

**GCCP Resources Limited**  
**Annual Report 2023**



## VISION

To be the leading marble producer in Asia to meet domestic and international market demands.

## MISSION

We are committed to delivering beyond the expectations of our customers through the supply of high-quality products and the relentless pursuit of best-in-class mining and manufacturing capabilities. We are also committed to creating a safe and rewarding working environment for our dedicated team; fulfilling our social responsibility to the community and environment by observing and surpassing relevant domestic and international standards; and generating long term, sustainable value for our shareholders.



*The Company has prepared this annual report, and the Company's Sponsor, Evolve Capital Advisory Private Limited (the "Sponsor"), has reviewed its contents for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST")*

*This annual report has not been examined or approved by the SGX-ST, and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.*

*The details of the contact person for the Sponsor—  
Name: Mr. Jerry Chua (Registered Professional, Evolve Capital Advisory Private Limited)  
Address: 138 Robinson Road, Oxley Tower, #13-02, Singapore 068906  
Tel: (65) 6241 6626*

# TABLE OF CONTENTS

CORPORATE PROFILE .....	IFC
CHAIRMAN'S STATEMENT .....	01
BOARD OF DIRECTORS .....	03
EXECUTIVE OFFICERS .....	06
CORPORATE INFORMATION .....	07
OPERATIONS REVIEW .....	08
REPORT ON CORPORATE GOVERNANCE .....	12
ADDITIONAL INFORMATION ON DIRECTORS PROPOSED FOR RE-ELECTION .....	43
FINANCIAL CONTENTS	
DIRECTORS' STATEMENT .....	56
INDEPENDENT AUDITOR'S REPORT .....	59
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME .....	63
STATEMENTS OF FINANCIAL POSITION .....	64
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY .....	65
STATEMENT OF CHANGES IN EQUITY .....	66
CONSOLIDATED STATEMENT OF CASH FLOWS .....	67
NOTES TO THE FINANCIAL STATEMENTS .....	69
STATISTICS OF SHAREHOLDINGS .....	111
NOTICE OF ANNUAL GENERAL MEETING .....	113

# CHAIRMAN'S STATEMENT

Dear Shareholders,

It is my pleasure to present to you our company's annual report for the fiscal year ended 2023. As we reflect on the past year's accomplishments and challenges, I am pleased to report that despite the unprecedented circumstances faced globally, our company has navigated through with resilience, adaptability, and a commitment to our core values.

## Financial Review

In FY2023, Group's revenue recorded a drop of 91% to MYR0.75 million as compared to MYR8.4 million in the financial year ended 31 December 2022 ("FY2022").

Cost of sales decreased in line with the decline in revenue to MYR3.48 million, from MYR7.0 million in FY2022, resulting in gross loss of MYR2.7 million, compared to gross profit of MYR1.4 million a year ago.

Other income recorded an increase to MYR16.2 million, as compared to MYR52,000 a year ago. The increase was mainly due to the disposal gains of quarry assets amounting to MYR14.1 million, and the write-off of payables amounting to MYR1.9 million.

General and administrative expenses increased 18% to MYR8.5 million, from MYR7.2 million a year ago.

The Group recorded a lower finance cost of MYR0.3 million compared to MYR0.7 million a year ago because of reduction in borrowings as a result of repayments of term loans and bank overdraft with the proceeds from the disposal of quarry assets. The Group's net profit attributable to shareholders was MYR4.6 million in FY2023, compared to a net loss of MYR6.4 million in FY2022.

The Group's property, plant and equipment stood at MYR59.1 million as at 31 December 2023, compared to MYR62.9 million as at 31 December 2022. The difference is mainly due to the depreciation of property, plant and equipment amounted to MYR4.3 million.

Trade and other receivables saw a reduction of MYR1.7 million to MYR1.4 million as at 31 December 2023. The decrease in fixed deposits of MYR0.4 million was mainly due to repayments of term loans, including the associated term loan interest and overdraft interests.

As at 31 December 2023, there was a reduction of MYR11.0 million in trade and other payables mainly due to settlement of creditors, amount due to directors and other payables.

The Group utilized net cash in operating activities of MYR10.1 million in FY2023, compared to cash flow generated in operating activities of MYR34,000 in FY2022. There was also a net increase in cash and cash equivalents of MYR6.5 million compared to a net decrease of MYR1.8 million in the corresponding year.



## **Operations Review**

Throughout the year, we have focused on enhancing quarry development for GCCP Marble quarries and has continued to strive towards being a leading player in the marble quarry industry. Our focus on operational efficiency, safety, and environmental sustainability has enabled us to navigate challenges effectively while seizing opportunities for growth. Despite the complexities of the operating environment, we have maintained a steady production output and prepared for deliveries in the coming fiscal year. Additionally, our continued emphasis on customer satisfaction and service excellence has strengthened our relationships with existing clients while attracting new ones.

At GCCP Marble quarries, safety and environmental stewardship are paramount. We are committed to ensuring the health and well-being of our employees, contractors, and the communities in which we operate. Through rigorous safety protocols, ongoing training initiatives, and investment in state-of-the-art equipment, we strive to create a workplace culture where safety is ingrained in every aspect of our operations. Furthermore, we remain dedicated to minimizing our environmental footprint through responsible quarrying practices.

During the year, the Company has successfully disposed one of its quarries, namely GCCP Gridland quarry. After the disposal, it has strengthened Company's financial position and allow us to put our focus on the marble industry. Compared to FY 2022, the marble quarry has developed into a more mature stage in FY2023, enabling more production in FY 2023 and beyond.

## **Future Prospects**

As we look to the future, we remain cautiously optimistic despite the uncertainties that lie ahead. We are confident in our ability to adapt to evolving market conditions, embrace technological advancements, and uphold our commitment to operational excellence and sustainability. With a dedicated team, a robust business model, and the support of our shareholders, GCCP Resources Limited is well-positioned to navigate challenges and capitalize on opportunities in the years to come.

In conclusion, I would like to express my sincere gratitude to our shareholders for their continued trust and support, to our employees for their hard work and dedication, and to our customers, partners, and communities for their collaboration and engagement. Together, we will continue to build a sustainable future for the Group and contribute positively to the marble industry and beyond.

**Datuk Lim Thean Shiang**

**Non-Executive Chairman**

# BOARD OF DIRECTORS

## **DATUK LIM THEAN SHIANG**

*Independent Non-Executive Chairman*

Datuk Lim Thean Shiang, 52, was appointed to the Board on 9 November 2020 and is the Chairman of the Board and a member of the Audit, Nominating and Remuneration Committees. Datuk Lim has broad experience in different industries such as plantation, construction, logistic and oil and gas sector. Datuk Lim is currently the Commission Member of the Malaysian Communication and Multimedia Commission (“MCMC”) effective from 20 July 2022 for a period of two (2) years.

Datuk Lim was a Chairman of Ipoh Cargo Terminal Sdn Bhd, and was a member of the Board of several companies within Felda Global Ventures (“FGV”) Group of Companies and he was the Independent Non-Executive Director of Pharmaniaga Berhad. He also acted as an Advisor to the Investment Committee of FGV during his time with the FGV Group. Datuk Lim also served as an Independent Non-Executive Director in Tropicana Corporation Berhad from October 2017 to November 2018. After Datuk Lim’s resignation in Tropicana Corporation Berhad in 2018, he was then appointed as a director in Tropicana Kajang Hill Sdn Bhd up to May 2020. Datuk Lim was the Independent Non-Executive Director of MSM Malaysia Holdings Berhad and Daya Material Berhad until year 2022.

Datuk Lim holds a Bachelor of Business Administration (Honours) degree from Universiti Utara Malaysia and Bachelor of Law (Honours) from University of London, England.

## **LOO WOUI HONG (“CHARLES LOO”)**

*Executive Director and Chief Executive Officer*

Charles Loo, 30, began his career as an Operations Trainee of the Company from 1 December 2014 to 30 June 2015; then became the Assistant Project Manager – Operations Department of the Company from 1 July 2015 to 30 April 2017; and as a Marketing Manager since 1 May 2017. He was appointed as the Executive Director on 28 May 2019 and was subsequently re-designated as Executive Director and Deputy Chief Executive Officer on 1 October 2019. Subsequent to the above promotions, he was then promoted as Chief Executive Officer on 1 November 2021. Charles Loo has been with the company since his graduation. He has spent almost 3 years in the operations of the Company and has accumulated knowledge in the production of limestone. He is also involved in the procurement department. He then moved to the marketing department and takes charge of customer sales and services.

Charles Loo holds a Bachelor's Degree in International Business from RMIT University, in Melbourne, Australia. During his time in university, he was awarded the Golden Key membership, which is the world's largest collegiate honour society. Membership into the Society is by invitation only and applies to the top 15% of college and university students.

## **PAY CHER WEE**

*Lead Independent Director*

Pay Cher Wee, 54, was appointed to the Board on 1 March 2016 and is the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees. Mr Pay possesses 30 years of experience in the audit, manufacturing, supply chain management, healthcare, infrastructure, and private equity investment sectors.

Mr Pay was the President Business Units of Jurong Port Pte Ltd and the Chairman of Jurong Port Universal Terminal Pte Ltd. Mr Pay was one of the Founding Partners of Accion Capital Management Pte Ltd ("Accion"), a Monetary Authority of Singapore registered fund management company that was set up in 2009.

Before Mr Pay founded Accion, he was Executive Vice President of GKG Investment Holdings Pte Ltd, and was responsible for its private and public investments in China, Indonesia, Malaysia, Singapore and Vietnam. He was formerly the Chief Financial Officer of Raffles Medical Group Ltd and Venture Corporation Ltd, both listed on the Singapore Exchange. He began his career as an auditor at Deloitte & Touche in 1994 after graduating from Nanyang Technological University with a Bachelor of Accountancy.

Mr Pay was a Council Member and Treasurer of the Singapore Cancer Society from 2009 to 2015.

## **YANG ZHENG**

*Independent Non-Executive Director*

Yang Zheng, 37, was appointed to the Board on 3 May 2017, and serves as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. Mr Yang has extensive experience in the valuation of mineral assets, with more than 100 valuations conducted for diverse types of mineral assets across many countries. He currently serves as Responsible Officer at Hong Kong-based Phoenician Advisory Ltd.

Mr Yang was the Director of Research and Asset Management at Cedrus Investments Ltd in Hong Kong and was responsible for its minerals and energy portfolio. Prior to

that, he was Director, Mineral & Energy Advisory, and Valuation with GCA Group, listed on the Stock Exchange of Hong Kong. He was formerly Senior Analyst at Global Mining Pty Ltd, Strategic Investment Department and also interned at the Trade Finance Department of HSBC Bank (China) Co Ltd.

Mr Yang holds a Doctor of Philosophy in Mineral Economics from the China University of Geosciences, and a Master of Finance and Bachelor of Commerce from the University of New South Wales in Australia. He is a Member of the Australasian Institute of Mining and Metallurgy and a Chartered Financial Analyst charter holder.



# EXECUTIVE OFFICERS

## **WONG CHUN KEH (“Edward Wong”)**

*Financial Controller*

Edward Wong, 55, joined the Group as Financial Controller in April 2020 and is responsible for overseeing the financial and accounting management and reporting. Edward Wong possesses more than 20 years of experience in audit and accounting in various industries including oil and gas, property development and construction.

He commenced his career in SYKwong & Co in 1993 as an audit assistant and was subsequently promoted to its audit senior in PKF International, where he was responsible for assisting the firm in providing auditing service and other value-added services such as accounting, tax and secretarial services.

Edward Wong was the Record to Reporting Manager in Genpact Malaysia Sdn Bhd before he joined the company and prior to that, he was the Financial Reporting Manager in Qatar Petroleum, an oil and gas company for approximately 9 years. Mr Wong obtained the Sijil Tinggi Pelajaran Malaysia (STPM; Malaysian Higher Education Certificate) in 1988 and is an Associate Member of the Association of Chartered Certified Accountants and a Chartered Accountant of the Malaysian Institute of Accountants.

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### **Executive:**

Loo Wooi Hong  
*Executive Director and Chief Executive Officer*

### **Non-Executive:**

Datuk Lim Thean Shiang  
*Independent Non-Executive Chairman*  
Pay Cher Wee  
*Lead Independent Director*  
Yang Zheng  
*Independent Non-Executive Director*

## AUDIT COMMITTEE

Pay Cher Wee (Chairman)  
Datuk Lim Thean Shiang  
Yang Zheng

## NOMINATING COMMITTEE

Yang Zheng\* (Chairman)  
Datuk Lim Thean Shiang  
Pay Cher Wee

## REMUNERATION COMMITTEE

Yang Zheng (Chairman)  
Datuk Lim Thean Shiang  
Pay Cher Wee

## COMPANY SECRETARY

Kevin Cho

## COMPANY'S REGISTERED OFFICE

P.O. Box 31119  
Grand Pavilion, Hibiscus Way  
802 West Bay Road  
Grand Cayman, KY1-1205  
Cayman Islands

## BUSINESS OFFICE

D21-1, Menara Mitraland  
No. 13A, PJU 5, Kota Damansara  
47810 Petaling Jaya, Selangor, Malaysia  
Tel: +603 7610 0823  
Email: [info@gccpresources.com](mailto:info@gccpresources.com)

## SHARE TRANSFER AGENT

Boardroom Corporate & Advisory Services Pte.  
Ltd.  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

## INDEPENDENT AUDITORS

Baker Tilly TFW LLP  
600, North Bridge Road  
#05-01 Parkview Square  
Singapore 188778

## AUDIT PARTNER-IN-CHARGE

Hu Weisheng  
*(appointed since the audit of financial statements  
for the financial year ended 31 December 2021)*

## CONTINUING SPONSOR

Evolve Capital Advisory Private Limited  
138 Robinson Road  
Oxley Tower #13-02  
Singapore 068906

\* Appointed on 22 February 2024

# OPERATION REVIEW

## GCCP Quarries

The Group wholly owns 2 quarry assets, Gridland Quarry and GCCP Marble Quarries, held through our 2 subsidiaries, namely GCCP Gridland Sdn Bhd and GCCP Marble Sdn Bhd, respectively. Gridland Quarry holds high-quality calcium carbonate resources and reserves, and GCCP Marble Quarries have fine to medium grained marble which is suitable for marble block production. Both quarries are located in Ipoh, Perak, Malaysia.

<b>Subsidiary Company</b>	<b>Quarry</b>
GCCP Gridland Sdn Bhd	Gridland Quarry
GCCP Marble Sdn Bhd	GCCP Marble Quarry 1
	GCCP Marble Quarry 2
	(Collectively the “GCCP Marble Quarries”)

In FY2023, the Group disposed the Gridland Quarry and the disposal was completed in May 2023. GCCP Gridland Sdn Bhd has become dormant after the disposal of the asset and it is expected to be a trading arm for the Group for its Marble products.

GCCP Marble Quarries has a total land area of about 80 acres with a mining elevation between 100m and 400m. It holds mainly marble and GCC-grade calcium carbonate resources and reserves. It was confirmed that the quarries are suitable for marble production based on the Independent Qualified Person Report (IQPR). The total marble and GCC-grade calcium carbonate resources and reserves is approximately 210Mt. The marble production will be mainly to supply to global and domestic markets and the GCC-grade crushed stones (a by-products from the marble production) will be supplied to both local and Southeast Asia markets.

## Operational Updates

In FY2023, since the Group has disposed the Gridland Quarry, the activity in the quarry is limited and the production and sales are not significant. The disposal of Gridland Quarry has helped the Group strengthens the financial position and allows it to focus on the marble operation.

The Group has completed the road access development at GCCP Marble Quarries and added a few quarry faces for higher production output. GCCP Marble Quarries also continue to pursue initiatives such as enhancements of operational efficiency, including equipment upgrades, process optimization, and workforce training programs. Stringent safety protocols were upheld, resulting in zero major accidents or incidents during the review period and the environmental stewardship remained a top priority,

with adherence to environmental regulations and implementation of best practices for dust suppression, noise and water management.

### **Operating Licenses and Approvals**

In Malaysia, all quarry operations require operating licenses and approvals known as Surat Kelulusan Skim Kuari ("SKSK") and it is subject to annual renewal by meeting the conditions set by the relevant government departments. All quarries within the Group have successfully renewed the SKSK for future operations until end of FY2024.

### **Environmental Risks**

As part of the SKSK renewal process, the Group is required to submit all environment assessment report to the Department of Environment (DOE) for their review and approval. The Group has conducted the environment monitoring with the engagement of independent environment auditor every quarter, to ensure all major environmental risks such as noise, vibration levels, air quality and water quality has been considered. Also, the Group has factored in the environmental risks that blasting may cause, and therefore the monitoring of blasting is always in place to ensure all compliances are fulfilled.

With the successful renewal of the SKSKs, it is also directly deemed that the Group has complied with the relevant environmental regulations as the environmental reports were verified and approved by the DOE during the review process. Moreover, the Group also conducts Environment Impact Assessment (EIA) every quarter to ensure all conditions are in order as required by the local authorities.

### **Safety, Health and Environment**

The Safety, Health and Environment Committee ("SHE") always endeavours to provide a safe and healthy work environment to all stakeholders of the Group. It is the responsibility of the SHE to ensure that the Group adapts to the latest standards of safety procedure with good governance practices, to minimise the risk exposed to the employees, contractors and any other third party who may be affected from the quarry activities. Safety briefing at the sites is being carried out every day to remind the employees and to raise their safety awareness. In FY2023, the Group achieved zero injury and fatality accident for all its quarries.

In addition, SHE is also responsible to environmental risks. It has put in the efforts to avoid and minimise any environmental impacts from the quarry activities and has taken initiatives to promote environmental sustainability among the Group. While significant progress has been made in environmental management, continuous monitoring and improvement are necessary to minimize our ecological footprint and enhance long-term sustainability.

## **Corporate Social Responsibility**

Community engagement and relations are integral to the sustainable operation of our quarry. In FY2023, the Group continued to prioritize meaningful interactions with local communities, recognizing their importance as key stakeholders in our business ecosystem. We continue the projects that have started since the commencement of business, such as the new tree-planting project, access road maintenance with waste rock and dust emission control with water trucks, spraying at all rock transfer points and roadways to reduce dust pollution.

Moreover, the Group also continued the program, since FY2020, to help the poverties, by sending them food and daily supplies. This program has help to relief the burdens of the poverties due to the pandemic, where most of the families that received helps has lost their source of income. Moreover, the Group has continued to improve the efforts on environmental sustainability which include but not limited to the wastewater management, handling of old engine oil, etc., to ensure that these items are properly taken care, so it will not cause any damage to the environment and polluting the quarries' areas.

## **Summary of Reserves and Resources (Marble)**

Date of report: 13 October 2021

Date of previous report (if applicable): N/A

Name of Asset/Country/Project: GCCP Marble Quarries

Mineral Type	Deposit Volume (Mm <sup>3</sup> )	Overburden & Altered Rock (Mm <sup>3</sup> )	Marble Resources (Mm <sup>3</sup> )	Theoretical Recovery Rate (%)	Marble Reserve (Mm <sup>3</sup> )
Marble	2.85	0.39	2.47	25-30%	0.62-0.74

<sup>1</sup>Totals may appear to be inconsistent due to appropriate rounding. The resources reported are rounded to 2 significant figures

Name of Qualified Person: Sergio Matteoli

Date: 13 October 2021

### **Professional Society Affiliation/Membership:**

- **Member of Italian National Council of Geologists**
- **Member of Italian Mining Engineers Association**
- **Member of the European Federation of Geologists**
- **Qualified Professional Member of the Mining and Metallurgical Society of America**

*Note: As at 31 December 2023, there was no Independent Qualified Person Report ("IQPR") performed in respect of the marble reserves and resources in FY2023 and that there is no material change from AR2022.*



# CORPORATE GOVERNANCE REPORT

The Board of Directors (the “Board” or the “Directors”) and the management (the “Management”) of GCCP Resources Limited (the “Company”), together with its subsidiaries, (the “Group”) are committed to maintaining high standards of corporate governance and processes that will enhance the Group's effectiveness, ensure the appropriate degree of accountability and transparency and an increase in long term value and return to shareholders.

