



**BONIA CORPORATION BERHAD**

Registration No. 199101013622 (223934-T)

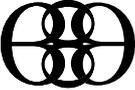


**ANNUAL REPORT 2025**







  
BONIA





**BRAUN BÜFFEL**

1887 • GERMANY







**SEMBONIA**

# WASSANO

®



SANTA BARBARA  
POLO & RACQUET  
CLUB®





LOOK FOR  
THE STAR



# Valentino Rudy

ITALY



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## CORPORATE DIARY



## BONIA Members' Event

DECEMBER 2024

To celebrate the festive season and the re-opening of its Mahkota Parade store in Malacca, BONIA hosted an exclusive Members' Event from 7 to 15 December 2024. This celebratory gathering invited BONIA's loyal clientele to experience the newly renovated space, which masterfully blends heritage and modernity. Guests were treated to an immersive journey through BONIA's 50-Year Voyage, alongside exclusive previews of the Holiday and Nayeon collections.

The event offered a thoughtful curation of festive activities, from the enchanting Christmas Wishing Well, where members could drop wish cards and draw for prizes to a hands-on personalisation service featuring complimentary canvas tote bags with exclusive patchwork. Weekend workshops added a personal touch, where attendees could create custom

bag charms, calligraphy art, and personalised engravings, complemented by refreshments from the in-store BONIA Café. The Sticker Pack Giveaway added a playful twist, with members standing a chance to win a BONIA Nicola Bag.

This members-only event underscored BONIA's dedication to building meaningful customer relationships by transforming its retail experience into an interactive and joyous celebration. Beyond just shopping, guests connected with BONIA's legacy of craftsmanship and creativity in a space that honours the brand's heritage and envisions its contemporary future.

## CORPORATE DIARY



### **BONIA with Yuna ‘Raya in Bloom’ Collaboration**

MARCH 2025

To celebrate Raya 2025, BONIA introduced the “Raya in Bloom” campaign, a thoughtful expression of heritage and modern elegance. At the heart of the campaign was global Malaysian artist Yuna, whose presence brought a poetic charm to the story. Set in a luminous glass house surrounded by blooming hibiscus, the campaign visuals reflected cultural pride, serenity, and renewal. Yuna’s performance on the ukulele, framed by sunlight and blossoms, added a personal and artistic layer to the celebration.

The collection highlighted BONIA’s dedication to timeless design and exceptional craftsmanship. Key pieces included the Amara ready-to-wear line, Leira leather bags, and silk Maliora scarves. Each item was inspired by the hibiscus flower and featured bold royal blues, clean whites, and elegant details. With Yuna’s creative input shaping the colour palette and styling, the collection was designed to transition effortlessly from festive days to elegant evenings.

As part of the campaign, BONIA hosted exclusive in-store events across major cities such as Kuala Lumpur, Petaling Jaya, Putrajaya, Kota Bharu, and Johor Bahru. These celebrations created meaningful connections with customers through curated festive experiences, including limited-edition offerings and engaging activities that honored the spirit of Raya. The initiative allowed BONIA to deepen its engagement with local communities while continuing to evolve its brand identity.



## CORPORATE DIARY



## **BONIA Mahkota Parade Store Opening Charity Collaboration (Dignity for Children Carolling)**

DECEMBER 2024

BONIA proudly collaborated with Dignity for Children Foundation, extending the holiday celebration beyond fashion into the realm of meaningful social impact. Children from the foundation were invited to perform a Christmas carolling session at the store, filling the space with warmth, joy, and festive cheer. In addition to providing the children a platform for creative expression, BONIA also made a monetary donation in support of the foundation's ongoing efforts in providing holistic education and life skills to underprivileged youth. The initiative underscored the brand's continued commitment to giving back and nurturing the next generation.

This charitable collaboration not only elevated the celebratory spirit of the event but also resonated with BONIA's brand values; bridging luxury with purpose. The partnership with Dignity for Children brought a heartfelt dimension to the re-opening, making the store not just a destination of fashion and heritage, but one of compassion and community empowerment. Through this initiative, BONIA reaffirmed its belief that style and substance go hand in hand.

## CORPORATE DIARY



## Cancel Cruelty

MAY 2025

In line with its commitment to individuality and empowerment, BONIA has partnered with MFD for the #CancelCruelty campaign, styling five influential voices in BONIA outfits to amplify the movement's reach and visibility.

Renowned for celebrating craftsmanship and self-expression, BONIA proudly supports creative initiatives that drive meaningful social impact. This collaboration with MFD reflects a shared dedication to compassion, community, and the importance of giving back.





## **Braun Büffel Christmas Pop-Up Activation (KLCC)**

DECEMBER 2024

To ring in the festive season, Braun Büffel transformed its KLCC boutique into a whimsical Christmas pop-up experience titled “From Desk to Dazzle.” Inspired by the warmth of a holiday bakery, the immersive installation invited guests into a world where leather goods were “freshly baked” and creatively presented with charming seasonal elements. This imaginative concept brought gifting to life in a new way, blending craftsmanship, creativity, and a touch of festive joy.

Guests engaged with delightful touchpoints including personalisation stations, seasonal displays, and interactive photo walls. A member-exclusive rewards game added a playful layer to the celebration, reinforcing Braun Büffel’s commitment to crafting joyful and memorable experiences.

The pop-up attracted a wide spectrum of guests, strengthening brand presence at a key location while showcasing the season’s collection. The event exemplified Braun Büffel’s ability to elevate everyday items through design storytelling and timeless elegance.

## CORPORATE DIARY



## **Braun Büffel 2025 Collection Launch: Textured Art Workshop**

JULY 2025

In celebration of the 2025 Collection launch, Braun Büffel hosted a tactile art experience in collaboration with Arkateori, inviting select guests to explore the season's themes through textured art. The hands-on workshop highlighted the new collection's focus on natural forms, artistic fluidity, and versatile functionality.

This intimate session allowed participants to connect with Braun Büffel's design philosophy in a new way. The event echoed the collection's key inspirations like soft organic lines,

serene palettes, and sculptural hardware that offers a poetic reflection of daily elegance.

Through this experience, the brand deepened its creative narrative while reinforcing its commitment to craftsmanship, expression, and meaningful design.



## CORPORATE DIARY

# Braun Büffel Earth Day Wallet Trade-In Programme

MAY 2025



To honour Earth Day 2025, Braun Büffel launched a meaningful initiative that united sustainability with sophistication. The Wallet Trade-In Programme encouraged customers to exchange their used wallets, regardless of brand, for a 20% discount on new small leather goods. This effort highlighted the brand's commitment to reducing waste and embracing circularity through thoughtful design.

Customers could participate both online and in-store, making sustainable shopping more accessible. Each trade-in served as a symbolic act of renewal, aligning with Braun Büffel's belief that luxury can and should have lasting value.

The programme resonated with conscious consumers and further affirmed the brand's role as a responsible design leader. By merging heritage with sustainability, Braun Büffel empowered its community to make elegant, purpose-driven choices.

## CORPORATE DIARY

## Braun Büffel KLCC Store Opening Charity Collaboration (Dignity For Children Carolling)

DECEMBER 2024



The opening of Braun Büffel's newly reimagined flagship boutique in KLCC was more than just a store launch. It was a celebration of community, creativity, and connection. To mark the occasion, the brand partnered with Dignity for Children Foundation, inviting students to perform festive carols and share in the joy of the season with guests.

The performance added warmth and sincerity to the event while reflecting the brand's belief in supporting local communities and nurturing meaningful relationships. This thoughtful gesture reinforced Braun Büffel's deeper brand promise, to celebrate achievement with humility and compassion.

In addition to the performance, Braun Büffel made a monetary contribution to support Dignity's education and development programmes. These funds go directly toward providing holistic care from academic learning and nutritious meals to vocational training and emotional support, empowering underprivileged children to grow with dignity, confidence, and hope for a better future.

DIMILIKI OLEH: CB FRANCHISING SDN BHD 19959102500 (354465-A)

# BONIA



## CORPORATE DIARY

# BONIA, Braun Büffel and Sembonia New Stores Opening

2024 - 2025

Bonia Corporation Berhad celebrated various store openings for its various brands including BONIA, Braun Büffel and Sembonia across Malaysia.



1. Bonia Sunway Carnival Mall, Pulau Pinang  
26 June 2025
2. Bonia Mayang Mall, Terengganu  
5 December 2024
3. Bonia Alamanda, Putrajaya  
31 December 2024
4. Braun Büffel East Coast Mall, Kuantan  
12 November 2024
5. Sembonia Silverlake Village Outlet, Perak  
16 September 2024
6. Sembonia Plaza Merdeka, Melaka  
20 December 2024



## CORPORATE DIARY



## Empowering Growth Through Learning & Development

MARCH 2025

The Talent and Development successfully organised a diverse array of enriching programmes designed to enhance employee skills and foster professional growth across various departments. These initiatives included the Leather 101 workshop, which provided an exploration of leather selection, and care techniques integral to BONIA's craftsmanship, equipping participants with the knowledge to uphold the brand's legacy of quality.

The Winning with People: Personality Plus programme offered valuable insights into understanding personality dynamics, enabling staff to build stronger interpersonal relationships and achieve superior team outcomes.

The Digital Commerce Department benefited from a dynamic team-building programme, which deepened DISC personality awareness to optimise collaboration and reinforced team spirit through engaging activities.

Additionally, the Problem Solving and Decision Making training empowered staff with critical thinking and strategic decision-making skills essential for workplace challenges.

The Managing Misconduct at Workplace seminar provided comprehensive guidance on fostering a respectful and productive environment for our frontliners, while the Strategic Storytelling for Professionals workshop honed communication skills, enabling staff to craft compelling narratives that elevate brand representation and professional engagement.

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## CORPORATE DIARY

# Groom & Glow CSR Project, Zoo Negara

JUNE 2025



Bonia collaborated with Zoo Negara Malaysia for the Groom & Glow CSR project, where employees volunteered to help clean, repaint, and refresh parts of the zoo. The initiative encouraged team bonding while supporting the upkeep of a national landmark, reflecting Bonia's ongoing commitment to community and sustainability.



# CORPORATE INFORMATION

AS AT 01 OCTOBER 2025

## BOARD OF DIRECTORS

**DATUK NG PENG HONG @  
NG PENG HAY**

Senior Independent Non-Executive Chairman

**CHIANG SANG SEM**

Founder and Group Executive Director

**CHIANG MAY LING**

Group Executive Director

**LAW WEI LIANG**

Independent Non-Executive Director

**RAJA HAMZAH ABIDIN BIN RAJA NONG CHIK**

Independent Non-Executive Director

**DATO' SRI CHIANG FONG SENG**

Executive Vice Chairman/  
Group Chief Executive Officer

**DATO' SRI CHIANG FONG TAT**

Group Executive Director

**DATUK CHIANG HENG KIENG**

Non-Independent Non-Executive Director

**AZIAN BINTI MOHD YUSOF**

Independent Non-Executive Director

**CHIANG FONG XIANG**

Alternate Director to Chiang May Ling

## AUDIT & RISK MANAGEMENT COMMITTEE

Chairman : Law Wei Liang  
Member : Azian Binti Mohd Yusof  
Member : Raja Hamzah Abidin Bin Raja Nong Chik

## NOMINATION & REMUNERATION COMMITTEE

Chairman : Law Wei Liang  
Member : Azian Binti Mohd Yusof  
Member : Raja Hamzah Abidin Bin Raja Nong Chik

## AUDITORS

BDO PLT  
Audit Firm No. 201906000013  
(LLP0018825-LCA) & AF 0206  
Level 8 BDO@Menara CenTARa  
360 Jalan Tuanku Abdul Rahman  
50100 Kuala Lumpur Malaysia

## COMPANY SECRETARY

Wong Yen Lee  
Membership No. MAICSA 7046106  
SSM Practising Certificate No.  
202008001170

## SHARE REGISTRAR

Bina Management (M) Sdn. Bhd.  
Lot 10 The Highway Centre Jalan 51/205  
46050 Petaling Jaya  
Selangor Darul Ehsan Malaysia  
Tel : +603-7784 3922  
Fax : +603-7784 1988

## HEAD OFFICE

Level 6 Ikon Connaught  
Lot 160 Jalan Cerdas Taman Connaught  
56000 Kuala Lumpur  
Wilayah Persekutuan Malaysia  
Tel : +603-9108 9000  
Fax : +603-9108 9098

## REGISTERED OFFICE

No.5-1 Jalan Radin Bagus 9  
Bandar Baru Sri Petaling  
57000 Kuala Lumpur  
Wilayah Persekutuan Malaysia  
Tel : +603-9054 1498  
Fax : +603-9054 1498

## STOCK EXCHANGE LISTING

**Main Market of Bursa Malaysia  
Securities Berhad**  
Sector: Consumer Products & Services  
Stock Name: Bonia  
Stock Code: 9288

# CORPORATE INFORMATION

AS AT 01 OCTOBER 2025



BONIA  
(Corporate) : <https://www.boniacorp.com/>



BONIA  
(Corporate) : <https://www.linkedin.com/company/bonia-corporation-berhad/>



BONIA : [www.bonia.com.my](http://www.bonia.com.my)  
 Braun Büffel : [www.braunbuffel.com.my/](http://www.braunbuffel.com.my/)  
 Sembonia : [www.sembonia.com/](http://www.sembonia.com/)  
 Licensed Brands : <https://sbpolo.com.my/>  
                                   : <https://valentinorudy.com.my/>  
                                   : <https://mossimo-malaysia.com/>



BONIA : [www.facebook.com/BoniaFashion](http://www.facebook.com/BoniaFashion)  
 Braun Büffel : [www.facebook.com/BraunBuffel](http://www.facebook.com/BraunBuffel)  
 Sembonia : [www.facebook.com/sembonia](http://www.facebook.com/sembonia)  
 Licensed Brands : [www.facebook.com/SBPRCMY](http://www.facebook.com/SBPRCMY)  
                                   : [www.facebook.com/ValentinoRudyMY](http://www.facebook.com/ValentinoRudyMY)  
                                   : [www.facebook.com/mossimomalaysia](http://www.facebook.com/mossimomalaysia)



BONIA : [www.youtube.com/@boniaofficial](http://www.youtube.com/@boniaofficial)  
 Braun Büffel : [www.youtube.com/@BraunBuffelOfficial](http://www.youtube.com/@BraunBuffelOfficial)



BONIA : [www.instagram.com/bonia\\_official](http://www.instagram.com/bonia_official)  
 Braun Büffel : [www.instagram.com/braunbuffel](http://www.instagram.com/braunbuffel)  
 Sembonia : [www.instagram.com/sembonia\\_official/](http://www.instagram.com/sembonia_official/)  
 Licensed Brands : [www.instagram.com/santabarbaramy/](http://www.instagram.com/santabarbaramy/)  
                                   : [www.instagram.com/valentinorudymy](http://www.instagram.com/valentinorudymy)  
                                   : [www.instagram.com/mossimo\\_my](http://www.instagram.com/mossimo_my)



BONIA : [www.tiktok.com/@boniaofficial](http://www.tiktok.com/@boniaofficial)  
 Braun Büffel : [www.tiktok.com/@braunbuffel](http://www.tiktok.com/@braunbuffel)  
 Sembonia : [www.tiktok.com/@sembonia\\_official](http://www.tiktok.com/@sembonia_official)  
 Licensed Brands : [www.tiktok.com/@santabarbara\\_my](http://www.tiktok.com/@santabarbara_my)  
                                   : [www.tiktok.com/@valentinorudy\\_my](http://www.tiktok.com/@valentinorudy_my)  
                                   : [www.tiktok.com/@mossimo\\_my](http://www.tiktok.com/@mossimo_my)



BONIA ID : 2745997489  
 Braun ID : braunbuffel

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## **PROFILES OF BOARD OF DIRECTORS**

AS AT 01 OCTOBER 2025



### **DATUK NG PENG HONG @ NG PENG HAY**

*Senior Independent Non-Executive Chairman*

Malaysian, Male, Aged 73

Date of appointment to the Board of Bonia Corporation Berhad:

30 March 2020

Datuk Ng Peng Hong @ Ng Peng Hay served as the State Assemblyman for Tengkeru Constituency under Barisan Nasional between 1982 and 1986. He then served as a Senator in the Malaysian Parliament from 1987 to 1993. His first involvement in social activities was upon completing his secondary education. He was appointed as the Investment Co-ordinator of the Malacca State Development Corporation to handle direct investments in the State of Melaka since 1988. Together with his team of officials and his excellent public relations, he has helped in attracting numerous Taiwanese,

Singaporean and Chinese investors into the State of Melaka. In recognition of his efforts and dedication, he was conferred the Darjah Mulia Seri Melaka by his Excellency, the Governor of Melaka in 1992. On 17 July 1999, the Taiwanese Government awarded him the Economic Medal.

Datuk Ng also sits on the Board of Wellcall Holdings Berhad as its Group Non-Independent Non-Executive Chairman.

# PROFILES OF BOARD OF DIRECTORS

AS AT 01 OCTOBER 2025



## DATO' SRI CHIANG FONG SENG

Executive Vice Chairman/Group Chief Executive Officer

Malaysian, Male, Aged 40

Date of appointment to the Board of Bonia Corporation Berhad:  
10 January 2014

Dato' Sri Chiang Fong Seng graduated in year 2007 with a Bachelor of Commerce from The University of Melbourne, Australia.

A forward-looking man who spearheaded Bonia Corporation Berhad's acquisition of Braun Büffel Southeast Asia in 2012 and, subsequently, shares from the brand's principal company in Germany, he helms the business and brand direction of major brands under the Bonia Group: Braun Büffel and Bonia. Today, under his leadership, the brands boast over 150 points of sales globally.

He joined Bonia Group in year 2008 initially as the Personal Assistant to the Founder and then Group Executive Chairman, from whom he learnt the trade from managing factory supply chains to product design, sales, marketing and business development. His responsibilities were expanded across Bonia Group over the years with his involvement in the Group's strategic planning and sustainability initiatives, which resulted in his promotion to the Executive Vice Chairman/Group Chief Executive Officer of Bonia Group in October 2024.

A visionary leader who has served the Bonia Group for over 15 years, he was instrumental in transitioning Bonia from a product-driven brand to a lifestyle-orientated one, increasing the relatability of the brand and range of products it can offer, keeping them relevant through evolving lifestyle and design trends.

He is a staunch supporter of brands and talents that add value to the community. He was appointed as a Committee Member of Federation of Malaysian Fashion Textile and Apparels (FMFTA) since its launch in October 2019, and holds the position as Vice President.

He was conferred Darjah Kebesaran Sultan Ahmad Shah Pahang Yang Amat DiMulia – Peringkat Pertama Sri Sultan Ahmad Shah Pahang (SSAP) which carries the title Dato' Sri in year 2013.

He holds directorships in several subsidiaries of the Company and does not have any other directorships of public companies.

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## PROFILES OF BOARD OF DIRECTORS

AS AT 01 OCTOBER 2025



### **CHIANG SANG SEM**

Founder and Group Executive Director

Malaysian, Male, Aged 72

Date of appointment to the Board of Bonia Corporation Berhad:

16 June 1994

The visionary founder of BONIA and Bonia Corporation Berhad, Chiang Sang Sem has been involved in the leatherwear industry for over 50 years. Drawing on his in-depth knowledge, savoir-faire and industry experience, he continues to spearhead business development for the Bonia Group's brands and licenses while overseeing corporate strategy, plans and policies.

He travels regularly around Europe and Asia to obtain the latest updates on fashion trends and technological changes in leatherwear and fashion accessories industry.

He holds directorships in several subsidiaries of the Company and does not have any other directorships of public companies.

# PROFILES OF BOARD OF DIRECTORS

AS AT 01 OCTOBER 2025



## DATO' SRI CHIANG FONG TAT

Group Executive Director

Malaysian, Male, Aged 47

Date of appointment to the Board of Bonia Corporation Berhad:  
30 August 2004

Dato' Sri Chiang Fong Tat graduated with a Bachelor (Hons) Degree in Marketing and Management from Middlesex University, United Kingdom.

He possesses extensive experience in product management and business development in the footwear, accessories and leatherwear markets. He joined Bonia Group in 2000 and had held several senior executive positions prior to his appointment to the Board of Bonia

Corporation Berhad. He is currently responsible for the overall expansion and growth, market entry, business efficiency as well as the product research and development of SEMBONIA products.

He holds directorships in several subsidiaries of the Company and does not have any other directorships of public companies.

## PROFILES OF BOARD OF DIRECTORS

AS AT 01 OCTOBER 2025

### CHIANG MAY LING

Group Executive Director

Malaysian, Female, Aged 37

Date of appointment to the Board of Bonia Corporation Berhad:  
01 April 2023

Chiang May Ling completed her tertiary education at Deakin University, Australia and obtained a Bachelor of Commerce majoring in Accounting and Finance in 2011.

She started her career as a Management Trainee at Bonia Group and had initial exposure in the retail landscape. Since joining Bonia Group in 2011, she underwent rotations through various business units including procurement, market research, product development, e-commerce, and R&D departments which allowed her to gain good understanding in the entire value chain of the retail management. With hands-on industry experience and a solid retail background, she assumed the role of Group Executive Director on 01 April 2023, embracing the opportunity to strengthen her leadership capabilities and broaden her practical expertise in retailing. In this capacity, she is actively involved in crafting growth strategies, analysing brand positioning and consumer insights, monitoring market trends and competitor activities, and driving targeted marketing initiatives across the Group.

Previously, she was invited to join the Board of Bonia Corporation Berhad as the Alternate Director of Chiang Sang Sem in 2018, and resigned from this position on 01 April 2023. Presently, she holds directorship in several subsidiaries of Bonia Corporation Berhad, and does not have any other directorships of public companies.



### DATUK CHIANG HENG KIENG

Non-Independent Non-Executive Director

Malaysian, Male, Aged 63

Date of appointment to the Board of Bonia Corporation Berhad:  
16 June 1994

Datuk Chiang Heng Kieng brings with him vast experience in the retailing industry and constantly shares his knowledge, skills and expertise with his peers as well as the Management of Bonia Group.

Apart from running his private businesses, he also serves as the Life Time Honorary President of the Malaysian Retailer-Chains Association (MRCA), a Director of MRCA Branding Education Charity Foundation, a Council Member of Malaysian AEON Foundation, a Council Member of Chinese Chamber of Commerce & Industry of Kuala Lumpur & Selangor (KLSCCCI) and a Council Member of Kuala Lumpur Eng Choon Hoey Kuan (Association of Hokkien, Eng Choon).

He holds directorship in several subsidiaries of the Company and does not have any other directorships of public companies.

## PROFILES OF BOARD OF DIRECTORS

AS AT 01 OCTOBER 2025



### LAW WEI LIANG

Independent Non-Executive Director  
Chairman of Audit & Risk Management Committee  
Chairman of Nomination & Remuneration Committee

Malaysian, Male, Aged 43

Date of appointment to the Board of Bonia Corporation Berhad:  
01 July 2022

Law Wei Liang obtained his Bachelor of Commerce from The University of Melbourne Australia, majoring in Accounting and Finance in 2004. He is a member of CPA Australia (CPA), Malaysian Institute of Accountants (MIA) and Chartered Tax Institute of Malaysia (CTIM) respectively.

He has considerable experience in financial and internal auditing, taxation, risk management and assurance as well as corporate management. He started his career with a local small to medium size accounting and audit firm and thereafter, he joined BDO Binder where he was assigned to involve in the financial audit and internal audit of both listed and non-listed companies from various industries and sectors.

He founded Terry Law & Co, a chartered accounting firm specialising in business and professional services, including corporate risks management, company secretarial services, management consultancy services, tax consultation and compliance in 2009. Since then, he has been practicing as a public accountant in public practice.

Apart from it, he has been appointed as a corporate advisor for Optimax Eye Specialist Centre Sdn. Bhd., a subsidiary of Optimax Holdings Berhad in 2021.

### AZIAN BINTI MOHD YUSOF

Independent Non-Executive Director  
Member of Audit & Risk Management Committee  
Member of Nomination & Remuneration Committee

Malaysian, Female, Aged 67

Date of appointment to the Board of Bonia Corporation Berhad:  
10 August 2020

Azian Binti Mohd Yusof holds a Bachelor Degree of Economics from the University of Malaya, Kuala Lumpur.

She is well versed in promoting foreign and domestic investments in the country, after having served the Malaysian Investment Development Authority (MIDA), a Government Agency under the Ministry of International Trade and Industry which is responsible for the growth and development of industries, both in the manufacturing and services sectors. She held the position of Deputy Chief Executive Officer for Strategic Planning prior to her retirement in July 2018 and had served MIDA for over 30 years. Post retirement, she had served as Independent Adviser to a few companies.

Presently, she is an Independent Non-Executive Director of Solarvest Holdings Berhad, Texchem Resources Berhad, and Wellcall Holdings Berhad, respectively.



## PROFILES OF BOARD OF DIRECTORS

AS AT 01 OCTOBER 2025



### RAJA HAMZAH ABIDIN BIN RAJA NONG CHIK

Independent Non-Executive Director  
Member of Audit & Risk Management Committee  
Member of Nomination & Remuneration Committee

Malaysian, Male, Aged 36

Date of appointment to the Board of Bonia Corporation Berhad:  
01 October 2024

Raja Hamzah Abidin Bin Raja Nong Chik obtained his Bachelor's degree in accounting and finance with first-class honours degree from University of Warwick, United Kingdom.

He is the Founding Partner of RHL Ventures Sdn. Bhd. ("RHLV"), a Southeast Asian-based private investment firm that focuses on growth capital investments in the Southeast Asian region. He sits on the board of Talent Corporation Malaysia Berhad and Move Digital Sdn. Bhd. (subsidiary of Capital A Berhad) respectively. He also serves as a member of the Investment Committee of Mamee-Double Decker Distribution (M) Sdn. Bhd.

Prior to founding RHLV, he was a director and now as the Head of Business Development of Rasma Corporation Sdn. Bhd. ("RSMC"), a boutique mechanical and electrical engineering services firm based in Malaysia, focusing on infrastructure projects including the MRT2 and LRT3 railway lines. He focused on building and developing partnerships with government-linked companies, listed and private corporates and local authorities. He was also a director of Impact Integrated, and KLK Sawit Nusantara Sdn. Bhd. respectively.

Prior to RSMC, he was in the principal investment team of Guoco Group Limited, a US-dollar fund based out of Hong Kong. He used a fundamental, bottom-up approach to investing, focusing on listed equities, IPO and pre-IPO investment opportunities across Asia and the US. He was also a Senior Analyst in the institutional coverage team of Goldman Sachs Asset Management (Singapore) Pte. Ltd. ("GSAM") based out of Singapore.

Hamzah is an exco member of the Malaysian International Chamber of Commerce and Industry (MICCI) and an exco member of the Malaysia Japan Economic Association (MAJECA).

### CHIANG FONG XIANG

Alternate Director to Chiang May Ling

Singaporean, Male, Aged 37

Date of appointment to the Board of Bonia Corporation Berhad:  
01 April 2023

Chiang Fong Xiang is an alumnus of the Singapore Institute of Management (SIM)-RMIT University, Melbourne where he obtained his Bachelor Degree in Economics and Finance in 2013.

He has practical experience in merchandising, marketing management, retail analytics, and product development and distribution. After completing his studies, he joined Active World Pte. Ltd. (a subsidiary of Bonia Corporation Berhad) on 01 May 2013 and led its Merchandising and Marketing division. In 2014, he was appointed as a Director of Active World Pte. Ltd. where he held the position till todate, in charge of the BONIA leather goods division for Singapore market. He has an added responsibility to oversee the manufacturing activities of Long Bow Manufacturing Sdn. Bhd. (a subsidiary of Bonia Corporation Berhad) following his appointment to the board of directors of the company in 2022.

Presently, he is focusing on manufacturing operation, product research and development, planning and implementation of marketing strategies for leather goods in department stores and boutiques set up in Singapore.

He does not have any other directorships of public companies.



**Notes:**

- Chiang Sang Sem, Datuk Chiang Heng Kieng, Dato' Sri Chiang Fong Tat, Dato' Sri Chiang Fong Seng, Chiang May Ling and Chiang Fong Xiang have family relationships.
- Save as disclosed, none of the Directors have:
  - any family relationship with any Directors and/or substantial shareholders of Company;
- The Directors' interests in the Company and/or its subsidiaries are detailed in the Financial Statements section and the Analysis of Shareholdings section of this Annual Report.

# PROFILES OF KEY SENIOR MANAGEMENT

AS AT 01 OCTOBER 2025

All the Executive and Alternate Directors of Bonia Corporation Berhad are part of the Key Senior Management of the Group and their profiles are listed in the Profile of Directors section of this Annual Report.

## OTHER KEY SENIOR MANAGEMENT

### WONG KWONG TUNG

Malaysian, Male, Aged 39

Wong Kwong Tung joined Bonia Group in March 2021 as Deputy Chief Financial Officer and promoted to Group Chief Financial Officer on 1 July 2022. He is responsible for the Group's overall financial operations, investor relations, and IT functions. He is currently leading the Group's digital transformation strategy in driving innovation, implementing new technologies to streamline operations and enhance overall efficiency.

He graduated with a Bachelor of Commerce from University of Queensland, Australia in 2007. He is a member of the Malaysian Institute of Accountants and CPA Australia.

He began his career with PricewaterhouseCoopers Malaysia in 2008, where he gained extensive experience by providing auditing, accounting, tax and advisory services to a wide range of clients including local enterprises and multinational companies in retail, integrated livestock farming, healthcare, manufacturing, consumer and industrial products, food and beverages, quarry, automotive and logistic.

### WONG SAU YEE

Malaysian, Male, Aged 50

Wong Sau Yee joined Bonia Group as Group Human Resource Director in September 2021. He has over 20 years of experience in human resource across various industries and sectors, both in local and multinational corporations. He is responsible for organisational development, talent acquisition and management, performance and rewards, and learning and development. His focus is to improve and revamp the existing structure, putting systems and processes in place, and to drive transformation and lead people agenda to support the rapid expansion of the Group.

Prior to Bonia, he was the General Manager, Group Human Resources for IGE Group of Companies, a Myanmar local conglomerate involving businesses in banking, telecommunication, properties, roads and bridge construction, hospitality, and others. He was also with Sunway Berhad, Agensi Inovasi Malaysia (government-linked agency), ACCA, Mitsui Sumimoto Insurance, amongst others.

He graduated with a Master of Science in Management and Bachelor of Arts in Business Administration (Finance) from United States. He is a *Certified Situational Leadership II Experience (SLX) Trainer*, a *Certified NLP®* and *Timeline Therapy® Practitioner*, and *Accredited with Personal Profile Analysis (PPA) aka DISC*.

## **PROFILES OF KEY SENIOR MANAGEMENT**

AS AT 01 OCTOBER 2025

### **GAN TECK HOCK PMP**

Malaysian, Male, Aged 56

Gan Teck Hock obtained his Bachelor of Arts (majoring in Chinese Studies) from the University of Malaya in 1994. He joined Bonia Group as the General Manager of Lianbee-Jeco (M) Sdn. Bhd. since April 2014 and responsible for overall Braun Buffel business in Malaysia. He has been redesignated as Director, Group Business Development of Bonia Group in Jan 2022. Overall, he has over 25 years extensive experience in all aspects of sales, retail and marketing management. He has been with Montblanc SEA Pte. Ltd. (later integrated into Richemont Luxury (M) Sdn. Bhd.) for 12 years. The last position held by him was as General Manager of Montblanc and a directorship in Richemont Luxury (M) Sdn. Bhd. prior to joining Bonia Group.

### **TEOH SIM KEAT**

Malaysian, Male, Aged 51

Teoh Sim Keat joined Bonia Group as General Manager of Lianbee-Jeco Pte. Ltd. in February 2020. He is responsible for brand management and business development, the licensing business of Braun Buffel in the Asia Pacific region, as well as the overall retail and wholesale business of Braun Buffel in Singapore and Malaysia. He graduated with a Bachelor of Social Science with honours, majoring in Development Planning and Management from Universiti Malaysia Sarawak in Year 1999.

### **DATIN SRI LINDA CHEN MAY YEN**

Malaysian, Female, Aged 41

Datin Sri Linda Chen is the Chief Creative & Marketing Officer for Bonia and Braun Buffel. She drives the creative and brand vision for Bonia and Braun Buffel, leading end-to-end strategies across product innovation, marketing, and boutique experience. Rejoining the Group in 2019, she has since led Bonia's successful repositioning to appeal to a younger audience, culminating in the brand's milestone 50<sup>th</sup> anniversary campaign featuring global ambassador Nayeon, which delivered strong engagement and brand lift.

In 2021, she expanded her leadership to Braun Buffel, steering a dynamic rebranding initiative. Her strategic, forward-thinking leadership focuses on building brand equity while driving innovation and operational efficiency.

A Monash University graduate in Marketing and Management (2006), she began her career in beauty and banking before joining Bonia Group in 2009 as Brand Manager in Singapore.

Datin Sri Linda was a judge at the 2024 Agency of the Year Awards and spearheaded Bonia's CSR partnership with Kechara Soup Kitchen, underscoring her commitment to both creative excellence and social impact.

# PROFILES OF KEY SENIOR MANAGEMENT

AS AT 01 OCTOBER 2025

## TJHIN KO CUN

Indonesian, Male, Aged 51

Tjhin Ko Cun joined Bonia Group in 2020 as the General Manager of Finance for Indonesia operations. He was appointed as the Director and Country Head of Bonia and Braun Buffel Indonesia in January 2025, overseeing the Group's strategic and operational activities in the country.

He holds a Bachelor's Degree in Finance from Trisakti University, Jakarta, and subsequently obtained a Master's Degree in Accounting at Macquarie University, Sydney.

Prior to joining Bonia, he served at Time International Group for 15 years, where he held the position of Chief Financial Officer and contributed to the Group's business growth in Indonesia.

## LIM WEI SOOK

Malaysian, Female, Aged 40

Lim Wei Sook is redesignated as Director of Brand Marketing & E-commerce in July 2025. She joined Bonia Group in September 2023 as the Director of Digital Commerce, bringing over 15 years of expertise in e-commerce and digital marketing within the luxury fashion industry in Hong Kong.

Before joining Bonia, she was heading the E-commerce & Digital department at PORTS Fashion Group, where she led the global market expansion and managed digital strategies for multiple brands since 2018. Her extensive career includes notable global marketing roles at ASH Footwear, Qeelin (Kering Group) Shanghai Tang (Richemont), John Hardy Jewelry, and Pandora Jewellery. She began her career at Ogilvy & Mather Kuala Lumpur in 2006 after earning a Bachelor of Arts in Advertising from RMIT University, Melbourne in 2005.

## TEE MIN CHIN

Malaysian, Female, Aged 39

Tee Min Chin is appointed as General Manager, Retail of Bonia Group on 1 July 2025 and oversees the Bonia Retail, Visual Merchandising, Sales & Marketing, Operations, and Merchandising functions in Malaysia. She holds a Bachelor of Business Administration (Hons) in Management with Multimedia from Multimedia University, Malaysia.

She joined Bonia in 2010 as a merchandiser and promoted to Merchandising Manager in 2014, based in Jakarta, overseeing leatherwear merchandising and product planning for the Indonesian market. She returned to Malaysia in 2017 to continue leading merchandising activities and was redesignated as Manager, Directorate Office in 2020, supporting marketing, branding, and strategic initiatives. She was appointed as Head of Retail in 2021, managing all boutique stores in Malaysia. She has over 15 years of experience in retail, with a strong track record in merchandising, sales & marketing, and business strategy, and has played an active role in the Bonia retail transformation.

## **PROFILES OF KEY SENIOR MANAGEMENT**

AS AT 01 OCTOBER 2025

### **TAN SUI FOO**

Malaysian, Female, Aged 48

Shinny Tan is promoted as Regional Head of Technology in July 2025. She joined Bonia as Group's General Manager of Group Information Technology in August 2023.

With over 20 years of experience managing technology projects across various sectors and industries, she has worked for both domestic and multinational companies. Her responsibilities include overseeing the company's digital transformation and IT initiatives, driving exceptional customer experiences, and creating strategies that add value to the organisation. Her expertise and leadership contribute significantly to Bonia Group's technological advancements and growth.

Shinny Tan holds a Bachelor of Computer Science from the University of Campbell, a Project Management Professional (PMP) certification, and an MBA from UCSI University.

### **SIOW HUEY LOONG**

Malaysian, Male, Aged 61

Siow Huey Loong serves as a Director in the subsidiary companies of Bonia Corporation Berhad, having been a key member of the Bonia Group since 1990. He earned a Diploma in Business Management from Kolej Tunku Abdul Rahman in 1987 and has extensive expertise in the retail industry, especially in footwear. His main responsibilities include product development planning and implementing marketing support strategies.

### **ONG MAY CHIUN**

Malaysian, Female, Aged 61

Ong May Chiun joined Bonia Group in 1990 as Administration Assistant and was appointed as Executive Director of CB Marketing Sdn. Bhd. on 1 August 2006. She graduated with a Bachelor Degree in Economics (Hons) from Universiti Kebangsaan Malaysia in 1989. She is responsible for research and development, planning and implementation of marketing strategy, product distribution for ladies' leatherwear (in department stores), men's accessories and men's apparel.

# PROFILES OF KEY SENIOR MANAGEMENT

AS AT 01 OCTOBER 2025

## CHIANG SANG LING

Malaysian, Female, Aged 55

Chiang Sang Ling joined Bonia Group in 1992 as a Production Planner and was appointed Executive Director of LBJR Marketing Sdn. Bhd. on 1 July 2015.

She has over 30 years of experience as a merchandiser and brand manager of house brands and licensed brands. She is currently responsible for research and development, planning and implementing marketing strategies, and product distribution for licensed fashion products, including ladies' and men's leather goods and men's apparel.

## DATIN SRI TAN LOO YIN

Malaysian, Female, Aged 47

Datin Sri Tan Loo Yin obtained her Bachelor (Hons) Degree in Business Economics & Marketing from Middlesex University, United Kingdom in 2000. She joined Bonia Group in 2006 as Personal Assistant, and was promoted to the position of Brand Manager of the leatherwear division in January 2007. Thereafter, she was appointed as Executive Director of SBG Holdings Sdn. Bhd. and primary responsible for research and development, product distribution and brand management for Sembonia Brand.

