

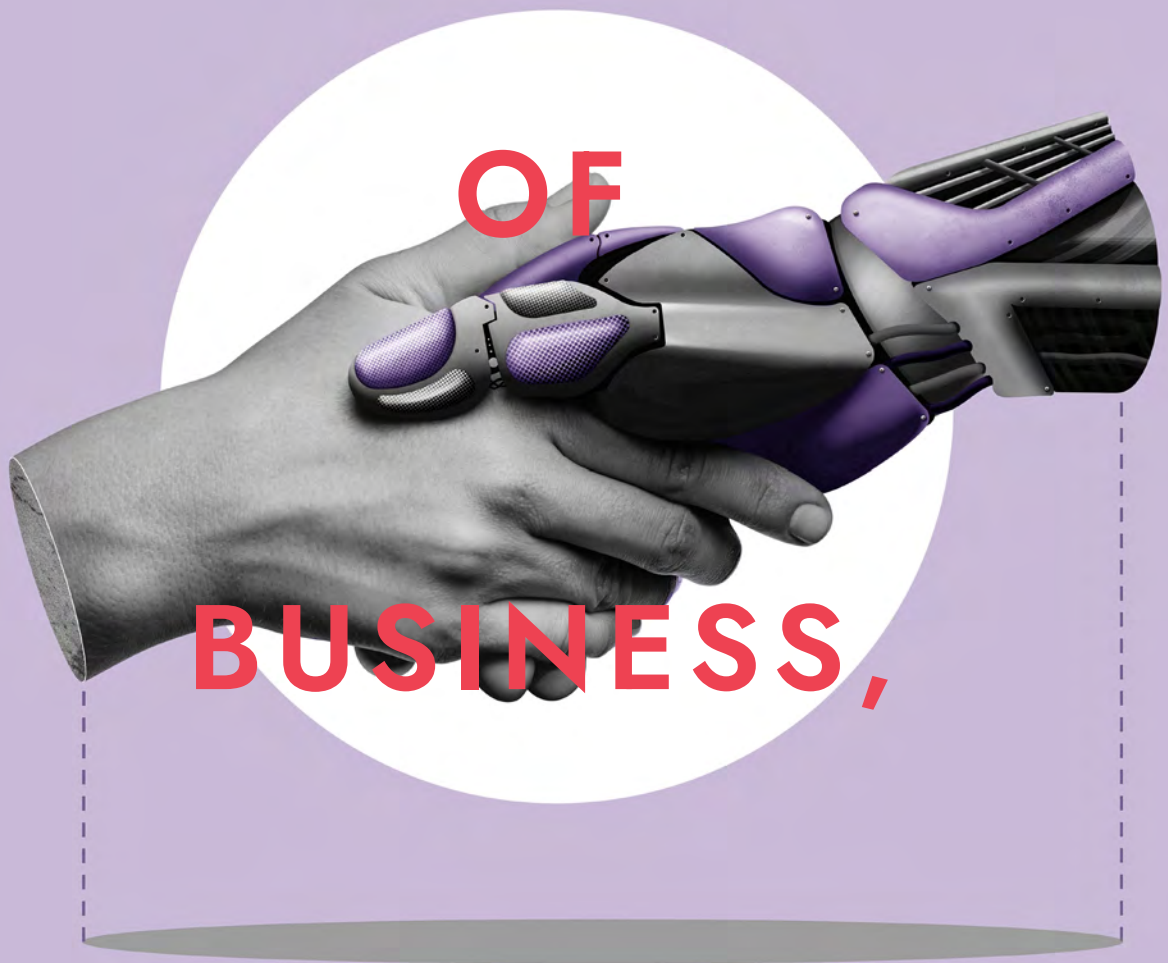


PRIVA

PRIVASIA
TECHNOLOGY
BERHAD

**ANNUAL
REPORT
2023**

FUTURE



OF

BUSINESS,

TODAY.

CHAIRMAN'S FOREWORD



We are pleased to present to you our annual report, which provides a comprehensive overview of PRIVASIA Technology Berhad ("PRIVASIA" or "the Group")'s financial performance, key achievements, and strategic initiatives over the past year.

We are encouraged with our significant growth this year. Our continuous improvement is a testament to the hard work and dedication of our employees as well as the ongoing support of our shareholders.

We look forward to a bright future, and we are confident that, together, we can achieve great. As we move forward, we will continue to focus on building a sustainable and resilient business that creates value for our shareholders.

As part of our commitment to investing in the future we continue to look at various initiatives to better ourselves in Environmental, Social and Governance ("ESG") areas. Further details of this can be found in our Sustainability Report.

Once again we would like to thank you for your ongoing support. We look forward to a successful future together.

DATO' AZMAN BIN MAHMUD



Go paperless to help our environment. Download an online copy of this Annual Report on your mobile device by scanning this QR code.

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NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting (“16th AGM”) of PRIVASIA Technology Berhad (“PRIVASIA” or “the Company”) will be held at C-21-02, 3 Two Square, No. 2, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan on Friday, 28 June 2024 at 10.00 a.m. for the following purposes:

AGENDA : AS ORDINARY BUSINESS

- | | | |
|----|---|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon | Please refer to Note 1 of the Explanatory Note |
| 2. | To re-elect the following Directors who shall retire pursuant to Clause 165 of the Company’s Constitution and being eligible, have offered themselves for re-election:-

I. Ms. Haida Shenny Binti Hazri; and
II. Mr. Leong Kah Chern. | Ordinary Resolution 1
Ordinary Resolution 2 |
| 3. | To approve the payment of Directors’ fees up to RM444,000 payable to the Directors of the Company from a day after the 16th AGM until the conclusion of the next AGM of the Company to be held in 2025. | Ordinary Resolution 3 |
| 4. | To approve the payment of Directors’ benefits payable to the Directors of the Company up to RM86,000 from a day after the 16th AGM until the conclusion of the next AGM of the Company to be held in 2025. | Ordinary Resolution 4 |
| 5. | To approve the payment of Directors’ fees and benefits of the Company’s subsidiaries of RM34,800 for the financial year ended 31 December 2023. | Ordinary Resolution 5 |
| 6. | To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |

AGENDA : AS SPECIAL BUSINESS

To consider and, if thought fit, with or without any modifications, to pass the following Ordinary Resolution:-

- | | | |
|----|--|-----------------------|
| 7. | Authority to Allot Shares and Waiver for Pre-Emptive rights

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”), ACE Market listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”)(“Listing Requirements”) and/or the approvals of the relevant regulatory authorities, where required, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company, from time to time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next AGM of the Company.

THAT pursuant to Section 85 of the Act read together with Clause 31 of the Company’s Constitution, approval be and is hereby given to disapply and waive the statutory pre-emptive rights conferred upon the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act.

AND THAT the Directors be exempted from the obligation to offer such new shares first to the existing shareholders of the Company arising from any issuance of the new shares pursuant to the Act and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation of the additional shares so issued.” | Ordinary Resolution 7 |
|----|--|-----------------------|

AGENDA : ANY OTHER BUSINESS

- | | | |
|----|---|--|
| 8. | To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and Company’s Constitution. | |
|----|---|--|

BY ORDER OF THE BOARD,

WONG CHOW LAN (MAICSA 7012088)
(SSM PC NO. 201908000012)

FOO LI LING (MAICSA 7019557)
(SSM PC NO. 201908001737)

Company Secretaries
Petaling Jaya
Date : 26 April 2024

NOTES

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote on his/her behalf. Where a member appoints more than one (1) proxy, the member shall specify the proportion of the shareholding to be represented by each proxy, failing which the appointments shall be invalid.
2. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a Meeting shall have the same rights as the Member to speak at the Meeting.
3. For the purpose of determining who shall be entitled to attend the 16th AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to issue a Record of Depositors as at 20 June 2024. A Depositor whose name appears as such Record of Depositors shall be entitled to attend the Meeting.
4. The proxy form shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of its attorney duly authorised in writing.
5. Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a Member is an Exempt Authorised Nominee as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
7. **Publication of Notice of 16th AGM and Proxy Form on the corporate website**
Pursuant to Section 320(2) of the Act, a copy of the Notice of the 16th AGM together with the proxy form are available at the Company's Website, WWW.PRIVASIA.COM
8. **Annual Report 2023**
The Annual Report 2023 is now available at the Company's Website at WWW.PRIVASIA.COM or by scanning the QR code provided in the Administrative Guide. Printed copy of the Annual Report shall be provided to the shareholders upon request as soon as reasonably practicable after receipt of the request. Kindly refer to the Administrative Guide for the procedure for submitting the Request Form.
9. **Appointment of Proxy(ies)**
A member may obtain the Proxy Form for the 16th AGM via Note 7 above or the Annual Report via Note 8 above or the Annual Report released to Bursa Malaysia Securities Berhad. The proxy form or the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority, must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. and may either be in the following manner and must not less than forty-eight (48) hours before time for holding the Meeting i.e. latest by 26 June 2024 at 10.00 a.m or any adjournments thereof or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll; otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof.
The appointment of proxy (ies) may now made via in hardcopy form or in electronic form:-
- In hardcopy form
Either by hand or post, at the office of the Company's Share Registrar, Boardroom Share Registrar Sdn. Bhd., Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Any alteration to the instrument of proxy must be initialled.
- Electronically
The transmission/lodgement of the proxy form should be made through the Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> (Kindly refer to the Administrative Guide for the procedures on electronics lodgement of the proxy form).
10. Pursuant to Paragraph 8.31A(1) of Bursa Malaysia Securities Berhad ACE Market Listing Requirements, all the resolutions in the 16th AGM of the Company shall be put to vote by way of poll.
11. By submitting the proxy form, the member consents to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, including any adjournment thereof.

EXPLANATORY NOTES ON ORDINARY BUSINESS

AGENDA 1 REPORTS AND FINANCIAL STATEMENTS

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 do not require shareholders' approval for the financial statements. Hence, this Agenda is not to be put forward for voting.

AGENDA 2 RE-ELECTION OF DIRECTORS

In determining the eligibility of the Directors to stand for re-election at the 16th AGM of the Company, the Nomination and Remuneration Committee ("NRC") had reviewed and assessed the following Directors from the annual assessment and evaluation of the Board of Directors ("Board") for the financial year ended 31 December 2023:-

- a. Ms. Haida Shenny Binti Hazri; and
- b. Mr. Leong Kah Chern.

(hereinafter referred as the "Retiring Directors").

The Board via NRC's annual assessment was satisfied with the performance of the Retiring Directors, who are standing for re-election and have recommended to the shareholders the proposed re-election at the 16th AGM under Resolutions 1 and 2.

The Retiring Directors, who retire in accordance with Clause 165 of the Company's Constitution, being eligible, have offered themselves for re-election at the 16th AGM of the Company.

The Retiring Directors have also abstained from deliberations and voting in relation to their re-election at the NRC / Board Meeting.

The Retiring Directors who are Independent Non-Executive Directors have provided their confirmation that they have fulfilled the independence criteria prescribed by ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. They have also confirmed that they do not have any existing or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries or family that could affect the execution of their role as Directors.

AGENDA 3, 4 & 5 PAYMENT OF DIRECTORS' FEES AND BENEFITS

Section 230(1) of the Companies Act 2016 provides that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, shareholders' approval shall be sought at the 16th AGM on the Directors' fees and benefits under Resolutions 3, 4, & 5.

The Directors' benefits for the Company comprised of meeting allowance payable to Directors at each meeting. The Directors' fees and benefits proposed for the financial year ending 31 December 2024 are calculated based on the number of scheduled Board and Committee Meetings for the financial year ending 31 December 2024 and assuming all the Directors will hold office until the end of the subject financial year.

In the event that the Directors' fees and benefits payable as proposed are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

Directors' Fees for the period from a day after the 16th AGM until the conclusion of the next AGM of the Company to be held in 2025.

FEES	AMOUNT (RM)
EXECUTIVE DIRECTORS	120,000
NON-EXECUTIVE DIRECTORS	324,000
TOTAL	444,000

Directors' Benefits for the period from from a day after the 16th AGM until the conclusion of the next AGM of the Company to be held in 2025.

BENEFITS	AMOUNT (RM)
EXECUTIVE DIRECTORS	27,000
NON-EXECUTIVE DIRECTORS	59,000
TOTAL	86,000

Directors' Fees and Benefits of the Company's subsidiaries for the financial year ended 31 December 2023.

FEES	AMOUNT (RM)
DIRECTORS FEES	34,800
TOTAL	34,800

EXPLANATORY NOTES ON SPECIAL BUSINESS

AGENDA 7 AUTHORITY TO ALLOT SHARES AND WAIVER FOR PRE- EMPTIVE RIGHTS

At its 15th AGM which was held on 28 June 2023, the Company had obtained a general mandate for its directors to issue shares up to 10% of the issued and paid-up capital of the Company. As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate obtained at the 15th AGM and which will lapse at the conclusion of the 16th AGM to be held on 28 June 2024.

The proposed resolution if passed, will give the Directors of the Company, from the date of the 16th AGM, the authority to allot and issue shares of up to 10% of the total number of issued shares of the Company at the time of issue for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the shareholders of the Company at a general meeting, will expire at the conclusion of the next AGM.

A renewal of this authority is being sought at the 16th AGM to provide flexibility to the Company to undertake future possible fundraising activities, including but not limited to further placement of shares for the purpose of funding future investments, working capital and/or acquisitions without having to convene another general meeting.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to disapply and waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 31 of the Company's Constitution. By approving Ordinary Resolution 7, the shareholders of the Company agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 31 of the Company's Constitution pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

STATEMENT ACCOMPANYING NOTICE OF THE 16TH AGM

PURSUANT TO PARAGRAPH 8.29(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

(a) Details of individuals who are standing for re-election as Director

Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the information relating to the Retiring Directors are as set out on pages 16 and 17 in the Directors' Profile of the Company's Annual Report.

(b) Statement relating to general mandate for issue of securities in accordance with Paragraph 6.04(3) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad

The proposed 10% General Mandate is to enable the Directors of the Company to issue and allot shares under Section 76 of the Companies Act 2016 are as stated in the Explanatory Notes of the Notice of the 16th AGM.

CORPORATE INFORMATION

BOARD OF DIRECTORS

DATO' AZMAN BIN MAHMUD	Chairman/Independent Non-Executive Director	LEONG KAH CHERN	Independent Non-Executive Director
DATUK PUVANESAN A/L SUBENTHIRAN	Group Chief Executive Officer/Managing Director	YIP KIT WENG	Independent Non-Executive Director
ANDRE ANTHONY A/L HUBERT RENE	Group Deputy Chief Executive Officer/ Executive Director	RACHEL LAU JEAN MEI	Independent Non-Executive Director <i>Resigned on 1 April 2024</i>
HAIDA SHENNY BINTI HAZRI	Independent Non-Executive Director		

AUDIT AND RISK MANAGEMENT COMMITTEE

HAIDA SHENNY BINTI HAZRI	Chairperson
LEONG KAH CHERN	Member
YIP KIT WENG	Member

NOMINATION AND REMUNERATION COMMITTEE

LEONG KAH CHERN	Chairman
HAIDA SHENNY BINTI HAZRI	Member
RACHEL LAU JEAN MEI	Member <i>Resigned on 1 April 2024</i>

COMPANY SECRETARIES

WONG CHOW LAN	MAICSA 7012088 SSM PC NO. 201908000012
FOO LI LING	MAICSA 7019557 SSM PC NO. 201908001737

SHARE REGISTRARS

BOARDROOM SHARE REGISTRARS SDN. BHD. Company Registration No.: 199601006647 (378993-D)	11th Floor, Menara Symphony No. 5, Jalan Semangat Seksyen 13 46200 Petaling Jaya Selangor Darul Ehsan Malaysia Tel: +603 7890 4700 Fax: +603 7890 4670 Email: bsr.helpdesk@boardroomlimited.com
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AUDITORS

BAKER TILLY MONTEIRO HENG PLT 201906000600 (LLP0019411-LCA) (AF 0117)	Chartered Accountants Baker Tilly Tower Level 10, Tower 1, Avenue 5, Bangsar South City 59200 Kuala Lumpur W. Persekutuan (KL) Tel: +603-2297 1000 Fax: +603-2282 9980
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STOCK EXCHANGE LISTING

ACE MARKET OF BURSA MALAYSIA SECURITIES BERHAD	Stock Name : PRIVA Stock Code : 0123
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WEBSITE

WWW.PRIVASIA.COM

REGISTERED OFFICE

62C, Jalan SS21/62, Damansara Utama
47400 Petaling Jaya Selangor Darul Ehsan
Tel: +603-7729 3337
Email: enquiry@genesiscorp.com.my

CORPORATE STRUCTURE

PRIVASIA TECHNOLOGY BERHAD

100% PRIVASIA SDN BHD
199301007980 (262717-T) **100%** PRIVACOM SDN BHD
200501000958 (678003-A)

100% PRIVASAT SDN BHD
200301011239 (613659-W) **25%** MAPRI SDN BHD
202001031875 (1388195-H)

100% PRIVANET SDN BHD
199901024008 (498908-A) **95%** PRIVATEL SDN BHD
200001027227 (529834-A)

30% INFOCRATS SDN BHD
201301019743 (1049573-U)

100% SPRING REACH DISTRIBUTION SDN BHD
200101003682 (539438-D)

100% PRIVAPORTS SDN BHD
201201032979 (1017467-A)

80% PRIVARAIL SDN BHD
201801007199 (1269213-W) **100%** PRIVASIA IOT SDN BHD
201401030848 (1106934-W)

60% FINANSHERE SDN BHD
202001040693 (1397014-X)

40% DIGITAL MEDTECH SOLUTIONS SDN BHD
202101040404 (1440704-X)

5 YEARS FINANCIAL HIGHLIGHTS

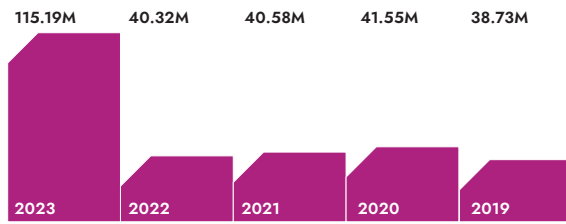
PRIVASIA'S 5 YEARS FINANCIAL RESULTS

For the year under review, we achieved commendable revenue growth and strong financial performance. We wrapped up 2023 on a high note, achieving a profit milestone that was not achieved in the past five financial years.

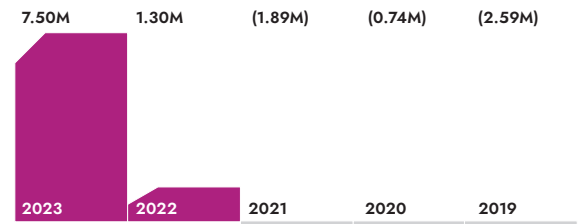
PRIVASIA's 5 years financial highlights are as follows:

DESCRIPTION	2023 RM	2022 RM	2021 RM	2020 RM	2019 RM
REVENUE	115,192,693	40,323,472	40,576,163	41,553,248	38,728,615
OPERATING PROFIT/ (LOSS) BEFORE IMPAIRMENT LOSSES	7,499,316	1,302,859	(1,887,209)	(734,687)	(2,589,578)
OPERATING PROFIT/ (LOSS) AFTER IMPAIRMENT LOSSES	926,061	(156,552)	(2,026,845)	(4,062,687)	(3,058,574)
PROFIT/(LOSS) BEFORE TAX	200,360	(757,370)	(2,704,627)	(5,025,364)	(4,456,962)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	401,646	(853,164)	(2,303,437)	(6,449,668)	(5,241,688)
PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY	701,248	(391,576)	(1,971,572)	(6,311,832)	(4,661,184)
TOTAL ASSETS	116,896,243	89,179,501	82,870,848	93,472,213	96,037,762
TOTAL LIABILITIES	57,030,846	29,776,609	22,865,605	31,200,353	34,124,183
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	60,749,382	59,990,020	60,933,678	62,912,918	62,416,841
NET ASSETS PER SHARE (RM)	0.10	0.10	0.10	0.10	0.11
EARNINGS/(LOSS) PER SHARE (SEN)	0.11	(0.06)	(0.32)	(1.03)	(0.84)

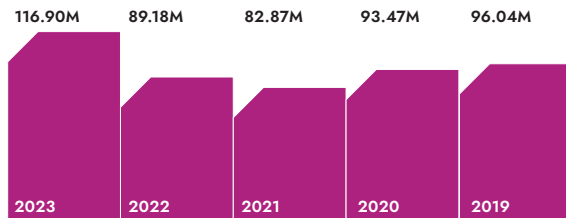
**5 YEARS
FINANCIAL
HIGHLIGHTS**



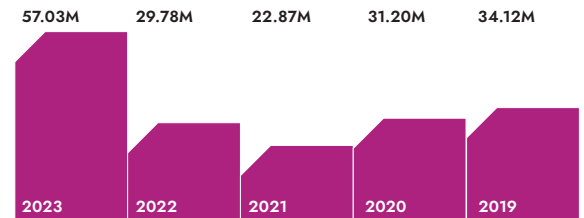
REVENUE (RM)
115.19M



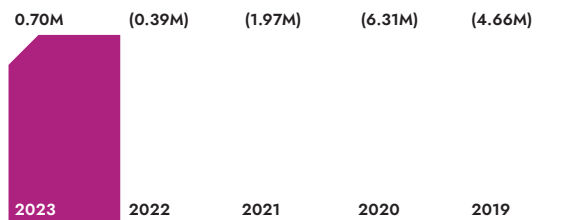
OPERATING
PROFIT/(LOSS) BEFORE
IMPAIRMENT LOSSES (RM)
7.50M



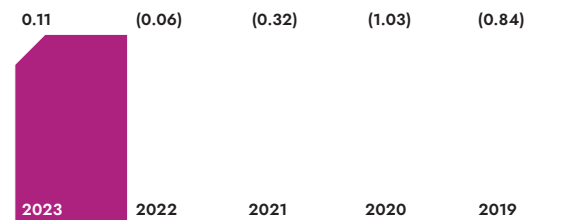
TOTAL
ASSETS (RM)
116.90M



TOTAL
LIABILITIES (RM)
57.03M



PROFIT/(LOSS)
ATTRIBUTABLE TO
OWNERS OF THE COMPANY
(RM)
0.70M



EARNINGS/(LOSS)
PER SHARE (SEN)
0.11

**ANDRE ANTHONY
A/L HUBERT RENE**
GROUP DEPUTY CHIEF EXECUTIVE
OFFICER/EXECUTIVE DIRECTOR

**RACHEL LAU
JEAN MEI**
INDEPENDENT
NON-EXECUTIVE DIRECTOR

**DATUK PUVANESAN
A/L SUBENTHIRAN**
GROUP CHIEF EXECUTIVE OFFICER/
MANAGING DIRECTOR



BOARD OF

DATO' AZMAN BIN MAHMUD
CHAIRMAN / INDEPENDENT
NON-EXECUTIVE DIRECTOR

YIP KIT WENG
INDEPENDENT
NON-EXECUTIVE DIRECTOR

LEONG KAH CHERN
INDEPENDENT
NON-EXECUTIVE DIRECTOR



DIRECTORS



**DATO' AZMAN
BIN MAHMUD**

**CHAIRMAN /
INDEPENDENT
NON-EXECUTIVE
DIRECTOR**

**MALAYSIAN
AGE 63
MALE**

**DATE OF
APPOINTMENT**
10 MAY 2021

**BOARD MEETING
ATTENDANCE IN
THE FINANCIAL
YEAR ENDED
31 DECEMBER
2023**
5/5

ACADEMIC/PROFESSIONAL QUALIFICATION(S)/MEMBERSHIP(S)

Agricultural Engineering Alumnus, University Putra Malaysia

RELEVANT EXPERIENCE

Dato' Azman Bin Mahmud ("Dato' Azman") was appointed as an Independent Non-Executive Director of PRIVASIA Group on 10 May 2021 and as Chairman of PRIVASIA Group on 14 June 2021.

After having served with the Malaysian Investment Development Authority (MIDA) for over three decades, Dato' Azman ended his tenure there as the Chief Executive Officer. He had the enviable responsibility to drive investments into the country and lead the team in advising, formulating and recommending strategies, policies, investment and industry development programmes in the manufacturing and services sectors to the government of Malaysia. In his former role as CEO of MIDA, he was also pivotal in attracting foreign investments into the country, in addition to being instrumental in driving domestic investments in various industries and sectors.

Dato' Azman also helms the Chairmanship of several boards of companies and organisations, which includes Cnergenz Berhad, Panasonic Malaysia Sdn Bhd, Panasonic Manufacturing Malaysia Berhad and SME Aerospace Sdn Bhd.

He also holds other Board positions in GDEX Berhad, Texchem Resources Berhad and Kulim Technology Park Corporation, in addition to being a member of several organisations related to the development of businesses and investments and as an investment panel member for Penjana Kapital (an entity established by the Ministry of Finance in July 2020). He is also the Board of charitable organisation Akademi Transformasi Asnaf Perlis MAIPs Sdn Bhd.

His past leadership repertoire includes directorship in Chairman of Export-Import Bank Malaysia Berhad (EXIM Bank Berhad), Chairman of UPM Holding Sdn Bhd, Malaysia Petroleum Resources Corporation (MPRC), Collaborative Research in Science, Engineering & Technology (CREST) (Chairman), Regional Corridor Development Authority (RECODA), InvestKL, Johor Corporation (JCorp), Special Task Force to Facilitate Business (PEMUDAH), Cyberjaya Implementation Council (Permanent Member) and Iskandar Regional Development Authority (IRDA) (Member of Approvals and Implementation Committee (AIC)), Invest Sabah Bhd.

Dato' Azman has also attended several leadership and professional development courses from renowned training institutes such as 'A Cutting Edge of Development Thinking', Harvard Kennedy School, John F. Kennedy School of Government, USA; 'Leading Change & Organisation Renewal', Harvard Business School, USA; Strategy Execution Programme, INSEAD France; APAC Government Leadership Programme (AGLP) in Crotonville, New York, USA; and Temasek Foundation International Asia Leader's Connect, Singapore.



**DATUK PUVANESAN
A/L SUBENTHIRAN**

**GROUP CHIEF
EXECUTIVE
OFFICER/
MANAGING
DIRECTOR**

**MALAYSIAN
AGE 48
MALE**

**DATE OF
APPOINTMENT**
4 MAY 2009

**BOARD MEETING
ATTENDANCE IN
THE FINANCIAL
YEAR ENDED
31 DECEMBER
2023**
5/5

**ACADEMIC/PROFESSIONAL
QUALIFICATION(S)/MEMBERSHIP(S)**

Diploma in Economics, National Council for Educational Awards, Ireland

BA (Hons) in Accounting and Finance, London South Bank University, UK

Fellow of the Association of Chartered Certified Accountants (ACCA)

Chartered Accountant with the Malaysian Institute of Accountants (MIA)

Harvard Business School Senior Management Development Program

Harvard Business School Leadership Development Program

RELEVANT EXPERIENCE

Datuk Puvanesan A/L Subenthiran ("Datuk Puvanesan") is one of the founding members of PRIVASIA, and was appointed as the Group Chief Executive Officer ("GCEO") and Managing Director of PRIVASIA Group on 4 May 2009. He was appointed to the Board Committee of PRIVASIA Sdn. Bhd. on 4 August 2004.

Datuk Puvanesan does not hold any membership in any Board committee. During the financial year under review, Datuk Puvanesan was assigned as an officer responsible for observing the sustainability within the Group.

Prior to this, Datuk Puvanesan was a senior in the Business Advisory and Assurance Department of BDO Simpsons Xavier in Ireland. Upon his return to Malaysia, Datuk Puvanesan held the position of Chief Financial Officer of the Makmal Jaya Group.

Datuk Puvanesan currently hold directorships in a number of private limited companies incorporated in Malaysia and he does not hold any other directorship of public companies and listed issuers.



**ANDRE ANTHONY
A/L HUBERT RENE**

**GROUP DEPUTY
CHIEF EXECUTIVE
OFFICER/
EXECUTIVE
DIRECTOR**

**MALAYSIAN
AGE 48
MALE**

**DATE OF
APPOINTMENT**
4 MAY 2009

**BOARD MEETING
ATTENDANCE IN
THE FINANCIAL
YEAR ENDED
31 DECEMBER
2023**
5/5

**ACADEMIC/PROFESSIONAL
QUALIFICATION(S)/MEMBERSHIP(S)**

Bachelor of Law (LLB) (Hons), University of Wales, College of Cardiff, UK

Harvard Business School Senior Management Development Program

RELEVANT EXPERIENCE

Mr. Andre Anthony A/L Hubert Rene ("Mr. Andre") is one of the founding members of the PRIVASIA Group, and was appointed as Group Deputy Chief Executive Officer of the Group on 4 May 2009. Mr Andre does not hold any membership in any Board committee of PRIVASIA.

Upon graduation, Mr. Andre moved into the dotcom business with Dreammotor.com as a member of its business development team. He was involved in setting up the company and the expansion of its operations and business to Singapore and Hong Kong. Mr. Andre subsequently joined Westports Holdings Berhad's IT Department before venturing full-time into IT consultancy.

Once fully into the IT field, Mr. Andre harnessed his skills in various areas of IT as well as in the management and operations of running a business. He helped steer and grow PRIVASIA from a small IT Company focused on a niche area to the large group that it is today.

He was the President of the Harvard Business School Alumni Club of Malaysia's associate wing from 2010 - 2012. He was also an independent director of the Labuan Port Authority from June 2017 to May 2018.

He currently holds directorships in a number of private limited companies and he does not hold any other directorship of public companies and listed issuers.



**HAIDA SHENNY
BINTI HAZRI**

**INDEPENDENT
NON-EXECUTIVE
DIRECTOR**

**MALAYSIAN
AGE 50
FEMALE**

**DATE OF
APPOINTMENT
9 AUGUST 2018**

**BOARD MEETING
ATTENDANCE IN
THE FINANCIAL
YEAR ENDED
31 DECEMBER
2023
5/5**

ACADEMIC/PROFESSIONAL QUALIFICATION(S)/MEMBERSHIP(S)

Bachelor of Commerce, Accounting and Finance, University of Melbourne, Australia

Bachelor of Laws (LLB), University of Melbourne, Australia

Masters of Laws, University of Malaya, Malaysia

RELEVANT EXPERIENCE

Ms. Haida Shenny Binti Hazri ("Ms. Haida") was appointed as an Independent Non-Executive Director of PRIVASIA on 9 August 2018. She is the Chairperson of the Audit and Risk Management Committee and she is a member of the Nomination and Remuneration Committee.

Ms. Haida commenced her career with PETRONAS where she undertook legal and commercial roles in PETRONAS E&P, LNG and Technology Businesses. Her last position in PETRONAS was Chief Executive Officer of PETRONAS Technology Ventures Sdn. Bhd.

After leaving PETRONAS in 2012, she joined Sapura Energy (known as SapuraKencana Petroleum at that time) and held the position of Vice President of Strategy and New Ventures (E&P). She was part of the team that worked on the building up of the E&P business for Sapura.

After leaving Sapura, Ms. Haida held the position of Chief Executive Officer of Matrix Reservoir Sdn. Bhd., the owner and operator of the Tok Bali Supply Base, which is the third supply base built and operationalised in Malaysia. She then joined Bintulu Supply Base Sdn. Bhd. to build a supply base in Bintulu, Sarawak where she served as the Chief Executive Officer until 2019.

Ms. Haida serves on the Board of various public listed issuers. She is currently a Non-Independent Non-Executive Director in Velesto Energy Berhad, and an Independent Non-Executive Chairperson of Keyfield International Berhad, both are public companies incorporated in Malaysia and listed in Main Market of Bursa Securities Malaysia Berhad.

She is also a Non-Independent Non-Executive Director of Matrix Reservoir Sdn Bhd, a subsidiary of Ahmad Zaki Resources Berhad ("AZRB") since 2019. She also holds directorship in other private limited companies.

In February 2021, she set up Putih Energy FZCO in Dubai, United Arab Emirates, a company involved in logistics consultancy, management consultancies and project management services.

In July 2023, she was appointed as a Director in Rotoboost Holdings Ltd, a compact zero carbon hydrogen technology company where its technology converts natural gas into hydrogen and solid carbon using a liquid catalyst.

She is a member of the Institute of Corporate Directors Malaysia (ICDM) and GCC Board Directors Institute. She is also a member of the Melbourne University Alumni Council. She currently undertakes advisory work through Putih Advisors Asia Sdn Bhd, focusing on areas relating to E&P, LNG, supply base and port related matters.



**INDEPENDENT
NON-EXECUTIVE
DIRECTOR**

**MALAYSIAN
AGE 52
MALE**

**DATE OF
APPOINTMENT**
10 MAY 2021

**BOARD MEETING
ATTENDANCE IN
THE FINANCIAL
YEAR ENDED
31 DECEMBER
2023**
5/5

ACADEMIC/PROFESSIONAL QUALIFICATION(S)/MEMBERSHIP(S)

Bachelor of Arts, majoring in Accounting and Financial Management,
University of Essex, England

Harvard Business School Competing on Business Analytics and Big Data Program

RELEVANT EXPERIENCE

Mr. Leong Kah Chern ("Mr. Danny") was appointed as an Independent Non-Executive Director of PRIVASIA on 10 May 2021. He is the Chairman of the Nomination and Remuneration Committee and a member Audit and Risk Management Committee.

Mr. Danny started his career at Accenture Malaysia Sdn Bhd (formerly known as Andersen Consulting) focusing on telecommunications consulting in 1994. After he left Accenture as a Senior Manager in 2003, he co-founded Adeptis Solutions Sdn Bhd ("Adeptis") which provides automotive solutions and business consulting services to their clients which was subsequently acquired by Cuscapi Berhad ("Cuscapi") (formerly known as Datascan Berhad). Mr Danny became the Group Chief Executive Officer ("CEO") of Cuscapi until 2010.

After Cuscapi, Mr. Danny joined e-pay (M) Sdn Bhd ("e-pay"), a wholly owned subsidiary of EPY Capital Holdings Limited in 2010 as the CEO. After e-pay was acquired by GHL Systems Berhad ("GHL") in 2014, Mr Danny assumed the role of CEO of GHL, where he was tasked to merge the operations of both GHL and e-pay while developing and executing strategies to increase GHL's presence in Malaysia through payment services provided by both businesses.

In June 2015, he assumed the leadership role of GHL's Strategic Planning unit to focus on defining the group's strategy as well as implementing them. Mr. Danny was appointed as Group CEO of GHL on 1 December 2016. As Group CEO, he was responsible for overseeing the operations for the entire group, reporting directly to the Vice Executive Chairman and Board of Directors.

During his time as Group CEO, GHL was awarded the prestigious Asia's Corporate Excellence and Sustainability Award as Asia's Best Performing Company as well as The Edge's Billion Ringgit Club Award in 2019. He left GHL on 31 December 2020.

Mr. Danny was awarded the Emerging Entrepreneurs Award for Outstanding & Exemplary Achievements in Entrepreneurship in 2007 and The Brand Leadership Award by The Brand Laureate in 2020.

During the financial year ended 31 December 2023, Mr. Danny hold a number of private limited companies and does not hold any other directorship of public companies and listed issuers.



**YIP
KIT WENG**

**INDEPENDENT
NON-EXECUTIVE
DIRECTOR**

**MALAYSIAN
AGE 53
MALE**

**DATE OF
APPOINTMENT**
15 NOVEMBER 2022

**BOARD MEETING
ATTENDANCE IN
THE FINANCIAL
YEAR ENDED
31 DECEMBER
2023**
5/5

ACADEMIC/PROFESSIONAL QUALIFICATION(S)/MEMBERSHIP(S)

Bachelor of Commerce in Accounting & Finance, University of Western Australia

Fellow Member of Chartered Tax Institute of Malaysia (CTIM)

Chartered Accountant of the Malaysian Institute of Accountants (MIA)

Certified Financial Planner (CFP), Financial Planning Association of Malaysia

Fellow of Certified Practising Accountant Australia (FCPA),
Australian Society of Certified Practising Accountants (CPAs)

RELEVANT EXPERIENCE

Mr. Yip Kit Weng ("Mr. Yip") was appointed as an Independent Non-Executive Director of PRIVASIA on 15 November 2022 and he is also a member of the Audit and Risk Management Committee.

Since 1 January 2021, Mr. Yip serves as a Divisional Councillor of CPA Australia, Malaysia Division and was elected as Deputy President for 2023-2024.

Mr. Yip began his career in 1993 with Messrs Pricewaterhouse before joining Utama Wardley Berhad (a merchant bank jointly owned by Utama Banking Group Berhad and HSBC Investment Bank Asia Ltd) three years later. He spent a total of 8 years as Senior Manager, Corporate Finance with Utama Merchant Bank Berhad and also worked as an Executive Director with AFG Advisory Sdn Bhd from 2004 to 2008.

He has approximately over 30 years of experience in Equity Fundraising, Corporate Finance and Advisory Services, Corporate Banking, Private Debt Securities Issuances and Private Equity Transactions.

Previously, he served as Deputy Group Managing Director of Affin Hwang Investment Bank Berhad for 2 years and from November 2019 to October 2020, Mr. Yip was also a Non-Independent and Non-Executive Director of Affin Hwang Asset Management Berhad, ALLMAN Asset Management Sdn Bhd and Affin Hwang Trustee Berhad.

Prior to that, he was the Executive Director and Head of Investment Banking at Nomura Securities Malaysia Berhad since 2014. He has also held positions as Director, Corporate and Investment Banking Services at RHB Investment Bank. and spent four years from 2010 to 2013, as Director/Team Head of Equity Capital Markets with CIMB Investment Bank.

Mr. Yip currently holds directorship in PCA Capital Market Sdn Bhd and he also serves as an Independent Non-Executive Directors of Esente Capital Berhad, a public company not listed in Bursa Securities Malaysia Berhad and Euro Holdings Berhad and Supermax Corporation Berhad (both listed on the Main Market of Bursa Securities Malaysia Berhad). Mr. Yip currently also serves as an Independent Non-Executive Chairman of Frugl Group Limited, a company listed on the Australian Stock Exchange.

Mr. Yip also serves as a Member of the Faculty of Business Industry Advisory Board, Curtin University Malaysia (2023-2026).



**RACHEL LAU
JEAN MEI**

**INDEPENDENT
NON-EXECUTIVE
DIRECTOR**

**MALAYSIAN
AGE 38
FEMALE**

**DATE OF
APPOINTMENT
10 MAY 2021**

**BOARD MEETING
ATTENDANCE IN
THE FINANCIAL
YEAR ENDED
31 DECEMBER
2023
5/5**

ACADEMIC/PROFESSIONAL QUALIFICATION(S)/MEMBERSHIP(S)

Bachelor of Commerce with Distinction, Australian National University

Masters of Law, University of Sydney, Australia

RELEVANT EXPERIENCE

Ms. Rachel Lau Jean Mei ("Ms. Rachel") was appointed as an Independent Non-Executive Director of PRIVASIA Group on 10 May 2021. On 1 April 2024, Ms. Rachel resigned as the Independent Non-Executive Director and upon her resignation, her position as a member of the Nomination and Remuneration Committee has been relinquished.

Ms. Rachel is the Managing Partner and Co-Founder of RHL Ventures Sdn Bhd ("RHL Ventures"). Prior to that, Ms Rachel had years of experience in investment management during her tenure with Heitman Investment Management and ING Investment Management.

Ms. Rachel was one of the youngest independent directors in a New York Stock Exchange ("NYSE") listed company, GNC Holdings (NYSE: GNC), privatized by CITIC Capital Holdings Limited in 2020. She has served on many other technology boards including Versa Sdn Bhd and Glife Technologies Pte Ltd.

Ms. Rachel also serves as the Board of Governors for Charterhouse Malaysia. She is on the panel of experts in the Ministry of Youth and Sports and serves as the Country Chair for Global Dignity Malaysia. In 2018, Ms. Rachel was named as one of the 50 People who are Redefining the Way We Live by Business Times Singapore.

During the Financial Year Ended 31 December 2023, she does not hold any other directorship of public companies and listed issuers.