This report outlines the Company’s corporate governance practices that were in place during the financial year ended 31 December 2023 (“FY2023”) with specific references to the principles and provisions set out in the Code of Corporate Governance 2018 (the “Code”).

The Board is pleased to confirm that the Company has generally adhered to the principles and provisions as set out in the Code as well as the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist (“Catalist Rules”), where appropriate and applicable, proper explanations have been provided for any deviations from the Code and/or the Catalist Rules in the relevant sections.

## I. BOARD MATTERS

### The Board’s Conduct of Affairs

*Principle 1: The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.*

#### Provision 1.1

The Company is led by an effective board to lead and control its operations and affairs. Each Director brings to the Board his skills, experience and insights, together with strategic networking relationships, and serves to further the interests of the Company. All Directors, being fiduciaries, are required to act objectively in the best interests of the Company and hold management accountable for performance of the Group.

The primary role of the Board is to protect the interests of shareholders and to enhance long-term value and returns for its shareholders. It sets the overall strategy for the Group, establishing goals for executive management and supervises and monitors the achievement of these goals.

The Board’s principal functions include the following:

- reviewing and approving corporate strategies, financial objectives and directions of the Group;
- establishing goals for management and monitoring the achievement of these goals;

- ensuring management leadership of high quality, effectiveness and integrity;
- approving annual budgets and investment and divestment proposals;
- reviewing internal controls, risk management, financial performance and reporting compliance by establishing a framework of prudent and effective controls which enables risks to be assessed and managed;
- assuming responsibility for good corporate governance; and
- approving corporate or financial restructuring, share issuance, dividends and other returns to shareholders and Interested Person Transactions.

The Board puts in place a code of conduct and ethics, which set out a code of conduct and ethical standards for Directors and staff to adhere to and sets appropriate tone-from-the-top and desired organizational culture, and ensures proper accountability within the Company.

The Board exercises due diligence and independent judgement in dealing with the business affairs of the Group and is obliged to act in good faith and to take objective decisions in the interest of the Group. When a potential conflict of interest situation arises, the affected Director will recuse himself from the discussion and decisions involving the areas of potential conflict, unless the Board is of the opinion that his participation is necessary. Where such participation is permitted, the conflicted Director shall excuse himself for an appropriate period during the discussions to facilitate full and frank exchange by the other Directors and shall in any event recuse himself from the decision-making.

#### Provision 1.2

All the Directors have a good understanding of the Group's business as well as their directorship duties (including their roles as executive, non-executive and independent Directors). Directors are expected to develop their competencies to effectively discharge their duties and provided with opportunities to develop and maintain their skills and knowledge at the Company's expense.

The Board is kept updated on pertinent business developments in the business on every quarterly board meeting, including the key changes in the regulatory requirements and financial reporting standards, risk management, corporate governance and industry specific knowledge, so as to enable them to properly discharge their duties as the Board and the Board Committees members. Directors may request further explanations, briefings and informal discussions on any aspects of the Group's operations or business issues.

On an ongoing basis, news releases issued by the SGX-ST that are relevant to the Group's business are regularly circulated by the Company Secretary to the Board.

Newly appointed Directors will be given a formal and comprehensive orientation by the Executive Directors and Management to familiarise themselves with the businesses, governance and operations of the Group. The newly appointed Directors will also be given an opportunity for a site visit. Upon appointment, the Director will

receive a formal letter of appointment setting out his duties and responsibilities. The Company would arrange and fund trainings for first-time Directors in relevant areas such as accounting, legal or industry specific training, where relevant. In addition, as required under the Catalist Rules, a new Director who has no prior experience as a director of a company listed on the SGX-ST must undergo training as prescribed by the SGX-ST. Such training will be completed within the first year of appointment.

In FY2023, none of the Directors attended any training as prescribed by SGX.

The Directors may join institutes and group associations of specific interests and attend relevant training seminars or informative talks from time to time so that they are in a better position to discharge their duties. The Company encourages the Directors to attend courses in areas of Directors' duties and responsibilities, corporate governance, changes in financial reporting standards, insider trading, changes in the Catalist Rules and industry-related matters, to develop themselves professionally, at the Company's expense.

### Provision 1.3

The Group has adopted a set of guidelines governing matters that require the Board's approval and clearly communicates this to Management in writing. Matters which are specifically reserved for the Board's decision include those involving business plans and budgets, material acquisitions and disposal of assets and investments, corporate or financial restructurings, corporate strategy, issuance of shares, declaration of dividends and other returns to shareholders.

### Provision 1.4

To assist the Board in discharging its oversight functions and to enhance the Company's corporate governance framework, the Board has delegated specific responsibilities to its three (3) committees, namely Audit Committee ("AC"), Nominating Committee ("NC") and Remuneration Committee ("RC") (collectively, the "Board Committees").

The composition of the Board and Board Committees as at the date of this Report is as follows:

	<b>AC</b>	<b>NC</b>	<b>RC</b>
Datuk Lim Thean Shiang <i>Independent Non-Executive Chairman</i>	Member	Member	Member
Mr Loo Wooi Hong <i>Executive Director and Chief Executive Officer</i>	-	-	-
Mr Loh Heng Kwai ( <i>resigned on 7 March 2023</i> ) Executive Director	-	-	-

Mr Pay Cher Wee <i>Lead Independent Director</i>	Chairman	Member	Member
Mr Yang Zheng <i>Independent Non-Executive Director</i>	Member	Chairman*	Chairman
Mr Shi Jun Hui ( <i>retired on 26 April 2023</i> ) <i>Independent Non-Executive Director</i>	-	-	-

Note:

\* - Appointed on 22 February 2024

These Board Committees have been constituted with clearly defined written terms of reference, which are reviewed on a regular basis. The Board Committees have the authority to examine and report to the Board on their decisions and/or recommendations made on particular issues but the ultimate responsibility and decision on all matters lie on the entire Board.

Further information with respect to the AC, NC and RC are set out in the relevant sections as indicated below:

- (i) NC (Principle 4);
- (ii) RC (Principle 6); and
- (iii) AC (Principle 10).

#### Provision 1.5

The Board conducts scheduled meetings on a quarterly basis. Ad-hoc meetings are convened as and when required. The Company's Articles of Association ("Articles") allow a Board Meeting to be conducted via any form of audio or audio-visual communication.

The attendance of the Directors at meetings of the Board and Board committees during FY2023, as well as the frequency of such meetings held, is summarised in the table below:

	Board	AC	NC	RC
<b>Number of meetings held in FY2023</b>	4	4	1	1
<b>Name of Directors</b>	<b>Number of meetings attended in FY2023</b>			
Datuk Lim Thean Shiang	2	2	1	1
Loo Wooi Hong	4	4*	1*	1*
Loh Heng Kwai (resigned on 7 March 2023)	-	NA	NA	NA
Pay Cher Wee	4	4	1	1

Yang Zheng	4	4	1	1
Mr Shi Jun Hui (retired on 26 April 2023)	1	1	1	1

Notes:

\* - Attended by invitation

NA - Not applicable

All Directors are required to declare their board representations on an annual basis and as soon as practicable after the relevant facts have come to his knowledge.

Despite Datuk Lim Thean Shiang attended only twice at the AC and Board meetings held in FY2023, he had demonstrated his involvement in the review of the agenda items and providing his comments in relation thereto prior to the AC and Board meetings.

The NC has reviewed the time spent and attention given by each of the Directors to the Group's affairs, taking into account the size and composition of Board, multiple directorships and other principal commitments of each of the Directors (if any), and is satisfied that all Directors have discharged their duties adequately in FY2023. The Company does not have a formal guideline on the maximum number of listed company board representations and principal commitments which any Director may hold, as the NC and the Board are of the view that such number may not fairly reflect whether a Director could timely and diligently attend to the Company's matters and discharge his duties as a Director.

Provision 1.6

Management provides Directors with complete, adequate and timely information prior to Board and Board Committees meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.

The Directors are regularly updated by Management on the developments within the Group and are supplied with such other information so that they are equipped to participate fully at Board and Board Committees meetings.

Provision 1.7

The Directors have separate and independent access to Management and the Company Secretary at all times to address any enquiries. Should the Directors, whether as a group or individually, require independent professional advice, such professionals will be appointed at the Company's expense. The appointment and removal of the Company Secretary is subject to the approval of the Board.

The Company Secretary or representative of the Company Secretary administers, attends and prepares minutes of all Board and Board Committees' meetings and assists the Chairman of the Board and/or the AC, NC and RC in ensuring that proper procedures at such meetings are followed and reviewed so that the Board and the Board Committees function effectively and that the relevant requirements of Catalist Rules are complied with.

## **Board Composition and Guidance**

*Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.*

### Provision 2.1

The independence of each Director is assessed and reviewed annually by the NC. Based on the criterion of independence provided by the Code, the Board adopted the view that an “independent” Director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director’s independent business judgement in the best interests of the Company.

Each Independent Director is required to complete a declaration form to confirm his independence based on the guidelines set out in the Code prior to their appointment and on an annual basis. The Directors must also confirm whether they consider themselves independent despite not having any relationship identified in the Code.

For FY2023, the NC has reviewed the declaration forms completed by each Independent Director and confirmed the independence of each of Independent Directors. The Board, having taken into account the view of the NC and having considered whether the director in question is independent in character and judgement and whether there are any relationships or circumstances which are likely to affect, or could appear to affect, the Director’s judgement, is of the view that all the Independent Directors are independent for the purposes of the Code.

None of the Independent Directors have served beyond nine (9) years since the date of his first appointment.

There are no Directors who are deemed independent by the Board, notwithstanding the existence of a relationship as stated in the Code or the Catalist Rules that would otherwise deem him not to be independent.

### Provision 2.2

Currently, the Board comprises four (4) Directors, of whom one (1) Executive Director and three (3) Independent Non-Executive Directors which Independent Directors making up majority of the Board. This possesses a strong element of independence, adequate checks and balances without excessive influence by the Management.

### Provision 2.3

The composition of the Board complies with Provision 2.3 of the Code that Non-Executive Directors make up a majority of the Board.

### Provision 2.4

As at the date of this report, the composition of the Board is as follows:

#### **Executive:**



Mr Loo Wooi Hong Executive Director and Chief Executive Officer (“CEO”)

**Non-Executive:**

Datuk Lim Thean Shiang Independent Non-Executive Chairman

Mr Pay Cher Wee Lead Independent Director

Mr Yang Zheng Independent Non-Executive Director

Mr Shi Junhui Independent Non-Executive Director

*(retired on 26 April 2023)*

The Board and Board Committees are of an appropriate size, and comprise Directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate.

The Board and the NC have considered and are satisfied that the current size and composition of the Board is appropriate and provides it with adequate ability to meet the existing scope of needs and the nature of operations of the Group, which facilitates effective decision-making.

In addition, majority of the Board are Independent Non-Executive Directors, the Board is of the view that the current Board membership is adequate and as recommended by the Code. Notwithstanding, the Board notes the importance of Board renewal in order to maintain fresh perspectives and shall bear in mind the possibility of appointing new directors at the appropriate juncture and when suitable and adequately qualified candidates can be identified.

The Board, taking into consideration the scope and nature of the operations of the Group, considered its current composition of four (4) Directors to be adequate for effective decision-making.

As a Group, the Directors bring with their broad range of diverse skills, industry knowledge, expertise and experience in areas, such as accounting, finance, business and management, strategic planning and customer service, which are relevant to the direction of an expanding group.

The Board’s policy in identifying Director nominees is primarily to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender. The current Board composition provides a diversity of skills, experience, and knowledge to the Company which is elaborated in the table as follows:

<b>Balance and Diversity of the Board</b>		
	<b>Number of Directors</b>	<b>Proportion of Board</b>
<b>Core Competencies</b>		

Accounting or finance related	3	60%
Business and management experience	4	100%
Legal or corporate governance knowledge	4	80%
Relevant industry knowledge	4	80%
Strategic planning experience	4	100%

The Board takes the following steps to maintain or enhance its balance and diversity:

- Annual review by the NC to assess if the existing attributes and core competencies of the Board and Board Committees are complementary which would enhance the efficacy of the Board; and
- Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board.

The NC will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.

#### Provision 2.5

The Independent Non-Executive Directors, led by the Lead Independent Director, meet regularly in the absence of key management personnel to discuss concerns or matters such as the effectiveness of Management. In FY2023, the Independent Non-Executive Directors have met at least once without the presence of Management. The Lead Independent Director provided feedback to the Board and/or Chairman as appropriate.

### **Chairman and Chief Executive Officer**

*Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.*

#### Provision 3.1

The functions of Chairman and CEO are assumed by two (2) individuals.

Datuk Lim Thean Shiang is the Independent Non-Executive Chairman of the Company and Mr Loo Wooi Hong is the CEO of the Company.

There is a clear division of responsibilities between the Chairman and the CEO. Furthermore, the roles of the Chairman and the CEO are segregated to ensure an appropriate balance of power, increased accountability and greater capacity to the Board for independent decision-making. Datuk Lim Thean Shiang and Mr Loo Wooi Hong are not family members.

### Provision 3.2

The Independent Non-Executive Chairman, Datuk Lim Thean Shiang is responsible for exercising control over the quality and timeliness of the flow of information between Management and the Board and ensuring compliance with the Group's guidelines on corporate governance.

The Chairman ensures that Board meetings are held regularly in accordance with an agreed schedule of meetings by setting the Board agenda and conducting effective Board meeting.

The Chairman also ensures effective external communication with shareholders and other stakeholders, and ensures appropriate relations within the Board, and between the Board and Management such as CEO.

The CEO, Mr Loo Wooi Hong is responsible for the day-to-day management of the Company and works with the Board on strategic planning, business development and charting the growth of the Group. All major decisions made by CEO are endorsed by the Board. His performance is reviewed periodically by the NC and his remuneration package is also reviewed periodically by the RC. As such, the Board believes that there are adequate safeguards in place against an imbalance concentration of power and authority in any single individual.

### Provision 3.3

Mr Pay Cher Wee was appointed as the Lead Independent Director on 28 May 2019. As the Lead Independent Director, Mr Pay Cher Wee is available to shareholders of the Company when they have concerns and for which contact through the normal channels of communication with Management are inappropriate or inadequate.

## **Board Membership**

*Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.*

### Provision 4.1

The NC has adopted its written terms of reference. The duties and responsibilities of the NC include the following:

- (a) reviewing and recommending the nomination or re-nomination of the Directors (including alternate directors, if any) having regard to their contribution and performance;
- (b) determining on an annual basis whether or not a Director is independent;
- (c) recommending to the Board the review of board succession plans for the Company's Directors, in particular, for the Chairman and CEO;

- (d) recommending how the Board's performance may be evaluated and propose objective performance criteria, as approved by the Board;
- (e) reviewing and recommending candidates for appointment to the Board and Board Committees;
- (f) deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director;
- (g) reviewing and approving any new employment of persons whom are related to the Directors and the proposed terms of their employment; and
- (h) reviewing of training and professional development programmes for the Board and its Directors.

#### Provision 4.2

As at the date of this report, the NC comprises three (3) members, all of whom are independent. The Lead Independent Director is also a member of the NC. The members of the NC as at the date of this report are as follows:

Mr Yang Zheng (Chairman) (*appointed on 22 February 2024*)

Datuk Lim Thean Shiang (Member)

Mr Pay Cher Wee (Member)

#### Provision 4.3

In assessing and recommending a candidate for appointment to the Board, the NC will take into consideration the competencies, skills, experience and diversity the existing Board would require. A description of the candidate's requirements, which could include but not limited to; the background, qualifications, experience and knowledge that the candidate should bring would then be provided to the NC.

Potential candidates for appointment as Directors would be sourced from the referrals and networks of the members of the NC and the Executive Directors. Notwithstanding, should the need arise to expand the pool of suitably qualified candidates, the NC may also engage external search consultants to search for new Directors at the Company's expense to shortlist and recommend potential Directors. All recommendations would be put forth to the NC for their assessment and recommendation to the Board thereafter.

New Directors are appointed by way of a board resolution subsequent to the NC's recommendation of the appointment for approval by the Board.

As a broad-based NC policy, the board nomination criteria for evaluating an Executive Director vis-a-vis a Non-Executive or Independent Director is different.

For an Executive Director, the nomination process would in general be tied to his ability to contribute through his acumen and thinking process of the businesses. As for a Non-Executive or Independent Director, nominations are based on a myriad of criteria whereby he should possess the independence of mind despite confirmation via writing,

as evaluated by the NC. As further elaborated in the “Board Performance” section of this report, the NC had assessed that the existing Independent Directors have demonstrated their time commitment and ability to contribute their independent opinions to the Board.

The Company’s Articles require every Director to retire after three (3) years being in office at each AGM. Pursuant to Article 86(1), the retiring Directors would submit themselves for re-nomination and re-election. In addition, pursuant to Article 85(6), newly appointed Directors are required to hold office until they submit themselves for re-election at the next AGM following their appointments.

The NC has noted that the following Directors will retire via rotation at the forthcoming AGM pursuant to the Articles:

<b>Name of Director</b>	<b>Designation</b>	<b>Retiring Pursuant to Articles</b>
Mr Yang Zheng	Independent Non-Executive Director	86(1)
Datuk Lim Thean Shiang	Independent Non-Executive Chairman	86(1)

Pursuant to the Article 86(1) of the Articles, Mr Yang Zheng will retire by rotation, being eligible and having consented, be nominated for re-election as a Director at the forthcoming AGM, and subject to being duly re-elected, Mr Yang Zheng will remain as an Independent Non-Executive Director of the Company. Upon re-election as a Director of the Company, Mr Yang Zheng will remain as the Chairman of the NC and the RC and a member of the AC. He is considered to be independent by the Board (save for Mr Yang Zheng himself) for the purpose of Rule 704(7) of the Catalist Rules.

Pursuant to the Article 86(1) of the Articles, Datuk Lim Thean Shiang will retire by rotation, being eligible and having consented, be nominated for re-election as a Director at the forthcoming AGM, and subject to being duly re-elected, Datuk Lim Thean Shiang will remain as the Independent Non-Executive Chairman of the Company. Upon re-election as a Director of the Company, Datuk Lim Thean Shiang will remain as a member of the AC, the NC and the RC. He is considered to be independent by the Board (save for Datuk Lim Thean Shiang himself) for the purpose of Rule 704(7) of the Catalist Rules.

In arriving at its nomination of Directors for re-election, the NC takes into consideration factors such as the contribution and participation of the individual Director at Board or Board Committees meetings, commitment to Board and Company’s matters, as well as continued relevance of his area of expertise or industry knowledge to the Board’s collective competencies and effectiveness. Subject to the NC’s satisfactory assessment, the NC would recommend the proposed re-election to the Board for consideration and approval.