### Notes:

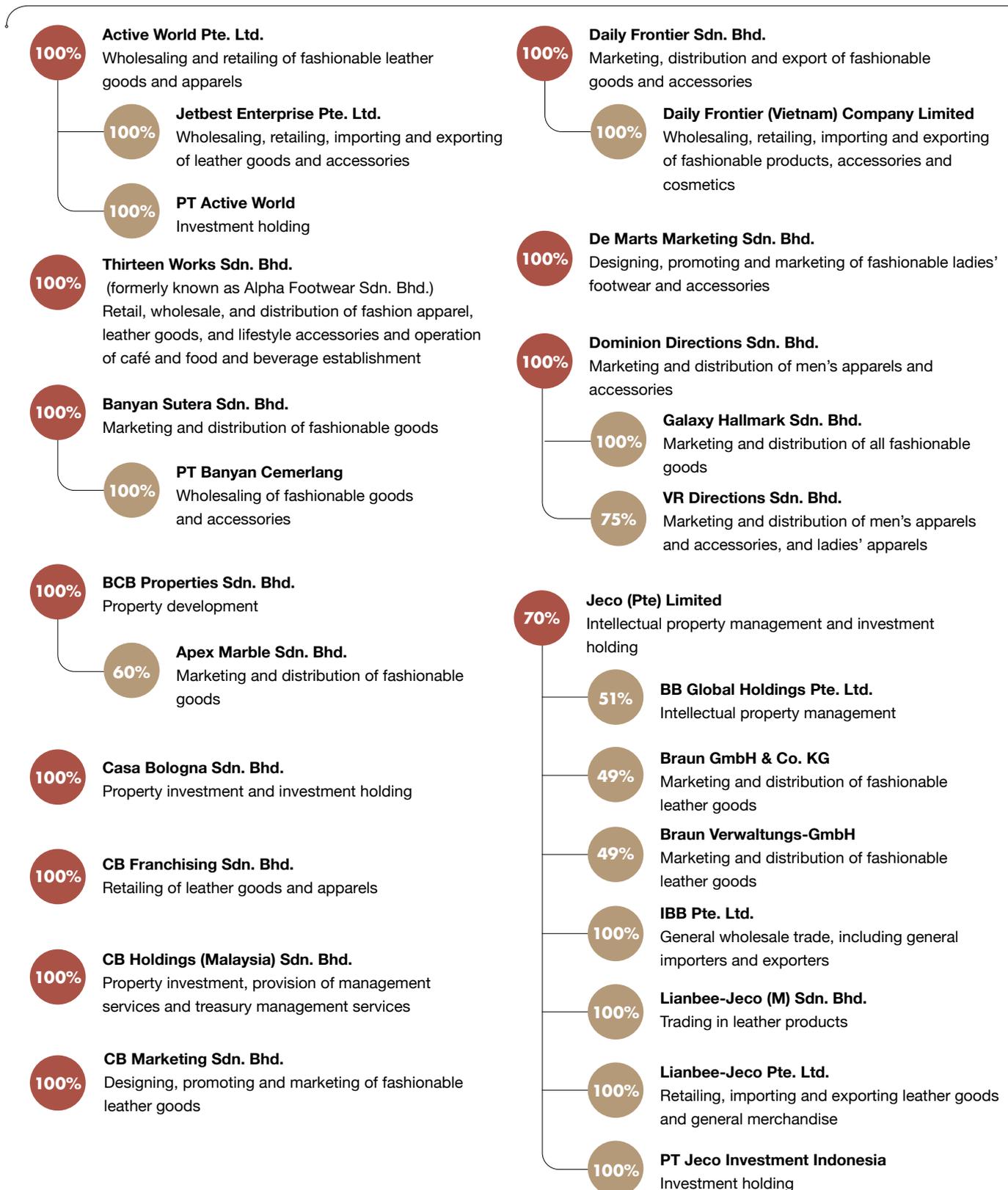
1. *Chiang Sang Sem, Dato' Sri Chiang Fong Seng, Dato' Sri Chiang Fong Tat, Chiang May Ling, Datuk Chiang Heng Kieng, Chiang Fong Xiang, Datin Sri Tan Loo Yin, Datin Sri Linda Chen May Yen, and Chiang Sang Ling have family relationships.*
2. *Save as disclosed, none of the Key Senior Management have:*
  - *any directorship in public companies and listed issuers;*
  - *any family relationship with any Directors and/or substantial shareholders of Company, and/or other Key Senior Management of Bonia Group;*
  - *any conflict of interest with the Company and/or its subsidiaries; and*
  - *any conviction for offences (other than traffic offences) within the past 5 years, and/or any public sanction or penalty imposed by regulatory bodies during FY2025.*

# CORPORATE STRUCTURE

AS AT 01 OCTOBER 2025



## BONIA CORPORATION BERHAD

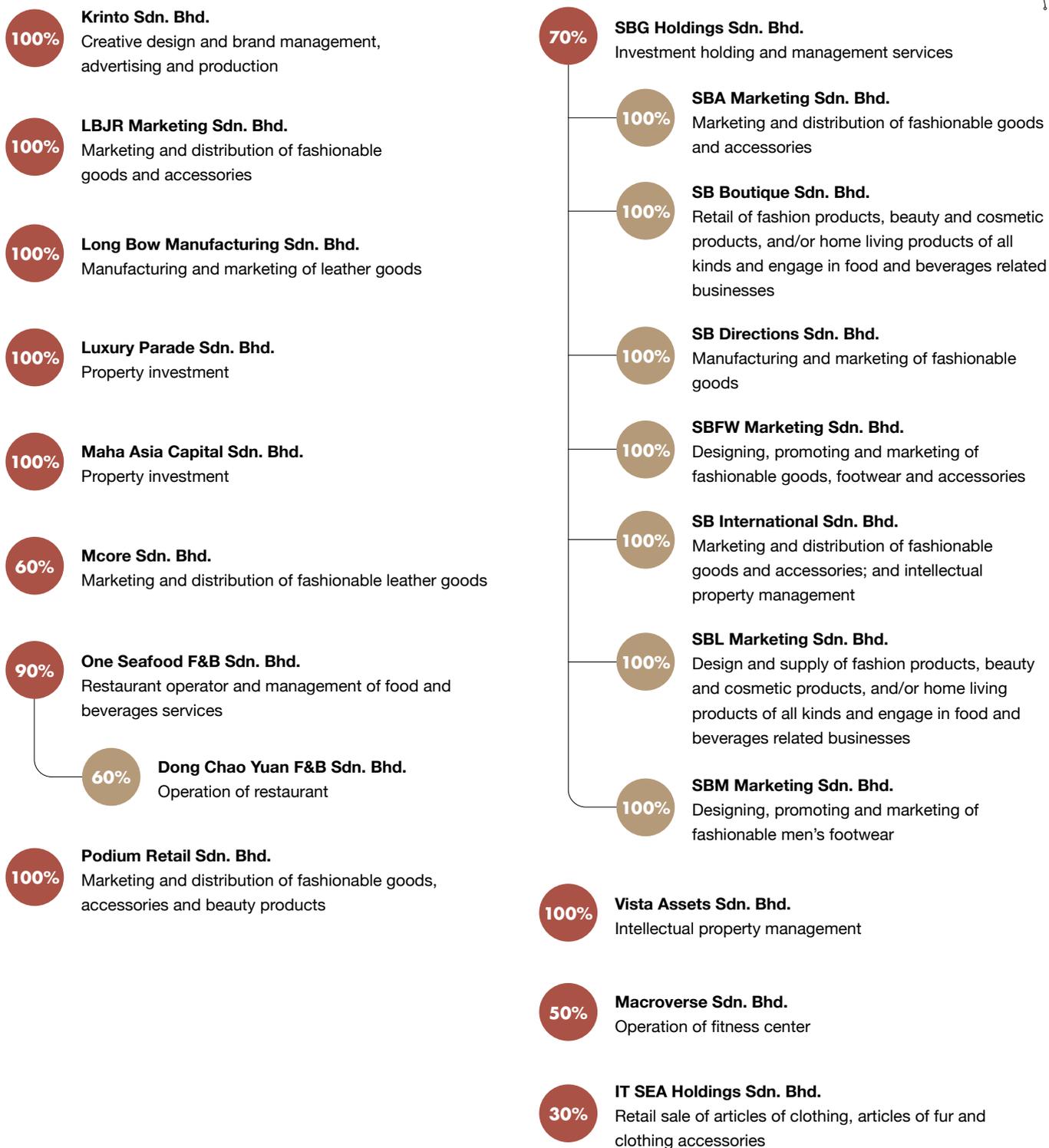


# CORPORATE STRUCTURE

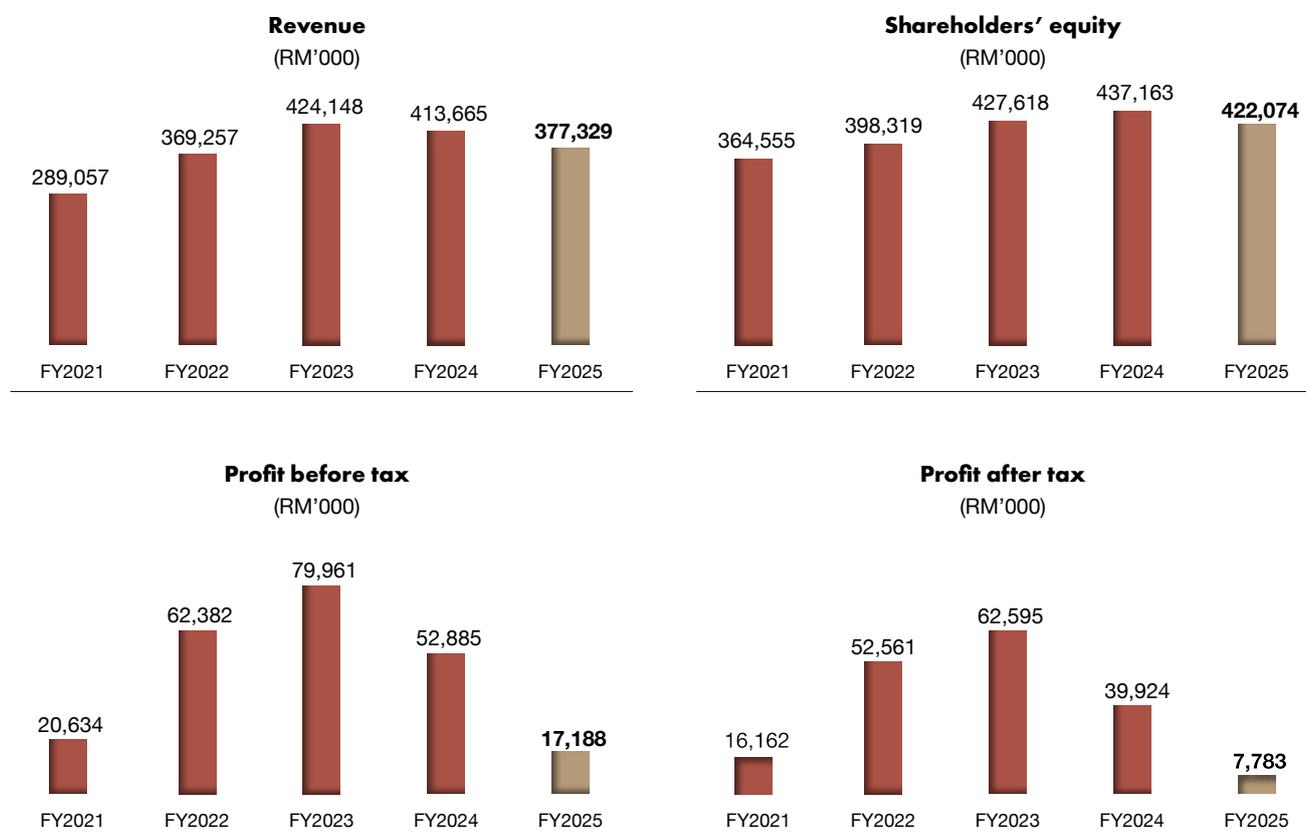
AS AT 01 OCTOBER 2025



## BONIA CORPORATION BERHAD



## GROUP FINANCIAL HIGHLIGHTS



	FY2021 RM'000	FY2022 RM'000	FY2023 RM'000	FY2024 RM'000	FY2025 RM'000
Revenue	289,057	369,257	424,148	413,665	377,329
Profit before tax	20,634	62,382	79,961	52,885	17,188
Profit after tax	16,162	52,561	62,595	39,924	7,783
Profit attributable to:					
- Shareholders of the parent	13,872	45,008	55,000	33,814	6,482
- Non-controlling interests	2,290	7,553	7,595	6,110	1,301
Shareholders' equity	364,555	398,319	427,618	437,163	422,074
No. of ordinary shares in issue (excluded treasury shares) ('000)	200,995	200,995	200,995	200,995	200,995
Weighted average no. of ordinary shares (excluded treasury shares) ('000)	194,965	200,995	200,995	200,995	200,995
Net assets per share (RM)	1.81	1.98	2.13	2.17	2.10
Basic EPS (sen)	7.12	22.39	27.36	16.82	3.22
Final and Interim dividend per share (sen)	4.00 <sup>(1)</sup>	19.00	12.00	8.00	5.00

Notes:

<sup>(1)</sup> In FY2021, the Company completed its distribution of a share dividend in respect of the financial year ended 30 June 2021 on the basis of eight (8) treasury shares for every one hundred (100) ordinary shares of the Company to the eligible shareholders of the Company.

# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS OVERVIEW

Bonia is a public company listed on the Main Board of Bursa Malaysia Securities Berhad since 1994. The Group's core activities are product design, manufacturing, marketing, distribution and retail of luxury leather goods, footwear, apparel, accessories and lifestyle products of our house brands and licensed brands. The Group is also involved in real estate investment and provision of management services.

**OUR BRANDS**

BONIA

BRAUN BÜFFEL

SEMBONIA

**LICENSED BRANDS**

Valentino Rudy ITALY

SANTA BARBARA POLO & RACQUET CLUB

WOODS

STARTER

**PARTNERSHIP BRANDS**

A BATHING APE

Aape

it

UNDEFEATED

PEAK FITNESS

### Dear Shareholders

We are honoured to present the Annual Report 2025, the Audited Financial Statements for the financial year ended 30 June 2025 and the Management Discussion and Analysis of results of operations and financial performance of Bonia Corporation Berhad (“Bonia”) and its group of companies (“Bonia Group” or “Group”).

In Malaysia and Singapore, our products are marketed through numerous stand-alone boutiques and consignment counters. For other overseas markets, our products are sold through retail stores managed by our licensees, distributors and dealers.

For e-commerce channel, we operate our own online platform through [www.bonia.com.my](http://www.bonia.com.my), [www.braunbuffel.com.my](http://www.braunbuffel.com.my), [www.sembonia.com](http://www.sembonia.com), <https://sbpolo.com.my>, <https://valentinorudy.com.my> and the major marketplaces such as Shopee, Lazada and Zalora. The Group has also expanded into TikTok Shop for all brands.

The Group's leather goods and other products are mainly sourced from contract manufacturers and OEM factories from Malaysia, China and other ASEAN countries. We also operate a manufacturing facility in Melaka that produces leather goods.

In this rapidly evolving retail landscape, the Group understood that it's imperative that we reaffirm our commitment to brand building that not only thrives but endures through the tests of time. Our mission remained around the core to continue building resilient brands, to adapt, innovate and emerge stronger from every challenge.

# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS STRATEGIES

<b>1</b>	<b>PRODUCT LINE EXTENSION</b> <ul style="list-style-type: none"><li>• Launching of new product line-up for 2025/2026</li></ul>	
<b>2</b>	<b>BRAND PARTNERSHIP</b> <ul style="list-style-type: none"><li>• To actively look for new brands to represent and introduce to our existing markets</li></ul>	
<b>3</b>	<b>INTERNATIONAL BRAND AMBASSADOR</b> <ul style="list-style-type: none"><li>• International celebrity endorsement to boosts brand awareness, enhance credibility and gaining visibility for brands</li></ul>	
<b>4</b>	<b>E-COMMERCE EXPANSION</b> <ul style="list-style-type: none"><li>• Implementing a strategic multi-region e-commerce expansion</li><li>• Enrich social commerce content and conversion</li></ul>	
<b>5</b>	<b>DIGITAL TRANSFORMATION</b> <ul style="list-style-type: none"><li>• Implementation of new ERP + POS + CRM to unify business processes across sales channels to improve productivity</li></ul>	
<b>6</b>	<b>TALENT MANAGEMENT</b> <ul style="list-style-type: none"><li>• Continuous training &amp; development</li><li>• Career advances</li></ul>	

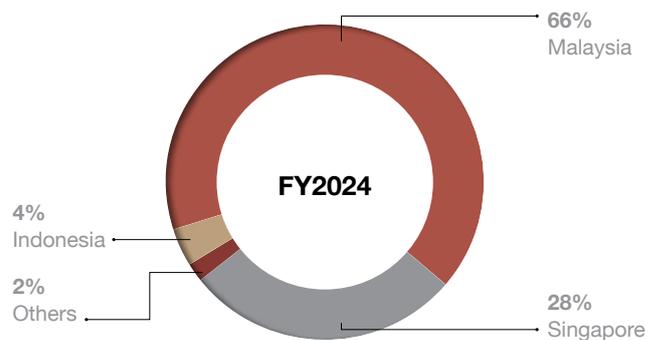
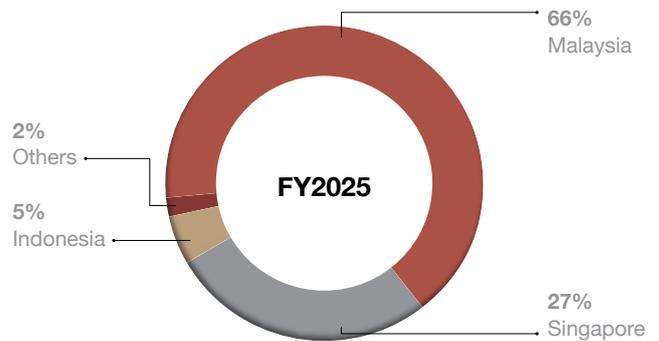


# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS



## OPERATIONAL REVIEW

### Retail revenue contribution by country:



### Retail revenue:

**FY2025: RM372 million**

**FY2024: RM411 million**

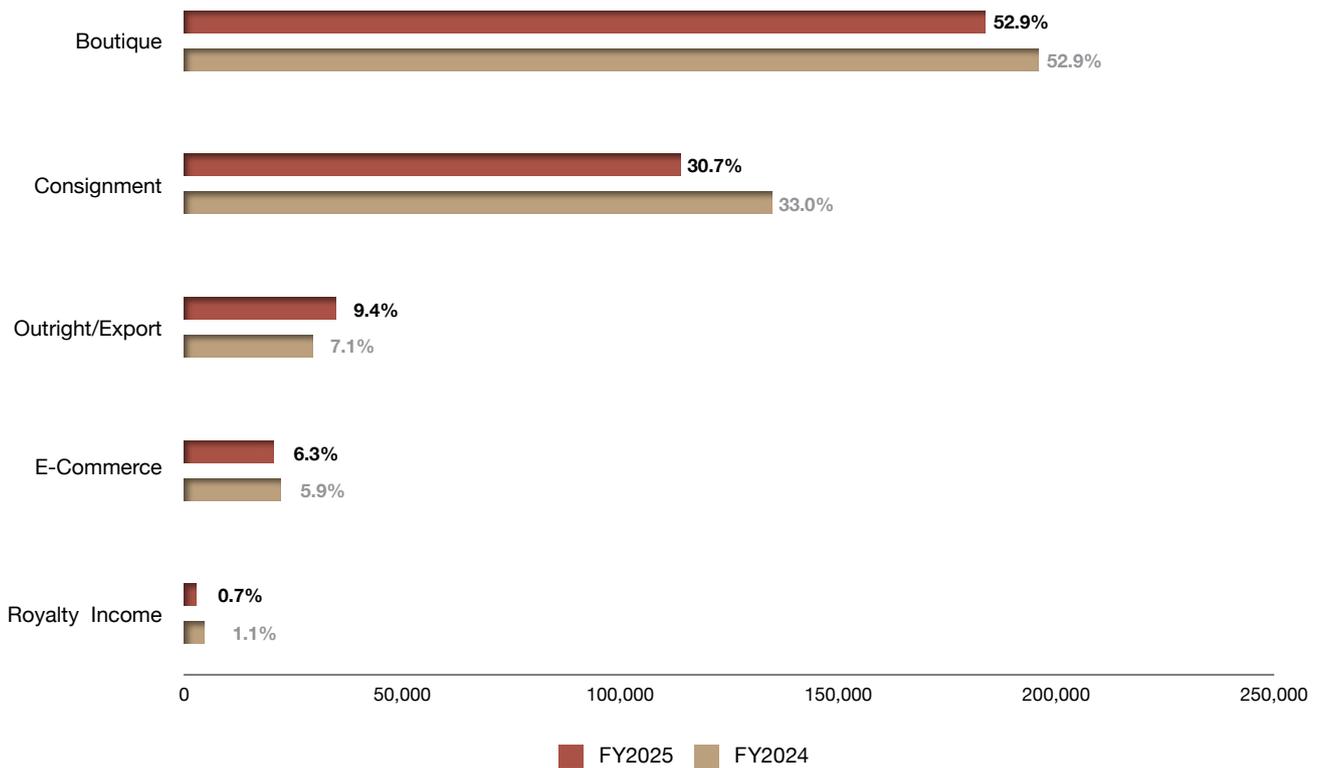
The Group's retail operations remained the primary contributor to its overall financial performance in FY2025. Malaysia continued to be the core market, contributing 66% of retail revenue, followed by Singapore at 27% and Indonesia at 5%, with the remaining 2% derived from other markets. The Group saw a 9.4% decrease in revenue in the current financial year, driven by softer retail environment in both Singapore and Malaysia, while Indonesia posted a slight improvement.

Despite the moderation in topline performance, the Group continued to strengthen its market presence through strategic brand-building initiatives, targeted marketing campaigns, and store rationalisation to enhance retail productivity. The Group further enhanced its omnichannel strategy by integrating online and offline customer experiences, driving engagement through its e-commerce platforms and social media presence. Going forward, the Group remains focused on sustaining growth through continuous brand innovation, product diversification, and customer experience enhancement while maintaining financial discipline amid a challenging retail landscape.

# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## OPERATIONAL REVIEW (continued)

### Retail revenue contribution by business segment:



The Group’s brick-and-mortar boutique operations remained the primary revenue driver, contributing 52.9% of total retail revenue in FY2025 which is consistent with the prior year.

Revenue from consignment sales declined to 30.7% (FY2024: 33.0%) as the Group continued to rationalise underperforming consignment counters in line with its strategy to strengthen exclusivity and focus on boutique-format retailing. Outright/export sales registered healthy growth, increasing to 9.4% from 7.1% in FY2024, supported by stronger demand from overseas distributors and strategic wholesale partners.

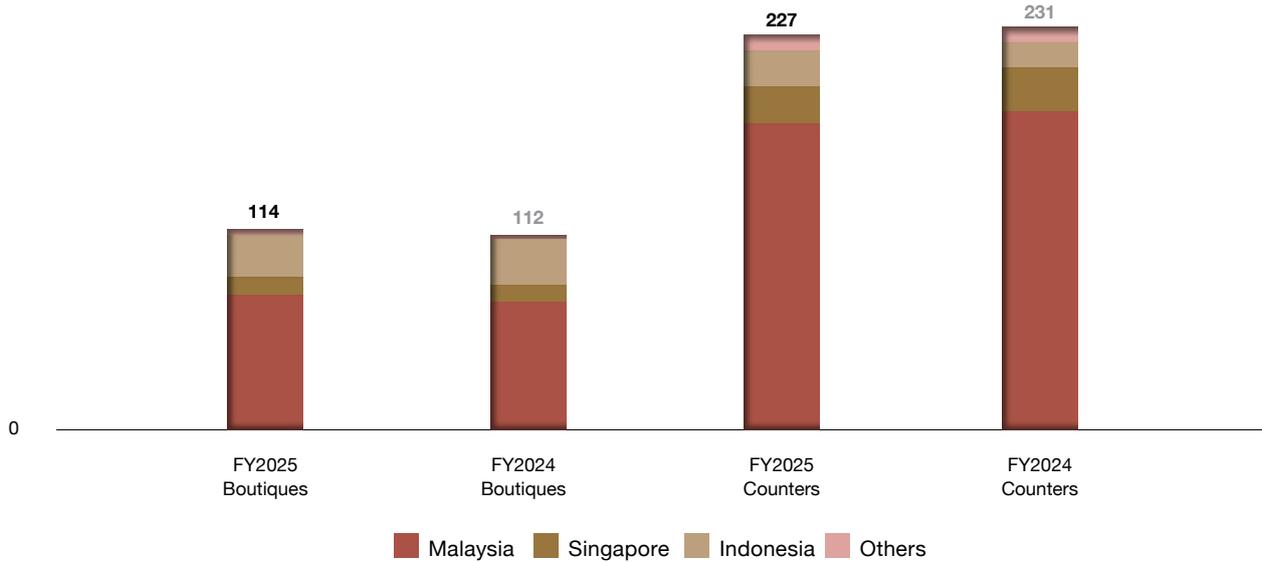
E-commerce continued its upward trajectory, contributing 6.3% of retail revenue compared to 5.9% in the previous year which reflects the Group’s ongoing investment in digital platforms and targeted online marketing campaigns.

# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## OPERATIONAL REVIEW (continued)

### Store breakdown by countries:

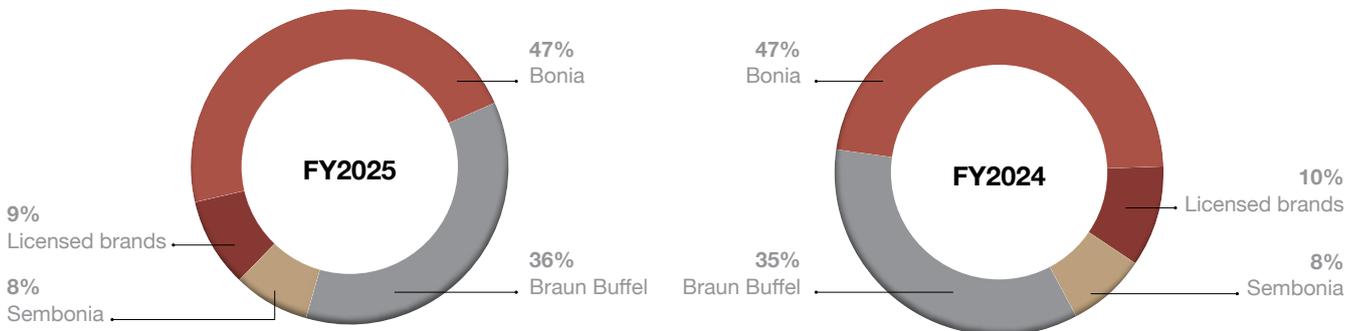
No. of boutiques & counters (all brands)



In elevating its customers' in-store shopping experience, selective upgrades and refurbishments were carried out at boutique to align with evolving consumer preferences and industry trends, while reinforcing the brand's positioning in terms of quality and customer satisfaction. At the same time, the Group capitalised on its strong brand equity to secure strategic locations for new boutiques and to relocate certain existing stores during the year.

The decrease in number of departmental stores counter was due to the closure of non-performing counters and total of closure at 4 counters in Malaysia during the financial year as part of the Group's ongoing retail network optimisation strategy.

### Revenue contribution by brand:



# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL ANALYSIS

**Table 1: Financial Performance**

	FY2025	FY2024	Increase/ (Decrease)
	RM'000	RM'000	%
Revenue	377,329	413,665	(8.8%)
Gross Profit ("GP")	223,436	250,883	(10.9%)
Earnings before interest, tax, depreciation and amortisation ("EBITDA")	69,293	101,290	(31.6%)
Depreciation	(44,990)	(42,017)	7.1%
Amortisation	(1,412)	(1,367)	3.3%
Finance income and cost, net	(5,703)	(5,021)	13.6%
Profit before tax ("PBT")	17,188	52,885	(67.5%)
Taxation	(9,405)	(12,961)	(27.4%)
Profit after tax ("PAT")	7,783	39,924	(80.5%)
<b>Financial ratios</b>			
GP Margin	59.2%	60.6%	
EBITDA Margin	18.4%	24.5%	
PBT Margin	4.6%	12.8%	
PAT Margin	2.1%	9.7%	

The Group recorded revenue of RM377.3 million in FY2025, representing an 8.8% decline from RM413.7 million in FY2024. The lower revenue was primarily attributable to weaker consumer spending in both Malaysia and Singapore. Consumer sentiment were dampened by the inflationary pressure, coupled with the increase in service tax rate in Malaysia and the higher GST rate in Singapore. This leads to more cautious and selective discretionary spending by consumers. In Singapore, the stronger Singapore Dollar together with the higher GST rate encouraged outbound spending by local consumers while simultaneously curbing tourist expenditure within the country.

While the Group's gross profit margin remained consistent, other key ratios including the EBITDA margin, PBT margin and PAT margin were declined during the financial year. This was mainly attributable to higher operating expenses from increased depreciation of right-of-use assets and property, plant and equipment on the opening of new stores as well as store upgrades and refurbishments carried out during the year. In addition, higher marketing expenditures were incurred to support brand-building initiatives and promotional activities. The Group also recognised an impairment charge amounting to RM14.3 million on goodwill, trade and other receivables, right-of-use assets and property, plant and equipment.

Consequently, the Group reported net profit of RM7.8 million for FY2025, a decrease of 80.5% from RM39.9 million reported in FY2024.

### Effective tax rate

The Group's effective tax rate increased from 24.5% in FY2024 to 54.7% in FY2025. The higher effective tax rate primarily reflected certain expenses that were not deductible for tax purposes and loss-making business units where no deferred tax assets were recognised on the tax losses during the financial year.

# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL ANALYSIS (continued)

Table 3: Financial position and other financial information

	FY2025	FY2024	Increase/ (Decrease)
	RM'000	RM'000	%
Total Assets	680,271	714,513	(4.8%)
Total Liabilities	220,078	231,223	(4.8%)
Net Assets/Shareholders' Equity	422,074	437,163	(3.5%)
Net Current Assets	185,139	218,195	(15.1%)
<b>Financial ratios</b>			
Quick ratio <sup>(1)</sup>	201.9%	248.2%	(18.7%)
Debt to equity ratio <sup>(2)</sup>	52.1%	52.9%	(1.5%)
<b>Working Capital Turnover Days</b>			
Inventories <sup>(3)</sup>	227	206	
Trade receivables <sup>(4)</sup>	28	26	
Trade payables <sup>(5)</sup>	(16)	(15)	
	239	217	

*Remark:*

<sup>(1)</sup> Formula:  $(\text{Cash and bank balances} + \text{short term funds} + \text{current receivables, excluding prepayments} + \text{contract assets}) / \text{Current liabilities}$

<sup>(2)</sup> Formula:  $\text{Total liabilities} / \text{Shareholders' equity}$

<sup>(3)</sup> Formula:  $\text{Inventories} / \text{Cost of sales} \times 365 \text{ days}$

<sup>(4)</sup> Formula:  $\text{Trade receivables} / \text{Total revenue} \times 365 \text{ days}$

<sup>(5)</sup> Formula:  $\text{Trade payables} / \text{Cost of sales} \times 365 \text{ days}$

Total assets decreased from RM714.5 million to RM680.3 million as at 30 June 2025 primarily reflecting the decrease in right-of-use assets and property, plant and equipment following an impairment charge of RM6.0 million and higher depreciation expenses during the financial year. In addition, decrease in short-term fund was mainly utilised for the merger and acquisition, repayment of bank borrowings and dividend distribution to shareholders during the financial year.

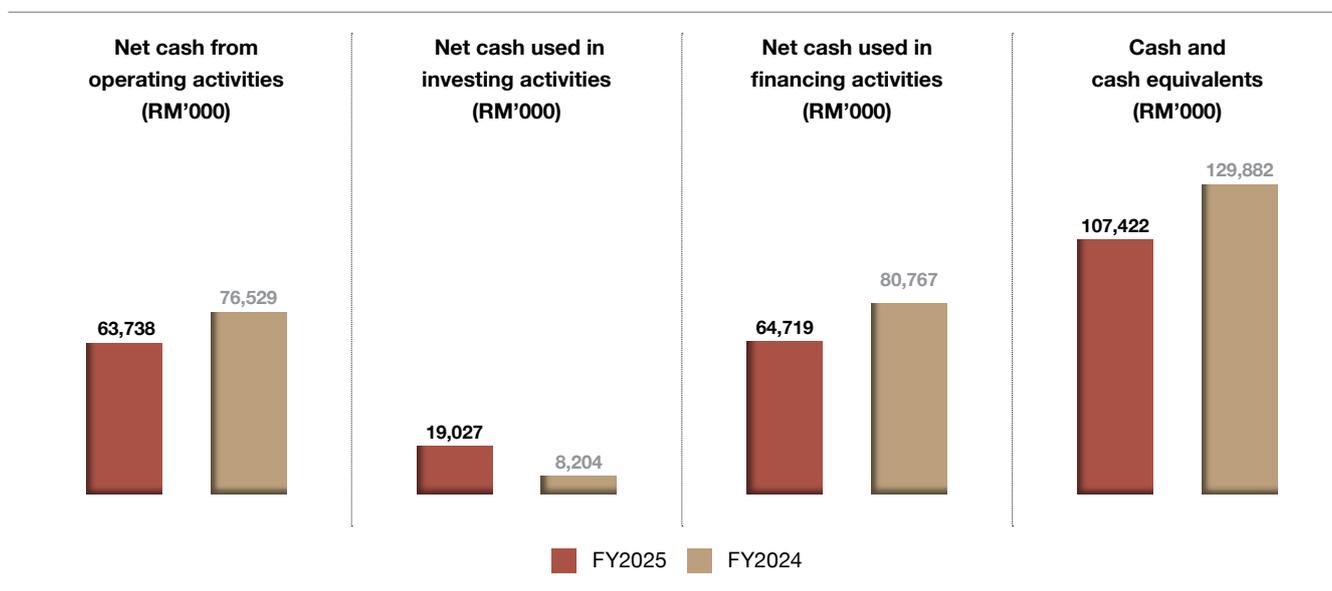
Meanwhile, total liabilities decreased from RM231.2 million to RM220.1 million as at 30 June 2025 which was attributable to the repayment of bank borrowings and trade payables. Lease liabilities also decreased due to fewer new boutiques opening during the financial year as compared to the prior year.

As at 30 June 2025, the Group's financial position remained healthy with shareholders' equity at RM422.1 million despite a slight decrease of 3.5% compared to the previous year.

Net working capital turnover days were relatively consistent compared to the previous financial year, except for higher inventory turnover days as a result of lower sales during the financial year.

# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL ANALYSIS (continued)



At the end of the financial year, the Group's cash and cash equivalents stood at RM107.4 million, representing a decrease of RM22.5 million from RM129.9 million recorded in FY2024.

Net cash generated from operating activities decreased from RM76.6 million to RM63.7 million. The decrease was mainly attributable to lower profit before tax and higher operating expenses incurred during the financial year.

Net cash used in investing activities increased from RM8.2 million to RM19.0 million, primarily due to the acquisition of a subsidiary, addition of equity interest in an existing subsidiary, investment in an associate and a joint venture during the financial year.

Meanwhile, net cash used in financing activities decreased to RM64.7 million from RM80.8 million. The decrease was mainly attributable to lower dividend payouts which partially offset by higher lease rental payments in line with new stores openings during the financial year.

### CHALLENGES FACED

The fashion retail industry in Malaysia and Singapore continues to face challenges due to subdued consumer sentiment and weakened purchasing power, driven by the persistent rise in the cost of living. Key contributing factors include the gradual rationalisation of subsidies, the increase in the service tax rate for many goods and services from 6.0% to 8.0% effective since 1 March 2024, ongoing geopolitical uncertainties and U.S. tariff measures, as well as rising asset prices.

In addition, the retail industry continues to face rising operational costs. In particular, the revision of the expanded Sales and Service Tax (SST), which imposed an 8% Service Tax on rental and leasing services in Malaysia effective 1 July 2025, has an adverse impact to the Group, given that a significant portion of our retail operations are located in major shopping malls. The retail industry is also adapting to higher staff costs arising from labour shortages and regulatory changes, including the Employment (Amendment) Act 2022 in Malaysia and the Progressive Wage Model in Singapore. Effective 1 February 2025, the monthly minimum wage in Malaysia has increased from RM1,500 to RM1,700.

Malaysia's national economy expanded by 4.4% during the April to June 2025 quarter; however, the retail sector contracted by 3.0% over the same period. Within the retail sub-sectors, sales at department stores declined by 16.5%, while fashion and fashion accessories registered a decline of 8.0%, reflecting the ongoing weakness in discretionary spending. (Source: MRA/MRCA/Retail Group Malaysia)

# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## CHALLENGES FACED (continued)

The Group acknowledges these risks and continues to actively monitor and evaluate its business plan to remain resilient in the prevailing business climate. Further details of our business risk management are set out in the Statement of Risk Management and Internal Control.

## OUTLOOK & PROSPECTS

Bank Negara Malaysia has revised downwards its 2025 gross domestic product (GDP) growth forecast to between 4.0% and 4.8%, compared to the earlier projection of 4.5% to 5.5% announced in March 2025. This adjustment reflects a more challenging external environment and the impact of higher tariff rates imposed by the United States. In September 2025, Retail Group Malaysia (RGM) also revised its annual retail industry growth forecast for the year from 3.1% to 2.7%, following weaker-than-expected results in the second quarter and persistent economic headwinds for the remainder of the year.

To cushion the impact of global uncertainties and support domestic demand, Bank Negara Malaysia reduced its Overnight Policy Rate (OPR) by 25 basis points to 2.75% from 3.00% on 9 July 2025. This was the first rate cut since 2020 and is viewed as a pre-emptive move to safeguard economic growth amid ongoing trade uncertainty. Lower interest rates translate into lower monthly loan payments and higher disposable income, which in turn are expected to encourage spending on discretionary items.

Complementing this monetary measure, the Government has introduced several initiatives to ease the cost of living and stimulate consumption. Under the expanded Sumbangan Asas Rahmah ("SARA") initiative, every Malaysian aged 18 and above will receive a one-off RM100 credit through MyKad beginning 31 August 2025, benefiting approximately 22 million Malaysians for the purchase of essential goods. Under the 2026 Malaysia budget, the government announced additional RM100 SARA aid to be disbursed to the same target recipient in February 2026. Furthermore, the BUDI95 programme which launched on 30 September 2025, provides targeted RON95 petrol subsidies to eligible Malaysians at a fixed price of RM1.99 per litre, up to a monthly limit of 300 litres.

Collectively, these measures are expected to ease the financial burden on Malaysians, strengthen household spending power, and spur domestic economic growth in the months ahead.

Looking ahead, we maintain an optimistic view of Malaysia's economic trajectory. Tourism is poised to be a key catalyst, supported by improved flight connectivity, the extension of visa-free policies, and nationwide preparations for Visit Malaysia Year 2026. These developments are expected to revitalise the retail, hospitality, and service-related sectors across the country.

Despite a challenging operating landscape, we remain confident in Malaysia's long-term prospects. The resilience of our people, the agility of our businesses, and the supportive actions of policymakers together form a strong foundation for sustained recovery and growth. As we navigate the remainder of 2025, our Group will continue to focus on innovation, operational excellence, and sustainable value creation for our shareholders.

## MAJOR CORPORATE DEVELOPMENTS

Save for the Proposed Share Buy-Back as detailed in Bonia's Circular to shareholders in relation to the Proposed Renewal of Shareholders' Mandate to Enable Bonia Corporation Berhad To Purchase Up To 10% Of Its Total Number Of Issued Shares dated 30 October 2024, of which duly approved by our shareholders at the 33<sup>rd</sup> AGM held on 28 November 2024, there were no other corporate proposals announced but pending completion as at the date of this Report.

## UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

There were no fundraising exercises implemented during the financial year 2025.

# BOARD REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

## MATERIAL CONTRACTS

During the financial year, there were no material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company and its subsidiaries involving Directors' and substantial shareholders' interests.

## DIVIDENDS

In our commitment to delivering sustainable shareholder value, the Group has adopted a dividend policy to distribute not less than 30% out of its consolidated profits after taxation attributable to shareholders available in each financial year.

In respect of the total dividend paid for the financial year ended 30 June 2025:

- i. First interim dividend of 2.00 sen per ordinary share (single tier) amounting to approximately RM4,020,000 for the financial year ended 30 June 2025 was declared on 28 November 2024, and was paid on 27 December 2024.
- ii. Second interim dividend of 2.00 sen per ordinary share (single tier) amounting to approximately RM4,020,000 for the financial year ended 30 June 2025 was declared on 25 February 2025, and was paid on 28 March 2025.
- iii. Third interim dividend of 1.00 sen per ordinary share (single tier) amounting to approximately RM2,010,000 for the financial year ended 30 June 2025 was declared on 26 May 2025, and was paid on 25 June 2025.

## ACKNOWLEDGEMENTS

On behalf of the Board, we would like to express our utmost and sincere appreciation and gratitude to the management and staff for their conscientious efforts, commitment and dedication to delivering results despite the unprecedented challenging operating environment. The successes we achieved could not have been possible without their efforts.

We are also grateful to our valued customers, partners, shareholders, business associates, government authorities and financiers for their continued support and confidence in the Group.

For and on behalf of  
The Board of Bonia Corporation Berhad

## CHIANG SANG SEM

Founder and Group Executive Director

13 October 2025



# SUSTAINABILITY STATEMENT

## INTRODUCTION

At Bonia Corporation Berhad (“Bonia” or “the Company”), sustainability continues to be a fundamental pillar of how we operate—shaping our approach to responsible growth and business integrity. We are deeply aware of the environmental, economic, and social impacts that arise from our operations and decision-making, and we are committed to managing these impacts with care and accountability. Across the Bonia Group (“the Group”), we strive to embed sustainable practices into every layer of our business to uphold the well-being of our stakeholders, including employees, customers, investors, communities, and the environment.

This Sustainability Statement (“the Statement”) reflects our ongoing efforts and achievements in navigating Environmental, Social, and Governance (“ESG”) challenges and opportunities. It also serves as a key channel for communicating with our stakeholders on how Bonia is advancing its sustainability agenda.



# SUSTAINABILITY STATEMENT

## ABOUT THIS STATEMENT

This Statement outlines our sustainability-related performance and activities for the financial year spanning 1 July 2024 to 30 June 2025 (“FY2025”), in line with the Group’s financial reporting period. It focuses primarily on the Group’s retail operations, with particular emphasis on our core market in Malaysia, which remains the largest contributor to our revenue and earnings.

Unless specified, associate companies and joint ventures company are not included within the scope of this report, as the Group does not exercise full operational control over them. We have not pursued external assurance for this Statement; however, we are continuously working to broaden the scope of our reporting and strengthen stakeholder engagement. Further information on our engagement efforts can be found on pages 63 to 64.

Should you wish to learn more about our sustainability journey or share feedback on this Statement, we welcome your input via the Corporate Sustainability Committee at [sustainability@boniacorp.com](mailto:sustainability@boniacorp.com).

# SUSTAINABILITY STATEMENT

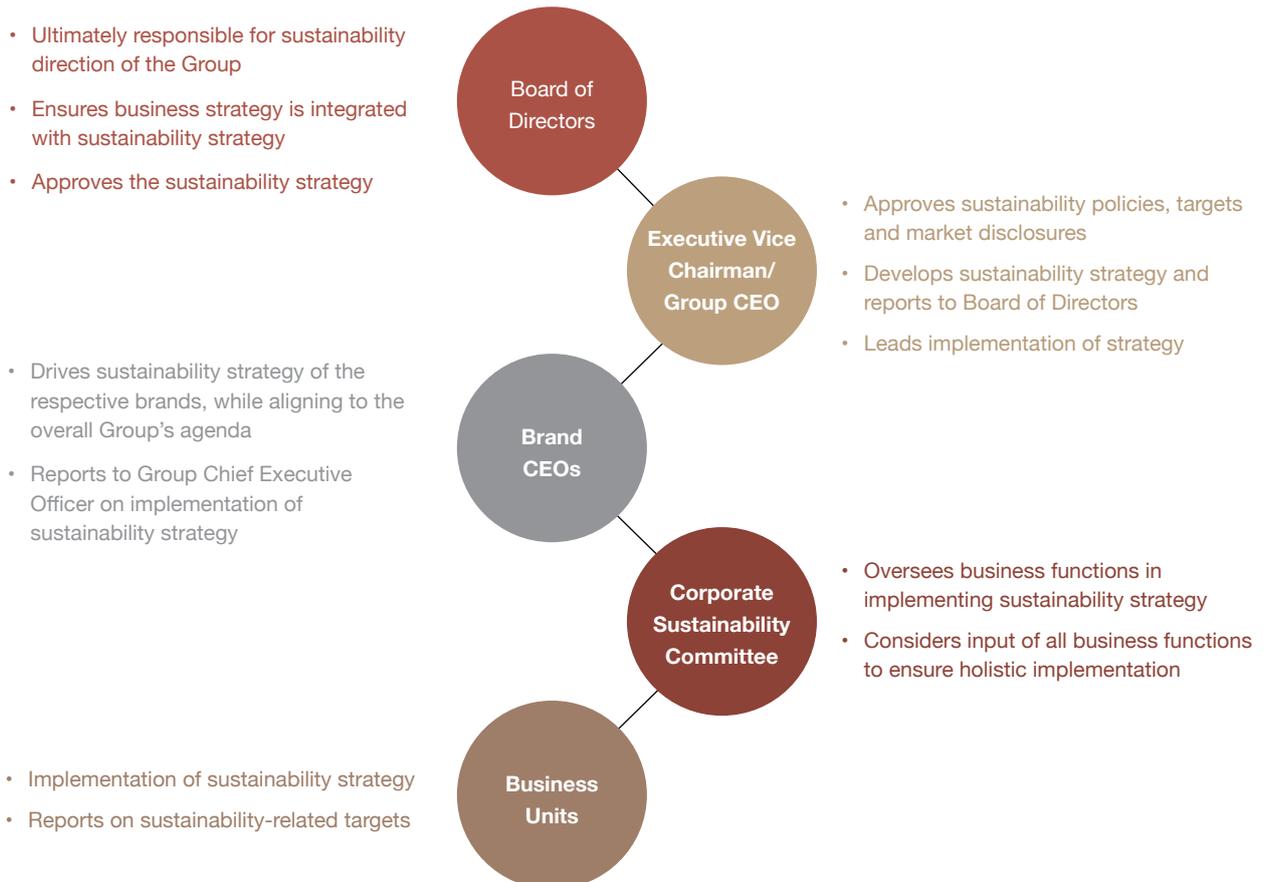
## REPORTING FRAMEWORK AND SUSTAINABILITY STATEMENT

### Sustainability Governance

We continue to refine our governance framework to better support the Group’s evolving sustainability priorities. At Bonia, sustainability is not a separate initiative—it is a core aspect of our identity. We recognise that sound governance is built on strong leadership, clear accountability, open communication, and a commitment to ethical responsibility. Both our Board of Directors and Management remain firmly committed to upholding the Group’s responsibilities to stakeholders, including our customers, workforce, business partners, and the wider community.

Our objective is to integrate sustainable thinking across all facets of the organisation, enabling us to deliver long-term economic performance while staying attuned to our environmental and social obligations. Bonia’s approach to sustainability governance centres on embedding ownership and forward-looking action at every organisational level. The Board continues to be instrumental in steering the Group’s sustainability direction, ensuring it is fully aligned with our broader business objectives and culture of responsible growth. The diagram below outlines the roles and responsibilities of our sustainability governing bodies:

**Diagram 1: Bonia’s Sustainability Governance**



The Board sets the overall strategic vision and long-term sustainability roadmap for the Group. This governance structure begins with Board oversight and is systematically extended through Senior Management to operational teams throughout the organisation. The Corporate Sustainability Committee serves as a key coordinating body, ensuring the effective execution of sustainability initiatives and steering the Group’s integration of social, environmental, and ethical principles into day-to-day operations and stakeholder relations.

# SUSTAINABILITY STATEMENT

## STAKEHOLDER MANAGEMENT AND ENGAGEMENT

Strong and meaningful stakeholder engagement is essential to Bonia's long-term success and sustainable growth. We prioritise active, two-way communication with all stakeholder groups through a variety of platforms, including traditional media, digital channels, and structured feedback mechanisms. By listening carefully and engaging transparently, we aim to build mutual trust and ensure that stakeholder expectations are accurately understood and addressed.

Recognising that our business is closely interwoven with a wide network of partners—from customers and employees to suppliers and communities—we maintain a structured engagement approach that supports ongoing collaboration. Our engagement practices are reviewed regularly to keep pace with evolving stakeholder priorities and emerging global sustainability trends.

This section outlines the key areas of interest raised by our stakeholders and how we respond to those concerns. It reflects our continued commitment to fostering open, transparent, and effective communication that helps shape our strategic direction and strengthens relationships across our value chain. The following table summarises our engagement methods, key concerns raised, and our responses.