**ADDITIONAL
INFORMATION**

- I. None of the Directors has any family relationship with, and is not related to, any Director or major shareholders of PRIVASIA.
- II. None of the Directors has any conflict of interest or potential conflict of interest including interest in any competing business with PRIVASIA or its subsidiaries.
- III. None of the Directors has any conviction for offences within the past five years other than traffic offences, if any, and has not been imposed with any public sanctions or penalty by the relevant regulatory bodies during the financial year ended 31 December 2023.
- IV. Directorships held by the Directors in public companies and listed issuers, other than companies within the PRIVASIA, if any, are disclosed in the Directors section.
- V. Full profiles of the Directors are also available on the PRIVASIA website.

KEY SENIOR MANAGEMENT

AGE 54
MALE
MALAYSIAN

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

Post Graduate
Diploma in Information
Technology, University
of Lincoln, UK

Degree in Business
and Accounting,
University of
Lincolnshire &
Humberside, UK

Fellow Member of the
Chartered Institute
of Management
Accountant (CIMA), UK

Member of the
Malaysian Institute of
Accountants (MIA)

**DATE OF
APPOINTMENT**
7 DECEMBER 2021

KULARAJAH M. THAVARATNAM
GROUP FINANCE DIRECTOR

RELEVANT EXPERIENCE

Mr. Kularajah M. Thavaratnam (“Mr. Kularajah”) has over 15 years of accounting, finance and corporate finance experience in various organisations in both Malaysia and the United Kingdom.

He began his career as a Tax Manager in United Kingdom. Upon his return to Malaysia, he has held numerous senior positions which include Group Financial Controller, Group Accountant and Finance Manager for both listed and non-listed companies, and has acquired extensive experience in financial reporting and accounting management.

He joined PRIVASIA in 2020, where he has been responsible for ensuring appropriate financial planning, overseeing the financial corporate compliance and internal management reporting functions of the Group and reviewing all financial aspects of special projects involving the Group, which includes both internal and external acquisitions.

PAST EXPERIENCES
PARTNER,
MAHZAN SULAIMAN PLT

GROUP FINANCIAL CONTROLLER,
CENSOF HOLDING BERHAD

GROUP FINANCE & MIS MANAGER,
GUNUNG CAPITAL BERHAD

AGE 49
MALE
MALAYSIAN

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

MBA in Global
Business Analysis
Manchester Business
School, UK (as a British
Chevening Scholar)

Masters in Business
Administration (MBA),
Sydney Graduate
School of Management

Masters in Economics,
University of Malaya

Associate of the
Institute of Chartered
Secretaries and
Administrators UK

**DATE OF
APPOINTMENT**
1 MARCH 2023

HASBULLAH HASSIN
HEAD OF PLANNING, OPERATIONS
AND SPECIAL PROJECTS

RELEVANT EXPERIENCE

Mr. Hasbullah Hassin (“Mr. Hasbullah”) has over 25 years of professional experience in the corporate and public sectors. He has worked in various industries, including telecommunication, LCD manufacturing, property development as well as a holding company that operates in oil & gas, aviation, shipbuilding, engineering, and maintenance, repair, and overhaul services. He has served several companies, including Axiata Berhad, Celcom Malaysia Berhad, Telekom Malaysia Berhad, Land & General Berhad, an associate company of Khazanah Nasional Berhad, and Destini Berhad.

In his most recent role in the corporate sector, he served as Senior Vice President/General Manager Operations & Special Projects at Destini Berhad. In this role, he was involved in subsidiary performance and monitoring, risk management, tendering exercise, business review, and restructuring (including functioning as an acting CEO of a subsidiary) as well as process improvements.

He also took part in an acquisition exercise of a public listed entity via private placement and assisted in the formation of the company’s new management in 2018, a role that he also played when Telekom Malaysia Berhad acquired Technology Resources Industries Berhad (parent company of Celcom Malaysia) in 2003.

PAST EXPERIENCES
PRINCIPAL PRIVATE SECRETARY/
CHIEF OF STAFF TO THE MINISTER,
MINISTER OF HEALTH

PRINCIPAL PRIVATE SECRETARY/
CHIEF OF STAFF TO THE MINISTER,
MINISTER OF SCIENCE, TECHNOLOGY
AND INNOVATION.

SENIOR VICE PRESIDENT,
PRESIDENT/GCEO OFFICE,
DESTINI BERHAD

HEAD OF GOVERNMENT RELATIONS
AND STAKEHOLDERS MANAGEMENT,
AXIATA GROUP BERHAD

**AGE 45
FEMALE
MALAYSIAN**

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**
BSc. Human
Development,
University Putra
Malaysia

**DATE OF
APPOINTMENT**
01 JANUARY 2010

SULAIHA SAWADI
GROUP HUMAN RESOURCE DIRECTOR

RELEVANT EXPERIENCE

Ms. Sulaiha Sawadi (“Ms. Sulaiha”) is a resourceful Human Resources Management expert with over 19 years of experience in developing and implementing change management and strategy plans for organisations.

As PRIVASIA’s human resource director, Ms. Sulaiha brings her articulate, organised, and highly motivated approach to the company’s talent management strategy. She is a subject matter expert with employment laws and industrial law, and is highly effective at recruiting and developing key players in organizations of all sizes.

With her extensive experience and knowledge of HR best practices, she is able to identify top talent and develop programs to retain and motivate them, while ensuring compliance with relevant regulations.

Ms. Sulaiha is a results-oriented professional who takes pride in building strong relationships with team members and stakeholders at all levels within PRIVASIA. Her expertise and leadership skills make her a valuable asset to any company looking to attract and retain top talent in today’s competitive business environment.

**AGE 48
MALE
MALAYSIAN**

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

BSc. (Hons)
Mechanical
Engineering,
Queen Mary
University of London,
UK

**DATE OF
APPOINTMENT**
29 JULY 2022

LOW ENG KEONG
PRODUCT INNOVATION
AND BRAND DIRECTOR

RELEVANT EXPERIENCE

With over 20 years of experience, Mr. Low Eng Keong (“Mr. Eugene”) is a multi-disciplinary creative who is constantly seeking new perspectives to solve business challenges, from an atomic-level human-centered design thinking.

Mr. Eugene’s passion for being an infinite learner has enabled him to consistently create impactful contextual content and experiences for the people and brands he works with.

He is known for his ability to strategise, conceptualise and develop communication solutions that elevate brand awareness, consumer experience, and brand loyalty.

He firmly believes in the importance of having a purpose-driven approach and has a strong affinity for strategy, UX/UI, and design. Over the years, Eugene has had the privilege of working with a wide variety of brands across various industries, including FMCGs, fashion, toys, e-commerce, retail, video games and music festivals.

PAST EXPERIENCES

CREATIVE DIRECTOR,
DENTSU MALAYSIA SDN. BHD.

CREATIVE & DESIGN DIRECTOR,
BOMBSHELTER STUDIOS SDN. BHD.

KEY SENIOR MANAGEMENT

AGE 44
MALE
INDIAN (EXPATRIATE)

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

BSc. Information Systems,
Birla Institute of Technology & Science, Pilani, India

**DATE OF
APPOINTMENT**
1 OCTOBER 2021

PUSHENDER SINGH
HEAD OF DEPARTMENT, PRIVASAT

RELEVANT EXPERIENCE

Mr. Pushender Singh ("Mr. Pushpender") is a VSAT industry expert with over 20 years of experience. He has a strong background in presales, product management, technical and project management, and is known for being result-driven, hardworking, and an energetic team leader. He has led many large project deployments for new networks and is a specialist and subject matter expert in all VSAT broadband networks (Ka-Band, Ku-Band, C-Band & teleport hosting Services).

As a business unit manager, he leads products and presales teams, plans strategies for the company's growth, and is responsible for creating end-to-end products with all possible applications support. He is also the technical and commercial lead for VSAT based networks, creating products based on market requirements and monitoring the smooth implementation of costing, packages, and pricing models.

PAST EXPERIENCES

HEAD OF NETWORK OPERATIONS,
MAJU NUSA SDN. BHD.

HEAD OF TECHNICAL OPERATIONS,
NUMIX ENGINEERING SDN. BHD.

AGE 52
MALE
MALAYSIAN

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

BSc. Business Information System,
Middlesex University, UK

**DATE OF
APPOINTMENT**
15 JULY 2023

MANOHAR MENON
GROUP CHIEF TECHNOLOGY OFFICER

RELEVANT EXPERIENCE

Mr. Manohar Menon ("Mr. Mano") has established himself as a foremost authority in the field of digital transformation, amassing an impressive 22-year tenure of global and regional leadership. During his tenure at IBM Global Business Services, Mr. Mano was instrumental in transformative ERP Solutions (Back Office Business Process Optimisation) across three key global regions (South America, Asia and North America) into positions of prominence within their respective industries, doubling their revenue in an accelerated 12 months' timeframe.

His accomplishments at IBM includes the successful implementation and delivery of large-scale ERP solutions, optimising back-office business processes, and adoption of innovative mobile products and services. Moreover, his pioneering experience of AI technologies such as IBM Watson for intuitive modelling in human capital performance management and predictive modelling in large-scale automobile maintenance sectors underscores his unwavering commitment to driving meaningful change on a global scale.

PAST EXPERIENCES

HEAD OF INNOVATION & DELIVERY SERVICE
CELCOM AXIATA BERHAD

MANAGING CONSULTANT
ERICSSON GLOBAL SERVICE

ASSOCIATE PARTNER,
IBM GLOBAL SERVICES

AGE 49
MALE
MALAYSIAN

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

MSc. Strategic Business Information Technology

**DATE OF
APPOINTMENT**
21 SEPTEMBER 2023

SENTHIL SARAVANAN PERUMAL
HEAD OF MANAGED SERVICES (MST)

RELEVANT EXPERIENCE

With more than 24 years of comprehensive experience. Mr. Senthil Saravanan Perumal ("Mr. Senthil") has demonstrated expertise in managing the entirety of IT Infrastructure, Operations, and People. His focus on innovation and technology adoption aims to deliver high-quality services to customers. Proficient in strategic planning, quality assurance, and financial management, he also possesses strong project management skills crucial for implementing transformation and transition initiatives.

Renowned as an innovative and effective professional, Mr. Senthil excels in regional stakeholder management and is committed to driving best practices across IT systems and processes.

PAST EXPERIENCES

GENERAL MANAGER,
ACT TELECONFERENCING MALAYSIA SDN. BHD.

HEAD OF PRIVATE CLOUD &
PLATFORM SERVICES,
T-SYSTEMS MALAYSIA/INDIA PLT. LTD.

AGE 29
FEMALE
MALAYSIAN

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

BSc.(Hons)
Biotechnology,
University of Malaya

Project Management
Professional
(PMP No 3201787)

**DATE OF
APPOINTMENT**
1 OCTOBER 2022

FANITSYARA KAM PHON
HEAD OF PRODUCT, PROCUREHERE

RELEVANT EXPERIENCE

Ms. Fanitsyara Kam Phon ("Ms. Fanit") started her career as an Assistant Director at the Prime Minister's Office of Malaysia ("PMO").

A year later, she joined PRIVASIA Sdn. Bhd. as a business development executive. In 2019, Fanitsyara worked as a B2B region executive in Philip Morris Malaysia alongside her career as a Project Manager of PROCUREHERE, PRIVASIA Sdn. Bhd.

PAST EXPERIENCES

PROJECT MANAGER,
PROCUREHERE

B2B REGION EXECUTIVE,
PHILIP MORRIS MALAYSIA

BUSINESS DEVELOPMENT EXECUTIVE,
PRIVASIA SDN. BHD.

PENOLONG PENGARAH,
PRIME MINISTER'S OFFICE
OF MALAYSIA (PMO)

AGE 39
FEMALE
MALYSIAN

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

B. Commerce (Hons)
Accounting, Universiti
Tunku Abdul Rahman,
Malaysia

MBA Major in
Marketing,
University of Malaya,
Malaysia

Fellow of the
Association of
Chartered Certified
Accountants (FCCA),
UK

Member of the
Malaysian Institute of
Accountants (MIA)

**DATE OF
APPOINTMENT**
16 JUNE 2022

MOGANAVANI PRAMASIVAH
GENERAL MANAGER, FINANCE

RELEVANT EXPERIENCE

Ms. Moganavani Pramasivah ("Ms. Mogana") has over 15 years of working experience in audit, accounting and financial planning spanning across various industries including multinational companies and public listed companies.

Ms. Mogana has a strong background in audit and is passionate in driving process improvement and automation to drive efficiency and integrated reporting. She has a keen eye for identifying opportunities for productivity improvements and streamlining processes, and is skilled in implementing effective systems and technology solutions to support these initiatives.

PAST EXPERIENCES

FINANCE DIRECTOR,
IKRAM EDUCATION SDN. BHD.

GROUP FINANCIAL CONTROLLER,
MINDA GLOBAL BERHAD

FINANCE MANAGER,
IMU EDUCATION SDN. BHD.

AUDIT MANAGER,
ERNST & YOUNG

**ADDITIONAL
INFORMATION**

- I. None of the Key Senior Management has any family relationship with, and is not related to, any Director or major shareholders of PRIVASIA.
- II. None of the Key Senior Management has any conflict of interest or potential conflict of interest including interest in any competing business with PRIVASIA or its subsidiaries.
- III. None of the Key Senior Management has any conviction for offences within the past five years other than traffic offences, if any, and has not been imposed with any public sanctions or penalty by the relevant regulatory bodies during the financial year ended 31 December 2023.
- IV. None of the Key Senior Management has any Directorships held in public companies and listed issuers.

AGE 36
MALE
MALYSIAN

**ACADEMIC/
PROFESSIONAL
QUALIFICATION(S)/
MEMBERSHIP(S)**

MSc (Res)
Advanced Mechanical
Engineering,
University of Sheffield
UK

BSc. (Hons)
Mechanical
Engineering,
University of Sheffield
UK

**DATE OF
APPOINTMENT**
12 DECEMBER 2023

FAHREDZA BIN MUHAMAD
HEAD OF SALES, PRIVASIA

RELEVANT EXPERIENCE

Mr. Fahredza Bin Muhamad ("Mr. Fahredza") began his career as a Diesel Engine Calibration Engineer at Cummins in the UK, focusing on EURO 6 Engines. He developed strategies to meet strict emissions standards and progressed to Lead Integration Engineer, working with clients like Leyland and Scania.

After 5 years abroad, he returned to Malaysia and joined Destini Berhad, contributing to diverse engineering sectors. Transitioning from Technical to Project Management roles, he played a key part in establishing a Rail MRO company, a joint venture between Destini and Keretapi Tanah Melayu Berhad. In total, he dedicated almost 9 years to Destini and its subsidiaries.

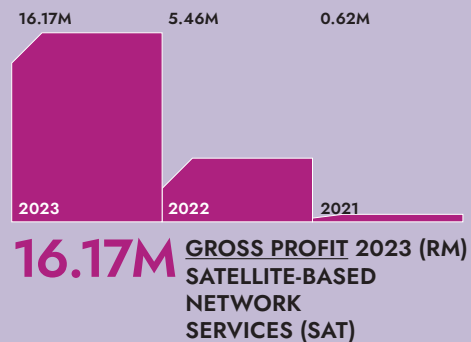
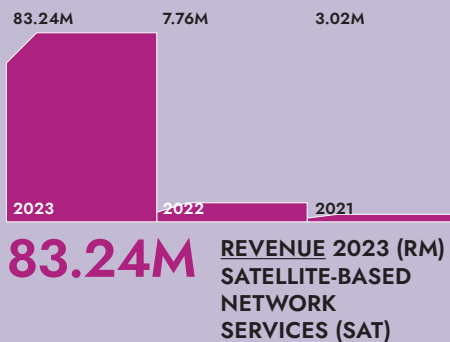
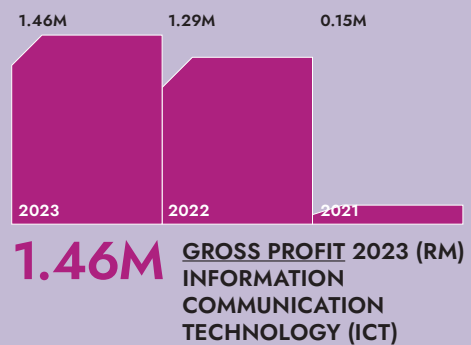
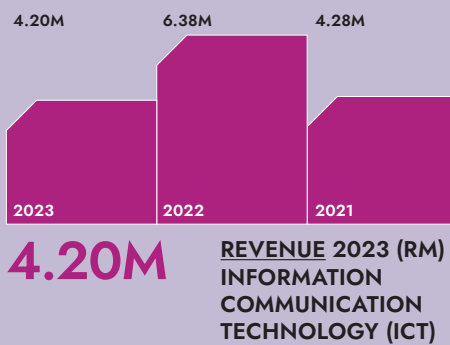
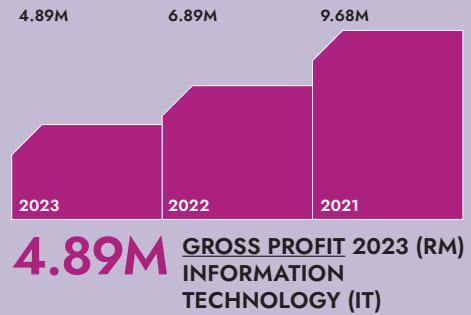
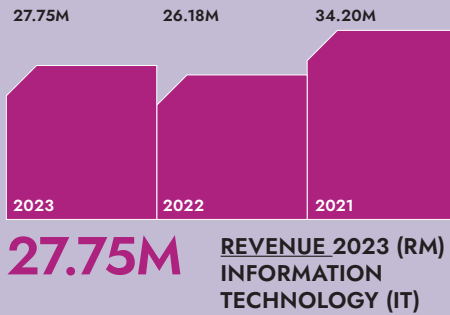
PAST EXPERIENCES

SENIOR MANAGER,
DESTINI BHD. GROUP OF COMPANIES

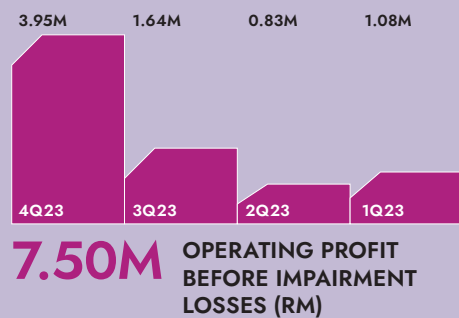
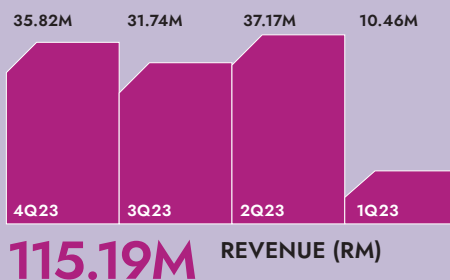
LEAD INTEGRATION ENGINEER,
CUMMINS, UK



SEGMENT RESULTS



QUARTERLY RESULTS



MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW
OF GROUP'S
PERFORMANCE
(2023 COMPARED
TO 2022)

REVENUE 2023 (RM)	115.19M	+185.67%
OPERATING PROFIT BEFORE IMPAIRMENT LOSSES 2023 (RM)	7.50M	+475.60%
PROFIT FOR THE FINANCIAL YEAR 2023 (RM)	0.40M	+147.08%
REVENUE IT SEGMENT 2023 (RM)	27.75M	+5.99%
REVENUE ICT SEGMENT 2023 (RM)	4.20M	-51.90%
REVENUE SAT SEGMENT 2023 (RM)	83.24M	+972.68%

MANAGEMENT DISCUSSION AND ANALYSIS

(continued)

OVERVIEW OF GROUP'S OPERATIONS

The financial performance of PRIVASIA's Group of companies reflects both opportunities and challenges that were endured within the Malaysian Information Technology ("IT"), Information Communication Technology ("ICT") and Satellite Based Network Services ("SAT") markets (3M's) in the current financial year.

Amidst the COVID pandemic's disruptive impact on global economies in the past years, the Group's resilience shines through. Despite the challenging landscape, we have not only weathered the storm but also managed to grow as evident in our increase in revenue and order book.

With a robust revenue of RM115.2 million in 2023, the Group has demonstrated a significant stride coupled with an operating profit before impairment losses of RM7.5 million, we have not only solidified our position but also showcased our resilience amid economic fluctuations and uncertainties. This financial prowess, amidst the backdrop of an ever evolving economic landscape, underscores our commitment to navigating challenges and seizing opportunities for sustainable growth.

Despite strong revenue and profit growth across the segments and due from tighter cost control and strategic operational efficiency, the impairment of goodwill has impacted the overall performance of the Group. A brief explanation of goodwill treatment is as provided below.

IMPAIRMENT OF GOODWILL

Our goodwill came about as a result of consolidation. In the current financial year, and in line with the accounting standards requirements, the Group recognised an impairment loss on goodwill of RM4.0 million as a result of the annual impairment assessment to reflect the economic performance of its subsidiary, PRIVASIA Sdn. Bhd.

This impairment exercise was in line with the Group's policy of reviewing the economic performance of each segment on a yearly basis and in the previous years the impairment of goodwill was recognised for the ICT and SAT segments. This assessment was done in line with accounting standard, MFRS 136 Impairment of Assets and based on the Directors' best estimate and prudent judgement.

GROUP

This table presents the results for PRIVASIA Group of Companies for the financial years ended 31 December 2019 to 2023. Below is a summary of the key financial metrics:

DESCRIPTION	2023 RM	2022 RM	2021 RM	2020 RM	2019 RM
REVENUE	115,192,693	40,323,472	40,576,163	41,553,248	38,728,615
OPERATING PROFIT/(LOSS) BEFORE IMPAIRMENT LOSSES	7,499,316	1,302,859	(1,887,209)	(734,687)	(2,589,578)
OPERATING PROFIT/(LOSS) AFTER IMPAIRMENT LOSSES	926,061	(156,552)	(2,026,845)	(4,062,687)	(3,058,574)
PROFIT/(LOSS) BEFORE TAX	200,360	(757,370)	(2,704,627)	(5,025,364)	(4,456,962)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	401,646	(853,164)	(2,303,437)	(6,449,668)	(5,241,688)
PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY	701,248	(391,576)	(1,971,572)	(6,311,832)	(4,661,184)

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

REVENUE	<p>There has been fluctuation in revenue over the years, with a significant increase in 2023 compared to previous years, where the revenue increased from RM38.7 million in 2019 to RM115.2 million in 2023. This up-turn was due to the progression of the Point of Presence 2 ("POP2") Project in the SAT segment.</p>	FINANCIAL OVERVIEW ON IT SEGMENT	<p>Revenue for the IT segment stood at RM27.75 million compared to RM26.18 million in the previous year's twelve months ended 31 December 2022. However, rising cost of sales has resulted in increase in segment losses to RM8.09 million as compared to RM3.05 million in the previous year.</p>
OPERATING PROFIT/(LOSS) BEFORE IMPAIRMENT LOSSES	<p>The operating profit/loss before impairment losses has also shown improvement over the years, with a notable increase in 2023 compared to previous years. It increased from a loss of RM2.6 million in 2019 to a profit of RM7.5 million in 2023.</p> <p>The improvement in operating profit indicates the company's agility in its ability to manage costs and improve operational efficiency.</p>	REVIEW	<p>The IT segment's revenue growth shows that demand for IT services in Malaysia remains robust. However, the declining profitability was due to cost management and efficiency within the segment, caused by the increased competition and rising operational costs.</p>
OPERATING PROFIT/(LOSS) AFTER IMPAIRMENT LOSSES	<p>The financial position has improved from a loss of RM3.1 million in 2019 to a profit of RM0.9 million in 2023. The impairment on financial instruments and goodwill were the main factors that contributed to the reduction in 2023.</p>	FINANCIAL OVERVIEW ON ICT SEGMENT	<p>The revenue of ICT segment drop from RM6.39 million to RM4.20 million. Correspondingly the ICT segment recorded a drop in segment losses from RM0.83 million to RM1.50 million in current year.</p>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	<p>The profitability for the financial year improved significantly from 2019 to 2023 from a loss of RM5.2 million to a profit of RM0.4 million, indicating improved financial performance operationally despite the effect of the impairment.</p> <p>Overall, the financials reflects an improvement to the Group's operational performance and stability, with significant growth in revenue and operating profit in 2023 compared to previous years. As drawn from the financial performance, is that while there have been periods of growth and improvement, there are also evident challenges and fluctuations that the company faces.</p> <p>Strategic measures to stabilize and enhance operational efficiency, as well as mitigating risk factors has been implemented to ensure sustainable growth and profitability in the future.</p> <p>The upturn now is attributable to the Group wide cost saving initiatives and the commencement and progress billings of the SAT segment's POP2 project.</p>	REVIEW	<p>The ICT segment experienced a net loss for the period, indicating challenges in securing new Revenue streams and controlling the very dynamic operating expenses.</p>
		FINANCIAL OVERVIEW ON SAT SEGMENT	<p>The SAT division revenue saw an increase from RM7.76 million to RM83.24 million for the year ended 31 December 2023, with a segment profit of RM15.00 million as compared to a segment profit of RM4.13 million in the previous year.</p>
		REVIEW	<p>The SAT segment's strong revenue growth and profitability indicate opportunities in the Malaysian market, driven by demand for technology infrastructure and services.</p>
		GROUP	<p>The Group recorded a profit before tax ("PBT") and profit after tax ("PAT") of RM0.20 million and RM0.40 million upon recognising a goodwill impairment of RM4 million, Note 7 to the financial statements, as compared to LBT and LAT of RM0.76 million and RM0.85 million respectively against the same period last year.</p>

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

MOVING FORWARD

The Strategic Focus, for the Group now is leveraging Artificial Intelligence (“AI”) technologies to enhance operations and offerings in all 3M’s. This strategic focus aligns with the broader trends where we embraced on digital transformation in the past years after the COVID pandemic and we are now moving towards a more technological advancement in AI.

RESEARCH AND DEVELOPMENT (R&D)

Investing in R&D initiatives is crucial for developing AI-driven solutions tailored to the needs of the Malaysian market. This includes developing AI algorithms for data analysis, communications optimisation, autonomous operations, and predictive maintenance for our PROCUREHERE, FINANSHERE and iTAP system to cater for the 3M’s.

These efforts can lead to the creation of differentiated products or services that meet specific customer needs or preferences, drives efficiency improvements, process optimisations, and cost-saving innovations. By streamlining operations and reducing cost, the Group can enhance the profitability and maintain cost competitiveness.

We see some developments globally and closer to home on infrastructure providers from connectivity to Cloud Solutions. We are continuously building and cultivating new relationships with the entrants in this space to ensure our solutions offerings are always improving and up-to-date. In 2023, the Group’s development cost was RM0.54 million.

PARTNERSHIPS AND COLLABORATIONS

Potential Partnerships and Collaborations, collaborating with new Partners, or Research institutions, and Technology start-ups can provide access to talent, expertise, and innovative ideas. Partnerships with industry players in the 3M’s sectors can also facilitate technology transfer and market penetration.

PRODUCT DEVELOPMENT AND INTEGRATION

Developing AI-powered/driven products and solutions for both the 3M’s requires careful planning and integration. The Group will prioritise the development of AI-driven software platforms, analytics tools, communication systems, and satellite imaging solutions tailored to the Malaysian context.

As more of our companies are moving their solutions to be Digital and Customer Centric, we are also building our development capabilities to cater for Edge Computing solutions.

MARKET EXPANSION AND GROWTH

As the adoption of AI technologies accelerates in Malaysia, the Group will look to seize opportunities for market expansion and growth. This includes targeting key verticals, where AI-powered solutions can deliver significant value.

We are also exploring collaborations with complementary Eco-systems Partners to jointly bid for opportunities in new markets segments.

CUSTOMER ENGAGEMENT AND SUPPORT

Building strong relationships with customers and providing excellent customer support is essential for long-term success. The Group will engage with customers to understand their needs, provide tailored solutions, and offer ongoing support and maintenance services.

By aligning Group operations with these key areas, we will be positioned to be a leading provider of AI-driven solutions in the 3M’s. Amidst the complexities of the business landscape, integration AI and digitalisation can serve as pivotal strategies for the company’s future. Leveraging AI technologies can streamline operations, optimise decision-making processes, and uncover valuable insights from data.

Similarly, embracing digitalisation can enhance agility, improve customer engagement, and unlock new avenues for revenue generation. By harnessing the power of AI and digitalisation, the company can while navigating through challenges also position itself competitively in the ever-evolving market. As it embarks on its journey towards sustainable growth, embracing these transformative technologies will be instrumental in shaping a resilient and customer focused business model.

This approach enables the Group to capitalise on the growing demand for advanced technologies, drive innovation and growth and by remaining vigilant to economic trends and adapting strategies accordingly, the Group can position itself for a sustainable growth and resilience in the dynamic Malaysian economy.

With the end of the Management Discussion and Analysis, I would like to extend our deepest appreciation to all our stakeholders for their unwavering support and dedication throughout our journey, particularly during these unprecedented post COVID pandemic times. Your trust, collaboration, and commitment have been instrumental in our success, enabling us to navigate challenges and achieve significant milestones.

We are truly grateful for the invaluable contributions of our partners, employees, customers, and investors, whose collective efforts have propelled us forward and positioned us for sustained growth and prosperity.

As we look ahead, we remain firmly committed to fostering strong partnerships, delivering value, and driving positive impact to the Group. Thank you for being an integral part of our journey.



**DATUK PUVANESAN
A/L SUBENTHIRAN**
GROUP CHIEF
EXECUTIVE DIRECTOR/
MANAGING DIRECTOR

BUSINESS HIGHLIGHTS



27 FEB 2023	Announcement of Q4FY22 Financial Results	
23 MAY 2023	Announcement of Q1FY23 Financial Results	
14 JUL 2023	Provision of Corporate Guarantee to the third party	APEX received financial facilities to finance the POP2 Project from Malaysia Debt Ventures Berhad (“MDV”) and Small Medium Enterprise Development Bank Malaysia Berhad (“SME Bank”) (“the Syndicated Financiers”) in a sum totalling RM240,000,000 and to secure the facility, PRIVASIA is required to provide a proportionate Corporate Guarantee to the Syndicated Financiers.
22 JUL 2023	Contract with Westport Malaysia Sdn Bhd to PRIVASIA Sdn Bhd	PRIVASIA’s wholly-owned subsidiary, PRIVASIA Sdn. Bhd. had entered into an IT Network, Security and Internet Outsourcing and Managed Services contract with Westports Malaysia Sdn Bhd (“Westports”).
24 AUG 2023	Announcement of Q2FY23 Financial Results	
24 OCT 2023	(Letter of Acceptance) Lease-to-Use services of environmentally friendly ICT equipment that complies to green requirements for the purpose of teaching and learning (PDP) for school computer labs by Ministry of Education Phase 3 Zone 1: Perlis, Kedah and Pulau Pinang for the period of 65 months	PRIVASIA’s wholly-owned subsidiary, PRIVASIA Sdn. Bhd. is to accept a contract with Ministry of Education of Malaysia (“MoE”) for “Perkhidmatan Sewaan Perkakasan ICT Mesra Alam Yang Memenuhi Keperluan Hijau Secara Sewa Guna (Lease To Use) Untuk Keperluan Pengajaran Dan Pembelajaran (PdP) Di Makmal Komputer Sekolah Kementerian Pendidikan Malaysia (KPM) Fasa 3 (Zon 1: Perlis, Kedah Dan Pulau Pinang) Bagi Tempoh 65 Bulan”.
09 NOV 2023	Framework agreement between PRIVASIA IOT SDN BHD, indirect subsidiary of PRIVASIA and the relevant Sensetime Group Inc. Affiliated.	An indirect subsidiary of PRIVASIA, PRIVASIA IOT Sdn. Bhd. had on 10 October 2023 accepted a Master Purchase Agreement to provide goods and/or services to the relevant SenseTime Group Inc affiliated’s entity identified as SenseTime Technology Malaysia Sdn. Bhd. subject to the terms and conditions set forth in the Agreement and the Statement of Work.
14 NOV 2023	Disposal of 100% equity interest in PRIVATEL (Singapore) Pte Ltd by PRIVATEL Sdn Bhd, a subsidiary of PRIVASIA.	PRIVATEL Sdn Bhd (“PRIVATEL” or the “Vendor”), a subsidiary of PRIVASIA had on 14 November 2023 entered into a Sale and Purchase Agreement (“SPA”) with Kyra Partners Futures Sdn Bhd, for the disposal by PRIVATEL of the entire equity interest held in PRIVATEL (Singapore) Pte Ltd comprising 1 ordinary share for a cash consideration of RM10,000.
21 NOV 2023	Announcement of Q3FY23 Financial Results	
16 FEB 2024	Fund raising PRIVASIA technology berhad (“PRIVASIA Technology” or “company”) proposed private placement of up to 10% of the total number of issued shares of PRIVASIA Technology	Company proposes to undertake a proposed private placement of up to 61,402,002 new ordinary shares in PRIVASIA Technology, representing up to 10% of the total number of issued shares of Privasia Technology to third party investor(s) to be identified, at an issue price to be determined and announced later.
22 FEB 2024	Announcement of Q4FY23 Financial Results	
13 MAR 2024	Non Related Party transactions : Acquisition of 51% equity interest in Djava Factory Sdn. Bhd.	PRIVASIA had on 13 March 2024 entered into a Transfer and Shareholders’ Agreement (“TSA”) with Djava Factory Sdn. Bhd. (“DJF”), DSS Capital Sdn. Bhd. (“DSS”), Mr Allan Kenneth Ang (“Shareholder 1”) and Mr Teh Chee Hoe (“Shareholder 2”), for the acquisition of 127,500 Ordinary Shares in DJF equivalent to 51% of the total shareholding interest in DJF held jointly by DSS, Shareholder 1 and Shareholder 2 for a total consideration of RM1,100,000.

INDUSTRY OUTLOOK



AI FOR ASEAN

We stand at a pivotal moment in time, with the development of AI. The choices made by ASEAN governments, industry, and civil society at early stages of technological development will determine if it will be adopted at scale and unlock opportunities for ASEAN.

AI has the potential to fundamentally change the ways ASEAN live, work, and learn, through its ability to assist, complement, empower, and inspire people in almost every field of human endeavours. It is already opening up new possibilities by enabling people to communicate across languages and abilities, helping people stay safe with fire and flood forecasting, reducing energy emissions, and improving our ability to detect and treat cancer and other diseases.

**AI FOR ASEAN
(continued)**

We believe AI can do so much more to help address some of the defining challenges of our time. The possibilities are immense: from addressing major public health challenges to boosting living standards and re-invigorating economies struggling from a lack of productivity growth.

Together we must ensure that AI makes lives easier, helps solve complex challenges, and enables us to reach big goals. To date, there has been a strong and appropriate focus on addressing potential future risks from AI. We have seen governments take important steps together with companies and other civil society stakeholders to address and mitigate these risks.



**SOFTWARE
RE-ENGINEERING
WITH
GENERATIVE AI**

PRIVASIA as a technology leader is aiming to accelerate software development, can expect ground-breaking time savings with Generative AI (“GenAI”). However, we need more than tooling to exploit the full potential of this disruptive technology. Our research finds GenAI based tools is able to deliver impressive speed gains for many common developer tasks.

Areas in which PRIVASIA plans to exploit GenAI adaption for example will be in documenting code functionality for maintainability of PROCUREHERE and FINANSHERE, which can be completed in half the time, writing new code in a fraction of the time, and code refactoring.

With the right upskilling and enterprise enablers, these speed gains can be translated into an increase in productivity that outperforms past advances in engineering productivity, driven by both new tooling and processes. We are currently exploring GitHub Co-pilot to support speedier code generation capabilities to ensure we are able to develop our Product roadmap in a speedier manner.



**SOFTWARE
RE-ENGINEERING
WITH
GENERATIVE AI**

PRIVASIA plans to use GenAI to expands its boundaries of innovation tailored towards its relevant industries.

In addition to text and images, GenAI creates coding and artistic products which will be used in PRIVASIA to develop our new innovative products and services. PRIVASIA plans to use GenAI creative solution methodology learning process which envelopes the large amounts of data owned by PRIVASIA.

This is particularly relevant towards PROCUREHERE, FINANSHERE and iTAP roadmap execution in the next 24 months.

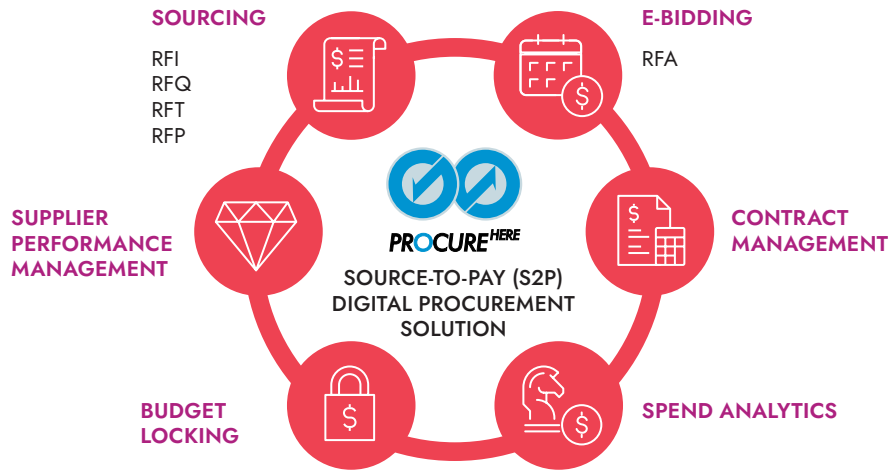
In addition to the current data needs of PRIVASIA business services in the innovation process, synthetic data and projections are used to determine future needs and trends relevant to PRIVASIA future target markets.



FinansHere



OVERVIEW OF OUR INTELLECTUAL PROPERTY (IP)



OUR CLIENTELE

- AMANAT LEBUHRAYA BHD.
- AXA AFFIN GENERAL INSURANCE BHD.
- BERJAYA CORPORATION BHD.
- BINTULU PORT HOLDINGS BHD.
- BOUSTEAD PLANTATIONS BHD.
- EDGEPOINT INFRASTRUCTURE SDN. BHD.
- FELCRA BHD.
- FGV HOLDINGS BHD.
- FIBERAIL SDN. BHD.
- GENERALI LIFE INSURANCE MALAYSIA BHD.
- INDAH WATER KONSORTIUM SDN. BHD.
- MALAYSIA AIRPORTS HOLDINGS BHD.
- PENGURUSAN ASET AIR BHD.
- SMALL MEDIUM ENTERPRISE DEVELOPMENT BANK MALAYSIA BHD.
- WESTPORTS HOLDINGS BHD.
- PORT KLANG AUTHORITY

2020 AWARD WINNER

MALAYSIA TECHNOLOGY EXCELLENCE AWARD FOR ENTERPRISE SOFTWARE & IT SERVICES

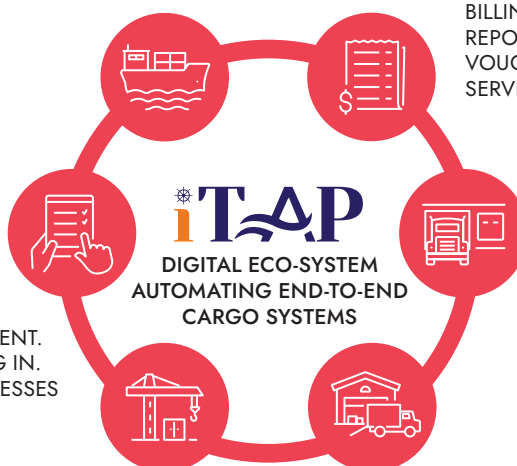
OVERVIEW OF OUR INTELLECTUAL PROPERTY (IP)
(continued)

VESSEL MANAGEMENT

VESSEL VISIT.
VESSEL SCHEDULE.
VESSEL PARTICULAR.
BERTH PLANNING.
TERMINAL PLANNING.
WHARF PLANNING.
VESSEL MOVEMENT.
PILOT BOOKING.

E-DOCUMENTATION

VESSEL DATA.
IMPORT/EXPORT DOCUMENT.
EXTERNAL DATA COMING IN.
KEY TO AUTOMATE PROCESSES & DATA GATHERING.



FINANCE & BILLING

BILLINGS.
REPORTS.
VOUCHER GENERATION
SERVICE REQUEST.

SECURITY

AUTOMATED ENTRY/EXIT.
E-PASS/E-DOCS.
MAN-LESS.
LICENSE PLATE RECOGNITION.

OPERATIONS MANAGEMENT & MONITORING

PERFORMANCE REPORT.
PRODUCTIVITY REPORT.
RESOURCE PLANNING.