Other important issues to be considered as part of the process for the selection and re-appointment of Directors includes the composition and progressive renewal of the Board and each Director’s competencies, commitment, contribution and performance

(e.g. attendance, preparedness, participation and candour), if applicable, each Director's independence, as an Independent Director.

#### Provision 4.4

The NC is also responsible for determining annually, the independence of Directors. In doing so, the NC takes into account the criteria set forth in the Code and Catalist Rule 406(3)(d) and in particular, the circumstances set forth in Provision 2.1 and any other salient factors. Following its review, the NC has determined that the three (3) Independent Directors, Datuk Lim Thean Shiang, Mr Pay Cher Wee and Mr Yang Zheng are independent.

#### Provision 4.5

Based on the attendance of the Directors and their contributions at meetings of the Board and Board Committees and their time commitment to the affairs of the Company, the NC believes that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

The information in respect of each Director's academic and professional qualifications is set out in the "Board of Directors" section of the Annual Report and the information on shareholdings in the Company and its related corporations held by each Director is set out in the "Directors' Statement" section of the Annual Report. Other information of the Directors is as follows:

<b>Name of Director</b>	<b>Datuk Lim Thean Shiang</b>	<b>Loo Wooi Hong</b>	<b>Pay Cher Wee</b>
Role	Independent Non-Executive Chairman	Executive Director and Chief Executive Officer	Lead Independent Director
Board Committee(s) served on	<ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nominating Committee (Member)</li> <li>• Remuneration Committee (Member)</li> </ul>	<ul style="list-style-type: none"> <li>• None</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Nominating Committee (Member)</li> <li>• Remuneration Committee (Member)</li> </ul>
Date of first appointment as Director	9 November 2020	28 May 2019	1 March 2016
Date of last re-election as a Director	30 April 2021	29 April 2022	29 April 2022
Present directorship in other listed companies	Nil	Nil	Nil
Past directorship in other listed companies over the preceding three (3) years	<ul style="list-style-type: none"> <li>(1) Tropicana Corporation Berhad</li> <li>(2) Pontian United Plantations Berhad</li> <li>(3) Asian Plantations Limited</li> </ul>	Nil	Rizhao Port Jurong Co., Ltd



	<ul style="list-style-type: none"> <li>(4) Fore Rivers Transportation Corporation</li> <li>(5) MSM Malaysia Holdings Berhad</li> <li>(6) Daya Materials Berhad</li> <li>(7) Ipoh Cargo Terminal Sdn Bhd.</li> <li>(8) Pharmaniaga Berhad</li> </ul>		
Other principal commitments	<ul style="list-style-type: none"> <li>(1) Malaysian Communication and Multimedia Commission (MCMC)</li> <li>(2) Ultrafest Sdn Bhd</li> <li>(3) Daya Land &amp; Development Sdn Bhd</li> <li>(4) Daya Proffcorp Sdn Bhd</li> <li>(5) Daya Proffcorp (Sabah) Sdn Bhd</li> <li>(6) Daya Land &amp; Development Sdn Bhd</li> <li>(7) Daya Offshore Construction Sdn Bhd</li> <li>(8) Daya Global 1 Limited</li> <li>(9) Daya Global 2 Limited</li> <li>(10) Daya Maritime Limited</li> <li>(11) Daya Infarstructure Group Sdn Bhd</li> <li>(12) Great Doctrine (M) Sdn Bhd</li> <li>(13) Seca Chemicals and Catalysts Sdn Bhd</li> <li>(14) Jeth Niaga Sdn Bhd</li> </ul>	<ul style="list-style-type: none"> <li>(1) GCCP Gridland Sdn. Bhd.</li> <li>(2) GCCP Marble Sdn. Bhd.</li> <li>(3) Gridland Global Sdn. Bhd.</li> </ul>	Nil

<b>Name of Director</b>	<b>Yang Zheng</b>
Role	Independent Non-Executive Director
Board Committee(s) served on	<ul style="list-style-type: none"> <li>• Nominating Committee (Chairman)</li> <li>• Remuneration Committee (Chairman)</li> <li>• Audit Committee (Member)</li> </ul>
Date of first appointment as Director	3 May 2017
Date of last re-election as a Director	30 April 2021
Present directorship in other listed companies	Nil
Past directorship in other listed companies over the preceding three (3) years	Nil
Other principal commitments (excluding directorships in listed companies)	Responsible Officer of Phoenician Advisory Ltd

## Board Performance

*Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.*

### Provisions 5.1 and 5.2

The NC will be responsible for assessing the effectiveness of the Board as a whole, the Board Committees and each individual Director. The NC decides how the Board's performance may be evaluated and proposes objective performance criteria that are approved by the Board.

The NC has in place a Board performance evaluation process whereby the Board and its Board Committees will complete a group assessment collectively. Evaluation of the individual director's contribution is based on a qualitative feedback received from each director. Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his performance or re-nomination as Director. The Company Secretary will collate the Directors' evaluations and provide the summary observations to the NC Chairman. Led by the NC Chairman, the NC would then discuss the evaluation and conclude the performance results during the NC meeting. The evaluation criteria would be reviewed as and when required to keep up with any prevailing good practices, from time to time and to be determined by the NC.

The criteria for evaluation of the performance of individual Directors includes qualitative and quantitative factors such as performance of principal functions and fiduciary duties, Director's attendance at meetings and contribution and performance at such meetings. The NC and the Board strive to ensure that each Director, with his contributions, brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

In FY2023, the NC had reviewed the Board's composition, Board's processes managing the Group's performance and the effectiveness of the Board in its monitoring role and the effectiveness of the respective committees. In evaluating the performance of each Director, the NC had considered the attendance and contributions of the Directors during Board and Board Committee meetings as well as commitment to their role as Directors. The NC is of the view that the Board and the Board Committees have operated effectively, each Director had contributed to the overall effectiveness of the Board and met the performance objectives set in FY2023.

The NC also has the option to use an external facilitator to assist in the evaluation process. In FY2023, taking into consideration the specialized nature of the Group's business and operations and that the Non-Executive Directors have diverse experience and knowledge across various industries including management and corporate governance, the Board is of the view that it is able to adequately evaluate itself, the Board Committees and each Director without the appointment of an external facilitator.

## **REMUNERATION MATTERS**

### **Procedures for Developing Remuneration Policies**

*Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

#### Provision 6.1

The RC has adopted its written terms of reference. The duties and responsibilities of the RC include the following:

- (a) to recommend to the Board a framework of remuneration for Directors and Executive Officers;
- (b) to determine specific remuneration packages for each Executive Director and Executive Officers. The recommendations of the RC should be submitted for endorsement by the entire Board;
- (c) to review the remuneration of related employees who are related to the Directors or the Chief Executive Officer to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scope and level of responsibilities; and

- (d) to review the Company's obligations arising in the event in the termination of Executive Directors' and Executive Officers' contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

#### Provision 6.2

As at the date of this report, the RC comprises three (3) members who are Independent Non-Executive Directors, including the RC Chairman. The members of the RC as at the date of this report are as follows:

Mr Yang Zheng (Chairman)

Mr Pay Cher Wee (Member)

Datuk Lim Thean Shiang (Member)

#### Provision 6.3

All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses and other benefits-in-kind shall be considered by the RC to ensure that they are fair. No member of the RC will be involved in the setting of his remuneration package. Each member of the RC shall abstain from voting on any resolutions in respect of his remuneration package.

Any bonuses, pay increases and/or promotions for these related employees (defined as employees who are immediate family members of a Director and/or the CEO), will also be subjected to the review and approval of the RC. In the event that a member of the RC is related to the employee under review, he will abstain from participating in the review.

#### Provision 6.4

As and when deemed appropriate by the RC, independent advice could be engaged at the Company's expense. The RC shall ensure that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. No remuneration consultants were engaged for FY2023. The appointment of remuneration consultants will be contemplated in future should there be significant changes to the number of Executive Directors and Key Management Personnel in future or should the size and scope of the Group's operations change significantly.

### **Level and Mix of Remuneration**

*Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

### Provisions 7.1 and 7.3

The RC and the Board are of the view that the remuneration of the Directors and key management personnel is adequate and appropriate but not excessive in order to attract, retain and motivate them to provide good stewardship of the Group and successfully manage the Group for the long term. The RC has also reviewed the performance-based compensation package for Executive Directors where the remuneration structure for Executive Directors is based on service contracts. The remuneration packages of the Executive Directors and key management personnel (who are not Directors and/or the CEO) are based on key performance indicators including but not limited to the financial performance, operational efficiency targets as well as compliance with all relevant laws and regulations. The RC believes that such performance indicators provide a comprehensive measurement of the Group's performance across financial, operational and compliance objectives.

The Company has put in place long term incentive plans such as the GCCP Performance Share Plan and GCCP Employee Share Option Scheme, so as to further motivate employees and to align with the interests of shareholders and other stakeholders, linking compensation with the long-term performance of the Group.

Currently, the Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company.

### Provision 7.2

The Directors' fees are appropriate to the level of contribution, taking into account factors such as effort, time spent and responsibilities. The RC has recommended to the Board that the Independent Directors be paid Directors' fees for the financial year ending 31 December 2024 ("FY2024") quarterly in arrears. The Board has considered and has recommended the proposed payment of Directors' fees for shareholders' approval at the forthcoming AGM. There was no increment in fees to be paid to each of our Non-Executive Directors for FY2023. No external remuneration consultant was engaged to assist in the review of remuneration packages.

## **Disclosure on Remuneration**

*Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.*

### Provisions 8.1 and 8.3

The breakdown (in percentage terms) of the remuneration of Directors of the Company in FY2023 is set out below:

Remuneration Band and Name of Directors	Directors'	Salary and	Benefits		
	Fees	Allowance	Bonus	in Kind	Total
	%	%	%	%	%

#### S\$0 to S\$250,000

##### Executive:

Mr Loo Wooi Hong	-	100	-	-	100
Mr Loh Heng Kwai <sup>(3)</sup>	-	100	-	-	100

##### Non-Executive:

Datuk Lim Thean Shiang	100	-	-	-	100
Mr Pay Cher Wee	100	-	-	-	100
Mr Yang Zheng	100	-	-	-	100
Mr Shi Jun Hui <sup>(4)</sup>	100	-	-	-	100

##### Notes:

- (1) The Directors' fees were approved by shareholders at the last AGM.
- (2) The salary and allowance shown are inclusive of Employees Provident Fund contributions respectively.
- (3) Mr Loh Heng Kwai resigned as an Executive Director on 7 March 2023.
- (4) Mr Shi Jun Hui retired as an Independent Non-Executive Director on 26 April 2023.

Given the highly specialised industry in which the Group operates in, and the sensitive and confidential nature of such information of each Director and Key Management Personnel, the Company believes that the disclosure of the full remuneration as recommended by the Code may not be in the best interests of the Group. Nevertheless, the Company has provided the full remuneration in the bands of S\$250,000 and a breakdown in percentage terms.

The breakdown (in percentage terms) of the remuneration of the top Key Management Personnel of the Group in FY2023 are set out below:

Remuneration Band and Name of Key Management Personnel <sup>(1)</sup>	Salary and	Bonus	Benefits	
	Allowance <sup>(2)</sup>		in Kind	Total
	%	%	%	%

#### S\$0 to S\$250,000

Mr. Loh Heng Kwai <sup>(1)</sup> (Operation Director)	100	-	-	100
Mr Wong Chun Keh (Financial Controller)	100	-	-	100

**Notes:**

- (1) Mr Loh Heng Kwai resigned as an Executive Director of the Company on 7 March 2023 and remains as a Director of Operations for Gridland and Marble Quarries.
- (2) The Group has only 2 Key Management Personnel in FY2023.
- (3) The salary and allowance shown are inclusive of Employees Provident Fund contributions respectively.

In aggregate, the total remuneration paid to the Key Management Personnel was S\$137,413 in FY2023.

The remuneration received by the Executive Directors and Key Management Personnel takes into consideration his individual performance and contribution toward the overall performance of the Group in FY2023. Their remuneration is made up of fixed and variable compensations. The fixed compensation consists of an annual base salary and fixed allowance. The variable compensation is determined based on the level of achievement of corporate and individual performance objectives. The Company may engage an external remuneration consultant to assist in the review of compensation and remuneration packages, although no such consultant was engaged in FY2023.

The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Directors and Key Management Personnel to work in alignment with the goals of all stakeholders:

<b>Performance Conditions</b>	<b>Short-term Incentives (such as performance bonus)</b>	<b>Long-term Incentives (such as the GCCP Performance Share Plan and GCCP Employee Share Option Scheme)</b>
Qualitative	Leadership People development Commitment Teamwork Current market and industry practices Macro-economic factors	Leadership Current market and industry practices
Quantitative	Growth of Profit Before Tax	Growth of Profit Before Tax

Notwithstanding that the profitability incentives have not been met, save for the aforementioned, the remaining conditions were satisfied.

## Performance Share Plan and Employee Share Option Scheme

In conjunction with the Company's listing on Catalist, the Company had adopted a performance share plan known as the "GCCP Performance Share Plan" (the "PSP") and a share option scheme known as the "GCCP Employee Share Option Scheme" (the "ESOS"). The Board has delegated the administration of the PSP and ESOS to the RC.

Both the PSP and the ESOS will provide eligible participants (each a "Participant" and collectively, the "Participants") with an opportunity to participate in the equity of our Company and to motivate them towards better performance through increased dedication and loyalty. Both the PSP and the ESOS form an integral component of the compensation plan and are designed primarily to reward and retain employees whose services are vital to the growth and performance of the Company and/or the Group.

The PSP and ESOS are designed to complement each other. The aim of implementing more than one incentive plan is to increase our Group's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to achieve better performance by providing the Group with a more comprehensive set of remuneration tools and further strengthen our competitiveness in attracting and retaining local and foreign talent.

Unlike the ESOS whereby Participants are required to pay for the exercise of the options, the PSP allows the Group to provide an incentive for Participants to achieve certain specific performance targets by awarding fully paid shares to Participants after these targets have been met.

In addition, the assessment criteria for granting options under the ESOS are more general (for example, based on length of service and general performance of the Group) and do not relate to specific performance targets imposed by the Group. On the other hand, the assessment criteria for granting of awards under the PSP will be based on specific performance targets or to impose time-based service conditions, or a combination of both.

The aggregate number of shares which may be offered by way of grant of options to the controlling shareholder and their respective associates under the Share Option Scheme shall not exceed 25% of the total number of shares available under the ESOS, with the number of shares which may be offered by way of grant of options to each controlling shareholder and his respective associate not exceeding 10% of the total number of shares available under the ESOS.

For the ESOS, the total number of Shares over which the RC may grant options on any date, when added to the number of shares issued and issuable in respect of (i) all options granted under the ESOS; (ii) all awards granted under the PSP; and (iii) all outstanding options or awards granted under such other share-based incentive schemes of the Company, shall not exceed 15% of the number of issued shares (excluding treasury shares) on the day immediately preceding the offer date of the option.



The options that are granted under the ESOS may have exercise prices that are, at the RC's discretion, set at a price (the "Market Price") equal to the average of the last dealt prices for the shares on Catalist for five (5) consecutive market days immediately preceding the relevant date of grant of the relevant option; or at a discount to the Market Price (subject to a maximum discount of 20%). Options which are fixed at the Market Price (the "Market Price Option") may be exercised after the first anniversary of the date of grant of that option while options exercisable at a discount to the Market Price (the "Discounted Option") may only be exercised after the second anniversary from the date of grant of that option. Options granted under the ESOS will have a life span of ten (10) years.

The ESOS shall continue in operation for a maximum duration of ten (10) years commencing on the date on which the ESOS was adopted by the Company and may be continued for any further period thereafter with the approval of shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

For the PSP, the total number of shares which may be delivered pursuant to the vesting of awards on any date, when added to the aggregate number of shares issued and/or issuable in respect of (i) all awards granted under the PSP; (ii) all options granted under the ESOS; and (iii) all other shares issued and/or issuable under any other share-based incentive schemes or share plans of the Company, shall not exceed 15% of the total number of issued shares (excluding treasury shares) of the Company from time to time.

The aggregate number of shares that are available to the controlling shareholders and their associates under the PSP shall not exceed 25% of the total number of shares available under the PSP. The number of shares that are available to each controlling shareholder or each of their associates under the PSP shall not exceed 10% of the shares available under the PSP.

The PSP shall continue in force at the discretion of the RC, subject to a maximum period of ten (10) years commencing on the date on which the PSP is adopted by the Company in by way of written resolutions, provided always that the PSP may continue beyond the above stipulated period with the approval of shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required. Notwithstanding the expiry or termination of the PSP, any awards made to Participants prior to such expiry or termination will continue to remain valid.

As at the date of the annual report and in FY2023, no options have been granted under the ESOS, and no awards have been granted under the PSP.

## **II. ACCOUNTABILITY AND AUDIT**

### **Risk Management and Internal Controls**

*Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.*

## Provisions 9.1 and 9.2

The Board has the overall responsibility for the Group's risk management and internal controls in safeguarding shareholders' interests and the Group's assets. The Group's internal controls and systems are designed to provide reasonable assurance as to the integrity and reliability of the financial information, and to safeguard and maintain accountability of assets. Procedures will be put in place to identify major business risks and evaluate potential financial implications, as well as for the authorisation of capital expenditure and investments.

Notwithstanding that the Group currently does not have a Risk Management Committee, the AC, on behalf of the Board, reviews the adequacy and effectiveness of the Group's system of internal controls, including financial, operational, compliance and information technology controls, and risk management policies and systems established by Management on an annual basis. The Group also assesses and addresses the sustainability risks with compliance to the relevant laws and regulations to mitigate any negative impact of its operations to the environment. In addition, the Group also sets policies which are based on ethical considerations on issues related to corporate social responsibility.

Management is required to regularly review the Group's business and operations to identify areas of significant business risks and controls to mitigate the risks. The Management will highlight all significant matters to the Board and AC.

In respect of FY2023, the Board has received an assurance confirmation statement from Mr Loo Wooi Hong (CEO) and Mr Wong Chun Keh (Financial Controller ("FC")), assuring the following:

- that the financial records have been properly maintained and the financial statements of the Group in FY2023 give a true and fair view of the Group's operations and finances; and
- that the Group's risk management and internal control systems are adequate and effective.

The design, implementation and operation of the accounting and internal control systems are intended to prevent and detect fraud and errors. The Board notes that the system of internal controls provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The Board also notes that no system of internal controls can provide absolute assurance against the occurrence of material errors, poor judgement in decision making, human error, losses, fraud or other irregularities.

Based on the framework of risk management and internal controls established and maintained by the Management, review of work performed by external auditors and assurance received from the CEO and FC, the Board, with the concurrence of the AC is of the opinion that the Group's risk management systems and internal controls (including financial, operational, compliance and information technology controls) are adequate and effective.

## **Audit Committee**

*Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.*

### Provision 10.1

The AC has explicit authority to investigate any matter within its terms of reference. It has full access to and co-operation by Management and full discretion to invite any Executive Directors or key management personnel to attend its meetings. The AC has reasonable resources, including access to external consultants and auditors, to enable it to discharge its functions properly.