Stakeholders	Group Expectations & Concerns	Method of Engagement	Frequency	Our Responses
<b>Government/ Regulatory Authority</b>	<ul style="list-style-type: none"> <li>Regulatory compliance, statutory duties</li> <li>Bursa Main Market Listing Requirements (Main "LR")</li> </ul>	<ul style="list-style-type: none"> <li>Meetings/discussions</li> <li>Attendance at seminars, forums, and dialogues</li> </ul>	<ul style="list-style-type: none"> <li>As and when required</li> </ul>	<ul style="list-style-type: none"> <li>Full compliance with relevant laws and regulations</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>Talent retention and development</li> <li>Safe and secure working environment</li> <li>Alignment to Group strategic directions</li> </ul>	<ul style="list-style-type: none"> <li>Performance appraisal</li> <li>Meetings</li> <li>Learning and development portal</li> <li>Internal and external trainings</li> <li>Company engagement events</li> </ul>	<ul style="list-style-type: none"> <li>Annually</li> <li>Periodically</li> <li>As and when required</li> </ul>	<ul style="list-style-type: none"> <li>Key Performance Indicators ("KPIs")</li> <li>On-the-job training</li> <li>Health and safety policies</li> <li>Annual townhall, employee retreat/teambuilding activities</li> </ul>
<b>Customers</b>	<ul style="list-style-type: none"> <li>Quality of products</li> <li>Promotional activities</li> <li>Launch of new products</li> <li>Loyalty member events</li> </ul>	<ul style="list-style-type: none"> <li>In stores experience &amp; e-commerce website</li> <li>Branding activities</li> <li>Customer service</li> <li>Social media</li> <li>Brand ambassador</li> <li>Social commerce</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing</li> <li>As required</li> </ul>	<ul style="list-style-type: none"> <li>Repairs, exchange or refunds</li> <li>Stores upgrade for enhancement of customer experience</li> <li>Promotions/social media/key opinion leaders</li> <li>Loyalty programme</li> </ul>
<b>Shareholders and Investors</b>	<ul style="list-style-type: none"> <li>Compliance with rules and regulations</li> <li>Accuracy of performance results</li> <li>Transparent corporate governance practices</li> <li>Return on investment and dividend payout</li> </ul>	<ul style="list-style-type: none"> <li>Investor Relations website</li> <li>Annual General Meeting</li> <li>Quarterly financial reports and announcements</li> <li>Analyst briefing</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing</li> <li>Annually</li> <li>Quarterly</li> <li>As required</li> </ul>	<ul style="list-style-type: none"> <li>Financial performance</li> <li>Company strategy and direction</li> <li>Dividend policy</li> <li>Investor Relations website (<a href="https://boniacorp.com">https://boniacorp.com</a>)</li> </ul>
<b>Suppliers</b>	<ul style="list-style-type: none"> <li>Transparent procurement practices</li> <li>Competitive pricing strategy</li> <li>Relationship management</li> </ul>	<ul style="list-style-type: none"> <li>Meetings</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing</li> <li>As required</li> </ul>	<ul style="list-style-type: none"> <li>Clear procurement policies and processes</li> <li>Testing of new materials</li> <li>Price ceiling</li> </ul>

# SUSTAINABILITY STATEMENT

## STAKEHOLDER MANAGEMENT AND ENGAGEMENT (continued)

Stakeholders	Group Expectations & Concerns	Method of Engagement	Frequency	Our Responses
<b>Local Communities</b>	<ul style="list-style-type: none"> <li>Giving back to the communities</li> <li>Employment and business opportunities</li> </ul>	<ul style="list-style-type: none"> <li>CSR activities</li> <li>Sponsorship and welfare programmes</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing</li> </ul>	<ul style="list-style-type: none"> <li>CSR committee that covers community, environment and workplace</li> </ul>
<b>Partners</b> Licensor, dealers and landlords of Bonia Group Key Opinion Leaders (KOLs) Design consultants (boutiques, product designers) Digital partners (online Marketplaces, digital enablers)	<ul style="list-style-type: none"> <li>Transparent procurement practices</li> <li>Market and brand development</li> <li>Sales performance</li> <li>Operation coverage</li> <li>Stock availability</li> </ul>	<ul style="list-style-type: none"> <li>Meetings</li> <li>Social media</li> <li>Marketing campaign</li> </ul>	<ul style="list-style-type: none"> <li>As and when required</li> <li>Ongoing</li> </ul>	<ul style="list-style-type: none"> <li>Clear procurement policies and processes</li> <li>Business strategy to achieve sales targets</li> <li>Cost efficiency</li> <li>Stock monitoring</li> <li>Updates on brand direction</li> </ul>

## MATERIAL SUSTAINABILITY MATTERS

At Bonia, material sustainability matters are those issues that have a significant influence on our business operations, financial outcomes, and broader environmental and social impact. These priorities shape our strategic decisions and reflect the expectations of stakeholders who are critical to our long-term success. They also form the basis of the disclosures and performance indicators highlighted in this Sustainability Statement.

### Identification and Prioritisation of Material Matters:

In line with Bursa Malaysia’s Enhanced Sustainability Reporting Requirements—which now mandate the progressive disclosure of 9 common sustainability matters from the financial year ended 2024 onwards—we have undertaken a comprehensive review to ensure full alignment. Our materiality review process mapped Bonia’s existing sustainability topics against these common matters to confirm relevance, coverage, and reporting consistency.

As in previous years, we conducted an internal assessment during FY2025 to validate our material sustainability matters. This structured exercise engaged employees across all levels—from frontline personnel to senior leadership and Board members—and focused on gauging internal perspectives around key ESG topics, leadership effectiveness, and overall workforce engagement. The assessment reaffirmed our understanding of stakeholder expectations and ensured that our material matters remain both relevant and responsive to evolving business and regulatory landscapes.

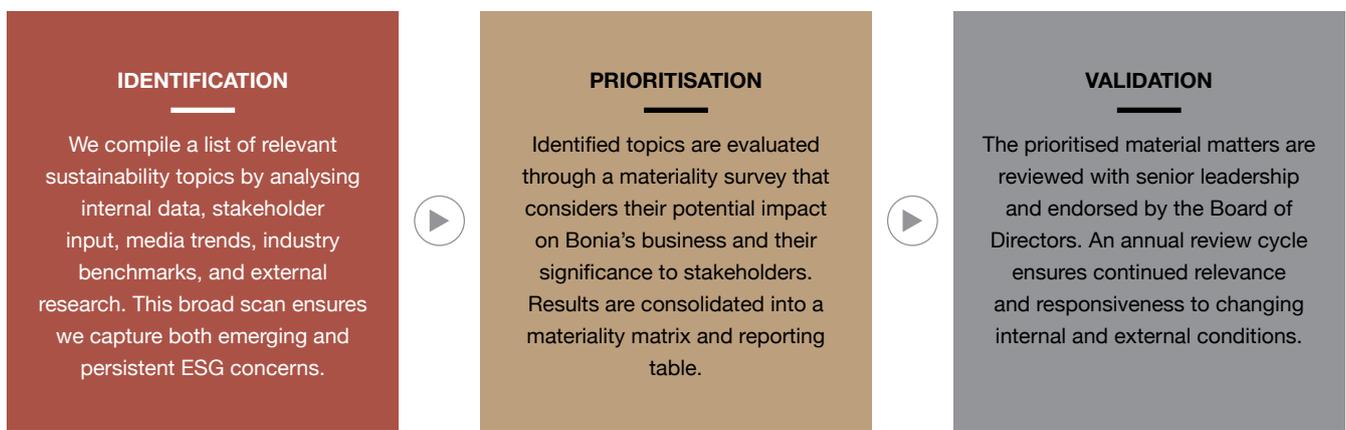
# SUSTAINABILITY STATEMENT

## MATERIAL SUSTAINABILITY MATTERS (continued)

### Materiality Assessment Process

We maintain a proactive approach to identifying and prioritising sustainability matters that are most relevant to our business operations, stakeholders, and the broader environment in which we operate. Our materiality assessment is reviewed regularly to ensure it remains current and reflective of emerging trends, regulatory developments, and stakeholder expectations. The process is outlined in Diagram 2 below:

Diagram 2: Bonia's Materiality Assessment Process



Feedback gathered following the session revealed broad stakeholder alignment with our current sustainability approach and disclosure practices. The survey results also identified three priority areas that employees regarded as particularly significant:



# SUSTAINABILITY STATEMENT

## MATERIAL SUSTAINABILITY MATTERS (continued)

### 1 Employee Health & Safety

**Why is it important:** Protecting the health, safety, and well-being of our employees is fundamental to our operations. In a retail-driven environment, our people are at the forefront—serving customers, handling merchandise, and representing our brand. Ensuring safe working conditions and promoting physical and mental wellness contributes to a productive, motivated workforce and strengthens our long-term business resilience.

**Our approach:** We uphold a strong culture of safety, care, and well-being across all Bonia locations. In FY2025, we reinforced our compliance with occupational safety and health regulations through

targeted initiatives such as the OSH Act Amendment Briefing, annual plant safety training, and proactive emergency preparedness measures. Workplace infrastructure was upgraded in key areas, and additional first-aid resources were introduced to enhance readiness. To support holistic well-being, we also introduced health and wellness initiatives including free HPV and influenza vaccinations, access to group fitness classes, and emotional intelligence workshops aimed at strengthening mental health and resilience. Comprehensive safety and hygiene training sessions were delivered to both retail and corporate teams, cultivating a shared responsibility for maintaining a safe and supportive work environment.

### 2 Data privacy & security

**Why is it important:** In today's increasingly connected world, data has become one of the most valuable assets—making its protection a top priority for both businesses and consumers. With greater reliance on digital platforms, customers expect their personal information to be handled with care, transparency, and integrity. Failure to do so can erode trust, lead to reputational damage, and expose organisations to regulatory penalties.

**Our approach:** We continue to uphold strict adherence to the Personal Data Protection Act (PDPA) by ensuring that all personal data across our operations is managed with care and in compliance with regulatory standards. In FY2025, Bonia appointed a dedicated Data Protection Officer (DPO) in line with the Malaysian Personal

Data Protection (Amendment) Act 2024, which mandates such appointments for organisations meeting specific data processing thresholds effective 1 June 2025. The DPO oversees compliance with data protection laws, monitors internal practices, and acts as the key liaison with regulatory authorities. During the year, we also engaged external consultants to reassess and refine our internal data privacy framework, covering key functions such as customer acquisition (both in-store and online), HR processes, marketing campaigns, procurement, and third-party partnerships. These initiatives reflect our ongoing commitment to safeguarding information and maintaining a secure, trusted environment for our customers, employees, and business partners.

### 3 Customer satisfaction

**Why is it important:** Customer satisfaction remains a key driver of loyalty, brand reputation, and long-term growth. In a competitive retail market, consumers expect exceptional service, quality products, and seamless experiences across all touchpoints. Meeting and exceeding these expectations enable Bonia to retain loyal customers and attract new ones.

**Our approach:** We continue to place strong emphasis on product excellence, in-store experience, and responsive service. In FY2025, we expanded our customer service training framework to strengthen communication techniques and enhance issue resolution capabilities. We also upgraded our customer feedback system to capture real-time insights across physical and digital channels. Investments were made in improving store layouts and ambiance, particularly in newly opened locations, while customer input directly influenced product design and seasonal offerings.

The Board has also reviewed and incorporated these material topics into our established sustainability themes and strategic focus areas. By leveraging the materiality matrix as a decision-making framework, Bonia Group ensures our sustainability efforts are closely aligned with corporate priorities, stakeholder interests, and the evolving environmental and social context. This alignment reinforces our commitment to addressing what matters most and driving continuous improvement across all aspects of our sustainability journey.

## Informed Sustainability Planning and Reporting

The insights gathered through our internal feedback process—capturing perspectives across various roles and functions—have played a key role in refining our sustainability priorities. These findings inform not only our reporting disclosures but also the way sustainability is embedded into business planning and execution. By aligning stakeholder input with global reporting frameworks and regulatory developments, we ensure that our ESG strategy remains data-driven, relevant, and responsive. This integrated approach strengthens our ability to act on material issues with clarity, while reinforcing transparency and accountability at every level of the organisation.

# SUSTAINABILITY STATEMENT



## ECONOMIC

Business Performance and Regulatory Compliance

### ECONOMIC PERFORMANCE

At Bonia, we believe that sustainable business growth is inseparable from the prosperity of the communities, partners, and people who support us. Creating shared value means aligning our commercial success with the long-term interests of all stakeholders—generating impact that goes beyond profit. We see this not as a trade-off, but as a strategic advantage.

This stakeholder-centric approach is embedded in our growth model. By integrating economic outcomes with social impact, we contribute meaningfully to shareholders, investors, employees, suppliers, and the broader community. We strive to build value through ethical business practices, inclusive employment, and responsible corporate citizenship.

Our commitment to financial sustainability remains central. We continue to pursue strong revenue generation as a platform for lasting resilience—supporting job creation, contributing to public finances through tax payments, and investing in community development.

The following section highlights how we've distributed economic value across key stakeholder groups over the past three financial years.

**Table 2: Bonia's Value Distribution**

RM'000	FY2025	FY2024	FY2023
Economic Value Generated	387,740	422,055	434,889
Economic Value Distributed	353,486	371,367	376,485
Operating Cost	234,699	232,856	232,450
Employees	81,742	84,888	78,645
Government (Income Tax)	11,330	15,685	16,664
Dividend returns to shareholders	25,674	37,590	48,164
Community	41	348	562
<b>Economic Value Retained</b>	<b>34,254</b>	<b>50,688</b>	<b>58,404</b>

For the third consecutive year, Bonia has upheld its dividend policy aimed at strengthening shareholder confidence and goodwill. In line with this policy, we declared dividends for FY2025 amounting to more than 30% of consolidated profits after taxation attributable to shareholders. While the total dividend payout was lower compared to previous years, this reflects a prudent balance between rewarding shareholders and reinvesting in future growth. This approach underscores our continued commitment to creating long-term value and ensuring sustainable business performance.

Further details on our financial performance can be found in the Financial Statements section of this Annual Report.

### CORPORATE GOVERNANCE

#### Anti-Bribery and Corruption Policy, and Code of Conduct

Bonia Group remains firmly committed to upholding the highest standards of ethics and integrity in all aspects of our operations. We champion values such as honesty, accountability, and professionalism, which are deeply embedded in our corporate culture and governance framework—serving as the foundation for stakeholder trust in our brands.

In line with our responsibilities under the Corporate Liability Provision of Section 17A of the Malaysian Anti-Corruption Commission (Amendment) Act 2018, Bonia Group has adopted a comprehensive Anti-Bribery and Corruption Policy. This policy sets out clear guidance on the Group's expectations, procedures, and controls to ensure compliance across all business units. Recent enhancements to our policy include the formalisation of a monetary cap for gifts and hospitality, and the timely reappointment of a compliance officer following any vacancy—further strengthening our governance and accountability measures.

We also uphold a Group-wide Code of Conduct, which is embedded in our Employee Handbook. This Code outlines the expected standards of behaviour for all employees, reinforcing a culture of responsibility, professionalism, and ethical conduct throughout the organisation.

# SUSTAINABILITY STATEMENT

## CORPORATE GOVERNANCE (continued)

### Anti-Bribery and Corruption Policy, and Code of Conduct (continued)

During FY2025, we conducted a comprehensive bribery and corruption risk assessment covering 100% of our operations. The assessment identified only low to moderate levels of risk in certain areas, all of which are managed with appropriate controls. No significant risks were identified.

#### Anti-Corruption Education and Training Initiative

As part of Bonia Group’s steadfast commitment to integrity and good governance, a comprehensive series of Anti-Bribery and Corruption (ABC) awareness briefings was conducted throughout FY2025. These sessions aimed to strengthen understanding of the Group’s Anti-Bribery and Corruption Policy and reinforce ethical conduct at all levels of the organisation.

As part of our ongoing commitment to ethical conduct and compliance, Bonia conducted Anti-Bribery and Corruption (ABC) trainings in FY2025, covering employees across all levels of the organisation. A total of 77% of our workforce completed the training, reflecting broad engagement across all employee levels. The initiative was delivered through tailored sessions held both in person and virtually, ensuring accessibility across different brands. Each session lasted approximately 1.5 hours and featured interactive Q&A segments to address real-world ethical dilemmas and reporting procedures.

These trainings not only refreshed participants’ understanding of key legal obligations but also reinforced Bonia’s zero-tolerance stance on corruption. Participants were equipped with practical tools to identify risks, navigate grey areas, and report concerns through appropriate channels.

We are proud to report that no incidents of corruption were recorded within the Group during the reporting period — a reflection of our continuous investment in compliance education and our collective commitment to upholding the highest standards of corporate ethics.

Employee Category	Attendance Rate %
Managerial	92%
Executive	93%
Non-executive	68%

#### Whistleblowing Policy

At Bonia Group, we view whistleblowing as an essential element of sound corporate governance. Promoting a workplace culture rooted in transparency, accountability, and ethical behaviour is fundamental to maintaining integrity throughout the organisation.

Our Whistleblowing Policy provides a secure and confidential channel for employees and external parties to report suspected misconduct without fear of retaliation or adverse consequences. This mechanism is open to all employees and third parties who are aware of, or have reasonable grounds to suspect, that an individual within the Group may have engaged in or is planning to engage in improper conduct.

Improper conduct includes, but is not limited to:

- Criminal offences, unlawful acts, fraud, corruption, bribery and blackmail;
- Failure to comply with legal or regulatory obligations;
- Misuse of the company’s funds or assets;
- An act or omission which creates a substantial and specific danger to the lives, health or safety of the employees or the public or the environment;
- Unsafe work practices or substantial wasting of company resources;
- Breach of policies and/or procedures;
- Conflict of interest;
- Abuse of power by an officer of the Company; and
- Concealment of any of the above.

Employees or stakeholders who wish to raise concerns may do so verbally or in writing, directed to the Chairman of the Audit and Risk Management Committee. All reports are treated with strict confidentiality, and the identity of the whistleblower will be protected unless disclosure is required by law or authorised by the whistleblower. Upon receipt, all reports will be assessed and, where appropriate, investigated thoroughly, with necessary action taken based on the findings and the judgement of the Board.

In FY2025, zero incidents were reported via this channel.

# SUSTAINABILITY STATEMENT



## ENVIRONMENTAL

Commitment To A Greener Future

### SUPPLY CHAIN

Responsible supply chain management remains a central pillar of Bonia's sustainability journey and is consistently ranked by employees as one of the top material concerns, guiding our approach to procurement and supplier engagement. By embedding responsibility into our practices, we not only safeguard the continuity of product supply but also reinforce the resilience of our operations.

Sustainability in procurement is expressed through practical initiatives, most notably in packaging and material selection. We continue to adopt eco-friendly packaging options, including FSC-certified paper, to reduce environmental impact while maintaining the premium standards expected of our brands. Beyond materials, our supplier partnerships are anchored in clear expectations that cover quality, cost-effectiveness, labour rights, workplace safety, and environmental responsibility, ensuring that every aspect of the value chain contributes positively.

Risk management is another cornerstone of our procurement strategy. By improving the efficiency of transport routes to Malaysia and Indonesia, we are able to streamline deliveries, minimise shipments, and lower greenhouse gas emissions. These improvements not only reduce costs but also support our wider ambition of reducing our carbon footprint in line with global climate goals.

In support of the domestic economy and local communities, Bonia seeks to source from local vendors whenever feasible. During FY2025, 28% of our total procurement came from local suppliers. Certain specialised raw materials and technologies, however, remain accessible only through international partners. As such, we maintain a careful balance between fostering local economic participation and ensuring reliable access to the essential inputs required for our operations.

### DIGITALISATION AND INNOVATION

In an increasingly digitised and fast-moving retail landscape, embracing innovation is essential not only for competitiveness but also for operational sustainability. At Bonia, our digital transformation journey continues to focus on leveraging technology to streamline processes, reduce resource consumption, and deliver better value to both customers and the environment.

This year, we made a significant leap forward by upgrading our Enterprise Resource Planning (ERP) and Human Resource Management System (HRMS). These enhancements were designed to drive efficiency and reduce our environmental impact — notably by digitising internal workflows and automating multi-level approval processes that previously relied heavily on paper. As a result, we are significantly lowering our paper usage across departments, in line with our sustainability goals. These initiatives not only optimise operational workflows but also demonstrate our commitment to integrating sustainability into core business systems.

Complementing these internal improvements, Bonia continues to maintain a strong digital presence across e-commerce platforms, social media, and online marketplaces. This ensures we meet consumers where they are — delivering a seamless, engaging, and increasingly sustainable shopping experience.

As the fashion industry continues to evolve, Bonia remains committed to digital innovation that enhances agility, reduces our environmental footprint, and prepares us for the future of retail.

### ENERGY

Bonia recognises that improving energy efficiency is one of the most effective ways to reduce our carbon emissions while also lowering operating costs. Guided by this belief, we continue to invest in practical initiatives that make our workplaces more sustainable and encourage employees to play an active role in conservation efforts.

# SUSTAINABILITY STATEMENT

## ENERGY (continued)

### ► Greener Transportation

To encourage the adoption of eco-friendly vehicles, Bonia has installed electric vehicle (EV) charging stations at our office premises in Ikon Connaught. By providing convenient access to charging facilities, we support employees who choose hybrid or electric cars while helping to reduce our overall carbon footprint. This initiative reflects our broader commitment to promoting sustainable commuting options and inspiring environmentally responsible practices among staff.



### ► Energy-Efficient Facilities

In line with our goal to reduce energy consumption, we retrofitted the head office lighting system by replacing fluorescent tubes with energy-efficient LED lights. This upgrade not only lowers electricity usage but also extends the lifespan of lighting fixtures, reducing both maintenance needs and waste. Complementing this, we continue to place awareness signage across our offices, reminding employees to switch off lights and air-conditioning when not in use. These simple yet impactful measures help foster a culture of mindfulness and shared responsibility for energy conservation.



### ► Sustainable Printing Practices

In FY2025, we introduced a Print Management Service (PMS) as part of our resource efficiency initiatives. The system enables employees to print securely using staff ID tags, while providing centralised monitoring of usage by department, user, and device. Combined with energy-saving modes and automatic duplex printing features, PMS helps reduce paper consumption, optimise resource usage, and lower operating costs. By linking digitalisation with sustainability, this initiative strengthens our long-term efforts to minimise environmental impact.



## Moving Forward

Together, these initiatives demonstrate Bonia’s holistic approach to managing energy and resources responsibly. By combining infrastructure upgrades, employee awareness, and digital innovation, we are steadily reducing our environmental footprint while reinforcing a culture of sustainability across the organisation.

Below is the electricity and water consumption for Bonia Group’s offices, warehouses and factory for the last three financial years. These figures reflect our ongoing efforts to monitor and manage resource efficiency across our operations

Type of Energy Consumption	FY2025	FY2024 (restated)	FY2023 (restated)
Electricity Consumption (kWh' 000)	1,289	1,618	1,704
Water Consumption (m <sup>3</sup> )	12,203	15,772	15,757
<b>Average Monthly Consumption</b>			
Electricity (kWh' 000)	107	135	142
Water (m <sup>3</sup> )	1,017	1,314	1,313

# SUSTAINABILITY STATEMENT



## SOCIAL

Empowering People and Strengthening Communities

### OUR PEOPLE

At Bonia Group, our employees are the driving force behind our continued growth and innovation. We are committed to fostering a workplace that supports professional development, recognises individual contributions, and nurtures a sense of purpose and belonging.

We invest in creating an environment where our people feel valued, supported, and motivated to succeed. Through structured performance management, regular feedback sessions, and skills development programmes, we help employees grow in their roles while identifying opportunities for future advancement. Recognition of high performance and setting clear expectations remain central to our talent approach.

We are also deeply committed to upholding principles of fairness and equal opportunity across all levels of the organisation. Our inclusive work culture encourages diversity, promotes respect, and ensures that every employee has access to the same opportunities for growth and success. This approach not only enhances employee engagement and loyalty but also helps position Bonia as an employer of choice within the industry—one that attracts, retains, and cultivates top talent in an evolving and competitive landscape.

#### Training and Development

Bonia recognises that investing in training and development is essential to building a capable, agile, and high-performing workforce. By strengthening employees’ skills, knowledge, and competencies, we enhance not only individual productivity but also the organisation’s overall resilience and competitiveness in a rapidly evolving business environment. Encouraging continuous learning helps to embed a culture of innovation, collaboration, and proactive problem-solving — key drivers of a thriving workplace and sustained growth.

We remain committed to nurturing talent through targeted upskilling and reskilling initiatives. Our efforts are anchored in the Savvy Learning Framework, a structured approach to employee development across three core dimensions: “Technical Savvy” for functional and digital expertise, “People Savvy” for interpersonal and leadership capabilities, and “Business Savvy” for strategic and commercial insight. This framework ensures our teams are well-equipped to meet current challenges and future demands with confidence and versatility.

#### BONIA Group Learning Framework



If you describe someone as having savvy, you think that they have a **good understanding** and **practical knowledge** of something.

#### TECHNICAL SAVVY

The employee is expected to be competent in the functional areas of their roles as **subject matter experts**.

#### PEOPLE SAVVY

The employee is expected to be competent in **leading people, customers and stakeholders** within and outside of the organisation.

#### BUSINESS SAVVY

The employee is expected to be competent with business acumen to **drive business growth and continuity**.

#### Technical Savvy

These trainings focused on enhancing functional knowledge and technical proficiency across areas such as product understanding, quality control, and process improvement. Sessions like Basic Leather 101 helped deepen product expertise, while safety courses and system training strengthened operational effectiveness. Such targeted learning equips employees with the technical foundation needed to maintain excellence and adapt to industry developments.

# SUSTAINABILITY STATEMENT

## OUR PEOPLE (continued)

### ► HR Management (Technical Savvy)

**September 2024:**  
OSH Coordinator Trained Person

**November 2024:**  
Managing Misconduct at workplace



**January 2025:**  
Handling Poor Performance Employees

### ► Retail Operations (Business Savvy/Technical Savvy)

**Jul 2024 to June 2025:**  
Product training

**April 2025:**  
Basic Leather 101, Retail Sustainability strategy



### ► Marketing (Technical Savvy)

**July 2024:**  
CRM Strategy, Customer Engagement

**July 2024 to June 2025:**  
TikTok Contents Creation & Live Hosting

The table below provides the breakdown of training hours by Employee Category for FY2025:

Employee Category	Total Hours	Total Staff
Managerial	1,470	76
Executives	1,450	149
Non-Executives	1,951	380
<b>GRAND TOTAL</b>	<b>4,871</b>	<b>605</b>

Through ongoing investment in training, we enable our employees to deepen their expertise and adapt to evolving job requirements — a key contributor to Bonia’s continued success and agility.

In addition to external programmes, we also delivered a series of in-house technical trainings tailored to job-specific competencies. These included sessions on Microsoft Excel, and Project Management, which were designed to strengthen capabilities in financial processing, data analysis, and execution management. Such initiatives ensure that our workforce remains proficient in key tools and systems essential for effective performance.

### People Savvy

This category covered the development of interpersonal, leadership, and team collaboration skills. Workshops such as Winning with People and Digital Commerce Team Building focused on improving communication, empathy, and group cohesion, contributing to stronger internal dynamics and a more engaged workforce. These sessions support the cultivation of a positive workplace culture and leadership pipeline. Other workshops in this category included:

**October 2024:**  
Outward Mindset Leadership Symposium

**October & November 2024:**  
Strategic Storytelling Methodologies for Professionals



**April & May 2025:**  
TalentsTech® Executive Coaching for Leadership Teams

**May 2025:**  
Digital Commerce Team Building



# SUSTAINABILITY STATEMENT

## People Savvy (continued)

**May 2025:**

Winning with People



## Business Savvy

Business-oriented trainings aimed to enhance commercial awareness, decision-making, and compliance capabilities. Programmes such as Problem Solving & Decision Making, Anti-Bribery and Corruption, and the New Joiner Onboarding series were designed to strengthen business acumen, foster ethical conduct, and instil a shared understanding of Bonia's strategic direction. This contributes to aligned execution and a values-driven organisation. These trainings featured sessions such as:

2024	
<b>July 2024</b>	The Beneficial Ownership Reporting Framework for Companies
<b>August 2024</b>	SSM National Conference 2024
<b>September 2024</b>	OSH Coordinator Trained Person Accounting and Invoicing Knowledge & Skills
<b>October 2024</b>	MIA Webinar Series: Building a Culture of Good Governance MIA Webinar Series: Cybersecurity for CFOs

2025	
<b>January 2025</b>	MIA Webinar Series: IFRS S1 and S2 – The Essentials of Sustainability Reporting
<b>April 2025</b>	Retail Sustainability Strategy Symposium
<b>May 2025</b>	Malaysian Business Reporting System (MBRS) 2.0

# SUSTAINABILITY STATEMENT

## EMPLOYEE ENGAGEMENT

Employee engagement remains a cornerstone of our people-first culture and a driver of long-term business success. In FY2025, we continued our efforts to foster a connected, healthy, and motivated workforce through a series of wellness initiatives, awareness talks, festive celebrations, and workplace enhancements. From health-focused offerings such as free HPV and influenza vaccinations and group fitness classes to knowledge-sharing sessions on EPF and scam awareness, our programmes aimed to support employees in both their personal well-being and professional lives. We also celebrated key festivities together, strengthened our amenities with new nursing rooms and first-aid kits, and created moments of joy through light-hearted gatherings like fruit parties and holiday events. These initiatives reflect our ongoing commitment to cultivating a vibrant, inclusive, and engaging work environment.

Highlights from these initiatives were:

### ► 2025 Employee Engagement Survey

This annual survey serves as a vital channel for employees to share their experiences and perspectives on leadership, team dynamics, and workplace culture. Designed to be confidential and inclusive, it encourages honest feedback while ensuring that every response is counted and valued. The insights gathered guide Bonia’s ongoing efforts to improve employee well-being, strengthen organisational alignment, and create a more supportive and engaging work environment.

### ► “Build Motion With Emotion” Session

This hands-on session is designed to strengthen emotional intelligence (EQ) among employees. Targeted at executives and senior executives, the session offered practical tools for emotion regulation, self-awareness, and relationship management through dynamic activities and guided reflection. This initiative underscores our belief that cultivating emotional resilience is essential to building a more empathetic, composed, and collaborative workplace.



### ► Suggestion Box initiative

Introduced as a direct communication channel between employees and top leadership, this initiative invites individuals to share candid feedback, suggestions, or reflections in a secure and confidential manner. Accessible only to the Chairman and CEO, the Suggestion Box empowers employees to voice their ideas or concerns freely. It reflects our commitment to openness, trust, and building a workplace where every voice has the potential to shape meaningful change.

### ► “Dynamic Leadership” Session

This interactive session is designed to develop leadership capabilities among current and aspiring leaders within the organisation. Aimed at middle management and above, the workshop combined role-playing, live coaching, group discussions, and case studies to help participants deepen their leadership mindset and enhance their ability to lead with impact. Guided by an experienced external trainer, the session reinforced Bonia’s commitment to cultivating strong, values-driven leaders who can inspire teams and drive meaningful results.



# SUSTAINABILITY STATEMENT

## EMPLOYEE ENGAGEMENT (continued)

### ► Fostering Togetherness During Festive Celebrations

In FY2025, Bonia continued to celebrate major cultural and religious festivities with our employees, reinforcing our commitment to inclusivity, appreciation, and team spirit. For Hari Raya Aidilfitri, colleagues enjoyed festive treats and cookies, sharing the joy of the season in a spirit of togetherness. During Chinese New Year, the office was enlivened with a traditional lion dance and God of Prosperity appearance, bringing good fortune and festive cheer to the team. To round off the year, we hosted a Christmas gathering filled with decorations, holiday treats, and joyful moments that strengthened the sense of camaraderie. These celebrations not only honour the diverse traditions within our workforce but also create memorable experiences that enhance belonging, positivity, and unity across the organisation.



Hari Raya Aidilfitri



Chinese New Year



Christmas

### ► Promoting Health and Wellness

At Bonia, we place strong emphasis on supporting the health and wellness of our employees, recognising that a healthy workforce is essential to long-term success. In FY2025, we introduced a range of fitness initiatives designed to encourage active lifestyles and promote overall well-being. Employees participated in invigorating sessions such as Latin dance, Zumba, indoor rhythmic cycling, and high-intensity interval training (HIIT), each providing opportunities to build strength, improve stamina, and relieve stress in a fun, supportive environment. Beyond physical benefits, these activities fostered team spirit and camaraderie, creating a workplace culture that values both professional growth and personal well-being. Through these efforts, we continue to empower our people to prioritise self-care, balance, and resilience in their daily lives.

Some examples of our Group Fitness Classes include:



Latin Dance



Indoor Rhythmic Cycling



HIIT Classes



Zumba Classes

# SUSTAINABILITY STATEMENT

## OCCUPATIONAL SAFETY AND HEALTH

Maintaining a safe and healthy workplace is a core responsibility and non-negotiable right for everyone involved in our operations – from employees to contractors and visitors. Our Occupational Safety and Health (OSH) Policy reflects this commitment and is fully aligned with the provisions of the Occupational Safety and Health Act 1994. By placing occupational health and safety (OHS) at the forefront, we proactively identify and mitigate workplace hazards, significantly reducing the risk of accidents and injuries.

Beyond safeguarding well-being, a strong OHS culture also supports operational efficiency by minimising disruptions caused by illness or injury. Through the consistent application of high safety standards, we aim to create an environment where individuals can work with confidence, contributing to a resilient and productive organisation. The chart below represents the timeline of OSHA Implementation at Bonia Corporation (2024/2025), outlining key milestones from policy development and committee formation to training, briefings, and HIRARC finalisation.

Our commitments highlighted within the OSH Policy are as follows:

- Comply with all laws and regulations related to OSH enforced by the government;
- Provide a safe and healthy working environment;
- Identify and assess all possible hazards in the workplace;
- Investigate all incidents and dangerous occurrences, and take necessary action;
- Provide welfare facilities for all employees;
- Integrate occupational health and safety programmes and activities;
- Ensure that all employees are given adequate training and information to carry out their duties in a safe manner; and
- Review OSH policies when needed.

### Safety and Health Committee (“SHC”)

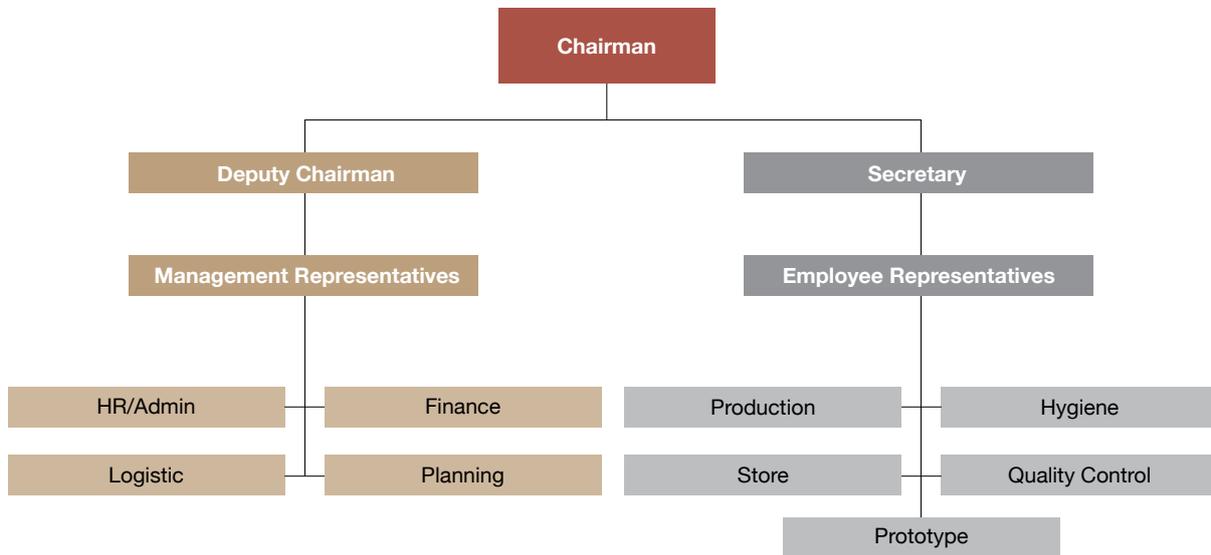


Diagram 3 presents the organisational structure of our Plant Safety and Health Committee (SHC), headed by the SHC Chairman and supported by a Deputy Chairman and Secretary. This committee functions as a collaborative forum where employer and employee representatives come together to identify, discuss, and address emerging OSH issues through open and solution-oriented dialogue.

# SUSTAINABILITY STATEMENT

## OCCUPATIONAL SAFETY AND HEALTH (continued)

Our SHC roles and responsibilities are summarised below:

- Carry out inspections of workplaces and equipment at least once every 3 months or as scheduled;
- Advise management on safety and health matters;
- Review workplace safety and health policies at least once every five years;
- Investigate any incidents in the workplace and perform incident trend data analysis;
- Report and review any changes in work activities that may be detrimental to the safety and health of employees;
- Assess the needs of first aid, health services, fire prevention and accidents;
- Assist in monitoring hazards and risks in the workplace as well as the effectiveness of corrective and preventive actions that can be taken; and
- Coordinate and engage in trainings and programmes related to OSH.

### OSH Trainings and Performance

At Bonia, workplace safety is not just a regulatory obligation — it is a shared responsibility embedded in our culture. We are committed to continuously raising awareness and deepening employee understanding of Occupational Safety and Health (OSH) standards through structured trainings, briefings, and refresher sessions across all levels of the organisation.

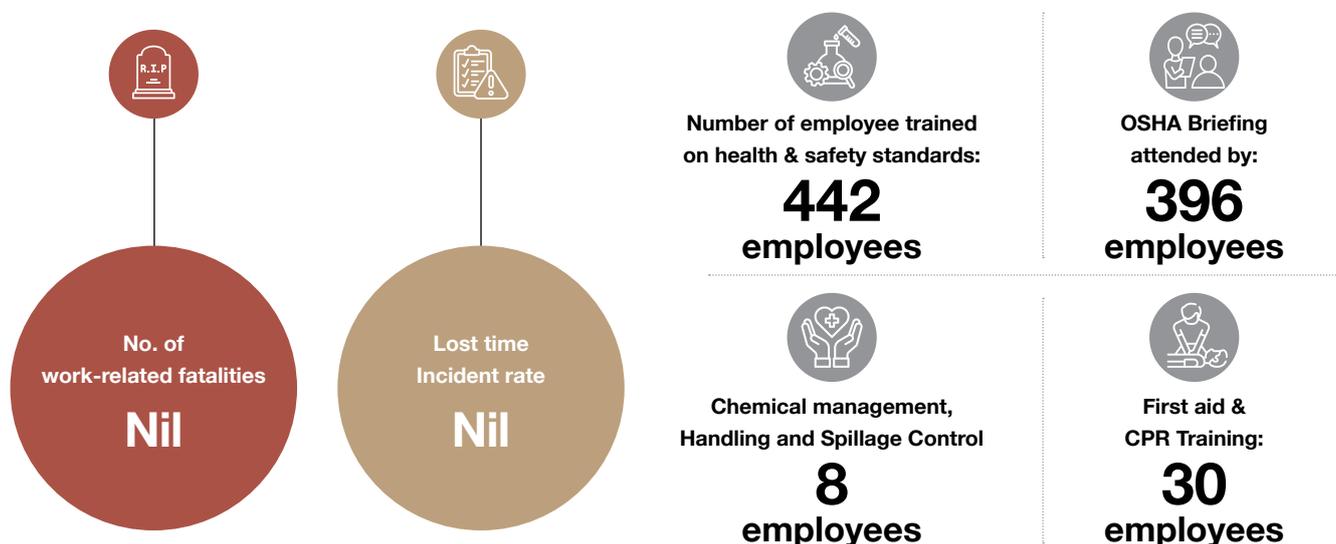
In FY2025, we conducted a targeted OSH Act Amendment Briefing to ensure staff remained informed and prepared for evolving regulatory requirements. This session provided essential updates on compliance obligations, introduced our OSH Committee, and equipped participants with practical knowledge on accident reporting, hazard response, and inspection readiness. The session reflects our proactive approach to maintaining a compliant and risk-aware workplace.

In addition to corporate-wide briefings, our manufacturing plant employees participate annually in comprehensive OSH training programmes, which include line leaders, supervisors, Safety and Health Officers, and relevant staff. These sessions are designed to build safety competencies, reinforce personal accountability, and embed good practices throughout daily operations. We also regularly conduct practical exercises such as fire drills and fire extinguisher usage to ensure all employees are equipped to respond to emergencies confidently.

We recognise that safety is a continuous journey — one that requires vigilance, adaptation, and ongoing education. Through these efforts, we remain focused on risk identification, monitoring, and mitigation, while promoting a culture of safety-first thinking.

As a result of our consistent engagement and training, we are pleased to report zero fatalities and zero recorded accidents at our manufacturing plant for FY2025 — a reflection of our collective commitment to a safe and healthy work environment.

FY2025



# SUSTAINABILITY STATEMENT

## EMPLOYEE DIVERSITY

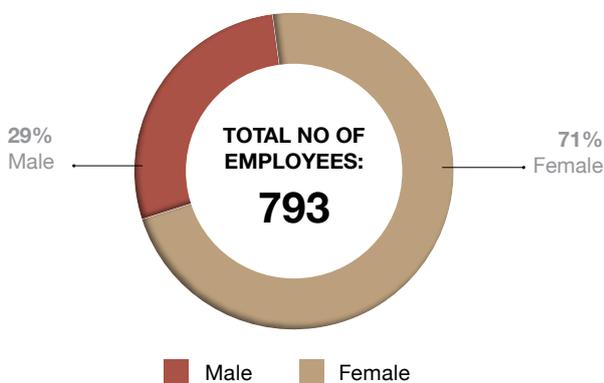
At Bonia Group, we are committed to building a diverse and inclusive workforce where every individual has the opportunity to thrive. We believe that embracing diversity and varied perspectives enriches our workplace culture and drives innovation, collaboration, and long-term success. As the organisation continues to grow, we remain focused on cultivating an environment where all employees feel respected, supported, and empowered to contribute meaningfully — regardless of background or identity.

As at 30 June 2025, Bonia Group employed 793 people, with women representing 71% of the workforce (563 employees) and men making up 29% (230 employees). Among these, 54 women held senior positions; which is a testament to our ongoing commitment to advancing gender diversity and creating pathways for women to thrive in leadership roles. Ensuring equitable opportunities remains a key driver of our long-term talent strategy.

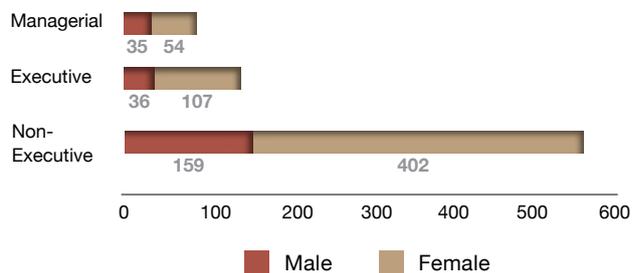
Beyond our current workforce, we are equally focused on cultivating the next generation of talent. Our internship programme, tailored for undergraduates, offers 2–6 months of immersive experience designed to bridge academic learning with professional practice. In FY2025, 21 interns joined the programme, with three successfully transitioning into permanent roles at Bonia. This demonstrates our aspiration to develop a sustainable talent pipeline that can contribute to the Group’s growth and leadership continuity in the years ahead.

The charts below provide a snapshot of the composition of Bonia Group’s local workforce, excluding employees from foreign subsidiaries.

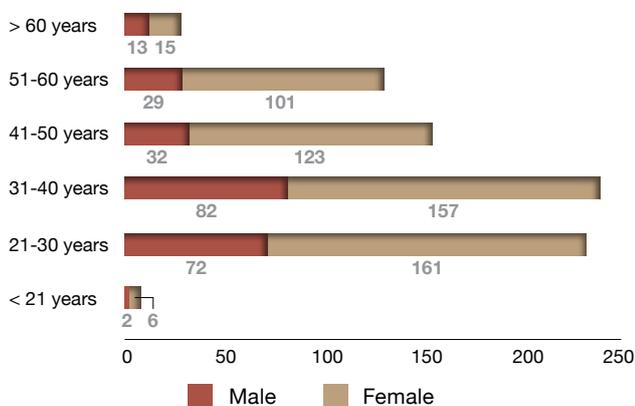
**Diagram 4: Bonia’s Total Number of Employees by Gender FY2025**



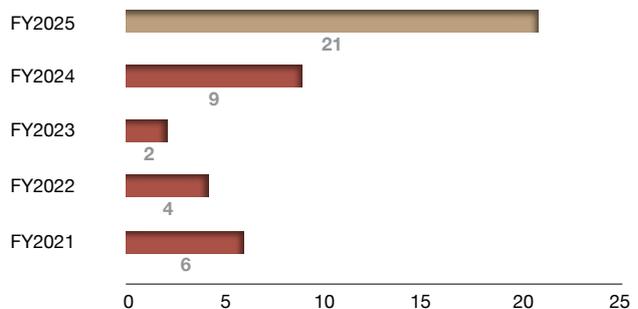
**Diagram 5: Bonia’s Breakdown of Employees by Gender and Position**



**Diagram 6: Bonia’s Breakdown of Employees by Age Group**



**Diagram 7: Number of Interns employed by Bonia Group over the past 5 years**



In FY2025, there were no reported incidents of labour rights violations across the Group’s operations and supply chains. This includes zero cases of child labour, forced labour, illegal employment practices, or other breaches of fundamental human rights.