WAREHOUSE

CAPACITY PLANNING & MANAGEMENT.
TALLY CLERK MOBILE APP .

OUR CLIENTELE

KONSORTIUM PELABUHAN KEMAMAN SDN. BHD.
KUANTAN PORT CONSORTIUM SDN. BHD.
LUMUT MARITIME TERMINAL SDN. BHD.
SUKMA SAMUDRA SDN. BHD.
WESTPORTS HOLDINGS BHD.

SUPPLIER

Faster cash conversion cycle will improve business efficiency.

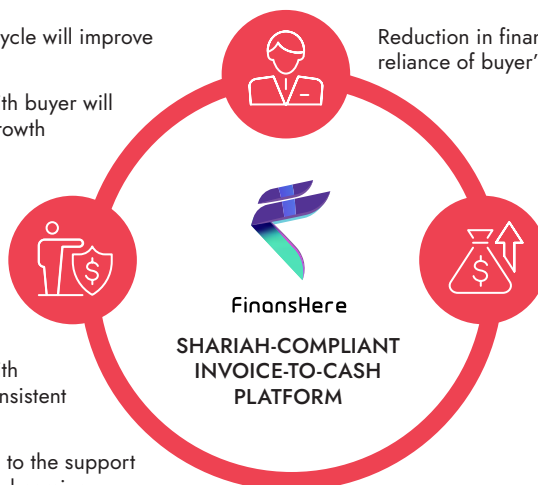
Improved relationship with buyer will create future business growth possibilities.

BUYER

Optimised liquidity management due to potential payment terms extension.

Improved relationship with supplier will promote consistent delivery & quality.

Positive CSR activity due to the support towards promising up and coming underbanked suppliers.



Reduction in financing cost due to reliance of buyer's superior credit rating.

FUNDER

Attractive returns for reputable credit worthiness of buyer.

High quality transaction-based short term financing.

Increased customer base for potential cross selling.

OUR CLIENTELE

BOUSTEAD PLANTATIONS BHD.
FGV HOLDINGS BHD.
FIBERHOME TELECOMMUNICATION TECHNOLOGIES CO., LTD.
FIREFLY – SUBSIDIARY OF MALAYSIA AIRLINES
HEITECH PADU BHD.
INDAH WATER KONSORTIUM SDN. BHD.
MALAYSIA AIRPORTS HOLDINGS BHD.
MALAYSIA AIRLINES BHD.
MSM MALAYSIA HOLDINGS BHD.
PERNEC CORPORATION BHD.
PRIVASIA TECHNOLOGY BHD.
WESTPORTS HOLDINGS BHD.

Our business is deeply rooted in sustainability, emphasising the importance of generating value for our stakeholders. We have integrated sustainability into our processes, policies, business ethos, and corporate culture. Today, Environmental, Social, and Governance (“ESG”) objectives are integral to our corporate strategy.

Our commitment to sustainable practices in generating long-term value yields positive results for stakeholders, mitigates adverse effects, contributes to societal well-being, and most importantly, preserves the environment.

An always improving, robust governance framework assists PRIVASIA in implementing a sustainability strategy, managing key performance indicators (KPIs) and objectives, enhancing stakeholder relationships, and ensuring overall accountability.

PRIVASIA prepared this report according to the Global Reporting Initiative (“GRI”) Universal Standards and other local and international sustainability guidelines, including the following:

- *United Nations Sustainable Development Goals (“UNSDG”);*
- *Bursa Malaysia Illustrative Sustainability Report Guide, 3rd Edition;*
- *ISO 26000 Guidance on Social Responsibility*

The data presented in this report pertains to the period from January 1, 2023, to December 31, 2023, unless otherwise specified.

Bursa Malaysia’s updated reporting requirements mandate implementing the Task Force’s recommendations on Climate-related Financial Disclosures (“TCFD”) by 2025. PRIVASIA has disclosed a basic transition plan towards a low-carbon economy to elevate sustainability reporting in ACE market listed companies.

This report contains forward-looking statements that are meant to provide our stakeholders with the opportunity to understand our opinions and plans in respect of the future. These statements should not be construed as absolute guarantees or predictions of PRIVASIA’s future outcomes and readers are advised not to place undue reliance on them.

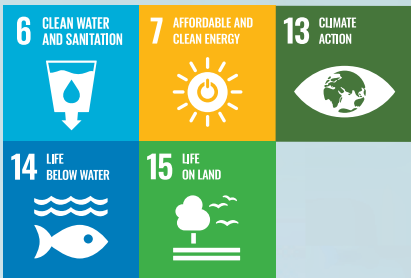
This report includes selected data on material sustainability topics. For a complete overview of PRIVASIA’s sustainability data disclosures, please refer to our 2023 Sustainability Report.



COMMITMENT TO SUSTAINABILITY



SUSTAINABILITY FOCUS AREAS WITH THE UNITED NATIONS SUSTAINABILITY DEVELOPMENT GOALS ("UNSDG")



GOVERNANCE

- I. Develop and maintain a system of governance aligned with the best national and international standards and practices.

PEOPLE

- I. Foster the involvement, well-being and development of our people.
- II. Continually improve, innovate and guarantee high safety standards along the value chain.

ENVIRONMENT

- I. Achieve carbon neutrality by 2035.
- II. Reduce environmental footprint with a circular economy approach.

INNOVATION

- I. Play an essential part in supporting our clients and community in the digitalisation of our nation.

COMMUNITY

- I. Contribute to the social, technological and economic development of our communities.



PRIVASIA'S SUSTAINABILITY GOVERNANCE



MATERIALITY



Materiality assessments help prioritise areas that matter the most to key stakeholders and our business. During the last quarter of 2023, we performed a comprehensive materiality assessment. The process, led by an independent third party, identified 13 critical topics grouped into three main pillars: economic, environmental and social.

PRIVASIA will prioritise integrating these areas into the business strategy.

- I. DATA PRIVACY & CYBERSECURITY
- VIII. EMPLOYEE ENGAGEMENT
- II. REGULATORY COMPLIANCE
- IX. INDUSTRIAL ADVANCEMENT & NATION BUILDING
- III. HEALTH & SAFETY
- X. WASTE
- IV. TRAINING & DEVELOPMENT
- XI. COMMUNITY CONTRIBUTIONS
- V. DIVERSITY, EQUAL OPPORTUNITY & NON-DISCRIMINATION
- XII. ENERGY & CLIMATE CHANGE
- VI. HUMAN RIGHTS
- XIII. SUSTAINABLE SUPPLY CHAIN MANAGEMENT
- VII. QUALITY & CUSTOMER SATISFACTION

ECONOMIC : ECONOMIC AND NATION BUILDING THROUGH ENHANCEMENT OF INTERNET CONNECTIVITY AND TECHNOLOGY



Information and Communication Technologies (“ICT”) infrastructure plays a substantial role in catalysing economic growth, especially in the fast-moving internet and mobile telecommunications era. We strongly believe a robust ICT infrastructure can boost the nation’s economic growth.

PRIVASIA delivers the most robust infrastructure to our most ambitious projects shaping the country’s bright future through the following segments: Outsourcing and consulting, eProcurement, ICT Distribution, Information and Communication Technologies Services, Satellite-Based Network Services and Radio Network Optimisation Services.

Internet connectivity has changed many aspects of individual lives, providing far-reaching economic and social benefits. PRIVASIA has dedicated significant resources to laying fibre cables inside buildings and outside plants. This work has improved the connectivity in most areas where there were previously no or poor services.

As one of South East Asia’s largest premium ICT outsourcing services and solutions providers, PRIVASIA has introduced PROCUREHERE. This cloud-based source-to-pay (“S2P”) digital procurement solution can improve how high-growth organisations manage their spending. The system gains unparalleled control and visibility with streamlined workflows, real-time data and innovative features to organise, allocate, track and report on spending from a single platform.

ENVIRONMENT : RESOURCES MANAGEMENT



PRIVASIA is committed to minimising its environmental impact and addressing the challenges of climate change relating to its operations and the entire value chain. The Company has committed to responsibly managing energy use and natural resources for many years. The Group’s energy management involves:



Reducing costs through sustainable procurement and strategically decreasing consumption



Reducing greenhouse gas emissions for improved sustainability performance



Tracking utility costs to prepare more accurate budgets and gaining greater insight into operating costs



Reducing reliance on supply chains that do not share our environmental protection commitment

Water is a limited, shared resource, and a reliable water supply is essential. PRIVASIA manages its water-related risks according to our needs and water availability. We monitor the volume of water used and aim to reduce its use by continuously improving water efficiency across operations. The Group conducts regular assessments of water-consuming systems to ensure no leaks and upgrades to modern, water-saving appliances where possible. We also have clear water preservation guidelines and ensure all staff conform.

OUR PEOPLE FIRST: EMPLOYEE ENGAGEMENT AND TALENT MANAGEMENT



Our people are essential to successfully delivering our strategy and sustaining our long-term business performance. We accelerate the development of our people, grow and strengthen their leadership capabilities and enhance their performance through solid engagement.

PRIVASIA has a proactive approach to employee engagement and organised various social activities throughout the year, such as an annual quiz competition, festive celebrations, sports and wellness events, team building, monthly birthday celebrations for employees and Corporate Social Responsibility programmes.

PRIVASIA has a comprehensive talent management programme comprising induction and onboarding, internal and external skills training, on-the-job training, career development, annual performance reviews and succession planning.

DIVERSITY, EQUITY, INCLUSION AND BELONGING



Workplace diversity drives better decisions, innovation and overall performance. We are increasing our focus on diversity, equity, inclusion and belonging. We aim to provide a welcoming environment and equitable opportunities for all employees regardless of background, nationality, race, ethnicity, gender, age, sexual orientation, marital status, disability, or religion.

This principle is ingrained in our company values and articulated in our Code of Conduct and Ethics.

OCCUPATIONAL HEALTH AND SAFETY



People’s health and safety always come first. Our Health, Safety and Environment (“HSE”) Policy formalises our commitment to protecting people, assets and the environment.

Introducing all effective prevention measures, especially on high-risk jobs such as climbing up satellite or communication towers, protects the safety of employees and subcontractors. Contractors and employees are adequately briefed and well-trained on safety precautions and procedures. We also provide Personal Protective Equipment when our contractors and employees perform their duties.

COMMUNITY



Building relationships with local communities is a priority. Our efforts convey our sincerity and commitment that we are their partner, now and in the long term. We favour programmes aligned with our corporate strategy that will impact our stakeholders, partners, and communities in the long-term.

OPERATING RESPONSIBLY



Product impact and innovation are critical to organic growth and our transformation into an ICT solutions company. We are proud of our competitive edge, differentiating us from other industry players.

COST ADVANTAGE FROM A STRATEGIC PARTNERSHIP WITH LEADING IT PLAYERS

- Cost competitiveness on hardware and software with partner pricing
- Well-equipped with knowledge of the latest technology

COMPREHENSIVE ICT SOLUTIONS OFFERING BUSINESS SOLUTIONS IN KEY AREAS

- Business Process Outsourcing
- Consultancy and System Integration
- Procurement Management

ENTRENCHED POSITION IN THE PORTS & LOGISTICS SEGMENT FOR IT OUTSOURCING

- One of the key players in the ports and logistics segment
- Strong reference point: currently serving Westports - one of the major ports in Malaysia

INNOVATIVENESS THROUGH R&D

- PRIVASIA provides eProcurement management solutions using its highly acclaimed eBidding hub
- Invested RM0.54 million in R&D in FYE 2023

Please refer to our 2023 Sustainability Report for full disclosure of our sustainability initiatives. Our 2023 Sustainability Report can be downloaded from the website at WWW.PRIVASIA.COM.



CORPORATE GOVERNANCE STATEMENT

The Board recognises Corporate Governance as being vital and important to the success of the Group's businesses. The Board continuously reviews its Corporate Governance framework to ensure its relevance, effectiveness and sustainability in conducting the business and in addressing the challenges of the business.

In this statement, the Board reports in the manner which emphasizes the principles and best practices of corporate governance as laid out in the new Malaysian Code on Corporate Governance 2021 (the "Code") which was released on 28 April 2021 and ensures that standards of corporate governance are being observed to realise the objective of increasing shareholders' value and the continued sustainability and long-term performance of the Group.

This statement also serves as a compliance with Rule 15.25 of the ACE Market Listing Requirements of Bursa Securities and it is to be read together with the Corporate Governance Report 2023 ("CG Report 2023") of the Company which is available on the Company's website at www.privasia.com.

The CG Report 2023 provides the details on how the Company has applied each practices as set out in the Code during the Financial Year Ended 31 December 2023 ("FYE 2023").

The Code is based on three key principles of good corporate governance, which are:

- Board leadership and effectiveness;
- Effective audit and risk management; and
- Integrity in corporate reporting and meaningful relationship with stakeholders.

The Board is pleased to present the following statement which outlines the key aspects of how the Group has applied the Principles and Practices set out in the Code during the FYE 2023.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

PRACTICE 1.1 : COMPANY'S LEADERSHIP AND STRATEGIC AIMS

BOARD OF DIRECTORS AND BOARD STRUCTURES

The Group is governed by the Board who is accountable to stakeholders for the strategic direction and pursuit of value creation for shareholders.

The Board is primarily responsible for ensuring that the principles of good corporate governance are practiced, and appropriate corporate governance structure is in place. An effective Board leads and controls the Company.

The composition of the Board during FYE 2023 is as follows:

NAME OF DIRECTORS	DIRECTORATE
DATO' AZMAN BIN MAHMUD	Chairman/Independent Non-Executive Director
DATUK PUVANESAN A/L SUBENTHIRAN	Group Chief Executive Officer/ Managing Director
ANDRE ANTHONY A/L HUBERT RENE	Group Deputy Chief Executive Officer/ Executive Director
HAIDA SHENNY BINTI HAZRI	Independent Non-Executive Director
LEONG KAH CHERN	Independent Non-Executive Director
YIP KIT WENG	Independent Non-Executive Director
RACHEL LAU JEAN MEI	Independent Non-Executive Director <i>Resigned on 1 April 2024</i>

PRACTICE 1.1 :
COMPANY'S
LEADERSHIP AND
STRATEGIC AIMS
(continued)

The primary responsibilities of the Board are outlined in the Board Charter, which documents the governance and structure of the Board and its committees, including the authority, matters reserved for the Board, guidance on the Board's conduct and terms of reference ("TOR") of the Board committees.

In the FYE 2023, the Board has discharged its key fiduciary duties, leadership functions and responsibilities as follows:-

- Reviewed and approved the Group's strategies and business plans including updating regularly and monitoring management's performance in its implementations;
- Reviewed and approved Anti-Bribery and Corruption, Whistleblowing, and Fit and Proper Policies in order to ensure the policies are updated with the current changes;
- Reviewed and approved any related party transaction or conflict of interest situations that may arise within the Group;
- Oversaw the conduct of the Group's business and evaluated whether the business was being properly managed and sustained;
- Ensured a sound risk management framework;
- Oversaw and evaluated the conduct and the performance of the Group including the acquisition exercises;
- Ensured the competency and succession planning of the Board and Key Senior Management;
- Reviewed the performance of the Group's Executive Directors;
- Ensured the Company is sustainable, successful and thriving organisation in the long run and striking a balance between the Environmental, Social and Governance ("ESG") factors;
- Ensured the adequacy and integrity of the Company's internal control system;
- Ensured the integrity of the Company's financial and non-financial reporting;
- Reviewed and approved the potential investment for the growth of the Group; and
- Ensured compliance and proper disclosure adherence at all times.

The Board reserves certain power for itself and delegates other matters to the Group CEO and senior management. The following are matters which are specifically reserved for the Board:

- I. Approval of corporate plans and programmes;
- II. Approval of annual budgets, including major capital commitments;
- III. Approval of new ventures;
- IV. Approval of material acquisition and disposals of undertakings and properties;
- V. Change to the management and control structure within the Group, including key policies, delegated authority limits; and
- VI. Review and update the Whistleblowing Policy.

The Board has established various board committees to assist the Board in overseeing the affairs of the Company. These committees have been entrusted with specific responsibilities and authorities, which are properly set out in their TOR. The current Board Committees are the Audit and Risk Management Committee, and the Nomination and Remuneration Committee.

The Chairman of the respective Board Committees will report and table to the Board their respective recommendations for consideration and adoption.

The composition of each Board Committee during the FYE 2023 is as follows:

AUDIT & RISK
MANAGEMENT
COMMITTEE
("ARMC")

NAME OF DIRECTORS	DESIGNATION	DIRECTORATE
HAIDA SHENNY BINTI HAZRI	CHAIRPERSON	Independent Non-Executive Director
LEONG KAH CHERN	MEMBER	Independent Non-Executive Director
YIP KIT WENG	MEMBER	Independent Non-Executive Director

NOMINATION &
REMUNERATION
COMMITTEE
("NRC")

NAME OF DIRECTORS	DESIGNATION	DIRECTORATE
LEONG KAH CHERN	CHAIRMAN	Independent Non-Executive Director
HAIDA SHENNY BINTI HAZRI	MEMBER	Independent Non-Executive Director
RACHEL LAU JEAN MEI	MEMBER	Independent Non-Executive Director <i>Resigned on 1 April 2024</i>

**PRACTICE
1.2 & 1.4 :
ROLES OF
THE CHAIRMAN**

The Chairman of the Board is responsible for instilling good corporate governance practice, leadership and ensuring the effectiveness of all aspects of the Board's role and responsibilities. The Chairman of the Group does not hold any memberships in any of the board committees.

By having non-involvement of Chairman in any Board Committee would provide check and balance as well as objective review by the board on deliberation made by the board committees.

The responsibilities of the Chairman amongst others include:

- I. To provide leadership to the Board and oversee the Board in the effective discharge of its fiduciary duties;
- II. Leading the Board in the adoption and implementation of good corporate governance practices in the Company;
- III. To set the Board agenda and to ensure the Board members receive complete and accurate information in a timely manner;
- IV. To lead in discussion in Meetings and ensure efficient and effective conduct of the Board's Meetings;
- V. To encourage active participation and to allow dissenting views to be freely expressed;
- VI. To promote constructive and respectful relations between Board Members and manage the interface between the Board and Management;
- VII. To facilitate effective communication between the Board and the stakeholders; and
- VIII. To commit time necessary to discharge effectively his role as Chairman.

The Chairman ensures orderly conduct and proceedings of the Board and general meeting and is responsible for managing the business of the Board to:

- I. All directors are properly briefed on issues arising at board meetings;
- II. Sufficient time is allowed for the discussion of complex or contentious issues and, where appropriate, arranging for informal meetings beforehand to enable through preparation for the board discussion; and
- III. The issues discussed are forward looking and concentrates on strategy.

During FYE 2023, the Board had met with the Executive Directors and management to discuss and receive update on the operational issues of the Group and the Board actively provides timely recommendation to improve and set strategies that will further enhance the business objectives of the Company.

**PRACTICE 1.3 :
SEPARATION OF
THE POSITIONS
OF THE CHAIRMAN
AND CEO**

The positions of the Chairman and CEO are held by two separate distinct individuals. The role of Chairman is held by Dato' Azman Bin Mahmud while the role of CEO who also acts as the Managing Director is held by Datuk Puvanesan A/L Subenthiran.

The separation of the Chairman and the CEO with a clear and distinct division of responsibilities ensures a proper balance of power and authority, as well as to enhance governance and transparency. The Chairman leads the Board in setting values and standards of the Group and is responsible for the effective conduct of the Board, whilst the CEO has overall responsibility on the business and day-to-day management of the Group.

The CEO's roles amongst others includes the following:

- I. Strategy development, monitoring and tracking;
- II. Business development;
- III. Regulation;
- IV. Performance management;
- V. Human resources management;
- VI. Risk management; and
- VII. Stakeholder management.

**PRACTICE 1.5 :
COMPANY
SECRETARIES**

The Board is supported by two (2) suitably qualified, experienced, competent and knowledgeable Company Secretaries. The role of the Company Secretaries are currently held by Ms. Wong Chow Lan and Ms. Foo Li Ling, who are both registered with the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA).

The Directors have ready and unrestricted access to the advice and services of the Company Secretaries to enable them to discharge their duties effectively. The Board is regularly updated and apprised by the Company Secretaries.

The Company Secretaries give clear and sound advice on the measures to be taken and requirements to be observed by the Company and the Directors arising from new statutes and guidelines issued by the regulatory authorities. The Company Secretaries brief the Board on proposed contents and timing of material announcements to be made to Bursa Securities.

The Company Secretaries also serve notice to the Directors and Principal Officers to notify them of closed periods in accordance with the black-out periods for dealing in the Company's securities pursuant to Chapter 14 of the Bursa Securities ACE Market Listing Requirements.

The Company Secretaries attend and ensure that all Board meetings are properly convened, and those accurate and proper records of the proceeding and resolutions passed are taken and maintained in the statutory register at the registered office of the Company.

The Company Secretaries also facilitate timely communication of decisions made and policies set by the Board at Board meetings, to the Senior Management for action.

The Company Secretaries work closely with management to ensure that there are timely and appropriate information flows within and to the Board and Board Committee, and between the Non-Executive Directors and management.

**PRACTICE 1.6 :
INFORMATION
AND SUPPORT
TO THE BOARD**

The Board recognises that the decision-making process is highly dependent on the quality of information furnished. As such, in discharging their duties, the Directors need to have full and timely access to all information concerning the Company and the Group.

All Board meetings held were preceded by a notice issued by the Company Secretaries. Prior to each Board meeting, the agenda would be circulated to all Directors at least seven (7) days prior to the meeting. A set of board papers containing relevant reports is furnished to all Directors at least five (5) days prior to the meeting, to enable effective discussions and decision-making during Board meetings. In addition, the Board is also notified of any corporate announcements released to Bursa Securities.

All minutes of meetings are confirmed by the Board and respective committee members to ensure the deliberations and decisions of the Board are accurately reflected, including whether any director abstained from voting or deliberating on a particular matter. The Chairman of the Board and the Chairman of the respective committees sign off the confirmed minutes for record keeping and safeguarding purposes.

The Directors have full access to the advice and services of the Company Secretaries, the senior management staff, the external auditors and other independent professionals at all times in discharging their duties and responsibilities.

**PRACTICE 2.1 :
BOARD
CHARTER**

The Board has formalised a Board Charter to ensure that the Board are aware of their roles, duties and responsibilities and the application of principles and practices of good corporate governance in their business conduct and dealings in respect of, and on behalf of the Company and the various laws and legislations governing them and the Company.

The Board last reviewed its Board Charter on 22 February 2024 to keep abreast with changes in regulations and best practices and ensure its effectiveness and relevance to the Board's strategic intent as well as standards of corporate governance.

The Board Charter serves not only as a reminder of the Board's roles and responsibilities but also acts as a general statement of intent and expectation as to how the Board discharges its duties and responsibilities. The updated Board Charter is available in the Company's website at WWW.PRIVASIA.COM.

**PRACTICE 3.1 :
(A) CODE OF
ETHICS AND
CONDUCT**

The Board recognises its role in establishing ethical values that support a culture of integrity, fairness, forthrightness, trust and pursuit of excellence.

This is formalised via a Code of Ethics and Conduct that is periodically reviewed and adhered to by all Directors of the Group. On 22 February 2024, the Board reviewed and updated the Code of Ethics and Conduct to be in line with the current changes made to the Bursa Listing Requirements.

The core areas of conducts under the Code of Ethics and Conduct include the followings: -

- I. Conflict of interest;
- II. Confidential information;
- III. Inside information and securities trading;
- IV. Business records and control;
- V. Compliance to the law;
- VI. Personal gifting and contribution;
- VII. Health and safety;
- VIII. Sexual harassment;
- IX. Anti-corruption and whistle-blowing;
- X. Anti-money laundering;
- XI. Fair and courteous behaviour; and
- XII. Misconducts

The updated Code of Ethics and Conduct can be accessed through the Company's website at WWW.PRIVASIA.COM

**PRACTICE 3.1 :
(B) ANTI-BRIBERY
AND CORRUPTION
POLICY**

The Board has in place the Group's Anti-Bribery and Corruption Policy ("the ABC Policy") which outlines the Group's commitment to conduct business ethically as well as complying with all applicable laws including Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018) ("MACC Act") and any of its amendments made by the relevant authority from time to time.

The ABC Policy provides policy guidance to Directors, employees and business associates the way to recognise and deal with any act of corruption and bribery that may arise in the course of daily business and operation activities within the Group. The ABC Policy of the Group was last reviewed by the Board on 22 May 2023, is available at the Company's website at WWW.PRIVASIA.COM.

**PRACTICE 3.1 :
(C) FIT AND
PROPER POLICY**

In the FYE 2023 the Board has reviewed and approved the Fit and Proper Policy for Directors to be adopted by the Group. The Board is guided by the policy, which sets the criteria in relation to a fit and proper requirement for Directors within the Group by exemplifying integrity and good character to promote and support an ethical culture.

**PRACTICE 3.1 :
(D) DIRECTORS'
AND KEY
MANAGEMENT'S
CONFLICT OF
INTEREST POLICY**

The Board is committed to promote the transparency of conflict of interest and strengthening accountability of the key persons of the Group. On 22 February 2024, the Board established and adopted the Directors' and Key Senior Management's Conflict of Interest Policy, which outlines the procedures governing any conflict of interest, potential conflict of interest and interest in competing business involving the Directors and Key Senior Management of the Company and the Group.

The Policy is available at the Company's website at WWW.PRIVASIA.COM.

**PRACTICE 3.2 :
WHISTLEBLOWING
POLICY**

To encourage the reporting of genuine concerns about malpractice, illegal acts or failures to comply with recognised standards of work without fear of reprisal or victimisation, the Board has in place a Whistleblowing Policy which sets out avenues where legitimate concerns can be objectively addressed. The Audit and Risk Management Committee oversees the administration of the Whistleblowing Policy in an impartial manner, under the purview of the Board.

During the FYE 2023, there was no whistleblowing concern reported to the Company.

A copy of the Whistleblowing Policy last reviewed by the Board on 22 May 2023, is available at the Company's website at WWW.PRIVASIA.COM.

**PRACTICE 4.1 :
MANAGEMENT
RESPONSIBILITY
FOR THE
GOVERNANCE OF
SUSTAINABILITY**

The Board is responsible for formulating ongoing programmes to promote sustainability, where attention is given to environment, social and governance aspects of business which underpin sustainability. With the formation of the Sustainability Working Group, the Group's CEO is in charge of sustainability management. Regular meetings are convened together with Senior Management on a weekly and monthly basis to ensure that the execution of strategies and plans are on track. All progress and key developments are updated to the Board during the meetings.

The Board reviews the progress, key developments and closely monitors the implementation of sustainability related policies and actions in order for the Company to achieve its sustainability related goals.

The Company is well guided by the Board, where sustainability-related matters are presented for deliberation and strategic direction for the Company is set. Matters discussed during this session range from amongst others, potential investments to new business pillars, succession planning and leveraging on new technologies.

Further details are disclosed in the detailed Sustainability Statement of the Annual Report for reference to all stakeholders.

**PRACTICE 4.2 :
COMPANY'S
SUSTAINABILITY
STRATEGIES,
PRIORITIES AND
TARGETS**

Apart from the Sustainability Statement which is in the Annual Report, the Company has published a detailed Sustainability Report. The report covers its sustainability effort which is built on the areas of:

- I. Sustainability Governance
- II. People
- III. Environment
- IV. Innovation
- V. Community

The Board endeavours in the coming years to undertake steps to further develop the Company's sustainability reporting, enhance its reporting credibility and will plan towards engaging external assurance.

**PRACTICE 4.3 :
UNDERSTAND THE
SUSTAINABILITY
ISSUES RELEVANT
TO THE COMPANY
AND ITS BUSINESS,
INCLUDING
CLIMATE-RELATED
RISKS AND
OPPORTUNITIES**

The Board is confident that the Group CEO has a strong understanding on the area of sustainability and is able to engage and lead senior management in addressing sustainability-related matters and risk. It is crucial the Group CEO is able to address sustainability risks and provide guidance on sustainability-related matters.

The senior management is kept abreast with sustainability developments in this constantly evolving environment by attending trainings including webinars and presentation, which includes but is not to be limited to, internal and external training and development programmes.

As for climate-related risks and opportunities, although in actual fact it is not directly connected to the Company's business nature, the Group CEO nevertheless makes an effort to keep himself up-to date with new developments.

**PRACTICE 4.4 :
PERFORMANCE
EVALUATIONS
OF THE BOARD
AND SENIOR
MANAGEMENT**

As part of the Company's Performance Evaluation exercise for the FYE 2023, the NRC evaluates all Directors on a yearly basis. Meanwhile, for senior management, appraisal sessions were conducted by the Group CEO in which the respective Heads of Department were formally assessed on their performance with regard to material sustainability risks, business development and opportunities.

Within the scope of remuneration, the management encourages a culture of organisational, team and individual performance consistent with its strategic goals.

The sustainability-linked Key Performance Indicators contain a balance of short-term and long-term goals.

**PRACTICE 4.5 :
THE BOARD
IDENTIFIES A
DESIGNATED
PERSON**

The Group CEO has been given the responsibility to lead and drive the sustainability agenda across the Group of companies.

**PRACTICE 5.1 :
RE-ELECTION
OF DIRECTORS**

The procedure on the re-election of directors by rotation is set out in the Company's Constitution. All directors are required to undertake an annual assessment where not only the recommendation of director due for re-election is contingent upon satisfactory evaluation, but it is also utilised in determining the effectiveness of the Board and Board committees.

All Directors are required to submit themselves for re-election by rotation at least once in every three (3) years at each Annual General Meeting ("AGM"). Newly appointed Directors shall hold office until the AGM following their appointment and shall then be eligible for re-election by shareholders.

The Company's Constitution also requires that at least one-third (1/3) of the Directors including Executive Directors, to retire from office by rotation and be eligible for re-election at every AGM. All Directors shall submit themselves for re-election at least once every three (3) years from their date of appointment in compliance with the Listing Requirements of the Bursa Securities.

The Board is encouraged to provide new ideas for the better future of the business of the Group. The composition of the Board committees are periodically reviewed and refreshed as and when necessary, in order to bring in new ideas and perspective to the boardroom to ensure that the board is "future-ready".

**PRACTICE 5.2 :
BOARD
COMPOSITION**

To ensure that Board decisions are made objectively with the necessary checks and balances in the best interest of the Company, the Board for FYE2023 is comprised of seven (7) members, two (2) Executive Directors and five (5) Independent Non-Executive Directors ("INED").

The size, composition and effective mix of Executive Directors and INEDs in the Board supports adequate objective and independent deliberation, review and decision making.

In addition, the Board composition of which the majority are INEDs, allows for more effective oversight of management and ensures that no individual or group of individuals dominates the Board's decision-making process. The INEDs participate actively and objectively in Board deliberations and exercise unbiased and independent judgement in Board decisions.

The number of Independent Directors is in compliance with the Ace Market Listing Requirements of Bursa Securities which requires the Board to have at least two (2) Independent Directors or 1/3 of the Board of Directors, whichever is higher.

The profile of each Board member is presented under the Directors' Profile of this Annual Report.

**PRACTICE
5.3 & 5.4 :
TENURE OF
INDEPENDENT
DIRECTORS**

Based on the Board Charter of the Company, the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine years, the Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director.

During the FYE 2023, the Board through the NRC assessed the tenure and the independence of the independent directors based on the criteria set out in the Listing Requirement on an annual basis. The Board is satisfied with the level of independence demonstrated by the five INEDs and their ability to act in the best interest of the Company.

As at 31 December 2023, the tenure of service of the INEDs are as follows:-

	INEDS
LESS THAN 3 YEARS	4
4 YEARS TO 6 YEARS	1
7 YEARS TO 9 YEARS	-
TOTAL	5

**PRACTICE 5.5 :
APPOINTMENT
OF BOARD
AND SENIOR
MANAGEMENT**

In maintaining a competitive advantage, the Board recognises the importance of having a range of different skills, background and experience among its Directors and Senior Management.

The Directors are from diverse professional and business backgrounds with a wide range of academic and professional qualifications, business and financial experience relevant to lead the Group's business activities and as such, are able to effectively discharge their duties and responsibilities on the matters or issues of strategic planning, performance evaluation, resource allocation, setting of standards of conduct, identifying principal risks, reviewing internal control systems etc.

The Board approves the appointment of new Board members, the resignation of existing members, and the re-election of Directors based on the NRC's recommendation, and the NRC is guided by the Fit and Proper policy.

**PRACTICE
5.9 & 5.10:
GENDER
DIVERSITY**

The Group is an equal opportunity employer and provides equal opportunities for all employees with no discrimination of age, race, religion, disabilities or gender.

The Board acknowledges that gender diversity will encourage more constructive debates, leading to better decisions made. Several key positions in the Group are held by women and the Board comprises of two (2) female directors.

The Board notwithstanding the view that diversity should be in tandem with expertise, experience and skills and not gender alone acknowledges the importance of the establishment of a gender diversity policy.

DIVERSITY COMPOSITION OF BOARD MEMBERS DURING FYE 2023

The Board is collective opinion that there was no necessity to adopt formal gender diversity policy as the group is committed to provide fair and equal opportunities and nurturing diversity within the Group.

Diversity composition of the Board Members during FYE 2023 are as follows:

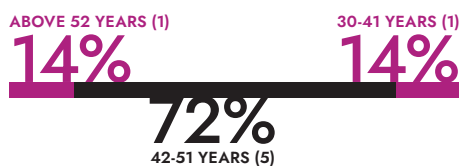
DIRECTORSHIP



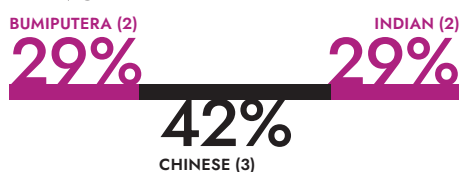
GENDER



AGE GROUP



ETHNICITY



The board is mindful with the recommendation by the Code to have at least 30% women directors on the Board.

Although the company has not reach 30% women representation target at the Board level as recommended, the Board is comfortable with the current composition and it is in compliance with Rule 15.02 of the ACE Market Listing Requirements of Bursa Securities Malaysia Berhad. Nonetheless, the Board is supportive of gender diversity in the boardroom composition as recommended by the Code and the Board will endeavor to consider suitable and qualified female candidates for appointment to the Board in the future.

The Board uses a variety of approaches and sources to ensure that it is able to identify the most suitable candidates. In identifying suitable candidates, the NRC may use open advertising or the services of external advisers to facilitate the search.

The NRC would take into consideration the following criteria before the recommendation to the board is made:-

- I. Required skills, knowledge, expertise and experience;
- II. Time commitment, character, professionalism and integrity;
- III. Ability to work cohesively with other members of the Board;

- IV. Specialist knowledge or technical skills in line with the Group's strategy;
- V. Diversity in age, gender and experience/ background;
- VI. The number of directorships in companies outside the Group; and
- VII. Disclosure on the nature and extend of any conflict of interest (actual/potential) including in any competing business, that he/she has with the Company or the Group.

PRACTICE 5.8 & 7.2 : NOMINATION AND REMUNERATION COMMITTEE

The NRC is responsible for, among others, succession planning, the determination of directors' remuneration packages, and the annual assessment of the board and board committees. During FYE 2023, NRC comprised three members, with all of them being Independent Non-Executive Directors, including the Chairman, which is Mr Danny Leong Kah Chern.

The Directors' remuneration matters fall within the purview of the NRC which is responsible for reviewing and making recommendations to the board. The remuneration for the Directors is reflective of their roles, experiences and level of responsibility in the Board and the Board Committees.

The Group CEO and Group Human Resources Director are invited to the meetings for the purpose of briefing the NRC on the activities involving their areas of responsibility. The NRC held a total of three meetings in FYE 2023.

The summary of activities undertaken by the NRC during FYE 2023 includes the following:-

- I. Reviewed the size and composition of the Board and made recommendations to the Board as regards any changes that may, in their view, be beneficial to the Company and Group;
- II. Reviewed and assessed the independence of INEDs;
- III. Reviewed and assessed the effectiveness of the Board as a whole, committees of the Board and the contribution of individual directors, and reported to the Board on its finding. The annual assessment was conducted in-house and facilitated by the Company Secretaries;
- IV. Reviewed and recommended to the Board of directors who are retiring by rotation to be put forward for re-election;
- V. Reviewed and report to the Chairman of the Board on the performance evaluation of Executive Directors;
- VI. Reviewed and recommend the payment of Directors' fees and other benefits payable to Directors;
- VII. Ensuring the organisational chart and succession to be put in place; and
- VIII. Reviewed and report to the Board on the implementation of succession planning.

The TOR of the NRC is available in the Company's website at WWW.PRIVASIA.COM.

PRACTICE 5.6 & 5.7 : IDENTIFICATION OF CANDIDATES FOR APPOINTMENT OF DIRECTORS

**PRACTICE 6.1 :
BOARD,
BOARD
COMMITTEES
AND INDIVIDUAL
DIRECTOR'S
EVALUATION**

The Board, through the NRC, has established a formal assessment mechanism to carry out an annual evaluation on the effectiveness of the Board, Board Committees, and the contribution of each individual Director, including the independence of INEDs. The assessment criteria for the Board and individual Directors were reviewed and updated in December 2023 and are aligned with practices prescribed under MCGG.

In FYE2023, the assessment on the effectiveness of Board, Board Committees was conducted in-house and facilitated by the Company Secretaries. The assessment was conducted by way of self-assessment, while the performance evaluation on individual Directors has been conducted by peer assessment.

In addition, the NRC has also evaluated the performance of the Executive Directors. The Chairman of the NRC shared the outcome with the Chairman of the Board for consultation, and the result of the consultation was delivered to the Executive Directors.

The NRC upon conducting its annual assessment on the Board, Board Committees and individual Director for the FYE2023, was satisfied that:

- I. The size and composition of the Board and Board Committees are optimum with the appropriate mix of knowledge, skills, attributes and core competencies;
- II. The Board and Board Committees has been able to discharge its duties professionally and effectively in consideration of the scale and breadth of the operations;
- III. All the Directors continue to uphold the highest governance standards in their conduct and that of the Board;
- IV. All the Members of the Board are well qualified to hold their positions as Directors of the Company in view of their respective academic and professional qualifications, and depth of knowledge, skills and experience and their personal qualities;
- V. The Independent Directors comply with the definition of Independent Directors as stated in the ACE Market Listing Requirements of Bursa Securities, where none of the tenure of an Independent Director exceeds a cumulative of nine years, and therefore would be able to function as a check and balance and bring an element of objective to the Board; and
- VI. The Directors comply with the requirement prescribed under Rule 15.06 of ACE Market Listing Requirement as they hold either one or only a few directorships in public listed companies as described below:
 - a. Holding only one directorship: 4 Directors
 - b. Holding two directorships: 1 Director
 - c. Holding three directorships: 1 Director
 - d. Holding five directorships: 1 Director

**PRACTICE 7.1 :
REMUNERATION
POLICIES**

The Group aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Group successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.

The NRC is responsible for reviewing and recommending a formal and transparent remuneration framework or policy and procedure for Executive Directors and Senior Management. The Group Human Resource Director is invited to assist the NRC by providing the relevant information before any recommendation is made to the Board.

In doing so, the NRC perform the following:-

- I. Ensure that remuneration policies and packages of Executive Directors and Senior Management are reflective of the Group's demands, complexities and performance as a whole as well as skills and experience required, and in line with the strategic objectives of the Company which rewards contribution to the long term success of the Company; and
- II. Ensure alignment of the compensation scale to corporate performance and that compensation offered is in line with current market practices by comparable companies, time commitment, responsibilities and employment conditions elsewhere within the Group and the market.

The remuneration policies are disclosed in the Board Charter which is available in the Company's website at WWW.PRIVASIA.COM.

**PRACTICE 8.1 :
DIRECTORS
REMUNERATION -
COMPANY**

The Board has proposed the adoption of the same Directors' fee structure and rates for FYE 2024 and the fees to be paid on a monthly basis. The Directors' fees for FYE 2024 are subject to the approval of the shareholders of the Group at the upcoming AGM.

