	I	I
<b>Carrying amount</b> As at 30 September 2023	ı	82	I	ı	218	43	343
As at 31 March 2025	ı	86	20,085	I	70	41	20,294

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# Notes to the Financial Statements (cont'd)

Office

### 13. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Motor vehicles RM'000	Office renovation RM'000	equipment, furniture and fittings and computer equipment RM'000	Total RM'000
Company				
Cost				
As at 1 July 2022	551	99	42	692
Additions	_	_	12	12
Disposals	_	_	(5)	(5)
Written off	-	-	(4)	(4)
As at 30 September 2023/				
1 October 2023	551	99	45	695
Additions	_	_	11	11
Disposals	(551)	-	_	(551)
As at 31 March 2025	-	99	56	155
Accumulated depreciation				
As at 1 July 2022	202	5	28	235
Charge for the financial period	131	12	4	147
Disposals	_	_	(2)	(2)
Written off	-	-	(2)	(2)
As at 30 September 2023/				
1 October 2023	333	17	28	378
Charge for the financial period	107	15	6	128
Disposals	(440)	-	_	(440)
As at 31 March 2025	_	32	34	66
Carrying amount				
As at 30 September 2023	218	82	17	317
As at 31 March 2025	_	67	22	89

### GREEN OCEAN CORPORATION BERHAD

Registration No. 200301029847 (632267-P)

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## Notes to the Financial Statements (cont'd)

### 13. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

### (a) Fully depreciated property, plant and equipment

Included in property, plant and equipment of the Group and of the Company are fully depreciated property, plant and equipment, at cost, as follows:

	Gro	oup	Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Motor vehicles Office equipment, furniture and	_	90	-	90
fittings and computer equipment	25	25	25	25
	25	115	25	115

### (b) Property, plant and equipment held under finance lease

The carrying amount of property, plant and equipment of the Group and of the Company held under finance lease are as follow:

	Gr	oup	Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Motor vehicles	70	188	-	188

### (c) Property, plant and equipment additions

The aggregate cost of the plant and equipment of the Group and of the Company acquired during the financial year are under arrangement as follows:

	Gro	oup	Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Cash payment Finance lease Offsetting of amount owing	45 425	27 -	11 -	12 -
by vendors (Note 20)	20,600	-	-	-
	21,070	27	11	12

### (d) Property, plant and equipment under settlement arrangements

As disclosed in Note 13(c), during the financial period, the Group entered into two non-cash settlement arrangements with their vendors, formalised through Deed of Set-Off and related agreements, whereby seven (7) gloves double dipping production lines with a total agreed value of RM20,600,000 were transferred to the Group in satisfaction of certain refundable deposits, as further disclosed in Note 20(ii). These assets were received in partial or full satisfaction of refundable deposits previously recognised by the Group. These assets are intended to support the Group's future plans to operate in the glove manufacturing segment.

### Notes to the Financial Statements (cont'd)

### 13. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(d) Property, plant and equipment under settlement arrangements (cont'd)

The Group had previously explored opportunities in the gloves business in 2021 but later diversified into other activities, including the food and beverage segment, following changes in market conditions. With the completed transfer of the glove production lines, the Group is currently assessing operational requirements for potential commencement of glove manufacturing in the future.

In accordance with MFRS 116 *Property, Plant and Equipment*, the glove production lines were recognised at cost, which reflects the fair value of the assets received as agreed by the vendors and the Group in the settlement agreements. The fair values were determined by an independent professional valuer engaged by the vendors and were used as the basis for the amounts offset against the Group's deposits.

As at 31 March 2025, the glove production lines are available for use but had not yet been brought into operational use, pending the Group's commencement of gloves manufacturing operations in the foreseeable future. An impairment assessment was conducted and supported by valuation performed by an independent professional valuer. Based on the results of the assessment, no impairment loss was recognised as the recoverable amount of the assets exceeded their carrying amount.

### 14. RIGHT-OF-USE ASSETS

	Group		Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Cost				
At beginning of the financial period	101	200	85	170
Additions	440	_	_	_
Derecognition	(101)	_	(85)	_
Remeasurement of lease contract	(189)	(100)	_	(85)
At end of the financial period	251	100	-	85
Accumulated amortisation				
At beginning of the financial period	96	33	81	28
Charge for the financial period	165	63	4	53
Derecognition	(101)	_	(85)	_
Remeasurement of lease contract	(118)	-	_	-
At end of the financial period	42	96	-	81
Carrying amount				
At end of the financial period	209	4	_	4

The right-of-use assets of the Group and of the Company included the lease of office premises and motor vehicle. The lease term for right-of-use assets is 1 to 2 years (30.9.2023: 2 years). The Group and the Company have options to extend the lease term for Nil years (30.9.2023: 2 years) at the end of the lease term.

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## Notes to the Financial Statements (cont'd)

#### 15. INVESTMENT PROPERTY

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Fair value		
At beginning of the financial period	7,120	_
Addition	509	7,120
Fair value adjustments	(129)	-
At end of the financial period	7,500	7,120

On 19 January 2023, a wholly-owned subsidiary company, Unik Makmur Sdn. Bhd. (formerly known as G Rubber Sdn. Bhd.) completed the acquisition of one unit of office premise.

Fair value of the investment property was determined using the market/comparison method. The fair values are within level 2 of the fair value hierarchy. For valuation using market/comparison method, valuations performed by independent professional valuer are based on transacted market price, adjusted for differences in location, size, tenure and other differences of the specific land and buildings.

During the financial period ended 31 March 2025, the fair value is based on valuation performed by an independent professional valuer with experience in valuing land and buildings of similar nature. As a result, fair value adjustment of RM129,000 in respect of the investment property, was recognised in the statements of profit or loss during the financial period ended 31 March 2025.

In the previous financial period ended 30 September 2023, the fair value of the Group's investment property had been arrived at on the basis of the Directors' best estimates, by reference to the market evidence of transacted price for the investment property. The Directors are of the view that the carrying amount of the investment property as at 30 September 2023 approximates its transacted price as the acquisition of the said investment property was recently completed in the previous financial period.

Details of the Group's investment property which located in Malaysia, and information about the fair value hierarchy as at 31 March 2025 and 30 September 2023 are as follows:

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Fair value RM'000
31.3.2025 Office premise	-	7,500	-	7,500
30.9.2023 Office premise	-	7,120	-	7,120

There were no transfers between Levels 1, 2 and 3 during the financial period.

## Notes to the Financial Statements (cont'd)

### 15. INVESTMENT PROPERTY (CONT'D)

During the financial period, the Group's investment property rental income and direct operating expenses are as follows:

	Group	
	1.10.2023	1.7.2022
	to	to
	31.3.2025	30.9.2023
	(18 months)	(15 months)
	RM'000	RM'000
Rental income	363	256
Direct operating expenses	(178)	(132)

### 16. INVESTMENT IN SUBSIDIARY COMPANIES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Unquoted shares, at cost		
At beginning of the financial period	46,531	46,531
Additional investment in subsidiary companies	97,800	_
Disposal of a subsidiary company	(46,481)	_
Incorporation of a subsidiary company		*
	97,850	46,531
Less: Accumulated impairment losses	(19,050)	(46,426)
At end of the financial period	78,800	105

<sup>\*</sup> RM100 unquoted shares

(a) Movement of accumulated impairment losses on investment in subsidiary companies:

	Company	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period Disposal of a subsidiary company Impairment losses during the financial period (Note 9)	46,426 (46,381) 19,005	44,657 - 1,769
At end of the financial period	19,050	46,426

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## Notes to the Financial Statements (cont'd)

### 16. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(b) Details of subsidiary companies are as follows:

	Place of business/	Effective	interest	
Name of Company	Country of incorporation	31.3.2025 %	30.9.2023 %	Principal activities
Ace Edible Oil Industries Sdn. Bhd. ("AEOI") <sup>(i)</sup>	Malaysia	-	100	Palm kernel crushing, crude palm kernel oil, palm kernel expeller and trading of variety of palm oil products
Ace Distributions Sdn. Bhd. ("ADSB") (ii) (iii)	Malaysia	100	100	Trading, retails and distribution in all kind of food and beverage
Ace Pacific Sdn. Bhd. ("APSB") (iv)	Malaysia	100	100	Trading, retails and distribution in all kind of food and beverage
Unik Makmur Sdn. Bhd. (formerly known as G Rubber Sdn. Bhd.) ("UMSB") (() (vi))	Malaysia	100	100	Trading of gloves, general trading for all kinds of products and an investment holding.
Pacific Globe Sdn. Bhd. ("PGSB") (vi)	Malaysia	100	100	Provide facilities for storage and warehousing services

On 4 April 2024, the Company had entered into a Shares Sale Agreement with Wilee Vegetable Oils Sdn. Bhd., for the disposal of 37,000,000 ordinary shares held by the Company in Ace Edible Oil Industries Sdn. Bhd. (AEOI), representing 100% of the total issued and paid-up ordinary shares of AEOI, for a total consideration of RM100,000.