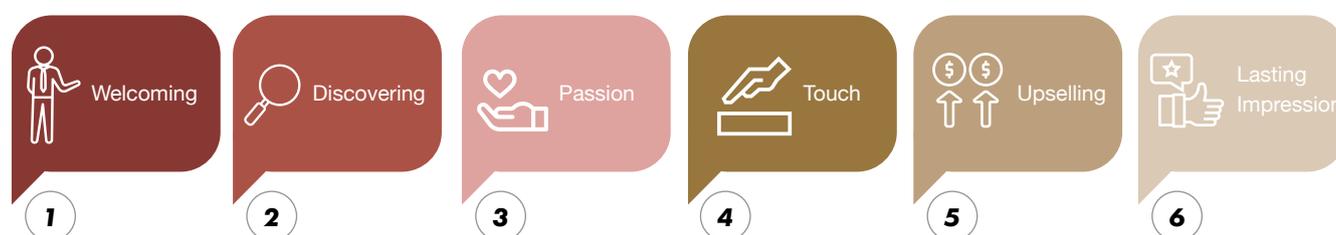
# SUSTAINABILITY STATEMENT

## OUR CUSTOMER

At Bonia, the customer has always been — and will continue to be — at the heart of everything we do. In an increasingly dynamic and discerning retail landscape, customer satisfaction is more than a performance metric; it is a strategic priority that drives loyalty, repeat business, and sustainable brand growth. Our approach is built on the understanding that when customers feel genuinely valued, they become lasting ambassadors for the brand.

As part of our commitment to delivering outstanding service, we've embedded a customer-first philosophy across all touchpoints of the retail experience. Guided by Bonia's Delightful Cycle, our service journey begins with a warm welcome and extends beyond the point of sale — through discovery, emotional connection, expert consultation, and after-sales engagement — all designed to leave a lasting, positive impression.

**Diagram 8: Bonia's Delightful Cycle steps in servicing customers**



We continue to nurture long-standing relationships with loyal customers while creating meaningful connections with new clientele. Central to this effort is our Bonia Loyalty Programme, launched in 2009, which offers exclusive rewards and personalised incentives. This programme remains a key driver of customer engagement, reinforcing Bonia boutiques as the preferred destination for discerning shoppers.

To uphold our service promise, Bonia invests heavily in retail team training, ensuring that our staff are equipped with expert knowledge of our product offerings and leather care practices. This enables them not only to guide customers with confidence, but also to deliver thoughtful after-sales services such as complimentary polishing and repair — extending the life of our products and deepening customer trust.

In tandem with service quality, customer privacy remains a top priority. To ensure full compliance with the Personal Data Protection (Amendment) Act 2024, Bonia has engaged professional consultants to assess our data protection framework and implement rigorous measures that uphold our customers' right to privacy.

Ultimately, our goal is to create memorable retail experiences grounded in authenticity, trust, and excellence — the very principles that continue to shape Bonia's journey toward becoming a globally respected luxury brand.

### Customer Engagement

Customer engagement is about more than just completing a purchase — it's about building authentic, lasting relationships that create mutual value and long-term brand affinity. In the fast-paced world of fashion and retail, where competition is fierce and customer expectations are ever-evolving, meaningful engagement is key to earning loyalty and driving repeat business.

At Bonia, we approach customer engagement as an experience, not a transaction. Each event and activation we design is thoughtfully curated to resonate with our audience — fostering personal connections, celebrating our community, and strengthening the emotional bond with our brand. From exclusive member events to seasonal campaigns, our initiatives are tailored to make every interaction memorable, personal, and rewarding.

Reflecting on FY2025, we are proud of the wide-ranging strategies we implemented to bring our customers closer to the Bonia brand. These efforts not only reinforce loyalty among long-time patrons but also invite new customers into a deeper, more connected brand journey.

# SUSTAINABILITY STATEMENT

## Exclusive Members' events

### ► **Bonia – Mahkota Parade Melaka Boutique Reopening**

In December 2024, Bonia celebrated the grand reopening of its boutique at Mahkota Parade, Melaka, with a week-long campaign that combined festive cheer with creative activations. Guests and members were treated to personalised calligraphy, bag charm workshops, and tote bag customisation, while exclusive promotions and giveaways added excitement to the occasion. The event also featured Café Bonia coffee service, lucky draws, and live performances. Adding a meaningful festive touch, the Voices of Dignity choir from the Dignity for Children Foundation performed Christmas carols, creating a heartwarming atmosphere that highlighted Bonia's support for community initiatives. Altogether, the reopening provided customers with a vibrant and immersive brand experience that celebrated both craftsmanship and connection.



### ► **Braun Büffel – Chinese New Year In-Store Activation**

In January 2025, Braun Büffel hosted a festive Chinese New Year in-store activation at The Gardens, Mid Valley, and The Exchange TRX. The event featured exclusive promotions, vibrant visual merchandising, and engaging activities such as fortune cookie giveaways and live “Art of Fortunes” demonstrations. Customers enjoyed personalised touches alongside attractive purchase-with-purchase offers, creating a lively and memorable shopping experience that strengthened brand engagement and loyalty.

### ► **Braun Büffel – Hari Raya Campaign**

In March 2025, Braun Büffel rolled out festive Hari Raya activations at Setia City Mall and IOI City Mall, bringing seasonal joy to customers through attractive promotions and exclusive rewards. With every qualifying purchase, shoppers received limited-edition tiffin sets and luggage tags, which became standout highlights of the event. Supported by digital campaigns and in-store displays, the promotion successfully drew loyal members and new customers alike, enhancing festive shopping while deepening connections with the brand.

### ► **Braun Büffel – Father's Day In-Store Event**

To mark Father's Day in June 2025, Braun Büffel organised special in-store activations at Pavilion KL and IOI City Mall. The celebrations included exclusive promotions, stylish product displays, and thoughtful gestures such as complimentary refreshments for guests. Shoppers enjoyed attractive discounts and gift-with-purchase offers, which encouraged participation and boosted engagement. The event fostered a warm and welcoming environment that honoured the occasion while reinforcing Braun Büffel's commitment to customer loyalty.

# SUSTAINABILITY STATEMENT

## Customer Feedback

Customer feedback plays a vital role in shaping Bonia's product innovation, service quality, and overall brand experience. By actively listening to our customers, we gain the insights needed to refine our offerings, strengthen loyalty, and remain relevant in a fast-changing retail environment. An effective feedback ecosystem ensures that customer voices are not only heard but translated into meaningful action.

In today's omnichannel world, customer interactions span a range of platforms — from in-store conversations to social media, mobile apps, email, and customer service lines. At Bonia, we embrace this diversity by maintaining a robust feedback infrastructure that allows us to stay connected with our audience in real time. Whether it's a product review, service comment, or general suggestion, every piece of feedback is seen as an opportunity to improve.

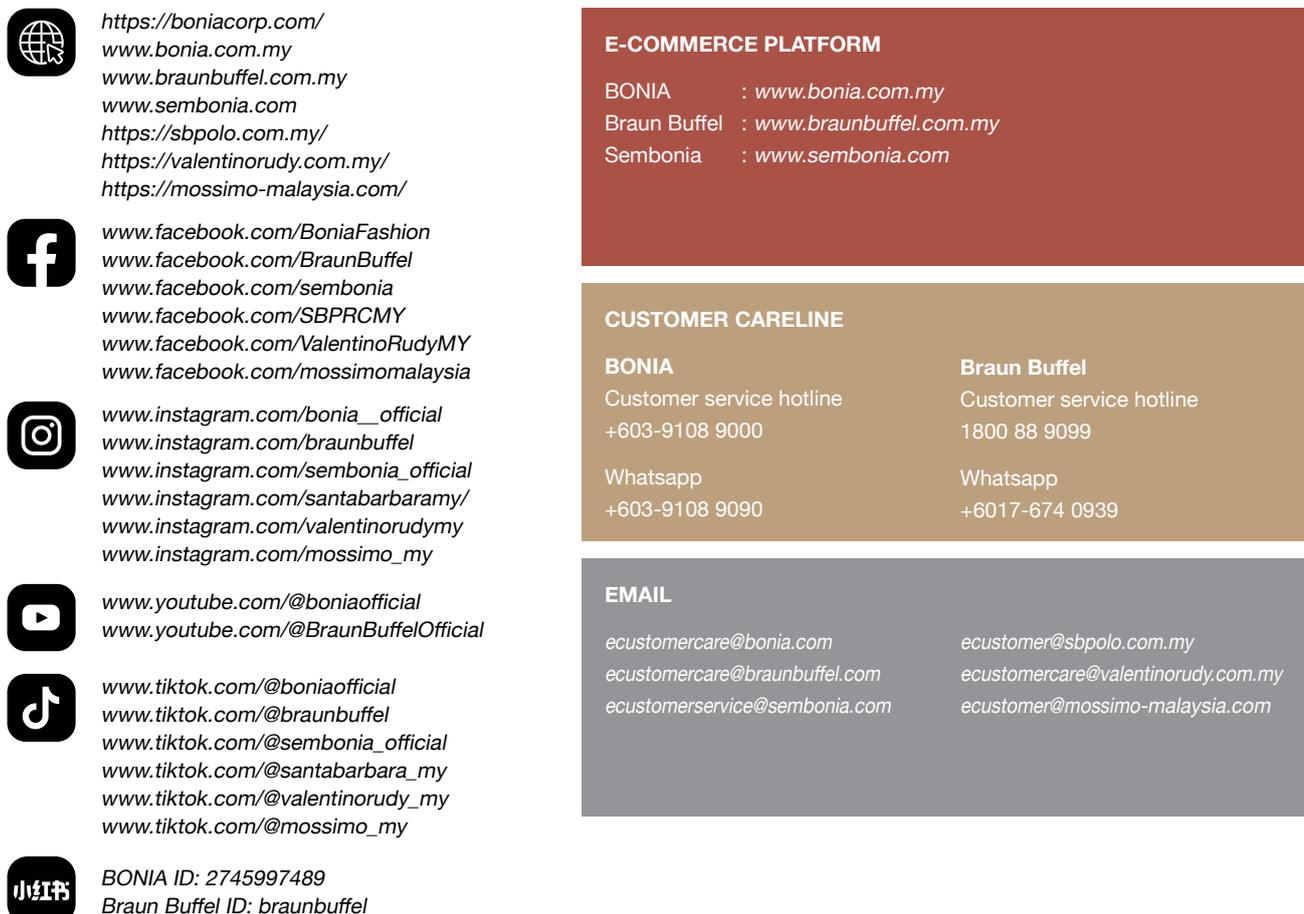
Social media continues to be a powerful engagement tool, enabling direct and timely communication with customers. It also serves as a dynamic platform for new product launches, event promotions, and brand collaborations. Offline, feedback collected in our boutiques is channelled directly to the operations team for prompt review and follow-up.

We also leverage data analytics from both online and offline feedback to uncover patterns in customer preferences and behaviours. These insights allow us to fine-tune our strategies, personalise engagement, and deliver experiences that exceed expectations.

At the heart of this approach is our commitment to building a brand that reflects the needs and aspirations of our customers. Should customers wish to share feedback, they are encouraged to reach out via our dedicated email channels — ensuring that every voice contributes to shaping the Bonia experience.

If customers encounter any issues or have suggestions to share, they are encouraged to submit their feedback via our dedicated email channels: [ecustomercare@bonia.com](mailto:ecustomercare@bonia.com), [customers@sembonia.com](mailto:customers@sembonia.com), or [ecustomercare@braunbuffel.com](mailto:ecustomercare@braunbuffel.com). All submissions are routed to our operations team, who ensure that the feedback is reviewed by the relevant departments for timely action. The range of online feedback platforms we use to stay connected with our customers is illustrated in the diagram below.

**Diagram 9: Bonia's online and offline customer engagement platforms**



# SUSTAINABILITY STATEMENT

## PRODUCT LABELLING

In the fashion industry, product labelling serves as a vital touchpoint between brand and consumer — offering not only essential information, but also reinforcing brand identity, regulatory compliance, and customer confidence. At Bonia, we recognise that clear and accurate labelling plays a key role in enabling informed purchasing decisions. From material composition and care instructions to sizing details, our labels ensure transparency and help customers care for their products with confidence.

Beyond functionality, labels also reflect the distinctive identity of each of our brands. Through carefully designed logos, typography, and visual elements, product labels contribute to stronger brand recognition and deepen customer loyalty in a competitive market.

Labelling is also a critical element of regulatory compliance, ensuring that all products meet legal standards related to fabric content, safety, and consumer protection. Equally important, today’s consumers are increasingly conscious of the ethical and environmental impact of their purchases. Labels offer an opportunity to communicate Bonia’s commitment to responsible practices — including sustainable sourcing, ethical manufacturing, and fair labour.

We proudly highlight these values on our packaging and labels. Our use of FSC-certified paper and eco-friendly materials reflects Bonia’s alignment with global sustainability standards and our employees’ shared commitment to responsible supply chain management. FSC certification ensures that the paper used in our packaging is sourced from responsibly managed forests or recycled materials, supporting biodiversity and reducing environmental impact. Beyond meeting regulatory and compliance obligations, this initiative strengthens our Environmental, Social and Governance (ESG) performance by promoting ethical sourcing practices. By making these efforts visible, we enhance brand credibility and consumer confidence, particularly among customers who value integrity, transparency, and sustainability. These choices reinforce Bonia’s role as a responsible retailer dedicated to reducing its ecological footprint while upholding the highest standards of craftsmanship and care. To ensure that our products present accurate information to our customers, we provide proper product labelling as shown below using our Nuccia Monogram Sling Pouch.

### Description

The Nuccia Monogram Sling Pouch blends timeless elegance with responsible craftsmanship. Designed for versatility, it features Bonia’s distinctive monogram motif and a practical silhouette, making it an ideal everyday companion. Crafted using certified sustainable materials, the pouch reflects the brand’s continued commitment to style with purpose.

### Feature Details

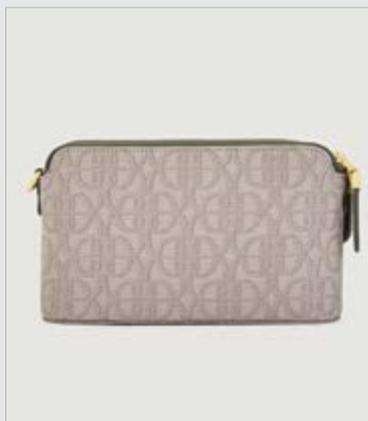
- 1 Main Compartment
- Adjustable & Detachable Shoulder Strap
- Exterior Material: Certified Sustainable Material
- Interior Lining: 100% Recycled Polyester
- Logo: Bonia Monogram
- Hardware: Gold-Tone Metal

### Measurement

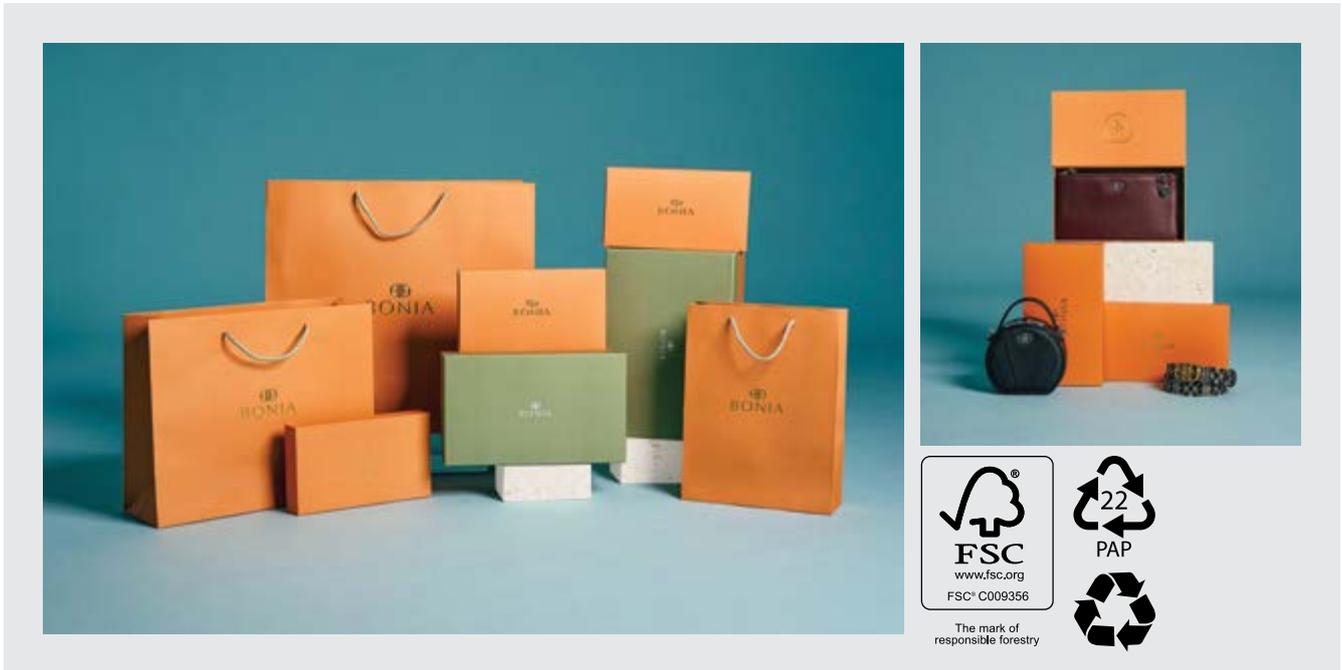
20.5cm (L) x 5cm (W) x 11.5cm (H)

### Sustainability Note

This collection is produced with certified sustainable materials. In addition, all supporting packaging — including paper bags, wallet boxes, parcel boxes, hangtags and etc — is FSC-certified, ensuring eco-friendly practices extend beyond the product itself.



# SUSTAINABILITY STATEMENT



Clear and accurate labelling also plays a vital role in enhancing the overall customer experience. By providing detailed and reliable product information, we minimise confusion, build trust, and empower customers to make informed purchasing decisions. This not only increases satisfaction but also encourages long-term loyalty and repeat business. At Bonia, we go a step further by offering comprehensive care instructions tailored specifically for our leather products. These post-purchase guides help customers understand the proper methods for maintaining their items, ensuring durability, appearance, and continued enjoyment over time. For more detailed product care information, customers are encouraged to visit our website at <https://www.bonia.com/pages/product-care>.

## OUR COMMUNITY

Corporate Social Responsibility (CSR) is a fundamental aspect of doing business responsibly and sustainably. Today's companies are expected to play a meaningful role in the communities they serve, addressing social and environmental challenges while aligning business goals with broader societal needs. CSR efforts help build trust, enhance brand reputation, attract values-driven customers and employees, and foster long-term resilience.

# SUSTAINABILITY STATEMENT

## OUR COMMUNITY (continued)

### ► **Supporting Wildlife and Conservation Efforts at Zoo Negara**

In 2025, Bonia reinforced its commitment to environmental stewardship and community engagement through a meaningful collaboration with Zoo Negara, Malaysia's national zoo. This initiative involved both financial support and hands-on staff participation.

As part of this effort, Bonia contributed RM10,050 to Zoo Negara. This sum was used to sponsor the purchase of animal feed, supporting the nutritional needs of the zoo's diverse animal population. In addition to the financial sponsorship, Bonia employees participated in a volunteer day at the zoo, during which they assisted with cleaning and maintenance activities within the zoo grounds.

This initiative not only contributed to the well-being of the animals but also served as an opportunity for staff to engage in environmental volunteerism and strengthen their connection to biodiversity and conservation causes. It reflects Bonia's belief that corporate responsibility includes active participation in preserving natural heritage and fostering a culture of care among employees.



# SUSTAINABILITY STATEMENT

## OUR COMMUNITY (continued)

### ► Internal Recycling Initiative

As part of our internal CSR efforts, Bonia introduced a recycling collection programme at the IKON offices. The initiative focused on the collection of used paper, magazines, and carton boxes, encouraging employees to contribute actively towards reducing waste. Organised by the Admin Department, the programme not only promoted environmentally responsible practices within the workplace but also reinforced a shared commitment among staff to creating a greener and more sustainable environment.



### Our Commitment

As a responsible organisation, we are committed to driving positive change and evolving how we conduct our business. Guided by integrity, transparency, and sound governance, we embed ESG considerations into every aspect of our operations.

This Statement is made in accordance with a resolution of the Board of Directors of Bonia Corporation Berhad dated 13 October 2025.

# SUSTAINABILITY STATEMENT

## Bursa Performance Table

Indicator	Measurement Unit	2024	2025
<b>Bursa (Anti-corruption)</b>			
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category			
Management	Percentage	64	92
Executive	Percentage	85	93
Non-executive	Percentage	59	68
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	100	100
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	-	-
<b>Bursa (Community/Society)</b>			
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issue	MYR	348,000	23,000
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	187	3
<b>Bursa (Diversity)</b>			
Bursa C3(a) Percentage of employees by gender and age group, for each employee category			
Age Group by Employee Category			
Management Under 30	Percentage	4	2
Management Between 30-50	Percentage	69	69
Management Above 50	Percentage	27	29
Executive Under 30	Percentage	32	29
Executive Between 30-50	Percentage	57	57
Executive Above 50	Percentage	11	13
Non-executive Under 30	Percentage	35	35
Non-executive Between 30-50	Percentage	45	45
Non-executive Above 50	Percentage	20	20
Gender Group by Employee Category			
Management Male	Percentage	32	39
Management Female	Percentage	68	61
Executive Male	Percentage	24	25
Executive Female	Percentage	76	75
Non-executive Male	Percentage	28	28
Non-executive Female	Percentage	72	72
Bursa C3(b) Percentage of directors by gender and age group			
Male	Percentage	80	80
Female	Percentage	20	20
Under 30	Percentage	-	-
Between 30-50	Percentage	60	60
Above 50	Percentage	40	40

Internal assurance	External assurance	No assurance	(*)Restated
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# SUSTAINABILITY STATEMENT

Bursa Performance Table (continued)

Indicator	Measurement Unit	2024	2025
<b>Bursa (Energy management)</b>			
Bursa C4(a) Total energy consumption	Megawatt	1,618*	1,289
<b>Bursa (Health and safety)</b>			
Bursa C5(a) Number of work-related fatalities	Number	-	-
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	-	-
Bursa C5(c) Number of employees trained on health and safety standards	Number	40	442
<b>Bursa (Labour practices and standards)</b>			
Bursa C6(a) Total hours of training by employee category			
Management	Hours	1,511	1,470
Executive	Hours	666	1,450
Non-executive	Hours	3,671	1,951
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	10	9
Bursa C6(c) Total number of employee turnover by employee category			
Management	Number	9	9
Executive	Number	12	25
Non-executive	Number	165	201
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	-	-
<b>Bursa (Supply chain management)</b>			
Bursa C7(a) Proportion of spending on local suppliers	Percentage	31	28
<b>Bursa (Data privacy and security)</b>			
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	-	-
<b>Bursa (Water)</b>			
Bursa C9(a) Total volume of water used	Megalitres	16*	12

Internal assurance	External assurance	No assurance	(*)Restated
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# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors of Bonia Corporation Berhad (“Board”), in recognising the importance of corporate governance, is committed to ensure that the Group carries out its business operations with integrity, transparency and professionalism.

The Board is pleased to provide the following statement, which outlines the practices adopted by the Company in compliance with the Principles and Recommendations set out in the Malaysian Code on Corporate Governance 2021 (“MCCG”) to protect and enhance all aspects of the shareholders’ value.

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### I. Board Responsibilities

#### *Roles and responsibilities of the Board*

The Board plays pivotal role in leading and managing the Group with the ultimate objective of realising long-term shareholders’ value. The collective responsibilities of the Board, among others, are to:

- review and adopt the overall strategic plans and programmes for the Group
- oversee and evaluate the conduct of businesses of the Company and of the Group
- identify principal risks and ensure implementation of appropriate internal controls and mitigation measures
- establish a succession plan
- develop and implement a shareholder communication policy for the Company
- review the adequacy and the integrity of the management information and internal control systems of the Group
- provide oversight and monitoring of environmental, social and governance aspects of business in the Group which underpin sustainability

In discharging both its fiduciary and leadership functions, the Board is guided by its Board Charter (available on the Company’s website) that sets out the composition, roles, duties and processes of the Board as well as those functions delegated to the Board Committees and the management.

#### *Chairman of the Board*

At the beginning of the FY2025, the Founder and Group Executive Chairman, Chiang Sang Sem led the Board. Subsequently on 01 October 2024, Datuk Ng Peng Hong @ Ng Peng Hay was redesignated as the Senior Independent Non-Executive Chairman of the Company and continued his predecessor’s functions to instill good corporate governance practices, leadership and effectiveness of the Board, and promotes effective communication to shareholders and other stakeholders of the objectives, strategies and policies of Bonia Group.

#### *Separation of roles of Chairman and CEO*

On 01 October 2024, Dato’ Sri Chiang Fong Seng was redesignated as the Executive Vice Chairman/Group CEO. He oversees the day-to-day management of the business, risk appetite, sustainability and successful achievement of annual and long-term objectives approved by the Board.

There is a clear and effective division of accountability and responsibility between the Senior Independent Non-Executive Chairman and the Executive Vice Chairman/Group CEO and each plays a distinctive role but complementing each other to ensure that there is a balance of power and authority and no individual has unfettered powers of decision and control.

The presence of the Independent Non-Executive Directors who are independent from the management and major shareholders of the Company, free from any business dealing and other relationships that could materially interfere with the exercise of their independent judgement, reinforces impartiality and objectivity within the Board as a whole. They provide independent judgment, external experience, and objective insight to support the Board in steering the Group’s overall strategy. Together with the Executive Directors who bring deep insight into the Group’s dynamic and evolving business landscape, the Board comprises individuals who are steadfast in their commitment to business integrity, professionalism, and ethical leadership across all activities.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)

### I. Board Responsibilities (continued)

#### ***Roles and responsibilities of Company Secretary***

Our Company Secretary assists the Board in the matters of corporate governance and directors' duties. She plays a largely supportive role in helping morph the conditions and environment for healthy governance culture and effectiveness of the Group.

Regular updates on matters relating to new statutory and regulatory requirements and corporate governance were received from the Company Secretary. She also keeps the Board informed of those communications received from the relevant regulatory or governmental authorities and/or shareholders (if any).

The Directors have full access to the information within the Group as well as the advice and services of the Company Secretary, the Internal and External Auditors, and other independent professionals in carrying out their duties and if necessary, at the Company's expenses.

#### ***Board charter and Board reserved matters***

The Board Charter is published on the Company's website, and is subject to periodic review and update to ensure compliance with regulatory requirements.

Subject to the limitations imposed by the applicable laws and/or the Company's Constitution, the Board may from time to time delegate responsibility for specified matters to individual Board members, Board committees or the management. However, objective and strategy determination are reserved for decision by the Board and covers such areas as key corporate policies and standards, major financial and other resources allocations, material corporate or financial exercises, significant investments, acquisitions or disposals, declaration of dividend as well as the management of key risks affecting the Group.

#### ***Code of conduct and ethics, Whistleblowing Policy, and Anti-Bribery And Corruption Policy***

The Board observes the "Code of Ethics for Company Directors" as prescribed by Suruhanjaya Syarikat Malaysia which provides guidance on the standards of conduct and prudent business practices as well as standards of ethical behavior to the Directors. The "Code of Ethics for Company Directors" is published on the Company's website. Any non-compliance, allegation or concern on the relevant issues can be reported confidentially to the Senior Independent Non-Executive Chairman to enable prompt corrective actions to be taken where appropriate.

Bonia's code of conduct and ethics for employees are provided in its Employee Handbook. All concerns or complaints relating to the Group can be channeled to Bonia HR Department.

The Company has formalised its Whistleblowing Policy for Bonia Group and the same is published on the Company's website. The Whistleblowing Policy enables employees and external parties to report potential misconduct or improprieties at the earliest opportunity, ensuring that concerns can be raised in a secure and confidential manner, and free from fear of retaliation or adverse consequences.

Our Anti-Bribery and Corruption Policy (available on the Company's website) forms an integral part of the Group's anti-bribery management system. It affirms the Group's zero-tolerance stance towards bribery and corruption in all forms across its operations, and outlines clear compliance expectations. The Policy provides practical guidance to employees and third parties on identifying and addressing potential instances of bribery or corrupt practices. It applies to all individuals, whether acting independently or collectively, in the discharge of their duties for or on behalf of Bonia Group.

#### ***Managing sustainability risks and opportunities***

Our Group believes that effective management of sustainability risks and opportunities contributes to commercial value creation. As such, the Board aligns its strategies along material environmental, social and governance (ESG) considerations, and strives to embed appropriate sustainable practices into our business planning cycles to complement current practices in creating sustainable structures with sustainability performance being monitored from time to time.

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# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)

### II. Board Composition

#### *Size and Composition of the Board*

Our Company is led by an experienced and diverse Board that is well represented by individuals with professional backgrounds and expertise in the areas of retailing, accounting, finance, corporate management and etc.

There have been boardroom changes at Bonia following the departure of Chong Chin Look (Non-Independent Non-Executive Director) on 30 September 2024 and the appointment of Raja Hamzah Abidin Bin Raja Nong Chik (Independent Non-Executive Director) on 01 October 2024. Presently, there are 4 Executive Directors, 5 Non-Executive Directors, and an Alternate Director on our Board. Out of a total of 9 members on Board, 4 members have executive functions. Although the number of independent directors is less than half of the Board (4 over 9), the Board is of the view that the number of its Independent Directors is adequate at present to provide the necessary check and balance to the Board's decision-making process.

In addition, our Board has appointed Datuk Ng Peng Hong @ Ng Peng Hay as the Senior Independent Non-Executive Chairman to provide support for the Directors in the delivery of the Board's objectives. His appointment and Board position are also meant to foster objectivity in all boardroom activities.

#### *Independence*

The Board regards independence as an important element for ensuing objectivity and fairness in Board's decision-making. To uphold the principles of independence and objectivity, the Board conducts annual assessment on its Independent Directors judging from events that would affect the ability of the Independent Directors to continue bringing independent and objective judgment to Board deliberations, the criteria of independent directors under regulatory definition, as well as their duty not to act contrary to the interest of the Company.

For the Independent Director(s) who has served the Company for a cumulative term of 9 years or more, the Board's independence test will be extended to check if his independence has been compromised by his length of service, and whether he is still able to exercise independent judgement and demonstrate objectivity in his deliberations in the best interest of the Company and of the Group.

If the Board is satisfied with the assessment results, it will proceed to seek shareholders' approval on its intention to retain those individual Independent Director(s) who has served the Company for a cumulative term of 9 years or more.

#### *Appointment/Election of directors*

Pursuant to the Company's Constitution, at least 1/3 of the Directors, including the Managing Director (if any), shall retire by rotation at each annual general meeting ("AGM"), and are eligible for re-election. Furthermore, each Director is required to retire from office at least once every 3 years. Any Director appointed to fill the casual vacancy shall retire and seek re-election by the shareholders at the next AGM to be held following his appointment.

In this regard, the Board has adopted the Directors' Fit and Proper Policy (available on the Company's website) to guide the NRC and the Board in reviewing and assessing candidates proposed for appointment or re-election.

Upon the recommendations of the NRC, the Board as a whole will determine and nominate individuals for election/re-election to the Board by the shareholders, for filling vacant board seats that may occur between AGMs or as an addition to the existing Directors. Nominees for directorship will be selected with due consideration be given to each candidate's integrity, competence, experience, achievements and commitments regardless of age, gender or ethnicity as guided by the "fit and proper" criteria of directors stipulated in the Directors' Fit and Proper Policy.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)

### II. Board Composition (continued)

#### **Gender Diversity**

The Board recognises the importance of gender diversity in the boardroom as recommended by the MCCG. While appointments are made based on merit, the Board remains committed to promoting diversity in its composition, including gender, age, ethnicity, and professional background, to enhance decision-making and governance effectiveness.

In relation to the Group's diversity, the following were achieved since 01 April 2023:

- there are 2 female Directors (an Independent Non-Executive Director, and an Executive Director) on our Board who serve to bring value to the Board discussions from different perspectives and approaches, and
- an internal statistical report revealed that women hold more than 40% of the senior management positions in the Group.

#### **Overall effectiveness of the Board and individual directors, and the independence of independent directors**

Formal and objective assessments to determine the effectiveness of the Board, Board Committees and the individual Directors as well as the independence of the Independent Directors are carried out annually within 4 months after the close of each financial year.

#### **Board Committees**

The Board may from time to time establish appropriate committees and delegate specific duties to such committees as the Board deems fit. Such committees shall operate within their own defined charters that are approved by the Board.

Reports on committees' meetings and activities are submitted to the Board at the next regularly scheduled meeting of the Directors for their evaluation and consideration. However, the ultimate responsibility for the final decision on the matters concerned, lies with the entire Board.

#### (i) Audit & Risk Management Committee ("ARC")

The primary objectives of the ARC are to assist the Board in examining the Group's financial reporting, risk management and internal control system, internal and external audit processes, related party transactions, and conflict of interests situation, and to submit to the Board its recommendations and/or reports on matters within its purview or other matters of the Group referred to it by the Board, for the Board's consideration.

The summary of activities of the ARC are set out in the Report of the Audit & Risk Management Committee of this Annual Report.

#### (ii) Nomination & Remuneration Committee ("NRC")

The NRC is tasked to assist the Board in:

- *Board performance* - to assess and recommend to the Board the candidature of directors and boardroom diversity, appointment of directors to board committees, review of the Board's succession plans and training programmes, and to carry out periodic review on the composition and size of the Board, including the performance of individual Directors, and the independence of Independent Directors so to assess the appropriateness and effectiveness of the Board as a whole, and
- *Board remuneration* - to carry out periodic review on the remuneration policies and procedures to attract, retain and motivate Directors. The remuneration package should be aligned with the business strategy and long-term objectives of the Company and of the Group as well as to reflect the Board's responsibilities, expertise and complexity of the Company's activities.

The responsibilities of the NRC are set out in the Nomination & Remuneration Committee Charter (available on the Company's website) duly approved by the Board.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)

### II. Board Composition (continued)

#### *Board Committees (continued)*

At the beginning of the FY2025, the NRC consisted of 3 Independent Non-Executive Directors namely Datuk Ng Peng Hong @ Ng Peng Hay, Azian Binti Mohd Yusof and Law Wei Liang.

On 01 October 2024, the NRC was restructured and chaired by Law Wei Liang (Independent Non-Executive Director). Other members of the ARC are Azian Binti Mohd Yusof (Independent Non-Executive Director) and Raja Hamzah Abidin Bin Raja Nong Chik (Independent Non-Executive Director). They possess a wide range of necessary skills to discharge their duties and responsibilities.

The NRC members met once in the FY2025, with the following record of attendance:

<b>NRC member</b>	<b>No. of meetings attended/held</b>
Law Wei Liang <sup>(1)</sup>	1/1
Azian Binti Mohd Yusof	1/1
Raja Hamzah Abidin Bin Raja Nong Chik <sup>(2)</sup>	1/1

Note(s):

<sup>(1)</sup> Appointed as the Chairman of the NRC with effect from 01 October 2024

<sup>(2)</sup> Appointed as a member of the NRC with effect from 01 October 2024

The NRC's annual work plan focused on 3 key areas as follow:

<p><b><i>Performance evaluation on the Board as a whole, the Committees of the Board, each of the individual Board Member, and the independence of the Independent Directors</i></b></p>	<p>The NRC carried out Board and committees assessments by individual directors, self and peer assessments together with an assessment of independence of independent directors for the purposes of evaluating the performance of the Board as a whole, the Committees of the Board, each of the individual Board member, and the independence of the Independent Directors.</p> <p>The following key evaluation criteria have been carefully reviewed during the assessments:</p> <ul style="list-style-type: none"> <li>• <i>Performance of the Board and Board Committees</i> - composition, structure, processes, principal responsibilities, succession planning and governance matters</li> <li>• <i>Performance of each individual Board member, and independence of Independent Directors</i> - competency, integrity, skills, experience, commitment, contribution, conflict of interest and independence as guided by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR").</li> </ul> <p>No major concerns were identified in the evaluation result and the NRC was satisfied with the overall performance of the parties under review, particularly the term of office and performance of the ARC and each of its members where they have carried out their duties efficiently and effectively in accordance with the ARC Charter.</p>
<p><b><i>Election, re-election, appointment, re-appointment and retention of Board members</i></b></p>	<p>The NRC had recommended the re-election of the retiring Directors at the 33<sup>rd</sup> AGM of the Company held on 28 November 2024 for the Board's consideration. These recommendations were made after careful consideration of the Directors' competencies, continued contributions to the Board and the Company, and their satisfactory performance throughout their tenure.</p> <p>Also, the NRC gave its full support to Directors concerned to be elected/re-elected/ at the Company's forthcoming 34<sup>th</sup> AGM after going through detailed assessments on the quality, contribution and/or independence of such Directors.</p>

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)

### II. Board Composition (continued)

The NRC's annual work plan focused on 3 key areas as follow: (continued)

<p><b>Fees and remuneration package of Directors</b></p>	<p>The NRC had reviewed and recommended the (i) Directors' Benefits by Bonia Corporation Berhad up to an amount of RM110,000 for the period from 29 November 2024 until the next AGM of the Company to be held in 2025, and (ii) Directors' fees of Bonia Corporation Berhad and its subsidiaries not exceeding RM1,800,000 for the FY2025 to be divided amongst the Directors in such manner as they may determine, with payment of the fees to be made semiannually in arrears at the end of each half-year, for the Board's consideration.</p> <p>Also, after taking into consideration the annual performance of the Directors as well as the financial condition of the Group, the NRC was of its view that the Directors' emoluments other than fees for the FY2025 was fair and justified, and also proposed for: (i) Directors' Benefits by Bonia Corporation Berhad up to an amount of RM110,000 for the period from 28 November 2025 until the next AGM of the Company to be held in 2026, and (ii) Directors' fees of Bonia Corporation Berhad and its subsidiaries not exceeding RM1,800,000 for the FY2026 to be divided amongst the Directors in such manner as they may determine, with payment of the fees to be made semiannually in arrears at the end of each half-year, to reward the Board members.</p>
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All activities and recommendations of the NRC were reported and accepted by the Board. The Board was also satisfied with the overall performance of the NRC, ARC, the Board and individual Directors as well as the independence of the Independent Non-Executive Directors via its performance evaluations conducted at Board level.

#### Board Commitment

All Board members are committed to devote sufficient time to carry out their responsibilities effectively. The Directors shall notify the Chairman of the Board before accepting any new directorship with an indication of time that will be spent on the new appointment. Acceptance of such new directorship shall not result in a conflict with the discharge of the Directors' duties to the Company.

The Directors meet as and when necessary, on dates selected and upon notice as provided by the Company's Constitution, to deliberate and consider various matters of the Group within the scope of the Board.

The following are the details of attendance of the Directors at all Board meetings held during FY2025:

Director	Attendance	Percentage
Datuk Ng Peng Hong @ Ng Peng Hay <sup>(1)</sup>	5/5	100%
Dato' Sri Chiang Fong Seng <sup>(2)</sup>	5/5	100%
Chiang Sang Sem <sup>(3)</sup>	5/5	100%
Dato' Sri Chiang Fong Tat	5/5	100%
Chiang May Ling	5/5	100%
Datuk Chiang Heng Kieng	5/5	100%
Law Wei Liang	5/5	100%
Azian Binti Mohd Yusof	5/5	100%
Raja Hamzah Abidin Bin Raja Nong Chik <sup>(4)</sup>	4/4	100%
Chiang Fong Xiang (Alternate Director to Chiang May Ling)	5/5	100%

Note(s):

<sup>(1)</sup> Redesignated as the Senior Independent Non-Executive Chairman with effect from 01 October 2024

<sup>(2)</sup> Redesignated as the Executive Vice Chairman/Group CEO with effect from 01 October 2024

<sup>(3)</sup> Redesignated as the Founder and Group Executive Director with effect from 01 October 2024

<sup>(4)</sup> Appointed as an Independent Non-Executive Director with effect from 01 October 2024

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)

### II. Board Composition (continued)

#### *Supply of Information*

Prior to Board meetings, the Chairman sets the board agenda and ensures that board members are furnished with comprehensive meeting materials of a quality in a timely manner to enable them to discharge their duties and responsibilities efficiently and effectively. Proposals are supported with management papers and be presented to the Board for evaluation and consideration. The Board's deliberations, dissenting views (if any) and decisions are recorded in the minutes of meeting. All the Directors observe the requirements that they do not participate in the discussions or decision-making of the matters in which they are interested in. Urgent matters that require immediate attention of the Board may be resolved via directors' resolutions in writing to speed up the decision-making process.

#### *Continuous Professional Development*

Induction programmes will be conducted for all newly appointed Board members and company secretaries including, where appropriate, visits to the Group's business and meeting with the management to facilitate their understanding of the Group's businesses and operations.

All the Directors on Board during the FY2025 have attended the Mandatory Accreditation Training Programme (MAP) Part I, and Part II: Leading for Impact as prescribed by the MMLR, whereas the continuous training programmes attended by the Directors are as follows:

Director	Particulars of the training programmes
Datuk Ng Peng Hong @ Ng Peng Hay	<ul style="list-style-type: none"> <li>ESG and TCFD Masterclass: Frameworks and Strategies for Guiding Sustainability: Introduction to ESG and TCFD and ESG Metrics and Reporting</li> </ul>
Dato' Sri Chiang Fong Seng	<ul style="list-style-type: none"> <li>Mandatory Accreditation Programme Part II: Leading for Impact</li> <li>SuperAI</li> </ul>
Chiang Sang Sem	<ul style="list-style-type: none"> <li>Lineapelle September 2024</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact</li> </ul>
Dato' Sri Chiang Fong Tat	<ul style="list-style-type: none"> <li>Shanghai Trade Fair</li> <li>Canton Fair Guangzhou 2024</li> <li>Canton Fair Guangzhou 2025</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact</li> </ul>
Chiang May Ling	<ul style="list-style-type: none"> <li>Licensing Expo Shanghai</li> <li>China Import and Export Fair (Canton Fair)</li> <li>AI-Powered Digital Content Creation: Mastering Copywriting, Design, and Video Production AI</li> <li>China Import and Export Fair (Canton Fair)</li> <li>Hong Kong International Licensing Show</li> <li>Hong Kong Fashion InStyle</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact</li> </ul>
Datuk Chiang Heng Kieng	<ul style="list-style-type: none"> <li>Mastering e-Invoicing: From Readiness to Implementation</li> <li>E-Invoice Unavoidable Changes</li> <li>Funding Strategies: Unlocking Capital for SME Growth</li> <li>Leading in The Age of A.I.</li> <li>Grit, Guts, and Gourmet: The Real Stories Behind Foodpreneurs' Success</li> <li>Market Outlook 2025 – Identifying Trends, Driving Growth</li> <li>Mergers &amp; Acquisitions – Insights for Private Businesses</li> <li>Reaching for Success: Preparing Your Business for Future Opportunities</li> <li>Mandatory Accreditation Programme Part II: Leading for Impact</li> <li>Future Proof Your Retail Business: Generative A.I. &amp; Cybersecurity</li> </ul>

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (continued)

### II. Board Composition (continued)

#### *Continuous Professional Development (continued)*

Director	Particulars of the training programmes
Law Wei Liang	<ul style="list-style-type: none"> <li>Mandatory Accreditation Programme Part II: Leading for Impact</li> </ul>
Azian Binti Mohd Yusof	<ul style="list-style-type: none"> <li>ESG and TCFD Masterclass: Frameworks and Strategies for Guiding Sustainability: Introduction to ESG and TCFD and ESG Metrics and Reporting</li> <li>IFRS Sustainability Disclosure Standards S1 &amp; S2</li> <li>Sustainability Risks &amp; Opportunities and S17A of MACC Act 2009 on anti-corruption measures Emerging requirements &amp; their implications</li> <li>PDPA Malaysia for Directors: Leadership, Liability and Compliance</li> </ul>
Raja Hamzah Abidin Bin Raja Nong Chik	<ul style="list-style-type: none"> <li>Mandatory Accreditation Programme Part I</li> </ul>
Chiang Fong Xiang	<ul style="list-style-type: none"> <li>Mandatory Accreditation Programme Part II: Leading for Impact</li> </ul>

The Board and the Company Secretary will continue to assess their own training needs and undergo relevant training and development programmes to expand their knowledge base, and stay informed of emerging trends, regulatory changes, and developments within the dynamic business environment.