The AC has adopted its written terms of reference. The duties and responsibilities of the AC include the following:

- (a) consider the appointment or re-appointment of the external auditors, the level of their remuneration, terms of engagement and matters relating to resignation or dismissal of the external auditors, and review with the external auditors the audit plans, their evaluation of the system of internal accounting controls, their audit reports, their management letter and Management's response before submission of the results of such review to the Board for approval;
- (b) consider the appointment or re-appointment of the internal auditors, the level of their remuneration, terms of engagement and matters relating to resignation or dismissal of the internal auditors, and review with the internal auditors the internal audit plans and their evaluation of the adequacy of the system of internal accounting controls and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the annual report (where necessary);
- (c) review the adequacy, effectiveness, independence, scope and results of the external audit and the Group's internal audit function;
- (d) review the assurance from the CEO and the CFO (and in the absence of a CFO, the head of finance) on the financial records and financial statements;
- (e) review the adequacy and effectiveness of the Group's system of internal accounting controls and procedures established by Management at least on an annual basis and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the Management where necessary);
- (f) review the assistance and co-operation given by the Company's officers to the internal and external auditors;
- (g) review the quarterly and annual financial statements and results announcements before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major areas of judgement, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;

- (h) review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and consider the adequacy of the Management's response;
- (i) review transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);
- (j) review and approve the review procedures for interested person transactions on a quarterly basis, if any;
- (k) quarterly review of the Interested Person Transactions register as maintained by the Company;
- (l) review potential conflicts of interest (if any) and to set out a framework to resolve or mitigate any potential conflicts of interests;
- (m) review the effectiveness and adequacy of our administrative, operating, internal accounting and financial control procedures;
- (n) review the key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, immediately announced via SGXNET;
- (o) undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- (p) generally to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time;
- (q) review arrangements where both internal and external parties may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and
- (r) review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time.

#### Provision 10.2

As of the date of this report, the AC comprises three (3) Independent Non-Executive Directors, all of whom including the AC Chairman are non-executive and independent. The members of the AC are as follows:

Mr Pay Cher Wee (Chairman)

Datuk Lim Thean Shiang (Member)

Mr Yang Zheng (Member)

The Board is of the view that the members of the AC have sufficient accounting and financial management expertise and experience to discharge their duties and responsibilities.

The AC Chairman, Mr Pay Cher Wee, holds a Bachelor of Accountancy (Honours) degree from Nanyang Technological University and he was formerly the Chief Financial Officer of public companies listed on the SGX-ST. Mr Pay Cher Wee possess 30 years of experience in the audit, manufacturing, supply chain management, healthcare and private equity investment sectors.

Besides that, Mr Yang Zheng, holds a Master of Finance from University of New South Wales in Australia and he is a Chartered Financial Analyst charter holder. Mr Yang has extensive experience in the valuation of miner assets, with more than 100 valuations conducted for diverse type of mineral assets across many countries. He currently serves as a Responsible Officer at Hong Kong based company, Phoenician Advisory Ltd.

#### Provision 10.3

None of the AC members (including the AC Chairman) is a former partner or Director of the Company's existing auditing firm or audit corporation.

#### Provision 10.4

The AC relies on reports from the Management and external and internal auditors on any material non-compliance of risk management system and internal control weaknesses. Thereafter, the AC oversees and monitors the implementations of proper and appropriate risk management system and internal control thereto.

The Group had outsourced its internal audit function to Vaersa Advisory Sdn Bhd which reported directly to the AC. The internal audit function ("IA") has an administrative reporting function to the Management where planning, co-ordinating, managing and implementing internal audit work cycle are concerned.

The work undertaken by the IA, was carried out in accordance with the standards set by internationally recognised professional bodies including Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The IA will report their audit findings and recommendations directly to the AC. The IA is also staffed with persons with the relevant qualifications and experience.

The appointment and compensation of the IA was reviewed and recommended by the AC and in its annual review, the AC is of the view that the IA is adequately resourced and has appropriate standing within the Company. The IA also has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC.

The AC confirms that the internal audit function is independent, effective and adequately resourced.

### Provision 10.5

For FY2023, the AC had met with the internal and external auditors once, without the presence of Management.

The aggregate amount of audit fees paid or payable to the external auditors, Baker Tilly International (“Baker Tilly”) for FY2023 is S\$104,000. There were no non-audit fees paid or payable to Baker Tilly for FY2023.

For FY2023, the AC is of the view that the audit firm is adequately resourced, of appropriate standing within the international affiliation. The AC is satisfied that the appointment of Baker Tilly as external auditors would not compromise the standard and effectiveness of the audit of the Company and that the Company has complied with Rule 712 and Rule 715 of the Catalist Rules. The AC has recommended to the Board the nomination of Baker Tilly for re-appointment as external auditors of the Company at the forthcoming AGM.

The Company has adopted a whistle-blowing policy whereby staff of the Group or any external parties may, in confidence, raise concerns about possible irregularities in matters of financial reporting or other matters. The arrangement also provides for independent investigation of such matters and permits whistle-blowers to report directly via email to the designated AC Chairman’s email account. The whistle-blowing policy is made available to the public and can be found on the Company’s website, <http://www.gccpresources.com/whistleblower-protection-policy/>.

The AC has power to conduct or authorise investigations into any matter within the AC’s scope of responsibility. On a regular basis, all whistle-blowing cases reported and the resolution would be reported to the AC. Depending on the nature of the concern raised or information provided, an investigation may be conducted. No incidence or report of whistle-blowing was noted by the AC during FY2023.

## **III. SHAREHOLDER RIGHTS AND ENGAGEMENT**

### **Shareholder Rights and Conduct of General Meetings**

*Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders’ rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.*

### Provision 11.1

All shareholders are encouraged to attend the general meetings of the Company to ensure a greater level of accountability and to stay informed of the Group’s strategies and goals. If the shareholders are unable to attend the meetings, the shareholder is allowed to appoint proxy(ies) to attend, speak and vote on their behalf. The Articles of the Company allow a shareholder to vote either in person or appoint not more than two proxies in his stead. Such proxy to be appointed need not be a shareholder. A member of the Company who is the Depository (being the Central Depository (Pte)

Limited), shall be entitled to appoint more than two proxies to attend, speak and vote in his stead.

#### Provision 11.2

Resolutions at general meetings are on each substantially separate issue. All the resolutions at the general meetings are single item resolutions. “Bundling” of resolutions are kept to a minimum and are done only where the resolutions are interdependent and linked so as to form one significant proposal.

#### Provision 11.3

All the Directors and Board Committees, including the Chairman of the Board and the respective Chairman of the Board Committees, Management, and Company Secretary will be present and available at the general meetings to address questions from the shareholders relating to the Group. The Company’s external auditors, Baker Tilly, will also be present at the forthcoming AGM and available to assist the Directors in addressing any shareholders’ queries relating to the conduct of audit and the preparation and contents of the auditors’ report.

Save for Datuk Lim Thean Shiang and Mr Shi Junhui, all the other Directors were present at the last AGM held on 26 April 2023.

#### Provision 11.4

The Company has not amended its Articles to provide for absentia voting methods. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of the identity of shareholders through digital media or the internet is not compromised.

#### Provision 11.5

The Company prepares minutes of all general meetings that include substantial and relevant comments or queries from shareholders together with the responses from the Board and Management. These minutes are available to shareholders upon their request.

To promote greater transparency in the voting process, the Company puts all resolutions proposed at the general meetings to vote by poll. Shareholders who are present in person or represented by proxies will be entitled to one vote for each share held. A scrutineer is appointed to validate the votes cast at the general meetings. The detailed results showing the total number of votes cast for and against each resolution and the respective percentages are announced and released to the SGX-ST via SGXNet.

The minutes of the AGM held in year 2023 was uploaded to the Company’s website and SGXNet within one (1) month from the date of the AGM.

#### Provision 11.6

The Company does not have a fixed dividend policy at present. The declaration and payment of dividends by the Company from time to time is subject to many factors,

including but not limited to, the Company's results of operations, cash flows and financial position, the Company's expansion requirements and working capital requirements. The Company did not declare dividends for FY2023 due to the losses recorded, as well as the conditions in which it operates in remains challenging and competitive and a conservative approach to cash flow would be prudent.

## **Engagement with Shareholders**

*Principle 12: The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the Company.*

### Provisions 12.1, 12.2 and 12.3

The Company currently does not have an investor relations policy but considers advice from its continuing sponsor, corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to shareholders. The Company will consider the appointment of a professional investor relation officer to manage the function should the need arises.

The Board also ensures that shareholders are fully informed of all major developments that impact the Group. The results and other relevant information of the Group are disseminated to the shareholders and public on a timely basis through the following channels:

- (i) SGXNET announcements and press releases;
- (ii) Annual Report and Notice of AGM that are issued to all shareholders;
- (iii) Company's website at <http://www.gccpresources.com>; and
- (iv) Press and analysts briefings as appropriate.

The Company ensures that it does not practice selective disclosure of material information. Material information is publicly released before the Company meets with investors or analysts or simultaneously with such meetings. In the event an investor relations briefing is held, the Company will engage an external investor relations consultant to facilitate and gather the exchange of views and queries of shareholders at such events.

Shareholders are also encouraged to attend the AGM, to ensure a high level of accountability and to stay informed of the Group's strategies and goals. The notice of the AGM together with the annual report will be released to shareholders via SGXNet. At the AGM, shareholders are given the opportunity to communicate their views to the Directors and Management on matters relating to the Company and the Group.

Before and after AGM, the Board will engage in dialogue with shareholders, to gather views or inputs, and address shareholders' concerns. The Company is having the investor relation email address ([agm@gccpresources.com](mailto:agm@gccpresources.com)) in order to allow



communication with shareholders such as exchange of views, respond to queries and questions from the Shareholders.

#### **IV. MANAGING STAKEHOLDERS RELATIONSHIPS**

##### **Engagement with Stakeholders**

*Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.*

##### Provisions 13.1 and 13.2

The Company has regularly engaged with its stakeholders through various channels to ensure that the business interests are aligned with those of the stakeholders to understand and address the concerns so as to improve services and products' standards, as well as to sustain business operations for long-term growth.

The stakeholders have been identified as those who have potential and actual impact and influence on the Group's businesses and operations. Through the assessment of the level of significance of the stakeholders' interest in sustainability issues, the five (5) key stakeholders' groups have been identified, such as employees, customers, suppliers, regulators and shareholders.

The Group's sustainability efforts are led by the CEO and reviewed by the operations working group in assessing and reviewing the Group's sustainability efforts. The working group comprises of representatives from the operations, sales and marketing and finance departments ("Sustainability Working Group"). The Sustainability Working Group meets every quarter to plan and review the progress and updating of the sustainability efforts.

With the support from the Board, Management establishes a framework for its sustainability efforts in identifying, managing and addressing environmental, social and governance ("ESG") factors that are material to the Group's business. The Board considers sustainability issues as part of its strategic formulation, and determines the material ESG factors, oversees the management and monitors the material ESG factors. Owing to its extensive global acceptance, the Group has adopted the globally-recognized GRI Sustainability Reporting Guidelines, which allows for comparability of the Group's performance against industry peers.

The Company's strategy and key areas of focus in relation to the management of stakeholder relationships during FY2023 are set out on page 41 of the Annual Report 2023. For further information on the Company's stakeholder engagement, materiality assessment on environmental, social and governance factors and sustainability practices of the Company will be announced separately.

### Provision 13.3

The Company maintains a current corporate website at <http://www.gccpresources.com> to communicate and engage with the stakeholders.

### **DEALINGS IN SECURITIES**

The Company has adopted an internal code in dealings in securities, which has been disseminated to all Directors and Officers within the Group. The Company will also send a notification via email to notify all its Directors and Officers a day prior to the close of window for trading of the Company's securities.

The Company, Directors and its Officers are reminded not to deal (whether directly or indirectly) in the Company's securities on short-term considerations and be mindful of the law on insider trading as prescribed under the Securities and Futures Act, Cap. 289. The internal code on dealings in securities also makes clear that the Company, its Directors and Officers should not deal in the Company's securities and securities of other listed companies, while in possession of unpublished price-sensitive information and prohibits trading as well as during the following periods:

- (i) the period commencing two weeks before the announcement of the Company's financial statements for the first, second and third quarters of its financial year; and
- (ii) the period commencing one month before the announcement of the Company's financial statements for its full financial year.

Each of the above periods will end on the date of the announcement of the relevant financial results of the Company.

### **INTERESTED PERSON TRANSACTIONS ("IPTs")**

The Company has established procedures to ensure that all transactions with interested persons are reported on a timely manner to the AC and that the transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

There were no IPTs with value more than S\$100,000 transacted during FY2023. The Company does not have an existing IPT General mandate.

### **MATERIAL CONTRACTS**

Save as disclosed above and in the Directors' Statement and Audited Financial Statements of the Company, there were no material contracts entered into by the Company and any of its subsidiaries, involving the interest of the CEO, any Director or controlling shareholders which are either still subsisting as at 31 December 2023 or if not then subsisting, entered into since the end of the previous financial year.

### **NON-SPONSOR FEES (CATALIST RULE 1204(21))**

There were no non-sponsor fees paid/payable to the existing Company's Sponsor, Evolve Capital Advisory Private Limited, during FY2023.

## ADDITIONAL INFORMATION ON DIRECTOR PROPOSED FOR RE-ELECTION

Mr Yang Zheng and Datuk Lim Thean Shiang (retiring pursuant to Article 86(1) of the Articles of Association of the Company) (collectively the “**Retiring Directors**”), will be seeking re-election at the forthcoming annual general meeting (“**AGM**”) of the Company scheduled to be held on Tuesday, 30 April 2024 under Resolutions 2 and 3 as set out in the Notice of AGM dated 15 April 2024.

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) of the Singapore Exchange Trading Securities Limited (“**SGX-ST**”), the information relating to the Retiring Directors set out in Appendix 7F as required under the Catalyst Rules of the SGX-ST is disclosed below:

Name of Director	Yang Zheng	Datuk Lim Thean Shiang
Date of Appointment	3 May 2017	9 November 2020
Date of last re-appointment (if applicable)	30 April 2021	30 April 2021
Age	37	52
Country of principal residence	Australia	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Yang as an Independent Non-Executive Director was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration Mr Yang’s qualifications, expertise, past experiences and overall contribution	The re-election of Datuk Lim as an Independent Non-Executive Chairman was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration Datuk Lim’s qualifications, expertise, past experiences and overall contribution

<p>Whether appointment is executive, and if so, the area of responsibility</p> <p>Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)</p>	<p>since he was appointed as a Director of the Company.</p> <p>Non-executive</p> <ul style="list-style-type: none"> <li>• Independent Non-Executive Director</li> <li>• Nominating Committee Chairman</li> <li>• Remuneration Committee Chairman</li> <li>• Audit Committee Member</li> </ul>	<p>since he was appointed as a Director of the Company.</p> <p>Non-executive</p> <ul style="list-style-type: none"> <li>• Independent Non-Executive Chairman</li> <li>• Audit Committee Member</li> <li>• Nominating Committee Member</li> <li>• Remuneration Committee Member</li> </ul>
---	---	---

Name of Director	Yang Zheng	Datuk Lim Thean Shiang
Professional qualifications	<p>(1) Doctor of Philosophy in Mineral Economics from the China University of Geosciences</p> <p>(2) Master of Finance and Bachelor of Commerce from the University of New South Wales in Australia.</p> <p>(3) Member of the Australasian Institute of Mining and Metallurgy</p> <p>(4) Chartered Financial Analyst charter holder</p>	<p>(1) Bachelor of Law (Hons) from University of London, England</p> <p>(2) Bachelor of Business Administration (Hons) from Universiti Utara Malaysia</p>
Working experience and occupation(s) during the past 10 years	<p>2016 to present: Responsible Officer, Hong Kong-based Phoenician Advisory Ltd.</p> <p>2015 to 2016: Director of Research and Asset Management, Cedrus Investment Ltd</p> <p>2011 to 2015: Director, Mineral &amp; Energy Advisory, Valuation, GCA Group</p>	<p>2018 to 2020: Chairman, Tropicana SJII Education Management Sdn Bhd.</p> <p>2019 to 2020: Executive Chairman, Daya Materials Berhad.</p> <p>2015 to 2019: Group CEO and Executive Director, Daya Materials Berhad.</p> <p>2010 to 2015: Datuk Lim provided advisory</p>

		roles in his private capacity.
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

Name of Director	Yang Zheng	Datuk Lim Thean Shiang
<b>Other Principal Commitments including Directorships</b>		
Past (for the last 5 years)	Nil	<ul style="list-style-type: none"> <li>• Tropicana Corporation Berhad</li> <li>• Pontian United Plantations Berhad</li> <li>• Asian Plantations Limited</li> <li>• Fore Rivers Transportation Corporation</li> <li>• MSM Malaysia Holdings Berhad</li> <li>• Daya Materials Berhad</li> <li>• Ipoh Cargo Terminal Sdn Bhd.</li> <li>• Pharmaniaga Berhad</li> </ul>
Present	Responsible Officer, Hong Kong-based Phoenician Advisory Ltd	<ul style="list-style-type: none"> <li>(1) Malaysian Communication and Multimedia Commission (MCMC)</li> <li>(2) Ultrafest Sdn Bhd</li> <li>(3) Daya Land &amp; Development Sdn Bhd</li> <li>(4) Daya Proffcorp Sdn Bhd</li> </ul>



		(5) Daya Proffcorp (Sabah) Sdn Bhd
		(6) Daya Land & Development Sdn Bhd
		(7) Daya Offshore Construction Sdn Bhd
		(8) Daya Global 1 Limited
		(9) Daya Global 2 Limited
		(10) Daya Maritime Limited
		(11) Daya Infarstructure Group Sdn Bhd
		(12) Great Doctrine (M) Sdn Bhd
		(13) Seca Chemicals and Catalysts Sdn Bhd
		(14) Jeth Niaga Sdn Bhd

<b>Name of Director</b>	<b>Yang Zheng</b>	<b>Datuk Lim Thean Shiang</b>
<b>Information required pursuant to Listing Rule 704(8)</b>		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No

<p>(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?</p>	<p>No</p>	<p>No</p>
<p>(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?</p>	<p>No</p>	<p>No</p>

Name of Director	Yang Zheng	Datuk Lim Thean Shiang
<p>(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</p>	No	No
<p>(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	No	No
<p>(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>	No	No
<p>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body,</p>	No	No

<p>permanently or temporarily enjoining him from engaging in any type of business practice or activity?</p> <p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p>		
---	--	--

Name of Director	Yang Zheng	Datuk Lim Thean Shiang
<p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p>	<p>No</p>	<p>Yes</p> <p>Between 2008 to 2009, Datuk Lim was appointed as the General Manager of Port Klang Authority (“<b>PKA</b>”) and Executive Chairman of Port Klang Free Zone Sdn Bhd (“<b>PKFZ</b>”), which is a 100% owned subsidiary of PKA. The purpose of Datuk Lim’s tenure was to turnaround the Port Klang Free Zone Sdn Bhd and to commission and oversee a position review performed by PricewaterhouseCoopers (“<b>PwC</b>”) to investigate, amongst others, whether the cash flows and generation of revenue will be adequate to sustain the investment in the Port Klang Free Zone Project and to propose recommendations to turn around Port Klang Free Zone Sdn Bhd (the “<b>Investigations</b>”). Following the completion of the Investigations, Datuk Lim had accordingly ceased from his positions as General Manager and Executive Chairman of PKA and PKFZ respectively.</p>

<p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p>	<p>No</p>	<p>No</p>
<p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p>	<p>No</p>	<p>No</p>
<p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	<p>No</p>	<p>No</p>
<p><b>Name of Director</b></p>	<p><b>Yang Zheng</b></p>	<p><b>Datuk Lim Thean Shiang</b></p>
<p>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	<p>No</p>	<p>No</p>

<b>Disclosure applicable to the appointment of Director only.</b>		
<p>Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer or prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	Not applicable	Not applicable



# DIRECTORS' STATEMENT

The directors hereby present their statement to the members together with the audited consolidated financial statements of GCCP Resources Limited (the "Company") and its subsidiaries (the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023.