The disposal was completed on 29 April 2024. The Group's gain on disposal was recognised in profit or loss.

- On 16 October 2023, the Company had subscribed 2,499,900 ordinary shares of RM1 each amounting to RM2,499,900 in cash in ADSB.
- On 21 January 2025, the Company had subscribed 4,500,000 redeemable convertible preference shares ("RCPS") of RM1 each amounting to RM4,500,000 in ADSB, which partially settling the amount owing from the subsidiary company.
- On 18 October 2023, the Company had subscribed 2,450,000 ordinary shares of RM1 each amounting to RM2,450,000 in cash in APSB.
- On 20 January 2025, the Company had subscribed 999,999 ordinary shares of RM1 each amounting to RM999,999 in UMSB, which partially settling the amount owing from the subsidiary company.
- On 21 January 2025, the Company had subscribed 87,350,000 RCPS of RM1 amounting to RM87,350,000 in UMSB, which partially settling the amount owing from the subsidiary company.

## Notes to the Financial Statements (cont'd)

### 17. GOODWILL

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Cost		
At beginning of the financial period	736	736
Disposal of a subsidiary company	(736)	-
At end of the financial period	_	736
Accumulated impairment losses		
At beginning of the financial period	736	736
Disposal of a subsidiary company	(736)	_
At end of the financial period	_	736
Carrying amount	-	_

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating unit ("CGU") that is expected to benefit from that business combination. Before recognition of any impairment losses, the carrying amount of goodwill had been allocated to the following business segment as an independent CGU.

	Gre	oup
	31.3.2025	31.3.2025 30.9.2023
	RM'000	RM'000
Biotechnology related product	-	736

### 18. INVENTORIES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
At cost:		
Trading goods	3,707	357
Goods-in-transit	441	1,466
	4,148	1,823
Recognised in profit or loss:		
Inventories recognised as cost of sales	9,750	10,305
Inventories written off (Note 9)	6	81

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# Notes to the Financial Statements (cont'd)

### 19. TRADE RECEIVABLES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
Trade receivables:		
Related parties	1,881	3,091
Third parties	3,789	4,051
	5,670	7,142
Less: Accumulated loss allowances	(685)	(278)
	4,985	6,864

The credit terms granted to the customers are ranged from 7 to 90 days (30.9.2023: 7 to 90 days). Other credit terms are assessed and approved on a case-by-case basis. Trade receivables are recognised at their original invoice amount which represent their fair value on initial recognition.

The aged analysis of trade receivables at the end of the reporting period:

	Gross amount RM'000	Loss allowances RM'000	Net amount RM'000
Group 31.3.2025 Neither past due nor impaired	551	-	551
Past due but not impaired:			
Less than 30 days 31 to 60 days More than 60 days	498 295 3,659	(1) (17)	498 294 3,642
Total past due but not impaired	4,452	(18)	4,434
Collectively assessed Individually assessed	5,003 667	(18) (667)	4,985 -
	5,670	(685)	4,985

## Notes to the Financial Statements (cont'd)

### 19. TRADE RECEIVABLES (CONT'D)

The aged analysis of trade receivables at the end of the reporting period: (cont'd)

	Gross amount RM'000	Loss allowances RM'000	Net amount RM'000
Group 30.9.2023 Neither past due nor impaired	1,478	_	1,478
Past due but not impaired:			
Less than 30 days 31 to 60 days More than 60 days	2,238 1,158 1,712	- - -	2,238 1,158 1,712
Total past due but not impaired	5,108	_	5,108
Collectively assessed Individually assessed	6,586 556	– (278)	6,586 278
	7,142	(278)	6,864

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

As at 31 March 2025, trade receivables of RM4,434,216 (30.9.2023: RM5,107,696) were past due but not impaired. These relate to a number of independent customers from whom there is no significant change in the creditworthiness.

Movement of accumulated loss allowances for trade receivables are as follows:

	Gro	oup
At beginning of the financial period	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period Add: Impairment loss recognised (Note 9) Less: Written off	278 407 -	7,289 278 (7,289)
At end of the financial period	685	278

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## Notes to the Financial Statements (cont'd)

### 20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONT'D)

	Gı 31.3.2025 RM'000	oup 30.9.2023 RM'000	Com 31.3.2025 RM'000	30.9.2023 RM'000
Other receivables Deposits:	12	435	11	11
Related parties Third parties Less: Accumulated loss allowances	2,330 3,078 (5,330)	25,480 3,647 (495)	- - -	- - -
Prepayments	78 114	28,632 1,327	- 7	_ 20
	204	30,394	18	31

Movement of accumulated loss allowances for other receivables are as follows:

	Gro	oup
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period	_	27
Less: Written off	-	(27)
At end of the financial period	-	_

Movement of accumulated loss allowances for deposits are as follows:

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period	495	_
Add: Impairment loss recognised (Note 9)	4,862	495
Less: Reversal of impairment loss (Note 9)	(27)	-
At end of the financial period	5,330	495

Deposits of the Group mainly consist of the following:

### (a) Acquisition of property, plant and equipment

On 20 March 2023, the Group and the vendor signed a conditional acceptance offer letter to purchase a double storey detached factory in Perai, Penang amounted to RM11,250,000, and has paid a deposit of RM2,250,000 to the vendor. The Group is expected to enter into a sale and purchase agreement within 3 months from the date of conditional acceptance offer letter or any extension thereof. The execution of the sale and purchase agreement had been extended to 5 May 2024 as agreed by the Group and the vendor.

Notes to the Financial Statements (cont'd)

### 20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONT'D)

(a) Acquisition of property, plant and equipment (cont'd)

On 18 March 2024, the offer to purchase was called off due to the absence of further progress from the Company. The Group has subsequently received a full refund of RM2,250,000 during the financial period.

- (b) In the previous financial period, the Group diversify its existing businesses via the expansion of its foods and beverage business, thereby reducing its dependency on the glove business. Consequently, certain deposits paid in prior years in relation to certain related projects have been terminated as follows:
  - (b) (i) Design, fabricate, install, test and commission of glove dipping lines

On 30 June 2021, the Group had awarded a project to a vendor, involving set up of a glove making facility for the production of rubber gloves and to commission the installation of 8 production lines producing Nitrile gloves ("Project") amounted to RM65,179,664 and has paid a deposit of RM15,000,000 to the vendor. The Group is expected to enter into a definitive agreement within 120 days from the date of award or any extension thereof. The execution of the definitive agreement had been extended and agreed by both parties, the Group and the vendor. The Group had terminated the said project in financial period ended 30 September 2023.

Following the termination, the Group entered into a Deed of Set-Off dated 3 December 2024 with the vendor, whereby two (2) gloves double dipping production lines with a total agreed value of RM5,600,000, were transferred to the Group in satisfaction of the outstanding deposits, as disclosed in Note 13(d). The fair value of the gloves production lines was supported by an independent professional valuation dated 29 November 2024. The gloves production lines are recognised as property, plant and equipment as disclosed in Note 13(d).

Following the said settlement, a residual deposit balance of RM1,984,000 remained outstanding. While the Group continues to pursue recovery of this amount, management assessed its recoverability as low and recognised a full impairment loss. As a result, the deposits balance as at 31 March 2025 amounted to RM Nil (30.9.2023: RM7,860,000).

### (b) (ii) Purchases of gloves

As at 30 September 2023, the Group had deposits amounting to RM15,000,000 with a vendor in relation to the purchase of gloves. Subsequently the Group has terminated the purchase and requested for refund from the said vendor.

Following the termination, the Group entered into a Deed of Set-Off dated 3 December 2024 with the vendor, where five (5) gloves double dipping production lines with a total agreed value of RM15,000,000, were transferred to the Group in satisfaction of the outstanding deposits, as disclosed in Note 13(d). The fair value of the gloves production lines was supported by an independent professional valuation dated 29 November 2024. The gloves production lines are recognised as property, plant and equipment as disclosed in Note 13(d).

Following the said settlement, the deposits balance with the vendor was fully extinguished as at 31 March 2025 (30.9.2023: RM15,000,000).

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## Notes to the Financial Statements (cont'd)

### 20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONT'D)

### (c) Acquisition of leasehold land

On 29 October 2021, the Group being offered to purchase six pieces of leasehold land at Alor Gajah, Melaka, and paid a refundable earnest deposit of RM3,000,000 to the vendor. Subsequently on 1 July 2022, the offer was called off by the Group.

A balance of RM2,878,000 remained outstanding at the reporting date. While the Group continues to pursue recovery of this amount, management assessed its recoverability as low and recognised a full impairment loss. As a result, the deposits balance as at 31 March 2025 amounted to RM Nil (30.9.2023: RM2,878,000).