### III. Remuneration

#### *Board and Senior Management Remuneration Policies and Procedures*

The objective of the Company's policy on Directors' and senior management's remuneration is to ensure the level of remuneration is sufficient to attract and retain high caliber Directors and senior management to run the Group successfully.

All the Executive and Alternate Directors of Bonia Corporation Berhad are part of the Key Senior Management of the Group, their remunerations are subject to annual review by the NRC, and thereafter by the Board.

Pursuant to Section 230(1) of the Companies Act 2016 ("CA2016"), the fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a listed company and its subsidiaries, shall be approved at a general meeting. Suruhanjaya Syarikat Malaysia further clarified that "benefits" as prescribed in Section 230(1) of the CA2016 that requires shareholders' approval are those benefits that are arose from the appointment to the office of a director. Accordingly, the proposed fees and benefits payable to the Directors of the Company for the FY2026 shall be tabled at the forthcoming AGM for the consideration of the shareholders.

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# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

### I. Audit & Risk Management Committee

#### *The ARC*

The ARC shall examine the Group's matters pertaining to the financial reporting, risk management and internal control, internal and external audit processes, related party transactions, and conflict of interest situation, and reports its findings and/or recommendations for the consideration of the Board.

All the members of the ARC are Independent Non-Executive Directors and are financially literate and have good understand of the Group's businesses. The ARC is chaired by the Chairman who is not the Chairman of the Board.

#### *Relationship with the External Auditors*

The Board, via the ARC, has established a transparent and appropriate relationship with the Group's External Auditors. In the course of audit of the Group's operations, the External Auditors highlighted to the ARC and the Board, matters that require their attention.

#### *Financial Reporting*

The Board aims to present a balanced and meaningful assessment of performance and prospects of the Group in all of its financial reports. The unaudited and audited financial statements of the Group which are drawn up in compliance with the provisions of the Companies Act 2016 and the applicable Malaysian Financial Reporting Standards and International Financial Reporting Standards, and are released to the public within the stipulated time frame, reinforce the Board's commitment to ensure the accuracy, completeness and timely dissemination thereof for greater accountability and transparency.

The Directors' Responsibility Statement made pursuant to Paragraph 15.26(a) of the MMLR of Bursa Malaysia Securities Berhad in relation to the Financial Statements is presented in the appropriate section of this Annual Report.

#### *Independence of External Auditors*

The independence of the External Auditors is crucial to ensuring the integrity of the audit process. It enables the Auditors to deliver an objective and unbiased opinion on the truth and fairness of the Group's financial statements. As such, the ARC is mandated to ensure continuing objectivity and independence of the External Auditors. The ARC conducts an annual review of the External Auditors within 4 months following the close of each financial year. This evaluation is based on a range of criteria, including but not limited to:

- the independence of the external audit firm from the Group and their ability to maintain independence throughout the engagement;
- there being no conflict of interest situations that could affect the independence of the External Auditors;
- the external audit firm's compliance with Malaysian regulations and ethical guidance relating to rotation of audit partner and succession planning;
- professional competency, experience and integrity of key personnel;
- the thoroughness of audit approach and methodology;
- audit budget;
- the provision of non-audit services by the External Auditors (if any) shall not cause an impairment to the objectivity and independence of the audit firm; and
- effective control of multi-geographical audit process.

Subject to satisfactory performance and the recommendation of the ARC, the Board will recommend the re-appointment of the External Auditors to shareholders at the AGM. If the ARC does not recommend the incumbent audit firm, a tender process will be carried out by the ARC and executive management to select a new audit firm.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (continued)

### II. Risk Management and Internal Control Framework

#### *Responsibilities of the Board*

The Board acknowledges its responsibilities for the Group's risk management and system of internal controls covering not only financial controls but also operational and compliance controls. The ARC which comprises all Independent Non-Executive Directors, assists the Board to oversee the Company's risk management framework and policies.

Necessary steps shall be taken by the Board from time to time to identify, assess and monitor key business risks, and constantly review and enhance its internal control system to manage such risks with objective to safeguard the shareholders' investments and the Group's assets.

The Statement on Risk Management & Internal Control in this Annual Report provides an overview on the state of risk management and internal controls within the Group.

#### *Independence of Internal Auditors*

An assessment of the performance and independence of the Internal Auditors is conducted annually, within 4 months following the close of each financial year.

During the ARC and the Board's annual reviews on the outsourced Internal Auditors of the Company namely M/s NeedsBridge Advisory Sdn. Bhd. ("NBSB") for the FY2025, both the ARC and the Board were satisfied that:

- the internal audit personnel assigned to handle the internal audit function of Bonia Group were free from any relationship and no conflict of interest with the Group;
- the key personnel who involved in the internal audit function of Bonia Group were equipped with the necessary skills and knowledge to carry out their duties and responsibilities; and
- NBSB has carried out the internal audit function in accordance with the professional, and of Bonia Group's recognised framework.

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

### I. Communication with Stakeholders

#### *Corporate Disclosure*

The Company recognises the importance of keeping its shareholders, investors and stakeholders informed of the Group's performance and corporate developments. The Board maintains a high level of transparency and accountability in its disclosure procedures by observing the corporate disclosure framework under Bursa Malaysia Securities Berhad and other regulatory bodies to provide timely and material information of the Group to the public at large to facilitate their decision-making process. The Board also refers to the "Corporate Disclosure Guide" issued by Bursa Malaysia Securities Berhad to address the gaps (if any) and to enhance the quality of its disclosure practices.

Pertinent and updated information of the Group is disseminated via media conferences, press releases, corporate reports, circulars and announcements from time to time. The Board also leverages on its website to provide quick access to information on the Group to its stakeholders. Alternatively, the Group's latest announcements on financial reports and corporate developments can be retrieved from Bursa Malaysia Securities Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

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# CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

### II. Conduct of General Meetings

#### *General Meetings*

General Meeting is a crucial mechanism in shareholders communication and remains the principal forum for dialogue with shareholders of the Company. At general meetings, shareholders, their appointed proxies or authorised corporate representatives have direct access to the Board and senior management and are given the opportunity to discuss about the resolutions being proposed or about the Group's businesses and operations in general.

Pursuant to Paragraph 8.29A of the MMLR, all resolutions set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting of the Company, shall be voted by poll based on the principle of "one share one vote", and the Company shall appoint at least 1 scrutineer to validate the votes cast at the general meeting. The mandatory poll voting ensures fairness, transparency and effective representation of the members in general meetings of the Company.

Shareholders are able to find out the poll results at the respective general meetings, on the Company's website as well as the Company's announcements to Bursa Malaysia Securities Berhad at [www.bursamalaysia.com](http://www.bursamalaysia.com).

To ensure that shareholders are given sufficient notice and time to consider the resolutions that will be discussed and decided at an AGM, the Company serves a longer notice period of 28 days or more to its shareholders to enable outstation or overseas shareholders in particular, to participate fully in the AGM. All the Directors of the Company shall attend the AGM and to provide meaningful response to the questions raise by the shareholders, their appointed proxies or authorised corporate representatives.

### CONCLUSION

The Board is satisfied that the Company has substantially complied with the Principles and Recommendations set out in the MCCG throughout the FY2025. Where a specific Practice of the MCCG has not been observed during the financial year under review, the departure has been explained in the Corporate Governance Report of the Company.

This Statement is made in accordance with a resolution of the Board of Directors of Bonia Corporation Berhad dated 13 October 2025.

# REPORT OF THE AUDIT & RISK MANAGEMENT COMMITTEE

The Board of Directors of Bonia Corporation Berhad (“Board”) is pleased to present the Report of the Audit & Risk Management Committee (“ARC”) for the FY2025.

## RESPONSIBILITIES OF THE ARC

The responsibilities of the ARC are set out in the Audit & Risk Management Committee Charter (available on the Company’s website) duly approved by the Board.

Being a delegated body of the Board, the ARC is empowered to investigate any matter within its purview at the cost of the Company. Information pertaining to the Group is made available to the ARC members to ease their investigation role, and the ARC received full support from the Board members, Company Secretary, Internal and External Auditors as well as the staff of the Group in discharging its duties during the FY2025.

All members of the ARC actively engaged in continuous professional development to stay current with the latest developments in accounting and auditing standards, practices, and regulations.

## MEMBERSHIP AND MEETINGS

At the beginning of the FY2025, the ARC comprised 3 Independent Non-Executive Directors namely Datuk Ng Peng Hong @ Ng Peng Hay, Azian Binti Mohd Yusof and Law Wei Liang.

On 01 October 2024, the ARC was restructured and chaired by Law Wei Liang (Independent Non-Executive Director). Other members of the ARC are Azian Binti Mohd Yusof (Independent Non-Executive Director) and Raja Hamzah Abidin Bin Raja Nong Chik (Independent Non-Executive Director). They collectively possess a broad spectrum of essential skills required to effectively discharge their duties. All members are financially literate and demonstrate a strong understanding of matters within the ARC’s scope, including the financial reporting process.

During the FY2025, the ARC members met 5 times, with the following record of attendance:

ARC member	No. of meetings attended/held
Law Wei Liang <sup>(1)</sup>	5/5
Azian Binti Mohd Yusof	5/5
Raja Hamzah Abidin Bin Raja Nong Chik <sup>(2)</sup>	4/4

*Note(s):*

<sup>(1)</sup> Appointed as the Chairman of the ARC with effect from 01 October 2024

<sup>(2)</sup> Appointed as a member of the ARC with effect from 01 October 2024

Other regular attendees at the ARC meetings included the invited Executive Directors, senior or middle management, and representatives from the Internal or External Auditors, to assist the ARC’s discussions and consideration of reports, and to answer questions in relation to internal or external audit reviews and improvement recommendations. The ARC Chairman reported on key issues discussed at each meeting to the Board for their further considerations and deliberations. A private discussion between the ARC and the External Auditors was held in the FY2025 to provide additional opportunity for open dialogue and feedback without the presence of the Executive Directors, Non-Independent Non-Executive Directors, Company Secretary, and management.

# REPORT OF THE AUDIT & RISK MANAGEMENT COMMITTEE

## KEY AREAS OF FOCUS FOR THE ARC

The ARC's annual work plan focused on 5 key areas covering the: (i) financial reporting, (ii) risk management and internal control, (iii) internal audit, (iv) external audit, (v) related party transactions, and conflict of interest.

<b><i>Financial reporting</i></b>	The ARC reviewed the quarterly reports and year-end financial statements before recommending to the Board for consideration and approval, and concluded that the going concern assumption, changes in or implementation of accounting policies and practices, significant audit adjustments, and major judgmental areas made by the management in those quarterly reports and year-end financial statements, were in compliance with approved accounting standards, regulatory and other legal requirements for financial reporting, and those reports were fair and reasonable in reflecting the Group's business performance.
<b><i>Risk management and internal control</i></b>	The ARC assessed the risk profile, risk appetite, levels of tolerance of the Group, challenged and tested on the adequacy and integrity of the internal control system in place to manage the selected areas representing significant risks, considered the findings and recommendations made by the Internal and External Auditors and management's response or actions to mitigate control deficiencies, and concluded that the risk management and internal control system of the Group is continuously being enhanced to safeguard the shareholders' investments and the Group's assets.
<b><i>Internal audit</i></b>	The ARC assessed the internal audit plan, audit methodology, remuneration, scope of works, and reports on audit findings and recommendations presented by the Internal Auditors, considered the management's response and follow up actions thereto to ensure significant findings are adequately addressed by the management. The ARC concluded that the internal audit processes duly completed by the Internal Auditors in FY2025 were adequate, added value and improved the efficiency of the operations of the Group.
<b><i>External audit</i></b>	Prior to the commencement of annual audit, the ARC reviewed the audit plan, audit strategy, scope of work, independence, objectivity and remuneration proposed by the External Auditors. Thereafter, the ARC discussed with the External Auditors their audit findings, audit reports, management letters and management's response to the concerns raised by the External Auditors. It was concluded that the audit processes carried out by the External Auditors were comprehensive and added credibility to the Group's financial statements which allowed the stakeholders of the Group to use them with greater confidence.
<b><i>Related party transactions, and conflict of interest</i></b>	<p>In accordance with the threshold and provisions specified in Chapter 10 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("BMSB"), and the methods and procedures to govern the requirements of related party transactions ("RPT") and recurrent related party transactions ("RRPT") duly established by the Company, the ARC identified, tracked and monitored potential and existing RPT and RRPT of the Group.</p> <p>The ARC critically verified and reviewed related party relationships and the RPT and RRPT along with the information, explanations and justifications from the management with regard to such transactions, determined whether the transactions were ultimately benefited the Company and/or its subsidiaries, and provided timely recommendations to the Board for further consideration.</p> <p>For RRPT, due consideration also being given to the nature and class of such transactions that are supposed to be consistent with the ordinary course of the Group's business, undertaken on an arm's length basis at the prevailing prices or market rates and are based on usual and fair commercial terms not more favorable to related parties than those generally available to the public, or otherwise in accordance with the applicable industry norms. Where there is no market value for a particular transaction, the transaction will be on a willing buyer willing seller basis or the nearest equivalent. These transactions are also not prejudicial to the interest of the shareholders of the Company and not detrimental to its minority shareholders.</p> <p>The ARC also reviewed the appropriateness of the relevant announcements to BMSB, circular to shareholders (if any) and disclosures made in the Annual Report of the Company.</p> <p>After making all the necessary enquiries to the management and Directors of the Company, the ARC reported to the Board that they have no knowledge of the existence of any conflict of interest within the Group involving Directors and/or key management during the FY2025.</p>

# REPORT OF THE AUDIT & RISK MANAGEMENT COMMITTEE

## THE INTERNAL AUDIT FUNCTION

The Group's internal audit function was being outsourced to M/s NeedsBridge Advisory Sdn. Bhd. ("NBSB"). NBSB is a professional firm that has adequate resources and appropriate standing to undertake its activities independently and objectively, and to provide reasonable assurance to the ARC regarding the adequacy and effectiveness of risk management, internal control and governance systems. The Internal Auditors report directly to the ARC. All NBSB personnel assigned to undertake internal audit on Bonia Group are free from any relationships or conflicts of interest which could impair their objectivity and independence. They are competent and experienced, and are able to access information of the Group for them to carry out the audit function in accordance with the Group's "Risk Management And Internal Control Framework" effectively.

NBSB adopts a risk-based methodology in its work and undertakes regular risk and vulnerability assessment on the business units (operational and non-operational) within the Group, highlights significant weaknesses and makes appropriate recommendations for improvement to ensure proper, economic and effective use of resources of the Group.

The internal audit plans presented by NBSB were reviewed and approved by the ARC and endorsed by the Board. All in, 2 audit visits to the targeted business units that represented the key risk areas were carried out in FY2025. During the audit visits, the representatives of the Internal Auditors had tested the efficiency and effectiveness of the risk management and internal control system of those business units, benchmarked them against the industry practices and suggested appropriate processes and procedures to mitigate the control deficiencies. The relevant findings, management's response and/or recommendations were reported to the ARC, and thereafter to the Board in their quarterly meetings held. The fee incurred for the FY2025 in relation to the internal audit function is RM35,000.

## THE EXTERNAL AUDITORS

The ARC places great importance on the quality and effectiveness of the audit services of the External Auditors and considers the appointment or re-appointment (as the case may be) of the External Auditors annually.

The following areas are essential upon evaluating the performance of the External Auditors for the FY2025:

<b>Independence and objectivity</b>	<p>The ARC received a written assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.</p> <p>The External Auditors also informed the ARC that:</p> <ul style="list-style-type: none"> <li>• M/s BDO PLT is seeking for its re-appointment at the forthcoming 34<sup>th</sup> AGM of the Company; and</li> <li>• Law Kian Huat is the Lead Audit Partner responsible for the Group's audit for FY2025, and will continue his role should M/s BDO PLT be re-appointed External Auditors of the Company.</li> </ul>												
<b>Effectiveness</b>	<p>The ARC met with the Executive Directors and management to obtain their feedback pertaining to the effectiveness of the External Auditors, judging from the thoroughness of their audit approach and methodology, the competency, experience and integrity of their key personnel, and the quality of the audit delivery.</p>												
<b>Audit and Non-Audit Fees</b>	<p>In relation to the audit services provided by M/s BDO PLT for the FY2025, the shareholders of the Company have granted their approval for the Board to determine the remuneration of the External Auditors at the Company's 33<sup>rd</sup> AGM held on 28 November 2024.</p> <p>During the FY2025, the External Auditors also rendered non-audit services to the Group including the review of the Company's Statement on Risk Management &amp; Internal Control, agreed upon procedures of subsidiary companies' gross sales statements to landlords, and etc.</p> <p>After due consideration, both the ARC and the Board were of the view that the following audit and non-audit fees for the FY2025 duly incurred by M/s BDO PLT and its affiliates are fair and reasonable, and the provision of the non-audit services to the Group did not impair, or was not perceived to impair the independence and objectivity of the External Auditors:</p> <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th style="text-align: left;">Fees incurred</th> <th style="text-align: right;">Audit Fee (RM'000)</th> <th style="text-align: right;">Non-Audit Fee (RM'000)</th> </tr> </thead> <tbody> <tr> <td>The Company</td> <td style="text-align: right;">73</td> <td style="text-align: right;">3</td> </tr> <tr> <td>The subsidiaries of the Company</td> <td style="text-align: right;">697</td> <td style="text-align: right;">17</td> </tr> <tr> <td><b>Total:</b></td> <td style="text-align: right;"><b>770</b></td> <td style="text-align: right;"><b>20</b></td> </tr> </tbody> </table>	Fees incurred	Audit Fee (RM'000)	Non-Audit Fee (RM'000)	The Company	73	3	The subsidiaries of the Company	697	17	<b>Total:</b>	<b>770</b>	<b>20</b>
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The Company	73	3											
The subsidiaries of the Company	697	17											
<b>Total:</b>	<b>770</b>	<b>20</b>											

## REPORT OF THE AUDIT & RISK MANAGEMENT COMMITTEE

The performance evaluation of the External Auditors, conducted in mid-October 2025, was found to be satisfactory by both the ARC and the Board. Based on this assessment, the ARC recommended their re-appointment to the Board. The Board has endorsed this recommendation, and a resolution for the re-appointment of the External Auditors will be proposed for shareholders' approval at the forthcoming 34<sup>th</sup> AGM of the Company.

### RECURRENT RELATED PARTIES TRANSACTIONS OF REVENUE OR TRADING NATURE ("RRPT")

During the FY2025, the ARC also closely monitored all the RRPT undertaken by Bonia Group and concluded that those RRPT were conducted on arm's length basis, under normal commercial terms consistent with the Group's business practices, on terms not more favourable to the related parties than those generally available to the public and were not to the detriment of the minority shareholders of the Company.

The class and nature of the RRPT of Bonia Group are tabulated as follows:

RRPT No.	Transacting party	Transacting related party	Interested directors, major shareholders and/or persons connected with them	Nature of transactions	Actual aggregate value transacted during the FY2025 (RM'000)
1.	Bonia Group	Speciale Eyewear Sdn. Bhd. ("SESB")	Datuk Chiang Heng Kieng and persons connected with him (including their family)	Purchase of eyewear from SESB	199
2.	Bonia Group	Speciale Eyewear Sdn. Bhd. ("SESB")	Datuk Chiang Heng Kieng and persons connected with him (including their family)	Receipt of rental income from SESB	35
3.	Bonia Group	Bonia International Holdings Pte. Ltd. ("BIH")	Chiang Sang Sem and persons connected with him (including their family)	Payment of <i>Bonia</i> trademark royalties to BIH	481

The aggregate value of the RRPT transacted during the FY2025 as compared to the net assets of Bonia Group reported in the Audited Financial Statements FY2025 of Bonia Corporation Berhad is 0.15%.

### CONCLUSION

The Board is of the view that the ARC and all its members have effectively discharged their duties and responsibilities during the FY2025. The ARC remains committed to continuously enhancing the quality and effectiveness of the Group's risk management, internal control, and governance framework, ensuring it remains robust, responsive, and aligned with best practices.

This Report is made in accordance with a resolution of the Board of Directors of Bonia Corporation Berhad dated 13 October 2025.

# STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

The Board of Directors of Bonia Corporation Berhad (“Board”) is pleased to present its Statement on Risk Management & Internal Control for the FY2025, which has been prepared pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) and as guided by the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers (“SRMIC Guidelines”). This statement outlines the nature and state of risk management and internal controls of the Group (comprising the Company and its subsidiaries) during the FY2025. The associated companies of the Group have not been dealt with as part of the Group for the purposes of applying these guidelines.

## BOARD RESPONSIBILITIES AND ASSURANCE

Cognizant of the importance of the Group’s risk management and internal control system to safeguard the shareholders’ investment and the Group’s assets, the Board strives to apply a risk-sensitive approach in identifying, evaluating and managing significant risks that may affect the Group’s businesses. The Group’s internal control system encompasses all types of control including those of a strategic, operational, reporting and compliance nature, and it is being closely monitored and adjusted to be consistent with the risk appetite and tolerance levels set by the Board.

The management assists the Board in embedding risk management and internal control system in all aspects of the Group’s activities. They play a key role in ensuring the sanctioned practices, processes and procedures to address current and emerging risks are appropriately implemented throughout the Group, and to promptly report any significant deficiencies and weaknesses of the control environment to alleviate and manage such risks.

In view of the limitations that are inherent in any systems of risk management and internal control, the Group’s system of risk management and internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

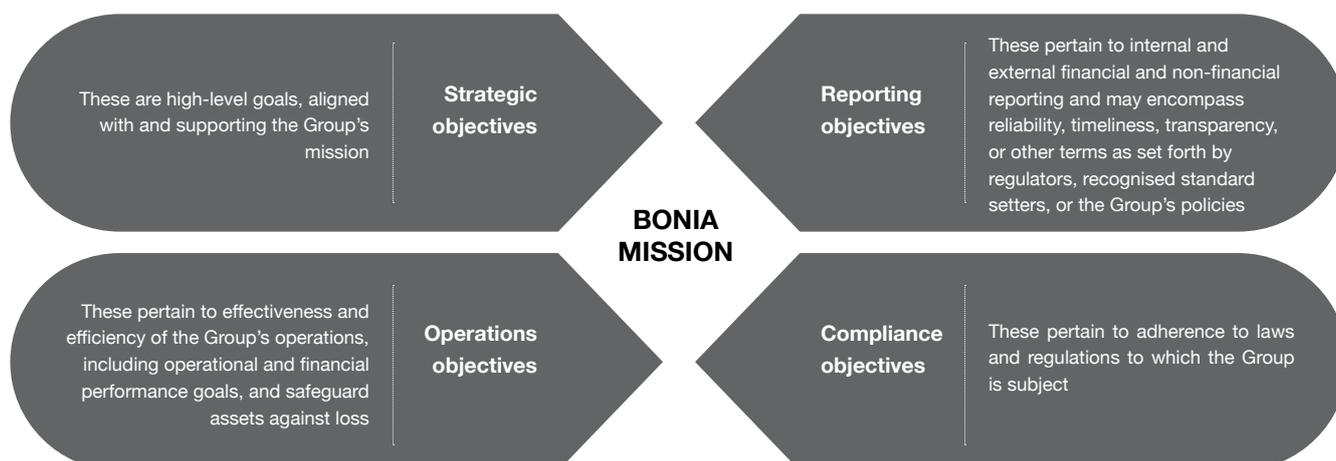
For the FY2025, the Board has received assurance from its Group Executive Directors where, to the best of their knowledge, the Group’s risk management and internal control systems are operating adequately and effectively in all material aspects, based on the Risk Management and Internal Control Framework adopted by the Group.

The Board confirms that there is a continuous process in place to identify, evaluate and manage the significant risks that may affect the achievement of business objectives. The process which has been instituted throughout the Group is updated and reviewed from time to time to suit the changes in the business environment and this ongoing process has been in place for the whole FY2025 and up to the date of issuance of the Company’s Annual Report 2025.

## RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (“RMICF”)

### Group’s Objectives

The Group’s RMICF is geared to achieving its objectives that support Bonia’s mission set forth in the following 4 categories:



The aforementioned objectives are determined by the Board after considering the Group’s risk appetite and tolerance level.

# STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

## Risk Management and Internal Control

Risk management and internal control shall become the concern of every individual in Bonia Group and the relevant approach shall be consistent with the recommendations made by the:

- Enterprise Risk Management - Integrated Framework; and Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”); and
- Statement on Risk Management & Internal Control - Guidelines for Directors of Listed Issuers,

that involve the identification, assessment and management of risks, as well as the formalisation and implementation of effective and efficient control processes to provide reasonable assurance regarding the achievement of the Group’s objectives in all levels of its activities.

The Directors, management and staff of Bonia Group are guided by the following risk management and control processes in identifying, assessing, responding, controlling, communicating and monitoring of risks on an ongoing basis:



### Events Identification

All existing and potential events affecting the achievement of the Group’s objectives must be identified, distinguishing between risks and opportunities. Opportunities are channeled back to management’s strategy or objective-setting processes

### Risks Assessment

Identified risks are analysed to form a basis for determining how they should be managed, and are assessed on an inherent and a residual basis using qualitative techniques followed by more quantitative analysis of the most important risks through risk matrix analysis

Impact		Risk Management Actions	
Significant	Considerable management required	Must manage and monitor risks	Extensive management essential
Moderate	Risks may be worth accepting with monitoring	Management effort worthwhile	Management effort required
Minor	Accept risks	Accept, but monitor risks	Manage and monitor risks
	Low	Medium	High
<b>Likelihood</b>			

### Risks Response

The risk management strategy to respond to risks can be: avoiding, accepting, reducing, sharing, transferring, monitoring and/or controlling the risks, and involves developing a set of actions to align risks with the Group’s risk tolerances and risk appetite

### Control Activities

Control activities through policies and procedures that contribute to the mitigation of risks to the achievement of objectives to acceptable levels, shall be developed and deployed on a timely and appropriate manner

### Information & Communication

Relevant information shall be communicated in a form and timeframe that enables all people within the Group to carry out their responsibilities. Effective communication also occurs in a broader sense, flowing down, across and up the Group so to ensure personnel receive clear communications regarding their roles and responsibilities in risk management and internal control processes

### Monitoring

The risk management and internal control processes shall be closely monitored, and modifications be made as necessary. Monitoring is accomplished through ongoing management activities, separate evaluations, or both

# STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

## THE REPORTING AND REVIEW MECHANISM

The Board adopts a two-tier review mechanism to evaluate the adequacy and integrity of the risk management system and internal control processes of the Group. The first aspect of the review is undertaken by the management while the second aspect constitutes the independent review by the ARC with the assistance of the Internal Auditors. Risk profiles and tolerance levels, significant audit findings, audit issues highlighted in the preceding internal audit reports together with the follow up actions are being considered at length by all parties concerned.

The Board solicits feedback on the effectiveness of risk management system and internal control processes from the ARC and seeks continuous improvement in its RMICF to close gaps and/or mitigate deficiencies.



### Management

Management are tasked to implement the policies and procedures on risk management and internal control sanctioned by the Board. Major day-to-day risk management and internal control issues shall be communicated to the Risk Management Working Committee for evaluations and actions

### Risk Management Working Committee ("RMC") – Management level

RMC comprises Executive Directors of Bonia with the other members who should have in-depth knowledge of the operation and/or financial aspects of risk management and internal control being selected from the management to resolve the major day-to-day risk management and internal control issues duly reported by the management. RMC also undertakes the first-tier review on the efficiency and effectiveness of the Group's risk management and internal control processes on a regular basis with issues that require the attention of the Board be communicated to the ARC for further deliberations

### Internal Auditors

The Internal Auditors is an independent function that reports directly to the Audit & Risk Management Committee, and thereafter to the Board. It performs internal audit on various activities within the Group based on the Internal Audit Plan approved by the ARC by adopting risk-based methodology, recommends the best practices to enhance the quality of the risk management, internal control and governance systems of the Group, and provide reasonable assurance to the ARC on the efficiency and effectiveness of such systems

### Audit & Risk Management Committee ("ARC")

The ARC is composed of Independent Directors of Bonia. It conducts second-tier risk management assessments, review internal control processes and evaluate the adequacy and integrity of the risk management, internal control and governance systems of the Group independently on a regular basis, and reports to the Board of Bonia for further evaluations and actions

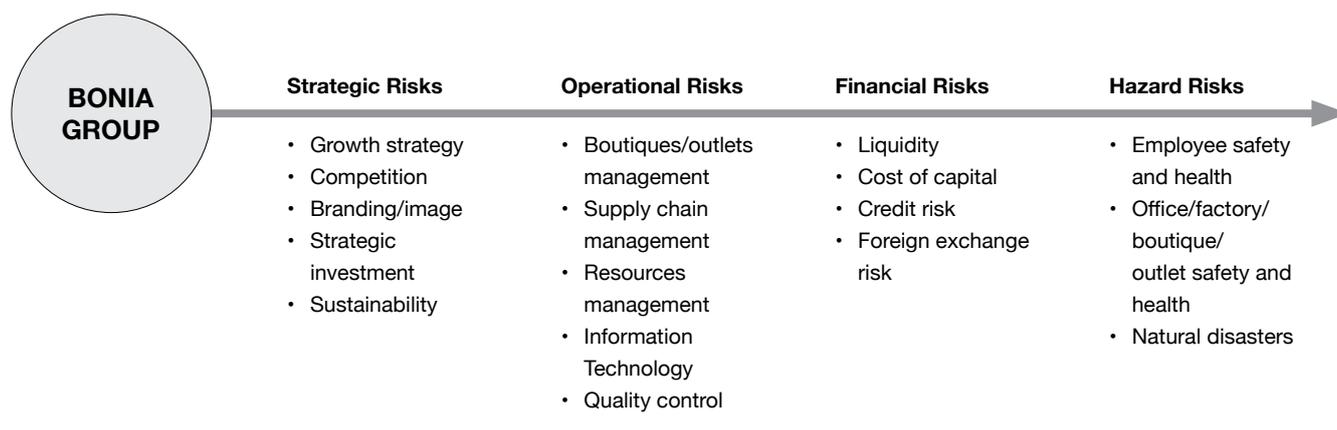
### Board of Directors

The Board sets business objectives for the Group, establishes risk profiles, determines and adjusts risk appetite and tolerance levels, ensures appropriate policies and procedures are in place to manage those significant risks within the Group, performs regular checks on the health of the Group's risk management, internal control and governance systems, and seeks continuous improvement to close gaps and/or mitigate deficiencies

# STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

## KEY RISKS ASSESSMENT AND INTERNAL CONTROL PROCESSES

The Board undertook a detailed assessment of the risks of Bonia Group. Key risks were identified, analysed, and categorised as follow:



These inherent risks may have an adverse impact on the Group’s business operations, financial condition and its growth momentum. The risks above are not exhaustive and new risks emerge from time to time.

The Group manages its key risks through a combination of preventive measures, strong internal controls, and responsive action plans aligned with the Group’s risk appetite and strategic priorities.

- **Strategic Risks:** Strategic risks are proactively managed by aligning risk management with the Group’s long-term objectives through regular reviews, market analysis, and scenario planning. Mitigation focuses on diversification, innovation, and agile planning to adapt quickly to changing market conditions. Strong Board oversight ensures continuous monitoring and effective management of strategic risks, supporting sustainable growth and maintaining competitive advantage.
- **Operational Risks:** Operational risks are managed through strong internal controls, standardised processes, and continuous monitoring of retail operations. Key focus areas include supply chain resilience, inventory management, store safety, data security, and product/service quality. Regular audits, staff training, and technology-driven solutions help minimise disruptions and ensure compliance with regulatory standards. These measures enable the Group to maintain efficient operations, protect customer trust, and support business continuity.
- **Financial Risks:** Financial risks are managed through prudent financial planning, robust internal controls, and effective cash flow management. Exposure to credit, liquidity, and market risks is minimised through careful monitoring of receivables, maintaining adequate liquidity buffers, and hedging strategies where appropriate. Regular financial reviews and scenario analyses are conducted to ensure resilience against market volatility. This disciplined approach supports the Group’s financial stability and long-term growth.
- **Hazard Risks:** Hazard risks are managed through the implementation of comprehensive health, safety, and security protocols across all business locations. Preventive measures include regular safety inspections, fire and emergency preparedness, equipment maintenance, staff training programmes, and the development of contingency and recovery plans. The Group also maintains adequate insurance coverage to mitigate the financial impact of unforeseen events such as natural disasters, accidents, or property damage. These proactive initiatives help ensure a safe environment for employees, customers, and assets, while supporting uninterrupted business operations.

Apart from the management of key risks, risks that are assessed as having minimal impact, often referred to as residual or low-impact risks, are carefully evaluated but generally deemed not significant enough to affect the Group’s ability to achieve its strategic objectives. Such risks are monitored periodically but may be deprioritised to ensure that resources and attention are focused on more critical risk areas that could materially influence the Group’s performance and long-term success.

# STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

## KEY RISKS ASSESSMENT AND INTERNAL CONTROL PROCESSES (continued)

In our Group, department and operating unit heads act as risk owners, leveraging their expertise to identify, mitigate, and monitor risks within their respective areas. They collaborate closely with the RMC to review risk profiles, track mitigation progress, and address emerging threats, ensuring that risk management is fully integrated into daily operations. The RMC consolidates these inputs into a Group-wide risk dashboard, offering a comprehensive overview of key risks and controls. The ARC, which meets quarterly or as circumstances demand, and works alongside Internal Auditors, oversees the overall risk landscape, evaluates the effectiveness of mitigation efforts, and escalates critical issues to the Board. The Board defines the Group's risk appetite, ensures alignment with strategic objectives, and maintains oversight of internal controls and significant risks, thereby fostering transparency and robust governance across the organisation.

The key elements of the Group's risk management system and internal control processes are described below:

- There are proper documentations to define the responsibilities and functions of the Board and each of its committees.
- Internal policies and procedures are in place, which are updated as and when necessary.
- There is an organisation structure with clearly defined lines of responsibility, limits of authority and accountability aligned to business and operations requirements which supports the maintenance of a strong control environment.
- There is a clearly defined delegation of responsibilities to the management of operating units who ensure that appropriate risk management and control procedures are in place. The Group identifies the key risks by line of business and key functional activities.
- There are procedures for investment appraisal covering the acquisition or disposal of any business, application of capital expenditure and approval on borrowing, with post implementation reviews be conducted and reported.
- Actual performances would be reviewed against budgeted results on a quarterly basis, allowing timely response and corrective actions to be taken to mitigate risks.
- Comprehensive management accounts and reports are prepared monthly for effective monitoring and decision-making.
- Regular meetings are held and attended by directors and senior management to discuss and report on operational performance, business strategies, key operating statistics, legal and regulatory matters of each business unit where plans and targets are established for business planning and budgeting process.
- Review of quarterly and annual financial reports by the ARC and the Board.
- Working committees are established (as and when required) as part of the stewardship team to conduct study on various business processes and functions to identify key elements that are vital to achieve the Group's mission and goals.
- Given the strategic plans of the Group, the risk profiles, risk appetite and tolerance level would be adjusted where necessary to add value to the risk management and control system and for mitigative actions.

## REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to Paragraph 15.23 of the MMLR, the External Auditors have reviewed this Statement on Risk Management & Internal Control. As set out in their terms of engagement, the procedures were performed in accordance with Malaysian Approved Standard on Assurance Engagements, International Standard on Assurance Engagements (ISAE) 3000 (Revised), *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* and Audit and Assurance Practice Guide 3: Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report ("AAPG3"), issued by Malaysian Institute of Accountants. AAPG3 does not require the External Auditors to consider whether the Statement on Risk Management & Internal Control covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the risk management system and internal control processes of the Group. AAPG3 also does not require the External Auditors to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the Annual Report FY2025 would, in fact, remedy the problems. Based on their procedures performed, the External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that this Statement on Risk Management & Internal Control is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor is it factually inaccurate.

## **STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL**

### **CONCLUSION**

The Board is of the view that the Group's system of risk management and internal controls is generally satisfactory and has not resulted in any material loss, contingency or uncertainty. The Board and the management will continue to take necessary measures to strengthen the control environment and monitor the health of the risk management and internal controls processes of the Group.

This Statement is made in accordance with a resolution of the Board of Directors of Bonia Corporation Berhad dated 13 October 2025.

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## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the Companies Act 2016 ("CA2016") and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Directors have prepared the Consolidated Financial Statements of the Group and of the Company for the FY2025 that gave a true and fair view of the financial position of the Group and of the Company as at the end of the financial year as well as their financial performance, and cash flows for the financial year in accordance with the applicable Malaysian Financial Reporting Standards, the International Financial Reporting Standards and the relevant provisions of CA2016.

In preparing the said Consolidated Financial Statements, the Directors have:

- adopted suitable accounting policies and then applied them consistently;
- made judgements and estimates that are reasonable and fair;
- ensured that applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepared the financial statements on a going concern basis.

The Directors are responsible for ensuring that the Group and the Company keep proper accounting records which disclose with reasonable accuracy at any time the financial position, financial performance, and cash flows of the Group and of the Company and to enable them to ensure that the financial statements are in compliance with CA2016.

The Directors have a general responsibility for taking such steps that are reasonably available to them to maintain a sound risk management framework and internal control system to safeguard the shareholders' investment and the assets of the Group and of the Company and to prevent and detect fraud and other irregularities.

This Statement is made in accordance with a resolution of the Board of Directors of Bonia Corporation Berhad dated 13 October 2025.