In the opinion of the directors:

- (i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 7 to 45 are properly drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and of the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the financial year then ended in accordance with International Financial Reporting Standards; and
- (ii) at the date of this statement, after considering the measures taken by the Group and the Company with respect to the Group's and the Company's ability to continue as going concerns as described in Note 3 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## Directors

The directors in office at the date of this statement are:

Datuk Lim Thean Shiang  
Loo Wooi Hong  
Pay Cher Wee  
Yang Zheng

## Arrangement to enable directors to acquire benefits

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## Directors' interest in shares or debentures

The directors of the Company holding office at the end of the financial year had no interests in the shares and debentures of the Company and related corporations as recorded in the Register of Directors' Shareholdings kept by the Company except as follows:

Name of directors	Number of ordinary shares					
	At 1.1.2023 or date of appointment	Direct interest		Deemed interest		
		At 31.12.2023	At 21.1.2024	At 1.1.2023 or date of appointment	At 31.12.2023	At 21.1.2024
<b>The Company</b>						
Pay Cher Wee	2,800,500	2,800,500	2,800,500	29,199,500	29,199,500	29,199,500
Loo Wooi Hong	337,838,380	337,838,380	337,838,380	–	–	–

The deemed interest of Mr Pay Cher Wee in the shares of the Company are held through a nominee.

Mr Loo Wooi Hong is deemed to have an interest in the shares held by the Company in the Company's wholly-owned subsidiary corporations.

### Share options

No option to take up unissued shares of the Company or its subsidiary corporations was granted during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations whether granted before or during the financial year.

There were no unissued shares of the Company or its subsidiary corporations under option at the end of the financial year.

### Audit Committee

The Audit Committee comprises three members, all of whom are independent directors. The members of the Audit Committee during the financial year and at the date of this statement are:

Pay Cher Wee (Chairman)  
Datuk Lim Thean Shiang  
Yang Zheng

The Audit Committee carried out its functions in accordance with Singapore Exchange Limited ("SGX") Listing Manual and Code of Corporate Governance. The functions performed are detailed in the Report on Corporate Governance, as set out in the Annual Report.

The Audit Committee is satisfied with the independence and objectivity of the independent auditor and has recommended to the Board of Directors that Baker Tilly

TFW LLP be nominated for re-appointment as independent auditor of the Company at the forthcoming Annual General Meeting.

**Independent auditor**

The independent auditor, Baker Tilly TFW LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Pay Cher Wee  
Director

Loo Wooi Hong  
Director

5 April 2024

# INDEPENDENT AUDITOR'S REPORT

## Report on the Audit of the Financial Statements

### *Disclaimer of Opinion*

We were engaged to audit the financial statements of GCCP Resources Limited (the "Company") and its subsidiaries (the "Group") as set out on pages 7 to 45, which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information.

We do not express an opinion on the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

### *Basis for Disclaimer of Opinion*

#### (1) *Appropriateness of the going concern assumption*

As disclosed in Note 3 to the financial statements with respect to the Group's and the Company's ability to continue as going concerns, as at 31 December 2023, the Group's and the Company's current liabilities exceeded its current assets by RM8,225,575 and RM1,742,643 respectively. These factors indicate the existence of material uncertainties which may cast significant doubt about the ability of the Group and the Company to continue as going concerns and therefore they may not be able to realise their assets and discharge their liabilities in the ordinary course of business.

In the preparation of the financial statements, the Board of Directors of the Company is of the view that the use of going concern assumption is appropriate after taking into consideration of the factors as disclosed in Note 3 to the financial statements. However, as the factors are dependent on certain assumptions and these outcomes are inherently uncertain, we are unable to obtain sufficient appropriate audit evidence to conclude as to the appropriateness of the use of the going concern assumption in the preparation of these financial statements. Consequently, we are unable to determine whether any adjustments in respect of these financial statements for the financial year ended 31 December 2023 are necessary.

The financial statements did not include any adjustments that may result in the event that the Group and the Company are unable to continue as going concerns. In the event that the Group and the Company are unable to continue in operational existence for the foreseeable future, the Group and the Company may be unable to discharge their liabilities in the ordinary course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the ordinary course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group and the Company may have to provide for further liabilities that may arise, and to reclassify non-current assets as current assets and non-current liabilities as current liabilities respectively. No such adjustments have been made to the financial statements.

(2) *Impairment assessment of property, plant and equipment*

As disclosed in Note 10 to the financial statements, the net carrying value of the Group's property, plant and equipment as at 31 December 2023 amounted to RM59,127,260. The Group's property, plant and equipment are mainly attributable to the Group's mining operations.

In view of the Group's gross loss during the financial year ended 31 December 2023, which is an indication of impairment, management performed an impairment assessment to determine the recoverable amounts of the Group's property, plant and equipment. The recoverable amounts of the Group's property, plant and equipment were determined based on value in calculations. The key assumptions and inputs used in the value in use calculations are disclosed in Note 3 to the financial statements. Management determined that no impairment is required on the Group's property, plant and equipment as their recoverable amounts exceeded the net carrying value as at 31 December 2023.

Based on the information available to us and given the material uncertainties over the going concern of the Group, we are unable to obtain sufficient appropriate audit evidence to assess the reasonableness of the key assumptions and inputs as disclosed in Note 3 to the financial statements and as used by management in the value in use calculations applied in the determination of the recoverable amounts of the Group's property, plant and equipment. Accordingly, we are unable to determine whether any adjustments might be necessary in respect of the net carrying value of the Group's property, plant and equipment as at 31 December 2023.

(3) *Impairment assessment of investments in subsidiaries and amounts due from subsidiaries*

As disclosed in Note 11 to the financial statements, the net carrying amount of the Company's investments in subsidiaries as at 31 December 2023 amounted to RM90,968,605. As disclosed in Note 13 to the financial statements, the net carrying amount of the Company's amounts due from subsidiaries amounted to RM14,322,320. Management determined that no further impairment loss is required on the Company's investments in the subsidiaries and amounts due from subsidiaries as at 31 December 2023 based on impairment tests performed.

Similarly, as explained in (2) above, based on the information available to us and given the material uncertainties over the going concern of the Group, we are unable to obtain sufficient appropriate audit evidence to assess the reasonableness of the key assumptions and inputs as disclosed in Note 3 to the financial statements and as used by management in the value in use calculations applied in the determination of the recoverable amount of the Company's investments in subsidiaries. We are also unable to obtain sufficient appropriate audit evidence to assess management's expected credit loss assessment of the amounts due from subsidiaries to determine if further impairment on the Company's amounts due from subsidiaries as at 31 December 2023 is required. Accordingly, we are unable to assess the reasonableness and appropriateness of the net carrying amounts of the Company's investments in subsidiaries and amounts due from subsidiaries as at 31 December 2023 and the classification of amounts due from subsidiaries as current assets. In addition, we are unable to assess if the disclosures of credit risk with respect to the Company's amounts due from subsidiaries in Note 23(b) to the financial statements are appropriate.

Our independent auditor's report dated 10 April 2023 expressed a disclaimer of opinion on the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2022 due to similar reasons explained in paragraphs (1), (2) and (3).

***Responsibilities of Management and Directors for the Financial Statements***

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards ("IFRS"), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our responsibility is to conduct an audit of the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

The engagement partner on the audit resulting in this independent auditor's report is Hu Weisheng.

Baker Tilly TFW LLP  
Public Accountants and  
Chartered Accountants  
Singapore

5 April 2024

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

		Group	
	Note	2023 RM	2022 RM
<b>Revenue</b>	4	<b>750,635</b>	8,424,401
Cost of sales		<b>(3,478,590)</b>	(6,986,838)
		<hr/>	<hr/>
<b>Gross (loss)/profit</b>		<b>(2,727,955)</b>	1,437,563
Other income	5	<b>16,201,082</b>	51,942
<b>Expenses</b>			
Selling and distribution expenses		<b>(34,928)</b>	(3,400)
General and administrative expenses		<b>(8,454,883)</b>	(7,161,965)
Finance costs	6	<b>(281,426)</b>	(715,209)
Other expenses		<b>(2,100)</b>	–
		<hr/>	<hr/>
<b>Profit/(loss) before tax</b>	7	<b>4,699,790</b>	(6,391,069)
Income tax expense	8	<b>(59,888)</b>	–
		<hr/>	<hr/>
<b>Profit/(loss) and total comprehensive income/(loss) for the year attributable to equity holders of the Company</b>		<b>4,639,902</b>	(6,391,069)
		<hr/>	<hr/>
<b>Profit/(loss) per share attributable to equity holders of the Company (cents per share)</b>			
Basic	9	<b>0.34</b>	(0.47)
Diluted	9	<b>0.34</b>	(0.47)
		<hr/>	<hr/>



# STATEMENTS OF FINANCIAL POSITION

AT 31 DECEMBER 2023

	Note	Group		Company	
		2023 RM	2022 RM	2023 RM	2022 RM
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	10	59,127,260	62,933,257	–	–
Investments in subsidiaries	11	–	–	90,968,605	90,968,605
<b>Total non-current assets</b>		<b>59,127,260</b>	<b>62,933,257</b>	<b>90,968,605</b>	<b>90,968,605</b>
<b>Current assets</b>					
Inventories	12	1,589,734	598,089	–	–
Trade and other receivables	13	1,350,304	3,080,559	14,322,320	3,267,191
Tax recoverable		7,191	6,612	–	–
Fixed deposits	14	–	384,250	–	–
Cash and bank balances	14	1,557,076	54,889	–	–
		<b>4,504,305</b>	<b>4,124,399</b>	<b>14,322,320</b>	<b>3,267,191</b>
Non-current assets classified as held for sale	15	–	11,522,907	–	–
<b>Total current assets</b>		<b>4,504,305</b>	<b>15,647,306</b>	<b>14,322,320</b>	<b>3,267,191</b>
<b>Total assets</b>		<b>63,631,565</b>	<b>78,580,563</b>	<b>105,290,925</b>	<b>94,235,796</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity attributable to equity holders of the Company</b>					
Share capital	16	173,801,086	173,801,086	173,801,086	173,801,086
Treasury shares	17	(9,086,355)	(9,086,355)	(9,086,355)	(9,086,355)
Other reserves	18	4,307,382	4,307,382	4,307,382	4,307,382
Accumulated losses		(118,837,772)	(123,477,674)	(79,796,151)	(81,868,135)
<b>Total equity</b>		<b>50,184,341</b>	<b>45,544,439</b>	<b>89,225,962</b>	<b>87,153,978</b>
<b>Non-current liabilities</b>					
Amount due to related party	19	76,720	86,656	–	–
Borrowings	20	640,624	790,204	–	–
<b>Total non-current liabilities</b>		<b>717,344</b>	<b>876,860</b>	<b>–</b>	<b>–</b>
<b>Current liabilities</b>					
Trade and other payables	19	12,246,916	23,250,124	16,064,963	7,081,818
Borrowings	20	464,145	8,860,837	–	–
Tax payable		18,819	48,303	–	–
<b>Total current liabilities</b>		<b>12,729,880</b>	<b>32,159,264</b>	<b>16,064,963</b>	<b>7,081,818</b>
<b>Total liabilities</b>		<b>13,447,224</b>	<b>33,036,124</b>	<b>16,064,963</b>	<b>7,081,818</b>
<b>Total equity and liabilities</b>		<b>63,631,565</b>	<b>78,580,563</b>	<b>105,290,925</b>	<b>94,235,796</b>

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Share capital RM	Treasury shares RM	Other reserves RM	Accumulated losses RM	Total equity RM
<b>Group</b>					
Balance at 1 January 2022	173,801,086	(9,086,355)	4,307,382	(117,086,605)	51,935,508
Loss and total comprehensive loss for the financial year	–	–	–	(6,391,069)	(6,391,069)
Balance at 31 December 2022	173,801,086	(9,086,355)	4,307,382	(123,477,674)	45,544,439
Profit and total comprehensive income for the financial year	–	–	–	4,639,902	4,639,902
<b>Balance at 31 December 2023</b>	<b>173,801,086</b>	<b>(9,086,355)</b>	<b>4,307,382</b>	<b>(118,837,772)</b>	<b>50,184,341</b>

# STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Share capital RM	Treasury shares RM	Other reserves RM	Accumulated losses RM	Total equity RM
<b>Company</b>					
Balance at 1 January 2022	173,801,086	(9,086,355)	4,307,382	(72,156,113)	96,866,000
Loss and total comprehensive loss for the financial year	–	–	–	(9,712,022)	(9,712,022)
Balance at 31 December 2022	173,801,086	(9,086,355)	4,307,382	(81,868,135)	87,153,978
Profit and total comprehensive income for the financial year	–	–	–	2,071,984	2,071,984
<b>Balance at 31 December 2023</b>	<b>173,801,086</b>	<b>(9,086,355)</b>	<b>4,307,382</b>	<b>(79,796,151)</b>	<b>89,225,962</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Group	
	2023 RM	2022 RM
<b>Cash flows from operating activities</b>		
Profit/(loss) before tax	4,699,790	(6,391,069)
Adjustments for:		
Depreciation of property, plant and equipment	4,261,438	4,838,310
Gain on disposal of property, plant and equipment	(100,000)	(40,000)
Inventories written down	43,389	59,088
Interest income	(48,200)	(7,072)
Interest expenses	281,426	715,209
Gain on disposal of assets held for sale	(14,097,393)	–
Allowance for expected credit losses of trade receivables	120,782	–
Forfeited deposit	2,100	–
Write-off of trade payables	(1,864,508)	–
Operating cash flows before movement in working capital	(6,701,176)	(825,534)
Changes in working capital:		
Inventories	(1,035,034)	115,533
Trade and other receivables	1,607,373	(986,117)
Trade and other payables	(3,947,546)	1,724,810
Cash (used in)/generated from operations	(10,076,383)	28,692
Interest received	48,200	6,650
Income tax paid	(89,951)	(962)
<b>Net cash (used in)/generated from operating activities</b>	<b>(10,118,134)</b>	<b>34,380</b>
<b>Cash flows from investing activities</b>		
Deposit received for sale of non-current assets	–	1,281,015
Purchase of property, plant and equipment (Note 10)	(168,441)	(1,990,390)
Proceeds from disposal of property, plant and equipment	100,000	40,000
Proceeds from disposal of assets held for sale	24,339,285	–
<b>Net cash generated from/(used in) investing activities</b>	<b>24,270,844</b>	<b>(669,375)</b>

	<b>2023</b>	<b>Group</b>	<b>2022</b>
	<b>RM</b>		<b>RM</b>
<b>Cash flows from financing activities</b>			
Advances from directors	–		1,168,469
Repayment to directors	<b>(1,644,353)</b>		–
Advances from related parties	–		1,065,348
Repayment to related parties	<b>(2,275,722)</b>		(12,384)
Decrease/(increase) in pledged fixed deposits	<b>384,250</b>		(6,609)
Repayment of bank loans	<b>(3,486,432)</b>		(2,201,285)
Repayment of lease liabilities	<b>(341,473)</b>		(472,561)
Interest paid on amount due to related party	–		(2,280)
Interest paid on bank overdrafts	<b>(163,356)</b>		(398,599)
Interest paid on lease liabilities	<b>(65,131)</b>		(63,351)
Interest paid on bank loans	<b>(52,939)</b>		(250,979)
<b>Net cash used in financing activities</b>	<b>(7,645,156)</b>		(1,174,231)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>6,507,554</b>		(1,809,226)
Cash and cash equivalents at beginning of financial year	<b>(4,950,478)</b>		(3,141,252)
<b>Cash and cash equivalents at end of financial year (Note 14)</b>	<b>1,557,076</b>		(4,950,478)

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

## 1 Corporate information

The Company (Co. Reg. No. OI-282405) is incorporated and domiciled in Cayman Islands. The address of its registered office is at P.O. Box 31119 Grand Pavilion Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands. The principal place of business is located at D21-1 Menara Mitraland, No 13A, Jalan PJU 5, Kota Damansara, 47810, Petaling Jaya, Selangor, Malaysia.

The principal activity of the Company is that of investment holding.

The principal activities of the Company's subsidiaries are disclosed in Note 11.

## 2 Material accounting policies

### a) Basis of preparation

The financial statements are expressed in Malaysian Ringgit ("RM"), which is the Company's functional currency. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates.

#### *Use of estimates and judgements*

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 3.

The carrying amounts of the fixed deposits, cash and bank balances, trade and other receivables and payables, and current borrowings (other than lease liabilities) approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

#### *New and revised standards that are adopted*

In the current financial year, the Group has adopted all the new and revised IFRS issued by the IASB and Interpretations of the International Financial Reporting Standards Interpretations Committee (“IFRIC Interpretations”) that are relevant to its operations and effective for the current financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective IFRS and IFRIC Interpretations.

The adoption of these new and revised IFRS and IFRIC Interpretations did not have any material effect on the financial results or position of the Group and the Company.

#### **Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies**

The amendments to IAS 1 and IFRS Practice Statement 2 *Making Materiality Judgements* provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments require entities to disclose their material accounting policies rather than their significant accounting policies, and provide guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The Group has adopted the amendments to IAS 1 on disclosures of accounting policies. The amendments have no impact on the measurement, recognition and presentation of any items in the Group’s and the Company’s financial statements.

#### *New and revised standards not yet effective*

New standards, amendments to standards and interpretations that have been issued at the end of the reporting period but are not yet effective for the financial year ended 31 December 2023 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company in the period of initial application.

## **b) Revenue recognition**

### *Revenue from sale of limestone*

The Group sells limestone directly to customers. The Group transfers control and recognises a sale when they deliver limestone to their customers. The amount of revenue recognised is based on the limestone listed prices, net of sales discounts. No element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice. A receivable is recognised when the limestones are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

## **c) Basis of consolidation**

The financial statements of the subsidiaries are prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

Intragroup balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.

## **d) Property, plant and equipment**

Depreciation is calculated on a straight-line basis to write off the cost of all property, plant and equipment over their expected useful lives. The estimated useful lives are as follows:

	Years
Leasehold quarry lands	27 - 92
Office equipment	10
Furniture and fittings	10
Renovation	10
Motor vehicles	5
Water tank and pump	10
Signboard	10
Plant and machinery	5 - 15
Crusher plants	10 - 15
Office units	90



Construction in progress is carried at cost, less any recognised impairment loss until construction is completed. Depreciation of these assets commences when the assets are ready for their intended use.

#### **e) Impairment of non-financial assets**

At the end of each reporting period, the Group assesses the carrying amounts of its 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 estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal 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.

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 (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (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 (cash-generating unit) in prior years. A previously recognised impairment loss for an asset other than goodwill is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. A reversal of an impairment loss is recognised immediately in profit or loss.

#### **f) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs, other direct costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

## **g) Financial assets**

### ***Recognition and derecognition***

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss. Trade receivables without a significant financing component is initially measured at transaction prices.