### 21. AMOUNTS OWING FROM/(TO) SUBSIDIARY COMPANIES

	Com	pany
	31.3.2025 RM'000	30.9.2023 RM'000
Amount owing from subsidiary companies		
At beginning of the financial period	1,303	102,844
Less: Accumulated loss allowances	(8)	(35,098)
At end of the financial period	1,295	67,746
Amount owing to a subsidiary company	1,941	_

Movement of accumulated loss allowances for amount owing from subsidiary companies are as follows:

	Company	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period Add: Impairment loss recognised (Note 9)	35,098 8	44,864
Less: Reversal of impairment loss (Note 7)	(35,098)	(9,766)
At end of the financial period	8	35,098

Amounts owing from/(to) subsidiary companies are non-trade in nature, unsecured, interest free and recoverable/(repayable) on demand.

Notes to the Financial Statements (cont'd)

#### 22. INVESTMENT IN QUOTED SECURITIES

	Group	
	31.3.2025 30.9.20 RM'000 RM'0	
At FVTPL		
Quoted securities, in Malaysia	43,167	53,087

Fair value of the above quoted securities is determined by reference to the published quoted price in an active market as at the reporting date. The fair value of the quoted securities is classified under Level 1 of the fair value hierarchy.

#### 23. MONEY MARKET INSTRUMENTS

	Group/C	ompany
	31.3.2025 RM'000	30.9.2023 RM'000
At FVTPL Short-term funds, in Malaysia	_	4,502

Short-term funds represent investment in unit trust funds that invest only in low risk, highly liquid short-term money market instruments placed with licensed financial institutions.

Short-term funds are valued with reference to the quoted net asset value of the underlying funds as at the reporting date. The fair value of the funds is classified under Level 1 of the fair value hierarchy.

### 24. FIXED DEPOSITS WITH LICENSED BANKS

Fixed deposits with licensed banks earn interest at rates ranging from 2.20% to 2.75% and 2.45% to 2.75% (30.9.2023: 2.60% to 2.95% and 2.70% to 2.95%) per annum for the Group and for the Company, respectively, and are pledged with licensed banks for banking facilities granted to the Group as disclosed in Note 28. Fixed deposits with licensed banks of the Group and of the Company have maturity terms of 30 to 90 days (30.9.2023: 30 to 90 days).

### 25. CASH AND BANK BALANCES

As at 31 March 2025, the Group has pledged cash amounting to RM604,000 (30.9.2023: RM Nil) with a financial institution as collateral for a bank guarantee in favour of Jabatan Kastam Diraja Malaysia, to cover duties and taxes on merchandise stored in the licensed private bonded warehouse.

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## Notes to the Financial Statements (cont'd)

### 26. SHARE CAPITAL

	Group/Company			
	Number	of shares	Amo	ount
	31.3.2025 Unit'000	30.9.2023 Unit'000	31.3.2025 RM'000	30.9.2023 RM'000
Issued and fully paid: Ordinary shares				
At beginning of the financial period	2,111,592	2,111,592	143,485	143,485
Capital reduction	_	_	(92,500)	_
Share consolidation	(1,900,433)	_	_	-
At end of the financial period	211,159	2,111,592	50,985	143,485

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitle to one vote per ordinary share at meeting of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

- i) On 27 October 2023, the Company has completed the share consolidation exercise by consolidating every ten (10) existing ordinary shares in the Company into one (1) ordinary share resulting in the reduction of the number of ordinary shares from 2,111,592,400 ordinary shares to 211,159,233 ordinary shares.
  - Pursuant to Deed Poll of Warrants B, the exercise price and the number of outstanding Warrants B shall be adjusted pursuant to the share consolidation and resulting in the reduction in the number of outstanding Warrants B from 621,430,198 to 62,142,978 with the exercise price of the Warrants B has been revised from RM0.10 to RM1.00.
- ii) On 22 October 2024, on behalf of the Board of Directors of the Company, M & A Securities Sdn Bhd had announced that the Company proposes to undertake a reduction of its issued share capital of up to RM92,500,000 pursuant to Section 117 of the Companies Act 2016 ("Act") ("Proposed Capital Reduction").

The Proposed Capital Reduction was completed on 24 February 2025.

### Notes to the Financial Statements (cont'd)

#### 27. RESERVES

#### (a) Warrant reserve

Warrants reserve arose from the right issues together with free detachable warrants, which is measured at fair value on the date of issuance. Warrants reserve is transferred to the share capital account upon the exercise of warrants and the warrant reserve in relation to unexercised warrants at the expiry of the warrant periods will be transferred to retained earnings.

### Warrants B 2020/2025

On 4 January 2021, the Company listed and quoted 621,430,198 free detachable Warrants B pursuant to the completion of Right Issue with Warrants B exercise.

Warrants B of the Company were constituted by a Deed Poll dated 18 November 2020 ("Deed Poll B").

The salient features of Warrants B are as follows:

- (i) The issue date of Warrants B is 28 December 2020 and will expire on 27 December 2025.
- (ii) The Warrants B can be exercised at any time during the period commencing on and inclusive of the date of issue up to and including the expiry date. Any Warrants B not exercised during the exercise period will lapse and cease to be valid.
- (iii) Each Warrant B entitles the registered holder to subscribe for 1 new ordinary share of the Company at the exercise price of RM0.10 at any time during the exercise period and the exercise price is subject to adjustments in accordance with the terms and provisions of the Deed Poll B.
- (iv) The new ordinary shares arising from the exercise of Warrants B shall, upon allotment and issue, rank pari passu with the existing issued ordinary shares of the Company, save and except that they will not be entitled to any right, allotment, dividend and/or any other distribution that may be declared, made or paid before the date of allotment and issue of the new ordinary shares of the Company.

The number of Warrants B remained unexercised at the end of the financial period is as follows:

Number of units ('000) 31.3.2025 30.9.2023 62.143 621,430

Unexercised Warrants B

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## Notes to the Financial Statements (cont'd)

### 27. RESERVES (CONT'D)

(b) Employees Share Option Scheme ("ESOS")

On 27 October 2020, the shareholders of the Company approved the establishment of an ESOS. The effective date for the implementation of the ESOS was on 4 January 2021.

The salient features of the ESOS are as follows:

- (i) The maximum number of shares to be allotted and issued pursuant to the ESOS shall not at any point in time in aggregate exceed 30% of the total number of issued shares of the Company (excluding treasury shares) at any one time.
- (ii) The actual number of ESOS shares which may be offered to Eligible Persons pursuant to ESOS shall be determined entirely at the discretion of the ESOS Committee, provided that the number of ESOS shares offered shall not be more than the maximum allowable allocation of such Eligible Person.
- (iii) Not more than 70% of the ESOS shares available under the ESOS on any date shall be allocated in aggregate to the Directors and senior management of the Group.
- (iv) Allocation to any individual eligible Director or employee of who, either singly or collectively through persons connected with the Eligible Director or employee, holds 20% or more of the issued and paid-up share capital (excluding treasury shares) of the Company, does not exceed 10% of the shares available under the ESOS.
- (v) The exercise price shall be discounted by not more than 10% from the weighted average of the market price of the shares as shown in the daily official list issued by Bursa Securities for the five trading days immediately preceding the date of offer.
- (vi) The new shares to be allotted and issued upon any exercise of the options shall rank pari passu in respect with the existing shares of the Company except that the new shares will not be entitled to any dividends, rights, allotments and other distributions in which entitlement date precedes the date of allotment of the said shares.
- (vii) The ESOS shall be in force for a period of five years from the date of implementation of the ESOS. On or before the date of expiry, the Board of Directors shall have the discretion to extend the duration of the ESOS without having to obtain approval of the Company's shareholders and such extension is subject to an aggregate duration of 10 years from the date of implementation of ESOS.

During the financial period, no options has been issued by the Company.

## Notes to the Financial Statements (cont'd)

### 28. BANK BORROWINGS

	Group 31.3.2025 30.9.2023 RM'000 RM'000	
Secured Revolving credits Term loan	9,500 6,090	9,500 6,514
	15,590	16,014
Current Revolving credits Term loan	9,500 341	9,500 355
Non-Current Term loan	9,841 5,749	9,855 6,159
	15,590	16,014

### Revolving credits

Revolving credits bear interest at rates ranging from 4.25% - 4.35% (30.9.2023: 4.25%) per annum and is payable on maturity date of 30 days from the drawdown date.

### Term loan

The term loan bear interest at a rate of 4.25% (30.9.2023: 4.25%) per annum and is repayable over a period of 15 years.

The bank borrowings are secured by the fixed deposits with licensed banks as disclosed in Note 24.

### 29. LEASE LIABILITIES

	Gro	oup	Com	oany
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period	239	465	239	440
Additions	865	_	_	_
Disposals	(180)	_	(180)	_
Interest expense	36	15	` 11 <sup>′</sup>	15
Lease payments:				
Principal	(588)	(130)	(59)	(120)
Interest	(36)	`(15)	(11)	`(15)
Remeasurement of lease contract	(72)	(96)		(81)
At end of the financial period	264	239	_	239

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## Notes to the Financial Statements (cont'd)

### 29. LEASE LIABILITIES (CONT'D)

The Group and the Company do not face a significant liquidity risk with regard to their lease liabilities.