**LIST OF PROPERTIES**

HELD BY THE GROUP AS AT 30 JUNE 2025

Location of Property	Description	Tenure	Existing Use	Age of Building (Year)	Area (Sq Ft)	Carrying Amount RM'000	Date of Acquisition
<b>CB HOLDINGS (MALAYSIA) SDN. BHD.</b>							
QT No. 85228 Lot No. 2794 UG-31, Upper Ground Floor Cheras Sentral Mall Batu 6, Jalan Cheras 56000 Kuala Lumpur	Shopping Complex Lot	Freehold	Vacant	31	432	50	17/05/1993
PN No. 1339 Lot No. 385 Unit 2B, 3.04 & 3.05 KOMTAR Shopping Complex 10000 Pulau Pinang	Shopping Complex Lot	Leasehold (Expiring in 2084)	Vacant	39	1,806	170	29/08/1994
PN No. 1339 Lot No. 385 Unit C2, 4.03B KOMTAR Shopping Complex 10000 Pulau Pinang	Office Lot	Leasehold (Expiring in 2092)	Vacant	39	1,134	80	31/12/1994
<b>CASA BOLOGNA SDN. BHD.</b>							
Geran 34325 Lot 510, Seksyen 067 Jalan Bukit Bintang 55100 Kuala Lumpur	Freehold Land	Freehold	Rented Out	N.A.	17,287	40,000	17/08/2020
H.S.(D) 119062 PT133, Seksyen 067 Jalan Delima 55100 Kuala Lumpur	Freehold Land	Freehold	Rented Out	N.A.	5,145	11,320	17/08/2020
<b>LONG BOW MANUFACTURING SDN. BHD.</b>							
PM 1471 Lot No. 8417 Lot 18, Merlimau Industrial Estate Phase II 77300 Merlimau Melaka	Industrial Land and Building	Leasehold (Expiring in 2085)	Office cum Factory	39	135,100	3,505	07/02/1989
Lot No. PT 683 HS (D) 1499 No. 1483, Jalan Jasin Tmn Bunga Muhibbah 77300 Merlimau, Melaka	Single-Storey Semi-detached House	Freehold	Hostel	32	3,199	94	12/06/1992
GRN No. 57103 Lot No. 21085 No. 60, Jalan Kilang Midah Taman Midah, Cheras 56000 Kuala Lumpur	6-storey Industrial Building	Freehold	R&D Centre cum Warehouse	16	13,713	7,368	31/01/2008

# LIST OF PROPERTIES

HELD BY THE GROUP AS AT 30 JUNE 2025

Location of Property	Description	Tenure	Existing Use	Age of Building (Year)	Area (Sq Ft)	Carrying Amount RM'000	Date of Acquisition
<b>LUXURY PARADE SDN. BHD.</b>							
HS(D) No. 182 PT15 SEK 4 Unit No. G0.07, Plaza Bukit Mertajam 566, Jalan Arumugam Pillai 14000 Bukit Mertajam Pulau Pinang	Shopping Complex Lot	Freehold	Rented Out	27	1,038	180	19/03/1995
Strata Geran 61152/M1/1/2 Strata Geran 61152/M1/B1/1 The Club House Angkasa Condominium No. 5, Jalan Puncak Gading Taman Connaught, Cheras 56000 Kuala Lumpur	Club House	Freehold	Rented Out (Partially)	19	7,599	500	03/02/2005
Strata Geran 61152/M1/1/2 154 Units of Parking Bay Angkasa Condominium No. 5, Jalan Puncak Gading Taman Connaught, Cheras 56000 Kuala Lumpur	Condominium Covered & Uncovered Car Parks	Freehold	Rented Out (Partially)	N.A	-	-	20/06/2008
HS(D) No 76874-76878 PT 92 - 96 Unit No L1-046 Plaza Rakyat Pudu, Kuala Lumpur	Shopping Complex Lot	Leasehold (Expiring in 2081)	Under Construction	N.A.	524	-	23/05/1996
Geran 61154 Lot 39891 Lot G-01 & GR-01, Ground Floor Ikon Connaught Lot 160, Jalan Cerdas Taman Connaught, Cheras 56000 Kuala Lumpur and 99 Units of Parking Bay Strata Geran 61154/M1/2/18	Commercial Units with covered Car Parks	Freehold	Rented Out	11	4,241	4,638	16/11/2020
Geran 61154 Lot 39891 Lot G-03A & GR-03A, Ground Floor Ikon Connaught Lot 160, Jalan Cerdas Taman Connaught, Cheras 56000 Kuala Lumpur and 59 Units of Parking Bay Strata Geran 61154/M1/2/15	Commercial Units with covered Car Parks	Freehold	Rented Out	11	2,874	3,132	16/11/2020
Geran 61154 Lot 39891 Lot G-11 & GR-11, Ground Floor Ikon Connaught Lot 160, Jalan Cerdas Taman Connaught, Cheras 56000 Kuala Lumpur and 100 Units of Parking Bay Strata Geran 61154/M1/2/8	Commercial Units with covered Car Parks	Freehold	Rented Out	11	1,679	2,638	16/11/2020
Geran 61154 Lot 39891 Parcel No. L5-06, L5-11, L5-12, L5-13, L5-16 Ikon Connaught Lot 160, Jalan Cerdas Taman Connaught, Cheras 56000 Kuala Lumpur	5 units Office Suites	Freehold	Office	11	7,271	3,847	02/08/2017 24/03/2022

**LIST OF PROPERTIES**

HELD BY THE GROUP AS AT 30 JUNE 2025

Location of Property	Description	Tenure	Existing Use	Age of Building (Year)	Area (Sq Ft)	Carrying Amount RM'000	Date of Acquisition
<b>LUXURY PARADE SDN. BHD. (continued)</b>							
Geran 61154 Lot 39891 Parcel No. L6-03A, L6-05, L6-06 Ikon Connaught Lot 160, Jalan Cerdas Taman Connaught, Cheras 56000 Kuala Lumpur	3 unit Office Suites	Freehold	Office	11	2,163	1,188	01/10/2014
Geran 61154 Lot 39891 Parcel No. L7-01, L7-02, L7-03, L7-03A, L7-05, L7-06, L7-07, L7-08, L7-09, L7-10, L7-11, L7-12, L7-13, L7-13A, L7-15, L7-16, L7-17 Ikon Connaught Lot 160, Jalan Cerdas Taman Connaught, Cheras 56000 Kuala Lumpur	17 unit Office Suites	Freehold	Office	11	18,747	8,309	11/05/2011
Geran 61154 Lot 39891 Parcel No. L8-01, L8-02, L8-03, L8-03A, L8-05, L8-06, L8-07, L8-08 Ikon Connaught Lot 160, Jalan Cerdas Taman Connaught, Cheras 56000 Kuala Lumpur	8 unit Office Suites	Freehold	Office	11	15,347	7,168	13/06/2012
HS(D) No. 131905 PT No. 49975 Block A, Platinum Cheras Jalan Cheras Zen 1A 43200, Cheras Selangor Darul Ehsan	6-storey Office Building	Freehold	Office and Warehouse	11	65,574	24,896	19/10/2011
HS(D) No. 131905 PT No. 49975 Block B, Platinum Cheras Jalan Cheras Zen 1A 43200, Cheras Selangor Darul Ehsan	6-storey Office Building	Freehold	Office and Warehouse	11	32,838	12,236	19/10/2011
HS(D) No. 131905 PT No. 49975 231 Units of Parking Bay Block A & B, Platinum Cheras Jalan Cheras Zen 1A 43200, Cheras Selangor Darul Ehsan	Covered Car Parks	Freehold	-	N.A	-	2,815	21/11/2014
<b>MAHA ASIA CAPITAL SDN. BHD.</b>							
Geran 27239 Lot 457 Seksyen 67 No.10, Jalan Delima 55100 Kuala Lumpur	Land with Single-storey Detached House	Freehold	Rented Out	N.A.	15,109	24,500	29/10/2013
Geran 25630 Lot 456 Seksyen 67 No.8, Jalan Delima 55100 Kuala Lumpur	Land with Single-storey Detached House	Freehold	Rented Out	N.A.	15,109	37,000	07/12/2022

# LIST OF PROPERTIES

HELD BY THE GROUP AS AT 30 JUNE 2025

Location of Property	Description	Tenure	Existing Use	Age of Building (Year)	Area (Sq Ft)	Carrying Amount RM'000	Date of Acquisition
<b>PT ACTIVE WORLD</b>							
Unit no. 19-09, Pakuwon Center Tunjungan Plaza (City) Jalan Embong Malang, Surabaya Indonesia	Office Suite	Leasehold (Individual title not yet issued)	Rented Out	8	2,777	2,454	25/09/2012
Unit B-02, Waterplace Residence Pakuwon Indah, Surabaya Indonesia	3 1/2-storey Shop-office	Leasehold (Individual title not yet issued)	Vacant	16	2,260	1,020	24/10/2012
<b>PT BANYAN CEMERLANG</b>							
Boutique Office Lot 5, No. 3 Komplek Cengkareng Business Centre Jl.Atang Sanjaya, No. 21, Rt:004 Rw:006 Kelurahan Benda, Kecamatan Benda Kotamadya Tangerang, Banten 15125 Indonesia	6-storey Boutique Office and 2-storey basement	Leasehold (Individual title not yet issued)	Rented Out	8	9,935	3,183	25/08/2015
Boutique Office Lot 5, No. 5 Komplek Cengkareng Business Centre Jl.Atang Sanjaya, No. 21, Rt:004 Rw:006 Kelurahan Benda, Kecamatan Benda Kotamadya Tangerang, Banten 15125 Indonesia	6-storey Boutique Office and 2-storey basement	Leasehold (Individual title not yet issued)	Rented Out	8	9,935	3,183	25/08/2015
<b>PT JECO INVESTMENT INDONESIA</b>							
Boutique Office Lot 5, No. 2 Komplek Cengkareng Business Centre Jl.Atang Sanjaya, No. 21, Rt:004 Rw:006 Kelurahan Benda, Kecamatan Benda Kotamadya Tangerang, Banten 15125 Indonesia	6-storey Boutique Office and 2-storey basement	Leasehold (Individual title not yet issued)	Rented Out	8	9,935	2,531	22/03/2016
<b>SBG HOLDINGS SDN. BHD.</b>							
GRN 50053 Lot No. 50644 No. 62, Jalan Kilang Midah Taman Midah, Cheras 56000 Kuala Lumpur	6-storey Office cum Warehouse	Freehold	Office cum Warehouse	27	24,374	10,766	04/12/2018

# ANALYSIS OF SHAREHOLDINGS

AS AT 01 OCTOBER 2025

Class of shares	: Ordinary shares
Number of issued shares	: 201,571,842 (inclusive of 576,719 treasury shares)
Voting rights	: 1 vote per ordinary share held on a poll 1 vote per shareholder/proxy/corporate representative on a show of hands
Number of shareholders	: 3,869
Remark	: The Analysis of Shareholdings is based on the issued shares of the Company after deducting 576,719 treasury shares

## DISTRIBUTION OF SHAREHOLDINGS

Size of shareholdings	Number of shareholders		Number of ordinary shares held		Percentage (%)	
	Malaysian	Foreign	Malaysian	Foreign	Malaysian	Foreign
Less than 100	707	5	28,881	143	0.01	0.00
100 to 1,000	781	12	404,929	4,128	0.20	0.00
1,001 to 10,000	1,787	22	6,665,261	97,630	3.32	0.05
10,001 to 100,000	446	30	11,883,940	1,322,337	5.91	0.66
100,001 to less than 5% of issued shares	66	11	68,462,545	12,705,442	34.06	6.32
5% and above of issued shares	2	0	99,419,887	0	49.46	0.00
Total	3,789	80	186,865,443	14,129,680	92.97	7.03
Grand Total		3,869		200,995,123		100.00

*Note(s):*

The above information is based on the Record of Depositors as at 01 October 2025 provided by Bursa Malaysia Depository Sdn. Bhd. and the number of holders reflected is in reference to CDS account numbers

## REGISTER OF SUBSTANTIAL SHAREHOLDERS

Name	Direct Interest		Indirect/Deemed Interest	
	Units	Percentage (%)	Units	Percentage (%)
Bonia Holdings Sdn. Bhd.	54,776,484	27.25	-	-
Freeway Team Sdn. Bhd.	44,643,403	22.21	-	-
Chiang Sang Sem	21,990,040	10.94	112,161,983 <sup>(1)</sup>	55.80

*Note(s):*

<sup>(1)</sup> Deemed interest by virtue of his interests in Bonia Holdings Sdn. Bhd., Freeway Team Sdn. Bhd., Kontrak Kosmomaz Sdn. Bhd., and Able Wealth Assets Ltd pursuant to Section 8 of the Companies Act 2016

# ANALYSIS OF SHAREHOLDINGS

AS AT 01 OCTOBER 2025

## DIRECTORS' SHAREHOLDINGS IN BONIA CORPORATION BERHAD

Name	Direct Interest		Indirect/Deemed Interest	
	Units	Percentage (%)	Units	Percentage (%)
Datuk Ng Peng Hong @ Ng Peng Hay	-	-	-	-
Dato' Sri Chiang Fong Seng	6,148,014	3.06	-	-
Chiang Sang Sem	21,990,040	10.94	124,806,297 <sup>(1) &amp; (3)</sup>	62.09
Dato' Sri Chiang Fong Tat	1,142,238	0.57	27,000 <sup>(2)</sup>	0.01
Chiang May Ling	264,000	0.13	-	-
Datuk Chiang Heng Kieng	-	-	47,520 <sup>(2)</sup>	0.02
Law Wei Liang	-	-	-	-
Azian Binti Mohd Yusof	-	-	-	-
Raja Hamzah Abidin Bin Raja Nong Chik	-	-	-	-
Chiang Fong Xiang (Alternate Director)	-	-	-	-

Note(s):

<sup>(1)</sup> Deemed interest by virtue of his interests in Bonia Holdings Sdn. Bhd., Freeway Team Sdn. Bhd., Kontrak Kosmomaz Sdn. Bhd., and Able Wealth Assets Ltd pursuant to Section 8 of the Companies Act 2016; AND indirect interest by virtue of his spouse and children's direct interests pursuant to Section 59(1)(c) of the Companies Act 2016

<sup>(2)</sup> Indirect interest by virtue of his spouse's interest pursuant to Section 59(1)(c) of the Companies Act 2016

<sup>(3)</sup> By virtue of his substantial interests in the Company, Chiang Sang Sem is also deemed to be interested in the ordinary shares of all the subsidiaries to the extent that the Company has an interest

## DIRECTORS' SHAREHOLDINGS IN JECO (PTE) LIMITED (70%-owned direct subsidiary of Bonia Corporation Berhad)

Name	Direct Interest		Indirect/Deemed Interest	
	Units	Percentage (%)	Units	Percentage (%)
Chiang Sang Sem	-	-	50,000 <sup>(1)</sup>	10.00
Chiang Fong Xiang (Alternate Director)	-	-	50,000 <sup>(2)</sup>	10.00

Note(s):

<sup>(1)</sup> Indirect interest by virtue of his spouse and a child's interests in BBS (S) International Pte. Ltd., a corporate shareholder holding 10% of the total number of issued shares of Jeco (Pte) Limited

<sup>(2)</sup> Deemed interest by virtue of his interest in BBS (S) International Pte. Ltd., a corporate shareholder holding 10% of the total number of issued shares of Jeco (Pte) Limited

## DIRECTORS' SHAREHOLDINGS IN VR DIRECTIONS SDN. BHD. (75%-owned indirect subsidiary of Bonia Corporation Berhad)

Name	Direct Interest		Indirect/Deemed Interest	
	Units	Percentage (%)	Units	Percentage (%)
Chiang Sang Sem	-	-	250,000 <sup>(1)</sup>	25.00
Chiang May Ling	250,000	25.00	-	-

Note(s):

<sup>(1)</sup> Indirect interest by virtue of his child's direct interest in VR Directions Sdn. Bhd. pursuant to Section 59(1)(c) of the Companies Act 2016

# ANALYSIS OF SHAREHOLDINGS

AS AT 01 OCTOBER 2025

## DIRECTORS' SHAREHOLDINGS IN SBG HOLDINGS SDN. BHD. (70%-owned direct subsidiary of Bonia Corporation Berhad)

Name	Direct Interest		Indirect/Deemed Interest	
	Units	Percentage (%)	Units	Percentage (%)
Chiang Sang Sem	-	-	16,538,130 <sup>(1)</sup>	30.00
Dato <sup>3</sup> Sri Chiang Fong Tat	-	-	16,538,130 <sup>(2)</sup>	30.00

Note(s):

<sup>(1)</sup> Indirect interest by virtue of his child's interest in SBG Holdings Sdn. Bhd., pursuant to Section 59(1)(c) of the Companies Act 2016

<sup>(2)</sup> Deemed interest by virtue of his interest in Remarkable Success Sdn. Bhd., a corporate shareholder holding 30% of the total number of issued shares of SBG Holdings Sdn. Bhd., pursuant to Section 8 of the Companies Act 2016

## 30 LARGEST SHAREHOLDERS

No.	Name of Shareholders	Units	Percentage (%)
1.	Bonia Holdings Sdn. Bhd.	54,776,484	27.25
2.	Freeway Team Sdn. Bhd.	44,643,403	22.21
3.	Chiang Sang Sem	9,579,924	4.77
4.	UOBM Nominees (Tempatan) Sdn. Bhd. Beneficiary: United Overseas Bank Nominees (Pte) Ltd for Chiang Sang Sem	7,425,216	3.69
5.	Kontrak Kosmomaz Sdn. Bhd.	6,522,808	3.25
6.	UOBM Nominees (Asing) Sdn. Bhd. Beneficiary: United Overseas Bank Nominees (Pte) Ltd for Able Wealth Assets Ltd	6,219,288	3.09
7.	DB (Malaysia) Nominee (Tempatan) Sendirian Berhad Beneficiary: Deutsche Trustees Malaysia Berhad for Eastspring Investments Small-Cap Fund	4,503,300	2.24
8.	Cimsec Nominees (Tempatan) Sdn. Bhd. Beneficiary: CIMB for Chiang Fong Seng	4,129,506	2.05
9.	Chong See Moi	4,090,062	2.03
10.	DB (Malaysia) Nominee (Asing) Sdn. Bhd. Beneficiary: Exempt an for Deutsche Bank AG Singapore	3,780,000	1.88
11.	CIMB Group Nominees (Tempatan) Sdn. Bhd. Beneficiary: CIMB Commerce Trustee Berhad - Kenanga Growth Fund	2,851,900	1.42
12.	Citigroup Nominees (Tempatan) Sdn. Bhd. Beneficiary: Employees Provident Fund Board	2,339,000	1.16
13.	Maybank Nominees (Tempatan) Sdn. Bhd. Beneficiary: Maybank Private Wealth Management for Chiang Fong Seng	2,018,508	1.00
14.	IFast Nominees (Tempatan) Sdn. Bhd. Beneficiary: Global Success Network Sdn. Bhd.	1,628,900	0.81
15.	Amsec Nominees (Tempatan) Sdn. Bhd. Beneficiary: Ambank (M) Berhad for Lim Choo Hong	1,549,300	0.77
16.	Chiang Heng Pang	1,485,432	0.74
17.	Milan Quest Sdn. Bhd.	1,233,000	0.61
18.	Newaction Marketing Sdn. Bhd.	1,152,100	0.57
19.	Chiang Boon Tian	1,101,060	0.55

# ANALYSIS OF SHAREHOLDINGS

AS AT 01 OCTOBER 2025

## 30 LARGEST SHAREHOLDERS (continued)

No.	Name of Shareholders	Units	Percentage (%)
20.	Avon More Alps Sdn. Bhd.	1,100,000	0.55
21.	Citigroup Nominees (Tempatan) Sdn. Bhd. Beneficiary: Employees Provident Fund Board	1,100,000	0.55
22.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. Beneficiary: Pledged Securities Account for Wong Yee Hui	1,080,000	0.54
23.	Chiang Sang Sem	1,069,900	0.53
24.	Yong Siew Moi	1,000,000	0.50
25.	Amanahraya Trustees Berhad Beneficiary: PB Smallcap Growth Fund	638,700	0.32
26.	Chiang Fong Tat	632,738	0.31
27.	Chen, Delin	614,600	0.31
28.	CIMB Group Nominees (Asing) Sdn. Bhd. Beneficiary: Exempt an for DBS Bank Ltd	557,704	0.28
29.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. Beneficiary: Pledged Securities Account for Ting Siew Pin	552,400	0.27
30.	Public Nominees (Tempatan) Sdn. Bhd. Beneficiary: Pledged Securities Account for Law Ah Tien	537,600	0.27
	<b>Total</b>	<b>169,912,833</b>	<b>84.54</b>

*Note(s):*

*The above information is based on the Record of Depositors as at 01 October 2025 provided by Bursa Malaysia Depository Sdn. Bhd. and without aggregating securities from different securities accounts belonging to the same person*

# NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Fourth Annual General Meeting of Bonia Corporation Berhad will be held at Komune Living & Wellness, The Event Space, Ebony & Maple Room, No. 21, Jalan Tasik Permaisuri 2, Bandar Tun Razak, 56000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Thursday, 27 November 2025 at 9.30 am, for the following purposes:

## AGENDA

### ORDINARY BUSINESS

- |                                                                                                                                                                                                                                                                                                                             |                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| 1. To lay the Audited Financial Statements for the financial year ended 30 June 2025 together with the reports of the Directors and Auditors thereon.                                                                                                                                                                       | <i>Please refer to Explanatory Note 1</i> |
| 2. To re-elect the following Directors who retire pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election:                                                                                                                                                                  |                                           |
| 2.1 Law Wei Liang - Clause 86.1                                                                                                                                                                                                                                                                                             | <i>Ordinary Resolution 1</i>              |
| 2.2 Datuk Chiang Heng Kieng - Clause 86.1                                                                                                                                                                                                                                                                                   | <i>Ordinary Resolution 2</i>              |
| 2.3 Datuk Ng Peng Hong @ Ng Peng Hay - Clause 86.1                                                                                                                                                                                                                                                                          | <i>Ordinary Resolution 3</i>              |
| 3. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 30 June 2026 and to authorise the Board of Directors to fix their remuneration.                                                                                                                                                    | <i>Ordinary Resolution 4</i>              |
| 4. To approve the Directors' fees of Bonia Corporation Berhad and its subsidiaries not exceeding RM1,800,000 for the financial year ending 30 June 2026 to be divided amongst the Directors in such manner as they may determine, with payment of the fees to be made semiannually in arrears at the end of each half-year. | <i>Ordinary Resolution 5</i>              |
| 5. To approve the Directors' benefits of Bonia Corporation Berhad up to an amount of RM110,000 for the period from 28 November 2025 until the next Annual General Meeting.                                                                                                                                                  | <i>Ordinary Resolution 6</i>              |

### SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, with or without modifications thereto:

#### 6. Approval for Allotment of shares or Grant of rights

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and the approval(s) of the relevant regulatory authorities, where such approval(s) is required, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot and issue shares in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and to make or grant offers, agreements or options which would or might require shares to be allotted and issued, after the expiration of the approval hereof, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such additional shares to be allotted and issued pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being.

THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad.

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to give effect to the transactions contemplated and/or authorised by this resolution."

*Ordinary Resolution 7*

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## **NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING**

**7. Proposed renewal of shareholders' mandate to enable Bonia Corporation Berhad to purchase up to 10% of its total number of issued shares ("Proposed Share Buy-Back")**

"THAT subject to all the applicable laws and regulations, the Directors be and are hereby authorised to purchase the ordinary shares of the Company through the stock exchange of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit and in the interests of the Company provided that the aggregate number of shares purchased (which are to be treated as treasury shares) does not exceed 10% of the total number of issued shares of the Company; and the funds allocated for the purchase of shares shall not exceed its retained profits for the time being.

THAT the Directors be and are hereby further authorised to deal with the treasury shares in their absolute discretion pursuant to Section 127(7) of the Companies Act 2016.

THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company following the general meeting at which the Proposed Share Buy-Back was passed at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or the expiration of the period within which the next annual general meeting after that date is required by law to be held; or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to give effect to the aforesaid share buy-back in the best interest of the Company."

*Ordinary Resolution 8*

**8. To transact any other business of which due notice shall have been given.**

By Order of the Board  
DATO' SRI CHIANG FONG SENG  
Executive Vice Chairman/Group CEO

29 October 2025  
Kuala Lumpur

**Notes:**

1. Only a depositor whose name appears on the Record of Depositors as at 13 November 2025 shall be entitled to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on his stead.
2. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. However, a member shall not, subject to Paragraphs (3) and (4) below, be entitled to appoint more than 2 proxies to attend and vote at the Meeting.
3. Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of 2 proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

# NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING

5. Where a member entitled to vote on a resolution has appointed more than 1 proxy, the proxies shall only be entitled to vote on any question at the Meeting on poll provided that the member specifies the proportion of his holdings to be represented by each proxy.
6. Where a member is a corporation, it may also by resolution of its directors or other governing body authorising a person or persons to act as its representative or representatives to exercise all or any of its rights to attend, participate, speak and vote at the Meeting on its stead.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.

The instrument appointing a proxy or Proxy Form and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority, certified by an advocate and solicitor or where the member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that member, shall be deposited at *the office of the Share Registrar of the Company, Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia*, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll as may be provided or permitted under the applicable laws, and in default the instrument of proxy or Proxy Form shall not be treated as valid. *Faxed, photocopied, and electronically scanned copies of the duly executed Proxy Form are not acceptable.*

## Explanatory Notes:

1. *Item 1 of the Agenda* – This item is meant for discussion only as the provision of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Henceforth, this item is not put forward for voting.
2. *Item 2 of the Agenda* – The resolutions, if approved, will authorise the continuity in office of the Directors. An annual assessment on the performance and effectiveness of the Directors (including the independence of Independent Non-Executive Directors) for the financial year ended 30 June 2025 has been undertaken, and the result was satisfactory to the Board.
3. *Item 3 of the Agenda* – BDO PLT [201906000013 (LLP0018825-LCA & AF0206)], being the Auditors of the Company for the financial year ended 30 June 2025, have expressed their willingness to continue in office.
4. *Items 4 and 5 of the Agenda* – Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including compensation for loss of employment of a director or former director of a listed company and its subsidiaries, shall be approved at a general meeting.

The resolutions, if approved, will authorise:

- (i) the payment of the Directors' fees to the Directors of Bonia Corporation Berhad by the Company and several of its local and foreign subsidiaries; and
- (ii) the payment of the Directors' benefits to the Non-Executive Directors of Bonia Corporation Berhad by the Company for the period from 28 November 2025 until the next AGM in year 2026 that are derived from:
  - (a) the fixed allowance for membership of the Audit & Risk Management Committee and the Nomination & Remuneration Committee of RM20,000 per person per financial year; and
  - (b) the estimated meeting allowance based on the number of scheduled and unscheduled meetings (where necessary) of the Board and Board committees of RM500 per day of meeting.

## **NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING**

5. *Item 6 of the Agenda* – The resolution, if approved, will renew the existing general mandate given to the Directors of the Company at the preceding annual general meeting held on 28 November 2024 to allot and issue ordinary shares of the Company from time to time, and expand the mandate to grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted and issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being (“Renewed General Mandate”). In computing the aforesaid 10% limit, shares issued or agreed to be issued or subscribed pursuant to the approval of shareholders in a general meeting where precise terms and conditions are approved shall not be counted. The Renewed General Mandate, unless revoked or varied by a resolution of the Company, will expire at the conclusion of the annual general meeting held next after the approval was given; or at the expiry of the period within which the next annual general meeting is required by law to be held after the approval was given, whichever is the earlier.

The Renewed General Mandate is to enable the Directors to take swift action in case of, inter alia, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issuance and allotment of new shares, grant of rights to subscribe for shares, conversion of any security into shares, or allotment of shares under an agreement or option or offer, and to avoid delay and cost in convening general meetings to approve the same.

As at the date of this Notice, no new shares in the Company were issued pursuant to the existing general mandate which will lapse at the conclusion of the forthcoming annual general meeting.

6. *Item 7 of the Agenda* – The details of the proposal are set out in the Circular to Shareholders dated 29 October 2025 and is published at the Company’s website.
7. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements, all the resolutions set out in this Notice will be put to vote by poll.

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## **STATEMENT ACCOMPANYING NOTICE OF THIRTY-FOURTH ANNUAL GENERAL MEETING (“34<sup>th</sup> AGM”)**

[Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”)]

### **DETAILS OF INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS**

No individual is seeking election as a Director at the forthcoming 34<sup>th</sup> AGM of the Company.

### **STATEMENT RELATING TO GENERAL MANDATE FOR ISSUE OF SECURITIES IN ACCORDANCE WITH PARAGRAPH 6.03(3) OF THE MMLR**

The details of the general mandate are set out in Item 5 of the Explanatory Notes of the Notice of 34<sup>th</sup> AGM dated 29 October 2025.



# BONIA CORPORATION BERHAD

Registration No. 199101013622 (223934-T)

## PROXY FORM

I/We \_\_\_\_\_

NRIC/Passport/Company No. \_\_\_\_\_ Tel No. \_\_\_\_\_

CDS Account No. \_\_\_\_\_ Number of shares held: \_\_\_\_\_

Address: \_\_\_\_\_

being a member of BONIA CORPORATION BERHAD [Registration No. 199101013622 (223934-T)] hereby appoint:

1. Name of Proxy \_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_

Email Address \_\_\_\_\_

Tel No. \_\_\_\_\_ Number of shares represented \_\_\_\_\_

2. Name of Proxy \_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_

Email Address \_\_\_\_\_

Tel No. \_\_\_\_\_ Number of shares represented \_\_\_\_\_

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf, at the Thirty-Fourth Annual General Meeting of the Company to be held at Komune Living & Wellness, The Event Space, Ebony & Maple Room, No. 21, Jalan Tasik Permaisuri 2, Bandar Tun Razak, 56000 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia on Thursday, 27 November 2025 at 9.30 am, in the manner as indicated below:

No.	Resolutions		For	Against
1.	Ordinary Resolution 1	Re-election of Law Wei Liang as Director		
2.	Ordinary Resolution 2	Re-election of Datuk Chiang Heng Kieng as Director		
3.	Ordinary Resolution 3	Re-election of Datuk Ng Peng Hong @ Ng Peng Hay as Director		
4.	Ordinary Resolution 4	Re-appointment of Messrs BDO PLT as Auditors and to authorise the Directors to fix their remuneration		
5.	Ordinary Resolution 5	Approval for Directors' Fees for financial year ending 30 June 2026		
6.	Ordinary Resolution 6	Approval for Directors' Benefits		
7.	Ordinary Resolution 7	Approval for Allotment of shares or Grant of rights		
8.	Ordinary Resolution 8	Proposed Share Buy-Back		

Please indicate with an "X" or "√" in the space provided above how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

Signature/Seal of the Shareholder(s): \_\_\_\_\_ Date: \_\_\_\_\_

### Notes:

1. Only a depositor whose name appears on the Record of Depositors as at 13 November 2025 shall be entitled to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on his stead.
2. Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. However, a member shall not, subject to Paragraphs (3) and (4) below, be entitled to appoint more than 2 proxies to attend and vote at the Meeting.
3. Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of 2 proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
5. Where a member entitled to vote on a resolution has appointed more than 1 proxy, the proxies shall only be entitled to vote on any question at the Meeting on poll provided that the member specifies the proportion of his holdings to be represented by each proxy.
6. Where a member is a corporation, it may also by resolution of its directors or other governing body authorising a person or persons to act as its representative or representatives to exercise all or any of its rights to attend, participate, speak and vote at the Meeting on its stead.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.

The instrument appointing a proxy or Proxy Form and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority, certified by an advocate and solicitor or where the member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that member, shall be deposited at the office of the Share Registrar of the Company, Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll as may be provided or permitted under the applicable laws, and in default the instrument of proxy or Proxy Form shall not be treated as valid. *Faxed, photocopied, and electronically scanned copies of the duly executed Proxy Form are not acceptable.*



Fold this flap for sealing

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Then fold here

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Affix  
stamp

To: **Bina Management (M) Sdn. Bhd.**

Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia  
Tel: +603 - 7784 3922

**The Share Registrar of  
BONIA CORPORATION BERHAD**

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## **04 FINANCIAL STATEMENTS**

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# DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 30 June 2025.

## PRINCIPAL ACTIVITIES

The Company is principally an investment holding and management company. The principal activities of the subsidiaries, associates and a joint venture are mainly designing, manufacturing, marketing, retailing and wholesaling of fashionable leather goods, apparels, footwear and accessories for the local and overseas markets, property development, food and beverages services, operating health and fitness centre and investment holding. Further details of the subsidiaries, associates and a joint venture are set out in Notes 9, 10 and 11 to the financial statements.

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

## RESULTS

	Group RM'000	Company RM'000
Profit for the financial year	7,783	19,641
Profit for the financial year attributable to:		
Owners of the parent	6,482	19,641
Non-controlling interests	1,301	-
	7,783	19,641

## DIVIDENDS

Dividends paid, declared or proposed by the Company since the end of the previous financial year were as follows:

	Company RM'000
In respect of the financial year ended 30 June 2024:	
Single tier interim dividend of 2.00 sen per ordinary share, paid on 27 September 2024	4,020
In respect of the financial year ended 30 June 2025:	
Single tier interim dividend of 2.00 sen per ordinary share, paid on 27 December 2024	4,020
Single tier interim dividend of 2.00 sen per ordinary share, paid on 28 March 2025	4,020
Single tier interim dividend of 1.00 sen per ordinary share, paid on 25 June 2025	2,010
	14,070

The Directors do not recommend the payment of any final dividend for the financial year ended 30 June 2025.

## OPTIONS GRANTED OVER UNISSUED SHARES

No options were granted to any person to take up unissued ordinary shares of the Company during the financial year ended 30 June 2025.

# DIRECTORS' REPORT

## RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year ended 30 June 2025.

## ISSUE OF SHARES AND DEBENTURES

The Company did not issue any new shares or debentures during the financial year ended 30 June 2025.

## TREASURY SHARES

As at 30 June 2025, the Company held 576,719 (2024: 576,719) treasury shares out of its total issued shares of 201,571,842 (2024: 201,571,842) ordinary shares. Such treasury shares are recorded at a carrying amount of RM485,000 (2024: RM485,000).

There were no share re-issuance, cancellations, resale and buybacks for the current and previous financial year.

## DIRECTORS OF BONIA CORPORATION BERHAD

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

Datuk Ng Peng Hong @ Ng Peng Hay <sup>(1)</sup>	- Senior Independent Non-Executive Chairman
Dato' Sri Chiang Fong Seng <sup>(2)</sup>	- Executive Vice Chairman/Group CEO
Chiang Sang Sem <sup>(3)</sup>	- Founder and Group Executive Director
Dato' Sri Chiang Fong Tat	- Group Executive Director
Chiang May Ling	- Group Executive Director
Datuk Chiang Heng Kieng	- Non-Independent Non-Executive Director
Law Wei Liang	- Independent Non-Executive Director
Azian Binti Mohd Yusof	- Independent Non-Executive Director
Raja Hamzah Abidin Bin Raja Nong Chik <sup>(5)</sup>	- Independent Non-Executive Director
Chiang Fong Xiang	- Alternate Director to Chiang May Ling
Chong Chin Look <sup>(4)</sup>	- Non-Independent Non-Executive Director

<sup>(1)</sup> Redesignated as Senior Independent Non-Executive Chairman during the financial year

<sup>(2)</sup> Redesignated as Executive Vice Chairman/Group CEO during the financial year

<sup>(3)</sup> Redesignated as Founder and Group Executive Director during the financial year

<sup>(4)</sup> Resigned during the financial year

<sup>(5)</sup> Appointed during the financial year

# DIRECTORS' REPORT

## DIRECTORS OF SUBSIDIARIES OF BONIA CORPORATION BERHAD

Pursuant to Section 253 of the Companies Act 2016, the Directors of the subsidiaries of Bonia Corporation Berhad during the financial year and up to the date of this report are as follows:

Chiang Sang Sem	Siow Huey Loong	Christiane Brunk
Datuk Chiang Heng Kieng	Chiang Sang Ling	Susan Silvia Gretz
Chiang Sang Bon	Lim Ting Fong	Tan Feng Nee
Dato' Sri Chiang Fong Tat	Ting Oi Ling	Chong See Moi
Dato' Sri Chiang Fong Seng	Wong Kwong Tung	Fong Kok Leong <sup>(1)</sup>
Datin Sri Linda Chen May Yen	Tan Tai Kwan <sup>(1)</sup>	Phan Duong Hoang Anh <sup>(1)</sup>
Datin Sri Tan Loo Yin	Musniarni Massewa <sup>(1)</sup>	Truong Thi Chau Anh <sup>(2)</sup>
Chiang May Ling	Liao Tien Fook	Tjhin Ko Cun <sup>(2)</sup>
Chong Chin Look <sup>(1)</sup>	Liao Tian Sze	
Chew Siew Moy	Chiang Boon Tian	
Ong May Chiun	Chiang Fong Xiang	

<sup>(1)</sup> Resigned during the financial year

<sup>(2)</sup> Appointed during the financial year

## DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia, the interests of the Directors in office at the end of the financial year in the ordinary shares of the Company and its related corporations (other than wholly-owned subsidiaries) during the financial year ended 30 June 2025 were as follows:

	← Number of ordinary shares →			Balance as at 30.6.2025
	Balance as at 1.7.2024	Addition	Sold/ Transferred	
<b>The Company</b>				
<u>Direct interests</u>				
Chiang Sang Sem	21,990,040	-	-	21,990,040
Dato' Sri Chiang Fong Seng	6,148,014	-	-	6,148,014
Dato' Sri Chiang Fong Tat	1,142,238	-	-	1,142,238
Chiang May Ling	264,000	-	-	264,000
<u>Indirect/Deemed interests</u>				
Chiang Sang Sem	124,806,297	-	-	124,806,297
Dato' Sri Chiang Fong Tat	27,000	-	-	27,000
Datuk Chiang Heng Kieng	47,520	-	-	47,520
<b>Subsidiary company - Jeco (Pte) Limited</b>				
<u>Indirect/Deemed interests</u>				
Chiang Sang Sem	50,000	-	-	50,000
Chiang Fong Xiang (Alternate Director)	50,000	-	-	50,000

# DIRECTORS' REPORT

## DIRECTORS' INTERESTS (continued)

According to the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia, the interests of the Directors in office at the end of the financial year in the ordinary shares of the Company and its related corporations (other than wholly-owned subsidiaries) during the financial year ended 30 June 2025 were as follows: (continued)

	← Number of ordinary shares →			
	Balance as at 1.7.2024	Addition	Sold/ Transferred	
<b>Subsidiary company - SBG Holdings Sdn. Bhd.</b>				
<u>Indirect/Deemed interests</u>				
Chiang Sang Sem	16,538,130	-	-	16,538,130
Dato' Sri Chiang Fong Tat	16,538,130	-	-	16,538,130
<b>Subsidiary company - VR Directions Sdn. Bhd.</b>				
<u>Direct interest</u>				
Chiang May Ling	250,000	-	-	250,000
<u>Indirect/Deemed interest</u>				
Chiang Sang Sem	250,000	-	-	250,000

By virtue of his substantial interests in the Company, Chiang Sang Sem is also deemed to be interested in the ordinary shares of all the subsidiaries to the extent that the Company has an interest.

## DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors have received or become entitled to receive any benefit (other than those benefits included in the aggregate amount of remuneration received or due and receivable by the Directors) 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, other than:

- (a) the transactions entered into in the ordinary course of business with companies in which certain Directors of the Company and its subsidiaries have substantial interests as disclosed in Note 33 to the financial statements; and
- (b) the remuneration received and receivable by certain Directors from related corporations in their capacity as Directors or full-time employees of the related corporations.

There were no arrangements during and at the end of the financial year, to which the Company is a party, which had the object of enabling the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## DIRECTORS' REMUNERATION

Directors' remuneration of the Group and of the Company for the financial year ended 30 June 2025 were as follows:

	Group RM'000	Company RM'000
Directors' fees	1,776	595
Short term employee benefits	5,538	72
Contributions to defined contribution plan	673	33
	7,987	700

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# DIRECTORS' REPORT

## INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

The Company maintains a corporate liability insurance for the Directors and officers of the Group throughout the financial year, which provides appropriate insurance cover for the Directors and officers of the Group. The amount of insurance premium paid by the Group and the Company for the financial year ended 30 June 2025 was RM14,530.

There was no indemnity given to or insurance effected for the auditors of the Group and of the Company during the financial year.

## OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

### (I) AS AT THE END OF THE FINANCIAL YEAR

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
  - (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and had satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
  - (ii) to ensure that any current assets other than debts, which were unlikely to realise their book values in the ordinary course of business had been written down to their estimated realisable values.
- (b) In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year ended 30 June 2025 have not been substantially affected by any item, transaction or event of a material and unusual nature.

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

- (c) The Directors are not aware of any circumstances:
  - (i) which would render the amounts written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any material extent;
  - (ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; and
  - (iii) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) In the opinion of the Directors:
  - (i) there has not arisen any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year ended 30 June 2025 in which this report is made; and
  - (ii) no contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve (12) months after the end of the financial year which would or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

### (III) AS AT THE DATE OF THIS REPORT

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

# DIRECTORS' REPORT

## SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

(a) The Company had on 9 July 2024, inked a subscription agreement with IT SEA Holdings Sdn. Bhd. ("ITSH", a company in which Dato' Sri Chiang Fong Seng is a substantial shareholder) to formalise the subscription by the Company of 6,669,231 new ordinary shares equivalent to or representing 30% of the total enlarged number of issued shares of ITSH at the total subscription consideration of RM7,500,217. The subscription was completed during the financial year.

(b) The Company had on 19 December 2024, inked a shareholders' agreement with Peak Physique Health & Fitness Sdn. Bhd. ("PPH" or "PEAK") where the Company and PPH have agreed to subscribe for a total of 2,999,998 new ordinary shares in Macroverse Sdn. Bhd. ("MCV"). The Company and PPH had mutually agreed to co-operate in a form of joint venture to operate and manage the business of MCV of a health and fitness center under the name and style of business called "PEAK FITNESS" at "IKON Connaught Mall", Kuala Lumpur.

The subscription by the Company of 1,499,999 new ordinary shares equivalent to or representing 50% of the total enlarged number of issued shares of MCV at the total subscription consideration of RM1,800,000. The subscription was completed during the financial year.

(c) During the financial year, SBG Holdings Sdn. Bhd. ("SBG"), a 70%-owned subsidiary of the Company, subscribed for 3,000,000 ordinary shares in the share capital of its wholly-owned subsidiary namely SB Boutique Sdn. Bhd. at a price of RM1.00 per share by way of cash subscription.

(d) During the financial year, SBA Marketing Sdn. Bhd. and SBM Marketing Sdn. Bhd. (both are wholly-owned subsidiaries of SBG) have been placed under members' voluntary winding-up.

(e) On 21 March 2025, the Company had inked a share sale agreement with Actual Prolific Sdn. Bhd. ("APSB") for the purpose of acquiring 3,750,000 ordinary shares held by APSB in Casa Bologna Sdn. Bhd. ("CBSB") at a total purchase price of RM5,657,265 paid in cash and by assuming certain liabilities. This transaction was completed during the financial year, with CBSB becoming a 90%-owned subsidiary of the Company.

(f) The Company had on 21 March 2025, inked 2 share sale agreements with several shareholders of One Seafood F&B Sdn. Bhd. ("OSF") for the purpose of acquiring a total of 2,400,000 ordinary shares held by them in OSF at a total purchase price of RM7,500,000 paid in cash and by assuming certain liabilities. These transactions were completed during the financial year. Upon completion of the transactions, the Company's equity interest in OSF increased to 90% from 30%.

(g) The Company had on 24 June 2025, inked a share sale agreement with OSF for the purpose of acquiring 1,500,000 ordinary shares held by OSF in CBSB at a total purchase price of RM2,099,167 paid in cash and by assuming certain liabilities. This transaction was completed after the financial year. Upon completion of the transaction, the Company's equity interest in CBSB increased to 100%.

(h) OSF, a 90%-owned subsidiary of the Company, had acquired a total of 600 ordinary shares, equivalent to 60% of the total issued and paid up share capital of Dong Chao Yuan F&B Sdn. Bhd. ("DCY") at a total purchase price of RM300,300 by way of cash consideration on 19 September 2025. These transactions were completed after the financial year, with DCY becoming a 60%-owned subsidiary of OSF.

(i) Material litigation

The 60% owned subsidiaries of the Company, AMSB and Mcore (collectively referred as "the Plaintiffs") had filed a civil suit on 3 August 2011 against Leong Tat Yan ("the Defendant"). AMSB and Mcore claimed against Leong Tat Yan for a sum of RM946,000 and RM2,250,000 respectively, being the proceeds of sale from the joint venture business owed by Leong Tat Yan.

Leong Tat Yan owns 40% of the equity interest in AMSB and he is also a controlling shareholder of 388 Venture Corporation Sdn. Bhd. which owns 40% of the equity interest in Mcore.

There are losses of RM5,389,000 arising from the dispute of which management had made the necessary impairment in the previous financial year. The losses includes impairment loss of trade receivables amounting to RM3,196,000 and inventories written off of RM2,193,000 (before non-controlling interest's share of loss).

The Plaintiffs filed a Notice of Appeal on 9 April 2013 against part of the decision of the High Court dated 27 March 2013 in connection with the service of Writ of Summons and Statement of Claim on the Defendant. The Defendant also filed a Notice of Appeal against part of the decision of the High Court dated 27 March 2013 in connection with jurisdiction and forum.

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## DIRECTORS' REPORT

### SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD (continued)

(i) Material litigation (continued)

On the hearing date of 8 July 2013, the Court of Appeal allowed the Defendant's appeal with costs of RM10,000 and the Plaintiffs' appeal was accordingly withdrawn with no order as to costs as it was no longer sustainable.

After discussing with their legal advisors, the Plaintiffs (also referred to as "Applicants") had on 7 August 2013, filed a Notice of Motion in the Federal Court for the following orders:

- (i) the Applicants be granted leave to appeal to the Federal Court against the whole of the decision of the Court of Appeal given on the 8 July 2013 in Civil Appeal No. W-02(IM)(NCVC)-797-04/2013 pursuant to Sections 96 and 97 of the Courts of Judicature Act, 1964 read with Rules 55, 107 and/or 108 of the Federal Court Rules, 1995 and/or the inherent jurisdiction of the Federal Court.
- (ii) in the event that leave to appeal is granted by the Federal Court, the Applicants be granted leave to file and serve a Notice of Appeal to the Federal Court within 7 days from the date of the order pursuant to Rule 108 of the Federal Court Rules, 1995.
- (iii) the costs of the application filed by the Applicants be costs in the cause.
- (iv) such further or other relief of the Federal Court may deem fit.

Leave to appeal to the Federal Court was granted on 29 January 2015.

On the hearing date of 9 November 2015, the Federal Court allowed the Applicant's appeal and set aside the Court of Appeal's Order dated 8 July 2013 in whole, thereby reversing the Court of Appeal's decision that the High Court has no jurisdiction over Leong Tat Yan.

The Plaintiffs had on 31 October 2016 filed a Writ of Summon and Statement of Claim against the Defendant and served the same on the Defendant on 2 November 2016.

On 21 November 2016, the Defendant filed two (2) separate applications for a declaration that the Malaysian Court has no jurisdiction over the Defendant and for consequential relief (Enclosure 10), and for a declaration that the Malaysian Court is not the appropriate forum to try the Plaintiffs' claim and consequently for a stay of proceedings (Enclosure 11).

On 16 December 2016, the Defendant filed two (2) separate applications to strike out the Writ of Summons dated 31 October 2016 for lack of authority (Enclosure 20) and for a stay of proceedings pending arbitration (Enclosure 22).

On 25 January 2017, the Defendant withdrew Enclosure 20 with no order as to costs.

On 25 April 2017, the High Court dismissed Enclosures 10 and 11 with costs of RM5,000 for each enclosure.

On 3 May 2017, the Defendant filed two (2) appeals against the High Court's decisions on Enclosures 10 and 11 ("Appeals").

On 8 May 2017, the Defendant filed an application to stay the proceedings pending the disposal of the Appeals (Enclosure 43).

On 11 May 2017, the Defendant filed two (2) separate applications for an extension of time to file his Defence (Enclosure 47) and to strike out the Writ of Summons for abuse of process (Enclosure 50).

On 23 May 2017, the High Court dismissed Enclosure 43 with costs of RM1,500. The Judge also granted Enclosure 47 with no order as to costs, and directed the Defendant to file his Defence by 23 June 2017. The Defendant also withdrew Enclosure 50, which was accordingly struck out with no order as to costs.

On 22 June 2017, the Defendant filed his Defence and Counterclaim claiming general damages, exemplary damages, and costs for abuse of process. The Plaintiffs filed their Reply and Defence to Counterclaim on 24 July 2017.

On 17 October 2017, the Court of Appeal dismissed the Appeals with costs of RM5,000 for each appeal.

On 5 January 2018, the High Court allowed the Defendant's application to stay the proceedings pending reference of the dispute to arbitration, with costs of RM5,000 to follow the outcome of the arbitration.

# DIRECTORS' REPORT

## SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD (continued)

### (i) Material litigation (continued)

On 26 January 2018, the Plaintiffs appealed to the Court of Appeal against the High Court's decision on Enclosure 22.