### ***Classification and measurement***

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

The Group classifies its financial assets at amortised cost. The classification is based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group reclassifies financial assets when and only when its business model for managing those assets changes.

### ***Subsequent measurement***

Debt instruments include fixed deposits, cash and bank balances and trade and other receivables (excluding prepayments and sales and service tax ("SST") receivables). These are subsequently measured at amortised cost based on the Group's business model for managing the asset and cash flow characteristics of the asset.

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

### ***Impairment***

The Group recognises an allowance for expected credit losses ("ECLs") for financial assets carried at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

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

For trade receivables that do not have a significant financing component, the Group applies a simplified approach to recognise a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted as appropriate for current conditions and forward-looking factors specific to the debtors and the economic environment.

If the Group has measured the loss allowance for a financial asset at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-months ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

### ***Offset***

Financial assets and liabilities are offset and the net amount presented on the statements of financial position when, and only when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the assets and settle the liability simultaneously.

### **h) Financial liabilities**

Financial liabilities include trade and other payables and borrowings. Financial liabilities are recognised on the statements of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instruments. Financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss (“FVTPL”), directly attributable transaction costs.

Subsequent to initial recognition, financial liabilities other than FVTPL (except for the financial guarantees) are measured at amortised cost using the effective interest method.

For financial liabilities other than FVTPL, gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process. A financial liability is derecognised when the obligation under the liability is extinguished.

**i) Financial guarantees**

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts are initially recognised at their fair values.

Subsequent to initial measurement, the financial guarantees are measured at the higher of the amount initially recognised less cumulative amount of income recognised in accordance with the principles of IFRS 15 *Revenue from Contracts with Customers* and the amount of expected loss computed using the impairment methodology under IFRS 9 *Financial Instruments*.

**j) Provisions for other liabilities**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, and it is probable that an outflow of economic resources will be required to settle that obligation and the amount can be estimated reliably. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. Where the effect of the time value of money is material, the amount of the provision shall be discounted to present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and risks specific to the obligation.

When discounting is used, the increase in the provision due to passage of time is recognised as a finance cost in profit or loss.

**k) Foreign currencies**

*Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which that entity operates (the "functional currency"). The financial statements of the Group and the Company are presented in Malaysian Ringgit, which is the Company's functional currency.

### *Transactions and balances*

Transactions in a currency other than the functional currency (“foreign currency”) are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation 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. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

### **I) Segment reporting**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Group’s chief operating decision maker for making decisions about allocating resources and assessing performance of the operating segments.

## **3 Critical accounting judgements and key sources of estimation uncertainty**

### ***Critical judgements in applying the Group’s accounting policies***

In the process of applying the Group’s accounting policies, which are described in Note 2, management has made the following judgement that has the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations).

#### *Going concern assumption*

As at 31 December 2023, the Group’s and the Company’s current liabilities exceeded its current assets by RM8,225,575 (2022: RM16,511,958) and RM1,742,643 (2022: RM3,814,627) respectively. These factors indicate the existence of material uncertainties which may cast significant doubt about the ability of the Group and the Company to continue as going concerns and therefore they may not be able to realise their assets and discharge their liabilities in the ordinary course of business.

The Board of Directors of the Company is of the view that the going concern assumption is appropriate for the preparation of these financial statements after taking into consideration (i) the expected revenue from GCCP Marble Sdn. Bhd.,

GCCP Gridland Sdn. Bhd. and GCCP Global Sdn. Bhd. for the year and thereafter; (ii) the continual support from the Group's and the Company's lenders and stakeholders such as the creditors, vendors and suppliers who extended their credit terms to the Group and the Company and continue to provide uninterrupted supplies and services which will ease the cash outflow for the Group and the Company; and (iii) the monitoring of headcounts, operating costs and overheads to reduce unnecessary costs in the Group and the Company. Hence, the Board of Directors is of the opinion that the Group and the Company are able to operate as going concerns and able to meet their obligations as they fall due and the Group's and the Company's working capital are sufficient to meet their present requirements at least for the next twelve months.

In the event that the Group and the Company are unable to continue in operational existence for the foreseeable future, the Group and the Company may be unable to discharge their liabilities in the ordinary course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the ordinary course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group and the Company may have to provide for further liabilities that may arise, and to reclassify non-current assets as current assets and non-current liabilities as current liabilities respectively. No such adjustments have been made to these financial statements.

### ***Key sources of estimation uncertainty***

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

#### ***Impairment of non-financial assets***

The Group and the Company assess whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

When value in use calculations are undertaken, management is required to estimate the expected future cash flows from the asset or cash-generating unit and a suitable discount rate, in order to determine the present value of those cash flows. These value in use calculations require the use of considerable judgements, estimates and assumptions. Changes in these assumptions and

estimates could have a material effect on the determination of the recoverable amount of the asset or cash generating unit.

*Property, plant and equipment*

In view of Group’s gross loss during the financial year ended 31 December 2023, which is an indication of impairment, management carried out a review of the recoverable amounts of the Group’s property, plant and equipment, which are mainly attributable to the Group’s mining operations as at 31 December 2023.

The recoverable amounts of the Group’s property, plant and equipment are determined based on value in use calculations. The value in use calculations used cash flow projections from forecasts approved by management covering a period till 2028.

In Malaysia, all quarry operations require operating licenses and approvals known as Surat Kelulusan Skim Kuari (“SKSK”), and it is subject to annual renewal by meeting the conditions set by the relevant government departments. All quarries within the Group have successfully renewed the SKSK for future operations until 2024, and management believes that the renewals of the SKSK are probable till the end of the leases. The key management’s assumptions and inputs used in value in use calculations are as follows:

- Average block marble price at 16% above core analysis by an Independent Qualified Person, slab marble and marble products price based on management’s preliminary estimate;
- Annual production rate of block marble, slab marble and marble products as below for GCCP Marble Quarry:

Blocks	Slabs	Products
2024: 6,000 tonnes	18,000 m <sup>2</sup>	2,000 pieces
2025: 15,000 tonnes	35,000 m <sup>2</sup>	9,200 pieces
2026: 30,000 tonnes	90,000 m <sup>2</sup>	26,000 pieces
2027: 54,000 tonnes	150,000 m <sup>2</sup>	54,000 pieces
2028: 72,000 tonnes	180,000 m <sup>2</sup>	72,000 pieces

- Pre-tax discount rate used of 10% (2022: 10%).

Based on above assessment, management determined that no impairment is required on the Group’s property, plant and equipment as their recoverable amounts exceeded the net carrying values as at 31 December 2023. The net

carrying values of the Group's property, plant and equipment at the end of the reporting period are disclosed in Note 10.

#### *Investments in subsidiaries*

During the financial year, management carried out a review of the recoverable amounts of the Company's investments in subsidiaries as at 31 December 2023 due to indications of impairment loss where the subsidiaries incurred either net losses or loss of main revenue stream during the financial year.

The recoverable amounts of the investments in subsidiaries were determined based on the same set of value in use calculations, which is used in the impairment assessment of the Group's property, plant and equipment above.

Based on management's assessment, no further impairment on the Company's investments in the subsidiaries are necessary at the end of the reporting period. The net carrying values of the Company's investments in subsidiaries are disclosed in Note 11.

#### *Calculation of allowance for impairment for financial assets at amortised cost*

When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions and how these conditions will affect the Group's ECL assessment. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As the calculation of loss allowance on trade and other receivables is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade and other receivables. Details of ECL measurement and carrying values of trade and other receivables at the end of the reporting period are disclosed in Note 23 and Note 13.



#### 4 Revenue

The principal activities of the Group are quarrying, processing and sale of limestone.

Revenue are recognised at point in time when the limestones are delivered to the customers.

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>
<b>Primary geographical markets</b>		
Malaysia	<b>750,635</b>	<b>8,424,401</b>

#### 5 Other income

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>
Interest income from fixed deposits and deposits with banks	<b>48,200</b>	7,072
Rental income	<b>–</b>	4,000
Gain on disposal of property, plant and equipment	<b>100,000</b>	40,000
Gain on disposal of assets held for sale	<b>14,097,393</b>	–
Write-off of trade payables	<b>1,864,508</b>	–
Insurance compensation	<b>90,000</b>	–
Others	<b>981</b>	870
	<b>16,201,082</b>	<b>51,942</b>

#### 6 Finance costs

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>
Interest expense on:		
- Bank loans	<b>52,939</b>	250,979
- Lease liabilities	<b>65,131</b>	63,351
- Bank overdrafts	<b>163,356</b>	398,599
- Amount due to related party	<b>–</b>	2,280
	<b>281,426</b>	<b>715,209</b>

## 7 Profit/(loss) before tax

Profit/(loss) before tax is arrived at after charging the following:

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>
Audit fees payable to:		
- Auditor of the Company	<b>237,895</b>	229,825
- Other auditors*	<b>125,000</b>	110,000
Fees for non-audit services payable to:		
- Auditor of the Company	-	-
- Other auditors*	-	-
Cost of inventories included in cost of sales	<b>201,958</b>	3,325,926
Depreciation of property, plant and equipment (Note 10)	<b>4,261,438</b>	4,838,310
Exploration expenditure	<b>171,311</b>	859,378
Foreign exchange loss (net)	<b>797,090</b>	137,986
Remuneration of the directors of the Company:		
- Salaries and related costs	<b>795,775</b>	982,908
- Fees	<b>453,133</b>	499,392
- Contribution to defined contribution plans	<b>32,520</b>	58,500
Remuneration of key management personnel (non-directors):		
- Salaries and related costs	<b>415,000</b>	192,000
- Contribution to defined contribution plans	<b>51,999</b>	24,042
Remuneration of other staff:		
- Salaries and related costs	<b>1,485,471</b>	1,258,448
- Contribution to defined contribution plans	<b>121,555</b>	144,168
Rental expenses - short-term leases and low value assets leases (Note 22)	<b>111,514</b>	328,423
Inventories written down	<b>43,389</b>	59,088
Commission fee	<b>500,000</b>	-

\* Includes independent member firm of the Baker Tilly International network.

## 8 Income tax credit

	Group	
	2023 RM	2022 RM
Tax credit attributable to losses is made up of:		
Over provision in respect of prior years		
- Current income tax	59,888	–
	<b>59,888</b>	<b>–</b>

The income tax credit on the results of the financial year differs from the amount of income tax determined by applying the domestic rates applicable to loss before tax in the countries where the Group entities operates due to the following factors:

	Group	
	2023 RM	2022 RM
Profit/(loss) before tax	4,699,790	(6,391,069)
Notional tax expense on loss before tax, calculated at the domestic rates applicable in the tax jurisdiction concerned	630,674	(2,423,516)
Income not subject to tax	<b>(2,785,696)</b>	–
Expenses not deductible for tax purposes	1,410,265	2,034,970
Deferred tax assets not recognised	744,757	388,546
Real property gains tax	59,888	–
	<b>59,888</b>	<b>–</b>

The statutory income tax rate applicable is 0% (2022: 0%) for the Company incorporated in Cayman Islands and 24% (2022: 24%) for the subsidiaries incorporated in Malaysia.

At the end of the reporting period, the Group has potential tax benefits arising from unabsorbed tax losses and unabsorbed capital allowances that are available for carry-forward to offset against future taxable income of the companies in which the unabsorbed tax losses and unabsorbed capital allowances arose, subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

Pursuant to Section 8 of the Malaysia Finance Act 2021 (Act 833), the amendment to Section 44(5F) of Malaysia Income Tax Act 1967, the time limit on the carried forward unabsorbed tax losses has been extended to maximum 10 consecutive years of assessment, with effect from the year of assessment 2019 and subsequent year of assessment. Any unabsorbed tax losses brought forward from year of assessment 2018 can be carried forward for another 10 consecutive years of assessment (i.e. from year of assessments 2019 to 2028).

During the financial year ended 31 December 2023, a sum of RM59,888 was paid to the Inland Revenue Board of Malaysia as the final and confirmed Real Property Gains Tax relating to the disposal of quarry assets.

The unabsorbed tax losses for the subsidiaries incorporated in Malaysia that are available for carry-forward up to 10 years from the year of loss will expire in the following years:

Financial year	Group	
	2023 RM	2022 RM
2028	<b>18,552,000</b>	19,139,000
2029	<b>1,940,000</b>	1,940,000
2030	<b>2,171,000</b>	2,171,000
2031	<b>1,220,000</b>	1,220,000
2032	<b>1,413,000</b>	1,413,000
2033	<b>2,724,000</b>	–
	<b>28,020,000</b>	25,883,000

The deductible temporary differences and taxable temporary differences are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. After offsetting the taxable temporary differences against the deductible temporary differences, deferred tax assets on the following temporary differences have not been recognised in the financial statements at the end of the reporting period:

	Group	
	2023 RM	2022 RM
Accelerated tax depreciation	<b>(8,840,000)</b>	(13,785,000)
Unabsorbed tax losses	<b>28,020,000</b>	25,883,000
Unabsorbed capital allowances	<b>21,575,000</b>	25,555,000
	<b>40,755,000</b>	37,653,000

Deferred tax assets are not recognised because it is not probable that future taxable profits will be available against which those tax losses and capital allowances can be utilised.

## 9 Profit/(loss) per share

The calculation of the basic and diluted profit/(loss) per share attributable to equity holders of the Company is based on the following data:

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>
Profit/(loss) for the year attributable to equity holders of the Company	<b>4,639,902</b>	(6,391,069)
	<b>2023</b>	<b>2022</b>
Weighted average number of ordinary shares outstanding for basic and diluted loss per share	<b>1,356,945,976</b>	1,356,945,976
Basic profit/(loss) per share (RM cents)	<b>0.34</b>	(0.47)
Diluted profit/(loss) per share (RM cents)	<b>0.34</b>	(0.47)

Basic and diluted profit/(loss) per share is calculated by dividing profit or loss for the year attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

As at 31 December 2023 and 2022, diluted profit/(loss) per share is similar to basic profit/(loss) per share as there were no dilutive potential ordinary shares.

## 10 Property, plant and equipment

	Leasehold quarry lands RM	Office equipment RM	Furniture and fittings RM	Renovation RM	Motor vehicles RM	Water tank and pump RM	Signboard RM	Plant and machinery RM	Crusher plants RM	Office units RM	Construction in progress RM	Total RM
<b>Group</b>												
<b>2023</b>												
<b>Cost</b>												
At 1 January 2023	61,408,004	276,347	81,565	583,518	2,106,982	18,940	4,880	6,924,639	15,267,676	3,344,400	2,291,664	92,308,615
Additions	–	7,470	–	–	308,643	–	–	139,328	–	–	–	455,441
Disposals	–	–	–	–	(147,000)	–	–	(660,250)	–	–	–	(807,250)
Reclassified as leasehold quarry lands	2,291,664	–	–	–	–	–	–	–	–	–	(2,291,664)	–
At 31 December 2023	<b>63,699,668</b>	<b>283,817</b>	<b>81,565</b>	<b>583,518</b>	<b>2,268,625</b>	<b>18,940</b>	<b>4,880</b>	<b>6,403,717</b>	<b>15,267,676</b>	<b>3,344,400</b>	<b>–</b>	<b>91,956,806</b>
<b>Accumulated depreciation</b>												
At 1 January 2023	15,920,743	195,941	69,018	427,352	2,011,113	16,674	3,877	3,428,200	7,011,603	290,837	–	29,375,358
Depreciation charge	2,348,571	25,459	5,322	58,351	26,850	1,700	438	1,757,894	–	36,853	–	4,261,438
Disposals	–	–	–	–	(147,000)	–	–	(660,250)	–	–	–	(807,250)
At 31 December 2023	<b>18,269,314</b>	<b>221,400</b>	<b>74,340</b>	<b>485,703</b>	<b>1,890,963</b>	<b>18,374</b>	<b>4,315</b>	<b>4,525,844</b>	<b>7,011,603</b>	<b>327,690</b>	<b>–</b>	<b>32,829,546</b>
<b>Net carrying value</b>												
At 31 December 2023	<b>45,430,354</b>	<b>62,417</b>	<b>7,225</b>	<b>97,815</b>	<b>377,662</b>	<b>566</b>	<b>565</b>	<b>1,877,873</b>	<b>8,256,073</b>	<b>3,016,710</b>	<b>–</b>	<b>59,127,260</b>

## 10 Property, plant and equipment (cont'd)

	Leasehold quarry lands RM	Office equipment RM	Furniture and fittings RM	Renovation RM	Motor vehicles RM	Water tank and pump RM	Signboard RM	Plant and machinery RM	Crusher plants RM	Office units RM	Construction in progress RM	Total RM
<b>Group</b>												
2022												
<b>Cost</b>												
At 1 January 2022	74,651,574	273,948	81,565	583,518	2,418,452	18,940	4,880	4,821,087	21,744,803	3,344,400	1,240,725	109,183,892
Additions	–	2,399	–	–	108,530	–	–	2,103,552	–	–	1,050,939	3,265,420
Disposals	–	–	–	–	(420,000)	–	–	–	–	–	–	(420,000)
Reclassified as held for sale	(13,243,570)	–	–	–	–	–	–	–	(6,477,127)	–	–	(19,720,697)
At 31 December 2022	61,408,004	276,347	81,565	583,518	2,106,982	18,940	4,880	6,924,639	15,267,676	3,344,400	2,291,664	92,308,615
<b>Accumulated depreciation</b>												
At 1 January 2022	17,852,512	170,705	62,662	369,000	2,403,547	14,974	3,438	2,759,674	9,264,342	253,984	–	33,154,838
Depreciation charge	2,605,744	25,236	6,356	58,352	27,566	1,700	439	668,526	1,407,538	36,853	–	4,838,310
Disposals	–	–	–	–	(420,000)	–	–	–	–	–	–	(420,000)
Reclassified as held for sale	(4,537,513)	–	–	–	–	–	–	–	(3,660,277)	–	–	(8,197,790)
At 31 December 2022	15,920,743	195,941	69,018	427,352	2,011,113	16,674	3,877	3,428,200	7,011,603	290,837	–	29,375,358
<b>Net carrying value</b>												
At 31 December 2022	45,487,261	80,406	12,547	156,166	95,869	2,266	1,003	3,496,439	8,256,073	3,053,563	2,291,664	62,933,257

## 10 Property, plant and equipment (cont'd)

- a) At the end of the reporting period, the following property, plant and equipment with net carrying values set out below were pledged to certain financial institutions for banking facilities (Note 20).

	<b>Group</b>	
	<b>2023</b>	2022
	<b>RM</b>	RM
Leasehold quarry lands	–	24,810,493
Office units	–	3,058,790
Motor vehicles	<b>74,162</b>	95,868
Plant and machinery	<b>177,667</b>	1,010,967
	<b>251,829</b>	28,976,118

- b) During the year, the Group acquired property, plant and equipment with an aggregate cost of RM455,441 (2022: RM3,265,420). Cash payments of RM168,441 (2022: RM1,990,390) were made by the Group for the acquisition of property, plant and equipment. An amount of RM287,000 (2022: RM1,166,500) was financed via hire purchase arrangement while RMNil (2022: RM108,530) was paid on behalf by a related party.