The lease liabilities are denominated in Ringgit Malaysia and comprise leases on office premises and obligations under finance lease on motor vehicles.

### Office premises

During the financial period, the Group and the Company decided not to exercise the extension options after expiry of the tenancy on 31 October 2023 and result in remeasurement of right-of-use assets and lease liabilities.

The Group and the Company applied the incremental borrowing rate to the lease liabilities of 4.60% (30.9.2023: 4.60%) per annum.

### Obligations under finance lease

The Group's and the Company's obligations under finance lease bear effective interest rate at 2.28% (30.9.2023: 2.28%) per annum.

	Group		Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Minimum lease payments:				
Year 1	184	64	_	64
Year 2	87	60	_	60
Year 3	_	60	_	60
Year 4	_	60	_	60
Year 5 onwards	-	19	-	19
Total minimum lease payments	271	263	_	263
Less: Future finance charges	(7)	(24)	-	(24)
Present value of lease liabilities	264	239	_	239
Analysed as:				
Non-Current	86	184	_	184
Current	178	55	_	55
	264	239	-	239

## Notes to the Financial Statements (cont'd)

### 30. DEFERRED TAX LIABILITIES

	Group	
	31.3.2025 RM'000	30.9.2023 RM'000
At beginning of the financial period	_	609
Recognised in profit or loss (Note 11)	-	(609)
At end of the financial period	-	_

Deferred tax assets/(liabilities) provided for in the financial statements are in respect of the tax effects of the following:

	Gro	oup	
	31.3.2025 RM'000	30.9.2023 RM'000	
Deferred tax assets (before offsetting) Deductible temporary differences arising from: Unabsorbed capital allowances	_	1	
Offsetting	-	(1)	
Deferred tax assets (after offsetting)	_	_	
Deferred tax liabilities (before offsetting)			
Taxable temporary differences arising from:  Property, plant and equipment	_	1	
Offsetting	-	(1)	
Deferred tax liabilities (after offsetting)	-	_	

As mentioned in Note 3, the tax effects of deductible temporary differences, unutilised tax losses and unabsorbed capital allowances which would give rise to deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unutilised tax losses and unabsorbed capital allowances can be utilised.

At the end of the reporting period, the estimated amount of temporary differences, unutilised tax losses and unabsorbed capital allowances, for which the tax effects have not been recognised in the financial statements due to uncertainty of realisation, are as follows:

	Gro	Group	
	31.3.2025 RM'000	30.9.2023 RM'000	
Unutilised tax losses Unabsorbed capital allowances	1,780	1,792 41	
Others	467	(52)	
	2,247	1,781	

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### Notes to the Financial Statements (cont'd)

#### 31. TRADE PAYABLES

	Gre	oup
	31.3.2025 RM'000	30.9.2023 RM'000
Trade payables:		
Related parties	1,278	291
Third parties	2,454	1,707
	3,732	1,998

The credit terms granted to the Group are 30 days (30.9.2023: 30 days).

#### 32. OTHER PAYABLES AND ACCRUALS

	Gre	Group		pany
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Other payables	96	1,116	_	10
Accruals	208	199	96	102
	304	1,315	96	112

### 33. AMOUNT OWING TO DIRECTORS

This amount is non-trade in nature, unsecured, interest free and repayable on demand.

### 34. RELATED PARTY DISCLOSURE

### (a) Identify related parties

For the purposes of these financial statements, parties are considered to be related to the Group and the Company if the Group and the Company have the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management. Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly. The key management personnel of the Group and of the Company include Executive Director of the Company and certain members of senior management of the Group and of the Company.

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## Notes to the Financial Statements (cont'd)

### 34. RELATED PARTY DISCLOSURE (CONT'D)

### (b) Related party transactions

Related party transactions have been entered in the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the related party transactions of the Group are as follows:

	Group		
	1.10.2023 1.7.2		
	to	to	
	31.3.2025	30.9.2023	
	(18 months)	(15 months)	
	RM'000	RM'000	
Transactions with related parties:			
Sales of food and beverages	2,911	2,769	
General trading	44	293	
Purchase of food and beverages	(5,418)	(2,762)	

### (c) Compensation of key management personnel

The remuneration of key management personnel during the financial period are as follows:

	1.10.2023 to 31.3.2025 (18 months) RM'000	1.7.2022 to 30.9.2023 (15 months) RM'000	Co 1.10.2023 to 31.3.2025 (18 months) RM'000	mpany 1.7.2022 to 30.9.2023 (15 months) RM'000
Directors Executive:				
Salaries and other emoluments Defined contribution plans Social security contributions	540 62 4	465 54 4	180 19 2	165 18 1
Non-Executive:	606	523	201	184
Fees	225	152	225	152
Total Directors' remuneration	831	675	426	336

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## Notes to the Financial Statements (cont'd)

### 34. RELATED PARTY DISCLOSURE (CONT'D)

(c) Compensation of key management personnel (cont'd)

The remuneration of key management personnel during the financial period are as follows: (cont'd)

	G	iroup	Company	
	1.10.2023	1.7.2022	1.10.2023	1.7.2022
	to 31.3.2025 (18 months) RM'000	to 30.9.2023 (15 months) RM'000	to 31.3.2025 (18 months) RM'000	to 30.9.2023 (15 months) RM'000
Other key management personnel				
Salaries and other emoluments	200	188	200	188
Defined contribution plans	23	22	23	22
Social security contributions	1	1	1	1
	224	211	224	211
Total key management personnel compensation	1,055	886	650	547

### 35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the liabilities of the Group and of the Company arising from financing activities, including both cash and non-cash changes:

	At beginning of the financial period RM'000	Financing cash flows (i) RM'000	Non-cash changes (ii) RM'000	At end of the financial period RM'000
Group 31.3.2025				
Amount owing to Directors	29	(29)	_	_
Bank borrowings	16,014	(424)	_	15,590
Lease liabilities	239	(588)	613	264
30.9.2023				
Amount owing to Directors	29	_	_	29
Bank borrowings	_	16,014	_	16,014
Lease liabilities	465	(130)	(96)	239

## Notes to the Financial Statements (cont'd)

### 35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (CONT'D)

The table below details changes in the liabilities of the Group and of the Company arising from financing activities, including both cash and non-cash changes: (cont'd)

	At beginning of the financial period RM'000	Financing cash flows (i) RM'000	Non-cash changes (ii) RM'000	At end of the financial period RM'000
Company 31.3.2025 Amount owing to Directors Amount owing to a subsidiary company Lease liabilities	29 - 239	(29) 1,941 (59)	- - (180)	1,941 –
30.9.2023 Amount owing to Directors Amount owing to a subsidiary company Lease liabilities	29 38 440	- (38) (120)	- - (81)	29 - 239

<sup>(</sup>i) The cash flows from bank borrowings, lease liabilities, amounts owing to Directors and a subsidiary company make up the net amount of proceeds from or repayments or payments in the statements of cash flows.

### **36. FINANCIAL INSTRUMENTS**

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 3 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and losses, are recognised.

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	Group		Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Financial assets				
At amortised costs				
Trade receivables	4,985	6,864	_	_
Other receivables and deposits	90	29,067	11	11
Amount owing from subsidiary companies	-	_	1,295	67,746
Fixed deposits with licensed banks	17,120	16,491	7,269	6,991
Cash and bank balances	4,794	12,693	2,494	2,663

<sup>(</sup>ii) Non-cash changes included remeasurement of lease contract, derecognition and new leases liabilities and right-of-use assets.

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## Notes to the Financial Statements (cont'd)

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

### (a) Classification of financial instruments (cont'd)

	Gr	oup	Com	pany
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Financial assets (cont'd)  At FVTPL				
Investment in quoted securities	43,167	53,087	_	_
Money market instruments	_	4,502	_	4,502
Financial liabilities At amortised costs				
Trade payables	3,732	1,998	_	_
Other payables and accruals	304	1,315	96	112
Amount owing to Directors	_	29	_	29
Amount owing to a subsidiary company	_	_	1,941	_
Bank borrowings	15,590	16,014	_	_
Lease liabilities	264	239	-	239

### Net gains/(losses) arising from financial instruments

	Gro	oup	Com	pany
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Net gains/(losses) arising from: Financial assets measured at				
amortised cost Financial assets measured at	(4,573)	(390)	16,410	10,160
FVTPL	(22,654)	(1,797)	66	842

### (b) Financial risk management objectives and policies

The Group's activities in the normal course of business expose it to a variety of financial risks, including credit risk, liquidity risk and market risk. The Group's and the Company's overall financial risk management objective is to minimise potential adverse effects of these risks on the financial performance of the Group and of the Company. Financial risk management is carried out through risk reviews, internal control systems and adherence to prudent financial risk management policies.