The aggregate remuneration of Directors' of the Group and of the Company for the FYE 2023 are as follows:-

EXECUTIVE DIRECTORS	SALARIES & OTHER EMOLUMENTS	FEES	ALLOWANCE	BONUS	DEFINED CONTRIBUTION	SOCSSO EIS	BENEFITS IN KIND	TOTAL
DATUK PUVANESAN A/L SUBENTHIRAN	-	RM54,000	RM8,500	-	-	-	-	RM62,500
ANDRE ANTHONY A/L HUBERT RENE	-	RM54,000	RM8,000	-	-	-	-	RM62,000
NON-EXECUTIVE DIRECTORS	SALARIES & OTHER EMOLUMENTS	FEES	ALLOWANCE	BONUS	DEFINED CONTRIBUTION	SOCSSO EIS	BENEFITS IN KIND	TOTAL
DATO' AZMAN BIN MAHMUD	-	RM66,000	RM3,500	-	-	-	-	RM69,500
HAIDA SHENNY BINTI HAZRI	-	RM60,000	RM7,500	-	-	-	-	RM67,500
LEONG KAH CHERN	-	RM60,000	RM8,000	-	-	-	-	RM68,000
RACHEL LAU JEAN MEI	-	RM54,000	RM3,500	-	-	-	-	RM57,500
YIP KIT WENG	-	RM54,000	RM7,500	-	-	-	-	RM61,500

**PRACTICE 8.1 :
DIRECTORS
REMUNERATION -
SUBSIDIARY**

EXECUTIVE DIRECTORS	SALARIES & OTHER EMOLUMENTS	FEES	ALLOWANCE	BONUS	DEFINED CONTRIBUTION	SOCSSO EIS	BENEFITS IN KIND	TOTAL
DATUK PUVANESAN A/L SUBENTHIRAN	RM542,400.00	-	RM30,000.00	-	RM70,512.00	RM1,158.60	-	RM644,070.60
ANDRE ANTHONY A/L HUBERT RENE	RM516,000.00	-	RM30,000.00	-	RM67,080.00	RM1,158.60	-	RM614,238.60

**PRACTICE
8.2 & 8.3 :
SENIOR
MANAGEMENT
REMUNERATION**

RANGE OF REMUNERATIONS DURING THE YEAR	NUMBER OF SENIOR MANAGEMENT
RM50,001 – RM100,000	1
RM100,001 - RM150,000	1
RM150,001 - RM200,000	1
RM200,001 - RM250,000	2
RM250,001 - RM300,000	2
RM300,001 - RM350,000	-
RM350,001 - RM400,000	1
RM400,001 - RM450,000	1

The range of remuneration of the top nine (9) senior management's remuneration which includes salary and other emoluments are as per table on the left.

The Board is of the opinion that disclosure on a named basis is not required due to security and privacy reasons and the disclosures presented above is sufficient to allow shareholders to make an informed decision.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

PRACTICE 9.1 : CHAIRMAN OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The Chairman of ARMC is chaired by an Independent Director who is not the Chairman of the Board. During the FYE 2023, Ms. Haida Shenny Binti Hazri was the Chairperson of ARMC.

PRACTICE 9.2 : FORMER KEY AUDIT PARTNER COOLING-OFF PERIOD

Currently there are no members of the ARMC who are former key audit partners of the Company.

At this juncture, the Board has the view that the appointment of former key audit partner may exert significant influence over the audit. Should a former key audit partner be considered as a candidate for the ARMC, a cooling off period will be required before appointment.

PRACTICE 9.3 : EXTERNAL AUDITOR

Through the ARMC, the Company has always maintained a close and transparent relationship with its external auditors in seeking professional advice and ensuring compliance with the Malaysian Financial Reporting Standards and Companies Act, 2016 in Malaysia.

The interactions between the parties include the discussion of an audit plan, audit findings and corrective actions, where appropriate and the conclusion of the financial statements. The ARMC meet at least once with the external auditors without the presence of the Executive Directors and management.

The ARMC has assessed and is satisfied with the competency and independence of the external auditors. This assessment amongst others include:

- I. Ensuring auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners;
- II. The resource capacity and competency of audit members assigned by the External Auditors;
- III. The level of fees including non-audit services fees paid by the Company to the External Auditors;
- IV. The timeliness and completion of the audit; and
- V. Obtaining written assurance from the External Auditors confirming independence throughout the conduct of the audit in accordance with the terms of all relevant professional and regulatory requirements.

The ARMC had recommended the re-appointment of the external auditors to the Board and thereafter to be tabled for the shareholders' approval at the forthcoming AGM.

PRACTICE 9.4, 9.5 & 10.3 : AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC comprised solely of INEDs. The composition of the ARMC are:-

NAME OF DIRECTORS	DESIGNATION	DIRECTORATE
HAIDA SHENNY BINTI HAZRI	CHAIRPERSON	Independent Non-Executive Director
LEONG KAH CHERN	MEMBER	Independent Non-Executive Director
YIP KIT WENG	MEMBER	Independent Non-Executive Director

The ARMC currently comprises of members with professional experience in financial, taxation and legal of which one of the member is a member of the Malaysian Institute of Accounts (MIA). Having an ARMC that is financially literate and independent enable a continuous application of a critical and probing view on the Company's financial reporting process, transactions and other financial information, and effectively challenge management's assertions on the Company's financials.

The summary of the activities of the ARMC during FYE 2023 are set out under the Audit and Risk Management Committee Report in this Annual Report.

**PRACTICE
10.1 & 10.2 :
RISK MANAGEMENT
AND INTERNAL
CONTROL
FRAMEWORK**

The Board affirms its responsibility in identifying principal risks and ensuring implementation of a proper risk management system to manage such risks.

The Board and the ARMC has put in place an Enterprise Risk Management (“ERM”) Framework and internal control systems to effectively discharge its responsibility in managing risks and counter threats arising from these risks.

The ERM Manual is implemented with an aim to provide practical guidance for developing, implementing and enhancing the ERM framework. The ERM Manual is structured into sections to:

- I. Provide a reference for the Board and Management on the concept, definition and processes of risk management of the Group;
- II. Provide a guide for developing and implementing the ERM Framework to support the implementation of risk management requirements and enhance the practice of ERM throughout the Group; and
- III. Provide details (including examples) of risk management processes, tools, templates and procedures that are customised for the development and implementation of the ERM Framework.

For the financial year, internal audits were carried out in accordance with the approved Internal Audit Plan which had taken into consideration the Company’s Enterprise Wide Risk Profile.

The results of these internal audits were tabled and reported to the ARMC including the gaps, recommendations and advice by the internal auditors. Management’s response and targeted implementation timeline with respect to the areas for improvement were also taken into consideration for further improvements.

**PRACTICE
11.1 & 11.2 :
INTERNAL
AUDIT**

The mission of the Internal Audit Function is to provide independent and objective assurance and consulting function that adds value and improves the operations of the Group. It will assist the Group to achieve its objectives through systematically evaluating and improving the risk management, internal controls and corporate governance within the Group.

In discharging the ARMC’s responsibilities of ensuring that the Internal Audit Function is effective and function independently, the Group’s Internal Audit Function is outsourced to Crowe Governance Sdn. Bhd. (the “Internal Auditors”), a professional consulting firm.

An Internal Audit Charter that has been reviewed and approved by the ARMC is in place to define the purpose of the Internal Audit function, as well as the scope, authority and responsibilities. In the performance of responsibilities, the Internal Auditors adheres to the International Professional Practices Framework (“IPPF”) issued by the Institute of Internal Auditors which includes the International Standards for the Professional Practice of Internal Auditing and the Code of Ethics.

To uphold independence, the Internal Auditors independently reports directly to the Audit and Risk Management Committee and are not authorised to:

- I. Perform any operational duties for the Group;
- II. Initiate or approve accounting transactions; and
- III. Direct the activities of the Group’s employees, except to the extent that the employee has been appropriately assigned to assist the Internal Auditors.

Further details on the Internal Audit Function are reported in the Statement on Risk Management and Internal Control on page 60 to 62.

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

PRACTICE 12.1 : STAKEHOLDERS COMMUNICATION

The Company strictly adheres to the disclosure requirements of Bursa Securities and recognises the importance of timely and equal dissemination of information to shareholders and stakeholders to fulfil transparency and accountability objectives.

A Corporate Disclosure Policy was established to ensure that communications to the public regarding the Group are timely, factual, accurate and complete. Another key channel of communication with the shareholders, investors and the investment community at large is the Group's investor relations function.

The institutional shareholders, fund managers, research analysts and substantial shareholders have a direct channel and are able to enter into a dialogue with the Company's representatives.

The Company also maintains a website (WWW.PRIVASIA.COM) through which shareholders and members of the public in general can gain access to information about the Group.

PRACTICE 12.2 : INTEGRATED REPORTING

Integrated reporting enables concise communication about how an organisation's strategy, governance, performance and prospects, in the context of its external environment, lead to the creation of value over the short, medium and long term.

The Board acknowledges that having such reports benefits all stakeholders interested in an organisation's ability to create value over time, including employees, customers, suppliers, business partners, local communities, legislators, regulators and policy-makers.

The Company is not a Large Company under the Code and is not required to adopt integrated reporting. The Board will look into implementing integrated reporting in future.

PRACTICE 13.1 : NOTICE OF ANNUAL GENERAL MEETING (AGM)

The AGM remains the principal forum for communication and dialogue with the shareholders of the Company. Shareholders are notified of the AGM and provided with a copy of the Company's Annual Report at least twenty-eight (28) days before the date of the AGM.

The Company ensures that sufficient notice period is given to the shareholders in order for them to schedule their time to attend the Company's AGM. The Notice of 15th AGM, the relevant explanatory notes providing background information reports or recommendations related to the proposed resolutions and the form of Proxy has been sent out to shareholders at least 28 days prior to the date of the 15th AGM, so as to afford shareholders sufficient time to consider the proposed resolutions at the 15th AGM as well as to allow for arrangement of proxies to attend the 15th AGM on their behalf, if required.

PRACTICE 13.1 : NOTICE OF ANNUAL GENERAL MEETING (AGM) (continued)

In line with the Company's ESG initiative, the shareholders are given a QR Code to download the notice of AGM, Proxy Forms, Administrative Guide and annual report or it also can be downloaded from the Company's website at WWW.PRIVASIA.COM.

To foster better transparency, the polling is performed independently, with an Independent Scrutineer appointed to verify the polling procedures and observe that polling process is properly carried out.

The Independent Scrutineer, will confirm the results of the polls before submission to the Chairman for announcement of the results.

PRACTICE 13.2 : DIRECTORS' ATTENDANCE OF ANNUAL GENERAL MEETING

The entire Board is committed to attend the AGM. During the AGM, the Board members are prepared to respond to all queries and had undertaken to provide sufficient clarification on issues and concerns raised by the shareholders.

The external auditors are also present to provide their professional and independent clarification on queries raised by shareholders. Status of all resolutions proposed at the AGM is announced to Bursa Malaysia at the end of the meeting day.

All Directors of the Company, save except Ms Rachel Lau Jean Mei, Chairmen of ARMC and NRC as well as the Group Finance Director have attended and participated in the 15th AGM.

PRACTICE 13.3, 13.4, 13.5 & 13.6 : LEVERAGE OF TECHNOLOGY

The 15th AGM of the Company was held at PRIVASIA's office, C-21-02, 3 Two Square, No. 2, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 28 June 2023.

The Company values its shareholders and ensured that the meeting provide sufficient information on the development of the Company. The Group CEO presented the financial performance highlights of the Group for the FYE 2022. The presentation by the Group CEO, provided the shareholders with an update on the company's development, future plan and strategies moving forward. In addition, written queries from the Minority Shareholders Watch Group and corresponding responses from the Company was also presented.

After the AGM, the Board allocated a special session for questions and answer with the shareholders. There was active participation by the shareholders and all directors present to engage with shareholders. The minutes containing the discussion during the AGM was published to the Company's website which is assessable to all its shareholders.

The Board noted the advantages of electronic voting as promoted by the MCGG. However, the Board is of the opinion that the implementation of the remote shareholders meeting will only be conducted based on various consideration taking into account the number of shareholders and their location and costs involved.

**ADDITIONAL
INFORMATION :
MEETING
ATTENDANCE**

The Board meets on a quarterly basis, with additional meetings convened as and when required. All Directors have attended all the Board meetings held during the FYE 2023 and have complied with the attendance requirement for Board meetings as stipulated in the Listing Requirements.

Details of Directors' attendance at Board and Board Committee meetings during the FYE2023 are summarised as follows:-

**BOARD OF
DIRECTORS'
MEETING**

NAME OF DIRECTORS	ATTENDANCE
DATO' AZMAN BIN MAHMUD (CHAIRMAN)	5/5
DATUK PUVANESAN A/L SUBENTHIRAN	5/5
ANDRE ANTHONY A/L HUBERT RENE	5/5
HAIDA SHENNY BINTI HAZRI	5/5
LEONG KAH CHERN	5/5
YIP KIT WENG	5/5
RACHEL LAU JEAN MEI <i>Resigned on 01/04/2024</i>	5/5

**AUDIT & RISK
MANAGEMENT
COMMITTEE
MEETING**

NAME OF DIRECTORS	ATTENDANCE
HAIDA SHENNY BINTI HAZRI (CHAIRPERSON)	5/5
LEONG KAH CHERN	5/5
YIP KIT WENG	5/5

**NOMINATION &
REMUNERATION
COMMITTEE
MEETING**

NAME OF DIRECTORS	ATTENDANCE
LEONG KAH CHERN (CHAIRMAN)	3/3
HAIDA SHENNY BINTI HAZRI	3/3
RACHEL LAU JEAN MEI <i>Resigned on 01/04/2024</i>	3/3

**ADDITIONAL
INFORMATION :
DIRECTOR'S
TRAINING**

Directors' training is an on-going process as Directors recognise the need to continually refresh and develop their knowledge and skills, and to update themselves with developments in the industry and the business landscape in order for the Group to remain competitive

All Directors have attended the Mandatory Accreditation Programme for Directors of PLCs. During FYE2023, the Directors of the Company attended various forums, programmes, workshops and seminars as shown in the table on the below:-

**LIST OF TRAINING
ATTENDED BY
DIRECTORS AS AT
31 DECEMBER 2023**

NAME OF DIRECTORS	DATE	DETAILS OF PROGRAMME/SEMINAR
DATO' AZMAN BIN MAHMUD	12/01/2023	Cyber Security Awareness Training for Board of Directors
	28/02/2023	Corporate Governance Monitor 2022
	28/02/2023	Guidance on Management of Cyber Risks
	28/02/2023	Guidance 4 *5 on Public Listed Companies ("PLC") Transformation Programme
	21/03/2023	Sustainable Fertilizer Technologies Seminar
	22/05/2023	QRD Program - Series 1 - Board Risk Oversight Best Practices: A Strategic Approach.
	23/06/2023	DFI Green Finance Forum: Empowering DFIs to Bridge Funding Gaps and Drive Economic and Climate Resilience
	18/07/2023	QRD Program: Risk Appetite, Risk Tolerance and Risk Maturity Frameworks
	13/09/2023	Upholding Financial Integrity - Anti Money Laundering & Ethic Awareness Program
	27/12/2023	Bursa E-Learning on Bribery and Anti Corruption
DATUK PUVANESAN A/L SUBENTHIRAN	18/07/2023	Dialogue Series With Tan Sri Dato Tan Boon Seng
	22/08/2023	Realising The True Potential Of 5G For Malaysian Business
	26-27/09/2023	Malaysia ICT Summit
	2-3/10/2023	Khazanah Megatrend Forum
	10-12/10/2023	Asia-Pacific Satellite Communications Council
	25/10/2023	Celcomdigi My 5G
	28/10/2023	Glocomp Executive Networking
	07/11/2023	ESG Transformation Workshop To Attract Ethical Investor
	07/11/2023	Together Towards The Future
ANDRE ANTHONY A/L HUBERT RENE	29-30/03/2023	ICC Future Trade Forum
	10/05/2023	Public Listed Companies (PLC) Transformation Programme: #digital4ESG Forum: Exploring the Intersection of Digitalisation and ESG
	08/06/2023	SUMMIT - The Premier Gathering on AI and Robotics
HAIDA SHENNY BINTI HAZRI	13/04/2023	GCC BDI-Ask the Expert Series: Board Oversight of Climate Change
	04/05/2023	Global Marketing Trends By Deloitte Digital Middle East
	04/05/2023	GCC Board Directors Institute Membership Chapter Event
	25/05/2023	ICDM Power Talks - Advancing Cyber Resilience - Board's Top 3 Must Know
	14-15/06/2023	GCC Board of Directors Workshop - Strategic Thinking
	26-28/06/2023	Energy Asia Exhibition
	12/07/2023	GCC Board Directors Institute Expert series - Leadership Through Transformation
	05-08/09/2023	GasTech Conference Singapore
	25/09/2023	Preparing for an IPO
	02-05/10/2023	ADIPEC Abu Dhabi
	23/10/2023	13th National Dialogue for Climate Ambition (NDCA)
	25/10/2023	The New SySTEM – Reshaping the Tech Landscape
	25/10/2023	Modern AI – How Can Small Countries compete in Big Tech

**LIST OF TRAINING
ATTENDED BY
DIRECTORS AS AT
31 DECEMBER 2023
(continued)**

NAME OF DIRECTORS	DATE	DETAILS OF PROGRAMME/SEMINAR
HAIDA SHENNY BINTI HAZRI (continued)	25/10/2023	The New sySTEM: Reshaping the Tech Landscape with AWS
	01-02/11/2023	Dubai Business Forum
	06-07/11/2023	Mandatory Accreditation Program Part II: Leading for Impact
	23/11/2023	PNB Knowledge Forum - Education Reimagined
	29/11/2023	GCC BDI UAE Membership Chapter
	01/12/2023	Navigating ESG – International Sustainability Standards, Compliance & Risk.
LEONG KAH CHERN	11/05/2023	Conducting A Better AGM
	06/11/2023	MSWG Governance, Risks & Controls
	27/11/2023	Securities Commission Malaysia's Audit Oversight Board Conversation With Audit Committee
	30/11/2023	ESG Advocates Circle 2023: Renewable Energy
	01/12/2023	ICDM PowerTalk: Climate Change & Carbon Footprint – Getting the Right Financial Risk & Reporting Perspectives
RACHEL LAU JEAN MEI	13-14/12/2023	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)
YIP KIT WENG	08/03/2023	International Woman's Day: in conversation with YB Hannah Yeoh
	20/03/2023	Positive Psychology at Work
	21/03/2023	Why data automation is essential for business growth
	30/03/2023	Tax update series: Beyond tax; getting the best of your tax filing
	05/04/2023	The rise of Generative AI, how should accountants respond
	12/04/2023	Buka Puasa talk: Neurodiversity at work
	13/04/2023	Policy leaners to dare sustainable progress
	18/04/2023	Is your boss a narcissist?
	10/05/2023	Can China Continue to Deliver Growth?
	16/05/2023	Unlocking the Power of Online Marketplaces: Tips and Insights from Octopia Experts
	17/05/2023	Building Value with ESG : The Important Role of Accountants
	17/05/2023	The G7 summit in Japan: what to expect
	25/05/2023	Will China's Reopening Turbocharge Commodities?
	06/06/2023	Restoring Democracy in Thailand: Election Analysis
	08/06/2023	Updates on Indirect Taxes
	09/06/2023	Financial and Debt Management Initiatives for SMEs and Individuals
	21/06/2023	Your journey to e-invoicing in Malaysia
	13/07/2023	The Future of the payments landscape
	20/07/2023	Dialogue with Inland Revenue Board CEO and Senior Management - E-invoicing and Voluntary Amnesty Program
	21/07/2023	In conversation with Dato Muhammad Azlan, Group CEO of Prolintas - My Journey, My Success
	21/07/2023	ASB CEO Fireside Chat Series: Leading with Impact: Uniting, Empowering, and Igniting
	01/08/2023	Navigating Fixed Income Markets : The Role of Credit Research for Investment Success
	16/08/2023	The Future of Thailand's Market : What Investors Need to Know

**ADDITIONAL
INFORMATION :
DIRECTOR'S
TRAINING**

**LIST OF TRAINING
ATTENDED BY
DIRECTORS AS AT
31 DECEMBER 2023
(continued)**

NAME OF DIRECTORS	DATE	DETAILS OF PROGRAMME/SEMINAR
YIP KIT WENG (continued)	18/08/2023	ASB CEO Fireside Chat Series: Trespassings, Leadership Lessons from 77 Train Rides BC and other Journeys
	22/08/2023	Advocacy Session for Directors and CEOs of Main Market Listed Issuers
	23/08/2023	Sharing on Special Pathways by ACCA and Talk on Accounting on Society's Values
	04/09/2023	The Arrival of ISSB Standards and the Continued Relevance of Integrated Reporting
	06/09/2023	Nuclear Risk in the Indo-Pacific
	07/09/2023	How is Malaysia Faring under its 12th Plan ? Are Major Revisions Required ?
	14/09/2023	Banking Sector Outlook
	21/09/2023	Underground Economy in Malaysia : How Bad it is?
	21/09/2023	Demystifying Self Managed Superannuation Funds (SMSF) and Superannuation
	21/09/2023	Building Resilience in a Turbulent World - Exclusive Chat with Adam Grant, Organisational Psychologist
	27/09/2023	Positioning for Technology Recovery, Higher Rates for Longer and the New REITS Paradigm
	06/10/2023	What amounts to a conflict of interest by Directors
	10/10/2023	The Revival of the Japanese Stock Market : Is this time different ?
	11/10/2023	ESG Investing : All About Shariah Investing
	13/10/2023	Capital Markets Malaysia : Corporate Venture Capital Programme - Getting the Board on Board
	16/10/2023	Emerging Nuclear Risks: Confrontation and Deterrence in the Indo Pacific
	17/10/2023	Malaysia Rating Corporation Berhad (MARC) : Post-Budget 2024 Thoughts
	17/10/2023	Entrepreneurs Summit IV 2023
	17/10/2023	Sustainability Connect Asia : UWA Alumni in Asia
	18-20/10/2023	CPA Congress 2023 : Flex Forward
	23/10/2023	Joint Committee on Climate Change: JC3 Journey to Zero Conference 2023
	24/10/2023	Frontiers in International Finance
	25/10/2023	Budgets Insights Live - All About Shariah Investing
	28/10/2023	Gearing up For a Greener Malaysia & Monetization of 5G
	31/10/2023	Asia Development Bank (ADB), Amazon Web Services (AWS), Economic Research Institute for Asean (ERIA) Digital Policy Series: Digital Upskilling
	08/11/2023	The Middle East in Crisis : Implications of the Israel-Hamas War
	14/11/2023	Australia-China Relations and the Albanese Visit
	16/11/2023	Navigate your property's tax journey to maximise the benefits
	21/11/2023	The 6th Well Ageing Society Summit Asia
	22/11/2023	FM70 Outlook - Can Malaysia Stocks Outperform in a Global Recession and Inflation
	24/11/2023	Ad-Venture Capital 2023, Moving up the Semiconductor Value Chain
	28/11/2023	Spenda Webinar: How to weaponise your supply chain with the right payment solution
	28/11/2023	Is Santa Coming to Save Q4 2023 and Beyond?
	13-14/12/2023	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)

DIRECTORS' RESPONSIBILITY STATEMENT IN RELATION TO THE FINANCIAL STATEMENTS

The Board is aware of its responsibilities to the shareholders and the requirements to present a balanced and meaningful assessment of the Group's financial position, by means of the annual financial and quarterly report's statements and other published information.

The Directors are required to ensure that the financial statements of the Group and the Company are drawn up in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016, in Malaysia so as to give a true and fair view of the state of affairs of the Group and the Company for FYE2023.

With assistance from the Audit and Risk Management Committee, the Board has reviewed both the financial and statutory compliance aspects of the Audited Financial Statements.

In preparing the financial statements, the Directors have selected and applied consistently appropriate accounting policies and made reasonable and prudent judgments and estimates.

The Directors also have a general responsibility for taking such steps that are reasonable to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

COMPLIANCE WITH THE CODE

The Group has adopted all practices and recommendations with exception of the following:

PRACTICE	EXPLANATION OF DEPARTURE
5.9	To have at least 30% women directors on the Board. The Board is comfortable with the current composition and it is in compliance with Rule 15.02 of the ACE Market Listing Requirements of Bursa Securities Malaysia Berhad.
5.10	To disclose in its annual report the Company's policy on gender diversity for the Board and Senior Management. The Board has a collective opinion that there was no necessity to adopt a formal gender diversity policy as the group is committed to providing fair and equal opportunities and nurturing diversity within the Group.
8.2 & 8.3	Detailed disclosure on remuneration of top five (5) senior management and each member of senior management on a named basis is not disclosed due to security and privacy reasons. The Board is of the opinion that disclosures presented above is sufficient to allow shareholders to make an informed decision.
12.2	The Company is not a Large Company under the Code and is not required to adopt integrated reporting.
13.3	The Company does not have a large number of Shareholders nor utilise the leverage of technology to encourage remote shareholders to participate in the AGM.
13.5	Not applicable as the Company conducted physical AGM.

This Statement of Corporate Governance is made in accordance with the resolution of the Board

The Board is satisfied that the Group has maintained high standards of Corporate Governance and had strived to achieve the highest level of integrity and ethical standard, in all its business dealings, including compliance with the Code throughout the FYE2023.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

INTRODUCTION

The Board of Directors is pleased to present the report on the Audit and Risk Management Committee ("ARMC") for the financial year ended 31 December 2023 ("FYE 2023"), which provides insights to the manner in which the ARMC had discharged its functions, in compliance with Rule 15.15 of the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Malaysian Code on Corporate Governance ("MCCG").

A. COMPOSITION

The ARMC comprises three (3) members, all of whom are independent non-executive directors. This complies with Rule 15.09(1)(a) and (b) of the AMLR of Bursa Securities and Practice 9.4 under Principle B of the MCCG.

Members of the ARMC during the financial year are as follows:-

NAME	DESIGNATION	DIRECTORSHIP
HAIDA SHENNY BINTI HAZRI	Chairperson	Independent Non-Executive Director
LEONG KAH CHERN	Member	Independent Non-Executive Director
YIP KIT WENG	Member	Independent Non-Executive Director

One member of the ARMC, Mr Yip Kit Weng, is a Chartered Accountant with Chartered Accountants Australia and a member of the Malaysian Institute of Accountants ("MIA"). The ARMC, therefore, meets the requirements of Rule 15.09(1)(c) of the AMLR of Bursa Securities, which stipulates that at least one (1) member of the ARMC must be a qualified accountant.

All members of the ARMC are financially literate and are able to analyse and interpret financial statements to effectively discharge their duties, roles and responsibilities for the Company.

B. MEETINGS

For the FYE 2023, a total of five (5) meetings were held and the details of attendances are as set out below:

NAME OF DIRECTORS	ATTENDANCE
HAIDA SHENNY BINTI HAZRI	5/5
LEONG KAH CHERN	5/5
YIP KIT WENG	5/5

The Chairperson of the ARMC reports to the Board on principal matters deliberated at the ARMC meetings. Minutes of each ARMC meeting were recorded by the company secretaries and tabled for confirmation at the following ARMC meeting and subsequently presented to the Board for notation.

In addition, the Group Chief Executive Officer, the Executive Director, the Group Finance Director, key management personnel, external auditors and outsourced internal auditors also attended the meetings when invited by the ARMC to provide and present reports or information during the deliberation of matters pertaining to their respective areas, in the meetings. The ARMC also had meetings with the external auditors without the presence of Management where they were given the opportunity to raise any concerns or professional opinions and thus, to be able to exert its functions independently.

C. TERMS OF REFERENCE

In performing its duties and discharging its responsibilities, the ARMC is guided by a Terms of Reference ("TOR"). This TOR which may be revised or amended from time to time as and when required to adhere to the changes made to AMLR, MCCG and Companies Act 2016. Any revisions or amendments shall then be approved by the Board.

The TOR of the ARMC has been revised, approved and adopted by the Board on 22 February 2024. The revised TOR for ARMC enhanced the scope of the ARMC in identifying and reviewing the conflict of interest in line with the amendments of the AMLR.

The revised TOR of the ARMC is available for reference under the "Investor Relations" section of the Company's website at WWW.PRIVASIA.COM.

D. SUMMARY OF ACTIVITIES

The following activities were carried out by the ARMC during the FYE 2023:

- I. Reviewed the Group's unaudited quarterly financial results and the annual audited financial statements prior to the submission to the Board for their consideration and approval. In conducting such a review, the ARMC had sought explanations and additional information from Management on the reasons for any significant variances in the Group's financial performance. During the respective Board Meeting, the Chairman of the ARMC briefed the Board on issues raised in respect of the financial results and recommendations of the ARMC thereon;
- II. Reviewed the Audit Committee Memorandum with the External Auditors for the financial year ended 31 December 2022 and the Audit Plan for the year 2023;
- III. Met up with the External Auditors without the presence of the Executive Directors and Management;
- IV. During the review of the Group's twelve months financial results, representatives of the External Auditors were invited to discuss the Group's financial statements for the financial year ended 31 December 2022. Management's response to all pertinent issues and findings was raised and noted by the external auditors during their examination of the said group accounts, together with their recommendations regarding the findings;
- V. The ARMC reviewed the financial projections, account receivables, legal cases, cashflow projections, and comparison of budget vs actual results against the Group's financial result. During the review, the ARMC sought explanations and requested for supporting documentation to understand the response from the Management on the impact on the Group's performance resulting from the issues highlighted by the Management;
- VI. Considered the internal audit function of the Group;
- VII. Reviewed and deliberated the internal audit reports presented by the internal auditors and considered the significant findings of the internal audit in the Group's operating subsidiaries through the review of the internal audit reports tabled and management response thereto and ensured that appropriate and prompt remedial action had been taken by Management on lapses in controls or procedures identified by internal auditors;
- VIII. Reviewed the significant changes pertaining to the relevant regulatory requirements, as well as accounting and auditing standards that affect the Group and the adoption of such changes by the Management;
- IX. Reviewed the Audit and Risk Management Committee Report and Statement on Risk Management and Internal Control;
- X. Ensured outsourced internal audit function has adequate resources, consisting of adequately skilled people;
- XI. Reviewed related party transactions and

conflict of interest situations that may arise within the Company and the Group to ensure that the transactions entered into were on an arm's length basis and on normal commercial terms. In reviewing the related party transactions and conflict of interest, the interested director was excused from deliberation on the matter. The ARMC had invited the Management to provide the briefing on the matter before it was recommended to the Board for approval;

- XII. Evaluate the performance and independence of the external auditors and made recommendations to the Board on their re-appointment and the proposed audit's fee for approval;
- XIII. Received the whistleblowing report; and
- XIV. Reviewed and considered on the changes to the Terms of Reference of ARMC to in line with the current changes in MCCG, and other requirements before recommending to the Board for approval.

E. INTERNAL AUDIT FUNCTIONS

The Group's internal audit function is outsourced to Crowe Governance Sdn. Bhd., a professional consulting firm, which provides support to the ARMC in monitoring and managing risks and internal control systems of the Group.

The main role of the internal audit function is to review the effectiveness and adequacy of the existing internal control policies and procedures and to provide recommendations, if any, for the improvement of the internal control policies and procedures. All internal auditors' reports are deliberated by the ARMC and recommendations made are acted upon.

During FYE 2023, the internal auditors carried out the following activities:-

1. SCOPE OF INTERNAL AUDIT REVIEW:

PRIVASIA Sdn Bhd	Sales, Billing, Marketing and Credit Control
FINANSHERE Sdn Bhd	Sales, Billing, Marketing and Credit Control
Group Centralised Function	Compliance with Section 17A of the MACC (Amendment) Act 2018
Group	Internal Follow-Up Audit

2. PRESENTED OVERALL RATING ON BUSINESS PROCESSES.

3. PRESENTED SUMMARY ON PRIORITISATION OF AUDIT FINDING FOR ACTIONS/IMPLEMENTATION.

4. PRESENTED SUMMARY ON INTERNAL AUDIT FINDING.

Further details on the internal audit function are reported in the Statement on Risk Management and Internal Control on page 60 to 62.

The total costs incurred for the internal audit function of the Company for the FYE 2023 was RM40,000.

This report was made in accordance with a resolution of the Board passed on 24 April 2024.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors (“the Board”) is pleased to present its Statement on Risk Management and Internal Control for the financial year ended 31 December 2023. This Statement is prepared pursuant to paragraph 15.26(b) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, and in accordance with the Principles and Best Practices provisions relating to risk management and internal controls provided in the Malaysian Code on Corporate Governance (“Code”). This Statement is guided by the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers.

BOARD'S RESPONSIBILITIES

The Board acknowledges its overall responsibility for maintaining a sound and effective system of risk management and internal controls, which includes the establishment of an appropriate risk and control framework as well as the review of its effectiveness, adequacy and integrity. It should be noted, however, that such systems are designed to manage rather than to eliminate the risk of failure to achieve business objectives. In addition, it should be noted that these systems can only provide reasonable but not absolute assurance against material misstatement or loss.

There is an ongoing process for identifying, evaluating and managing the significant risks faced by the Group in its achievement of objectives and strategies. This process includes enhancing the risk management and internal control system as and when there are changes to the business environment or regulatory guidelines. The process has been in place during the year up to the date of approval of the annual report and is subject to review by the Board.

The Board is assisted by management in implementing the Board's policies and procedures on risk and control by identifying and assessing the risks faced, and in the design, operation and monitoring of suitable internal controls to manage and control these risks.

The key features of the risk management and internal control systems are described below:

RISK MANAGEMENT

The Board recognises that risk management should be an integral part of the business operation.

The Group has in place risk profiles of major business units. Key risks of major business units were identified, assessed and categorised to highlight the source of risk, their impacts and the likelihood of occurrence. Risk profiles for the major business units were identified.

The risk profile of the major business units of the Group are being monitored by its respective key management staff and existing Enterprise Risk Management (“ERM”) Framework of the Group is continuously assessed to identify enhancement required, if any. Key risks of the Group are discussed at Management and Board Meetings.

Existing Enterprise Risk Management (“ERM”) Framework of the Group has been assessed to identify enhancement required. This is to ensure a robust and sustainable ERM framework is aligned with the Group's vision and missions, as the Group firmly believes that risk management is critical for the Group's sustainability and the enhancement of shareholder value.

INTERNAL CONTROL

The Board receives and reviews quarterly reports from the management on key financial data, and regulatory matters. This is to ensure that matters that require the Board and management's attention are highlighted for review, deliberation and decision on a timely basis. The Board approves appropriate responses or amendments to the Group's policy. Besides, the results of the Group are reported quarterly and any significant fluctuations are analysed and acted on in a timely manner.

There is a budgeting system that requires preparation of the annual budget by all major business units. The annual budgets which contain financial, operating targets and performance indicators are reviewed and approved by the Executive Directors together with the management before being presented to the Board for final review and approval.

Issues relating to the business operations are highlighted to the Board's attention during Board meetings. Further independent assurance is provided by the Group internal audit function and the Audit and Risk Management Committee. The Audit and Risk Management Committee reviews internal control matters and updates the Board on significant issues for the Board's attention and action.

INTERNAL CONTROL
(continued)

The other salient features of the Group's systems of internal controls are as follows:

- I. Established organisational structure with clearly defined lines of responsibilities, authority limits, and accountability aligned to business and operations requirement;
- II. Quarterly review of the financial performance of the Group by the Board and the Audit and Risk Management Committee;
- III. Operations review meetings are held by the respective business units to monitor the progress of business operations, deliberate significant issues and formulate corrective measures;
- IV. Management meetings are held where policies, decisions and expected operational performance targets and objectives set are communicated and executed;
- V. Risk management principles, policies, procedures are in place to reflect changing risks or resolve operational deficiencies, and to ensure relevance and compliance with current or applicable laws and regulations. Cases of non-compliance to policies and procedures are reported to the Board and Audit and Risk Committee by exception;
- VI. The Group has maintained recruitment, appraisal, reward and training programmes as the Board considers the integrity of staff at all level is of utmost importance. The Group's culture and values, and the standard of ethical behaviour and conduct it expects from the directors and employees have been communicated to them via letter of appointment and employee handbook;
- VII. Insurance and physical security of major assets are in place to ensure that the assets of the Group are sufficiently covered against any mishap that will result in material losses to the Group;
- VIII. Adopts a Whistle Blowing Policy, providing an avenue for employees to report actual or suspected misconduct, malpractices or violations of the Group's policies in a safe and confidential manner;
- IX. Enhancing the quality and ability of employees through training and development;
- X. Standardised policies and procedures are implemented to the financial and operational controls of the Group;
- XI. Adequate financial information systems is in place to capture and present internal business information;

INTERNAL CONTROL
(continued)

- XII. As computers are used for transmitting information and storing data, the Group maintains IT security controls such as user and password access rights and backup of data; and
- XIII. The Group adopts an Anti-Bribery and Corruption Policy which describes the Group's commitment to ensure zero-tolerance against any forms of bribery and corruption, in order to maintain the highest standard of integrity, transparency and accountability in the business operations.

EXTERNAL AUDIT

In the course of conducting quarterly limited review and annual statutory audit, the external auditor will highlight any significant review, audit, accounting and internal controls matters which require attention to the Board and Audit and Risk Management Committee. In the quarterly Audit and Risk Management Committee meetings, the external auditor will provide views on any related matters for the attention of the Audit and Risk Management Committee. At least twice a year, the Audit and Risk Management Committee shall meet the external auditor without the Executive Directors and management being present. This year, the Audit and Risk Management Committee met two times with the external auditor without the Executive Directors and management being present.

As required by the Bursa Securities' Listing Requirements, the external auditors have reviewed this Statement on Risk Management and Internal Control. Their review has been conducted to access whether the Statement on Risk Management and Internal Control is supported by the documentation in reviewing the adequacy and integrity of risk management and the system of internal control for the Group.

**INTERNAL
AUDIT
FUNCTION**

The Board acknowledges the importance of the internal audit function and has outsourced its internal audit function to a professional service firm, as part of its efforts in ensuring that the Group systems of internal controls are adequate, efficient and effective. The internal audit function assists the Board and Audit and Risk Management Committee in providing independent assessment of the effectiveness and adequacy and efficiency of the Group's system of internal controls.

The internal audit function of the Group is carried out according to an annual audit plan approved by the Audit and Risk Management Committee. The internal audit function adopts a risk-based approach and prepares its audit plans based on significant risks identified. The internal audit provides an assessment of the adequacy, efficiency and effectiveness of the Group's existing internal control policies and procedures and provides recommendations, if any, for the improvement of the control policies and procedures. The results of the audit reviews are reported periodically to the Audit and Risk Management Committee. Follow up reviews are also carried out to assess the status of implementation of management action plans, which are based on internal audit recommendations. The results of these follow up reviews are also highlighted to the Audit and Risk Management Committee.

The audit reports are reviewed by the Audit and Risk Management Committee and forwarded to the Management so that any recommended corrective actions could be undertaken. The Management is responsible for ensuring that the necessary corrective actions on reported weaknesses are taken within the required time frame.

A total of RM40,000 was spent on internal audit activities for the financial year ended 31 December 2023.

**REVIEW
BY BOARD**

The Board considered the adequacy and effectiveness of the risk management and internal control process in the Group during the financial year.

A review on the adequacy and effectiveness of the risk management and internal control systems has been undertaken based on information from:

**REVIEW
BY BOARD
(continued)**

- I. Management within the organisation responsible for the development and maintenance of the risk management and internal control framework;
- II. Assessments of major business units and functional controls by respective management to complement the above input in providing a holistic view of the Group risk and control framework effectiveness; and
- III. The work by the internal audit function which submitted the Internal Audit Plan highlighting the key processes, which have been defined based on the Audit and Risk Management Committee's assessment on the Group's financial, operational, compliance, and information technology risks, and Internal Audit reports to the Audit and Risk Management Committee together with recommendations for improvement.

The Audit and Risk Management Committee will address and monitor the implementation of key action plans and any internal control weakness and ensure continuous process improvement.

In accordance to the Bursa's Guidelines, management is responsible to the Board for:

- I. identifying risks relevant to the business of the Group's objectives and strategies implementation;
- II. designing, implementing and monitoring the risk management framework in accordance with the Group's strategic vision and overall risk appetite; and
- III. identifying changes to risk or emerging risks, taking action as appropriate and promptly bringing these to the attention of the Board.

There have been no significant weaknesses noted which have resulted in any material losses. The Group maintains on-going commitments to continue strengthening its risk management and internal control systems.

Before producing this Statement, the Board has also received assurance from the Chief Executive Officer and Group Finance Director of the Company that, to their best of their knowledge that the Group's risk management and internal control systems are operating adequately and effectively, in all material aspects.