On 26 June 2018, the Court of Appeal allowed the Plaintiffs' appeal and reversed the decision of the High Court, with costs of RM15,000 for the Court of Appeal and High Court proceedings awarded to the Plaintiffs.

On 3 July 2018, the Respondent filed an application for leave to appeal to the Federal Court against the decision of the Court of Appeal.

On 20 July 2018, the Defendant filed an application to stay the proceedings pending the disposal of the Federal Court proceedings (Enclosure 7).

On 30 July 2018, the Plaintiffs filed an application for security for costs (Enclosure 13).

On 8 October 2018, the Federal Court allowed the Defendant's application to stay the proceedings in full and the Plaintiffs' application for security for costs in part.

The Defendant's application for leave to appeal to the Federal Court on Enclosure 22 is fixed for Case Management on 26 November 2020.

On 26 February 2021, the Defendant's application for leave to appeal to the Federal Court on Enclosure 22 was dismissed and the matter was remitted to the High Court for trial.

On 30 August 2023, the High Court allowed the Plaintiffs' claim against the Defendant and made the following orders:

- i. The Defendant is to pay the 1<sup>st</sup> Plaintiff, ie. AMSB the following sums:
  - a. RM946,496.39;
  - b. RM3,303,671.00; and
  - c. Interest on the sums in (a) and (b) above at the rate of 5% per annum from the date of judgment to the date of full realisation.
- ii. The Defendant is to pay the 2<sup>nd</sup> Plaintiff, ie. Mcore the following sums:
  - a. RM2,249,751.08;
  - b. RM14,871,167.03; and
  - c. Interest on the sums in (a) and (b) above at the rate of 5% per annum from the date of judgment to the date of full realisation.
- iii. The Defendant is to pay the Plaintiffs costs of RM100,000.
- iv. The Defendant's counterclaim is dismissed.

The Defendant filed an appeal against the decision of the High Court on 21 September 2023.

On 11 January 2024, the Plaintiffs filed an application for security for costs against the Defendant. On 7 May 2024, the Court of Appeal allowed the application with costs of RM5,000 to the Plaintiffs and directed the Defendant to deposit RM40,000 with his solicitors as security for the appeal. On 19 February 2025, the Court of Appeal dismissed the Defendant's appeal with costs of RM50,000 to the Plaintiffs.

On 13 March 2025, the Defendant filed an application for leave to appeal to the Federal Court. The hearing of the leave application is fixed on 15 July 2025. On 25 April 2025, the Plaintiffs filed an application for security for costs against the Defendant. The hearing of the security for costs application is fixed on 2 July 2025.

On 2 July 2025, the Federal Court allowed the security for costs application and directed the Defendant to deposit RM31,200 with his solicitors as security for the appeal. On 7 July 2025, the Defendant withdrew his leave application. On 15 July 2025, the Federal Court awarded costs of RM20,000 for the leave application and costs of RM10,000 for the security for costs application to the Plaintiffs.

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## **DIRECTORS' REPORT**

**AUDITORS**

The auditors, BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206), have expressed their willingness to continue in office.

**AUDITORS' REMUNERATION**

Auditors' remuneration of the Group and of the Company for the financial year ended 30 June 2025 were as follows:

	<b>Group RM'000</b>	<b>Company RM'000</b>
Statutory audit	770	73
Other services	20	3
	<b>790</b>	<b>76</b>

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

.....  
**Chiang Sang Sem**  
 Founder and Group Executive Director

Kuala Lumpur  
 13 October 2025

.....  
**Dato' Sri Chiang Fong Seng**  
 Executive Vice Chairman/Group CEO

## STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 139 to 232 have been drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards, and the provisions 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 30 June 2025 and of the financial performance and cash flows of the Group and of the Company for the financial year then ended.

On behalf of the Board,

.....  
**Chiang Sang Sem**  
 Founder and Group Executive Director

Kuala Lumpur  
 13 October 2025

.....  
**Dato' Sri Chiang Fong Seng**  
 Executive Vice Chairman/Group CEO

## STATUTORY DECLARATION

I, Wong Kwong Tung (CA 49641), being the Chief Financial Officer primarily responsible for the financial management of Bonia Corporation Berhad, do solemnly and sincerely declare that the financial statements set out on pages 139 to 232 are, to the best of my knowledge and belief, 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.

Subscribed and solemnly declared by     )  
 the abovenamed at Kuala Lumpur this     )  
 13 October 2025                                 )

**Wong Kwong Tung**

Before me:

Commissioner for Oaths  
 Kuala Lumpur

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# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BONIA CORPORATION BERHAD  
(INCORPORATED IN MALAYSIA)

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Bonia Corporation Berhad, which comprise the statements of financial position as at 30 June 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 139 to 232.

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

### Basis for Opinion

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

#### *Independence and Other Ethical Responsibilities*

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

### Key Audit Matters

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

#### **Key Audit Matters of the Group**

##### **1. Impairment assessment of the carrying amounts of goodwill and trademarks**

As at 30 June 2025, the net carrying amounts of goodwill, and trademarks of the Group were RM52,962,000 and RM23,278,000 respectively, as disclosed in Note 8 to the financial statements.

Goodwill and trademarks are tested for impairment by the Group annually, or more frequently if events or changes in circumstances indicate that the goodwill or intangible assets might be impaired. To determine if there is any impairment loss required on goodwill and trademarks, management used a value-in-use model to compute the present values of forecasted future cash flows for the respective Cash Generating Units ("CGUs").

The Group has impaired goodwill of RM2,663,000 as at 30 June 2025.

We determined the impairment assessment of the carrying amounts of goodwill and trademarks to be a key audit matter as the determination of whether or not an impairment loss is necessary involves significant judgement by the management about the future results and cash flows of the relevant business, including forecast growth in future revenue and operating profit margins as well as determining an appropriate discount factor and growth rates.

Our audit procedures included the following:

- (a) assessed the reasonableness of the key assumptions used by management in the cash flows forecasts and projections;
- (b) assessed the reasonableness of the pre-tax discount rate used by management for each of the CGUs by comparing to market data, weighted average cost of capital of the Group and relevant risk factors;

# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BONIA CORPORATION BERHAD  
(INCORPORATED IN MALAYSIA)

## Key Audit Matters (continued)

### Key Audit Matters of the Group (continued)

#### 1. Impairment assessment of the carrying amounts of goodwill and trademarks (continued)

Our audit procedures included the following: (continued)

- (c) assessed the cash flows projections against recent performance and compared the current period's actual results with previous forecasts to assess the historical accuracy of forecasts; and
- (d) performed sensitivity analysis of our own to stress test the key assumptions used by management in the impairment models.

#### 2. Carrying amount of inventories at the lower of cost and net realisable value

As at 30 June 2025, the carrying amount of inventories of the Group was RM95,629,000, as disclosed in Note 15 to the financial statements.

We determined this to be a key audit matter as the carrying amount of inventories may not be stated at the lower of cost and net realisable value, the determination of which requires the management to exercise significant judgement in estimating the net realisable value of the inventories.

In estimating the net realisable value of inventories, management considers the inventories' ageing, fashion pattern, current economic conditions, market demand, expectation of future prices and changes in customer preference of the respective inventories.

Our audit procedures included the following:

- (a) discussed with management and obtained an understanding of the process implemented by management over the determination of the lower of cost and net realisable value of inventories;
- (b) tested the accuracy of inventories' ageing;
- (c) tested the weighted average costing of inventories; and
- (d) tested inventories as well as old and slow-moving inventories for sales subsequent to the year end to support the assertion that the carrying amount of inventories is at the lower of cost and net realisable value.

#### 3. Recoverability of trade receivables

As at 30 June 2025, the net carrying amount of trade receivables of the Group was RM28,769,000, as disclosed in Note 13 to the financial statements.

The Group has impaired trade receivables of RM27,403,000 as at 30 June 2025.

We determined this to be a key audit matter because it requires management to exercise significant judgements in determining the probability of default by trade receivables as well as the use of appropriate forward-looking information.

Our audit procedures included the following:

- (a) assessed the adequacy of credit impaired assessment performed by management on trade receivables exceeding their credit terms and long overdue and old balances;
- (b) tested the accuracy of trade receivables' ageing;
- (c) recomputed the probability of default using historical data and forward-looking information adjustment applied by the Group;
- (d) recomputed the correlation coefficient between the macroeconomic indicators used by the Group and historical credit losses to determine the appropriateness of the forward-looking information used by the Group;

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# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BONIA CORPORATION BERHAD  
(INCORPORATED IN MALAYSIA)

## Key Audit Matters (continued)

### Key Audit Matters of the Group (continued)

#### 3. Recoverability of trade receivables (continued)

Our audit procedures included the following: (continued)

- (e) inquiries of management to assess the rationale underlying the relationship between the forward-looking information and expected credit losses; and
- (f) assessed cash receipts subsequent to the end of the reporting period for its effect in reducing amounts outstanding as at the end of the reporting period.

#### 4. Impairment assessment of the carrying amounts of property, plant and equipment and right-of-use assets

As at 30 June 2025, the carrying amounts of property, plant and equipment and right-of-use assets of the Group amounted to RM162,846,000 and RM80,185,000 respectively as disclosed in Notes 5 and 6 to the financial statements. Included in these carrying amounts are property, plant and equipment and right-of-use assets amounting to RM3,118,000 and RM7,863,000 respectively as at 30 June 2025 in certain subsidiaries which have indication of impairment.

The Group had recognised impairment losses on property, plant and equipment and right-of-use assets of RM3,066,000 and RM2,889,000 respectively during the financial year ended 30 June 2025.

Management used forecasted future cash flows in a value-in-use model to determine the recoverable amounts of these property, plant and equipment and right-of-use assets (hereinafter referred to as Cash-Generating Units ("CGUs")) and assess if there is any impairment loss required on the property, plant and equipment and right-of-use assets of certain subsidiaries.

We determined this to be a key audit matter because it requires management to exercise significant judgements and estimates about the future results and key assumptions applied to cash flow projections of the CGUs in determining their recoverable amounts. These key assumptions include forecast growth in future revenues and operating profit margins, as well as determining an appropriate pre-tax discount rate and growth rates, which are, among others, dependent on forecasted economic conditions.

Our audit procedures included the following:

- (a) compared cash flow projections against recent performance and assessed and evaluated the key assumptions used in the projections by comparing to actual historical operating profit margins and growth rates;
- (b) compared prior period budgets to actual outcomes to assess reliability of management's forecasting process;
- (c) assessed appropriateness of pre-tax discount rates used for each CGU by comparing to the weighted average cost of capital of the Group and relevant risk factors; and
- (d) performed sensitivity analysis to stress test the key assumptions in the impairment model.

### Key Audit Matters of the Company

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

### Information Other than the Financial Statements and Auditors' Report Thereon

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

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

# INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BONIA CORPORATION BERHAD  
(INCORPORATED IN MALAYSIA)

## Information Other than the Financial Statements and Auditors' Report Thereon (continued)

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

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

## Responsibilities of the Directors for the Financial Statements

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

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

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

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

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

- (a) 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.
- (b) 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 internal control of the Group and of the Company.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (d) 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 ability of the Group or of the Company 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.
- (e) 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.

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# **INDEPENDENT AUDITORS' REPORT**

TO THE MEMBERS OF BONIA CORPORATION BERHAD  
(INCORPORATED IN MALAYSIA)

## **Auditors' Responsibilities for the Audit of the Financial Statements (continued)**

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: (continued)

- (f) Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

## **Report on Other Legal and Regulatory Requirements**

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 9 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 content of this report.

**BDO PLT**  
201906000013 (LLP0018825-LCA) & AF 0206  
Chartered Accountants

Kuala Lumpur  
13 October 2025

**Law Kian Huat**  
02855/06/2026 J  
Chartered Accountant

# STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	5	162,846	148,139	-	-
Right-of-use assets	6	80,185	89,120	-	-
Investment properties	7	82,727	98,453	-	-
Intangible assets	8	76,240	76,896	-	-
Investments in subsidiaries	9	-	-	285,317	272,410
Interests in associates	10	6,817	1,308	7,500	-
Interest in a joint venture	11	1,459	-	1,800	-
Other investments	12	1,145	2,923	150	150
Other receivables	13	-	-	1,722	1,595
Deferred tax assets	14	4,806	3,470	-	-
		416,225	420,309	296,489	274,155
<b>Current assets</b>					
Inventories	15	95,629	91,827	-	-
Trade and other receivables	13	51,802	56,289	5,502	918
Contract assets	16	4,254	-	-	-
Current tax assets		3,024	2,729	57	57
Short term funds	17	27,631	54,765	5,663	26,803
Cash and bank balances	18	81,706	88,594	2,397	2,767
		264,046	294,204	13,619	30,545
<b>TOTAL ASSETS</b>		<b>680,271</b>	<b>714,513</b>	<b>310,108</b>	<b>304,700</b>

# STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>EQUITY AND LIABILITIES</b>					
<b>Equity attributable to owners of the parent</b>					
Share capital	19	201,572	201,572	201,572	201,572
Reserves	20	220,502	235,591	108,076	102,505
		422,074	437,163	309,648	304,077
Non-controlling interests	9(f)	38,119	46,127	-	-
<b>TOTAL EQUITY</b>		460,193	483,290	309,648	304,077
<b>LIABILITIES</b>					
<b>Non-current liabilities</b>					
Other payable	21	-	2,123	-	-
Borrowings	22	58,325	63,081	-	-
Lease liabilities	6	58,095	64,028	-	-
Provision for restoration costs	24	2,845	2,037	-	-
Contract liabilities	16	17,159	18,587	-	-
Deferred tax liabilities	14	4,747	5,358	-	-
		141,171	155,214	-	-
<b>Current liabilities</b>					
Trade and other payables	21	31,758	25,870	460	623
Borrowings	22	10,459	13,833	-	-
Lease liabilities	6	28,474	29,213	-	-
Provision for restoration costs	24	1,001	978	-	-
Contract liabilities	16	1,608	1,773	-	-
Current tax liabilities		5,607	4,342	-	-
		78,907	76,009	460	623
<b>TOTAL LIABILITIES</b>		220,078	231,223	460	623
<b>TOTAL EQUITY AND LIABILITIES</b>		680,271	714,513	310,108	304,700

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

# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Revenue	26	377,329	413,665	20,223	30,016
Cost of sales	27	(153,893)	(162,782)	-	-
Gross profit		223,436	250,883	20,223	30,016
Other operating income		11,026	7,942	715	8,470
Selling and distribution expenses		(117,684)	(114,044)	-	-
General and administrative expenses		(85,666)	(84,599)	(1,301)	(1,500)
Net (losses)/gains on impairment of financial assets		(5,641)	(51)	59	85
Finance costs		(7,668)	(7,694)	-	-
Share of results of associates, net of tax	10(e)	(274)	448	-	-
Share of result of a joint venture, net of tax	11	(341)	-	-	-
Profit before tax	28	17,188	52,885	19,696	37,071
Tax expense	29	(9,405)	(12,961)	(55)	(44)
Profit for the financial year		7,783	39,924	19,641	37,027
<b>Other comprehensive income, net of tax</b>					
<b>Items that may be reclassified subsequently to profit or loss</b>					
Foreign currency translations		(6,724)	61	-	-
Total other comprehensive (loss)/income, net of tax		(6,724)	61	-	-
Total comprehensive income		1,059	39,985	19,641	37,027
Profit attributable to:					
Owners of the parent		6,482	33,814	19,641	37,027
Non-controlling interests	9(f)	1,301	6,110	-	-
		7,783	39,924	19,641	37,027
Total comprehensive income attributable to:					
Owners of the parent		273	33,665	19,641	37,027
Non-controlling interests	9(f)	786	6,320	-	-
		1,059	39,985	19,641	37,027
Earnings per ordinary share attributable to owners of the parent (Sen):					
Basic and diluted	30	3.22	16.82		

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

Group	Note	Attributable to owners of the parent					Total equity RM'000	
		Share capital RM'000	Treasury shares RM'000	Exchange translation reserve RM'000	Revaluation reserve RM'000	Retained earnings RM'000		Non-controlling interests RM'000
Balance as at 1 July 2023		201,572	(485)	26,993	184	199,354	27,986	455,604
Profit for the financial year		-	-	-	-	33,814	6,110	39,924
Foreign currency translations		-	-	(149)	-	(149)	210	61
Total comprehensive income		-	-	(149)	-	33,814	6,320	39,985
<b>Transactions with owners</b>								
Dividends paid	31	-	-	-	-	(24,120)	-	(24,120)
Dividends paid to non-controlling interests of subsidiaries	9(g)	-	-	-	-	-	(5,776)	(5,776)
Dilution of interest in non-controlling interests		-	-	-	-	-	17,597	17,597
Total transactions with owners		-	-	-	-	(24,120)	11,821	(12,299)
Balance as at 30 June 2024		201,572	(485)	26,844	184	209,048	46,127	483,290
Balance as at 1 July 2024		201,572	(485)	26,844	184	209,048	46,127	483,290
Profit for the financial year		-	-	-	-	6,482	1,301	7,783
Foreign currency translations		-	-	(6,209)	-	(6,209)	(515)	(6,724)
Total comprehensive income		-	-	(6,209)	-	6,482	786	1,059
<b>Transactions with owners</b>								
Accretion of equity interest of a subsidiary		-	-	-	-	(1,533)	(5,374)	(6,907)
Acquisition of a subsidiary		-	-	-	-	241	515	756
Dividends paid	31	-	-	-	-	(14,070)	-	(14,070)
Dividends paid to non-controlling interests of subsidiaries	9(g)	-	-	-	-	-	(3,935)	(3,935)
Total transactions with owners		-	-	-	-	(15,362)	(8,794)	(24,156)
Balance as at 30 June 2025		201,572	(485)	20,635	184	200,168	38,119	460,193

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

# STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	Share capital RM'000	Treasury shares RM'000	Retained earnings RM'000	Total equity RM'000
<b>Company</b>					
Balance as at 1 July 2023		201,572	(485)	90,083	291,170
Profit for the financial year		-	-	37,027	37,027
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income		-	-	37,027	37,027
<b>Transactions with owners</b>					
Dividends paid	31	-	-	(24,120)	(24,120)
Total transactions with owners		-	-	(24,120)	(24,120)
Balance as at 30 June 2024		201,572	(485)	102,990	304,077
Profit for the financial year		-	-	19,641	19,641
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income		-	-	19,641	19,641
<b>Transactions with owners</b>					
Dividends paid	31	-	-	(14,070)	(14,070)
Total transactions with owners		-	-	(14,070)	(14,070)
Balance as at 30 June 2025		201,572	(485)	108,561	309,648

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

# STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Profit before tax		17,188	52,885	19,696	37,071
Adjustments for:					
Amortisation of trademarks	8,28	1,412	1,367	-	-
Depreciation of:					
- property, plant and equipment	5,28	12,700	10,690	-	-
- right-of-use assets	6,28	32,290	31,327	-	-
Dividend income	26	-	-	(20,223)	(30,016)
(Gain)/Loss on disposal of:					
- investment in subsidiaries	28	-	-	-	(1,059)
- property, plant and equipment	28	17	186	-	-
Gain on reassessment and modification leases	28	(778)	(796)	-	-
Gain on remeasurement of previously held equity interest in an associate	28	(2,483)	-	-	-
Loss on striking off of subsidiaries	28	-	-	-	54
Interest expense and profit payment on borrowings	28	7,668	7,694	-	-
Interest income and distribution income from cash and bank balances and short term funds	28	(1,965)	(2,673)	(406)	(493)
Net fair value (gains)/losses on:					
- non-current amount owing by subsidiaries	28	-	-	(69)	(62)
- investment properties	7,28	312	(165)	-	-
- other investment	28	17	17	-	-
Net impairment (gains)/losses on:					
- amount owing by subsidiaries	13(n),28	-	-	(59)	(85)
- goodwill	8,28	2,663	-	-	-
- investment in subsidiaries	28	-	-	-	(6,599)
- property, plant and equipment	5,28	3,066	(198)	-	-
- right-of-use assets	6,28	2,889	185	-	-
- trade and other receivables	13,28	5,641	51	-	-
Net unrealised losses on foreign exchange	28	559	375	-	-
Share of result of associates, net of tax	10(e)	274	(448)	-	-
Share of result of a joint venture, net of tax	11	341	-	-	-
Under/(Over)-provision of restoration costs	24(c),28	48	(77)	-	-
Writedown of inventories	15(g),28	1,118	452	-	-
Write-off of:					
- bad debts	28	53	45	-	5
- deposits	28	-	9	-	9
- inventories	15(f), 28	346	51	-	-
- property, plant and equipment	5,28	590	69	-	-
Operating profit/(loss) before changes in working capital		83,966	101,046	(1,061)	(1,175)

# STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES (continued)</b>					
Changes in working capital:					
Inventories		(6,047)	2,162	-	-
Trade and other receivables		(2,187)	(1,584)	(2,400)	-
Contract assets		(4,254)	-	-	-
Trade and other payables		2,838	(5,503)	(163)	(98)
Contract liabilities		(649)	(627)	-	-
Cash generated from/(used in) operations		73,667	95,494	(3,624)	(1,273)
Tax paid		(11,336)	(20,227)	(55)	(66)
Tax refunded		1,407	1,262	-	16
Net cash from/(used in) operating activities		63,738	76,529	(3,679)	(1,323)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Acquisition of:					
- additional interest in subsidiaries	9(c)(ii)	(5,407)	-	(5,407)	(3,800)
- a subsidiary, net of cash acquired	9(c)(i)	(5,701)	-	(7,500)	-
- an associate		(7,500)	-	(7,500)	-
- a joint venture		(1,800)	-	(1,800)	-
Advances to subsidiaries		-	-	(2,183)	(8,374)
Dividends received from subsidiaries		-	-	19,773	29,716
Dividends received from an associate	10(e)	450	300	450	300
Interest received		1,965	2,673	406	493
Withdrawal/(Placement) of fixed deposits with maturities more than three (3) months		12,264	(12,264)	-	-
Placement of deposits pledged with a licensed bank		(33)	(34)	-	-
Purchase of property, plant and equipment	5(c)	(14,935)	(14,598)	-	-
Purchase of other investments		-	(150)	-	(150)
Proceeds from disposal of:					
- other investments		1,661	-	-	-
- property, plant and equipment		9	32	-	-
Proceeds from dissolution of subsidiaries	9(d)(vii)	-	-	-	61
Proceeds from partial disposal of 30% equity interest in a subsidiary		-	15,837	-	15,837
Proceeds from share capital reduction of subsidiaries		-	-	-	16,240
Net cash (used in)/from investing activities		(19,027)	(8,204)	(3,761)	50,323

# STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Dividends paid to owners of the parent	31	(14,070)	(24,120)	(14,070)	(24,120)
Dividends paid to non-controlling interests	9(g)	(3,935)	(5,776)	-	-
Interest paid and profit paid on borrowings		(3,294)	(3,923)	-	-
Drawdown of borrowings:					
- bankers' acceptance		8,312	10,555	-	-
- revolving credit		-	7,704	-	-
- trade loan		13,926	-	-	-
Repayment of borrowings:					
- bankers' acceptance		(9,017)	(11,405)	-	-
- revolving credit		(2,000)	(4,400)	-	-
- term loan and term financing-i		(4,806)	(4,405)	-	-
- trade loan		(14,531)	(4,565)	-	-
- trust receipts		-	(6,726)	-	-
Payments of lease liabilities	6(f)	(35,304)	(33,706)	-	-
Net cash used in financing activities		(64,719)	(80,767)	(14,070)	(24,120)
Net (decrease)/increase in cash and cash equivalents		(20,008)	(12,442)	(21,510)	24,880
Effects of exchange rate changes on cash and cash equivalents		(2,452)	539	-	-
Cash and cash equivalents at beginning of the financial year		129,882	141,785	29,570	4,690
Cash and cash equivalents at end of the financial year	18(d)	107,422	129,882	8,060	29,570

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

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 1. CORPORATE INFORMATION

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

The registered office of the Company is located at No.5-1, Jalan Radin Bagus 9, Bandar Baru Sri Petaling, 57000 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

The principal place of business of the Company is located at Level 6, Ikon Connaught, Lot 160, Jalan Cerdas, Taman Connaught, Cheras, 56000 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

The consolidated financial statements for the financial year ended 30 June 2025 comprise the Company and its subsidiaries and the interests of the Group in associates and a joint venture. These financial statements are presented in Ringgit Malaysia (“RM”), which is also the functional currency of the Company. All financial information presented in RM has been rounded to the nearest thousand, unless otherwise stated.

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 13 October 2025.

## 2. PRINCIPAL ACTIVITIES

The Company is principally an investment holding and management company. The principal activities of the subsidiaries, associates and a joint venture are mainly designing, manufacturing, marketing, retailing and wholesaling of fashionable leather goods, apparels, footwear and accessories for the local and overseas markets, property development, food and beverages services, operating health and fitness centre and investment holding. Further details of the subsidiaries, associates and a joint venture are set out in Notes 9, 10 and 11 to the financial statements.

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

## 3. BASIS OF PREPARATION

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

The accounting policies adopted are consistent with those of the previous financial year except for the effects of the adoption of the new MFRSs during the financial year. The new MFRS and Amendments to MFRSs adopted during the financial year are disclosed in Note 36.1 to the financial statements.

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

## 4. OPERATING SEGMENTS

Bonia Corporation Berhad and its subsidiaries are principally engaged in designing, manufacturing, marketing, retailing and wholesaling of fashionable leather goods, apparels, footwear and accessories for the local and overseas markets, property development, food and beverages services and investment holding.

The Group has arrived at three (3) reportable operating segments that are organised and managed separately according to the nature of products and services and specific expertise, which require different business and marketing strategies. The reportable segments are summarised as follows:

Retailing	Designing, promoting, advertising and marketing of fashionable leather goods, apparels, footwear and accessories.
Manufacturing	Manufacturing and marketing of fashionable leather goods.
Investment and property development	Investment holding and rental and development of properties.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 4. OPERATING SEGMENTS (continued)

Other non-reportable segment involved in business of managing food and beverage which are below the quantitative threshold for determining reportable segments.

The Group evaluates performance on the basis of profit or loss from operations before tax.

Inter-segment revenue is priced along the similar lines as sales to external customers and is eliminated in the consolidated financial statements. These policies have been applied consistently throughout the current and previous financial years.

Segment assets exclude tax assets.

Segment liabilities exclude tax liabilities. Even though loans and borrowings arise from financing activities rather than operating activities, they are allocated to the segments based on relevant factors (e.g. funding requirement).

Details are provided in the reconciliations from segment assets and liabilities to the position of the Group.

2025	Retailing RM'000	Manufacturing RM'000	Investment and property development RM'000	Others RM'000	Total RM'000
<b>Revenue</b>					
Total revenue	371,923	11,533	42,580	2,125	428,161
Inter-segment revenue	-	(11,530)	(39,302)	-	(50,832)
Revenue from external customers	371,923	3	3,278	2,125	377,329
Interest income	1,648	72	244	1	1,965
Interest expense and profit payment on borrowings	(4,923)	(2)	(2,737)	(6)	(7,668)
Net interest expense and profit payment on borrowings	(3,275)	70	(2,493)	(5)	(5,703)
<b>Segment profit before tax</b>	14,894	205	1,834	255	17,188
Share of results of associates and a joint venture, net of tax	-	-	(615)	-	(615)
Tax expense	(8,394)	35	(997)	(49)	(9,405)
Material items:					
- net realised gain/(loss) on foreign exchange	172	(58)	(1)	-	113
- rental commission	(5,987)	-	-	-	(5,987)
- rental of office equipment	(34)	-	-	-	(34)
- rental of premises	(2,342)	-	(522)	(9)	(2,873)
- rental income	357	627	-	-	984
Other material non-cash items:					
- amortisation of trademarks	(1,412)	-	-	-	(1,412)
- depreciation of:					
- property, plant and equipment	(10,487)	(449)	(1,731)	(33)	(12,700)
- right-of-use assets	(32,087)	(52)	(142)	(9)	(32,290)

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 4. OPERATING SEGMENTS (continued)

2025	Retailing RM'000	Manufacturing RM'000	Investment and property development RM'000	Others RM'000	Total RM'000
Other material non-cash items: (continued)					
- loss on disposal of property, plant and equipment	(17)	-	-	-	(17)
- gain on reassessment and modification of leases	778	-	-	-	778
- gain on remeasurement of previously held equity interest in an associate	-	-	2,483	-	2,483
- net fair value (losses)/gains on:					
- investment properties	(328)	-	16	-	(312)
- other investments	(17)	-	-	-	(17)
- short term funds	436	-	271	-	707
- net impairment (losses)/gains on:					
- goodwill	(2,663)	-	-	-	(2,663)
- property, plant and equipment	(3,066)	-	-	-	(3,066)
- right-of-use assets	(2,889)	-	-	-	(2,889)
- trade and other receivables	(5,698)	-	57	-	(5,641)
- net unrealised (loss)/gain on foreign exchange	(503)	87	(143)	-	(559)
- under-provision of restoration cost	(48)	-	-	-	(48)
- (writedown)/writeback of inventories	(1,133)	15	-	-	(1,118)
- write-off of:					
- bad debts	(1)	-	(52)	-	(53)
- inventories	(324)	(22)	-	-	(346)
- property, plant and equipment	(361)	-	(229)	-	(590)
Interests in associates	-	-	6,817	-	6,817
Interest in a joint venture	-	-	1,459	-	1,459
Additions to non-current assets other than financial instruments and deferred tax assets	32,979	83	2,748	1,250	37,060
<b>Segment assets</b>	<b>364,774</b>	<b>20,991</b>	<b>281,087</b>	<b>5,589</b>	<b>672,441</b>
<b>Segment liabilities</b>	<b>141,808</b>	<b>892</b>	<b>65,468</b>	<b>1,556</b>	<b>209,724</b>

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 4. OPERATING SEGMENTS (continued)

2024	Retailing RM'000	Manufacturing RM'000	Investment and property development RM'000	Total RM'000
<b>Revenue</b>				
Total revenue	410,673	13,059	53,150	476,882
Inter-segment revenue	-	(13,059)	(50,158)	(63,217)
Revenue from external customers	410,673	-	2,992	413,665
Interest income	2,194	53	426	2,673
Interest expense and profit payment on borrowings	(4,653)	(4)	(3,037)	(7,694)
Net interest expense and profit payment on borrowings	(2,459)	49	(2,611)	(5,021)
<b>Segment profit/(loss) before tax</b>	53,197	(41)	(271)	52,885
Share of result of an associate, net of tax	-	-	448	448
Tax expense	(12,632)	99	(428)	(12,961)
<b>Material items:</b>				
- net realised loss on foreign exchange	(304)	(46)	-	(350)
- rental commission	(6,744)	-	-	(6,744)
- rental of office equipment	(123)	-	(20)	(143)
- rental of premises	(1,018)	-	(521)	(1,539)
- rental income	363	554	-	917
<b>Other material non-cash items:</b>				
- amortisation of trademarks	(1,367)	-	-	(1,367)
- depreciation of:				
- property, plant and equipment	(8,644)	(443)	(1,603)	(10,690)
- right-of-use assets	(31,126)	(59)	(142)	(31,327)
- gain/(loss) on disposal of property, plant and equipment	11	-	(197)	(186)
- gain on reassessment and modification of leases	796	-	-	796
- net fair value gains/(losses) on:				
- investment properties	-	-	165	165
- other investments	(17)	-	-	(17)
- short term funds	403	-	259	662
- net impairment gains/(losses) on:				
- property, plant and equipment	198	-	-	198
- right-of-use assets	(185)	-	-	(185)
- trade and other receivables	(52)	-	1	(51)
- net unrealised loss on foreign exchange	(117)	(20)	(238)	(375)
- over-provision of restoration cost	77	-	-	77
- (writedown)/writeback of inventories	(551)	99	-	(452)

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 4. OPERATING SEGMENTS (continued)

2024	Retailing RM'000	Manufacturing RM'000	Investment and property development RM'000	Total RM'000
Other material non-cash items: (continued)				
- write-off of:				
- bad debts	(45)	-	-	(45)
- deposits	-	-	(9)	(9)
- inventories	(5)	(46)	-	(51)
- property, plant and equipment	(58)	-	(11)	(69)
Interests in associates	-	-	1,308	1,308
Additions to non-current assets other than financial instruments and deferred tax assets	53,876	293	458	54,627
<b>Segment assets</b>	<b>394,089</b>	<b>21,783</b>	<b>292,442</b>	<b>708,314</b>
<b>Segment liabilities</b>	<b>150,848</b>	<b>1,040</b>	<b>69,635</b>	<b>221,523</b>

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities to the corresponding amounts of the Group are as follows:

	2025 RM'000	2024 RM'000
<b>Revenue</b>		
Total revenue for reportable segments	428,161	476,882
Elimination of inter-segment revenues	(50,832)	(63,217)
Revenue of the Group per consolidated statement of profit or loss and other comprehensive income	377,329	413,665
<b>Profit for the financial year</b>		
Profit before tax	17,188	52,885
Tax expense	(9,405)	(12,961)
Profit for the financial year of the Group per consolidated statement of profit or loss and other comprehensive income	7,783	39,924
<b>Assets</b>		
Total assets for reportable segments	672,441	708,314
Tax assets	7,830	6,199
Total assets of the Group per consolidated statement of financial position	680,271	714,513
<b>Liabilities</b>		
Total liabilities for reportable segments	209,724	221,523
Tax liabilities	10,354	9,700
Total liabilities of the Group per consolidated statement of financial position	220,078	231,223

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 4. OPERATING SEGMENTS (continued)

### Geographical information

The Group operates mainly in Malaysia, Singapore and Indonesia.

In presenting information on the basis of geographical areas, segment revenue is based on the geographical location of customers.

The composition of each geographical segment is as follows:

- (i) Malaysia : Manufacturing, designing, promoting and marketing of fashionable leather goods, apparels, footwear, accessories, development of commercial properties and food and beverages services.
- (ii) Singapore : Designing, promoting and marketing of fashionable apparels, footwear, accessories and leather goods.
- (iii) Indonesia : Marketing and distribution of fashionable goods and accessories.
- (iv) Others<sup>(1)</sup> : Marketing and distribution of fashionable goods and accessories.

<sup>(1)</sup> Others represent the marketing and distribution of fashionable goods and accessories to East Asia and other ASEAN Countries.

Segment assets are based on the geographical location of the assets of the Group. The non-current assets do not include financial instruments, deferred tax assets, interests in associates and interest in a joint venture.

	2025 RM'000	2024 RM'000
<b>Revenue from external customers</b>		
Malaysia	251,538	273,654
Singapore	99,335	115,460
Indonesia	16,996	14,687
Others	9,460	9,864
	377,329	413,665
<b>Non-current assets</b>		
Malaysia	326,111	323,545
Singapore	68,578	81,002
Indonesia	7,309	8,061
	401,998	412,608

### Major customers

There were no major customers who contributed more than ten percent (10%) of the total revenue of the Group. As such, information on major customers is not presented.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 5. PROPERTY, PLANT AND EQUIPMENT

Group	Balance as at 1.7.2024 RM'000	Additions RM'000	Depreciation charge for the financial year (Note 28) RM'000	Disposals RM'000	Written off (Note 28) RM'000	Acquisition of a subsidiary (Note 9(c)(i)) RM'000	Net impairment losses (Note 28) RM'000	Reclassification RM'000	Reclassification from investment properties (net) (Note 7)* RM'000	Translation adjustments RM'000	Balance as at 30.6.2025 RM'000
Carrying amount											
Freehold land	39,934	-	-	-	-	-	-	-	14,336	-	54,270
Buildings on freehold land	77,801	-	(2,053)	-	-	-	-	-	-	-	75,748
Buildings on leasehold land	6,354	-	(211)	-	-	-	-	-	-	(291)	5,852
Electrical installations	54	-	(15)	-	(2)	15	-	-	-	-	52
Furniture, fittings and counter fixtures	13,416	10,001	(6,160)	(14)	(5)	27	(3,066)	856	-	(11)	15,044
Motor vehicles	110	-	(72)	-	-	-	-	-	-	-	38
Office equipment	2,743	2,322	(1,169)	-	(1)	131	-	-	-	(22)	4,004
Plant and machinery	297	36	(56)	-	-	-	-	-	-	-	277
Renovation	7,014	2,146	(2,964)	(12)	(353)	686	-	(595)	-	(203)	5,719
Capital work-in-progress	416	1,916	-	-	(229)	-	-	(261)	-	-	1,842
	148,139	16,421	(12,700)	(26)	(590)	859	(3,066)	-	14,336	(527)	162,846

\* The reclassification from investment properties (net) of RM14,336,000 comprise a freehold land with a carrying amount of RM36,984,000 reclassified from property, plant and equipment to investment property. The property now is held for leasing purposes. A freehold land with a carrying amount of RM51,320,000 was reclassified from investment property to property, plant and equipment. The reclassification arose from changes in the intended use of the properties.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

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

Group	At 30.6.2025			Carrying amount RM'000
	Cost RM'000	Accumulated depreciation RM'000	Accumulated impairment RM'000	
Freehold land	54,270	-	-	54,270
Buildings on freehold land	97,175	(21,427)	-	75,748
Buildings on leasehold land	9,039	(2,824)	(363)	5,852
Electrical installations	425	(373)	-	52
Furniture, fittings and counter fixtures	58,635	(39,626)	(3,965)	15,044
Motor vehicles	2,882	(2,844)	-	38
Office equipment	18,945	(14,940)	(1)	4,004
Plant and machinery	2,873	(2,596)	-	277
Renovation	33,640	(27,921)	-	5,719
Capital work-in-progress	1,842	-	-	1,842
	279,726	(112,551)	(4,329)	162,846

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

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

Group	Balance as at 1.7.2023 RM'000	Additions RM'000	Depreciation charge for the financial year (Note 28) RM'000	Disposals RM'000	Written off (Note 28) RM'000	Reversal of impairment (Note 28) RM'000	Reclassification from		Balance as at 30.6.2024 RM'000
							right-of-use assets (Note 6) RM'000	Translation adjustments RM'000	
<b>Carrying amount</b>									
Freehold land	39,934	-	-	-	-	-	-	-	39,934
Buildings on freehold land	79,831	246	(2,064)	(212)	-	-	-	-	77,801
Buildings on leasehold land	6,817	-	(220)	-	-	-	-	(243)	6,354
Electrical installations	48	27	(17)	-	(4)	-	-	-	54
Furniture, fittings and counter fixtures	9,147	8,329	(4,259)	-	(8)	197	-	10	13,416
Motor vehicles	219	-	(216)	-	-	-	107	-	110
Office equipment	2,820	1,095	(1,160)	(6)	(17)	1	-	10	2,743
Plant and machinery	248	96	(48)	-	-	-	-	1	297
Renovation	5,309	4,416	(2,706)	-	(40)	-	-	35	7,014
Capital work-in-progress	-	416	-	-	-	-	-	-	416
	144,373	14,625	(10,690)	(218)	(69)	198	107	(187)	148,139

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

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

Group	← At 30.6.2024 →			
	Cost RM'000	Accumulated depreciation RM'000	Accumulated impairment RM'000	Carrying amount RM'000
Freehold land	39,934	-	-	39,934
Buildings on freehold land	96,101	(18,300)	-	77,801
Buildings on leasehold land	9,414	(2,688)	(372)	6,354
Electrical installations	343	(289)	-	54
Furniture, fittings and counter fixtures	47,969	(33,531)	(1,022)	13,416
Motor vehicles	2,882	(2,772)	-	110
Office equipment	15,738	(12,995)	-	2,743
Plant and machinery	2,849	(2,552)	-	297
Renovation	33,742	(26,728)	-	7,014
Capital work-in-progress	416	-	-	416
	249,388	(99,855)	(1,394)	148,139

- (a) All items of property, plant and equipment are initially measured at cost. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the subsequent costs would flow to the Group and the Company and the cost of the asset could be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group is obligated to incur when the asset is acquired, if applicable.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the asset and which has a different useful life, is depreciated separately.

After initial recognition, property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

- (b) Depreciation is calculated to write off the cost of the assets to their residual values on a straight-line basis over their estimated useful lives. The principal annual depreciation rates are as follows:

Buildings	2% - 10%
Electrical installations	10% - 20%
Furniture, fittings and counter fixtures	10% - 33⅓%
Motor vehicles	20%
Office equipment	10% - 50%
Plant and machinery	15% - 20%
Renovation	10% - 33⅓%

Freehold land has unlimited useful life and is not depreciated. Capital work-in-progress is not depreciated until such time when the asset is available for use.

The residual values, useful lives and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment. If expectations differ from previous estimates, the changes are accounted for as a change in an accounting estimate.

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the carrying amount is included in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

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

- (c) During the financial year, the Group made the following cash payments to purchase property, plant and equipment:

	Group	
	2025 RM'000	2024 RM'000
Purchase of property, plant and equipment	16,421	14,625
Unsettled and remained as other payables	(1,486)	(27)
Cash payments on purchase of property, plant and equipment	14,935	14,598

- (d) As at the end of the reporting period, the carrying amount of property, plant and equipment of the Group pledged as securities for banking facilities granted to the Group as disclosed in Notes 22(c)(ii), 23(a) and 23(b) to the financial statements are as follows:

	Group	
	2025 RM'000	2024 RM'000
Freehold land	51,320	36,984
Buildings on freehold land	41,135	42,162
	92,455	79,146

- (e) For the purpose of impairment assessment, recoverable amount of property, plant and equipment is determined based on higher of value-in-use or fair value less cost of disposal of each Cash Generating Unit ("CGU").

The carrying amounts of property, plant and equipment in certain subsidiaries which have indication of impairment amounted to RM3,118,000 as at 30 June 2025.

Value-in-use of the CGUs is determined by discounting the future cash flows to be generated from continuing use of the CGUs. Management has made significant judgements and estimates about the future results and key assumptions applied to cash flow projections of the CGUs in determining the recoverable amount using the value-in-use model. These key assumptions include forecast growth in future revenues and operating profit margins, as well as determining an appropriate pre-tax discount rate and growth rates.

Based on these assumptions, impairment losses of RM3,066,000 (2024: RM Nil) was recognised during the financial year in relation to property, plant and equipment of subsidiaries as the recoverable amounts determined are lower than the carrying amounts of the CGUs. Pre-tax discount rate of 9.0% (2024: 11.6%) were applied over the projection periods in determining the recoverable amounts of the CGUs.

In the previous financial year, a reversal of impairment losses of RM198,000 was recognised in relation to property, plant and equipment of certain subsidiaries as the recoverable amounts were higher than the carrying amounts of the CGUs.