The Group and the Company do not use derivative financial instruments as the nature and size of its financial assets and liabilities do not warrant the use of such instruments at present. It does not trade in financial instruments.

### Notes to the Financial Statements (cont'd)

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

(b) Financial risk management objectives and policies (cont'd)

### (i) Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It arises when services or sales are made on deferred credit terms. The credit risk of the Group is concentrated in trade and other receivables and deposits. The credit risk of the Company is concentrated in amount owing from subsidiary companies. The Group and the Company consider the risk of material loss in the event of non-performance by the financial counterparty or customer to be unlikely beyond amounts allowed for collection losses in the Group's and the Company's receivables.

### Concentration profile

Concentration of credit risk arises when a number of customers are engaged in similar business activities or activities within the same geographic region, or when they have similar risk characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. The Group monitors various portfolios to identify and assess risk concentration.

At the end of the financial period, approximately 57% (30.9.2023: 39%) of the Group's trade receivables was due from three (30.9.2023: three) major customers. Trade receivables' balances from those major customers amounted to RM3,232,000 (30.9.2023: RM2,653,000).

### Maximum exposure to credit risk

At end of the financial period, the Group and the Company do not have significant exposure to any individual customer, other than those major customers. The maximum exposure to credit risk is represented by the carrying amount of each financial assets as presented in the statements of financial position.

The carrying amount of the Group's and of the Company's financial assets at FVTPL disclosed in Notes 22 and 23 best represents their maximum exposure to credit risk.

The Group and the Company do not hold any collateral or credit enhancements to cover its credit risk associated with its receivables.

### (ii) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as and when they fall due. Liquidity risk is managed by maintaining an adequate level of cash reserves and committed credit facilities, and close monitoring of working capital requirements. The Group and the Company seek to maintain flexibility in funding by keeping committed credit lines available. If required, the Group and the Company will raise additional funds through external borrowings or from the capital markets.

In circumstances where current liabilities exceed current assets and there is a deficit in shareholders' funds, the Company may undertake to provide financial support to its subsidiary companies to enable the subsidiary companies to meet their liabilities as and when they fall due.

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### Notes to the Financial Statements (cont'd)

The following table details the Group's and the Company's liquidity analysis for financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the undiscounted contractual cash flows:

FINANCIAL INSTRUMENTS (CONT'D)

36.

	Weighted average effective interest rate	Total carrying amount RM'000	On demand or within 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	More than u 5 years RM'000	Total More than undiscounted 5 years cash flow RM'000
Group 31.3.2025							
Trade payables	I	3,732	3,732	I	I	I	3,732
Other payables and accruals	I	304	304	I	I	I	304
Bank borrowings		15,590	10,093	593	1,780	5,048	17,514
Lease liabilities	2.28 - 4.60	264	184	87	I	I	271
Bank guarantee*		I	604	I	I	I	I
		19,890	14,917	089	1,780	5,048	21,821
30.9.2023							
Trade payables	ı	1,998	1,998	I	I	I	1,998
Other payables and accruals	ı	1,315	1,315	I	I	ı	1,315
Amount owing to Directors	ı	29	29	I	I	I	29
Bank borrowings	4.25	16,014	10,093	593	1,779	5,441	17,906
Lease liabilities	2.32	239	64	09	139	I	263
		19,595	13,499	653	1,918	5,441	21,511

Based on the maximum amount that can be called for under the bank guarantee.

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### Notes to the Financial Statements (cont'd)

The following table details the Group's and the Company's liquidity analysis for financial liabilities into relevant maturity groupings based

36. FINANCIAL INSTRUMENTS (CONT'D)

	Weighted average effective interest rate	Total carrying amount RM'000	On demand or within 1 year RM'000	1 to 2 years RM'000	2 to 5 years RM'000	More than 5 years RM'000	Total More than undiscounted 5 years cash flow RM'000
Company 31.3.2025 Other payables and accruals Amount owing to subsidiaries	ι ι	96 1,941	96 1,941	1 1	1 1	1 1	96
		2,037	2,037	ı	ı	I	2,037
30.9.2023 Other payables and accruals Amount owing to Directors	1 1	112	112	1 1	1 1	1 1	112
Lease liabilities	2.32	239	64	09	139	I	263

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## Notes to the Financial Statements (cont'd)

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

### (iii) Market risk

### (a) Interest rate risk

The Group's and the Company's fixed deposits with licensed banks and bank borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The Group and the Company manage the interest rate risk of their fixed deposits with licensed banks by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short- and long-term deposits.

The Group manages its interest rate risk exposure from interest-bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group constantly monitors its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group does not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts at the end of the reporting period was:

	Gre	oup	Company	
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Floating rate instrument Financial liability				
Bank borrowings	15,590	16,014	_	-

### Interest rate risk sensitivity analysis

At the end of the reporting period, if interest rates had been 50 basis points lower/higher, with all other variables held constant, the Group's loss before tax for the financial period would have been approximately RM78,000 (30.9.2023: RM 80,000) lower/higher, arising mainly as a result of lower/higher finance costs on floating rate borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on a prudent estimate of the current market environment.

The above sensitivity analysis excludes lease liabilities as their interest rates are fixed at the inception of the financing arrangement.

## Notes to the Financial Statements (cont'd)

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

- (iii) Market risk (cont'd)
  - (b) Other price risk

Other price risk is the risk that the fair value of the financial instruments of the Group and of the Company would fluctuate because of changes in market price.

The Group's and the Company's principal exposure to market price risk mainly arising from investment in quoted securities and money market instruments, which are classified as FVTPL.

### Other price risk sensitivity analysis

The following table details the sensitivity analysis to a reasonably possible change in the market prices of the quoted securities and money market instruments at the end of the reporting period, with all other variables held constant:

	Gre	oup	Com	pany
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Effect of (loss)/profit before tax				
Increase of 10%	4,317	5,759	_	450
Decrease of 10%	(4,317)	(5,759)	-	(450)

### 37. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of short-term receivables and payables and cash and bank balances approximate their fair values due to the relatively short-term nature of these financial instruments and insignificant impact of discounting.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

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## Notes to the Financial Statements (cont'd)

### 37. FAIR VALUE OF FINANCIAL INSTRUMENTS (CONT'D)

### Non-derivative financial instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period.

 Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The table below analyses long-term financial liability that is not carried at fair value for which fair value is disclosed, together with their carrying amounts shown in the statements of financial position.

	Carrying	Fair value		nstruments no value	t carried at
	amount RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Group 31.3.2025 Financial liability Bank borrowings	5,749	_	5,749	_	5,749
30.9.2023 Financial liability Bank borrowings	6,159	_	6,247	_	6,247

### 38. CAPITAL COMMITMENT

	Gro	oup
	31.3.2025 RM'000	30.9.2023 RM'000
Approved and contracted for:		
Acquisition of property, plant and equipment	_	9,000

### 39. CAPITAL MANAGEMENT

The Group's and the Company's objectives when managing capital are to safeguard the Group's and the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group and the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

### Notes to the Financial Statements (cont'd)

### 39. CAPITAL MANAGEMENT (CONT'D)

The Group and the Company monitor capital on the basis of their business and operating requirements.

	Gro	oup	Com	pany
	31.3.2025 RM'000	30.9.2023 RM'000	31.3.2025 RM'000	30.9.2023 RM'000
Bank borrowings Lease liabilities	15,590 264	16,014 239	_	_ 239
Less: Cash and cash equivalents	(4,190)	(12,693)	(2,494)	(2,663)
Net debt	11,664	3,560	(2,494)	(2,424)
Total equity	82,506	113,710	87,930	81,981
Debt to equity ratio	0.141	0.030	*	*

<sup>\*</sup> Debt to equity ratio is not applicable as the Group and the Company have sufficient cash and cash equivalents to settle the outstanding debt.

There were no changes in the Group's and the Company's approach to capital management during the financial period.

### 40. SIGNIFICANT EVENT DURING THE FINANCIAL PERIOD

(i) On 27 October 2023, the Company has completed the share consolidation exercise by consolidating every ten existing ordinary shares in the Company into one ordinary share resulting in the reduction of the number of ordinary shares from 2,111,592,400 ordinary shares to 211,159,233 ordinary shares.

Pursuant to Deed Poll B of Warrants B, the exercise price and the number of outstanding Warrants B shall be adjusted pursuant to the share consolidation and resulting in the reduction in the number of outstanding Warrants B from 621,430,198 to 62,142,978 with the exercise price of the Warrants B has been revised from RM0.10 to RM1.00.

(ii) On 22 October 2024, on behalf of the Board of Directors of the Company, M & A Securities Sdn Bhd had announced that the Company proposes to undertake a reduction of its issued share capital of up to RM92,500,000 pursuant to Section 117 of the Companies Act 2016 ("Act") ("Proposed Capital Reduction").

The Proposed Capital Reduction was completed on 24 February 2025.