## 11 Investments in subsidiaries

	Company	
	2023 RM	2022 RM
<b>Unquoted equity shares, at cost</b>		
At beginning of financial year	110,473,540	8,500,000
Reclassified from amounts due from subsidiaries	–	101,973,540
Less: Allowance for impairment in value	<b>(19,504,935)</b>	<b>(19,504,935)</b>
	<hr/>	<hr/>
At end of financial year	<b>90,968,605</b>	90,968,605

Movements in allowance for impairment in value during the financial year are as follows:

	Company	
	2023 RM	2022 RM
At beginning of financial year	19,504,935	6,086,000
Additions	–	13,418,935
	<hr/>	<hr/>
At end of financial year	<b>19,504,935</b>	19,504,935

As at 31 December 2022, amounts due from subsidiaries of RM101,973,540, net of allowance for impairment of RM13,026,460 (Note 13), were reclassified to investment in subsidiaries. These amounts represent advances and payments made on behalf of the subsidiaries which are non-trade in nature, unsecured, non-interest bearing and no fixed repayment terms. In substance, these form a part of the Company's net investment in the subsidiaries.

Details of the Company's subsidiaries at 31 December 2023 are as follows:

Name of subsidiary	Principal activities	Country of incorporation	Group's effective equity holding	
			2023 %	2022 %
<b>Held by the Company</b>				
* GCCP Gridland Sdn. Bhd.	Quarrying, processing and sale of limestone	Malaysia	<b>100</b>	100
* GCCP Marble Sdn. Bhd.	Quarrying, processing and sale of limestone	Malaysia	<b>100</b>	100
* GCCP Global Sdn. Bhd.	Processing and sale of limestone	Malaysia	<b>100</b>	100

\* Audited by Baker Tilly Monteiro Heng PLT, independent member firm of the Baker Tilly International network.

## 12 Inventories

	Group	
	2023 RM	2022 RM
Work-in-progress	–	105,610
Finished goods	<b>1,589,734</b>	492,479
	<b>1,589,734</b>	598,089

## 13 Trade and other receivables

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Trade receivables	<b>133,523</b>	1,839,812	–	–
Less: Allowance for expected credit losses	<b>(120,782)</b>	(23,194)	–	–
	<b>12,741</b>	1,816,618	–	–
Deposits	<b>1,161,753</b>	746,449	–	–
Prepayments	<b>78,386</b>	78,386	–	–
Other receivables	<b>97,424</b>	439,106	–	–
Amounts due from subsidiaries	–	–	<b>14,322,320</b>	3,267,191
	<b>1,350,304</b>	3,080,559	<b>14,322,320</b>	3,267,191

Movements in allowance for expected credit losses of trade receivables during the financial year are as follows:

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
At beginning of financial year	<b>23,194</b>	23,194	–	–
Loss allowance	<b>120,782</b>	–	–	–
Receivables written off as uncollectable	<b>(23,194)</b>	–	–	–
At end of financial year	<b>120,782</b>	23,194	–	–

Movements in allowance for expected credit losses of amounts due from subsidiaries during the financial year are as follows:

	<b>Company</b>	
	<b>2023</b> <b>RM</b>	<b>2022</b> <b>RM</b>
At beginning of financial year	–	13,026,460
Reclassified to investments in subsidiaries (Note 11)	–	(13,026,460)
At the end of financial year	–	–

The amounts due from subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand.

#### **14 Fixed deposits and cash and bank balances**

For the purposes of presentation in the consolidated statement of cash flows, the consolidated cash and cash equivalents comprise the following:

	<b>Group</b>	
	<b>2023</b> <b>RM</b>	<b>2022</b> <b>RM</b>
Fixed deposits	–	384,250
Cash and bank balances	<b>1,557,076</b>	54,889
	<b>1,557,076</b>	439,139
Bank overdrafts (Note 20)	–	(5,005,367)
Pledged fixed deposits	–	(384,250)
Cash and cash equivalents per consolidated statement of cash flows	<b>1,557,076</b>	(4,950,478)

In the prior year, the Group's fixed deposits were pledged to banks for banking facilities granted to the Group (Note 20).

## 15 Non-current assets classified as held for sale

In the prior year, the Group had announced to sell quarry land and certain plant and equipment of GCCP Gridland Sdn. Bhd. to a third party at gross proceeds of RM25,620,300. These assets have been presented as non-current assets held for sale separately. This fair value based on an agreed contractual selling price on a willing buyer willing seller basis deriving from the actual negotiations and specific location and condition of the assets, is categorised in Level 3 of the fair value hierarchy for disclosure purposes.

	<b>Group 2022 RM</b>
Details of disposal of leasehold property classified as held for sale are as follows:	
Right-of-use assets	<b>8,706,057</b>
Property, plant and equipment	<b>2,816,850</b>
	<hr/> <b>11,522,907</b> <hr/>

At 31 December 2022, the leasehold quarry land with net carrying value of RM8,706,057 was pledged to certain financial institution for banking facilities.

The disposal of non-current assets classified as held for sale was completed on 23 May 2023.

## 16 Share capital

	<b>Group and Company</b>			
	<b>2023</b>		<b>2022</b>	
	<b>Number of shares</b>	<b>RM</b>	<b>Number of shares</b>	<b>RM</b>
<b>Issued and fully paid ordinary shares</b>				
At beginning and end of financial year	<b>1,380,932,933</b>	<b>173,801,086</b>	1,380,932,933	173,801,086
	<hr/>			

All issued shares are fully paid ordinary shares with no par value.

The holders of ordinary shares, except for treasury shares, are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction.

## 17 Treasury shares

**Group and Company  
2023 and 2022**

	<b>Number of shares</b>	<b>RM</b>
--	-------------------------	-----------

At beginning and end of financial year	<b>23,986,957</b>	<b>9,086,355</b>
--	-------------------	------------------

---

Treasury shares relate to ordinary shares of the Company that is held by the Company.

## 18 Other reserves

Other reserves represent the gain arising from the reissuance of treasury shares. No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made in respect of this reserve.

## 19 Trade and other payables

	<b>Group</b>		<b>Company</b>	
	<b>2023 RM</b>	<b>2022 RM</b>	<b>2023 RM</b>	<b>2022 RM</b>
<b>Non-current</b>				
Amount due to related party	<b>76,720</b>	86,656	–	–
<b>Current</b>				
Trade payables	<b>2,937,584</b>	8,492,838	–	–
Other payables	<b>3,652,255</b>	6,067,047	<b>322,182</b>	805,375
Accrued operating expenses	<b>5,647,141</b>	4,770,164	<b>5,299,291</b>	4,411,867
Amounts due to directors	–	1,644,353	–	357,894
Amounts due to subsidiaries	–	–	<b>10,443,490</b>	607,688
Amounts due to related parties	<b>9,936</b>	2,275,722	–	898,994
	<b>12,246,916</b>	23,250,124	<b>16,064,963</b>	7,081,818
	<b>12,323,636</b>	23,336,780	<b>16,064,963</b>	7,081,818

Included in accrued operating expenses of the Group and the Company are accrued salaries and related costs and directors' fees due to current and former directors and key management personnel totalled RM5,107,576 (2022: RM4,217,760) and RM5,055,768 (2022: RM4,179,946) respectively.

The amounts due to directors, subsidiaries and related parties are non-trade in nature, unsecured, interest-free and repayable on demand except for an amount of RM102,681 (2022: RM108,530) which is unsecured and repayable by monthly instalments till 23 June 2031. The interest is payable at 2.48% per annum. The non-current amount due to related party approximates fair value. Related parties comprise the close family members of the Company's directors.

## 20 Borrowings

	Group	
	2023 RM	2022 RM
<b>Non-current</b>		
<i>Secured</i>		
Lease liabilities	640,624	790,204
	<hr/> 640,624	<hr/> 790,204
<b>Current</b>		
<i>Secured</i>		
Bank overdrafts	–	5,005,367
Bank loans	–	3,486,432
Lease liabilities	464,145	369,038
	<hr/> 464,145	<hr/> 8,860,837
	<hr/> <b>1,104,769</b>	<hr/> <b>9,651,041</b>

### ***Bank overdrafts***

In the prior year, the bank overdrafts were secured by a first party first and second legal charge on leasehold quarry lands and office units (Note 10(a) and Note 15), legal charge and third party second legal charge on a property of a director and two related parties, charge on fixed deposits (Note 14), personal guarantee executed by a director and two related parties, corporate guarantee executed by the Company and fellow subsidiary, joint and several guarantees of a director of the Company and two related parties/three former directors and debenture over fixed and floating charges.

## Bank loans

	Group	
	2023 RM	2022 RM
Bank loans represented by:		
Term loan 1	-	1,051,794
Term loan 2	-	2,434,638
	-	3,486,432

Term loan 1 - The loan carried interest at 2.5% plus Malaysia's Base Lending Rate ("BLR") per annum and was repayable by May 2026. The loan was secured by a first party first and second legal charge on leasehold quarry lands and office units (Note 10(a) and Note 15), legal charge on a property of a director and two related parties, charge on fixed deposits (Note 14), corporate guarantee executed by the Company, joint and several guarantees of a director of the Company and three former directors and debenture over fixed and floating charges.

Term loan 2 - The loan carried interest at 2.5% plus the bank's prevailing 1 month effective cost of funds per annum and was repayable by January 2024. The loan was secured by a first party first and second legal charge on leasehold quarry lands (Note 10(a) and Note 15), personal guarantee executed by a director and two related parties, corporate guarantee executed by the Company and fellow subsidiary and a third party second legal charge on a property of a director and two related parties.

In prior year, the Group entered into a sale and purchase agreement with a third party to sell GCCP Gridland Quarry. One of the prerequisites to the completion of the sale of the quarry land (Note 15) was to make full repayment of Term loans 1 and 2, the term loans were reclassified to current as at 31 December 2022.

At the end of the reporting period, Term loans 1 and 2 have been fully repaid.

**Reconciliation of movements of liabilities to cash flows arising from financing activities**

	Amounts due to directors RM (Note 19)	Amounts due to related parties RM (Note 19)	Bank loans RM	Lease liabilities RM	Total RM
<b>Group</b>					
At 1 January 2022	475,884	1,200,884	5,687,717	465,303	7,829,788
Changes from financing cash flows:					
- Advances	1,168,469	1,065,348	–	–	2,233,817
- Repayments	–	(12,384)	(2,201,285)	(472,561)	(2,686,230)
- Interest paid	–	(2,280)	(250,979)	(63,351)	(316,610)
Non-cash changes:					
- Interest expense	–	2,280	250,979	63,351	316,610
- Additions	–	108,530	–	1,166,500	1,275,030
<b>At 31 December 2022</b>	<b>1,644,353</b>	<b>2,362,378</b>	<b>3,486,432</b>	<b>1,159,242</b>	<b>8,652,405</b>
Changes from financing cash flows:					
- Advances	–	–	–	–	–
- Repayments	(1,644,353)	(2,275,722)	(3,486,432)	(341,473)	(7,747,980)
- Interest paid	–	–	(52,939)	(65,131)	(118,070)
Non-cash changes:					
- Interest expense	–	–	52,939	65,131	118,070
- Additions	–	–	–	287,000	287,000
<b>At 31 December 2023</b>	<b>–</b>	<b>86,656</b>	<b>–</b>	<b>1,104,769</b>	<b>1,191,425</b>

## 21 Contingent liabilities

As at 31 December 2023, the Company has been discharged of the corporate guarantee as the bank loans have been fully repaid in the financial year.

In prior year, corporate guarantee given by the Company to a bank for facilities issued by the bank to the Company's subsidiaries amounted to RM8,491,799.

The directors of the Company were of the opinion that no significant expected credit losses were expected under these financial guarantees in view that the borrowings were secured by a first party first and second legal charge on leasehold quarry lands and office units under the property, plant and equipment (Note 10(a)) and non-current assets classified as held for sale (Note 15), legal charge and third party second legal charge on a property of a director and two related parties, fixed deposits of the subsidiaries (Note 14), personal guarantee executed by a director, joint and several guarantees of a director of the Company and two related parties/three former directors as disclosed in Note 20. The financial effects of IFRS



9 relating to financial guarantee contracts issued by the Company were not material to the financial statements of the Company and therefore were not recognised as at 31 December 2022.

## **22 Leases**

### ***The Group as a lessee***

#### *Nature of the Group's leasing activities*

The Group's leasing activities comprise the following:

- i) The Group leases leasehold lands from non-related parties. The leases have an average tenure of 27 to 92 years.
- ii) The Group leases certain motor vehicles and plant and machinery from third parties with lease terms of 3 to 5 years and have option to purchase the assets at the end of the lease term.
- iii) In addition, the Group leases certain equipment and office premises with contractual terms of up to one to three years. These leases are short-term and/or low value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The maturity analysis of the lease liabilities is disclosed in Note 23(b).

Information about leases for which the Group is a lessee is presented below:

*Amounts recognised in statement of financial position*

The carrying amount of right-of-use assets are as follows:

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>
<u>Classified within property, plant and equipment</u>		
Leasehold quarry lands	<b>45,430,354</b>	45,487,261
Motor vehicles	<b>303,318</b>	–
Plant and machinery	<b>777,667</b>	1,017,634
	<b>46,511,339</b>	46,504,895
<u>Classified within non-current assets classified as held for sale</u>		
Leasehold quarry lands	–	11,522,907
	<b>46,511,339</b>	58,027,802

*Amounts recognised in profit or loss*

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>
Depreciation charge for the financial year for right-of-use assets	<b>2,593,682</b>	2,856,182
<u>Lease expense not included in the measurement of lease liabilities</u>		
Lease expense - short-term leases	<b>108,768</b>	325,737
Lease expense - low value assets leases	<b>2,746</b>	2,686
Total (Note 7)	<b>111,514</b>	328,423
Interest expense on lease liabilities	<b>65,131</b>	63,351

Total Group's cash flow for leases amounted to RM518,118 (2022: RM864,335) during the financial year.

As at 31 December 2023, the Group is committed to RM5,950 (2022: RM2,790) for short-term lease.

***The Group as a lessor***

*Nature of the Group's leasing activities*

The Group leased out its machineries to third parties for lease payments on a rolling monthly basis. The lease is classified as an operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental income from machines are disclosed in Note 5.

## 23 Financial instruments

### a) Categories of financial instruments

Financial instruments at their carrying amounts at the end of the reporting period are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
<i>Financial assets</i>				
Financial assets at amortised cost	<b>2,766,752</b>	3,439,070	<b>14,322,320</b>	3,267,191
<i>Financial liabilities</i>				
Financial liabilities at amortised cost	<b>13,428,405</b>	32,987,821	<b>16,064,963</b>	7,081,818

### b) Financial risks management

The Group's overall risk management framework is set by the Board of Directors of the Company which sets out the Group's overall business strategies and its risk management philosophy. The Group's overall risk management approach seeks to minimise potential adverse effects on the financial performance of the Group.

There has been no change to the Group's exposure to these financial risks or the way in which it manages and measures financial risk. Market risk, credit risk and liquidity risk exposures are measured using sensitivity analysis indicated below.

#### ***Market risk***

##### *Foreign exchange risk*

The Group has currency exposures arising from transactions, assets and liabilities that are denominated in currencies other than the respective functional currencies of entities in the Group. The foreign currencies in which the Group's currency risk arises are mainly U.S Dollars ("USD"), Singapore dollars ("SGD") and Australian Dollars ("AUD").

At the balance sheet date, the Group and the Company have the following financial assets and financial liabilities denominated in foreign currencies based on information provided to key management:

<i>Denominated in:</i> <b>RM'000</b>	← 2023 →			← 2022 →		
	<b>USD</b> RM'000	<b>SGD</b> RM'000	<b>AUD</b> RM'000	<b>USD</b> RM'000	<b>SGD</b> RM'000	<b>AUD</b> RM'000
<b>Group</b>						
Cash and cash equivalents	73	20	–	5	9	–
Trade and other payables	27	4,034	46	23	3,569	46
<b>Net financial assets/ (liabilities) denominated in foreign currencies</b>	<b>46</b>	<b>(4,014)</b>	<b>(46)</b>	<b>(18)</b>	<b>(3,560)</b>	<b>(46)</b>
<b>Company</b>						
Trade and other receivables	–	68,370	–	–	68,370	–
Trade and other payables	27	4,034	46	23	3,569	46
<b>Net financial assets/ (liabilities) denominated in foreign currencies</b>	<b>(27)</b>	<b>64,336</b>	<b>(46)</b>	<b>(23)</b>	<b>64,801</b>	<b>(46)</b>

### *Sensitivity analysis*

The following table demonstrates the sensitivity to a 5% strengthened in USD, SGD and AUD exchange rates against the respective functional currencies of the Group's entities, with all other variables held constant, of the Group's and the Company's profit after tax:

	<b>Group</b>		<b>Company</b>	
	<b>Increase/(Decrease) on profit before tax</b>		<b>Increase/(Decrease) on profit before tax</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>	<b>RM</b>	<b>RM</b>
USD	2	(1)	(1)	(1)
SGD	(200)	(178)	3,217	3,240
AUD	(2)	(2)	(2)	(2)

### *Interest rate risk*

The Group's exposure to changes in interest rates relates primarily to the Group's borrowings and fixed deposits placed with financial institutions. The Group maintains its borrowings in either variable or fixed rate instruments depending on which terms are more favourable to the Group. The Group manages its interest rate risk on its interest income by placing the surplus funds in fixed deposits of varying maturities and interest rate terms.

An increase in interest rates by 50 basis points for fixed deposits and borrowings at variable rates is not expected to have a significant impact on the Group's loss after tax.

### **Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's principal financial assets are fixed deposits, cash and bank balances and trade and other receivables.

For receivables, the Group adopts the policy of dealing only with customers of appropriate credit history to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

### *Maximum exposure and concentration of credit risk*

At the end of the reporting period, 99% (2022: 92%) of the Group's trade receivables were due from 3 major debtors.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk is the carrying amount of each class of financial assets recognised on the statements of financial position and the corporate guarantees provided by the Company to banks as disclosed in Note 21.

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("ECL"):

<b>Description of evaluation of financial assets</b>	<b>Basis for recognition and measurement of ECL</b>
Counterparty has a low risk of default and does not have any past due amounts	12-month ECL

Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
Contractual payments are more than 90 days past due or there is evidence of credit impairment	Lifetime ECL - credit-impaired
There is evidence indicating that the Group has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings	Write-off

#### *Significant increase in credit risk*

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information such as future economic and industry outlook, that is available without undue cost or effort.

In particular, when assessing whether credit risk has increased significantly since initial recognition, the Group considers existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations and actual or expected significant deterioration in the operating results/key financial performance ratios of the debtor.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group also assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if it has an internal or external credit rating of “investment grade” as per globally understood definition, or the financial asset has a low risk of default; the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

#### *Definition of default*

The Group has determined the default events on a financial asset to be when there is evidence that the borrower is experiencing liquidity issues or when there is a breach of contract, such as a default of payment.

The Group considers the above as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the above criteria are generally not recoverable.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred, such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

#### *Estimation techniques and significant assumptions*

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowances (Note 13).

### *Trade receivables*

The Group has applied the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables.

The Group estimates the expected credit loss rates for each category of past due status of the debtors based on historical credit loss experience adjusted as appropriate to reflect current conditions and forecasts of future economic conditions with consideration of the impact of the current macroeconomic conditions on the ability of the customers to settle the receivables.

There has been no change in the estimation techniques or significant assumptions made during the current financial year.

The Group has recognised a loss allowance of 100% against all trade receivables over 365 days past due because historical experience has indicated that these receivables are generally not recoverable. A trade receivable is written off when there is information indicating that there is no realistic prospect of recovery from the debtor.