The Board considers the system of internal controls described in this statement to be satisfactory and the risks to be at an acceptable level within the context of the Group's business environment. The Board and management will continue to take measures to strengthen the risk and control environment and monitor the health of the risk and internal controls framework.

This statement is made in accordance with a resolution of the Board of Directors passed on 24 April 2024.

**ADDITIONAL
COMPLIANCE INFORMATION**

INTRODUCTION

The information set out below is disclosed in compliance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

1/ UTILISATION OF PROCEEDS

There were no funds raised by the Company through any corporate proposal during the financial year ended 31 December 2023.

2/ OPTIONS, WARRANTS OR CONVERTIBLE SECURITIES

There were no options allocated during the financial year under review. Further, the Company did not issue any warrants and convertible securities during the financial year under review.

3/ AUDIT AND NON-AUDIT FEE

The amount of audit fee and non-audit fee paid or payable to the Company’s external auditors and a firm affiliated to the external auditors’ firm by the Group and the Company are as follows:

TYPE OF FEES	THE COMPANY	THE GROUP
AUDIT FEE	92,000	248,500
NON-AUDIT FEE	20,000	32,010
TOTAL	112,000	281,510

4/ MATERIAL CONTRACTS

There were no material contracts subsisting at the end of the financial year ended 31 December 2023 entered into by the Company and the Group, involving the interests of the Directors and major shareholders.

5/ REVALUATION POLICY ON LANDED PROPERTIES

The Group does not have a revaluation policy for its landed properties.

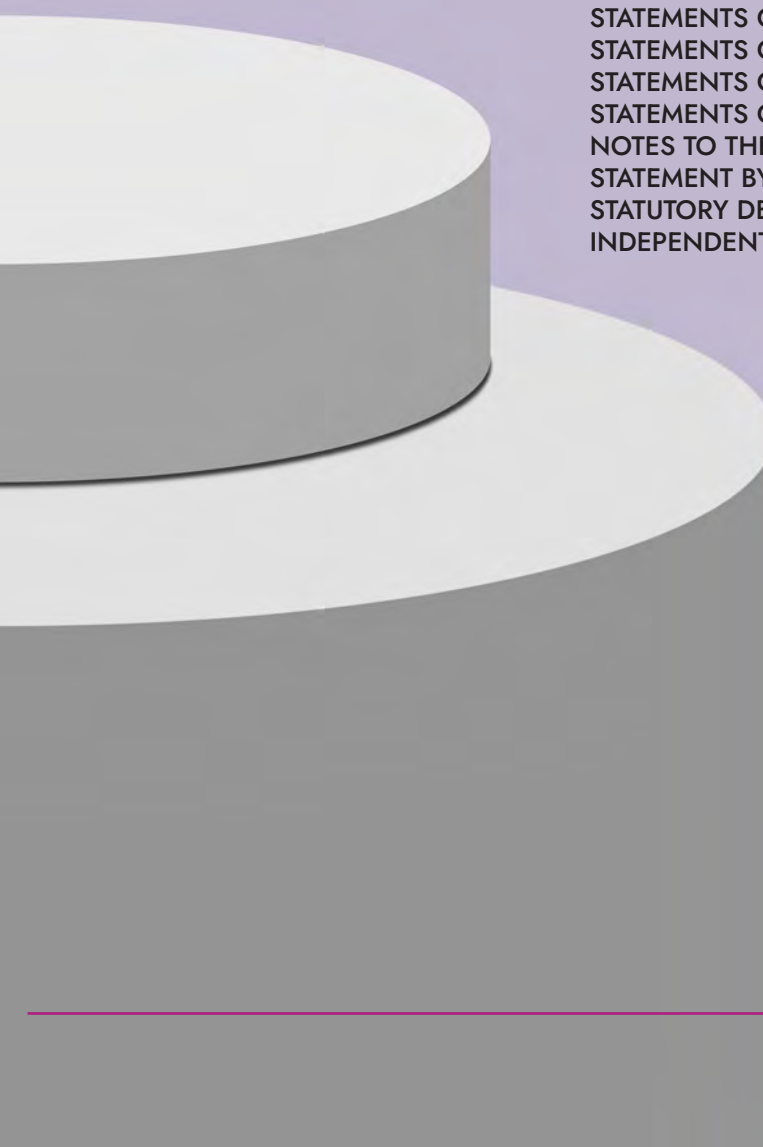
6/ RELATED PARTY TRANSACTIONS

There are no significant related party transactions other than those disclosed in Note 28 in the financial statements.

FINANCIAL



STATEMENTS



DIRECTORS' REPORT
STATEMENTS OF FINANCIAL POSITION
STATEMENTS OF COMPREHENSIVE INCOME
STATEMENTS OF CHANGES IN EQUITY
STATEMENTS OF CASH FLOWS
NOTES TO THE FINANCIAL STATEMENTS
STATEMENT BY DIRECTORS
STATUTORY DECLARATION
INDEPENDENT AUDITORS' REPORT

DIRECTORS' REPORT

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries include outsourcing, consultation, e-procurement, provision of satellite services, provision of network engineering services, provision of communication solutions, provision of digital procurement, trading of electronic and telecommunication equipment and development, promotion and operation of general cargo terminal operating system.

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

RESULTS

	GROUP (RM)	COMPANY (RM)
PROFIT FOR THE FINANCIAL YEAR, NET OF TAX	401,646	1,573,544
ATTRIBUTABLE TO: OWNERS OF THE COMPANY	701,248	1,573,544
NON-CONTROLLING INTERESTS	(299,602)	-
	401,646	1,573,544

DIVIDENDS

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

The directors do not recommend the payment of any dividends in respect of the financial year ended 31 December 2023.

RESERVES OR PROVISIONS

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

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were prepared, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and had satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts.

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

CURRENT ASSETS

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

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

VALUATION METHODS

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

DIRECTORS' REPORT (continued)

CONTINGENT AND OTHER LIABILITIES

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

- I. any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; and
- II. any contingent liabilities in respect of the Group or of the Company which has arisen since the end of the financial year.

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

CHANGE OF CIRCUMSTANCES

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

ITEMS OF MATERIAL AND UNUSUAL NATURE

In the opinion of the directors,

- I. the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- II. no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

AUDITORS' REMUNERATION AND INDEMNITY

The auditors' remuneration of the Group and the Company during the financial year were RM261,199 and RM92,000 respectively.

The Company has agreed to indemnify the auditors of the Company as permitted under Section 289 of the Companies Act 2016 in Malaysia.

ISSUE OF SHARES AND DEBENTURES

During the financial year, no new issue of shares or debentures were made by the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up the unissued shares of the Company during the financial year.

DIRECTORS

The directors in office during the financial year and during the period from the end of the financial year to the date of this report are:

DATUK PUVANESAN A/L SUBENTHIRAN*
ANDRE ANTHONY A/L HUBERT RENE*
HAIDA SHENNY BINTI HAZRI
DATO' AZMAN BIN MAHMUD
LEONG KAH CHERN
YIP KIT WENG
RACHEL LAU JEAN MEI

(Resigned on 1 April 2024)

* *Directors of the Company and certain subsidiaries*

Other than as stated above, the names of the directors of the subsidiaries of the Company in office during the financial year and during the period from the end of the financial year to the date of this report are:

AZIZUL RAHMAN BIN YEOP ABDUL MUTALIB
DATIN SAFIRA BINTI MOHD ANIF
SULAIHA BINTI SAWADI
THIAGARAJAN A/L TINAKARUN
ROFINA NGAU TINGANG
FEROZ AHMED AHANGER
DATO' MOHAMED SHARIL BIN MOHAMED TARMIZI
MOHD HILMI BIN MOHD HITHIR

DIRECTORS' REPORT (continued)

DIRECTORS' INTEREST

According to the Register of Directors' Shareholdings required to be kept by the Company under Section 59 of the Companies Act 2016 in Malaysia, the interests of directors in office at the end of the financial year in shares in the Company and its related corporations during the financial year were as follows:

INTERESTS IN THE COMPANY	NUMBER OF ORDINARY SHARES			
	AT 1 JANUARY 2023	BOUGHT	SOLD	AT 31 DECEMBER 2023
DIRECT INTERESTS:				
DATUK PUVANESAN A/L SUBENTHIRAN	17,242,200	-	-	17,242,200
ANDRE ANTHONY A/L HUBERT RENE	5,674,700	-	-	5,674,700
HAIDA SHENNY BINTI HAZRI	576,000	-	-	576,000
LEONG KAH CHERN	500,000	-	-	500,000
INDIRECT INTERESTS:				
DATUK PUVANESAN A/L SUBENTHIRAN*	150,885,720	-	-	150,885,720
ANDRE ANTHONY A/L HUBERT RENE*	154,713,220	-	-	154,713,220

* Shares held through company in which the director has substantial financial interests.

By virtue of their interests in the ordinary shares of the Company and pursuant to Section 8 of the Companies Act 2016 in Malaysia, Datuk Puvanesan A/L Subenthiran and Andre Anthony A/L Hubert Rene are deemed to have an interest in the ordinary shares of the subsidiaries to the extent that the Company has an interest.

Other than as stated above, none of the other directors in office at the end of the financial year had any interest in ordinary shares or debentures of the Company and its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable, by the directors as shown below) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

The directors' benefits of the Group and of the Company were as follows:

	GROUP (RM)	COMPANY (RM)
DIRECTORS OF THE COMPANY		
EXECUTIVE DIRECTORS		
- FEES	108,000	108,000
- OTHER EMOLUMENTS	1,274,810	16,500
	<u>1,382,810</u>	<u>124,500</u>
NON-EXECUTIVE DIRECTORS		
- FEES	294,000	294,000
- OTHER EMOLUMENTS	30,000	30,000
	<u>324,000</u>	<u>324,000</u>
TOTAL DIRECTORS REMUNERATION	<u>1,706,810</u>	<u>448,500</u>

Neither during, nor at the end of the financial year, was the Company a party to any arrangements where the object is to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

INDEMNITY TO DIRECTORS AND OFFICERS

During the financial year, the total amount of indemnity insurance coverage and insurance premium paid for the directors and certain officers of the Company were RM5,000,000 and RM12,000 respectively.

DIRECTORS' REPORT (continued)

SUBSIDIARIES

The details of the Company's subsidiaries are as follows:

NAME OF COMPANY	PRINCIPAL PLACE OF BUSINESS	OWNERSHIP INTEREST		PRINCIPAL ACTIVITIES
		2023 %	2022 %	
DIRECT SUBSIDIARIES				
PRIVASIA SDN. BHD.	MALAYSIA	100	100	OUTSOURCING, CONSULTATION, E-PROCUREMENT AND RELATED FUNCTIONS
PRIVANET SDN. BHD.	MALAYSIA	100	100	PROVISION OF TOTAL WIRELESS AND COMMUNICATION SOLUTIONS
PRIVASAT SDN. BHD.	MALAYSIA	100	100	PROVIDING HIGH SPEED INTERNET BROADBAND ACCESS (SATELLITE SERVICES)
SPRING REACH DISTRIBUTION SDN. BHD.	MALAYSIA	100	100	TRADING OF ELECTRONIC AND TELECOMMUNICATION EQUIPMENT
PRIVAPORTS SDN. BHD.	MALAYSIA	100	100	DEVELOPMENT, PROMOTION AND OPERATION OF GENERAL CARGO TERMINAL OPERATING SYSTEM FOR GENERAL CARGO TERMINALS
PRIVARAIL SDN. BHD.	MALAYSIA	80	80	PROVISION OF THE RAILWAY SYSTEM, ENGINEERING AND RELATED SERVICES, AND INFORMATION TECHNOLOGY AND COMMUNICATION SERVICES
FINANSHERE SDN. BHD.	MALAYSIA	60	60	PROVISION OF DIGITAL PROCUREMENT INTEGRATED WITH SHARIAH COMPLIANT SUPPLY CHAIN FINANCE COLLABORATION SOLUTION
INDIRECT SUBSIDIARIES				
SUBSIDIARY OF PRIVASIA SDN. BHD.				DEALER IN DATA PROCESSING EQUIPMENT, COMPUTER SYSTEM AND PROVISION OF TELECOMMUNICATION AND COMPUTER NETWORK CONSULTANCY SERVICES
PRIVACOM SDN. BHD.	MALAYSIA	100	100	
SUBSIDIARY OF PRIVANET SDN. BHD.				PROVISION OF NETWORK ENGINEERING SERVICES
PRIVATEL SDN. BHD.	MALAYSIA	95	95	
SUBSIDIARY OF PRIVARAIL SDN. BHD.				PROVISION OF COMMUNICATION SOLUTIONS
PRIVASIA IOT SDN. BHD.	MALAYSIA	80	80	

The available auditors' reports on the accounts of the subsidiaries did not contain any qualification.

SIGNIFICANT EVENT SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

On 13 March 2024, the Company entered into a Transfer and Shareholders' Agreement with DJava Factory Sdn. Bhd. ("DJF"), DSS Capital Sdn. Bhd., Mr. Allan Kenneth Ang and Mr. Teh Chee Hoe, for the acquisition of 127,500 ordinary shares in DJF representing to 51% of the total shareholding interest in DJF for a total consideration of RM1,100,000.

Upon completion of the acquisition, DJF will become a subsidiary of the Company.

The acquisition is yet to complete as at the date of this report.

AUDITORS

The auditors, Messrs. Baker Tilly Monteiro Heng PLT, have expressed their willingness to continue in office. This report was approved and signed on behalf of the Board of Directors in accordance with a resolution of the directors.

DATO' AZMAN BIN MAHMUD

Director

Date : 24 APRIL 2024

DATUK PUVANESAN A/L SUBENTHIRAN

Director

Date : 24 APRIL 2024

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2023

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

	NOTE	GROUP			COMPANY	
		31.12.2023	31.12.2022	1.1.2022	31.12.2023	31.12.2022
		RM	RM	RM (RESTATED)	RM	RM
ASSETS						
NON-CURRENT ASSETS						
PROPERTY, PLANT AND EQUIPMENT	5	13,688,887	14,625,359	13,096,687	357	1,766
INVESTMENT PROPERTY	6	1,963,404	1,990,000	1,825,957	-	-
GOODWILL AND OTHER INTANGIBLE ASSETS	7	34,890,519	39,225,019	39,090,134	-	-
INVESTMENT IN SUBSIDIARIES	8	-	-	-	44,931,191	44,931,191
INVESTMENT IN ASSOCIATES	9	-	-	-	30,001	30,000
DEFERRED TAX ASSETS	10	300,000	300,000	300,000	-	-
TRADE AND OTHER RECEIVABLES	12	257,677	-	-	-	-
TOTAL NON-CURRENT ASSETS		51,100,487	56,140,378	54,312,778	44,961,549	44,962,957
CURRENT ASSETS						
INVENTORIES	11	-	176,223	477,889	-	-
TAX ASSETS		545,974	647,224	190,582	-	-
TRADE AND OTHER RECEIVABLES	12	37,347,551	15,292,758	10,324,659	4,879,657	5,481,204
CONTRACT ASSETS	13	18,284,465	7,870,867	5,709,039	-	-
CONTRACT COSTS	14	3,736,451	2,943,453	1,526,351	-	-
DEPOSITS, CASH AND BANK BALANCES	15	5,881,315	6,108,598	10,329,550	763	2,894
TOTAL CURRENT ASSETS		65,795,756	33,039,123	28,558,070	4,880,420	5,484,098
TOTAL ASSETS		116,896,243	89,179,501	82,870,848	49,841,969	50,447,055
EQUITY AND LIABILITIES						
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY						
SHARE CAPITAL	16	62,630,042	62,630,042	62,630,042	62,630,042	62,630,042
EXCHANGE RESERVE		-	(58,114)	(18,020)	-	-
ACCUMULATED LOSSES		(1,880,660)	(2,581,908)	(1,678,344)	(44,181,010)	(45,754,554)
		60,749,382	59,990,020	60,933,678	18,449,032	16,875,488
NON-CONTROLLING INTERESTS		(883,985)	(587,128)	(928,435)	-	-
TOTAL EQUITY		59,865,397	59,402,892	60,005,243	18,449,032	16,875,488
NON-CURRENT LIABILITIES						
LOANS AND BORROWINGS	17	4,783,848	5,266,576	5,875,550	-	-
DEFERRED TAX LIABILITIES	10	-	203,506	-	-	-
OTHER PAYABLE	18	1,087,903	1,340,175	-	-	-
TOTAL NON-CURRENT LIABILITIES		5,871,751	6,810,257	5,875,550	-	-
CURRENT LIABILITIES						
LOANS AND BORROWINGS	17	8,894,312	7,729,940	6,634,229	-	-
TAX LIABILITIES		2,637	530	176,734	-	-
TRADE AND OTHER PAYABLES	18	40,017,519	12,834,096	8,086,505	31,392,937	33,571,567
CONTRACT LIABILITIES	13	2,244,627	2,401,786	2,092,587	-	-
TOTAL CURRENT LIABILITIES		51,159,095	22,966,352	16,990,055	31,392,937	33,571,567
TOTAL LIABILITIES		57,030,846	29,776,609	22,865,605	31,392,937	33,571,567
TOTAL EQUITY AND LIABILITIES		116,896,243	89,179,501	82,870,848	49,841,969	50,447,055

STATEMENTS OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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

	NOTE	GROUP		COMPANY	
		2023 RM	2022 RM	2023 RM	2022 RM
REVENUE	19	115,192,693	40,323,472	-	-
COST OF SALES		(92,663,252)	(26,686,705)	-	-
GROSS PROFIT		22,529,441	13,636,767	-	-
OTHER INCOME	20	178,464	630,046	4,278,121	246,690
OTHER EXPENSES		(15,208,589)	(12,963,954)	(1,727,661)	(2,095,208)
OPERATING PROFIT/(LOSS) BEFORE IMPAIRMENT LOSSES		7,499,316	1,302,859	2,550,460	(1,848,518)
NET IMPAIRMENT LOSSES ON FINANCIAL INSTRUMENTS AND CONTRACT ASSETS		(2,570,255)	(1,459,411)	(976,916)	(448,661)
OPERATING PROFIT/(LOSS) BEFORE IMPAIRMENT LOSSES ON GOODWILL		4,929,061	(156,552)	1,573,544	(2,297,179)
IMPAIRMENT LOSSES ON GOODWILL		(4,003,000)	-	-	-
OPERATING PROFIT/(LOSS) AFTER IMPAIRMENT LOSSES ON GOODWILL		926,061	(156,552)	1,573,544	(2,297,179)
FINANCE INCOME	21	116,727	110,442	-	-
FINANCE COSTS	21	(842,427)	(681,260)	-	-
SHARE OF RESULT OF AN ASSOCIATE, NET OF TAX		(1)	(30,000)	-	-
PROFIT/(LOSS) BEFORE TAX	22	200,360	(757,370)	1,573,544	(2,297,179)
INCOME TAX CREDIT/(EXPENSE)	24	201,286	(95,794)	-	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		401,646	(853,164)	1,573,544	(2,297,179)
OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAX ITEM THAT MAY BE RECLASSIFIED SUBSEQUENTLY TO PROFIT OR LOSS					
EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN OPERATION		(41,095)	(40,094)	-	-
RECLASSIFICATION OF EXCHANGE TRANSLATION RESERVE TO PROFIT OR LOSS UPON DISPOSAL OF A SUBSIDIARY		99,209	-	-	-
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE FINANCIAL YEAR		58,114	(40,094)	-	-
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE FINANCIAL YEAR		459,760	(893,258)	1,573,544	(2,297,179)
PROFIT/(LOSS) ATTRIBUTABLE TO:					
- OWNERS OF THE COMPANY		701,248	(391,576)	1,573,544	(2,297,179)
- NON-CONTROLLING INTERESTS		(299,602)	(461,588)	-	-
		401,646	(853,164)	1,573,544	(2,297,179)
TOTAL COMPREHENSIVE INCOME/(LOSS) ATTRIBUTABLE TO:					
- OWNERS OF THE COMPANY		759,362	(431,670)	1,573,544	(2,297,179)
- NON-CONTROLLING INTERESTS		(299,602)	(461,588)	-	-
		459,760	(893,258)	1,573,544	(2,297,179)
EARNINGS/(LOSS) PER SHARE:					
- BASIC AND DILUTED (SEN)	25	0.11	(0.06)		

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

< ATTRIBUTABLE TO OWNERS OF THE COMPANY >							
	NOTE	SHARE CAPITAL	EXCHANGE RESERVE	ACCUMULATED LOSSES	SUB-TOTAL	NON- CONTROLLING INTERESTS	TOTAL EQUITY
		RM	RM	RM	RM	RM	RM
GROUP							
RESTATED BALANCE AT 1 JANUARY 2023		62,630,042	(58,114)	(2,581,908)	59,990,020	(587,128)	59,402,892
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE FINANCIAL YEAR							
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		-	-	701,248	701,248	(299,602)	401,646
OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR		-	58,114	-	58,114	-	58,114
TOTAL COMPREHENSIVE INCOME/(LOSS)		-	58,114	701,248	759,362	(299,602)	459,760
TRANSACTION WITH OWNERS							
TRANSFER ON DISPOSAL OF A SUBSIDIARY, REPRESENTING TOTAL TRANSACTION WITH OWNERS	8(e)	-	-	-	-	2,745	2,745
AT 31 DECEMBER 2023		62,630,042	-	(1,880,660)	60,749,382	(883,985)	59,865,397

**STATEMENTS OF CHANGES IN EQUITY FOR THE
FINANCIAL YEAR ENDED 31 DECEMBER 2023 (continued)**

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

< ATTRIBUTABLE TO OWNERS OF THE COMPANY >							
	NOTE	SHARE CAPITAL	EXCHANGE RESERVE	ACCUMULATED LOSSES	SUB-TOTAL	NON- CONTROLLING INTERESTS	TOTAL EQUITY
		RM	RM	RM	RM	RM	RM
GROUP							
AT 1 JANUARY 2022		62,630,042	(18,020)	(1,678,344)	60,933,678	(928,435)	60,005,243
TOTAL COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR							
LOSS FOR THE FINANCIAL YEAR, AS RESTATED		-	-	(391,576)	(391,576)	(461,588)	(853,164)
OTHER COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR		-	(40,094)	-	(40,094)	-	(40,094)
TOTAL COMPREHENSIVE LOSS		-	(40,094)	(391,576)	(431,670)	(461,588)	(893,258)
TRANSACTIONS WITH OWNERS							
CHANGES IN OWNERSHIP INTERESTS IN A SUBSIDIARY	8(d)	-	-	(511,988)	(511,988)	511,986	(2)
NON-CONTROLLING INTERESTS ARISING FROM INVESTMENT IN A SUBSIDIARY		-	-	-	-	290,909	290,909
TOTAL TRANSACTIONS WITH OWNERS		-	-	(511,988)	(511,988)	802,895	290,907
RESTATED BALANCE AT 31 DECEMBER 2022		62,630,042	(58,114)	(2,581,908)	59,990,020	(587,128)	59,402,892

< ATTRIBUTABLE TO OWNERS OF THE COMPANY >			
	SHARE CAPITAL	ACCUMULATED LOSSES	TOTAL EQUITY
	RM	RM	RM
COMPANY			
AT 1 JANUARY 2022	62,630,042	(43,457,375)	19,172,667
TOTAL COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR			
LOSS FOR THE FINANCIAL YEAR, REPRESENTING TOTAL COMPREHENSIVE LOSS	-	(2,297,179)	(2,297,179)
AT 31 DECEMBER 2022	62,630,042	(45,754,554)	16,875,488
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR			
PROFIT FOR THE FINANCIAL YEAR, REPRESENTING TOTAL COMPREHENSIVE INCOME	-	1,573,544	1,573,544
AT 31 DECEMBER 2023	62,630,042	(44,181,010)	18,449,032

STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	NOTE	GROUP		COMPANY	
		2023 RM	2022 RM	2023 RM	2022 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
PROFIT/(LOSS) BEFORE TAX		200,360	(757,370)	1,573,544	(2,297,179)
ADJUSTMENTS FOR:					
AMORTISATION OF INTANGIBLE ASSETS		868,409	1,010,935	-	-
BAD DEBTS WRITTEN OFF		36,416	-	-	-
DEPOSITS WRITTEN OFF		51,932	-	-	-
DEPRECIATION OF INVESTMENT PROPERTY		26,596	26,596	-	-
DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT		1,431,922	1,315,333	1,409	2,201
GAIN ON DERECOGNITION OF PROPERTY, PLANT AND EQUIPMENT		(44,204)	(4,043)	-	-
FAIR VALUE ADJUSTMENTS ON OTHER PAYABLE		(42,619)	(202,596)	-	-
IMPAIRMENT LOSSES ON:					
- AMOUNT OWING BY AN ASSOCIATE (NON-TRADE)		282,170	-	395,171	-
- AMOUNTS OWING BY SUBSIDIARIES (NON-TRADE)		-	-	581,745	448,661
- OTHER RECEIVABLES		32,364	-	-	-
- CONTRACT ASSETS		1,095,341	1,067,107	-	-
- INVESTMENT IN SUBSIDIARIES		-	-	-	663,156
- TRADE RECEIVABLES		1,484,205	460,558	-	-
- GOODWILL		4,003,000	-	-	-
INTEREST EXPENSE		842,427	681,260	-	-
INTEREST INCOME		(116,727)	(110,442)	-	-
INVENTORIES WRITTEN DOWN		174,823	239,344	-	-
LOSS/(GAIN) ON DISPOSAL OF:					
- A SUBSIDIARY		202,868	-	-	-
- INTANGIBLE ASSETS		8	-	-	-
- PROPERTY, PLANT AND EQUIPMENT		2,463	(106,018)	-	-
PROPERTY, PLANT AND EQUIPMENT WRITTEN OFF		9	5	-	-
REVERSAL OF IMPAIRMENT LOSSES ON:					
- INVESTMENT PROPERTY		-	(190,639)	-	-
- TRADE RECEIVABLES		(323,825)	(68,254)	-	-
- INVESTMENT IN SUBSIDIARIES		-	-	(4,278,121)	(246,690)
SHARE OF RESULT OF AN ASSOCIATE		1	30,000	-	-
UNREALISED LOSS ON FOREIGN EXCHANGE		34,644	52,230	-	-
WAIVER OF DEBT FROM A TRADE PAYABLE		-	(200,629)	-	-
OPERATING PROFIT/(LOSS) BEFORE CHANGES IN WORKING CAPITAL		10,242,583	3,243,377	(1,726,252)	(1,429,851)

STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 (continued)

	NOTE	GROUP		COMPANY	
		2023	2022	2023	2022
		RM	RM	RM	RM
CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)					
OPERATING PROFIT/(LOSS) BEFORE CHANGES IN WORKING CAPITAL, BROUGHT FORWARD		10,242,583	3,243,377	(1,726,252)	(1,429,851)
<u>CHANGES IN WORKING CAPITAL:</u>					
INVENTORIES		1,400	62,322	-	-
RECEIVABLES		(23,212,653)	(5,059,298)	4,970,911	2,540,305
CONTRACT ASSETS		(11,508,939)	(3,228,935)	-	-
CONTRACT COSTS		(792,998)	(1,419,123)	-	-
PAYABLES		26,632,942	3,924,475	(84,735)	103,733
CONTRACT LIABILITIES		(191,803)	251,372	-	-
NET CASH GENERATED FROM/(USED IN) OPERATIONS		1,170,532	(2,225,810)	3,159,924	1,214,187
INCOME TAX REFUNDED/(PAID), NET		101,137	(525,134)	-	-
INTEREST RECEIVED		116,727	110,442	-	-
INTEREST PAID		(546,780)	(410,698)	-	-
NET CASH FROM/(USED IN) OPERATING ACTIVITIES		841,616	(3,051,200)	3,159,924	1,214,187
CASH FLOWS FROM INVESTING ACTIVITIES					
ACQUISITION OF AN ASSOCIATE, NET OF CASH ACQUIRED	9	(1)	(30,000)	(1)	(30,000)
ADDITIONAL INVESTMENT IN SUBSIDIARIES	8(d)	-	(2)	-	(2,648,915)
ADDITION OF INTANGIBLE ASSETS		(536,917)	(1,145,820)	-	-
ADVANCES TO AN ASSOCIATE		(461,144)	(299,084)	(259,238)	(135,933)
(ADVANCES TO)/REPAYMENTS FROM SUBSIDIARIES		-	-	(808,921)	1,492,510
CHANGES IN PLEDGED DEPOSIT		(83,229)	(59,922)	-	-
PROCEEDS FROM DISPOSAL OF PROPERTY, PLANT AND EQUIPMENT		6,600	108,259	-	-
PROCEEDS FROM DISPOSAL OF A SUBSIDIARY, NET OF CASH DISPOSED	8(e)	9,702	-	-	-
PURCHASE OF PROPERTY, PLANT AND EQUIPMENT	(a)	(116,083)	(214,804)	-	-
PAYMENTS BY FINANCE LEASE RECEIVABLE		13,158	-	-	-
SUBSCRIPTION OF SHARES BY NON-CONTROLLING INTEREST IN A SUBSIDIARY		-	290,909	-	-
NET CASH USED IN INVESTING ACTIVITIES		(1,167,914)	(1,350,464)	(1,068,160)	(1,322,338)

**STATEMENTS OF CASH FLOWS FOR THE
FINANCIAL YEAR ENDED 31 DECEMBER 2023 (continued)**

	NOTE	GROUP		COMPANY	
		2023 RM	2022 RM	2023 RM	2022 RM
CASH FLOWS FROM FINANCING ACTIVITIES	(b)				
INTEREST PAID		(295,647)	(270,562)	-	-
ADVANCES FROM A CORPORATE SHAREHOLDER		76,541	-	-	-
PAYMENTS OF LEASE LIABILITIES	(c)	(45,218)	(52,555)	-	-
PROCEEDS FROM TRADE FACILITIES		834,368	1,058,635	-	-
REPAYMENTS OF HIRE PURCHASE		(1,409)	-	-	-
REPAYMENTS OF TERM LOAN		(663,771)	(1,143,809)	-	-
ADVANCES FROM AN ASSOCIATE		12,552	80,708	-	-
(REPAYMENTS TO)/ADVANCES FROM SUBSIDIARIES		-	-	(2,093,895)	105,742
NET CASH (USED IN)/FROM FINANCING ACTIVITIES		(82,584)	(327,583)	(2,093,895)	105,742
NET DECREASE IN CASH AND CASH EQUIVALENTS		(408,882)	(4,729,247)	(2,131)	(2,409)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR		(589,944)	4,179,434	2,894	5,303
EXCHANGE RATE ADJUSTMENT		(41,104)	(40,131)	-	-
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR	15	(1,039,930)	(589,944)	763	2,894

(a) During the financial year, the Group made the following cash payments to purchase property, plant and equipment.

	GROUP	
	2023 RM	2022 RM
CASH PAYMENTS ON PURCHASE OF PROPERTY, PLANT AND EQUIPMENT	116,083	214,804
FINANCED BY WAY OF HIRE PURCHASE ARRANGEMENT	40,400	-
FINANCED BY WAY OF LEASE ARRANGEMENTS	377,800	188,753
FINANCED BY WAY OF SUPPLIER FINANCE ARRANGEMENT	348,030	2,491,405
	882,313	2,894,962

(b) Reconciliation of changes in liabilities arising from financing activities are as follows:

	1 JANUARY 2023	CASH FLOWS	NON-CASH ACQUISITION	31 DECEMBER 2023
	RM	RM	RM	RM
GROUP				
AMOUNT OWING TO AN ASSOCIATE	80,708	12,552	-	93,260
AMOUNT OWING TO A CORPORATE SHAREHOLDER	1	76,541	-	76,542
HIRE PURCHASE PAYABLE	-	(1,409)	40,400	38,991
LEASE LIABILITIES	157,197	(45,218)	377,800	489,779
TERM LOAN	5,831,949	(663,771)	-	5,168,178
TRADE FACILITIES	3,736,133	834,368	-	4,570,501
	9,805,988	213,063	418,200	10,437,251
COMPANY				
AMOUNTS OWING TO SUBSIDIARIES	33,224,815	(2,093,895)	-	31,130,920

	1 JANUARY 2022	CASH FLOWS	< NON-CASH >		31 DECEMBER 2022
			ACQUISITION	DERECOGNITION	
	RM	RM	RM	RM	RM
GROUP					
AMOUNT OWING TO AN ASSOCIATE	-	80,708	-	-	80,708
AMOUNT OWING TO A CORPORATE SHAREHOLDER	1	-	-	-	1
LEASE LIABILITIES	73,790	(52,555)	188,753	(52,791)	157,197
TERM LOAN	6,975,758	(1,143,809)	-	-	5,831,949
TRADE FACILITIES	2,677,498	1,058,635	-	-	3,736,133
	9,727,047	(57,021)	188,753	(52,791)	9,805,988
COMPANY					
AMOUNTS OWING TO SUBSIDIARIES	33,119,073	105,742	-	-	33,224,815

(c) Total cash outflows for leases as a lessee:

	NOTE	GROUP		COMPANY	
		2023	2022	2023	2022
		RM	RM	RM	RM
INCLUDED IN NET CASH FROM/(USED IN) OPERATING ACTIVITIES:					
PAYMENTS RELATING TO SHORT TERM LEASES	22	99,336	92,320	-	-
PAYMENTS RELATING TO LEASES OF LOW-VALUE ASSETS	22	8,625	12,910	101	113
INCLUDED IN NET CASH (USED IN)/ FROM FINANCING ACTIVITIES:					
PAYMENTS OF LEASE LIABILITIES		45,218	52,555	-	-
INTEREST PAID IN RELATION TO LEASE LIABILITIES	21	10,162	6,593	-	-
TOTAL CASH OUTFLOWS FOR LEASES		163,341	164,378	101	113

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

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

PRIVASIA Technology Berhad (“the Company”) is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the ACE Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at 62C, Jalan SS21/62, Damansara Utama, 47400 Petaling Jaya, Selangor Darul Ehsan. The principal place of business of the Company is located at Unit C-21-02, 3 Two Square, No.2, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are disclosed in Note 8.

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

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 24 April 2024.

2. BASIS OF PREPARATION

2.1 STATEMENT OF COMPLIANCE

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

2.2 ADOPTION OF NEW MFRS AND AMENDMENTS TO MFRSS

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

NEW MFRS	MFRS 17	Insurance Contracts
AMENDMENTS TO MFRSS	MFRS 101	Presentation of Financial Statements
	MFRS 108	Accounting Policies, Changes in Accounting Estimates and Errors
	MFRS 112	Income Taxes

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

AMENDMENTS TO MFRS 101 PRESENTATION OF FINANCIAL STATEMENTS

The amendments require an entity to disclose its material accounting policy information rather than significant accounting policies. The amendments, amongst others, also include examples of circumstances in which an entity is likely to consider an accounting policy information to be material to its financial statements.

Accordingly, the Group and the Company disclosed their material accounting policy information in these financial statements. However, the amendments did not result in changes to the accounting policies of the Group and of the Company.

2.3 AMENDMENTS TO MFRSS THAT HAVE BEEN ISSUED, BUT YET TO BE EFFECTIVE

The Group and the Company have not adopted the following amendments to MFRSS that have been issued, but yet to be effective:

		EFFECTIVE FOR FINANCIAL PERIODS BEGINNING ON OR AFTER
<u>AMENDMENTS TO MFRSS</u>		
MFRS 7	FINANCIAL INSTRUMENTS: DISCLOSURES	1 JANUARY 2024
MFRS 10	CONSOLIDATED FINANCIAL STATEMENTS	DEFERRED
MFRS 16	LEASES	1 JANUARY 2024
MFRS 101	PRESENTATION OF FINANCIAL STATEMENTS	1 JANUARY 2024
MFRS 107	STATEMENTS OF CASH FLOWS	1 JANUARY 2024
MFRS 121	THE EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES	1 JANUARY 2025
MFRS 128	INVESTMENTS IN ASSOCIATES AND JOINT VENTURES	DEFERRED

2.3.1

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

AMENDMENTS TO MFRS 107 STATEMENT OF CASH FLOWS AND MFRS 7 FINANCIAL INSTRUMENTS: DISCLOSURES

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

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

2.4 FUNCTIONAL AND PRESENTATION CURRENCY

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

2.5 BASIS OF MEASUREMENT

The financial statements of the Group and of the Company have been prepared on the historical cost basis, except as otherwise disclosed in Note 3.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Unless otherwise stated, the following material accounting policy information have been applied consistently to all the financial years presented in the financial statements of the Group and of the Company.

3.1 BASIS OF CONSOLIDATION

(A) SUBSIDIARIES AND BUSINESS COMBINATION

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

(B) NON-CONTROLLING INTERESTS

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

(C) ASSOCIATES

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

3.2 SEPARATE FINANCIAL STATEMENTS

In the Company's statement of financial position, investment in subsidiaries and associates are measured at cost less any accumulated impairment losses.

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

3.3 FINANCIAL INSTRUMENTS

FINANCIAL ASSETS - SUBSEQUENT MEASUREMENT AND GAINS AND LOSSES

DEBT INSTRUMENTS AT AMORTISED COST

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

FINANCIAL LIABILITIES – SUBSEQUENT MEASUREMENT AND GAINS AND LOSSES

The Group and the Company classify the financial liabilities at amortised cost.

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

3.4 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

All property, plant and equipment are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

	Useful Lives
Buildings	94 years
Computer Equipment	3 – 5 years
Telecommunication and Other Equipment	3 – 5 years
Renovation	3 – 5 years
Motor Vehicles	5 years
Other Assets	1 year

3.5 LEASES

The Group presents right-of-use asset that does not meet the definition of investment property as property, plant and equipment in Note 5 and lease liabilities as loans and borrowings in Note 17.

(A) LESSEE ACCOUNTING

SHORT-TERM LEASES AND LEASES OF LOW VALUE ASSETS

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

RIGHT-OF-USE ASSET

The right-of-use asset is measured at cost less accumulated depreciation and any accumulated impairment losses, and adjust for any remeasurement of the lease liabilities. The right-of-use asset is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

LEASE LIABILITIES

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

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

(B) LESSOR ACCOUNTING

The Group recognises lease payments received from investment property under operating leases as income on a straight-line basis over the lease term as part of revenue. Rental income from sublease properties which recognise as other income.

3.6 INVESTMENT PROPERTY

Investment property is stated at cost less accumulated depreciation and any accumulated impairment losses.

It is depreciated on straight-line basis by allocating its depreciable amount over its remaining useful life.

Buildings	Useful Lives 94 years
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3.7 INTANGIBLE ASSETS

Intangible assets, other than goodwill, that are acquired by the Group, which have finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The amortisation methods used and the estimated useful lives are as follows:

	Method	Useful Lives
Development Costs	Straight-line	5 – 10 years
Computer Software	Straight-line	3 – 5 years

3.8 INVENTORIES

Inventories are measured at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- consumables and trading goods: the actual costs of purchase and incidentals in bringing the inventories into store. These costs are assigned on a weighted average cost basis.

**3.9
REVENUE AND
OTHER INCOME****(A)
SALES OF GOODS**

Revenue from sales of goods are recognised at a point in time when control of the goods has been transferred, being when the customer accepts the delivery of the goods.

**(B)
RENDERING OF
INFORMATION
TECHNOLOGY
SERVICES**

Revenue from a contract to provide Information Technology services is recognised over time as the services are rendered because the customer receives and uses the benefits simultaneously. This is determined based on the time elapsed (output method).

**(C)
RENDERING OF
INFORMATION AND
COMMUNICATIONS
TECHNOLOGY
SERVICES**

Revenue from a contract to provide Information and Communications Technology services is recognised over time as the services are rendered because the customer receives and uses the benefits simultaneously. This is determined based on the time elapsed (output method).

**(D)
RENDERING
OF SATELLITE-
BASED NETWORK
SERVICES**

Revenue from a contract to provide Satellite-based network services is recognised over time as the services are rendered because the customer receives and uses the benefits simultaneously. This is determined based on the time elapsed (output method).

**(E)
INTEREST INCOME**

Interest income is recognised using the effective interest method.

**(F)
RENTAL INCOME**

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

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

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

(A) IMPAIRMENT OF GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill is tested for impairment annually and at other times when such indicators exist. The Group determines whether other intangible assets, not yet available for use, is impaired, at least on an annual basis. Development costs have finite useful lives and are assessed for impairment whenever there is an indication of impairment.