### 41. SUBSEQUENT EVENT

On 4 June 2025, on behalf of the Board of Directors of the Company, M & A Securities Sdn Bhd had announced that the Company proposes to undertake a proposed variation to the utilisation of proceeds raised from the rights issue with warrants exercise which was completed on 4 January 2021 to the current intended utilisation ("Proposed Variation"). Under the Proposed Variation, the Board proposes to reallocate the balance proceeds initially earmarked for the capital expenditure and working capital for the Group's glove business to fund the repayment of bank borrowings as well as general working capital.

The shareholders had approved the Proposed Variation via Extraordinary General Meeting held on 24 July 2025.

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## LIST OF **PROPERTIES**

The Group owns the following properties as at 31 March 2025:

Location of Property	Description (Existing Use)	Land Area/ Built-up Area (Sq.Ft.)	Tenure	Age of Building	Net Book Value as at 31.03.2025 (RM'000)	Date of Acquisition
Lot No. 2-3, Second Floor, Troika, 19 Persiaran KLCC, 50450 Kuala Lumpur, Wilayah Persekutuan (KL)	Office premises	7,448.60 sq.ft. (692 m²)	Freehold	14	7,500	3.6.2022

# ANALYSIS OF SHAREHOLDINGS

As at 30 June 2025

#### **SHARE CAPITAL**

Issued and Fully Paid-up Capital : 211,159,233 Class of Shares : Ordinary shares

Voting Rights : One vote per ordinary share

### SHAREHOLDING DISTRIBUTION SCHEDULE

(BASED ON THE RECORD OF DEPOSITORS)

No. of Shareholders	Size of Shareholdings	No. of Shares Held	% of Shares
430	Less than 100	14,033	0.01
1,496	100 to 1,000	914,803	0.43
2,545	1,001 to 10,000	11,599,639	5.49
1,181	10,001 to 100,000	37,043,188	17.54
193	100,001 to less than 5% of issued shares	98,787,570	46.78
1	5% and above of the issued shares	62,800,000	29.74
5,846	TOTAL	211,159,233	100.00

### **LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS**

(BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

No.	Name of Shareholders	No. of Shares Held	Percentage (%)
1.	Amsec Nominees (Tempatan) Sdn. Bhd Exempt An for KGI Securities (Singapore) Pte. Ltd (66581 T CL)	62,800,000	29.74
2.	HSBC Nominees (Asing) Sdn. Bhd J.P. Morgan Securities PLC	3,667,000	1.74
3.	Kenanga Investment Bank Berhad - IVT (23033) Kong Zheng Hui	3,256,800	1.54
4.	Malacca Securities Sdn. Bhd IVT(220) Team KL01	3,075,700	1.46
5.	Apex Securities Berhad - IVT PDR 201 Leonard Chin Yen Haw	2,796,000	1.32
6.	TA Securities Holdings Berhad - IVT (PO9) Kuek Xi Jia	2,561,400	1.21
7.	Public Nominees (Tempatan) Sdn. Bhd Pledged Securities Account for Tan Kong Han (SS2/PIV)	2,301,540	1.09
8.	Malacca Securities Sdn. Bhd IVT(222) Team KL01	2,285,700	1.08

# Analysis of Shareholdings (cont'd)

## LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (CONT'D)

(BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

No.	Name of Shareholders	No. of Shares Held	Percentage (%)
9.	Tan Kong Han	2,242,140	1.06
10.	Malacca Securities Sdn. Bhd IVT(223) Team KL01	2,200,000	1.04
11.	Kenanga Investment Bank Berhad - IVT (22708) Yong Siow Chin	2,162,100	1.02
12.	Ho Beng Jau	2,130,000	1.01
13.	Lim Poh Em	2,071,100	0.98
14.	Inter-Pacific Securities Sdn. Bhd IVT (020808) Chiew Tien Tiam	2,019,000	0.96
15.	Lim Siw Lan	2,016,000	0.95
16.	Kenanga Nominees (Tempatan) Sdn. Bhd Chung Sie Wei	1,751,400	0.83
17.	Lee Chee Ein	1,696,200	0.80
18.	Phang Zhun Gui	1,500,000	0.71
19.	Quah Ting Yeoh	1,350,000	0.64
20.	Chan Liew Choo	1,347,000	0.64
21.	Tee Tiam Hock	1,347,000	0.64
22.	Goh Lean Hai	1,312,800	0.62
23.	Lim Sew Kim	1,297,000	0.61
24.	Lim Ee Hiang	1,200,000	0.57
25.	Public Nominees (Tempatan) Sdn. Bhd Pledged Securities Account for Tey Heong Tiong (E-TCS)	1,200,000	0.57
26.	Choo Jen Bhin	1,180,000	0.56
27.	UOB Kay Hian Nominees (Asing) Sdn. Bhd Exempt An for UOB Kay Hian Pte Ltd (A/C Clients)	1,171,000	0.55
28.	Tey Khai Theng	1,169,000	0.55
29.	Ho Heng Chuan	1,115,000	0.53
30.	Yeoh Guan Fook	1,110,000	0.53
	TOTAL	117,330,880	55.57

Analysis of Shareholdings (cont'd)

## LIST OF SUBSTANTIAL SHAREHOLDERS

(BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS)

		NO. OF SHARES HELD									
	NAME OF SHAREHOLDERS	DIRECT	%	INDIRECT	%						
1.	Focus Dynamics Centre Sdn. Bhd.	62,800,000	29.74	-	-						
2.	Focus Dynamics Group Berhad	_	-	62,800,000	29.74						

## LIST OF DIRECTORS' SHAREHOLDINGS

(BASED ON THE REGISTER OF DIRECTORS' SHAREHOLDINGS)

		NO. OF SHARES HELD									
	NAME OF DIRECTORS	DIRECT	%	INDIRECT	%						
1.	Tay Ben Seng, Benson	_	_	_	_						
2.	Roy Winston George	-	-	-	-						
3.	Wan Nur Syazwani binti Wan Ahmad Najmuddin	-	-	-	-						
4.	Tan Aik Heang (Appointed on 25 June 2025)	-	-	-	-						

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# ANALYSIS OF WARRANTS B HOLDINGS

As at 30 June 2025

No. of Warrants B : 62,142,978 Exercise Price of Warrants B : RM1.00

Exercise Period of Warrants B : 28 December 2020 to 27 December 2025 Voting Rights in the meeting of warrants holders : One vote per warrant holder on a show of hands

#### WARRANTS B HOLDINGS DISTRIBUTION SCHEDULE

(BASED ON THE RECORD OF DEPOSITORS)

No. of Warrants B Holders	Size of Warrants B Holdings	No. of Warrants B Held	% of Warrants B
218	Less than 100	6,510	0.01
217	100 to 1,000	129,420	0.21
724	1,001 to 10,000	3,288,742	5.29
478	10,001 to 100,000	16,548,316	26.63
105	100,001 to less than 5% of Warrants B	42,169,990	67.86
-	5% and above of the Warrants B	-	_
1,742	TOTAL	62,142,978	100.00

#### **LIST OF 30 LARGEST WARRANTS B HOLDERS**

(BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

No.	Name of Warrants B Holders	No. of Warrants B Held	Percentage (%)
1.	Affin Hwang Investment Bank Berhad - IVT (YKL) Lee Khee Yip	3,041,000	4.89
2.	Muhamadmazni bin Salimin	1,924,710	3.10
3.	Choo Kwang Wah	1,880,000	3.03
4.	Public Nominees (Tempatan) Sdn. Bhd Pledged Securities Account for Tan Kong Han (SS2/PIV)	1,534,905	2.47
5.	Tan Kong Han	1,494,105	2.40
6.	Tay Poh Lye	1,351,100	2.17
7.	Kenanga Nominees (Tempatan) Sdn. Bhd Rakuten Trade Sdn. Bhd. for Chieng Tzelin Brian	1,238,400	1.99
8.	Ong Poh Choong	1,099,900	1.77
9.	Martin Pau Kin Loong	1,094,560	1.76

# Analysis of Warrants B Holdings (cont'd)

## LIST OF 30 LARGEST WARRANTS B HOLDERS (CONT'D)

(BASED ON THE RECORD OF DEPOSITORS)

(WITHOUT AGGREGATING SECURITIES FROM DIFFERENT SECURITIES ACCOUNT BELONGING TO THE SAME PERSON)