### *Credit quality of financial assets*

The table below details the credit quality of the Group's and the Company's financial assets:

<b>Group 2023</b>	<b>12-month or lifetime ECL</b>	<b>Gross carrying amount RM</b>	<b>Loss allowance RM</b>	<b>Net carrying amount RM</b>
Trade receivables	Lifetime ECL	<b>133,523</b>	<b>(120,782)</b>	<b>12,741</b>
Other receivables and deposits (excluding SST receivables)	12-month ECL	<b>1,196,935</b>	<b>–</b>	<b>1,196,935</b>
Cash and bank balances	Not applicable (Exposure limited)	<b>1,557,076</b>	<b>–</b>	<b>1,557,076</b>



The table below details the credit quality of the Group's and the Company's financial assets:

<b>Group 2022</b>	<b>12-month or lifetime ECL</b>	<b>Gross carrying amount RM</b>	<b>Loss allowance RM</b>	<b>Net carrying amount RM</b>
Trade receivables	Lifetime ECL	1,839,812	(23,194)	1,816,618
Other receivables and deposits (excluding SST receivables)	12-month ECL	1,183,313	–	1,183,313
Fixed deposits	Not applicable (Exposure limited)	384,250	–	384,250
Cash and bank balances	Not applicable (Exposure limited)	54,889	–	54,889
<b>Company 2023</b>				
Amounts due from subsidiaries	Lifetime ECL	<b>14,322,320</b>	<b>–</b>	<b>14,322,320</b>
2022				
Amounts due from subsidiaries	Lifetime ECL	3,267,191	–	3,267,191

Credit risk exposure in relation to financial assets at amortised cost (except for trade receivables) under IFRS 9 is not material, and accordingly no allowance for impairment is recognised as at 31 December 2023 and 31 December 2022.

#### *Financial guarantee*

In the prior year, the Company had issued financial guarantees to a bank for borrowings of its subsidiaries. These financial guarantees were subject to the impairment requirements of IFRS 9. The directors of the Company did not expect significant credit loss exposure arising from these financial guarantees in view that the borrowings were secured by a first party first and second legal charge on leasehold quarry lands and office units under the property, plant and equipment (Note 10(a)) and non-current assets classified as held for sale (Note 15), legal charge and third party second legal charge on a property of a director and two related parties, fixed deposits of the subsidiaries (Note 14), personal guarantee executed by a director, joint and several guarantees of a director of the Company and two related parties/three former directors and debenture over fixed and floating charges as disclosed in Note 20.

## **Liquidity risk**

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of the financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

In managing its liquidity, management monitors and reviews the Group's and the Company's forecasts of liquidity reserves (comprise cash and cash equivalents and available credit facilities) based on expected cash flows of the respective operating companies of the Group.

The table below summarises the maturity profile of the Group's and the Company's non-derivative financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations:

	<b>Within 1 year RM</b>	<b>Within 2 years RM</b>	<b>More than 5 years RM</b>	<b>Total RM</b>
<b>Group</b>				
<b>2023</b>				
Trade and other payables	<b>12,250,707</b>	<b>54,912</b>	<b>34,041</b>	<b>12,339,660</b>
Lease liabilities	<b>505,448</b>	<b>591,234</b>	<b>114,884</b>	<b>1,211,566</b>
	<b>12,756,155</b>	<b>646,146</b>	<b>148,925</b>	<b>13,551,226</b>
<b>2022</b>				
Trade and other payables	23,250,124	54,912	47,769	23,352,805
Borrowings (excluding lease liabilities)	8,569,358	–	–	8,569,358
Lease liabilities	429,572	763,045	88,510	1,281,127
	32,249,054	817,957	136,279	33,203,290

	Within 1 year RM	Within 2 years RM	More than 5 years RM	Total RM
<b>Company 2023</b>				
Trade and other payables	<b>16,064,963</b>	–	–	<b>16,064,963</b>
<hr/>				
<b>2022</b>				
Trade and other payables	7,081,818	–	–	7,081,818
Financial guarantee contracts* (Note 21)	8,491,799	–	–	8,491,799
	<hr/>			
	15,573,617	–	–	15,573,617
<hr/>				

\* As at 31 December 2022, the maximum exposure of the Company in respect of the intra-group financial guarantee (Note 21) based on facilities drawn down by the subsidiaries was RM8,491,799. The Company did not consider it probable that a claim would be made against the Company under the intragroup financial guarantee.

### c) Offsetting financial assets and financial liabilities subject to offsetting arrangements

There is a policy established for offsetting arrangements on intra-group balances. The table below sets out the carrying amounts of recognised financial assets and financial liabilities on the statement of financial position as at 31 December 2023 and 31 December 2022.

	Gross carrying amounts RM	Gross amounts offset in the notes to the financial statements RM	Loss allowance RM	Net amounts offset in the notes to the financial statements RM
<b>31 December 2023</b>				
Amounts due from subsidiaries	<b>86,835,601</b>	<b>(72,513,281)</b>	–	<b>14,322,320</b>
Amounts due to subsidiaries	<b>(82,956,771)</b>	<b>72,513,281</b>	–	<b>(10,443,490)</b>
<hr/>				
<b>31 December 2022</b>				
Amounts due from subsidiaries	69,241,159	(65,973,968)	–	3,267,191
Amounts due to subsidiaries	(66,581,656)	65,973,968	–	(607,688)
<hr/>				

## 24 Fair value of assets and liabilities

### a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - 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); and
- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### b) Assets and liabilities not carried at fair value but which fair values are disclosed

#### Non-current assets classified as held for sale

In the prior year, the fair value of the Group's non-current assets classified as held for sale was determined based on the agreed contractual selling price on a willing buyer willing seller basis.

The basis of determining fair value of the non-current assets classified as held for sale for disclosure at the end of the reporting period is disclosed in Note 15.

## 25 Related party transactions

In addition to information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties, who are not members of the Group during the financial year on terms agreed by the parties concerned:

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	<b>RM</b>	<b>RM</b>
<b>Directors</b>		
Advances	-	1,168,469
Repayments	<b>(1,644,353)</b>	-
<b>Related parties</b>		
Advances	-	1,065,348
Repayments	<b>(2,275,722)</b>	(14,664)

Related parties comprise the close family members of the Company's directors.

## 26 Segment information

For management purposes, the Group is organised into one main operating segment, which involves operating a limestone mining business. All of the Group's activities are interrelated and discrete financial information is reported to the Board of Directors of the Company as a single segment.

Accordingly, all significant operating decisions are based upon analysis of the Group as one segment. The financial performance from this segment are equivalent to the financial statements of the Group as a whole. Total expenditure incurred by the Group arises in Malaysian Ringgit and all of the Group's non-current assets reside in Malaysia.

### *Geographical information*

Revenue and non-current assets information based on the Group entities' country of domicile and locations in which the Group entities hold assets are as follows:

	Sales to external customers		Non-current assets	
	2023 RM	2022 RM	2023 RM	2022 RM
<b>Group</b>				
Malaysia	<b>750,635</b>	8,424,401	<b>59,127,260</b>	62,933,257

Non-current assets information presented above are non-current assets as presented on the consolidated statement of financial position.

### *Information about major customer*

Revenue is derived from 3 (2022: 2) external customer(s) who individually contributed 10% or more of the Group's revenue.

	Group	
	2023 RM	2022 RM
Customer 1	<b>170,929</b>	1,808,061
Customer 2	<b>66,103*</b>	5,240,022
Customer 3	<b>164,579</b>	–
Customer 4	<b>146,259</b>	–
	<b>547,870</b>	7,048,083

\* Included for comparative purpose.

## 27 Capital management

The Group's primary objective when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less fixed deposits and cash and bank balances.

The capital structure of the Group consists of equity attributable to equity holders of the Company (excluding other reserves) comprising share capital, treasury shares and accumulated losses. The Group's overall strategy remains unchanged from 2022.

	Group	
	2023 RM	2022 RM
Borrowings (Note 20)	1,104,769	9,651,041
Less: Fixed deposits and cash and bank balances (Note 14)	<b>(1,557,076)</b>	(439,139)
Net (cash)/ debt	<b>(452,307)</b>	9,211,902
Equity attributable to equity holders of the Company	<b>50,184,341</b>	45,544,439
Less: Other reserves	<b>(4,307,382)</b>	(4,307,382)
Total capital	<b>45,876,959</b>	41,237,057
Gearing ratio	<b>N.A.</b>	22%

N.A. - not applicable

## 28 Authorisation of financial statements

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors dated 5 April 2024.

# STATISTIC OF SHAREHOLDING

AS AT 18 MARCH 2024

<b>Class of shares</b>	:	Ordinary
<b>Number of Ordinary Shares in issue (excluding Treasury Shares and Subsidiary Holdings)</b>	:	1,356,945,976
<b>Voting rights (excluding Treasury Shares and Subsidiary Holdings)</b>	:	One vote per ordinary share
<b>Number of Treasury Shares</b>	:	23,986,957 (1.77%)
<b>Number of Subsidiary Holdings</b>	:	Nil

## DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	16	3.55	809	0.00
100 - 1,000	11	2.44	5,847	0.00
1,001 - 10,000	31	6.89	228,516	0.02
10,001 - 1,000,000	340	75.56	65,749,296	4.84
1,000,001 AND ABOVE	52	11.56	1,290,961,508	95.14
<b>TOTAL</b>	<b>450</b>	<b>100.00</b>	<b>1,356,945,976</b>	<b>100.00</b>

## SUBSTANTIAL SHAREHOLDERS

(as recorded in the Register of Substantial Shareholders)

<b>No.</b>	<b>Name of Substantial Shareholder</b>	<b>Direct Interest</b>		<b>Deemed Interest</b>	
		<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
1	Loo Wooi Hong	337,838,380	24.90	-	-
2	Datuk Lim Soon Foo	20,924,900	1.54	191,062,000 <sup>1</sup>	14.08
3	Wen International Limited	173,725,000	12.80	-	-
4	Phua Sin Mo	114,603,800	8.45	-	-
5	Curtis Phua Ti Tsen	80,760,300	5.95	-	-

### Note:

1. Datuk Lim Soon Foo holds 173,725,000 shares through Wen International Limited and 17,337,000 shares through Joy Lead Consultants Limited.



## TWENTY LARGEST SHAREHOLDERS

<b>NO.</b>	<b>NAME</b>	<b>NO. OF SHARES</b>	<b>%</b>
1	CITIBANK NOMINEES SINGAPORE PTE LTD	252,020,000	18.57
2	PHILLIP SECURITIES PTE LTD	230,666,100	17.00
3	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	174,225,400	12.84
4	OCBC SECURITIES PRIVATE LIMITED	137,005,209	10.10
5	CGS INTERNATIONAL SECURITIES (SINGAPORE) PTE. LTD.	126,245,626	9.30
6	UOB KAY HIAN PRIVATE LIMITED	78,527,353	5.79
7	DBS NOMINEES (PRIVATE) LIMITED	46,060,814	3.39
8	LAW CHOONG HOE	35,638,800	2.63
9	PANG KIM CHON	32,828,980	2.42
10	DB NOMINEES (SINGAPORE) PTE LTD	24,119,700	1.78
11	RAFFLES NOMINEES (PTE.) LIMITED	18,942,053	1.40
12	POON YEOW HOE	14,195,053	1.05
13	TENG CHANG YEOW	12,839,540	0.95
14	LIEW LEONG KONG OR CHONG MIN WAH	6,900,000	0.51
15	TAN LYE SENG	6,630,300	0.49
16	CHUA KAR CHENG	5,800,000	0.43
17	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	4,539,400	0.33
18	TAN MUI YE	4,514,355	0.33
19	CHONG SAU KWANG	4,304,100	0.32
20	MAYBANK SECURITIES PTE. LTD.	4,240,962	0.31
	<b>TOTAL</b>	<b>1,220,243,745</b>	<b>89.94</b>

## PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

Based on the information available to the Company as at 18 March 2024, approximately 42.60% of the issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company were held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**” or “**Meeting**”) of GCCP Resources Limited (the “**Company**”) will be held at Temasek Club, 131 Rifle Range Road, Level 3, Brani Room, Singapore 588406 on Tuesday, 30 April 2024 at 2.00 p.m. to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors’ Report thereon.

**(Resolution 1)**

2. To re-elect of the following Directors of the Company retiring pursuant to Article 86(1) of the Articles of Association of the Company:

Mr Yang Zheng

**(Resolution 2)**

Datuk Lim Thean Shiang

**(Resolution 3)**

The profile of the abovementioned Directors can be found under the sections entitled “Board of Directors”, “Additional Information on Retiring Directors Proposed for Re-election” and the “Report on Corporate Governance” in the Annual Report 2023.

*[Please refer to Explanatory Note (i)]*

3. To approve the payment of Directors’ fees of S\$120,000 (*equivalent to MYR420,000*) for the financial year ending 31 December 2024, payable quarterly in arrears. (2023: S\$160,000, equivalent to MYR480,000)

**(Resolution 4)**

4. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

**(Resolution 5)**

5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

## 6. Authority to issue shares

That pursuant to Rule 806 of the Singapore Exchange Security Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) either by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares (including Shares to be issued in pursuant of the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total

number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Cayman Companies Act and the Articles of Association, for the time being, of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

*[Please refer to Explanatory Note (ii)]*

**(Resolution 6)**

**7. Authority to issue shares under the GCCP Employee Share Option Scheme (the “ESOS”)**

That the Directors of the Company be authorised to offer and grant options in accordance with the provisions of the ESOS and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued pursuant to the exercise of options under the ESOS, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the ESOS, when added to the aggregate number of Shares issued and issuable in respect of all options granted under the ESOS, all awards granted under the GCCP Performance Share Plan, and all outstanding options or awards granted under such other share-based incentive schemes or share plans implemented by the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and

subsidiary holdings) in the capital of the Company on the day preceding the offer date of the option, as determined in accordance with the provisions of the ESOS.

*[Please refer to Explanatory Note (iii)]*

**(Resolution 7)**

**8. Authority to issue shares under the GCCP Performance Share Plan**

That the Directors of the Company be authorised to offer and empowered to grant awards in accordance with the provisions of the GCCP Performance Share Plan and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting awards under the GCCP Performance Share Plan, when added to (i) the number of shares issued and issuable in respect of all awards granted or awarded thereunder; (ii) all shares issued and issuable in respect of all options granted or awards granted under ESOS; and (iii) all other shares issued and/or issuable under any other share-based incentive schemes or share plans implemented by the Company for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company on the day preceding the relevant date of the award, as determined in accordance with the provisions of the GCCP Performance Share Plan.

*[Please refer to Explanatory Note (iv)]*

**(Resolution 8)**

By Order of the Board

Kevin Cho  
Company Secretary

Singapore, 15 April 2024

## Explanatory Notes:

- (i) Mr Yang Zheng will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships (including family relationships) between Mr Yang Zheng and the other Directors, the Company and its substantial shareholders.

Datuk Lim Thean Shiang will, upon re-election as a Director of the Company, remain as the Chairman of the Board and a member of the Nominating Committee, Remuneration Committee and Audit Committee, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships (including family relationships) between Datuk Lim Thean Shiang and the other Directors, the Company and its substantial shareholders.

- (ii) The Ordinary Resolution 6 in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 7 in item 7 above, if passed, will empower the Directors to issue Shares up to an amount in aggregate not exceeding fifteen per centum (15%) of the issued share capital (excluding treasury shares and subsidiary holdings) of the Company pursuant to the ESOS (which was approved in via a written resolution of the members of the Company on 26 February 2015), and such other share-based incentive scheme or share plan, on the date preceding the offer date of the option.

This authority is in addition to the general authority to issue Shares sought under Ordinary Resolution 6.

- (iv) The Ordinary Resolution 8 in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant awards under the GCCP Performance Share Plan in accordance with the provisions of the GCCP Performance Share Plan and to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the vesting of the awards under the GCCP Performance Share Plan subject to the maximum number of shares prescribed under the terms and conditions of the GCCP Performance Share Plan.

**Notes:**

- (1) The AGM of the Company will be held in a wholly physical format, at Temasek Club, 131 Rifle Range Road, Level 3, Brani Room, Singapore 588406 on Tuesday, 30 April 2024 at 2.00 p.m.. **There will be no option for shareholders to participate virtually.**
- (2) The Notice of AGM, the Proxy Form and the Annual Report for the financial year ended 31 December 2023 (the “**Annual Report 2023**”) will be sent by post to members. These documents will also be published on the Company’s website at the URL <https://www.gccpresources.com> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (3) Members (including Supplementary Retirement Schedule (“**SRS**”) (“**SRS Investors**”)) may participate in the AGM by:
- (a) attending the AGM in person;
  - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - (c) voting at the AGM (i) by themselves personally; or (ii) through their duly appointed proxy(ies).

SRS Investors will not be able to appoint third party proxy(ies) (i.e. persons other than the Chairman of the Meeting) to attend, to speak and/or to vote at the AGM on their behalf. They may:

- (a) attend, speak and vote at the AGM if they are appointed as proxies by their SRS Operators. SRS Investors who wish at the AGM should approach their SRS Operators and request to be appointed as proxies for the AGM; or

- (b) appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM. They should approach their SRS Operators to submit their votes by 5.00 p.m. on 18 April 2024, being seven (7) working days prior to the date of the AGM.

Members are advised to bring along their NRIC/passport to enable the Company to verify their identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the AGM.

- (4) A Member of the Company (other than The Central Depository (Pte) Limited (the “CDP”)) entitled to attend, speak and vote at the AGM and who is holder of two or more shares shall be entitled to appoint not more than two (2) proxies in his/her stead by completing and signing the Member Proxy Form. A proxy need not be a member of the Company.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if such appointer is a corporation under its common seal or under the hand of an officer, attorney or other person duly authorised in the behalf.
- (6) An individual Depositor whose name is shown in the records of the CDP as at a time not earlier than forty-eight (48) hours, may attend as a CDP’s proxy and shall not be required to lodge any proxy form. A Depositor may appoint a nominee(s) to attend, speak and vote in his stead by completing and signing the Depositor Proxy Form. Where a Depositor(s) is a corporation and wishes to be represented at the AGM, it must nominate an appointee(s) as a proxy for CDP at the AGM in respect of the number of the Depositor(s) Shares.
- (7) In the case where an instrument of proxy appoints more than one proxy (including the case when a Depositor Proxy Form is used), the proportion of the shareholding concerned (expressed of as a percentage of the whole) to be represented by each proxy shall be specified in the Instrument of proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (8) The Member Proxy Form and the Depositor Proxy Form must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or



- (b) if submitted electronically, be submitted via email to the Company at [agm@gccpresources.com](mailto:agm@gccpresources.com),

in either case no later than 2.00 p.m. on 28 April 2024 (being not less than forty-eight (48) hours before the time appointed for holding the AGM).

A member who wishes to submit Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

- (9) Members can submit questions relating to the business of the AGM in advance of the AGM in the following manner by 5.00 p.m. on 23 April 2024:
  - (a) if submitted by post, be lodged at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the Company at [agm@gccpresources.com](mailto:agm@gccpresources.com).

The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's corporate website at the URL <https://www.gccpresources.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements> by 25 April 2024 after trading hours.

- (10) For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's corporate website at the URL <https://www.gccpresources.com> and SGX website at the URL <https://www.sgx.com/securities/company-announcements> within one month after the AGM.

### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating

to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”);

- (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.