This assessment requires significant judgements by the directors on the discount rates applied in the recoverable amount calculation and assumptions supporting the underlying cash flow projections, including forecast growth rates and gross profit margin.

The carrying amounts of the Group's goodwill and other intangible assets are disclosed in Note 7.

(B) IMPAIRMENT OF TRADE RECEIVABLES AND CONTRACT ASSETS

The Group has significant trade receivables and contract assets as at the end of the financial year. Directors made significant judgements over assumptions about risk of default and expected loss rate. In making the assumptions, the directors selected inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of the reporting period.

The carrying amounts of the trade receivables and contract assets are disclosed in Notes 12 and 13.

The information about the impairment losses on the Group's and the Company's trade receivables and contract assets are disclosed in Note 30(a).

(C) IMPAIRMENT OF INVESTMENT IN SUBSIDIARIES

The Company assesses impairment of investment in subsidiaries whenever the events or changes in circumstances indicate that the carrying amount of a subsidiary may not be recoverable i.e. the carrying amount of the subsidiary is more than the recoverable amount.

The directors' assessment of the recoverable amount involved significant judgement. The recoverable amounts of investment in subsidiaries were determined based on value-in-use which includes the discount rates applied in the recoverable amount calculation and the assumption supporting the underlying cash flow projections which include future sales, gross profit margin and operating expenses.

The carrying amounts of the investment in subsidiaries are disclosed in Note 8.

5.
PROPERTY, PLANT
AND EQUIPMENT

	BUILDINGS	COMPUTER EQUIPMENT	TELECOM- MUNICATION AND OTHER EQUIPMENT	RENOVATION	MOTOR VEHICLE	OTHER ASSETS	RIGHT-OF- USE ASSET	TOTAL
	RM	RM	RM	RM	RM	RM	RM	RM
GROUP								
COST								
AT 1 JANUARY 2023	12,000,000	47,970,373	14,194,691	829,763	40,303	246,706	188,753	75,470,589
ADDITIONS	-	455,222	3,840	-	44,551	900	377,800	882,313
DISPOSALS	-	(22,010)	(3,202,122)	-	(40,303)	(184)	-	(3,264,619)
WRITTEN OFF	-	-	(8,086)	-	-	-	-	(8,086)
DISPOSAL OF A SUBSIDIARY	-	-	(2,510)	-	-	-	-	(2,510)
DERECOGNITION*	-	-	-	-	-	-	(377,800)	(377,800)
EXCHANGE DIFFERENCE	-	-	144	-	-	-	-	144
AT 31 DECEMBER 2023	12,000,000	48,403,585	10,985,957	829,763	44,551	247,422	188,753	72,700,031
ACCUMULATED DEPRECIATION								
AT 1 JANUARY 2023	1,851,064	43,899,866	13,970,678	807,129	40,302	241,583	34,608	60,845,230
DEPRECIATION CHARGE FOR THE FINANCIAL YEAR	127,660	1,149,145	107,159	7,251	2,063	897	37,747	1,431,922
DISPOSALS	-	(22,001)	(3,193,071)	-	(40,302)	(182)	-	(3,255,556)
WRITTEN OFF	-	-	(8,077)	-	-	-	-	(8,077)
DISPOSAL OF A SUBSIDIARY	-	-	(2,510)	-	-	-	-	(2,510)
EXCHANGE DIFFERENCE	-	-	135	-	-	-	-	135
AT 31 DECEMBER 2023	1,978,724	45,027,010	10,874,314	814,380	2,063	242,298	72,355	59,011,144
CARRYING AMOUNT								
AT 31 DECEMBER 2023	10,021,276	3,376,575	111,643	15,383	42,488	5,124	116,398	13,688,887

* During the financial year, the Group derecognised computer equipment classified under right-of-use asset amounting to RM377,800 and recognised finance lease receivable as disclosed in Note 12 due to subleasing arrangements.

5.
**PROPERTY, PLANT
AND EQUIPMENT**
(continued)

	BUILDINGS	COMPUTER EQUIPMENT	TELECOM- MUNICATION AND OTHER EQUIPMENT	RENOVATION	MOTOR VEHICLE	OTHER ASSETS	RIGHT-OF- USE ASSET	TOTAL
	RM	RM	RM	RM	RM	RM	RM	RM
GROUP								
COST								
AT 1 JANUARY 2022	12,000,000	49,710,632	14,183,756	829,763	40,303	199,318	707,175	77,670,947
ADDITIONS	-	2,625,361	33,460	-	-	47,388	188,753	2,894,962
DISPOSALS	-	(4,365,620)	(6,837)	-	-	-	-	(4,372,457)
WRITTEN OFF	-	-	(15,831)	-	-	-	-	(15,831)
DERECOGNITION*	-	-	-	-	-	-	(707,175)	(707,175)
EXCHANGE DIFFERENCE	-	-	143	-	-	-	-	143
AT 31 DECEMBER 2022	12,000,000	47,970,373	14,194,691	829,763	40,303	246,706	188,753	75,470,589
ACCUMULATED DEPRECIATION								
AT 1 JANUARY 2022	1,723,405	47,368,718	13,811,626	799,717	37,615	194,239	638,940	64,574,260
DEPRECIATION CHARGE FOR THE FINANCIAL YEAR	127,659	894,975	181,161	7,412	2,687	47,344	54,095	1,315,333
DISPOSALS	-	(4,363,827)	(6,389)	-	-	-	-	(4,370,216)
WRITTEN OFF	-	-	(15,826)	-	-	-	-	(15,826)
DERECOGNITION*	-	-	-	-	-	-	(658,427)	(658,427)
EXCHANGE DIFFERENCE	-	-	106	-	-	-	-	106
AT 31 DECEMBER 2022	1,851,064	43,899,866	13,970,678	807,129	40,302	241,583	34,608	60,845,230
CARRYING AMOUNT								
AT 31 DECEMBER 2022	10,148,936	4,070,507	224,013	22,634	1	5,123	154,145	14,625,359

* In the previous financial year, the Group derecognised other equipment classified under right-of-use asset amounting to RM48,748 due to early termination of contract.

5.
**PROPERTY, PLANT
AND EQUIPMENT**
(continued)

	COMPUTER EQUIPMENT
	RM
COMPANY	
COST	
AT 1 JANUARY 2023 / 31 DECEMBER 2023	8,980
ACCUMULATED DEPRECIATION	
AT 1 JANUARY 2023	7,214
DEPRECIATION CHARGE FOR THE FINANCIAL YEAR	1,409
AT 31 DECEMBER 2023	8,623
CARRYING AMOUNT	
AT 31 DECEMBER 2023	357
COST	
AT 1 JANUARY 2022 / 31 DECEMBER 2022	8,980
ACCUMULATED DEPRECIATION	
AT 1 JANUARY 2022	5,013
DEPRECIATION CHARGE FOR THE FINANCIAL YEAR	2,201
AT 31 DECEMBER 2022	7,214
CARRYING AMOUNT	
AT 31 DECEMBER 2022	1,766

(A)
**ASSETS PLEDGED
AS SECURITY**

Buildings of the Group with carrying amount of RM10,021,276 (2022: RM10,148,936) have been pledged as security to secure banking facilities granted to a subsidiary as disclosed in Notes 17(a) and 17(d).

A motor vehicle of the Group with carrying amount of RM42,488 (2022: RM Nil) has been pledged as security as disclosed in Note 17(c).

Leased assets are pledged as security for the related lease liabilities as disclosed in Note 17(b).

(B)
**RIGHT-OF-USE
ASSET**

The Group leases several assets including buildings and other equipment. Information about leases for which the Group is lessee is presented below:

	BUILDINGS	GROUP OTHER EQUIPMENT	TOTAL
	RM	RM	RM
CARRYING AMOUNT			
AT 1 JANUARY 2022	16,007	52,228	68,235
ADDITION	-	188,753	188,753
DEPRECIATION	(16,007)	(38,088)	(54,095)
DERECOGNITION	-	(48,748)	(48,748)
AT 31 DECEMBER 2022	-	154,145	154,145
ADDITION	-	377,800	377,800
DEPRECIATION	-	(37,747)	(37,747)
DERECOGNITION	-	(377,800)	(377,800)
AT 31 DECEMBER 2023	-	116,398	116,398

In the previous financial year, the Group leased buildings for office and warehouse space.

The Group leases other equipment with a lease term of 5 years.

6. INVESTMENT PROPERTY

	GROUP	
	31.12.2023 RM	31.12.2022 RM
AT COST:		
AT 1 JANUARY / 31 DECEMBER	2,500,000	2,500,000
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSS		
AT 1 JANUARY	510,000	674,043
DEPRECIATION CHARGE FOR THE FINANCIAL YEAR	26,596	26,596
REVERSAL OF IMPAIRMENT LOSS	-	(190,639)
AT 31 DECEMBER	536,596	510,000
CARRYING AMOUNT		
AT 31 DECEMBER	1,963,404	1,990,000

The Group's investment property comprises a commercial property that is for rental earning purpose.

The investment property of the Group with carrying amount of RM1,963,404 (2022: RM1,990,000) has been pledged as security to secure banking facilities as disclosed in Note 17.

The following are recognised in profit or loss in respect of investment property:

	GROUP	
	31.12.2023 RM	31.12.2022 RM
RENTAL INCOME	80,000	93,500
DIRECT OPERATING EXPENSES - INCOME GENERATING INVESTMENT PROPERTY	(39,827)	(37,223)

FAIR VALUE INFORMATION

Fair value of investment property is categorised as follows:

	GROUP : LEVEL 3 RM
31.12.2023 : LEASEHOLD BUILDING	1,990,000
31.12.2022 : LEASEHOLD BUILDING	1,990,000

The fair value of investment property is measured at Level 3 hierarchy.

LEVEL 3 FAIR VALUE

Level 3 fair values of buildings have been derived using the sales comparison approach. Sales prices of comparable buildings in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable buildings.

There are no Level 1 and Level 2 investment property during the financial years ended 31 December 2023 and 31 December 2022.

VALUATION PROCESS APPLIED BY THE GROUP

The fair value of investment property is determined by an external independent valuer, Laurelcap Sdn. Bhd., a member of The Board of Valuers, Appraisers, Estate Agents and Property Managers in Malaysia, with appropriate recognised professional qualification.

HIGHEST AND BEST USE

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

7.
GOODWILL AND OTHER
INTANGIBLE ASSETS

	GOODWILL	DEVELOPMENT COSTS	COMPUTER SOFTWARE	TOTAL
	RM	RM	RM	RM
GROUP				
COST				
AT 1 JANUARY 2022	36,005,230	16,567,467	4,740,501	57,313,198
ADDITIONS				
- DEVELOPED INTERNALLY	-	956,548	189,272	1,145,820
RECLASSIFICATION	-	(210,568)	210,568	-
AT 31 DECEMBER 2022	36,005,230	17,313,447	5,140,341	58,459,018
ADDITIONS				
- DEVELOPED INTERNALLY	-	536,917	-	536,917
DISPOSALS	-	-	(218,374)	(218,374)
AT 31 DECEMBER 2023	36,005,230	17,850,364	4,921,967	58,777,561
ACCUMULATED, AMMORTISATION AND IMPAIRMENT LOSS				
AT 1 JANUARY 2022	4,116,996	9,397,817	4,708,251	18,223,064
AMORTISATION CHARGE FOR THE FINANCIAL YEAR	-	889,207	121,728	1,010,935
AT 31 DECEMBER 2022	4,116,996	10,287,024	4,829,979	19,233,999
AMORTISATION CHARGE FOR THE FINANCIAL YEAR	-	688,385	180,024	868,409
DISPOSALS	-	-	(218,366)	(218,366)
IMPAIRMENT LOSS	4,003,000	-	-	4,003,000
AT 31 DECEMBER 2023	8,119,996	10,975,409	4,791,637	23,887,042
CARRYING AMOUNT				
AT 31 DECEMBER 2022	31,888,234	7,026,423	310,362	39,225,019
AT 31 DECEMBER 2023	27,885,234	6,874,955	130,330	34,890,519

(A)
AMORTISATION

The amortisation of development costs of the Group amounting to RM688,385 (2022: RM889,207) is included in cost of sales. The amortisation of computer software of the Group amounting to RM42,114 and RM137,910 (2022: RM46,452 and RM75,276) are included in cost of sales and other expenses respectively.

(B)
DEVELOPMENT COSTS

Development costs represent software under development and fully developed. It is reasonably anticipated that the costs will be recovered through future commercial activities.

(C)
COMPUTER SOFTWARE

It represents software acquired that is not integral to the functionality of equipment.

7. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)

Directors review the business performance based on the type of products and services of the strategic business units which represent its reportable operating segments. For the purpose of impairment testing, goodwill acquired through business combinations is allocated to the following Group's cash-generating units ("CGUs") which are also reportable operating segments, which represent the lowest level within the Group at which the goodwill is monitored for internal reporting purposes.

(D) GOODWILL

The carrying amounts of goodwill arising from business combination has been allocated to the Group's CGUs identified according to the following segments for impairment testing are as follows:

	GROUP	
	31.12.2023 RM	31.12.2022 RM
CASH-GENERATING UNIT		
INFORMATION TECHNOLOGY ("IT") - CGU 1	27,186,056	31,189,056
INFORMATION AND COMMUNICATION TECHNOLOGY ("ICT") - CGU 2	699,178	699,178
	27,885,234	31,888,234

The recoverable amount of CGUs has been determined based on value-in-use calculations using cash flows projection from financial budget and forecasts approved by directors covering a five-year period. The same method has also been used in the previous financial year. For each of the CGUs with significant amount of goodwill, the value-in-use calculation is most sensitive to the following key assumptions:

	31.12.2023	31.12.2022
CGU 1		
REVENUE (% OF ANNUAL GROWTH RATE)	5%	16%
OPERATING EXPENSES (% OF ANNUAL INCREMENTAL RATE)	5%	3%
GROSS MARGIN (% OF REVENUE)	20%	36%
DISCOUNT RATE	13%	13%
CGU 2		
REVENUE (% OF ANNUAL GROWTH RATE)	10%	47%
OPERATING EXPENSES (% OF ANNUAL INCREMENTAL RATE)	3%	-4%
GROSS MARGIN (% OF REVENUE)	30%	15% - 18%
DISCOUNT RATE	14%	14%

Gross margin is the forecasted margin as a percentage of revenue over the five year projection period. These are increased over the projection period for anticipated efficiency improvements.

Discount rate was estimated based on the industry weighted average cost of capital. The discount rate applied to the cash flow projections is pre-tax and reflects directors' estimate of the risks specific to the CGUs at the date of assessment.

In current financial year, the estimated recoverable amount of the CGU 1 is lower than its carrying amount. Accordingly, an impairment loss of RM4,003,000 was recognised in the profit or loss.

In current financial year, the estimated recoverable amount of the CGU 2 exceeds the carrying amount of the CGU 2. Accordingly, there is no indication of impairment based on the management's assessment. Based on the sensitivity analysis performed, management believes that there is no reasonably possible change in key assumptions that would cause the carrying amount of the CGU to exceed its recoverable amounts.

8.
INVESTMENT IN
SUBSIDIARIES

	NOTE	COMPANY	
		31.12.2023 RM	31.12.2022 RM
UNQUOTED SHARES, AT COST		64,578,887	61,929,972
ADD: ADDITIONS DURING THE FINANCIAL YEAR		-	2,648,915
LESS: IMPAIRMENT LOSS	(a)	(19,776,335)	(19,776,335)
		44,802,552	44,802,552
LOANS THAT ARE PART OF NET INVESTMENT	(b)	27,979,885	32,258,006
LESS: IMPAIRMENT LOSS	(b)	(27,851,246)	(32,129,367)
		128,639	128,639
AT THE END OF THE FINANCIAL YEAR		44,931,191	44,931,191

(a) The Company's investment in subsidiaries that are impaired at the reporting date and the reconciliation of movement in the impairment of investment in subsidiaries is as follows:

	COMPANY	
	31.12.2023 RM	31.12.2022 RM
AT 1 JANUARY	19,776,335	19,113,179
IMPAIRMENT LOSS FOR THE FINANCIAL YEAR	-	663,156
AT 31 DECEMBER	19,776,335	19,776,335

In the previous financial year, there was an impairment loss of RM663,156 as the recoverable amount is lower than the carrying amount.

(b) Loans that are part of net investment represent amount owing by subsidiaries which are non-trade in nature, unsecured and non-interest bearing. The settlement of the amounts are neither planned nor likely to occur in the foreseeable future as it is the intention of the Company to treat these amounts as a long-term source of capital to the subsidiaries. As these amounts are, in substance, a part of the Company's net investment in the subsidiaries, they are stated at cost less accumulated impairment loss, if any.

The reconciliation of movement in the impairment loss on loans that are part of net investment is as follows:

	COMPANY	
	31.12.2023 RM	31.12.2022 RM
AT 1 JANUARY	32,129,367	32,376,057
REVERSAL OF IMPAIRMENT LOSS FOR THE FINANCIAL YEAR	(4,278,121)	(246,690)
AT 31 DECEMBER	27,851,246	32,129,367

There is a reversal of impairment loss of RM4,278,121 (2022: RM246,690) as the recoverable amount is higher than the carrying amount.

8.
INVESTMENT IN
SUBSIDIARIES
(continued)

(c) Details of the subsidiaries are as follows:

NAME OF COMPANY DIRECT SUBSIDIARIES	OWNERSHIP INTEREST		PRINCIPAL ACTIVITIES
	31.12.2023 %	31.12.2022 %	
PRIVASIA SDN. BHD.	100	100	OUTSOURCING, CONSULTATION, E-PROCUREMENT AND RELATED FUNCTIONS
PRIVANET SDN. BHD.	100	100	PROVISION OF TOTAL WIRELESS AND COMMUNICATION SOLUTIONS
PRIVASAT SDN. BHD.	100	100	PROVIDING HIGH SPEED INTERNET BROADBAND ACCESS (SATELLITE SERVICES)
SPRING REACH DISTRIBUTION SDN. BHD.	100	100	TRADING OF ELECTRONIC AND TELECOMMUNICATION EQUIPMENT
PRIVAPORTS SDN. BHD.	100	100	DEVELOPMENT, PROMOTION AND OPERATION OF GENERAL CARGO TERMINAL OPERATING SYSTEM FOR GENERAL CARGO TERMINALS
PRIVARAIL SDN. BHD.	80	80	PROVISION OF THE RAILWAY SYSTEM, ENGINEERING AND RELATED SERVICES, AND INFORMATION TECHNOLOGY AND COMMUNICATION SERVICES
FINANSHERE SDN. BHD.	60	60	PROVISION OF DIGITAL PROCUREMENT INTEGRATED WITH SHARIAH COMPLIANT SUPPLY CHAIN FINANCE COLLABORATION SOLUTION
INDIRECT SUBSIDIARIES			
SUBSIDIARY OF PRIVASIA SDN. BHD.			
PRIVACOM SDN. BHD.	100	100	DEALER IN DATA PROCESSING EQUIPMENT, COMPUTER SYSTEM AND PROVISION OF TELECOMMUNICATION AND COMPUTER NETWORK CONSULTANCY SERVICES
SUBSIDIARY OF PRIVANET SDN. BHD.			
PRIVATEL SDN. BHD.	95	95	PROVISION OF NETWORK ENGINEERING SERVICES
SUBSIDIARY OF PRIVATEL SDN. BHD.			
PRIVATEL (SINGAPORE) PTE. LTD.^	-	95	PROVISION OF NETWORK ENGINEERING SERVICES
SUBSIDIARY OF PRIVARAIL SDN. BHD.			
PRIVASIA IOT SDN. BHD.	80	80	PROVISION OF COMMUNICATION SOLUTIONS

^ Disposed of during
the financial year.

All the subsidiaries have principal place of business and are incorporated in Malaysia, except for PRIVATEL (Singapore) Pte. Ltd. which has principal place of business and is incorporated in Singapore.

8.
INVESTMENT IN
SUBSIDIARIES
 (continued)

(d) Acquisition of additional interest in subsidiaries

2022

- (i) On 15 June 2022, FINANSHERE Sdn. Bhd. issued additional 502,490 ordinary shares of RM1 each, of which 301,494 ordinary shares were subscribed by the Company for a consideration of RM301,494, satisfied by the way of capitalisation of intercompany loan payable by FINANSHERE Sdn. Bhd. to the Company. Accordingly, the Company's effective ownership in FINANSHERE Sdn. Bhd. remains the same subsequent to the subscription.
- (ii) On 31 October 2022, PRIVAPORTS Sdn. Bhd. issued additional 2,000,000 ordinary shares of RM1 each, of which 2,000,000 ordinary shares were subscribed by the Company for a consideration of RM2,000,000, satisfied by the way of capitalisation of intercompany loan payable by PRIVAPORTS Sdn. Bhd. to the Company. Accordingly, the Company's effective ownership in PRIVAPORTS Sdn. Bhd. remains the same subsequent to the subscription.
- (iii) On 14 November 2022, the other shareholders of SPRING REACH DISTRIBUTION Sdn. Bhd. ("SRDSB") disposed of 300,000 units of ordinary shares to the Company for a consideration of RM2. Accordingly, SRDSB become a wholly owned subsidiary of the Company.

Effect of the increase in the Company's ownership interest is as follows:

	31.12.2022 RM
FAIR VALUE OF CONSIDERATION TRANSFERRED	2
INCREASE IN SHARE OF NET ASSETS	(511,988)
EXCESS CHARGED DIRECTLY TO EQUITY	(511,986)

- (iv) On 30 December 2022, FINANSHERE Sdn. Bhd. issued additional 224,783 ordinary shares of RM1 each, of which 134,870 ordinary shares were subscribed by the Company for a consideration of RM134,870, satisfied by the way of capitalisation of intercompany loan payable by FINANSHERE Sdn. Bhd. to the Company. Accordingly, the Company's effective ownership in FINANSHERE Sdn. Bhd. remains the same subsequent to the subscription.
- (v) On 31 December 2022, PRIVAPORTS Sdn. Bhd. issued additional 212,549 ordinary shares of RM1 each, of which 212,549 ordinary shares were fully subscribed by the Company for a consideration of RM212,549, satisfied by the way of capitalisation of intercompany loan payable by PRIVAPORTS Sdn. Bhd. to the Company. Accordingly, the Company's effective ownership in PRIVAPORTS Sdn. Bhd. remains the same subsequent to the subscription.

(e) Disposal of PRIVATEL (Singapore) Pte. Ltd.

On 14 November 2023, PRIVATEL Sdn. Bhd. disposed of its 100% equity investment in PRIVATEL (Singapore) Pte. Ltd. for a total consideration of RM10,000.

(i) Summary of the effects of disposal of PRIVATEL (Singapore) Pte. Ltd.

	RM
RECOGNISED:	
CASH CONSIDERATION RECEIVED	10,000
RECLASSIFICATION ADJUSTMENT OF EXCHANGE TRANSLATION RESERVE	(99,209)
	(89,209)
DERECOGNISED:	
IDENTIFIABLE NET ASSETS AT DISPOSAL DATE	
CASH AND CASH EQUIVALENTS	(298)
TRADE AND OTHER RECEIVABLES	(206,911)
TRADE AND OTHER PAYABLES	96,295
	(110,914)
NON-CONTROLLING INTERESTS	(2,745)
LOSS ON DISPOSAL OF PRIVATEL (SINGAPORE) PTE. LTD.	(202,868)

8.
INVESTMENT IN
SUBSIDIARIES
(continued)

(e) Disposal of PRIVATEL (Singapore) Pte. Ltd. (continued)

(ii) Effects of disposal on cash flows:

	RM
CASH CONSIDERATION RECEIVED	10,000
LESS: CASH AND CASH EQUIVALENTS OF A SUBSIDIARY DISPOSED	(298)
NET CASH INFLOWS ON DISPOSAL	<u>9,702</u>

(f) Dilution of equity interest in DIGITAL MEDTECH SOLUTIONS Sdn. Bhd.

On 9 June 2022, DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. issued additional 99,998 ordinary shares of RM1 each, of which 29,998 ordinary shares were subscribed by the Company for a consideration of RM29,998, satisfied by the way of capitalisation of intercompany loan payable by DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. to the Company.

Accordingly, the Company's effective ownership in DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. was diluted from 100% to 30% as a result of the additional shares subscribed by third parties. Upon completion of the subscription, the subsidiary was deemed disposed and classified as an associate of the Company.

(g) Non-Controlling Interests ("NCI") in subsidiaries

The financial information of the Group's subsidiaries that have NCI are as follows:

	PRIVATEL SDN. BHD.	PRIVATEL (SINGAPORE) PTE. LTD.	PRIVARAIL SDN. BHD.	PRIVASIA IOT SDN. BHD.	FINANSHERE SDN. BHD.	TOTAL
	RM	RM	RM	RM	RM	RM
31.12.2023						
NCI PERCENTAGE OF OWNERSHIP	5%	- [^]	20%	20%	40%	
CARRYING AMOUNT OF NCI	(153,478)	-	19,352	(229,847)	(520,012)	(883,985)
(LOSS)/PROFIT ALLOCATED TO NCI	(50,967)	30,792	(3,799)	(2,569)	(273,059)	(299,602)
31.12.2022						
NCI PERCENTAGE OF OWNERSHIP	5%	5%	20%	20%	40%	
CARRYING AMOUNT OF NCI	(102,511)	(33,537)	23,151	(227,278)	(246,953)	(587,128)
LOSS ALLOCATED TO NCI	(18,856)	(3,119)	(3,411)	(112,517)	(323,685)	(461,588)

[^] Disposed of during the financial year.

8.
INVESTMENT IN
SUBSIDIARIES
(continued)

(h) Summarised financial information of non-controlling interests

The summarised financial information (before intra-group elimination) of the Group's subsidiaries that have NCI are as follows:

	PRIVATEL SDN. BHD.	PRIVARAIL SDN. BHD.	PRIVASIA IOT SDN. BHD.	FINANSHERE SDN. BHD.
31.12.2023	RM	RM	RM	RM
SUMMARISED STATEMENTS OF FINANCIAL POSITION				
NON-CURRENT ASSETS	7,394	141,485	7,055	163,010
CURRENT ASSETS	3,553,055	7,475	1,920,923	16,108
CURRENT LIABILITIES	(3,393,842)	(52,197)	(3,376,871)	(1,479,149)
NET ASSETS/(LIABILITIES)	166,607	96,763	(1,448,893)	(1,300,031)
LOANS THAT ARE PART OF INVESTMENT	(3,271,958)	-	(192,914)	-
	(3,105,351)	96,763	(1,641,807)	(1,300,031)
SUMMARISED STATEMENTS OF COMPREHENSIVE INCOME				
REVENUE	4,198,730	-	2,668,279	50,828
LOSS FOR THE FINANCIAL YEAR	(1,019,335)	(18,996)	(12,847)	(682,647)
TOTAL COMPREHENSIVE (LOSS)/INCOME	(1,019,335)	(18,996)	(12,847)	(682,647)
SUMMARISED CASH FLOW INFORMATION				
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	683,123	(21,612)	(262,431)	(682,769)
NET CASH USED IN INVESTING ACTIVITIES	(275,146)	-	(36,960)	(6,295)
NET CASH (USED IN)/FROM FINANCING ACTIVITIES	(209,567)	21,963	338,680	692,768
NET INCREASE IN CASH AND CASH EQUIVALENTS	198,410	351	39,289	3,704
DIVIDENDS PAID TO NON-CONTROLLING INTERESTS	-	-	-	-
SUMMARISED STATEMENTS OF FINANCIAL POSITION				
NON-CURRENT ASSETS	133,608	355	141,485	212,115
CURRENT ASSETS	5,701,399	-	7,328	6,924
CURRENT LIABILITIES	(4,264,627)	(671,099)	(33,054)	(836,423)
NET ASSETS/(LIABILITIES)	1,570,380	(670,744)	115,759	(617,384)
LOANS THAT ARE PART OF INVESTMENT	(3,620,545)	-	-	(192,914)
	(2,050,165)	(670,744)	115,759	(617,384)
SUMMARISED STATEMENTS OF COMPREHENSIVE INCOME				
REVENUE	5,579,195	-	-	691,907
LOSS FOR THE FINANCIAL YEAR	(377,117)	(22,294)	(17,057)	(562,587)
TOTAL COMPREHENSIVE LOSS	(377,117)	(62,338)	(17,057)	(562,587)
SUMMARISED CASH FLOW INFORMATION				
NET CASH USED IN OPERATING ACTIVITIES	(137,408)	(21,722)	(8,591)	(188,300)
NET CASH (USED IN)/FROM INVESTING ACTIVITIES	(326,195)	-	-	12,187
NET CASH FROM FINANCING ACTIVITIES	141,135	15,853	8,564	175,805
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(322,468)	(5,869)	(27)	519
DIVIDENDS PAID TO NON-CONTROLLING INTERESTS	-	-	-	-

9.
INVESTMENT IN
ASSOCIATES

	GROUP		COMPANY	
	31.12.2023 RM	31.12.2022 RM	31.12.2023 RM	31.12.2022 RM
UNQUOTED SHARES, AT COST	98,780	68,780	30,000	-
ADDITIONS DURING THE FINANCIAL YEAR	1	30,000	1	30,000
	98,781	98,780	30,001	30,000
SHARE OF POST ACQUISITION RESERVES	(98,781)	(98,780)	-	-
	-	-	30,001	30,000

(a) Details of the associates which have principal place of business and are all incorporated in Malaysia are as follows:

NAME OF COMPANY	OWNERSHIP INTEREST		PRINCIPAL ACTIVITIES
	31.12.2023 %	31.12.2022 %	
DIRECT ASSOCIATE DIGITAL MEDTECH SOLUTIONS SDN. BHD.*	40	30	PROVISION OF SOFTWARE DEVELOPMENT, MULTIMEDIA, INFORMATION TECHNOLOGY AND OTHER RELATED SERVICES
INDIRECT ASSOCIATES: ASSOCIATE OF PRIVANET SDN. BHD. INFOCRATS SDN. BHD.	30	30	PROVISION OF SYSTEMS DEVELOPMENT IN COMPUTER SOFTWARE SOLUTIONS AND PACKAGES
ASSOCIATE OF PRIVASAT SDN. BHD. MAPRI SDN. BHD.#	25	25	PROVISION OF SATELLITE SERVICES IN OIL AND GAS MARKET, PARTICIPATING IN AEROSPACE BUSINESS AND MANUFACTURING SATELLITE.

The statutory financial year end of MAPRI Sdn. Bhd. was 30 June 2023 which does not conclude with the financial year end of the Group. The audited financial statement of the Company were not available. Accordingly, it is equity accounted for using unaudited management financial statements.

* During the financial year, the Company's effective ownership in DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. has increased from 30% to 40% as a result of the additional shares subscribed by the Company.

(b) On 9 June 2022, DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. issued additional 99,998 ordinary shares of RM1 each, of which 29,998 ordinary shares were subscribed by the Company for a consideration of RM29,998, satisfied by the way of capitalisation of intercompany loan payable by DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. to the Company. Accordingly, the Company's effective ownership in DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. was diluted from 100% to 30% as a result of the additional shares subscribed by third parties. Upon completion of the subscription, the subsidiary was classified as an associate of the Company.

On 1 November 2023, one of the shareholders of DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. disposed of 10,000 units of ordinary shares to the Company for a consideration of RM1. Accordingly, the Company's effective ownership in DIGITAL MEDTECH SOLUTIONS Sdn. Bhd. increased from 30% to 40% as a result of the additional shares subscribed.

9.
INVESTMENT IN
ASSOCIATES
(continued)

(c) Summarised financial information of associates

The summarised financial information of the Group's associates are as follows:

GROUP	INFOCRATS SDN. BHD. RM	MAPRI SDN. BHD. RM	DIGITAL MEDTECH SOLUTIONS SDN. BHD. RM	TOTAL RM
31.12.2023				
ASSETS AND LIABILITIES				
CURRENT ASSETS	-	783,923	125,647	909,570
CURRENT LIABILITIES	(81,773)	(1,291,292)	(750,381)	(2,123,446)
NET LIABILITIES	(81,773)	(507,369)	(624,734)	(1,213,876)
RESULTS:				
LOSS FOR THE FINANCIAL YEAR	(10,857)	(5,945)	(439,011)	(455,813)
TOTAL COMPREHENSIVE LOSS	(10,857)	(5,945)	(439,011)	(455,813)
31.12.2022				
ASSETS AND LIABILITIES				
CURRENT ASSETS	-	962,657	139,459	1,102,116
CURRENT LIABILITIES	(70,916)	(1,481,480)	(325,182)	(1,877,578)
NET LIABILITIES	(70,916)	(518,823)	(185,723)	(775,462)
RESULTS:				
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	(9,895)	1,784	(285,723)	(293,834)
TOTAL COMPREHENSIVE (LOSS)/INCOME	(9,895)	1,784	(285,723)	(293,834)

(d) The reconciliation of net assets of the associates to the carrying amount of the investment in associates are as follows:

GROUP	INFOCRATS SDN. BHD. RM	MAPRI SDN. BHD. RM	DIGITAL MEDTECH SOLUTIONS SDN. BHD. RM	TOTAL RM
31.12.2023				
SHARE OF NET ASSETS AT THE ACQUISITION DATE	30	68,750	30,001	98,781
SHARE OF POST-ACQUISITION LOSSES	(30)	(68,750)	(30,001)	(98,781)
CARRYING AMOUNT IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION	-	-	-	-
GROUP'S SHARE OF RESULTS	(3,257)	(1,486)	(175,604)	(180,347)
31.12.2022				
SHARE OF NET ASSETS AT THE ACQUISITION DATE	30	68,750	30,000	98,780
SHARE OF POST-ACQUISITION LOSSES	(30)	(68,750)	(30,000)	(98,780)
CARRYING AMOUNT IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION	-	-	-	-
GROUP'S SHARE OF RESULTS	(2,969)	446	(85,767)	(88,290)

The Group's share of accumulated losses in the associates is restricted to the Group's cost of investment in the associates. Accordingly, the Group has not recognised its share of losses of the associates amounting to RM180,346 (2022: RM58,290) during the financial year.

As at 31 December 2023, the cumulative unrecognised share of losses of the associates are RM368,250 (2022: RM187,904).

**10.
DEFERRED
TAX ASSETS/
(LIABILITIES)**

	GROUP	
	31.12.2023 RM	31.12.2022 RM
AT 1 JANUARY	96,494	300,000
RECOGNISED IN PROFIT OR LOSS (NOTE 24)	203,506	(203,506)
AT 31 DECEMBER	<u>300,000</u>	<u>96,494</u>

Presented after appropriate offsetting as follows:

	GROUP	
	31.12.2023 RM	31.12.2022 RM
DEFERRED TAX ASSETS	300,000	300,000
DEFERRED TAX LIABILITIES	-	(203,506)
	<u>300,000</u>	<u>96,494</u>

This is in respect of estimated deferred tax assets/(liabilities) arising from temporary differences as follows:

	GROUP	
	31.12.2023 RM	31.12.2022 RM
DEFERRED TAX ASSETS:		
UNUTILISED TAX LOSSES	300,000	300,000
DEFERRED TAX LIABILITIES:		
DIFFERENCES BETWEEN CARRYING AMOUNTS OF PROPERTY, PLANT AND EQUIPMENT AND THEIR TAX BASE	-	(203,506)
	<u>300,000</u>	<u>96,494</u>

The deferred tax assets and liabilities are not available for set-off as they arise from different taxable entities within the Group.

10.
DEFERRED
TAX ASSETS/
(LIABILITIES)
(continued)

UNRECOGNISED DEFERRED TAX ASSETS

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	GROUP		COMPANY	
	31.12.2023 RM	31.12.2022 RM	31.12.2023 RM	31.12.2022 RM
TEMPORARY DIFFERENCES	1,299,788	2,211,647	-	-
UNUTILISED TAX LOSSES	41,167,465	46,516,526	1,400,103	1,400,103
UNABSORBED CAPITAL ALLOWANCES	4,890,723	4,415,717	-	-
	<u>47,357,976</u>	<u>53,143,890</u>	<u>1,400,103</u>	<u>1,400,103</u>

The availability of unutilised tax losses for offsetting against future taxable profits of the respective subsidiaries in Malaysia are subject to requirements under the Income Tax Act, 1967 and guidelines issued by the tax authority.

The unutilised tax losses are available for offset against future taxable profits of the Group and of the Company up to the following financial years:

	31.12.2023	
	GROUP RM	COMPANY RM
2028	23,629,777	1,202,740
2029	2,042,592	109,592
2030	2,096,080	87,771
2031	1,435,159	-
2032	2,295,816	-
2033	4,918,091	-
	<u>36,417,515</u>	<u>1,400,103</u>

11.
INVENTORIES

	GROUP	
	31.12.2023 RM	31.12.2022 RM
CONSUMABLE AND TRADING GOODS	-	176,223

- (a) The cost of inventories of the Group recognised an expense in cost of sales during the financial year was RM1,400 (2022: RM60,606).
- (b) The cost of inventories of the Group recognised as an expense in cost of sales during the financial year in respect of write down of inventories to net realisable value was RM174,823 (2022: RM239,344).

12.
TRADE AND
OTHER
RECEIVABLES

	NOTE	GROUP		COMPANY	
		31.12.2023 RM	31.12.2022 RM	31.12.2023 RM	31.12.2022 RM
NON-CURRENT:					
NON-TRADE					
FINANCE LEASE RECEIVABLE	(a)	257,677	-	-	-
CURRENT:					
TRADE					
TRADE RECEIVABLES					
- THIRD PARTIES		10,641,507	12,471,048	-	-
- SUBSIDIARIES		-	-	2,849,174	4,081,015
		10,641,507	12,471,048	2,849,174	4,081,015
LESS: IMPAIRMENT LOSSES FOR:					
- THIRD PARTIES		(2,038,526)	(2,944,858)	-	-
- SUBSIDIARIES		-	-	(161,593)	(161,593)
		(2,038,526)	(2,944,858)	(161,593)	(161,593)
TOTAL TRADE RECEIVABLES	(b)	8,602,981	9,526,190	2,687,581	3,919,422
NON-TRADE					
AMOUNTS OWING BY SUBSIDIARIES	(c)	-	-	7,327,802	6,546,915
AMOUNTS OWING BY ASSOCIATES	(c)	817,659	356,515	395,171	135,933
THIRD PARTIES		497,575	616,556	38,000	76,000
FINANCE LEASE RECEIVABLE	(a)	151,169	-	-	-
DEPOSITS	(d)	23,333,805	1,189,639	2,000	2,000
PREPAYMENTS		4,324,327	3,669,289	4,905	9,599
		29,124,535	5,831,999	7,767,878	6,770,447
LESS: IMPAIRMENT LOSSES FOR:					
- THIRD PARTIES		(40,364)	(8,000)	-	-
- SUBSIDIARIES		-	-	(5,180,631)	(5,208,665)
- ASSOCIATES		(339,601)	(57,431)	(395,171)	-
	(e)	(379,965)	(65,431)	(5,575,802)	(5,208,665)
		28,744,570	5,766,568	2,192,076	1,561,782
TOTAL TRADE AND OTHER RECEIVABLES (CURRENT)		37,347,551	15,292,758	4,879,657	5,481,204
TOTAL TRADE AND OTHER RECEIVABLES (NON-CURRENT AND CURRENT)		37,605,228	15,292,758	4,879,657	5,481,204

12.
TRADE AND
OTHER
RECEIVABLES
(continued)

- (a) Included in the Group's finance lease receivable is lease on computer equipment amounting to RM408,846 under finance lease expiring in three years. At the end of the lease term, the Group has given the lessee the option to acquire the equipment without any consideration. There are no contingent rents in the lease.

Gross investment under finance lease together with the present value of minimum lease payments receivable are as follows:

	GROUP 31.12.2023 RM
GROSS INVESTMENT :	
NOT LATER THAN ONE YEAR	157,900
ONE TO TWO YEARS	157,900
TWO TO THREE YEARS	144,741
MINIMUM LEASE PAYMENTS RECEIVABLE	460,541
LESS: AMOUNT REPRESENTING UNEARNED FINANCE INCOME	(51,695)
PRESENT VALUE OF MINIMUM LEASE PAYMENTS RECEIVABLE	408,846
PRESENT VALUE OF MINIMUM LEASE PAYMENTS RECEIVABLE:	
NOT LATER THAN ONE YEAR	151,169
LATER THAN ONE YEAR AND NOT LATER THAN 5 YEARS	257,677
	408,846
LESS: AMOUNT DUE WITHIN 12 MONTHS	(151,169)
AMOUNT DUE AFTER 12 MONTHS	257,677

- (b) The Group's and the Company's normal trade credit terms extended to customers ranging from 7 to 90 days (2022: 7 to 90 days). Other credit terms are assessed and approved on a case by case basis.