No.	Name of Warrants B Holders	No. of Warrants B Held	Percentage (%)
10.	Muhd Mustakim bin Abd Wahab	858,600	1.38
11.	Lim Swee Eng	798,500	1.28
12.	Kenanga Nominees (Tempatan) Sdn. Bhd Rakuten Trade Sdn. Bhd. for Naresh Nair a/l Narayanan	785,000	1.26
13.	Md Nor bin Mansor	780,000	1.26
14.	Lim Tuan Guan	750,600	1.21
15.	Ng Wooi Ying	660,000	1.06
16.	Maybank Nominees (Tempatan) Sdn. Bhd. - Radin Zulkar Nain bin Radin Abdul Rahman	629,000	1.01
17.	Low Choon Kwee	613,500	0.99
18.	Sivagukan a/l Thambirajah	600,000	0.97
19.	Yeoh Guan Fook	555,000	0.89
20.	Abdul Karim Fakir bin Ali	501,000	0.81
21.	Gan Kown Meng	500,000	0.80
22.	Shaharuddin bin Warno @ Rahmad	500,000	0.80
23.	Maybank Nominees (Tempatan) Sdn. Bhd Kua Song Tuck	482,500	0.78
24.	Ahmad Syukry bin Ismail	457,100	0.74
25.	Muhd Mustakim bin Abd Wahab	448,300	0.72
26.	Kasim bin Awang	412,510	0.66
27.	Maybank Nominees (Tempatan) Sdn. Bhd Yap Yoon Sin	400,000	0.64
28.	Poh Sin Ee	400,000	0.64
29.	Kerk Min Chin	399,900	0.64
30.	Mohamad Faizal bin Mas'od	389,300	0.63
	TOTAL	26,579,490	42.77

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Analysis of Warrants B Holdings (cont'd)

## LIST OF DIRECTORS' WARRANTS B HOLDINGS

(BASED ON THE REGISTER OF DIRECTORS' WARRANTS B HOLDINGS)

			NO. OF WARRANTS B HELD							
	NAME OF DIRECTORS	DIRECT	%	INDIRECT	%					
1.	Tay Ben Seng, Benson	-	-	-	-					
2.	Roy Winston George	-	-	-	-					
3.	Wan Nur Syazwani binti Wan Ahmad Najmuddin	-	-	-	-					
4.	Tan Aik Heang (Appointed on 25 June 2025)	-	-	-	-					

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First ("21st") Annual General Meeting ("AGM") of GREEN OCEAN CORPORATION BERHAD ("GREEN OCEAN" or "COMPANY") will be held at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 26 August 2025 at 11.00 a.m. for the following businesses:

#### **AGENDA**

#### **AS ORDINARY BUSINESS**

- 1. To receive the Audited Financial Statements of the Company for the financial period ended 31 March 2025 ("**FPE 31 March 2025**") and the Directors' and Auditors' Reports thereon.
- 2. To approve the payment of Directors' Fees up to RM186,000.00 from 1 October 2025 until the next AGM of the Company.
- 3. To approve the payment of Directors' Benefits amounting to RM17,500.00 from 1 October 2025 until the next AGM of the Company.
- 4. To re-elect Mr. Roy Winston George as Director who retires pursuant to Clause 134 of the Company's Constitution.
- 5. To re-elect Mr. Tan Aik Heang as Director who retires pursuant to Clause 119 of the Company's Constitution.
- 6. To re-appoint Messrs Morison LC PLT as Auditors of the Company for the financial year ending 31 March 2026 and to authorise the Board of Directors to fix their remuneration.

(See Explanatory Note 10)

(Ordinary Resolution 1) (See Explanatory Note 11)

(Ordinary Resolution 2) (See Explanatory Note 11)

(Ordinary Resolution 3) (See Explanatory Note 12)

(Ordinary Resolution 4) (See Explanatory Note 12)

(Ordinary Resolution 5)

#### **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions:

7. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA 2016") ("Proposed General Mandate")

(Ordinary Resolution 6) (See Explanatory Note 13)

"THAT pursuant to Sections 75 and 76 of the CA 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time of issuance and such authority under this resolution shall continue in force until the conclusion of the Twenty-Second (22nd) AGM or when it is required by law to be held, whichever is earlier, AND THAT the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities").

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## Notice of Annual General Meeting (cont'd)

**THAT** the existing shareholders of the Company hereby waive their preemptive rights to be offered New Shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 65 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

**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."

8. Proposed Allocation of Employees' Share Option Scheme ("ESOS")
Options ("Proposed Allocation of ESOS")

"THAT approval be hereby given to the Board to authorise the ESOS Committee to offer to grant, from time to time throughout the duration of the ESOS, such number of ESOS options to subscribe for new Shares under the ESOS to the following Directors, provided always that not more than 10% of the total Green Ocean Shares available under the ESOS and any other subsisting employee share scheme(s), individually and collectively, shall be allocated to them if they, either singly or collectively through persons connected with them, holds 20% or more of the issued share capital of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the by-laws of the ESOS and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

- (i) Mr. Tay Ben Seng, Benson
- (ii) Puan Wan Nur Syazwani binti Wan Ahmad Najmuddin
- (iii) Mr. Tan Aik Heang

 Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature ("Proposed Renewal of Existing Shareholders' Mandate")

"THAT, authority be and is hereby given in line with Rule 10.09 of the AMLR of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party as set out in Section 2.4 of the Circular to Shareholders in relation to the Proposed Renewal of Existing Shareholders' Mandate dated 31 July 2025 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

(Ordinary Resolution 7) (Ordinary Resolution 8) (Ordinary Resolution 9) (See Explanatory Note 14)

(Ordinary Resolution 10) (See Explanatory Note 15)

## Notice of Annual General Meeting (cont'd)

**AND THAT** such authority shall commence immediately upon the passing of this resolution until:

- the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

10. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and/or the CA 2016.

BY ORDER OF THE BOARD
GREEN OCEAN CORPORATION BERHAD

WONG YUET CHYN (MAICSA 7047163) (SSM PC NO. 202008002451) Company Secretary

Selangor Darul Ehsan Date: 31 July 2025

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## Notice of Annual General Meeting (cont'd)

#### Notes:

- 1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- 2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- 3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- 4. Where a member is an Authorised nominee as defined under The Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- 5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the registered office of the Company at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or e-mail to <a href="mailto:sharereg@prosec.com.my">sharereg@prosec.com.my</a> or fax to 03-3008 1124 not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 6. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- 7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 August 2025, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- 8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all resolutions set out in this notice will be put to vote by way of poll.
- 9. The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.

#### **Explanatory Notes on Ordinary Business**

#### 10. Audited Financial Statements for FPE 31 March 2025

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

## Notice of Annual General Meeting (cont'd)

#### Explanatory Notes on Ordinary Business (cont'd)

#### 11. Proposed Directors' Fees and Benefits

Section 230(1) of the CA 2016 provides that the Company shall determine Directors' Fees and Benefits in general meeting.

Directors' Fees and Benefits up to RM186,000 and RM17,500 respectively to the Directors with effect from 1 October 2025 until the next AGM of the Company.

#### 12. Re-election of Directors

Mr. Roy Winston George ("Mr. Roy") and Mr. Tan Aik Heang ("Mr. Tan") being eligible, have offered themselves for re-election at this AGM pursuant to the Constitution of the Company.

The Board (with exception of the retiring Directors who abstained) recommended the retiring directors be re-elected as the Directors of the Company as they have character, experience, integrity, competence and time to effectively discharge their roles as Directors of the Company.

The Board was further satisfied that Mr. Roy and Mr. Tan have complied with the criteria of independence based on the Listing Requirements and remain independent in exercising their judgement and carrying out their roles as independent non-executive directors.

#### Explanatory Notes on Special Business

#### 13. Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the CA 2016

The proposed Ordinary Resolution 6 is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 6, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.

The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

By approving the allotment and issue of the Company's shares pursuant to the Proposed General Mandate which will rank the equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 65 of the Constitution of the Company to be first offered the Company's Shares which will result in a dilution to their shareholdings percentage in the Company.

As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 21 February 2024 and this authority will lapse as the conclusion of the 21st AGM of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

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Notice of Annual General Meeting (cont'd)

#### Explanatory Notes on Special Business (cont'd)

#### 14. Proposed Allocation of ESOS Options

The proposed Ordinary Resolutions 7, 8 and 9 are made pursuant to the ESOS which had been approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 October 2020. The ESOS is in force for a period of five (5) years from the effective date of implementation of the ESOS. The Board now wishes to seek the approval of shareholders to allocate ESOS Options up to 10% each as described in the Ordinary Resolutions 7, 8 and 9. The proposed Ordinary Resolutions 7, 8 and 9 are to approve the Proposed Allocation of ESOS, subject always to such terms and conditions and/or any adjustments and/or variations which may be made in accordance with the provisions of the ESOS By-Laws.

The Proposed Allocation is part of the incentive scheme which the Green Ocean Group has implemented for all its employees. Mr. Tay Ben Seng, Benson (Mr. Benson), Puan Wan Nur Syazwani binti Wan Ahmad Najmuddin (Puan Wan Nur Syazwani) and Mr. Tan are eligible to participate in the ESOS and is therefore deemed interested to the extent of their Proposed Allocation of ESOS. Accordingly, they have declared their interests in the Proposed Allocation of ESOS and have abstained and will continue to abstain from deliberating and voting on any subject matter pertaining to their entitlement under the ESOS at the Board meeting(s) and will continue to abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, on the resolution pertaining to the Proposed Allocation of ESOS to be tabled at this AGM. Mr. Benson, Puan Wan Nur Syazwani and Mr. Tan shall also ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in the Company, if any, on the resolutions approving the Proposed Allocation of ESOS to be tabled at this AGM. Save as disclosed above, none of the other Directors, major shareholders and/or persons connected to them has any interest, whether direct or indirect, in the Proposed Allocation of ESOS.