RECEIVABLES THAT ARE IMPAIRED.

The Group's and the Company's trade receivables that are impaired at the reporting date and the reconciliation of movement in the impairment of trade receivables are as follows:

	GROUP		COMPANY	
	31.12.2023 RM	31.12.2022 RM	31.12.2023 RM	31.12.2022 RM
AT 1 JANUARY	2,944,858	3,540,642	161,593	161,593
CHARGE FOR THE FINANCIAL YEAR				
- INDIVIDUALLY ASSESSED	1,484,205	460,558	-	-
REVERSAL OF IMPAIRMENT LOSSES	(323,825)	(68,254)	-	-
WRITTEN OFF	(2,066,712)	(988,088)	-	-
AT 31 DECEMBER	2,038,526	2,944,858	161,593	161,593

The information about the credit exposures are disclosed in Note 30(a).

- (c) Amounts owing by subsidiaries and associates are unsecured, non-interest bearing, repayable upon demand and are expected to be settled in cash.
- (d) Included in the Group's deposits is a refundable deposit of RM22,500,000 (2022: RM Nil) paid to supplier in relation to a project in a subsidiary, structured as back-to-back payment corresponding to deposit payable to a customer as disclosed in Note 18(d).

12.
TRADE AND
OTHER
RECEIVABLES
(continued)

(e) The Group's and the Company's other receivables that are impaired at the reporting date and the reconciliation of movement in the impairment of other receivables are as follows:

	GROUP		COMPANY	
	31.12.2023 RM	31.12.2022 RM	31.12.2023 RM	31.12.2022 RM
AT 1 JANUARY	65,431	65,431	5,208,665	4,760,004
CHARGE FOR THE FINANCIAL YEAR				
- INDIVIDUALLY ASSESSED	314,534	-	976,916	448,661
WRITTEN OFF	-	-	(609,779)	-
AT 31 DECEMBER	379,965	65,431	5,575,802	5,208,665

13.
**CONTRACT ASSETS/
(LIABILITIES)**

	GROUP	
	31.12.2023 RM	31.12.2022 RM
CONTRACT ASSETS RELATING TO SERVICE CONTRACTS	18,284,465	7,870,867
CONTRACT LIABILITIES RELATING TO SERVICE CONTRACTS	(1,365,275)	(1,560,750)
CONTRACT LIABILITIES RELATING TO SALES OF GOODS	(879,352)	(841,036)
	(2,244,627)	(2,401,786)

(A)
CONTRACT ASSETS

The contract assets represent the Group's rights to consideration for the work performed but yet to be billed. Contract assets are transferred to receivables when the Group issues progress billings to the customers.

(B)
CONTRACT LIABILITIES

The contract liabilities represent progress billings and deposits received for service contracts and sales of goods for which performance obligations have not been satisfied.

(C)
SIGNIFICANT CHANGES IN CONTRACT BALANCES

GROUP	31.12.2023		31.12.2022	
	CONTRACT ASSETS INCREASE/(DECREASE) RM	CONTRACT LIABILITIES (INCREASE)/DECREASE RM	CONTRACT ASSETS INCREASE/(DECREASE) RM	CONTRACT LIABILITIES (INCREASE)/DECREASE RM
REVENUE RECOGNISED THAT WAS INCLUDED IN CONTRACT LIABILITY AT THE BEGINNING OF THE FINANCIAL YEAR	-	1,502,923	-	1,309,378
INCREASE DUE TO CONSIDERATION RECEIVED FROM CUSTOMERS, BUT REVENUE NOT RECOGNISED	-	(1,307,448)	-	(1,502,923)
INCREASE DUE TO FOREIGN EXCHANGE ADJUSTMENT	-	(38,316)	-	(57,827)
INCREASE DUE TO REVENUE RECOGNISED FOR UNBILLED GOODS OR SERVICES TRANSFERRED TO CUSTOMERS	17,468,560	-	6,332,219	-
TRANSFERS FROM CONTRACT ASSETS RECOGNISED AT THE BEGINNING OF THE PERIOD TO RECEIVABLES	(5,959,621)	-	(3,103,284)	-
IMPAIRMENT LOSSES ON CONTRACT ASSETS	(1,095,341)	-	(1,067,107)	-

13.
**CONTRACT ASSETS/
(LIABILITIES)**
(continued)

	GROUP	
	31.12.2023 RM	31.12.2022 RM

(D)
**REVENUE
RECOGNISED
IN RELATION
TO CONTRACT
BALANCES**

REVENUE RECOGNISED THAT WAS INCLUDED IN CONTRACT LIABILITY AT THE BEGINNING OF THE FINANCIAL YEAR	1,502,923	1,309,378
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Revenue recognised that was included in the contract liability balance at the beginning of the year represented primarily revenue from the services rendered when percentage of completion increases.

(E)
IMPAIRMENT

The movement in the impairment of contract assets is as follows:

	GROUP	
	31.12.2023 RM	31.12.2022 RM
AT 1 JANUARY	1,513,538	446,431
CHARGE FOR THE FINANCIAL YEAR		
- INDIVIDUALLY ASSESSED	1,095,341	1,067,107
AT 31 DECEMBER	2,608,879	1,513,538

14.
CONTRACT COSTS

	GROUP	
	31.12.2023 RM	31.12.2022 RM
COSTS TO FULFIL A CONTRACT	3,736,451	2,943,453

**COSTS TO FULFIL
A CONTRACT**

The Group has incurred costs to fulfil its obligations under contracts before transferring services to the customer. These costs will be used in satisfying the performance obligation in the future and expected to be recovered.

These costs are amortised in accordance with the pattern of transfer of goods or services to which the asset relates. In 2023, the amortisation of contract costs of the Group was RM4,298,333 (2022: RM6,133,100).

**15.
DEPOSITS,
CASH AND
BANK BALANCES**

	GROUP		COMPANY	
	31.12.2023 RM	31.12.2022 RM	31.12.2023 RM	31.12.2022 RM
CASH AND BANK BALANCES	675,130	533,397	763	2,894
DEPOSITS PLACED WITH LICENSED BANKS	5,206,185	5,575,201	-	-
DEPOSITS, CASH AND BANK BALANCES AS REPORTED IN THE STATEMENTS OF FINANCIAL POSITION	5,881,315	6,108,598	763	2,894
LESS:				
- BANK OVERDRAFTS (NOTE 17)	(3,410,711)	(3,271,237)	-	-
- DEPOSITS PLEDGED AS SECURITY	(3,510,534)	(3,427,305)	-	-
CASH AND CASH EQUIVALENTS AS REPORTED IN THE STATEMENTS OF CASH FLOWS	(1,039,930)	(589,944)	763	2,894

Deposits placed with licensed banks of the Group bear interest at rates ranging from 2.00% to 3.10% (2022: 1.75% to 2.60%) per annum with maturity period ranging from 1 month to 12 months.

Included in the deposits placed with licensed banks of the Group is an amount of RM3,510,534 (2022: RM3,427,305) pledged as security for bank overdrafts and trade facilities granted to a subsidiary as disclosed in Note 17.

**16.
SHARE CAPITAL**

	GROUP AND COMPANY			
	NUMBER OF ORDINARY SHARES		AMOUNTS	
	31.12.2023 UNIT	31.12.2022 UNIT	31.12.2023 UNIT	31.12.2022 UNIT
ISSUED AND FULLY PAID UP (NO PAR VALUE):				
AT BEGINNING/END OF THE FINANCIAL YEAR	614,020,020	614,020,020	62,630,042	62,630,042

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

17.
LOANS AND
BORROWINGS

	NOTE	GROUP	
		31.12.2023 RM	31.12.2022 RM
NON-CURRENT:			
TERM LOAN	(a)	4,412,857	5,145,293
LEASE LIABILITIES	(b)	335,566	121,283
HIRE PURCHASE PAYABLE	(c)	35,425	-
		<u>4,783,848</u>	<u>5,266,576</u>
CURRENT:			
TERM LOAN	(a)	755,321	686,656
LEASE LIABILITIES	(b)	154,213	35,914
HIRE PURCHASE PAYABLE	(c)	3,566	-
TRADE FACILITIES	(d)	4,570,501	3,736,133
BANK OVERDRAFTS	(d)	3,410,711	3,271,237
		<u>8,894,312</u>	<u>7,729,940</u>
TOTAL LOANS AND BORROWINGS:			
TERM LOAN	(a)	5,168,178	5,831,949
LEASE LIABILITIES	(b)	489,779	157,197
HIRE PURCHASE PAYABLE	(c)	38,991	-
TRADE FACILITIES	(d)	4,570,501	3,736,133
BANK OVERDRAFTS	(d)	3,410,711	3,271,237
		<u>13,678,160</u>	<u>12,996,516</u>

(A)
TERM LOAN

Term loan of a subsidiary bears interest at a rate of 5.50% (2022: 5.03%) per annum and is repayable over 15 years commencing the day of first drawdown and is secured and supported as follows:

- I. Legal charge over the buildings of a subsidiary as disclosed in Note 5(a);
- II. Legal charge over the investment property of a subsidiary as disclosed in Note 6;
- III. Deposits placed with licensed banks as disclosed in Note 15;
- IV. Letter of negative pledge;
- V. Corporate guarantee of the Company; and
- VI. Joint and several guarantee of two directors.

Term loan requires the subsidiary to maintain a debt to equity ratio of not exceeding 0.8 (2022: 0.8). The subsidiary has complied with the ratio.

17.
LOANS AND
BORROWINGS
(continued)

(B)
LEASE
LIABILITIES

Future minimum lease payments together with the present value of net minimum lease payments are as follows:

	GROUP	
	31.12.2023 RM	31.12.2022 RM
MINIMUM LEASE PAYMENTS:		
NOT LATER THAN ONE YEAR	183,360	42,000
LATER THAN ONE YEAR AND NOT LATER THAN 5 YEARS	358,440	129,500
	<u>541,800</u>	<u>171,500</u>
LESS: FUTURE FINANCE CHARGES	(52,021)	(14,303)
PRESENT VALUE OF MINIMUM LEASE PAYMENTS	<u>489,779</u>	<u>157,197</u>
PRESENT VALUE OF MINIMUM LEASE PAYMENTS:		
NOT LATER THAN ONE YEAR	154,213	35,914
LATER THAN ONE YEAR AND NOT LATER THAN 5 YEARS	335,566	121,283
	<u>489,779</u>	<u>157,197</u>
LESS: AMOUNT DUE WITHIN 12 MONTHS	(154,213)	(35,914)
AMOUNT DUE AFTER 12 MONTHS	<u>335,566</u>	<u>121,283</u>

Certain equipment of the Group as disclosed in Note 5(a) is pledged for lease. Such lease does not have terms of renewal which would give the effective interest rate implicit in the lease of 4.43% (2022: 4.43%) per annum.

(C)
HIRE PURCHASE
PAYABLE

Future minimum lease payments together with the present value of net minimum lease payments are as follows:

	GROUP
	31.12.2023 RM
MINIMUM LEASE PAYMENTS:	
NOT LATER THAN ONE YEAR	5,676
LATER THAN ONE YEAR AND NOT LATER THAN 5 YEARS	22,704
LATER THAN 5 YEARS	20,272
	<u>48,652</u>
LESS: FUTURE FINANCE CHARGES	(9,661)
PRESENT VALUE OF MINIMUM LEASE PAYMENTS	<u>38,991</u>
PRESENT VALUE OF MINIMUM LEASE PAYMENTS:	
NOT LATER THAN ONE YEAR	3,566
LATER THAN ONE YEAR AND NOT LATER THAN 5 YEARS	16,860
LATER THAN 5 YEARS	18,565
	<u>38,991</u>
LESS: AMOUNT DUE WITHIN 12 MONTHS	(3,566)
AMOUNT DUE AFTER 12 MONTHS	<u>35,425</u>

Hire purchase payable of the Group bears interest at a rate of 2.92% per annum and is secured by the Group's motor vehicle under hire purchase arrangement as disclosed in Note 5(a).

17.
LOANS AND
BORROWINGS
(continued)

The bank overdrafts and trade facilities of the Group are secured by way of:

- I. Legal charge over the buildings of a subsidiary as disclosed in Note 5(a);
- II. Legal charge over the investment property of a subsidiary as disclosed in Note 6;
- III. Deposits placed with licensed banks as disclosed in Note 15;
- IV. Letter of negative pledge;
- V. Corporate guarantee of the Company; and
- VI. Joint and several guarantee of two directors.

(D)
BANK OVERDRAFTS
AND TRADE
FACILITIES

18.
TRADE AND
OTHER PAYABLES

	NOTE	GROUP		COMPANY	
		31.12.2023 RM	31.12.2022 RM	31.12.2023 RM	31.12.2022 RM
NON-CURRENT:					
NON-TRADE					
OTHER PAYABLE	(a)	1,087,903	1,340,175	-	-
CURRENT:					
TRADE					
THIRD PARTIES		6,744,108	4,279,431	-	-
AN ASSOCIATE		29,516	58,809	-	-
	(b)	6,773,624	4,338,240	-	-
NON-TRADE					
OTHER PAYABLES	(a)	2,022,252	2,586,366	183,609	263,771
GST PAYABLE		-	51,886	-	-
SST PAYABLE		312,394	324,451	-	-
AMOUNTS OWING TO SUBSIDIARIES	(c)	-	-	31,130,920	33,224,815
AMOUNT OWING TO AN ASSOCIATE	(c)	93,260	80,708	-	-
AMOUNT OWING TO A CORPORATE SHAREHOLDER	(c)	76,542	1	-	-
DEPOSITS AND ACCRUALS	(d)	30,739,447	5,452,444	78,408	82,981
		33,243,895	8,495,856	31,392,937	33,571,567
TOTAL TRADE AND OTHER PAYABLES (CURRENT)		40,017,519	12,834,096	31,392,937	33,571,567
TOTAL TRADE AND OTHER PAYABLES (NON-CURRENT AND CURRENT)		41,105,422	14,174,271	31,392,937	33,571,567

(a) Included in both non-current and current of the other payables of the Group is an amount owing to a supplier totalling of RM1,610,783 (2022: RM1,817,319) for the purchase of computer equipment from year 2022 to 2026, subject to interest at rates ranging from 4.43% to 5.50% (2022: a rate of 4.43%).

(b) The normal trade credit terms granted by the trade creditors to the Group ranging from 30 to 60 days (2022: 30 to 60 days), except for certain payables which are negotiated on case by case basis.

(c) The amounts owing to subsidiaries, an associate and a corporate shareholder are unsecured, non-interest bearing, repayable upon demand and are expected to be settled in cash.

(d) Included in the Group's deposits is a refundable deposit of RM22,500,000 (2022: RM Nil) received from customer in relation to a project in a subsidiary, structured as back-to-back payment corresponding to deposit receivable from a supplier as disclosed in Note 12(d).

For explanations on the Group's and the Company's liquidity risk management processes, refer to Note 30(b).

**19.
REVENUE**

	GROUP	
	2023 RM	2022 RM
TIMING OF REVENUE RECOGNITION:		
<u>AT A POINT IN TIME</u>		
SALES OF GOODS	2,501,886	485,955
<u>OVER TIME</u>		
INFORMATION COMMUNICATION TECHNOLOGY SERVICES	4,198,730	6,384,995
INFORMATION TECHNOLOGY SERVICES	25,251,664	25,697,163
SATELLITE-BASED NETWORK SERVICES	83,240,413	7,755,359
	<u>112,690,807</u>	<u>39,837,517</u>
	115,192,693	40,323,472

The Group applies the practical expedient in paragraph 121 of MFRS 15 and accordingly, does not disclose information about remaining performance obligations that have original expected durations of one year or less and the Group recognises revenue from the satisfaction of the performance obligation when the Group has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date.

**20.
OTHER INCOME**

	GROUP		COMPANY	
	2023 RM	2022 RM	2023 RM	2022 RM
FAIR VALUE ADJUSTMENTS ON OTHER PAYABLE	42,619	202,596	-	-
GAIN ON DERECOGNITION OF PROPERTY, PLANT AND EQUIPMENT	44,204	4,043	-	-
GAIN ON DISPOSAL OF PROPERTY, PLANT AND EQUIPMENT	-	106,018	-	-
RENTAL INCOME	80,000	111,500	-	-
REVERSAL OF IMPAIRMENT LOSS ON INVESTMENT IN SUBSIDIARIES	-	-	4,278,121	246,690
WAIVER OF DEBT FROM A TRADE PAYABLE	-	200,629	-	-
OTHERS	11,641	5,260	-	-
	<u>178,464</u>	<u>630,046</u>	<u>4,278,121</u>	<u>246,690</u>

21.
FINANCE INCOME
AND FINANCE
COSTS

	GROUP	
	2023 RM	2022 RM
FINANCE INCOME:		
INTEREST INCOME ON SHORT-TERM DEPOSITS, CASH AND BANK BALANCES	116,727	110,442
FINANCE COSTS:		
INTEREST EXPENSES ON:		
- HIRE PURCHASE	956	-
- LEASE LIABILITIES	10,162	6,593
- TERM LOAN	284,529	263,969
- TRADE FACILITIES AND BANK OVERDRAFTS	546,780	410,698
	<u>842,427</u>	<u>681,260</u>

22.
PROFIT/(LOSS)
BEFORE TAX

Other than disclosed elsewhere in the financial statements, the following items have been charged/(credited) in arriving at profit/(loss) before tax:

	GROUP		COMPANY	
	2023 RM	2022 RM	2023 RM	2022 RM
AMORTISATION OF INTANGIBLE ASSETS	868,409	1,010,935	-	-
AUDITORS' REMUNERATION				
- STATUTORY AUDIT:				
- BAKER TILLY MONTEIRO HENG PLT	248,500	256,000	92,000	102,000
- MEMBER FIRMS OF BAKER TILLY INTERNATIONAL	12,699	14,386	-	-
AUDITORS' REMUNERATION				
- OTHER SERVICES:				
- BAKER TILLY MONTEIRO HENG PLT	20,000	50,000	20,000	50,000
- MEMBER FIRMS OF BAKER TILLY INTERNATIONAL	12,010	2,270	-	-
BAD DEBTS WRITTEN OFF	36,416	-	-	-
DEPOSITS WRITTEN OFF	51,932	-	-	-
DEPRECIATION OF INVESTMENT PROPERTY	26,596	26,596	-	-
DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT	1,431,922	1,315,333	1,409	2,201
EMPLOYEE BENEFITS EXPENSE (NOTE 23)	14,780,641	13,335,338	1,201,881	1,006,206
EXPENSES RELATING TO SHORT-TERM LEASES	99,336	92,320	-	-
EXPENSES RELATING TO LEASES OF LOW VALUE ASSETS	8,625	12,910	101	113
FAIR VALUE ADJUSTMENTS ON OTHER PAYABLE	(42,619)	(202,596)	-	-
GAIN ON DERECOGNITION OF PROPERTY, PLANT AND EQUIPMENT	(44,204)	(4,043)	-	-

22.
PROFIT/(LOSS)
BEFORE TAX
(continued)

Other than disclosed elsewhere in the financial statements, the following items have been charged/(credited) in arriving at profit/(loss) before tax: (continued)

	GROUP		COMPANY	
	2023 RM	2022 RM	2023 RM	2022 RM
IMPAIRMENT LOSSES ON:				
- TRADE RECEIVABLES	1,484,205	460,558	-	-
- OTHER RECEIVABLES	32,364	-	-	-
- AMOUNT OWING BY AN ASSOCIATE	282,170	-	395,171	-
- AMOUNTS OWING BY SUBSIDIARIES	-	-	581,745	448,661
- CONTRACT ASSETS	1,095,341	1,067,107	-	-
- INVESTMENT IN SUBSIDIARIES	-	-	-	663,156
- GOODWILL	4,003,000	-	-	-
INVENTORIES WRITTEN DOWN	174,823	239,344	-	-
LOSS ON FOREIGN EXCHANGE				
- REALISED	22,347	23,619	-	18
- UNREALISED	34,644	52,230	-	-
LOSS/(GAIN) ON DISPOSAL OF:				
- A SUBSIDIARY	202,868	-	-	-
- INTANGIBLE ASSETS	8	-	-	-
- PROPERTY, PLANT AND EQUIPMENT	2,463	(106,018)	-	-
PROPERTY, PLANT AND EQUIPMENT WRITTEN OFF	9	5	-	-
REVERSAL OF IMPAIRMENT LOSSES ON:				
- TRADE RECEIVABLES	(323,825)	(68,254)	-	-
- INVESTMENT PROPERTY	-	(190,639)	-	-
- INVESTMENT IN SUBSIDIARIES	-	-	(4,278,121)	(246,690)
SHARE OF RESULT OF AN ASSOCIATE, NET OF TAX	1	30,000	-	-
WAIVER OF DEBT FROM A TRADE PAYABLE	-	(200,629)	-	-

23.
EMPLOYEE
BENEFITS EXPENSE

	GROUP		COMPANY	
	2023 RM	2022 RM	2023 RM	2022 RM
SALARIES AND WAGES	10,370,589	9,362,189	611,968	471,901
DEFINED CONTRIBUTION PLAN	1,261,241	1,111,410	74,871	58,048
OTHER STAFF RELATED EXPENSES	1,407,201	1,153,943	66,542	61,257
DIRECTORS' REMUNERATION (NOTE (a))	1,741,610	1,707,796	448,500	415,000
	<u>14,780,641</u>	<u>13,335,338</u>	<u>1,201,881</u>	<u>1,006,206</u>

(a) The aggregate amounts of emoluments received and receivable by directors of the Group and of the Company during the financial year are as follows:

	GROUP		COMPANY	
	2023 RM	2022 RM	2023 RM	2022 RM
DIRECTORS OF THE COMPANY				
EXECUTIVE DIRECTORS				
- FEES	108,000	96,000	108,000	96,000
- OTHER EMOLUMENTS	1,274,810	1,272,496	16,500	14,500
	<u>1,382,810</u>	<u>1,368,496</u>	<u>124,500</u>	<u>110,500</u>
NON-EXECUTIVE DIRECTORS				
- FEES	294,000	272,500	294,000	272,500
- OTHER EMOLUMENTS	30,000	32,000	30,000	32,000
	<u>324,000</u>	<u>304,500</u>	<u>324,000</u>	<u>304,500</u>
DIRECTORS OF THE SUBSIDIARIES				
EXECUTIVE DIRECTORS				
- FEES	34,800	34,800	-	-
TOTAL DIRECTORS' REMUNERATION	<u>1,741,610</u>	<u>1,707,796</u>	<u>448,500</u>	<u>415,000</u>

24.
INCOME TAX
(CREDIT)/EXPENSE

The major components of income tax (credit)/expense for the financial years ended 31 December 2023 and 31 December 2022 are as follows:

	GROUP		COMPANY	
	2023 RM	2022 RM	2023 RM	2022 RM
STATEMENTS OF COMPREHENSIVE INCOME				
CURRENT INCOME TAX:				
- CURRENT INCOME TAX CHARGE	2,612	26,060	-	-
- ADJUSTMENT IN RESPECT OF PRIOR YEARS	(392)	(133,772)	-	-
	2,220	(107,712)	-	-
DEFERRED TAX: (NOTE 10)				
- ORIGINATION OF TEMPORARY DIFFERENCES	(203,506)	(175,105)	-	-
- ADJUSTMENT IN RESPECT OF PRIOR YEARS	-	378,611	-	-
	(203,506)	203,506	-	-
INCOME TAX (CREDIT)/EXPENSE RECOGNISED IN PROFIT OR LOSS	(201,286)	95,794	-	-

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

The reconciliations from the tax amount at the statutory income tax rate to the Group's and the Company's tax (credit)/expense are as follows:

	GROUP		COMPANY	
	2023 RM	2022 RM	2023 RM	2022 RM
PROFIT/(LOSS) BEFORE TAX	200,360	(757,370)	1,573,544	(2,297,179)
TAX AT MALAYSIAN STATUTORY INCOME TAX RATE OF 24%	48,086	(181,769)	377,651	(551,323)
SHARE OF RESULT OF AN ASSOCIATE	-	7,200	-	-
ADJUSTMENTS:				
- INCOME NOT SUBJECT TO TAX	(125,023)	(111,379)	(1,026,749)	(59,206)
- NON-DEDUCTIBLE EXPENSES	1,264,662	581,278	649,098	610,529
- UTILISATION OF PREVIOUSLY UNRECOGNISED TAX LOSSES, CAPITAL ALLOWANCES AND TEMPORARY DIFFERENCES	(4,105,803)	(1,065,958)	-	-
- DEFERRED TAX NOT RECOGNISED ON TAX LOSSES, CAPITAL ALLOWANCES AND TEMPORARY DIFFERENCES	2,717,184	621,583	-	-
- ADJUSTMENT IN RESPECT OF PRIOR YEARS				
- CURRENT TAX	(392)	(133,772)	-	-
- DEFERRED TAX	-	378,611	-	-
INCOME TAX (CREDIT)/EXPENSE	(201,286)	95,794	-	-

**25.
EARNINGS/(LOSS)
PER SHARE**

(a) Basic earnings/(loss) per share is based on the profit/(loss) for the financial year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares outstanding during the financial year, calculated as follows:

	GROUP	
	2023 RM	2022 RM
PROFIT/(LOSS) ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (RM)	701,248	(391,576)
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES FOR BASIC EARNINGS/(LOSS) PER SHARE (UNIT)	614,020,020	614,020,020
BASIC EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (SEN)	0.11	(0.06)

(b) The diluted earnings/(loss) per share of the Group for the financial years ended 31 December 2023 and 31 December 2022 are same as the basic earnings/(loss) per share of the Group as the Company has no dilutive potential ordinary shares.

**26.
GUARANTEES**

The corporate guarantee, guaranteed by the Company for banking facilities granted to a subsidiary and a consortium of a subsidiary are as follows:

**(A)
FINANCIAL
GUARANTEES**

	COMPANY	
	2023 RM	2022 RM
CORPORATE GUARANTEES FOR BANKING FACILITIES GRANTED TO:		
- A SUBSIDIARY	13,527,190	12,839,319
- A CONSORTIUM OF A SUBSIDIARY	68,000,000	-
	<u>81,527,190</u>	<u>12,839,319</u>

**(B)
BANK
GUARANTEES**

The bank guarantees, issued to third parties are as follows:

	GROUP	
	2023 RM	2022 RM
BANK GUARANTEES ISSUED IN FAVOUR OF THIRD PARTIES	1,308,151	735,127

27.
SEGMENT
INFORMATION

The Group prepared the following segment information in accordance with MFRS 8 *Operating Segments* based on the internal reports of the Group's strategic business units which are regularly reviewed by the Group's Chief Executive Officer ("CEO") for the purpose of making decisions about resource allocation and performance assessment.

The four reportable operating segments are as follows:

SEGMENTS	PRODUCTS AND SERVICES
INFORMATION TECHNOLOGY ("IT")	Comprise IT infrastructure outsourcing, consultancy and systems integration and procurement management.
INFORMATION AND COMMUNICATIONS TECHNOLOGY ("ICT")	Provision of wireless broadband infrastructure, comprehensive mobile and wireless communications consultancy, and systems development for ICT and mobile solutions providers and enterprises.
SATELLITE-BASED NETWORK SERVICES ("SAT")	The SAT segment provides a broad spectrum of satellite-based network solutions, such as managed network, high speed internet, value-added broadband applications and satellite IP Virtual Private Network for the commercial sector and general public.
INVESTMENT HOLDING	Investment holding.
<u>SEGMENT PROFIT</u>	Performance is measured based on segment results, as included in the internal management reports that are reviewed by the Group's CEO. Segment results are used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.
<u>SEGMENT ASSETS AND LIABILITIES</u>	The total segment assets and liabilities are measured based on all assets (including goodwill) and liabilities of a segment, as included in the internal management reports that are reviewed by the Group's CEO.

27.
SEGMENT
INFORMATION (continued)

2023	NOTE	IT	ICT	SAT	INVESTMENT HOLDING	ADJUSTMENTS AND ELIMINATIONS	TOTAL
		RM	RM	RM	RM	RM	RM
REVENUE:							
REVENUE FROM EXTERNAL CUSTOMERS		27,752,800	4,199,480	83,240,413	-	-	115,192,693
INTER-SEGMENT REVENUE	(a)	167,143	-	-	-	(167,143)	-
TOTAL REVENUE		27,919,943	4,199,480	83,240,413	-	(167,143)	115,192,693
RESULTS: INCLUDED IN THE MEASURE OF SEGMENT PROFIT/(LOSS) ARE:							
AMORTISATION OF INTANGIBLE ASSETS		(743,962)	(126,552)	-	-	2,105	(868,409)
BAD DEBTS WRITTEN OFF		-	(110,445)	(19,478)	-	93,507	(36,416)
DEPOSITS WRITTEN OFF		-	(43,030)	(8,902)	-	-	(51,932)
DEPRECIATION OF INVESTMENT PROPERTY		(26,596)	-	-	-	-	(26,596)
DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT		(1,354,838)	(4,903)	(70,772)	(1,409)	-	(1,431,922)
FAIR VALUE ADJUSTMENTS ON OTHER PAYABLE		42,619	-	-	-	-	42,619
GAIN ON DERECOGNITION OF PROPERTY, PLANT AND EQUIPMENT		44,204	-	-	-	-	44,204
GAIN/(LOSS) ON DISPOSAL OF A SUBSIDIARY		-	9,997	-	-	(212,865)	(202,868)
GAIN/(LOSS) ON DISPOSAL OF PROPERTY, PLANT AND EQUIPMENT		5,999	-	(8,462)	-	-	(2,463)
IMPAIRMENT LOSSES ON:							
- TRADE RECEIVABLES		(1,356,810)	(805,800)	-	-	678,405	(1,484,205)
- OTHER RECEIVABLES		(96,967)	(15,369)	(28,358)	(976,916)	1,085,246	(32,364)
- AMOUNT OWING BY AN ASSOCIATE		-	(282,170)	-	-	-	(282,170)
- CONTRACT ASSETS		-	(1,095,341)	-	-	-	(1,095,341)
- GOODWILL		-	-	-	-	(4,003,000)	(4,003,000)
INTEREST EXPENSE		(800,214)	(29,954)	(12,259)	-	-	(842,427)
INTEREST INCOME		104,259	1,584	10,884	-	-	116,727
INVENTORIES WRITTEN DOWN		-	-	(174,823)	-	-	(174,823)
LOSS ON UNREALISED FOREIGN EXCHANGE		(34,644)	-	-	-	-	(34,644)
LOSS ON DISPOSAL OF INTANGIBLE ASSETS		-	-	(8)	-	-	(8)
PROPERTY, PLANT AND EQUIPMENT WRITTEN OFF		(9)	-	-	-	-	(9)
RENTAL INCOME		80,000	-	-	-	-	80,000
REVERSAL OF IMPAIRMENT LOSS ON TRADE RECEIVABLES		775	-	323,050	-	-	323,825
REVERSAL OF IMPAIRMENT LOSS ON INVESTMENT IN SUBSIDIARIES		-	-	-	4,278,121	(4,278,121)	-
REVERSAL OF IMPAIRMENT LOSS ON AMOUNT OWING BY A SUBSIDIARY		15,000	-	-	-	(15,000)	-
SEGMENT (LOSS)/PROFIT		(8,087,495)	(1,501,475)	14,957,613	1,573,544	(6,741,827)	200,360
INCOME TAX CREDIT/(EXPENSE)		204,903	(1,005)	904,934	-	(907,546)	201,286
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(7,882,592)	(1,502,480)	15,862,547	1,573,544	(7,649,373)	401,646
SEGMENT ASSETS		75,649,941	10,547,191	43,348,858	49,841,969	(62,491,716)	116,896,243
SEGMENT LIABILITIES		34,391,960	11,685,080	27,204,157	31,392,937	(47,643,288)	57,030,846

27.
SEGMENT
INFORMATION (continued)

2022	NOTE	IT	ICT	SAT	INVESTMENT HOLDING	ADJUSTMENTS AND ELIMINATIONS	TOTAL
		RM	RM	RM	RM	RM	RM
REVENUE:							
REVENUE FROM EXTERNAL CUSTOMERS		26,183,118	6,384,995	7,755,359	-	-	40,323,472
INTER-SEGMENT REVENUE	(a)	459,037	-	-	-	(459,037)	-
TOTAL REVENUE		26,642,155	6,384,995	7,755,359	-	(459,037)	40,323,472
RESULTS: INCLUDED IN THE MEASURE OF SEGMENT PROFIT/(LOSS) ARE:							
AMORTISATION OF INTANGIBLE ASSETS		(943,374)	(63,589)	(4,674)	-	702	(1,010,935)
DEPRECIATION OF INVESTMENT PROPERTY		(26,596)	-	-	-	-	(26,596)
DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT		(1,174,448)	(61,268)	(85,761)	(2,201)	8,345	(1,315,333)
FAIR VALUE ADJUSTMENTS ON OTHER PAYABLE		202,596	-	-	-	-	202,596
GAIN ON DERECOGNITION OF PROPERTY, PLANT AND EQUIPMENT		4,043	-	-	-	-	4,043
GAIN ON DISPOSAL OF INTANGIBLE ASSETS		38,268	-	-	-	(38,268)	-
GAIN ON DISPOSAL OF PROPERTY, PLANT AND EQUIPMENT		102,039	-	3,979	-	-	106,018
IMPAIRMENT LOSSES ON:							
- TRADE RECEIVABLES		(14,310)	(446,248)	-	-	-	(460,558)
- AMOUNTS OWING BY SUBSIDIARIES		-	-	-	(448,661)	448,661	-
- INVESTMENT IN SUBSIDIARIES		-	-	-	(663,156)	663,156	-
- CONTRACT ASSETS		-	(1,067,107)	-	-	-	(1,067,107)
INTEREST EXPENSE		(643,317)	(15,647)	(22,921)	-	625	(681,260)
INTEREST INCOME		107,651	582	2,209	-	-	110,442
INVENTORIES WRITTEN DOWN		(4,078)	(60,414)	(174,852)	-	-	(239,344)
LOSS ON UNREALISED FOREIGN EXCHANGE		(52,230)	-	-	-	-	(52,230)
PROPERTY, PLANT AND EQUIPMENT WRITTEN OFF		(5)	-	-	-	-	(5)
RENTAL INCOME		111,500	-	-	-	-	111,500
REVERSAL OF IMPAIRMENT LOSS ON AMOUNT OWING BY SUBSIDIARIES		-	11,000	-	-	(11,000)	-
REVERSAL OF IMPAIRMENT LOSS ON INVESTMENT PROPERTY		190,639	-	-	-	-	190,639
REVERSAL OF IMPAIRMENT LOSS ON TRADE RECEIVABLES		67,374	-	880	-	-	68,254
REVERSAL OF IMPAIRMENT LOSS ON INVESTMENT IN A SUBSIDIARY		-	-	-	246,690	(246,690)	-
WAIVER OF DEBT FROM A TRADE PAYABLE		-	200,629	-	-	-	200,629
SEGMENT (LOSS)/PROFIT		(3,046,671)	(827,790)	4,130,497	(2,297,179)	1,283,773	(757,370)
INCOME TAX EXPENSE		(94,913)	-	(881)	-	-	(95,794)
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(3,141,584)	(827,790)	4,129,616	(2,297,179)	1,283,773	(853,164)
SEGMENT ASSETS		78,818,507	13,728,032	6,177,240	50,447,055	(59,991,333)	89,179,501
SEGMENT LIABILITIES		29,677,934	12,973,759	1,965,552	33,571,567	(48,412,203)	29,776,609

27.
SEGMENT
INFORMATION
(continued)

- (a) Inter-segment revenue are eliminated on consolidation.
- (b) The Group operates predominantly in Malaysia and hence, no geographical segment is presented.
- (c) For IT segment, revenue from one customer (2022: one customer) represented approximately RM17,290,520 (2022: RM18,355,324) for the Group's total revenue.
- (d) For SAT segment, revenue from one customer (2022: one customer) represented approximately RM80,993,275 (2022: RM5,000,000) for the Group's total revenue.

28.
RELATED PARTIES

(A)
IDENTITY OF
RELATED PARTIES

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control. Related parties may be individuals or other entities.

Related parties of the Group include:

- I. Subsidiaries;
- II. Associates;
- III. Entities in which directors have substantial financial interests; and
- IV. Key management personnel of the Group and of the Company, comprise persons (including directors) having the authority and responsibility for planning, directing and controlling the activities directly or indirectly.

(B)
SIGNIFICANT
RELATED PARTY
TRANSACTIONS

Significant related party transactions other than disclosed elsewhere in the financial statements are as follows:

	COMPANY	
	2023 RM	2022 RM
A SUBSIDIARY		
RENTAL OF SOFTWARE PAID/PAYABLE - PRIVASIA SDN. BHD.	(2,261)	(2,216)

Significant outstanding balances with related parties at the end of the reporting period are as disclosed in Notes 12 and 18.

The Company provides secured corporate guarantees to banks in respect of banking facilities granted to a subsidiary and a consortium of a subsidiary as disclosed in Note 26(a).

(C)
COMPENSATION OF
KEY MANAGEMENT
PERSONNEL

The remuneration of the key management personnel is as follows:

	GROUP		COMPANY	
	2023 RM	2022 RM	2023 RM	2022 RM
DIRECTORS' REMUNERATIONS	1,741,610	1,707,796	448,500	415,000
OTHER KEY MANAGEMENT PERSONNEL:				
- SHORT-TERM EMPLOYEE BENEFITS	1,963,225	406,276	874,000	258,924
- DEFINED CONTRIBUTION PLANS	189,722	48,945	109,317	31,200
	<u>3,894,557</u>	<u>2,163,017</u>	<u>1,431,817</u>	<u>705,124</u>

29.
FINANCIAL
INSTRUMENTS

(A)
CATEGORIES
OF FINANCIAL
INSTRUMENTS

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned:

AT 31 DECEMBER 2023	CARRYING AMOUNT RM	AMORTISED COST RM
FINANCIAL ASSETS GROUP		
TRADE AND OTHER RECEIVABLES, EXCLUDE PREPAYMENTS	33,280,901	33,280,901
DEPOSITS, CASH AND BANK BALANCES	5,881,315	5,881,315
	39,162,216	39,162,216
COMPANY		
TRADE AND OTHER RECEIVABLES, EXCLUDE PREPAYMENTS	4,874,752	4,874,752
DEPOSITS, CASH AND BANK BALANCES	763	763
	4,875,515	4,875,515
FINANCIAL LIABILITIES GROUP		
LOANS AND BORROWINGS, EXCLUDE LEASE LIABILITIES	(13,188,381)	(13,188,381)
TRADE AND OTHER PAYABLES, EXCLUDE SST PAYABLES	(40,793,028)	(40,793,028)
	(53,981,409)	(53,981,409)
COMPANY		
TRADE AND OTHER PAYABLES	(31,392,937)	(31,392,937)
	(31,392,937)	(31,392,937)
AT 31 DECEMBER 2022		
FINANCIAL ASSETS GROUP		
TRADE AND OTHER RECEIVABLES, EXCLUDE PREPAYMENTS	11,623,469	11,623,469
DEPOSITS, CASH AND BANK BALANCES	6,108,598	6,108,598
	17,732,067	17,732,067
COMPANY		
TRADE AND OTHER RECEIVABLES, EXCLUDE PREPAYMENTS	5,471,605	5,471,605
DEPOSITS, CASH AND BANK BALANCES	2,894	2,894
	5,474,499	5,474,499
FINANCIAL LIABILITIES GROUP		
LOANS AND BORROWINGS, EXCLUDE LEASE LIABILITIES	(12,839,319)	(12,839,319)
TRADE AND OTHER PAYABLES, EXCLUDE GST AND SST PAYABLES	(13,797,934)	(13,797,934)
	(26,637,253)	(26,637,253)
COMPANY		
TRADE AND OTHER PAYABLES	(33,571,567)	(33,571,567)
	(33,571,567)	(33,571,567)

29.
FINANCIAL
INSTRUMENTS
(continued)

(B)
FAIR VALUE
MEASUREMENT

The carrying amounts of cash and cash equivalents, short-term receivables and payables and short-term borrowings reasonably approximate to their fair values due to the relatively short-term nature of these financial instruments.

There have been no transfers between Level 1 and Level 2 during the financial year (2022: no transfer in either directions).

The following table provides the fair value measurement hierarchy of the Group's financial instruments:

GROUP	FAIR VALUE OF FINANCIAL INSTRUMENTS CARRIED AT FAIR VALUE				
	CARRYING AMOUNT	← FAIR VALUE →			TOTAL
		LEVEL 1	LEVEL 2	LEVEL 3	
	RM	RM	RM	RM	RM
31 DECEMBER 2023					
FINANCIAL ASSETS					
FINANCE LEASE RECEIVABLE	408,846	-	-	408,846	408,846
FINANCIAL LIABILITIES					
HIRE PURCHASE PAYABLE	(38,991)	-	-	-	-
OTHER PAYABLE (NON-CURRENT AND CURRENT)	(1,610,783)	-	-	(1,610,783)	(1,610,783)
31 DECEMBER 2022					
FINANCIAL LIABILITIES					
OTHER PAYABLE (NON-CURRENT AND CURRENT)	(1,817,319)	-	-	(1,817,319)	(1,817,319)

GROUP	FAIR VALUE OF FINANCIAL INSTRUMENTS NOT CARRIED AT FAIR VALUE				
	CARRYING AMOUNT	← FAIR VALUE →			TOTAL
		LEVEL 1	LEVEL 2	LEVEL 3	
	RM	RM	RM	RM	RM
31 DECEMBER 2023					
FINANCIAL ASSETS					
FINANCE LEASE RECEIVABLE	408,846	-	-	-	-
FINANCIAL LIABILITIES					
HIRE PURCHASE PAYABLE	(38,991)	-	-	(37,742)	(37,742)
OTHER PAYABLE (NON-CURRENT AND CURRENT)	(1,610,783)	-	-	-	-
31 DECEMBER 2022					
FINANCIAL LIABILITIES					
OTHER PAYABLE (NON-CURRENT AND CURRENT)	(1,817,319)	-	-	-	-

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's and the Company's activities are exposed to a variety of financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group's and the Company's overall financial risk management objective is to optimise value for their shareholders. The Group and the Company do not trade in financial instruments.

The Board of Directors reviews and agrees to policies and procedures for the management of these risks, which are executed by the Executive Directors and the Group Finance Director. The Audit and Risk Management Committee provides independent oversight to the effectiveness of the risk management process.

The Group's and the Company's exposure to the financial risks and the objectives, policies and processes put in place to manage these risks are discussed below:

(A) CREDIT RISK

Credit risk is the risk of financial loss to the Group and the Company that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group and the Company are exposed to credit risk from their operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments. The Group and the Company have a credit policy in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring procedures.

TRADE RECEIVABLES AND CONTRACT ASSETS

As at end of the reporting date, the maximum exposure to credit risk arising from trade receivables and contract assets is represented by their carrying amounts in the statements of financial position.

The carrying amount of trade receivables and contract assets are not secured by any collateral or supported by any other credit enhancements. In determining the recoverability of these receivables, the Group and the Company consider any change in the credit quality of the receivables from the date the credit was initially granted up to the reporting date. The Group and the Company have adopted policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

CREDIT RISK CONCENTRATION PROFILE

At the end of the reporting period, 51% (2022: 65%) of the Group's trade receivables was due from two (2022: three) major customers.

The Group applies the simplified approach to providing for impairment losses prescribed by MFRS 9, which permits the use of the lifetime expected credit losses provision for all trade receivables and contract assets. To measure the impairment losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The impairment losses also incorporate forward-looking information.

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES
(continued)

The information about the credit risk exposure on the Group's and Company's trade receivables and contract assets using provision matrix are as follows:

(A) CREDIT RISK
(continued)

TRADE RECEIVABLES AND CONTRACT ASSETS
(continued)

	EXPECTED CREDIT LOSS RATE	GROSS CARRYING AMOUNT	EXPECTED CREDIT LOSSES	NET BALANCE
		RM	RM	RM
GROUP				
AT 31 DECEMBER 2023				
CONTRACT ASSETS	0%	18,284,465	-	18,284,465
TRADE RECEIVABLES				
CURRENT	0%	4,989,433	-	4,989,433
1 TO 30 DAYS PAST DUE	0%	2,194,676	-	2,194,676
31 TO 60 DAYS PAST DUE	0%	23,090	-	23,090
61 TO 90 DAYS PAST DUE	0%	340,793	-	340,793
MORE THAN 91 DAYS PAST DUE	0%	1,054,989	-	1,054,989
		<u>8,602,981</u>	<u>-</u>	<u>8,602,981</u>
CREDIT-IMPAIRED				
INDIVIDUALLY IMPAIRED				
- CONTRACT ASSETS		2,608,879	2,608,879	-
- TRADE RECEIVABLES		2,038,526	2,038,526	-
		<u>4,647,405</u>	<u>4,647,405</u>	<u>-</u>
		<u>31,534,851</u>	<u>4,647,405</u>	<u>26,887,446</u>
AT 31 DECEMBER 2022				
CONTRACT ASSETS	0%	7,870,867	-	7,870,867
TRADE RECEIVABLES				
CURRENT	0%	3,975,773	-	3,975,773
1 TO 30 DAYS PAST DUE	0%	1,383,361	-	1,383,361
31 TO 60 DAYS PAST DUE	0%	2,886,013	-	2,886,013
61 TO 90 DAYS PAST DUE	0%	207,419	-	207,419
MORE THAN 91 DAYS PAST DUE	0%	1,073,624	-	1,073,624
		<u>9,526,190</u>	<u>-</u>	<u>9,526,190</u>
CREDIT-IMPAIRED				
INDIVIDUALLY IMPAIRED				
- CONTRACT ASSETS		1,513,538	1,513,538	-
- TRADE RECEIVABLES		2,944,858	2,944,858	-
		<u>4,458,396</u>	<u>4,458,396</u>	<u>-</u>
		<u>21,855,453</u>	<u>4,458,396</u>	<u>17,397,057</u>

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The information about the credit risk exposure on the Group's and Company's trade receivables and contract assets using provision matrix are as follows: (continued)

	EXPECTED CREDIT LOSS RATE	GROSS CARRYING AMOUNT RM	EXPECTED CREDIT LOSSES RM	NET BALANCE RM
COMPANY				
AT 31 DECEMBER 2023				
TRADE RECEIVABLES				
MORE THAN 91 DAYS PAST DUE	0%	2,687,581	-	2,687,581
CREDIT-IMPAIRED				
INDIVIDUALLY IMPAIRED		161,593	161,593	-
		2,849,174	161,593	2,687,581
AT 31 DECEMBER 2022				
TRADE RECEIVABLES				
MORE THAN 91 DAYS PAST DUE	0%	3,919,422	-	3,919,422
CREDIT-IMPAIRED				
INDIVIDUALLY IMPAIRED		161,593	161,593	-
		4,081,015	161,593	3,919,422

OTHER RECEIVABLES AND OTHER FINANCIAL ASSETS

For other receivables and other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's and the Company's maximum exposure to credit risk arising from other receivables and other financial assets is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group and the Company consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Some intercompany balances between entities within the Group comprise loans or advances which are repayable on demand. The Company regularly monitors the financial performance and position of these entities on an individual basis. When these entities' financial performance and position deteriorates significantly, the Company assumes that there is a significant increase in credit risk, and thereby a lifetime expected credit loss assessment is necessary. As the Company is able to determine the timing of repayment of the loans or advances, the Company will consider the loans or advances to be in default when these entities are unable to pay based on the expected manner of recovery and recovery period. The Company determines the probability of default for these loans or advances using internally available information. The Company considers the loans or advances to be credit-impaired when the entities are unlikely to repay their debts.

FINANCE LEASE RECEIVABLE

The credit risk associated with finance lease receivables is mitigated by way of obtaining security over the leased equipment. At the reporting date, the Group's maximum exposure to credit risk is represented by the carrying amounts recognised in the statements of financial position.

As at the end of the reporting date, the Group considers the finance lease receivables as low credit risk and any loss allowance would be negligible.

FINANCIAL GUARANTEE CONTRACTS

The Company is exposed to credit risk in relation to financial guarantees given to banks in respects of banking facilities granted to a subsidiary and a consortium of a subsidiary. The Company monitors the results of the subsidiary and the consortium of the subsidiary and their repayment on an on-going basis. The maximum exposure to credit risks amounts to RM81,527,190 (2022: RM12,839,319) representing the maximum amount the Company could pay if the guarantee is called on as disclosed in Note 30(b). As at the reporting date, there was no indication that the subsidiary and the customer of the subsidiary would default on repayment.

The financial guarantees have not been recognised since the fair value on Initial recognition was not material as the guarantee is provided as credit enhancement to subsidiary's secured borrowings.

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations when they fall due. The Group's and the Company's exposure to liquidity risk arise primarily from mismatches of the maturities between financial assets and liabilities. The Group's and the Company's exposure to liquidity risk arise principally from trade and other payables, loan and borrowings.

The Group and the Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that they will have sufficient liquidity to meet their liabilities when they fall due.

(B) LIQUIDITY RISK

MATURITY ANALYSIS

The maturity analysis of the Group's and of the Company's financial liabilities by their relevant maturity at the reporting date are based on contractual undiscounted repayment obligations are as following:

	< CONTRACTUAL CASH FLOWS >				TOTAL RM
	CARRYING AMOUNT RM	ON DEMAND OR WITHIN 1 YEAR RM	BETWEEN 1 AND 5 YEARS RM	MORE THAN 5 YEARS RM	
GROUP					
AT 31 DECEMBER 2023					
TRADE AND OTHER PAYABLES, NET OF SST PAYABLES	40,793,028	40,629,484	1,266,973	-	41,896,457
LOANS AND BORROWINGS	13,678,160	9,118,547	4,174,344	1,117,386	14,410,277
	54,471,188	49,748,031	5,441,317	1,117,386	56,306,734
AT 31 DECEMBER 2022					
TRADE AND OTHER PAYABLES, NET OF GST AND SST PAYABLES	13,797,934	13,319,932	1,521,633	-	14,841,565
LOANS AND BORROWINGS	12,996,516	7,997,670	3,922,700	2,166,576	14,086,946
	26,794,450	21,317,602	5,444,333	2,166,576	28,928,511
COMPANY					
AT 31 DECEMBER 2023					
TRADE AND OTHER PAYABLES	31,392,937	31,392,937	-	-	31,392,937
FINANCIAL GUARANTEE CONTRACTS*	-	81,527,190	-	-	81,527,190
	31,392,937	112,920,127	-	-	112,920,127
AT 31 DECEMBER 2022					
TRADE AND OTHER PAYABLES	33,571,567	33,571,567	-	-	33,571,567
FINANCIAL GUARANTEE CONTRACTS*	-	12,839,319	-	-	12,839,319
	33,571,567	46,410,886	-	-	46,410,886

* The Company has given corporate guarantees to banks on behalf of a subsidiary and a consortium of a subsidiary for banking facilities. The potential exposure of the financial guarantees are equivalent to the amount of the banking facilities being utilised by the said subsidiary and the said consortium of the subsidiary.

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(C) FOREIGN CURRENCY RISK

Foreign currency risk is the risk of fluctuation in fair value or future cash flows of a financial instrument as a result of changes in foreign exchange rates. The Group’s exposure to the risk of changes in foreign exchange rates related primarily to the Group’s operating activities (when sales and purchases are denominated in a foreign currency) and the Group’s net investment in a foreign subsidiary.

The Group does not hedge its foreign currency exposures. The Group ensures that the net exposure is kept to an acceptable level.

The Group’s material unhedged financial assets and liabilities that are not denominated in their functional currencies are as follows:

	GROUP	
	2023 RM	2022 RM
DEPOSITS, CASH AND BANK BALANCES		
UNITED STATES DOLLAR (“USD”)	30,771	134,453
TRADE PAYABLES		
UNITED STATES DOLLAR (“USD”)	(11,952)	(532,394)
CONTRACT LIABILITIES		
UNITED STATES DOLLAR (“USD”)	(879,352)	(841,036)

SENSITIVITY ANALYSIS FOR FOREIGN CURRENCY RISK

The Group’s principal foreign currency exposure relates to United States Dollar (“USD”).

The following table demonstrates the sensitivity to a reasonably possible change in the USD, with all other variables held constant on the Group’s total equity and profit/(loss) for the financial year.

GROUP	CHANGE IN RATE	EFFECT ON EQUITY AND PROFIT/(LOSS) FOR THE FINANCIAL YEAR (RM)
31 DECEMBER 2023		
- USD	+10%	(65,401)
	-10%	65,401
31 DECEMBER 2022		
- USD	+10%	(94,162)
	-10%	94,162

30.
FINANCIAL RISK
MANAGEMENT
OBJECTIVES
AND POLICIES
(continued)

Interest rate risk is the risk of fluctuation in fair value or future cash flows of the Group's financial instruments as a result of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its long-term loans and borrowings with floating interest rates. The Group manages the net exposure to interest rate risks by maintaining sufficient lines of credit to obtain acceptable lending costs and by monitoring the exposure to such risks on an ongoing basis. The Group does not enter into interest rate hedging transactions since it considers that the cost of such instruments outweighs the potential risk of interest rate fluctuation.

(D)
INTEREST RATE
RISK

SENSITIVITY
ANALYSIS FOR
INTEREST RATE RISK

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant on the Group's total equity and profit/(loss) for the financial year.

GROUP	CHANGE IN BASIS POINT	EFFECT ON EQUITY AND PROFIT/(LOSS) FOR THE FINANCIAL YEAR (RM)
31 DECEMBER 2023	+50	(49,968)
	-50	49,968
31 DECEMBER 2022	+50	(48,789)
	-50	48,789

31.
COMMITMENTS

OPERATING LEASE
COMMITMENTS –
AS LESSOR

The Group leases an office building which has remaining lease term of one year (2022: one year). The undiscounted lease payment to be received is as follows:

	GROUP	
	2023 RM	2022 RM
NOT MORE THAN ONE YEAR	64,000	18,000

32. CAPITAL MANAGEMENT

The primary objective of the Group's and the Company's capital management is to ensure that they maintain a strong credit rating and healthy capital ratio in order to support their business and maximise shareholder value. The Group and the Company manage their capital structure and make adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group and the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies and processes during the financial years ended 31 December 2023 and 31 December 2022.

The Group and the Company monitor capital using gearing ratio, which is net debts divided by total equity attributable to the owners of the Company plus net debts. Net debts comprises borrowings, less deposits, cash and bank balances. The gearing ratio at 31 December 2023 and 31 December 2022 are as follows:

	NOTE	GROUP		COMPANY	
		2023 RM	2022 RM	2023 RM	2022 RM
LOANS AND BORROWINGS	17	13,678,160	12,996,516	-	-
LESS: DEPOSITS, CASH AND BANK BALANCES	15	(5,881,315)	(6,108,598)	(763)	(2,894)
NET DEBTS/(CASH)		7,796,845	6,887,918	(763)	(2,894)
TOTAL EQUITY ATTRIBUTABLE TO THE OWNERS OF THE COMPANY		60,749,382	59,990,020	18,449,032	16,875,488
TOTAL EQUITY PLUS NET DEBTS		68,546,227	66,877,938	18,448,269	16,872,594
GEARING RATIO		11%	10%	*	*

* Not meaningful.

The subsidiary has complied with the requirements as disclosed in Note 17(a).

33. LITIGATION

On 4 January 2024, Bay Smart Capital Ventures Sdn. Bhd. ("the plaintiff"), which had provided financing arrangements in the form of invoice factoring to EHF Technologies (M) Sdn. Bhd. ("EHF"), a contractor of PRIVATEL Sdn. Bhd. ("PVT"), served a Writ and Statement of Claim dated December 28, 2023, against PVT for invoices that remain unsettled, amounting to an alleged claim of RM245,301, together with interest on the said sum calculated at a rate of 5% per annum from the date of the writ until full settlement.

On 9 February 2024, PVT filed a Statement of Defence, contending the following:

- I. PVT is not privy to the invoice factoring and the purportedly entered between the plaintiff and EHF;
- II. PVT is not privy to the Master Assignment Agreement dated 8 November 2022; and
- III. the claim for invoices totaling of RM245,301 is subject to back-to-back payment terms as indicated in the purchase orders provided.

The hearing of the Summary Judgement is fixed before the Judge on 5 June 2024.

The directors are of the opinion that the claim is not expected to have any material impact on the earnings and net assets of the Group for the financial year ended 31 December 2023 as the claim made by the plaintiff is pre-mature and legally invalid in the event that the assignment is held to be valid of which is denied. In addition to that, adequate provision had been made in the financial statements.

34.
COMPARATIVE
FIGURES

During the financial year, the Group made adjustments to reflect the following:

- (a) In the previous financial year, one of the subsidiary, Privasia Sdn. Bhd. has entered into a five years agreement with Hewlett Packard Enterprise to acquire computer equipment from Year 2022 to Year 2026. This resulted in the recognition of property, plant and equipment and hire purchase payable in the financial statements.

During the financial year, the directors noted that the contract value shall be recognised as other payable at net present value. Accordingly, the financial statements of the Group for the financial year ended 31 December 2022 have been restated to correct the error.

- (b) Reclassifications have been made to conform with current year presentation.

The effect of retrospective adjustments and reclassifications are as follows:

GROUP	AS PREVIOUSLY REPORTED RM	RETROSPECTIVE ADJUSTMENTS NOTE (A) RM	RECLASSIFICATIONS NOTE (B) RM	AS RESTATED/ RECLASSIFIED RM
31.12.2022				
STATEMENTS OF FINANCIAL POSITION				
NON-CURRENT ASSETS				
PROPERTY, PLANT AND EQUIPMENT	14,193,775	431,584	-	14,625,359
CURRENT ASSETS				
TRADE AND OTHER RECEIVABLES	18,236,211	-	(2,943,453)	15,292,758
CONTRACT COSTS	-	-	2,943,453	2,943,453
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
ACCUMULATED LOSSES	3,026,349	(444,441)	-	2,581,908
NON-CURRENT LIABILITIES				
LOANS AND BORROWINGS	(6,669,094)	1,402,518	-	(5,266,576)
OTHER PAYABLE	-	(1,340,175)	-	(1,340,175)
CURRENT LIABILITIES				
LOANS AND BORROWINGS	(8,157,598)	427,658	-	(7,729,940)
TRADE AND OTHER PAYABLES	(13,197,988)	(477,144)	841,036	(12,834,096)
CONTRACT LIABILITIES	(1,560,750)	-	(841,036)	(2,401,786)
STATEMENTS OF COMPREHENSIVE INCOME				
OTHER INCOME	537,892	202,596	(110,442)	630,046
OTHER EXPENSES	(13,163,500)	199,546	-	(12,963,954)
FINANCE INCOME	-	-	110,442	110,442
FINANCE COSTS	(723,559)	42,299	-	(681,260)
STATEMENTS OF CASH FLOWS				
NET CASH USED IN OPERATING ACTIVITIES	(2,914,640)	(206,840)	70,280	(3,051,200)
NET CASH USED IN INVESTING ACTIVITIES	(1,581,451)	-	230,987	(1,350,464)
NET CASH USED IN FINANCING ACTIVITIES	(233,156)	206,840	(301,267)	(327,583)

34.
COMPARATIVE
FIGURES
(continued)

The effect of retrospective adjustments and reclassifications are as follows: (continued)

GROUP	AS PREVIOUSLY REPORTED RM	RETROSPECTIVE ADJUSTMENTS NOTE (A) RM	RECLASSIFICATIONS NOTE (B) RM	AS RESTATED/ RECLASSIFIED RM
1.1.2022				
STATEMENTS OF FINANCIAL POSITION				
CURRENT ASSETS				
TRADE AND OTHER RECEIVABLES	11,851,010	-	(1,526,351)	10,324,659
CONTRACT COSTS	-	-	1,526,351	1,526,351
CURRENT LIABILITIES				
TRADE AND OTHER PAYABLES	(8,869,714)	-	783,209	(8,086,505)
CONTRACT LIABILITIES	(1,309,378)	-	(783,209)	(2,092,587)

35.
SIGNIFICANT EVENT
SUBSEQUENT TO
THE END OF THE
FINANCIAL YEAR

On 13 March 2024, the Company entered into a Transfer and Shareholders' Agreement with DJava Factory Sdn. Bhd. ("DJF"), DSS Capital Sdn. Bhd., Mr. Allan Kenneth Ang and Mr. Teh Chee Hoe, for the acquisition of 127,500 ordinary shares in DJF representing to 51% of the total shareholding interest in DJF for a total consideration of RM1,100,000.

Upon completion of the acquisition, DJF will become a subsidiary of the Company.

The acquisition is yet to complete as at the date of this report.

**STATEMENT
BY DIRECTORS**

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

We, DATO' AZMAN BIN MAHMUD and DATUK PUVANESAN A/L SUBENTHIRAN, being two of the directors of PRIVASIA Technology Berhad, do hereby state that in the opinion of the directors, the accompanying financial statements set out on pages 68 to 127 are drawn up in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and of their financial performance and cash flows for the financial year then ended.

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

DATO' AZMAN BIN MAHMUD
Director

Kuala Lumpur

Date: 24 April 2024

DATUK PUVANESAN A/L SUBENTHIRAN
Director

Kuala Lumpur

Date: 24 April 2024

**STATUTORY
DECLARATION**

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

I, KULARAJAH A/L M.THAVARATNAM, being the officer primarily responsible for the financial management of PRIVASIA Technology Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements set out on pages 68 to 127 are correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

KULARAJAH A/L M.THAVARATNAM
MIA Membership No: CA 32004

Subscribed and solemnly declared by the abovenamed at
Kuala Lumpur in the Federal Territory on 24 April 2024.

Before me,

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PRIVASIA TECHNOLOGY BERHAD (INCORPORATED IN MALAYSIA)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the financial statements of PRIVASIA Technology Berhad, which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 68 to 127.

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

BASIS FOR OPINION

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

INDEPENDENCE AND OTHER ETHICAL RESPONSIBILITIES

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

KEY AUDIT MATTERS

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

GROUP

GOODWILL AND OTHER INTANGIBLE ASSETS (NOTES 4(A) AND 7 TO THE FINANCIAL STATEMENTS)

Goodwill is tested for impairment annually and at other times when such indicators exist. The Group determines whether other intangible assets, not yet available for use, is impaired, at least on an annual basis. Development costs have finite useful lives and are assessed for impairment whenever there is an indication of impairment.

We focused on this area because this assessment requires significant judgements by the directors on the discount rates applied in the recoverable amount calculation and assumptions supporting the underlying cash flow projections, including forecast growth rates and gross profit margin.

OUR RESPONSE:

Our audit procedures included, among others:

- understanding the methodology and method adopted by the directors in measuring the recoverable amount;
- discussing the directors' assumptions in relation to key inputs such as discount rate, forecast growth rates and gross profit margin;
- testing the mathematical computation of the impairment assessment; and
- performing the sensitivity analysis of key assumptions and the impacts of these key assumptions and inputs that are expected to be most sensitive to the recoverable amount.

**REPORT ON
THE AUDIT OF
THE FINANCIAL
STATEMENTS
(continued)**

**KEY AUDIT
MATTERS
(continued)**

**GROUP
(continued)**

**TRADE RECEIVABLES
AND CONTRACT
ASSETS (NOTES
4(B), 12 AND 13 TO
THE FINANCIAL
STATEMENTS)**

The Group has significant trade receivables and contract assets as at the end of the financial year. We focused on this area because the directors made significant judgements over assumptions about risk of default and expected loss rate. In making the assumptions, the directors selected inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of the reporting period.

OUR RESPONSE:

Our audit procedures included, among others:

- understanding the design and implementation of controls associated with monitoring of trade receivables and contract assets that were either in default or significantly overdue;
- understanding the significant credit exposures which were significantly overdue or deemed to be in default through analysis of ageing reports and other collection reports prepared by the Group;
- obtaining confirmation of balances from selected samples of receivables;
- checking subsequent receipts, customer correspondence, and directors' explanation on recoverability of debtors with significant past due balances; and
- testing the mathematical computation of expected credit losses as at the end of the reporting period.

COMPANY

**INVESTMENT IN
SUBSIDIARIES
(NOTES 4(C) AND 8
TO THE FINANCIAL
STATEMENTS)**

The Company assesses impairment of investment in subsidiaries whenever the events or changes in circumstances indicate that the carrying amount of a subsidiary may not be recoverable i.e. the carrying amount of the subsidiary is more than the recoverable amount.

We focused on this area because the directors' assessment of the recoverable amount involved significant judgement. The recoverable amounts of investment in subsidiaries were determined based on value-in-use which includes the discount rates applied in the recoverable amount calculation and the assumption supporting the underlying cash flow projections which include future sales, gross profit margin and operating expenses.

OUR RESPONSE:

Our audit procedures included, among others:

- understanding the Company's process flow in preparing cash flow projections;
- comparing the actual results with previous cash flow projections to assess the performance of the business and reliability of the forecasting process;
- discussing the directors' assumptions in relation to key assumptions in the projections;
- testing the mathematical computation of the impairment assessment; and
- performing the sensitivity analysis of key assumptions and the impacts of these key assumptions and inputs that are expected to be most sensitive to the recoverable amount.

**REPORT ON
THE AUDIT OF
THE FINANCIAL
STATEMENTS
(continued)**

**INFORMATION
OTHER THAN
THE FINANCIAL
STATEMENTS AND
AUDITORS' REPORT
THEREON**

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

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

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

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

**RESPONSIBILITIES
OF THE DIRECTORS
FOR THE FINANCIAL
STATEMENTS**

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

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

The directors of the Company are responsible for overseeing the Group's financial reporting process.

**AUDITORS'
RESPONSIBILITIES
FOR THE AUDIT OF
THE FINANCIAL
STATEMENTS**

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

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

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

**REPORT ON
THE AUDIT OF
THE FINANCIAL
STATEMENTS
(continued)**

**AUDITORS'
RESPONSIBILITIES
FOR THE AUDIT OF
THE FINANCIAL
STATEMENTS
(continued)**

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

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

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

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

**REPORT ON
OTHER LEGAL
AND REGULATORY
REQUIREMENTS**

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

OTHER MATTERS

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

BAKER TILLY MONTEIRO HENG PLT
201906000600 (LLP0019411-LCA) & AF0117
Chartered Accountants

Kuala Lumpur
Date: 24 April 2024

NG ZU WEI
NO. 03545/12/2024 J
Chartered Accountant

Kuala Lumpur
Date: 24 April 2024

ANALYSIS OF SHAREHOLDING AS AT 29 MARCH 2024

ISSUED SHARE CAPITAL : 614,020,020 Ordinary Shares

CLASS OF SHARES : Ordinary Shares

VOTING RIGHTS : One (1) Vote per Ordinary Shares

NUMBER OF SHAREHOLDERS

ANALYSIS BY SIZE OF SHAREHOLDINGS

SIZE OF SHARE HOLDINGS	NO. OF SHARE HOLDERS	% OF SHARE HOLDERS	NO. OF SHARES HELD	% OF SHARE HOLDINGS
Less than 100	56	1.00	1,319	0.00
100 – 1,000	577	10.34	290,583	0.05
1,001 – 10,000	1,929	34.56	12,504,700	2.04
10,001 – 100,000	2,437	43.67	97,634,698	15.90
100,001 – 30,701,000*	579	10.37	277,703,000	45.22
30,701,001 and above**	3	0.05	225,885,720	36.79
TOTAL	5,581	100.00	614,020,020	100.00

Note :
* Less than 5%
of issued holdings
** 5% and above
of issued holdings

LIST OF SUBSTANTIAL SHAREHOLDERS (5% AND ABOVE)

NO.	NAMES OF SUBSTANTIAL SHAREHOLDERS	DIRECT INTEREST		INDIRECT INTEREST	
		NO. OF SHARES	%	NO. OF SHARES	%
1.	ANYOTECH SDN. BHD.	79,713,220	12.98	-	-
2.	RADIANT PRINCIPLES SDN. BHD.	75,000,000	12.22	-	-
3.	PANCARTHIRAN SDN. BHD.	71,172,500	11.59	-	-
4.	*DATUK PUVANESAN A/L SUBENTHIRAN			150,885,720	24.57
	Share held through:-				
	- Individual Account	15,981,400	2.60		
	- Maybank Securities Nominees (Tempatan) Sdn. Bhd.	1,260,800	0.21		
		17,242,200	2.81		
5.	**ANDRE ANTHONY A/L HUBERT RENE	5,674,700	0.92	154,713,220	25.20

DIRECTORS' SHAREHOLDING (ACCORDING TO THE REGISTER OF DIRECTORS' SHAREHOLDINGS)

NO.	NAMES OF DIRECTORS	SHAREHOLDING			
		DIRECT	%	INDIRECT	%
1.	*DATUK PUVANESAN A/L SUBENTHIRAN			150,885,720	24.57
	Share held through:-				
	- Individual Account	15,981,400	2.60		
	- Maybank Securities Nominees (Tempatan) Sdn. Bhd.	1,260,800	0.21		
		17,242,200	2.81		
2.	**ANDRE ANTHONY A/L HUBERT RENE	5,674,700	0.92	154,713,220	25.20
3.	DATO' AZMAN BIN MAHMUD	-	-	-	-
4.	HAIDA SHENNY BINTI HAZRI	576,000	0.09	-	-
5.	RACHEL LAU JEAN MEI	-	-	-	-
6.	LEONG KAH CHERN	-	-	-	-
7.	YIP KIT WENG	-	-	-	-

* Deemed interest under Section 8(4) of the Act by virtue of shares held by Anyotech Sdn Bhd and Pancarthiran Sdn Bhd.

**Deemed interest under Section 8(4) of the Act by virtue of shares held by Anyotech Sdn Bhd and Radiant Principles Sdn Bhd.

**LIST OF THIRTY
(30) LARGEST
SECURITIES
ACCOUNT HOLDERS
(ACCORDING TO
THE RECORD OF
DEPOSITORS)**

NO.	NAMES	SHAREHOLDING	%
1.	ANYOTECH SDN. BHD.	79,713,220	12.98
2.	RADIANT PRINCIPLES SDN. BHD.	75,000,000	12.22
3.	PANCARTHIRAN SDN. BHD.	71,172,500	11.59
4.	DATO' MOHAMED SHARIL BIN MOHAMED TARMIZI	19,105,400	3.11
5.	DATUK PUVANESAN A/L SUBENTHIRAN	15,581,400	2.54
6.	KENANGA NOMINEES (TEMPATAN) SDN. BHD. P LEDGED SECURITIES ACCOUNT FOR LIM YEOW KIM (MG0000137)	13,288,000	2.16
7.	KENANGA NOMINEES (TEMPATAN) SDN. BHD. RAKUTEN TRADE SDN. BHD. FOR LEE SIEW LIN	12,826,000	2.09
8.	ANDRE ANTHONY A/L HUBERT RENE	5,674,700	0.92
9.	SIM YI CHIAN	4,000,000	0.65
10.	LEONG YENG KIT	3,725,600	0.61
11.	KENANGA NOMINEES (TEMPATAN) SDN. BHD. RAKUTEN TRADE SDN. BHD. FOR SIEW SHYH SHEN	3,246,000	0.53
12.	SHUM THIN SOON	3,000,000	0.49
13.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR METTIZ CAPITAL SDN. BHD.	2,881,700	0.47
14.	FIRMANSYAH AANG BIN MUHAMAD	2,846,900	0.46
15.	CHONG SAU KUEN	2,500,000	0.41
16.	ADRIAN HENRY D'SILVA	2,346,500	0.38
17.	JEREMIAH A/L MICHEAL	2,250,000	0.37
18.	LEE KAO CHOON	2,000,000	0.33
19.	MOHD FAIZ BIN MOKHTAR	2,000,000	0.33
20.	PUBLIC NOMINEES (TEMPATAN) SDN. BHD. PLEDGE SECURITIES ACCOUNT FOR LIM KIAN LEONG (E-KLG)	1,957,000	0.32
21.	HENG YIK WAH	1,780,000	0.29
22.	MAYBANK NOMINEES (TEMPATAN) SDN. BHD. YAU YOKE LAN	1,600,000	0.26
23.	DATUK ALI BIN ABDUL KADIR	1,525,000	0.25
24.	HAN FOO JUAN	1,400,000	0.23
25.	TEE CHIN HOCK	1,350,000	0.22
26.	SHAIFUL ZHRIN BIN SUBHAN	1,346,900	0.22
27.	MAYBANK SECURITIES NOMINEES (TEMPATAN) SDN BHD PLEDGE SECURITIES ACCOUNT FOR DATUK PUVANESAN A/L SUBENTHIRAN	1,230,800	0.20
28.	KENANGA NOMINEES (TEMPATAN) SDN BHD RAKUTEN TRADE SDN BHD FOR CHUA WEE CHEE	1,200,000	0.20
29.	M&A NOMINEE (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHOON NEE SIEW (M&A)	1,200,000	0.20
30.	ONG YEW BENG	1,200,000	0.20

**PROPERTY
OF THE GROUP**

LOCATION	DESCRIPTION/ EXISTING USE	BUILT UP AREA OF BUILDING (SQ. FT)	AGE OF BUILDING (YEARS)	TENURE	NET BOOK VALUE AS AT 31.12.23	DATE OF ACQUISITION/ REVALUATION
PRIVASIA SDN. BHD.						
UNIT C-21-01 TO 07, 3 TWO SQUARE NO. 2 JALAN 19/1 46300 PETALING JAYA SELANGOR DARUL EHSAN	1st Storey: Retail Lot – Tenanted 2nd - 7th Storey: Office Use	1,798 23,508	14	99 years lease expiring on 6 SEPTEMBER 2106	11,984,680	28.03.2008
Strata title held under PN50495/M1-C/1/113, PN50495/M1-C/2/130, PN50495/M1-C/3/147, PN50495/M1-C/4/164, PN50495/M1-C/5/181, PN50495/M1-C/6/198, PN50495/M1-C/7/211, Lot 103, Seksyen 36, Bandar Petaling Jaya, Daerah Petaling, Selangor Darul Ehsan.						

**PRIVASIA
TECHNOLOGY
BERHAD**

**COMMUNICATION,
BRAND AND
ENGAGEMENT**

C-21-02, 3 Two Square
2, Jalan 19/1
46300 Petaling Jaya
Selangor Darul Ehsan
Malaysia
T : +603-7967 9600
E : info@privasia.com

**COPYWRITING AND
GRAPHIC DESIGN**

Communication, Brand and Engagement
PRIVASIA Technology Berhad

PRINTING

Only 100 Copies of this report were printed using soy-based ink on responsibly sourced, FSC certified paper made from fully recycled fibers. *Please think of the environment - this document can be reused and recycled.*



The mark of
responsible forestry

DIGITAL VERSION

The digital version of this Annual Report is available online at <https://www.privasia.com>

CONTACTS

INVESTORS
& ANALYSTS info@privasia.com

INDIVIDUAL
SHAREHOLDERS info@privasia.com

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NUMBER OF SHARES HELD	CDS ACCOUNT NO.																		

I/We, _____ NRIC/Company No. _____
(FULL NAME AS PER NRIC/CERTIFICATE OF INCORPORATION IN BLOCK LETTERS)

(Tel No: _____) of _____
(FULL ADDRESS)

being a member / members of PRIVASIA TECHNOLOGY BERHAD, hereby appoint the following:

NAME OF PROXY	NRIC / PASSPORT NO.	NO. OF SHARES	PROPORTION OF SHAREHOLDINGS (%)

and / of failing him / her

NAME OF PROXY	NRIC / PASSPORT NO.	NO. OF SHARES	PROPORTION OF SHAREHOLDINGS (%)

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to attend and vote for me/us on my/our behalf at the Sixteenth Annual General Meeting ("16th AGM") of the Company, which will be held at C-21-02, 3 Two Square, No. 2, Jalan 19/1, 46300 Petaling Jaya, Selangor Darul Ehsan on Friday, 28 June 2024 at 10.00 a.m. and at any adjournment thereof.

My/our proxy is to vote on the resolutions as indicated by an "X" in the appropriate spaces below. If this form is returned without any indication as to how the proxy shall vote, the proxy shall vote or abstain as he/she thinks fit.

NO.	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	TO RE-ELECT MS. HAIDA SHENNY BINTI HAZRI AS DIRECTOR.		
2.	TO RE-ELECT MR. LEONG KAH CHERN AS DIRECTOR.		
3.	TO APPROVE THE PAYMENT OF DIRECTORS' FEES UP TO RM444,000 PAYABLE TO THE DIRECTORS OF THE COMPANY FROM A DAY AFTER THE 16TH AGM UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY TO BE HELD IN 2025.		
4.	TO APPROVE THE PAYMENT OF DIRECTORS' BENEFITS PAYABLE TO THE DIRECTORS OF THE COMPANY UP TO RM86,000 FROM A DAY AFTER THE 16TH AGM UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2025.		
5.	TO APPROVE THE PAYMENT OF DIRECTORS' FEES AND BENEFITS OF THE COMPANY'S SUBSIDIARIES OF RM34,800 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023.		
6.	TO RE-APPOINT MESSRS BAKER TILLY MONTEIRO HENG PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.		
7.	TO AUTHORISE THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 AND WAIVER FOR PRE-EMPTIVE RIGHTS.		

Dated this _____ day of _____, 2024

SIGNATURE
(IF SHAREHOLDER IS A CORPORATION, THIS PART SHOULD BE EXECUTED UNDER SEAL)

NOTES TO FORM OF PROXY:-

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote on his/her behalf. Where a member appoints more than one (1) proxy, the member shall specify the proportion of the shareholding to be represented by each proxy, failing which the appointments shall be invalid.
- There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a Meeting shall have the same rights as the Member to speak at the Meeting.
- For the purpose of determining who shall be entitled to attend the 16th AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to issue a Record of Depositors as at 20 June 2024. A Depositor whose name appears as such Record of Depositors shall be entitled to attend the Meeting.
- The proxy form shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of its attorney duly authorised in writing.
- Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a Member is an Exempt Authorised Nominee as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- Publication of Notice of 16th AGM and Proxy Form on the corporate website**
Pursuant to Section 320(2) of the Act, a copy of the Notice of the 16th AGM together with the proxy form are available at the Company's Website, www.privasia.com.
- Annual Report 2023**
The Annual Report 2023 is now available at the Company's Website at <https://www.privasia.com> or by scanning the QR code provided in the Administrative Guide. Printed copy of the Annual Report shall be provided to the shareholders upon request as soon as reasonably practicable after receipt of the request. Kindly refer to the Administrative Guide for the procedure for submitting the Request Form.
- Appointment of Proxy(ies)**
A member may obtain the Proxy Form for the 16th AGM via Note 7 above or the Annual Report via Note 8 above or the Annual Report released to Bursa Malaysia Securities Berhad. The proxy form or the power of attorney or other authority, if any, under which it is signed or notorially certified copy of that power or authority, must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. and may either be in the following manner and must not less than forty-eight (48) hours before time for holding the Meeting i.e. latest by 26 June 2024 at 10.00 a.m. or any adjournments thereof or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll; otherwise the instrument of proxy shall not be treated as valid and the person so named shall not be entitled to vote in respect thereof.
The appointment of proxy (ies) may now made via a hardcopy form or in electronic form:-
- In hardcopy form
Either by hand or post, at the office of the Company's Share Registrar, Boardroom Share Registrar Sdn. Bhd., Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia. Any alteration to the instrument of proxy must be initialled.
- Electronically
The transmission/lodgement of the proxy form should be made through the Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> (Kindly refer to the Administrative Guide for the procedures on electronics lodgement of the proxy form).
- Pursuant to Paragraph 8.31A(1) of Bursa Malaysia Securities Berhad ACE Market Listing Requirements, all the resolutions in the 16th AGM of the Company shall be put to vote by way of poll.
- By submitting the proxy form, the member consents to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, including any adjournment thereof.

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AFFIX
STAMP

PRIVASIA TECHNOLOGY BERHAD

Registration No: 200801023769 (825092-U)

BOARDROOM SHARE REGISTRARS SDN. BHD.
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NO. 5, JALAN PROF. KHOO KAY KIM
SEKSYEN 13
46200 PETALING JAYA
SELANGOR DARUL EHSAN
MALAYSIA

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