#### 15. Proposed Renewal of Existing Shareholders' Mandate

The proposed Ordinary Resolution 10, if passed, will authorise the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the Section 2.4 of the Circular to Shareholders dated 31 July 2025 for more information.

#### 16. Personal Data Privacy

By registering for the meeting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the meeting; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (which includes any adjournments thereof); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the Purpose); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.

# ADMINISTRATIVE GUIDE FOR THE 21ST ANNUAL GENERAL MEETING (AGM)

Date	Time	Venue
Tuesday, 26 August 2025	11.00 a.m.	Lot 4.1, 4th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan

#### **REGISTRATION AT THE 21ST AGM**

- (a) Registration will commence at 10.00 a.m. (or if earlier as may be determined by the Company) and will end at a time as directed by the Chairman of the Meeting.
- (b) Kindly present your original MyKad or passport (for Non-Malaysian) to the registration personnel at the registration counter for verification.
- (c) Upon verification, you are required to sign the Attendance List and will be given a wristband for entry to the meeting venue. There will be no replacement of wristband in the event you lose or misplace the wristband.
- (d) Registration on behalf of another person even with his/her original MyKad or passport is strictly NOT ALLOWED.
- (e) If you are attending the 21st AGM as shareholder as well as proxy, you will be registered once and will only be given one wristband.

#### ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

Only members whose names appear on the Record of Depositors as of 15 August 2025 shall be eligible to participate in the 21st AGM or appoint proxy(ies) or corporate representative(s) or attorney(s) and/or the Chairman of the Meeting to participate and vote on his/her behalf.

The hard copy of the Form of Proxy and/or document(s) relating to the appointment of proxy(ies) or corporate representative(s) or attorney(s) for the 21st AGM shall be deposited at the registered office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan no later than **Sunday, 24 August 2025** at **11.00 a.m.**. The procedures and requisite documents to be submitted by the respective members are summarised below:

## (I) For Individual Members

If an individual member is unable to participate in the 21st AGM, he/she is encouraged to appoint proxy(ies) or the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

#### (II) For Corporate Members

Corporate members through the appointment of corporate representative(s) or proxy(ies) who wish to participate and vote at the 21st AGM is required to deposit the following documents to the registered office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan no later than **Sunday, 24 August 2025** at **11.00 a.m.**:

Registration No. 200301029847 (632267-P)

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Administrative Guide for the 21st Annual General Meeting (AGM) (cont'd)

#### ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY (CONT'D)

#### For Corporate Members (cont'd)

- (a) Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
- (b) Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
- (c) Corporate Representative's or proxy's email address and mobile phone number.

If a corporate member through the appointment of corporate representative(s) or proxy(ies) is unable to participate in the 21st AGM, the corporate member is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

#### (III) For Institutional Members

The beneficiaries of the shares under a Nominee Company's CDS account (Institutional Member(s)) who wish to participate and vote at the 21st AGM may request its Nominee Company to appoint him/her as a proxy to participate and vote at the 21st AGM. The Nominee Company is required to deposit the following documents to the registered office at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan no later than **Sunday, 24 August 2025** at **11.00 a.m.**:

- (a) Form of Proxy under the seal of the Nominee Company;
- (b) Copy of the proxy's MyKad (front and back)/Passport; and
- (c) Proxy's email address and mobile phone number.

If an Institutional Member is unable to participate in the 21st AGM, the Institutional Member is encouraged to appoint the Chairman of the Meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

#### **REVOCATION OF PROXY**

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the 21st AGM and subsequently decides to personally participate in the 21st AGM, the Shareholder must contact the Share Registrar to revoke the appointment of his/her proxy no later than **Sunday**, **24 August 2025** at **11.00 a.m.**.

### **VOTING AT MEETING**

The voting at the 21st AGM will be conducted on a poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Company has appointed Prosec Share Registration Sdn. Bhd. as the Poll Administrator and SharePolls Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholder(s)/proxy(ies)/corporate representative(s) can proceed to vote on the resolution before the end of the voting session which will be announced by the Chairman of the Meeting and submit your votes at any time from the commencement of the voting session announced by the Chairman of the Meeting.

The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution tabled for voting is duly passed or otherwise.

## Administrative Guide for the 21st Annual General Meeting (AGM) (cont'd)

#### RESULTS OF THE VOTING

The resolution proposed at the 21st AGM and the results of the voting for the same will be announced at the 21st AGM and subsequently via an announcement made by the Company through Bursa Securities at <a href="https://www.bursamalaysia.com">www.bursamalaysia.com</a>.

#### NO RECORDING OR PHOTOGRAPHY

By participating at the 21st AGM, you agree that no part of the 21st AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronical, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.

#### NO DOOR GIFTS OR VOUCHERS

There will be NO distribution of door gifts or vouchers.

#### OTHER INFORMATION FOR ATTENDEES AT THE 21ST AGM

- (a) Parking bays are available at Menara Lien Hoe. Kindly use Touch 'n Go (with minimum RM 20.00 card balance), debit or credit card to enter the parking bay as it is a cashless payment system.
- (b) All attendees are required to register with the security personnel at the lobby of the building before you access to the meeting venue.
- (c) Although the wearing of face mask in an enclosed area is now optional, you are encouraged to wear your face mask throughout the meeting session.

#### **ENQUIRY**

If you have any enquiry on the above, please contact the following officers during office hours from 9.00 a.m. to 6.00 p.m. on Monday to Friday (except public holidays):

#### Prosec Share Registration Sdn. Bhd.

Name : Mr. Vemalan a/l Naraynan / Mr. Tee Yee Loon

Telephone : 03-3008 1123 / 012-766 8921 Email: : <u>sharereg@prosec.com.my</u>



### **FORM OF PROXY**



CDS ACCOUNT NO.		-		-					
NO. OF SHARES HELD									

(Incorporated in Malaysia)

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being	a member/members of GREEN OCE	EAN CORPORATION	BERHAD ("Compar	ny"), hereby appoin	t		
Name of Proxy		NRIC No./Passport No.		% of Shareholdings to be Represented			
Addı	ress						
Email Address			Contact No.				
and/o	r failing him/her						
Name of Proxy		NRIC No./Passport No.		% of Shareholdings to be Represented			
Addı	ress						
Fma	il Address		Contact No.				
Email Address			Contact No.				
Annua Tropic	ng him/her, the <b>CHAIRMAN OF TH</b> Il General Meeting (" <b>AGM</b> ") of the Co ana Golf & Country Resort, 47410 I rnment thereof, and to vote as indica	ompany which will be Petaling Jaya, Selang	held at Lot 4.1, 4th F	loor, Menara Lien I	Hoe, No. 8, Pei	rsiaran Tropicana,	
ORDINARY RESOLUTIONS					FOR	AGAINST	
1.	1. Payment of Directors' Fees from 1 October 2025 until the next AGM						
2.	Payment of Directors' Benefits from 1 October 2025 until the next AGM						
3.	Re-election of Mr. Roy Winston George						
4.	Re-election of Mr. Tan Aik Heang						
5. Re-appointment of Auditors							
6. Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016							
7.	1 7 0						
8. Proposed Allocation ESOS Options to Puan Wan Nur Syazwani binti Wan Ahmad Najmuddin							
9. Proposed Allocation ESOS Options to Mr. Tan Aik Heang							
10.	10. Proposed Renewal of Existing Shareholders' Mandate						
	e indicate with an "X" in the space p oting at his discretion.)	rovided on how you v	vish to cast your vote	e. If you do not do s	so, the proxy w	vill vote or abstain	
Dated this							
Notes:					oignature(s) 0		

- 1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- 2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- 3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- 4. Where a member is an Authorised nominee as defined under The Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- 5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the registered office of the Company at DF2-09-02, Level 9, Persoft Tower, 6B, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan or e-mail to <a href="mailto-sharer@@prosec.com.my">sharer@@prosec.com.my</a> or fax to 03-3008 1124 not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 6. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 August 2025, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- 8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all resolution set out in this Notice will be put to vote by way of poll.
- 9. The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.

#### Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 31 July 2025.

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AFFIX STAMP

The Company Secretary Green Ocean Corporation Berhad Registration No. 200301029847 (632267-P)

DF2-09-02, Level 9, Persoft Tower 6B, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya Selangor Darul Ehsan

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Registration No. 200301029847 (632267-P)

DF2-10-01 (Unit 2), Level 10, Persoft Tower, 6B Persiaran Tropicana Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia

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Email: info@greenoceancorp.com

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