With regard to the assessment of value-in-use of the CGUs, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts of the CGUs to further materially exceed their recoverable amounts.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group as lessee

Right-of-use assets

Carrying amount	Balance as at 1.7.2024 RM'000	Reassessment and modification RM'000	Additions RM'000	Depreciation charge for the financial year (Note 28) RM'000	Acquisition of a subsidiary RM'000	Impairment losses (Note 28) RM'000	Translation adjustments RM'000	Balance as at 30.6.2025 RM'000	At 30.6.2025			
									Cost RM'000	Accumulated depreciation RM'000	Accumulated impairment RM'000	Carrying amount RM'000
Leasehold land	177	-	-	(4)	-	-	-	173				
Boutiques	83,324	6,376	20,512	(29,610)	-	(2,889)	(1,423)	76,290				
Warehouses, hostels and office premises	5,163	722	44	(2,490)	14	-	(200)	3,253				
Office equipment	87	(20)	83	(38)	-	-	(3)	109				
Motor vehicles	369	-	-	(148)	139	-	-	360				
	89,120	7,078	20,639	(32,290)	153	(2,889)	(1,626)	80,185				
<b>Carrying amount</b>												
Leasehold land					277	(104)	-	173				
Boutiques					191,986	(112,156)	(3,540)	76,290				
Warehouses, hostels and office premises					12,396	(9,143)	-	3,253				
Office equipment					181	(72)	-	109				
Motor vehicles					893	(533)	-	360				
					205,733	(122,008)	(3,540)	80,185				

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group as lessee (continued)

Right-of-use assets (continued)

Carrying amount	Balance as at 1.7.2023 RM'000	Reassessment and modification RM'000	Additions RM'000	Depreciation charge for the financial year (Note 28) RM'000	Impairment losses (Note 28) RM'000	Reclassification to property, plant and equipment (Note 5) RM'000	Translation adjustments RM'000	Balance as at 30.6.2024 RM'000	At 30.6.2024			
									Cost RM'000	Accumulated depreciation RM'000	Accumulated impairment RM'000	Carrying amount RM'000
Leasehold land	180	-	-	(3)	-	-	-	177	277	(100)	-	177
Boutiques	66,486	6,714	38,723	(28,702)	(185)	-	288	83,324	178,652	(94,505)	(823)	83,324
Warehouses, hostels and office premises	6,280	(13)	1,279	(2,448)	-	-	65	5,163	13,163	(8,000)	-	5,163
Office equipment	117	-	-	(32)	-	-	2	87	207	(120)	-	87
Motor vehicles	567	51	-	(142)	-	(107)	-	369	707	(338)	-	369
	73,630	6,752	40,002	(31,327)	(185)	(107)	355	89,120	193,006	(103,063)	(823)	89,120

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

### The Group as lessee (continued)

#### Right-of-use assets (continued)

- (a) The Group recognises a right-of-use asset and a lease liability at the commencement date of the contract for all leases excluding short-term leases or leases for which the underlying asset is of low value, conveying the right to control the use of an identified asset for a period of time.

The Group determines the lease term as the non-cancellable period of a lease, together with both:

- (i) periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and
- (ii) periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

In assessing whether a lessee is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Group considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases and leases of low-value assets of RM20,000 and below. Short-term leases are leases with a lease term of twelve (12) months or less. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

- (b) Right-of-use assets are initially measured at cost, which comprise the initial amount of the lease liabilities adjusted for any lease payments made at or before the commencement date of the leases.

After initial recognition, right-of-use assets are stated at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities.

- (c) The right-of-use assets are depreciated on the straight-line basis over the earlier of the estimated useful lives of the right-of-use assets or the end of the lease term. The lease terms of right-of-use assets are as follows:

Leasehold land	Up to 96 years
Boutiques	1 to 9 years
Warehouses, hostels and office premises	1 to 8 years
Office equipment	5 years
Motor vehicles	5 years

- (d) The leasehold land of the Group has a remaining tenure of 60 years (2024: 61 years).
- (e) The Group leases boutiques, warehouses, hostels, office premises, office equipment and motor vehicles with lease periods of 1 to 9 years (2024: 1 to 14 years).
- (f) During the financial year, the Group made the following cash payments to purchase right-of-use assets:

	Group	
	2025 RM'000	2024 RM'000
Purchase of right-of-use assets	20,639	40,002
Financed by lease liabilities	(20,225)	(39,461)
Provision for restoration costs capitalised (Note 24(c))	(414)	(541)
Cash payments on purchase of right-of-use assets	-	-

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

### The Group as lessee (continued)

#### Right-of-use assets (continued)

(g) The following are the amounts recognised in profit or loss:

	Group	
	2025 RM'000	2024 RM'000
Included in cost of sales:		
Depreciation charge of right-of-use assets	3	3
Included in selling and distribution expenses:		
Expenses relating to short-term lease	2,318	887
Depreciation charge of right-of-use assets	30,741	29,755
Variable lease payments:		
- based on the monthly gross sales	5,987	6,744
Included in general and administrative expenses:		
Expenses relating to short-term lease	555	652
Expenses relating to leases of low-value assets	34	143
Depreciation charge of right-of-use assets	1,546	1,569
Impairment losses on right-of-use assets	2,889	185
Included in finance costs:		
Interest expense on lease liabilities	4,186	3,744
Included in other operating income:		
Gain on reassessment and modification of leases	(778)	(796)
	47,481	42,886

(h) For the purpose of impairment assessment, recoverable amount of right-of-use assets is determined based on the higher of value-in-use or fair value less cost of disposal of each Cash Generating Unit ("CGU"). It comprises assets at individual retail outlets and at the Company level. Management considered the losses incurred by certain operating subsidiaries during the current financial year as indicators of impairment.

The carrying amounts of right-of-use assets in certain subsidiaries which have indication of impairment amounted to RM7,863,000 as at 30 June 2025.

Value-in-use of the CGUs is determined by discounting the future cash flows for the remaining useful life of the right-of-use assets. Management has made significant judgements and estimates about the future results and key assumptions applied to cash flow projections of the CGUs in determining the recoverable amount using the value-in-use model. These key assumptions include forecast growth in future revenues and operating profit margins, as well as determining an appropriate pre-tax discount rate and growth rates.

Pre-tax discount rate of 9.0% (2024: 11.6%) were applied over the projection periods in determining the recoverable amounts of the CGUs.

Based on these assumptions, impairment losses of RM2,889,000 (2024: RM185,000) are recognised in relation to right-of-use assets of certain subsidiaries as the recoverable amounts determined are lower than the carrying amounts of the CGUs.

With regard to the assessment of value-in-use of the CGUs, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts of the CGUs to further materially exceed their recoverable amounts.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

### The Group as lessee (continued)

#### Lease liabilities

	Balance as at 1.7.2024 RM'000	Reassessment and modification RM'000	Additions RM'000	Acquisition of a subsidiary RM'000	Lease payments RM'000	Interest expense (Note 28) RM'000	Translation adjustments RM'000	Balance as at 30.6.2025 RM'000
<b>Carrying amount</b>								
Boutiques	87,388	5,178	20,098	-	(32,432)	3,995	(1,467)	82,760
Warehouses, hostels and office premises	5,512	628	44	16	(2,714)	175	(209)	3,452
Office equipment	75	(20)	83	-	(46)	5	(2)	95
Motor vehicles	266	-	-	113	(128)	11	-	262
	93,241	5,786	20,225	129	(35,320)	4,186	(1,678)	86,569
<b>Carrying amount</b>								
Boutiques	70,745	5,549	38,185	-	(30,922)	3,538	293	87,388
Warehouses, hostels and office premises	6,613	10	1,276	-	(2,637)	186	64	5,512
Office equipment	115	-	-	-	(47)	6	1	75
Motor vehicles	372	-	-	-	(120)	14	-	266
	77,845	5,559	39,461	-	(33,726)	3,744	358	93,241

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group as lessee (continued)

Lease liabilities (continued)

Represented by:	Group	
	2025 RM'000	2024 RM'000
<b>Non-current liabilities</b>		
- Lease liabilities owing to financial institutions	234	153
- Lease liabilities owing to non-financial institutions	57,861	63,875
	58,095	64,028
<b>Current liabilities</b>		
- Lease liabilities owing to financial institutions	123	188
- Lease liabilities owing to non-financial institutions	28,351	29,025
	28,474	29,213
	86,569	93,241

- (a) The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the incremental borrowing rate of the Group. Subsequent to initial recognition, the Group measures the lease liabilities by increasing the carrying amount to reflect interest on the lease liabilities, reducing the carrying amount to reflect lease payments made, and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

- (b) The following are total cash outflows for lease as a lessee:

	Group	
	2025 RM'000	2024 RM'000
Included in net cash from operating activities:		
Payments relating to short-term leases and leases of low-value assets	2,907	1,682
Interest paid in relation to lease liabilities	4,186	3,744
Payments relating to variable lease payments not included in the measurement of lease liabilities	5,987	6,744
Included in net cash from financing activities:		
Payments of lease liabilities	35,304	33,706
	48,384	45,876

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

### The Group as lessee (continued)

#### Lease liabilities (continued)

- (c) The Group has lease contracts for certain boutiques that contains variable payments based on the monthly gross sales. Variable lease payments are recognised in profit or loss when the condition that triggers those payments occur.

A 10% increase in monthly gross sales would increase total lease payments by 1.4% (2024: 1.6%).

- (d) The Group has several lease contracts that include extension options. These options are negotiated by the Group to provide flexibility in managing the leased-asset portfolio and align with the business needs of the Group.

The following are the undiscounted potential future rental payments that are not included in the lease term:

	One to five years RM'000	Total RM'000
Extension options expected not to be exercised	3,413	3,413

- (e) Information on the financial risk of lease liabilities is disclosed in Note 35 to the financial statements.
- (f) Reconciliation of liabilities arising from financing activities:

	Group	
	2025 RM'000	2024 RM'000
At 1 July 2024/2023	93,241	77,845
Cash flows:		
- Payments of lease liabilities	(35,320)	(33,726)
- Interest paid	16	20
	(35,304)	(33,706)
Non-cash flows:		
- Reassessment and modification	5,786	5,559
- Additions	20,225	39,461
- Acquisition of a subsidiary	129	-
- Unwinding of interest	4,170	3,724
- Effect of foreign exchange	(1,678)	358
	28,632	49,102
At 30 June 2025/2024	86,569	93,241

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

### The Group as lessor

The Group has entered into non-cancellable lease agreements for offices and freehold land for terms of between one (1) to three (3) years (2024: one (1) to three (3) years) without option for renewal (2024: one (1) to six (6) years). The Group has aggregate future minimum lease receivable as at the end of each reporting period as follows:

Group	2025 RM'000	2024 RM'000
Less than one (1) year	932	1,906
One (1) to two (2) years	302	1,300
Two (2) to three (3) years	-	1,408
Three (3) to four (4) years	-	1,221
Four (4) to five (5) years	-	1,200
More than five (5) years	-	4,600
	1,234	11,635

## 7. INVESTMENT PROPERTIES

Group	Balance as at 1.7.2024 RM'000	Fair value adjustments (Note 28) RM'000	Reclassification to property, plant and equipment (Note 5) RM'000	Translation adjustment RM'000	Balance as at 30.6.2025 RM'000
<b>At fair value</b>					
Freehold land, shoplots and clubhouse	86,959	16	(14,336)	-	72,639
Long term leasehold land and shoplots	11,494	(328)	-	(1,078)	10,088
	98,453	(312)	(14,336)	(1,078)	82,727

Group	Balance as at 1.7.2023 RM'000	Fair value adjustments (Note 28) RM'000	Translation adjustment RM'000	Balance as at 30.6.2024 RM'000
<b>At fair value</b>				
Freehold land, shoplots and clubhouse	86,719	240	-	86,959
Long term leasehold land and shoplots	12,467	(75)	(898)	11,494
	99,186	165	(898)	98,453

- (a) Investment properties are properties which are held to earn rental yields or for capital appreciation or for both and are not occupied by the Group. Investment properties also include properties that are being constructed or developed for future use as investment properties.

Investment properties are initially measured at cost, which includes transaction costs. After initial recognition, investment properties are stated at fair value. A gain or loss arising from a change in fair value of investment properties is recognised in profit or loss for the period in which it arises.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 7. INVESTMENT PROPERTIES (continued)

- (b) As at the end of the reporting period, certain investment properties of the Group with a total carrying amount of RM37,000,000 (2024: RM51,320,000) have been pledged as securities for banking facilities granted to the Group as disclosed in Notes 22(c)(ii) and 23(b) to the financial statements.
- (c) As at the end of reporting period, rental income of the Group derived from the investment properties amounted to RM3,392,000 (2024: RM3,122,000).
- (d) The amounts of direct expenses recognised in profit or loss during the financial year are as follows:

	Group	
	2025 RM'000	2024 RM'000
<b>Income generating units</b>		
Quit rent and assessment	68	72
<b>Non-income generating units</b>		
Repairs and maintenance	49	49
Quit rent and assessment	13	12

- (e) The fair value of investment properties of the Group are categorised as follows:

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
<b>2025</b>				
Freehold land, shoplots and clubhouse	-	-	72,639	72,639
Long term leasehold land and shoplots	-	-	10,088	10,088
	-	-	82,727	82,727
<b>2024</b>				
Freehold land, shoplots and clubhouse	-	-	86,959	86,959
Long term leasehold land and shoplots	-	-	11,494	11,494
	-	-	98,453	98,453

- (i) There were no transfers between Level 1, Level 2 and Level 3 fair value measurements during the financial years ended 30 June 2025 and 30 June 2024.
- (ii) As at 30 June 2025, the valuation of investment properties at Level 3 fair value amounting to RM82,727,000 (2024: RM98,453,000) were recommended by the Directors based on indicative market values from the valuation exercise carried out on an open market value basis by external and independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued.

The fair value is determined using the comparison method, which analyses recent transactions of similar properties with adjustments for differences in location, size, and other relevant factors. Sales prices of comparable land in close proximity are adjusted for key differences, such as property size. The primary unobservable input in this valuation approach is price per square foot. The estimated fair value would increase/(decrease) if the price per square foot is higher/(lower). These inputs are interrelated with other factors, including property condition and market trends, which may amplify or moderate changes in fair value.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 7. INVESTMENT PROPERTIES (continued)

(e) The fair value of investment properties of the Group are categorised as follows: (continued)

(iii) The fair value measurements of the investment properties are based on the highest and best use which does not differ from their actual use. The investment properties of the Group are mainly used to generate rental income.

During the financial year, the net fair value loss of RM312,000 (2024: gain of RM165,000) arising from the remeasurement of investment properties was recognised in profit or loss as disclosed in Note 28 to the financial statements.

## 8. INTANGIBLE ASSETS

Group	Balance as at 1.7.2024 RM'000	Addition RM'000	Amortisation charge for the financial year (Note 28) RM'000	Impairment (Note 28) RM'000	Translation adjustments RM'000	Balance as at 30.6.2025 RM'000
<b>Carrying amount</b>						
Goodwill	51,495	6,616	-	(2,663)	(2,486)	52,962
Trademarks	25,401	-	(1,412)	-	(711)	23,278
Other intangible assets	-	-	-	-	-	-
	76,896	6,616	(1,412)	(2,663)	(3,197)	76,240

Group	At 30.6.2025			Carrying amount RM'000
	Cost RM'000	Accumulated amortisation RM'000	Accumulated impairment RM'000	
<b>Carrying amount</b>				
Goodwill	69,013	-	(16,051)	52,962
Trademarks	53,648	(26,102)	(4,268)	23,278
Other intangible assets	2,477	(2,477)	-	-
	125,138	(28,579)	(20,319)	76,240

Group	Balance as at 1.7.2023 RM'000	Amortisation charge for the financial year (Note 28) RM'000	Translation adjustments RM'000	Balance as at 30.6.2024 RM'000
<b>Carrying amount</b>				
Goodwill	50,954	-	541	51,495
Trademarks	26,609	(1,367)	159	25,401
Other intangible assets	-	-	-	-
	77,563	(1,367)	700	76,896

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 8. INTANGIBLE ASSETS (continued)

Group (continued)	At 30.6.2024			Carrying amount RM'000
	Cost RM'000	Accumulated amortisation RM'000	Accumulated impairment RM'000	
<b>Carrying amount</b>				
Goodwill	65,038	-	(13,543)	51,495
Trademarks	55,164	(25,278)	(4,485)	25,401
Other intangible assets	2,603	(2,603)	-	-
	122,805	(27,881)	(18,028)	76,896

- (a) Intangible assets are initially measured at cost. The cost of intangible assets recognised in a business combination is their fair values as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Their useful lives are reviewed at the end of each reporting period.
- (b) Intangible assets with finite lives are amortised on a straight-line basis over the estimated economic useful lives and are assessed for any indication that the asset could be impaired. If any such indication exists, the entity shall estimate the recoverable amount of the asset. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in profit or loss and is included within the general and administrative expenses line item.
- (c) Intangible asset has an indefinite useful life when based on the analysis of all the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows to the Group. Intangible assets with indefinite useful lives are tested for impairment annually and wherever there is an indication that the carrying amount may be impaired. Such intangible assets are not amortised.
- (d) Intangible asset of the Group represents goodwill, trademark and other intangible assets which comprised of customer contract and relationship.
- (e) Goodwill has been allocated to the Group's cash generating units ("CGUs") which has been identified according to business segments as follows:

	Group	
	2025 RM'000	2024 RM'000
Retailing	46,346	51,495
Others	6,616	-
	52,962	51,495

- (f) Goodwill

Goodwill recognised in a business combination is an asset at the acquisition date and is initially measured at cost being the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 8. INTANGIBLE ASSETS (continued)

### (f) Goodwill (continued)

After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any. Goodwill is not amortised but instead tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount could be impaired. Objective events that would trigger a more frequent impairment review include adverse industry or economic trends, significant restructuring actions, significantly lowered projections of profitability, or a sustained decline in the acquiree's market capitalisation.

For the purpose of impairment testing, the recoverable amount of the CGUs is determined based on a higher of value-in-use or fair value less cost of disposal calculation. The value-in-use of the CGUs is determined by discounting the future cash flows to be generated from continuing use of the CGUs. The value-in-use is derived based on management's cash flow projections for five (5) (2024: five (5)) financial years from 2026 to 2030 (2024: 2025 to 2029). Management has made significant judgements and estimates about the future results and key assumptions applied to cash flow projections of the CGUs in determining the recoverable amount using the value-in-use model.

The key assumptions used in the value-in-use calculations are as follows:

- The anticipated annual revenue growth rates used in the cash flow projections of the CGUs ranged from 0% to 2% (2024: 2% to 4%) per annum.
- Profit margins are projected based on the historical profit margin achieved for the products.
- Pre-tax discount rate of 9.0% (2024: 11.6%) was applied over the projection periods in determining the recoverable amount of the CGUs. The discount rate used is pre-tax plus a reasonable risk premium and reflects the overall weighted average cost of capital of the Group.

Based on these assumptions, an impairment loss of RM2,663,000 (2024: RM Nil) is recognised in relation to goodwill as the recoverable amount determined is lower than the carrying amount of the CGUs. Management is of the view that no further impairment loss is required in relation to goodwill.

With regard to the assessment of value-in-use of the goodwill, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts of the CGUs to materially exceed their recoverable amounts.

### (g) Trademarks

- (i) Trademarks with finite useful life mainly represent the "Braun Buffel" trademark in the Asia Pacific Region.

Acquired trademarks that have finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of trademarks over their estimated useful lives of seven (7) to forty (40) years. Cost of renewing trademarks is recognised in profit or loss as incurred. They are tested for impairment annually and wherever there is an indication that the carrying amount may be impaired.

For the purpose of impairment testing, the recoverable amount of the CGU is determined based on a higher of value-in-use or fair value less cost of disposal calculation. The value-in-use of the CGU is determined by discounting the future cash flows to be generated from continuing use of the CGU. The value-in-use is derived based on management's cash flow projections for five (5) (2024: five (5)) financial years from 2026 to 2030 (2024: 2025 to 2029) and terminal values thereafter with no terminal growth rate. Management has made significant judgements and estimates about the future results and key assumptions applied to cash flow projections of the CGUs in determining the recoverable amount using the value-in-use model.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 8. INTANGIBLE ASSETS (continued)

### (g) Trademarks (continued)

#### (i) (continued)

The key assumptions used in the value-in-use calculations are as follows:

- The anticipated annual revenue growth rates used in the cash flow projections of the CGUs ranged from 0% to 1% (2024: 2% to 4%) per annum.
  - Profit margins are projected based on the historical profit margin achieved for the products.
  - Pre-tax discount rate of 9.0% (2024: 11.6%) was applied over the projection periods in determining the recoverable amount of the CGUs. The discount rate used is pre-tax plus a reasonable risk premium and reflects the overall weighted average cost of capital of the Group.
- (ii) Included in trademarks are the rights of using “Braun Buffel” trademark in various countries worldwide (“BB Global Trademark”) amounting to RM5,486,000 (2024: RM5,766,000). The BB Global Trademark has an indefinite useful life.

The BB Global Trademark is tested for impairment annually. The recoverable amount of the BB Global Trademark was determined based on a value-in-use calculation. The five (5) years (2024: five (5) years) cash flow forecast and projection used in the value-in-use calculation was based on the following key assumptions:

- The anticipated annual revenue growth rates used in the cash flow projections of the CGU ranged from -16.5% to -1.0% (2024: -11.0% to 1.0%) per annum.
- Profit margins are projected based on the historical profit margin achieved for the products.
- Pre-tax discount rate of 11.6% (2024: 12.8%) was applied over the projection periods in determining the recoverable amount of the CGU.
- Terminal values with no terminal growth rate.

Based on these assumptions, management is of the view that no impairment loss is required in relation to trademarks as the recoverable amount determined is higher than the carrying amount of the CGUs.

With regard to the assessment of value-in-use of the trademarks, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts to materially exceed its recoverable amount.

### (h) Other intangible assets

Other intangible assets are recognised only when the identifiability, control and future economic benefit probability criteria are met.

Other intangible assets represented customer contract and relationship acquired through the acquisition of IBB Pte. Ltd. in the previous financial years. These intangible assets that have finite useful lives were carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation was calculated using the straight-line method to allocate the cost of other intangible assets over their estimated useful lives of two (2) to six (6) years.

## 9. INVESTMENTS IN SUBSIDIARIES

	Company	
	2025 RM'000	2024 RM'000
Unquoted shares - at cost	309,064	296,157
Less: Impairment losses	(23,747)	(23,747)
	285,317	272,410

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 9. INVESTMENTS IN SUBSIDIARIES (continued)

- (a) Investments in subsidiaries, which are eliminated on consolidation, are stated in the separate financial statements at cost less impairment losses.
- (b) The details of the subsidiaries, whose countries of incorporation and principal places of business are in Malaysia, unless otherwise stated, are as follows:

Name of company	Effective equity interest		Principal activities
	2025 %	2024 %	
<b>Subsidiaries of Bonia Corporation Berhad</b>			
CB Marketing Sdn. Bhd.	100	100	Designing, promoting and marketing of fashionable leather goods
CB Holdings (Malaysia) Sdn. Bhd.	100	100	Property investment, provision of management services and treasury management services
CB Franchising Sdn. Bhd.	100	100	Retailing of leather goods and apparels
BCB Properties Sdn. Bhd.	100	100	Property development
Long Bow Manufacturing Sdn. Bhd.	100	100	Manufacturing and marketing of leather goods
De Marts Marketing Sdn. Bhd. ("DMM")	100	100	Designing, promoting and marketing of fashionable ladies' footwear and accessories
Mcore Sdn. Bhd. ("Mcore")	60	60	Marketing and distribution of fashionable leather goods
Daily Frontier Sdn. Bhd.	100	100	Marketing, distribution and export of fashionable goods and accessories
Banyan Sutera Sdn. Bhd. ("BSSB")	100	100	Marketing and distribution of fashionable goods
Active World Pte. Ltd. <sup>(1)</sup> <i>(Incorporated in and having its principal place of business in Singapore)</i>	100	100	Wholesaling and retailing of fashionable leather goods and apparels
Dominion Directions Sdn. Bhd.	100	100	Marketing and distribution of men's apparels and accessories
Luxury Parade Sdn. Bhd. ("LPSB")	100	100	Property investment
Maha Asia Capital Sdn. Bhd.	100	100	Property investment
Thirteen Works Sdn. Bhd. ("TWSB") <i>(formerly known as Alpha Footwear Sdn. Bhd.)</i>	100	100	Retail, wholesale, and distribution of fashion apparel, leather goods, and lifestyle accessories and operation of café and food and beverage establishments
Jeco (Pte) Limited ("Jeco") <sup>(1)</sup> <i>(Incorporated in and having its principal place of business in Singapore)</i>	70	70	Intellectual property management and investment holding
Vista Assets Sdn. Bhd.	100	100	Intellectual property management
LBJR Marketing Sdn. Bhd.	100	100	Marketing and distribution of fashionable goods and accessories
SBG Holdings Sdn. Bhd. ("SBG")	70	70	Investment holding and management services
Podium Retail Sdn. Bhd. ("PRSB")	100	100	Marketing and distribution of fashionable goods, accessories and beauty products
Casa Bologna Sdn. Bhd. ("CBSB")	99	68	Property investment and investment holding

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 9. INVESTMENTS IN SUBSIDIARIES (continued)

- (b) The details of the subsidiaries, whose countries of incorporation and principal places of business are in Malaysia, unless otherwise stated, are as follows: (continued)

Name of company	Effective equity interest		Principal activities
	2025 %	2024 %	
<b>Subsidiaries of Bonia Corporation Berhad (continued)</b>			
Krinto Sdn. Bhd.	100	100	Creative design and brand management, advertising and production
One Seafood F&B Sdn. Bhd. ("OSF") <sup>(4)</sup>	90	30	Restaurant operator and management of food and beverages services
<b>Subsidiaries of Dominion Directions Sdn. Bhd.</b>			
VR Directions Sdn. Bhd.	75	75	Marketing and distribution of men's apparels and accessories, and ladies' apparels
Galaxy Hallmark Sdn. Bhd.	100	100	Marketing and distribution of all fashionable goods
<b>Subsidiary of Banyan Sutera Sdn. Bhd.</b>			
PT Banyan Cemerlang <sup>(2)</sup> <i>(Incorporated in and having its principal place of business in Indonesia)</i>	100	100	Wholesaling of fashionable goods and accessories
<b>Subsidiary of BCB Properties Sdn. Bhd.</b>			
Apex Marble Sdn. Bhd. ("AMSB")	60	60	Marketing and distribution of fashionable goods
<b>Subsidiary of Daily Frontier Sdn. Bhd.</b>			
Daily Frontier (Vietnam) Company Limited <sup>(1)</sup> <i>(Incorporated in and having its principal place of business in Vietnam)</i>	100	100	Wholesaling, retailing, importing and exporting of fashionable products, accessories and cosmetics
<b>Subsidiaries of SBG Holdings Sdn. Bhd.</b>			
SBL Marketing Sdn. Bhd.	70	70	Design and supply of fashion products, beauty and cosmetic products, and/or home living products of all kinds and engage in food and beverages related businesses
SBFW Marketing Sdn. Bhd.	70	70	Designing, promoting and marketing of fashionable goods, footwear and accessories
SB Boutique Sdn. Bhd.	70	70	Retail of fashion products, beauty and cosmetic products, and/or home living products of all kinds and engage in food and beverage related businesses
SB International Sdn. Bhd.	70	70	Marketing and distribution of fashionable goods and accessories; and intellectual property management

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 9. INVESTMENTS IN SUBSIDIARIES (continued)

- (b) The details of the subsidiaries, whose countries of incorporation and principal places of business are in Malaysia, unless otherwise stated, are as follows: (continued)

Name of company	Effective equity interest		Principal activities
	2025 %	2024 %	
<b>Subsidiaries of SBG Holdings Sdn. Bhd. (continued)</b>			
SBA Marketing Sdn. Bhd. <sup>(3)</sup>	70	70	Marketing and distribution of fashionable goods and accessories
SBM Marketing Sdn. Bhd. <sup>(3)</sup>	70	70	Designing, promoting and marketing of fashionable men's footwear
SB Directions Sdn. Bhd.	70	70	Manufacturing and marketing of fashionable goods
<b>Subsidiaries of Active World Pte. Ltd.</b>			
Jetbest Enterprise Pte. Ltd. <sup>(1)</sup> <i>(Incorporated in and having its principal place of business in Singapore)</i>	100	100	Wholesaling, retailing, importing and exporting of leather goods and accessories
PT Active World <sup>(2)</sup> <i>(Incorporated in and having its principal place of business in Indonesia)</i>	100	100	Investment holding
<b>Subsidiaries of Jeco (Pte) Limited</b>			
Lianbee-Jeco Pte. Ltd. <sup>(1)</sup> <i>(Incorporated in and having its principal place of business in Singapore)</i>	70	70	Retailing, importing and exporting leather goods and general merchandise
Lianbee-Jeco (M) Sdn. Bhd.	70	70	Trading in leather products
BB Global Holdings Pte. Ltd. <sup>(1)</sup> <i>(Incorporated in and having its principal place of business in Singapore)</i>	35.7	35.7	Intellectual property management
IBB Pte. Ltd. <sup>(1)</sup> <i>(Incorporated in and having its principal place of business in Singapore)</i>	70	70	General wholesale trade, including general importers and exporters
PT Jeco Investment Indonesia <sup>(2)</sup> <i>(Incorporated in and having its principal place of business in Indonesia)</i>	70	70	Investment holding

<sup>(1)</sup> Audited by BDO PLT Member Firms.

<sup>(2)</sup> Not audited by BDO PLT or BDO Member Firms.

<sup>(3)</sup> Consolidated based on its management accounts for the financial year ended 30 June 2025. The financial statement of these subsidiaries are not required to be audited as they are in the progress of members' voluntary winding-up.

<sup>(4)</sup> OSF emerged as a 90%-owned subsidiary of the Company during the financial year.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 9. INVESTMENTS IN SUBSIDIARIES (continued)

(c) During the financial year ended 30 June 2025:

- (i) The Company acquired for an additional 2,400,000 ordinary shares, representing 60% equity interest in OSF for a cash consideration of RM7,500,000. Upon completion of the share subscription, the Company's effective equity interest in OSF increased to 90% from 30%.

The fair values of the identifiable assets and liabilities acquired and the effects on cash flows arising from the acquisition as at the date of the acquisition are as follows:

	RM'000
Property, plant and equipment (Note 5)	859
Right-of-use assets	4,840
Other investment	1,500
Deferred tax assets	23
Inventories	955
Trade and other receivables	638
Cash and bank balances	2,475
Trade and other payables	(621)
Borrowings (Note 22(f))	(162)
Bank overdraft (Note 22(f))	(18)
Lease liabilities	(5,133)
Current tax liabilities	(207)
<b>Total fair value of identifiable net assets</b>	<b>5,149</b>
Goodwill arising from acquisition (Note 8)	6,616
Non-controlling interest at fair value	(4,265)
<b>Total purchase consideration at fair value</b>	<b>7,500</b>
<b>Cash outflow on acquisition:</b>	
Total purchase consideration at fair value	7,500
Less: Cash and bank balances of a subsidiary acquired	(2,475)
Add: Deposit pledged with a licensed bank	658
Add: Bank overdraft	18
<b>Net cash outflow on acquisition</b>	<b>5,701</b>

- (ii) The Company acquired for an additional 3,750,000 ordinary shares, representing 25% equity interest in CBSB paid cash of RM5,407,265 and by assuming certain liabilities.

(iii) SBM Marketing Sdn. Bhd. and SBA Marketing Sdn. Bhd. have been placed under members' voluntary winding-up.

(d) In the previous financial year:

- (i) The Company subscribed for an additional 3,800,000 ordinary shares in the share capital of LPSB at a price of RM1.00 per share by way of cash subscription.

- (ii) The Company disposed 30% equity interest, representing 162,406,153 shares in SBG for a total consideration of RM17,597,330.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 9. INVESTMENTS IN SUBSIDIARIES (continued)

(d) In the previous financial year: (continued)

- (iii) TWSB, a wholly owned subsidiary, had repaid RM990,000 cash as capital repayment to the Company.
- (iv) BSSB, a wholly owned subsidiary, had repaid RM10,360,000 cash as capital repayment to the Company.
- (v) DMM, a wholly owned subsidiary, had repaid RM900,000 cash as capital repayment to the Company.
- (vi) PRSB, a wholly owned subsidiary, had repaid RM3,990,000 cash as capital repayment to the Company.
- (vii) The members' voluntary winding-up of Eclat World Sdn. Bhd. ("ECW") and Ataly Industries Sdn. Bhd. ("AISB") had been completed.

The loss on dissolution of ECW and AISB during the financial year was as follows:

	ECW RM'000	AISB RM'000
<b>Group</b>		
Consideration received	30	31
Net assets deconsolidated	(30)	(31)
Loss on dissolution	-	-
<b>Company</b>		
Consideration received	30	31
Cost of investment, net of impairment losses	(60)	(55)
Loss on dissolution	(30)	(24)

- (viii) An application for deregistration of Active Franchise Pte. Ltd. from the register of the Accounting and Corporate Regulatory Authority ("ACRA"), Singapore had been approved and completed during the previous financial year.
- (e) The management has assessed whether there were any indicators of impairment during the financial year. Management has performed impairment assessments and the recoverable amounts are determined based on the higher of value-in-use or fair value less cost of disposal of Cash Generating Units ("CGUs").

The carrying amounts of costs of investments in certain subsidiaries which have indication of impairment amounted to RM106,875,000 as at 30 June 2025.

Management has made significant judgements and estimates about the future results and key assumptions applied to cash flow projections of the CGUs in determining the recoverable amount using the value-in-use model. These key assumptions include forecast growth in future revenues and operating profit margins, as well as determining an appropriate pre-tax discount rate and growth rates.

Based on these assumptions, management is of the view that no impairment loss is required in relation to cost of investments in subsidiaries as the recoverable amount determined is higher than the carrying amount of the CGUs.

With regard to the assessment of value-in-use of the CGUs, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amounts of the CGUs to materially exceed their recoverable amounts.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 9. INVESTMENTS IN SUBSIDIARIES (continued)

(f) The subsidiaries of the Group that have material non-controlling interests ("NCI") are as follows:

	Jeco Group	SBG Group	Other individual immaterial subsidiaries*	Total
<b>2025</b>				
NCI percentage of ownership interest and voting interest	30%	30%	-	-
Carrying amount of NCI (RM'000)	24,439	14,603	(923)	38,119
Profit/(Loss) allocated to NCI (RM'000)	3,494	(2,079)	(114)	1,301
Total comprehensive income/(loss) allocated to NCI (RM'000)	2,979	(2,079)	(114)	786
<b>2024</b>				
NCI percentage of ownership interest and voting interest	30%	30%	-	-
Carrying amount of NCI (RM'000)	25,393	16,682	4,052	46,127
Profit/(Loss) allocated to NCI (RM'000)	6,696	(315)	(271)	6,110
Total comprehensive income/(loss) allocated to NCI (RM'000)	6,906	(315)	(271)	6,320

\* The NCI of the other subsidiaries of the Group are deemed to be immaterial.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 9. INVESTMENTS IN SUBSIDIARIES (continued)

- (g) The summarised financial information before intra-group elimination of the subsidiaries that have material NCI as at the end of each reporting period are as follows:

2025	Jeco Group RM'000	SBG Group RM'000
<b>Assets and liabilities</b>		
Non-current assets	64,723	20,159
Current assets	87,173	36,912
Non-current liabilities	(50,421)	(3,941)
Current liabilities	(31,707)	(4,848)
Net assets	69,768	48,282
<b>Results</b>		
Revenue	134,435	30,186
Profit/(Loss) for the financial year	11,058	(6,926)
Total comprehensive income/(loss)	9,239	(6,926)
Cash flows from operating activities	29,904	6,231
Cash flows from/(used in) investing activities	9,712	(2,185)
Cash flows used in financing activities	(32,784)	(4,132)
Net increase/(decrease) in cash and cash equivalents	6,832	(86)
Dividends paid to NCI	(3,935)	-
<b>2024</b>		
<b>Assets and liabilities</b>		
Non-current assets	71,935	24,384
Current assets	88,335	42,148
Non-current liabilities	(36,043)	(7,280)
Current liabilities	(50,184)	(4,044)
Net assets	74,043	55,208
<b>Results</b>		
Revenue	146,531	31,057
Profit/(Loss) for the financial year	22,281	(929)
Total comprehensive income/(loss)	23,024	(929)
Cash flows from/(used in) operating activities	35,970	(2,036)
Cash flows from/(used in) investing activities	8,220	(1,667)
Cash flows used in financing activities	(41,799)	(5,975)
Net increase/(decrease) in cash and cash equivalents	2,391	(9,678)
Dividends paid to NCI	(5,176)	(600)

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 10. INTERESTS IN ASSOCIATES

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Unquoted equity shares - at cost	11,734	4,234	7,500	-*
Share of post-acquisition (loss)/profit, net of dividends received	(683)	1,308	-	-
Loan to an associate <sup>(1)</sup>	4,855	4,855	-	-
	15,906	10,397	7,500	-*
Less: Impairment losses	(9,089)	(9,089)	-	-
	6,817	1,308	7,500	-*

\* Amount is negligible.

(1) In the previous financial years, the Group provided a loan to an associate of which the fair value at initial recognition based on the prevailing market interest rate was lower than its transaction price. The difference between the transaction price and the fair value of the loan to an associate was recognised as part of the interests in the associates of the Group.

(a) Associates are companies where the Group has the power to exercise a significant influence but does not exercise control. Significant influence is the power to participate in the financial and operating policy decisions of the investee, and the determination of whether the Group has significant influence requires the exercise of judgment. It may be evidenced when the Group has 20% or more of the voting rights in the investee or has obtained representation on the Board of Directors or otherwise participates in the policy-making process of the investee.

Investments in associates are measured at cost less impairment losses in the separate financial statements and accounted for using equity method in the consolidated financial statements.

(b) The financial year end of the associates is conterminous with those of the Group. The most recent available financial statements of the associate are used by the Group in applying the equity method of accounting. The share of profit of the associates of the Group for the financial years ended 30 June 2025 and 30 June 2024 are based on the unaudited financial statements of the associates.

(c) The details of the associates, whose country of incorporation and principal places of business are in Malaysia, unless otherwise stated, are as follows:

Name of company	Effective equity interest		Principal activities
	2025 %	2024 %	
<b>Associate of Bonia Corporation Berhad</b>			
IT Sea Holdings Sdn. Bhd. ("ITSH") <sup>(1) &amp; (2)</sup>	30	-	Investment holding, selling of articles of clothing, fur and related accessories
One Seafood F&B Sdn. Bhd. ("OSF") <sup>(1) &amp; (3)</sup>	-	30	Managing food and beverage business

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 10. INTERESTS IN ASSOCIATES (continued)

- (c) The details of the associates, whose country of incorporation and principal places of business are in Malaysia, unless otherwise stated, are as follows: (continued)

Name of company	Effective equity interest		Principal activities
	2025 %	2024 %	
<b>Associates of Jeco (Pte) Limited</b>			
Braun Verwaltungs-GmbH ("BVG") <sup>(4)</sup> <i>(Incorporated in and having its principal place of business in Germany)</i>	34.3	34.3	Marketing and distribution of fashionable leather goods
Braun GmbH & Co. KG ("BBKG") <sup>(4)</sup> <i>(Incorporated in and having its principal place of business in Germany)</i>	34.3	34.3	Marketing and distribution of fashionable leather goods

(1) Audited by firms of auditors other than BDO PLT or BDO Member Firms.

(2) Equity accounted based on management accounts for the financial year ended 30 June 2025.

(3) Equity accounted based on management account for the financial period ended 30 April 2025 as the associate subsequently became a subsidiary of the Group. Details of the acquisition are shown in Note 9(c)(i).

(4) Equity accounted based on management accounts for the financial year ended 30 June 2025 as these associates are not required to be audited.

- (d) All the above associates are accounted for using the equity method in the consolidated financial statements.

The summarised financial information of the associates are as follows:

2025	BVG and BBKG RM'000	ITSH RM'000	Total RM'000
<b>Assets</b>			
Non-current assets	6,062	7,275	13,337
Current assets	16,165	20,244	36,409
Total assets	22,227	27,519	49,746
<b>Liabilities</b>			
Non-current liabilities	25,075	-	25,075
Current liabilities	1,170	8,977	10,147
Total liabilities	26,245	8,977	35,222
<b>Results</b>			
Revenue	45,293	28,811	73,602
Profit/(Loss) for the financial year	244	(2,277)	(1,764)

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 10. INTERESTS IN ASSOCIATES (continued)

(d) All the above associates are accounted for using the equity method in the consolidated financial statements. (continued)

The summarised financial information of the associates are as follows: (continued)

2024	BVG and BBKG RM'000	OSF RM'000	Total RM'000
<b>Assets</b>			
Non-current assets	5,502	2,629	8,131
Current assets	14,834	3,924	18,758
Total assets	20,336	6,553	26,889
<b>Liabilities</b>			
Non-current liabilities	23,310	258	23,568
Current liabilities	1,417	397	1,814
Total liabilities	24,727	655	25,382
<b>Results</b>			
Revenue	42,678	16,011	58,689
Profit for the financial year	494	1,492	1,986

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

2025	BVG and BBKG RM'000	OSF RM'000	ITSH RM'000	Total RM'000
Share of net (liabilities)/assets of the Group	(1,378)	-	5,563	4,185
Loan to an associate	4,855	-	-	4,855
Goodwill	9,352	-	1,254	10,606
Gain on dilution of interest	-	-	-	-
Unrecognised share of other reserves	(4,961)	-	-	(4,961)
Unrecognised share of losses of associates	1,812	-	-	1,812
	11,058	-	1,254	12,312
Less: Share by non-controlling interests	(591)	-	-	(591)
	10,467	-	1,254	11,721
	9,089	-	6,817	15,906
Less: Impairment losses	(9,089)	-	-	(9,089)
Carrying amount in the statements of financial position	-	-	6,817	6,817

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 10. INTERESTS IN ASSOCIATES (continued)

- (e) The reconciliation of net assets of the associates to the carrying amount of the investments in associates are as follows:  
(continued)

2025	BVG and BBKG RM'000	OSF RM'000	ITSH RM'000	Total RM'000
<b>Share of results of the Group</b>				
Share of profit/(loss) of the Group	-	409	(683)	(274)
Share of other comprehensive income of the Group	-	-	-	-
Share of total comprehensive income/(loss) of the Group	-	409	(683)	(274)
<b>Other information</b>				
Dividend received	-	(450)	-	-

2024	BVG and BBKG RM'000	OSF RM'000	Total RM'000
Share of net (liabilities)/assets of the Group	(1,506)	1,769	263
Loan to an associate	4,855	-	4,855
Goodwill	9,829	-	9,829
Gain on dilution of interest	-	(461)	(461)
Unrecognised share of other reserves	(5,489)	-	(5,489)
Unrecognised share of losses of associates	2,045	-	2,045
	11,240	(461)	10,779
Less: Share by non-controlling interests	(645)	-	(645)
	10,595	(461)	10,134
	9,089	1,308	10,397
Less: Impairment losses	(9,089)	-	(9,089)
Carrying amount in the statements of financial position	-	1,308	1,308
<b>Share of results of the Group</b>			
Share of profit of the Group	-	448	448
Share of other comprehensive income of the Group	-	-	-
Share of total comprehensive income of the Group	-	448	448
<b>Other information</b>			
Dividend received	-	300	300

- (f) During the financial year, the cumulative unrecognised share of losses of associates amounted to RM1,812,000 (2024: RM2,045,000), and the net increase in unrecognised share of gain amounted to RM149,000 (2024: RM217,000). The Group has stopped recognising its share of losses since there is no further obligation in respect of those losses using the equity method of accounting.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 11. INTEREST IN A JOINT VENTURE

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Unquoted equity shares - at cost	1,800	-	1,800	-
Share of post-acquisition loss	(341)	-	-	-
	1,459	-	1,800	-

- (a) Investment in a joint venture is stated at cost in the separate financial statements. The Group recognises its interest in a joint venture using the equity method.
- (b) Macroverse Sdn. Bhd. ("MCV") is unlisted separate entity with no quoted market prices available. The contractual arrangement provides the Group with only the rights to the net assets of the joint arrangement, while the rights to assets and obligations for liabilities of the joint arrangement resting primarily with MCV.
- (c) The details of the joint venture, incorporated in Malaysia, are as follows:

Name of company	Effective equity interest		Principal activities
	%	%	
Macroverse Sdn. Bhd. <sup>(1) &amp; (2)</sup>	50	-	Operating and managing health and fitness centre

<sup>(1)</sup> Audited by a firm of auditors other than BDO PLT or BDO Member Firms.

<sup>(2)</sup> Equity accounted based on management accounts for the financial year ended 30 June 2025.

- (d) Summarised financial information of a joint venture is not disclosed as it is immaterial to the Group.

## 12. OTHER INVESTMENTS

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Financial assets at fair value through profit or loss</b>				
- Club memberships	995	1,047	-	-
- Quoted bonds outside Malaysia	-	1,726	-	-
- Unquoted shares in Malaysia	150	150	150	150
	1,145	2,923	150	150

Information on the fair value hierarchy is disclosed in Note 34(d) to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 13. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Non-current assets</b>					
<b>Other receivables</b>					
Third parties		-	1,634	-	-
Amounts owing by subsidiaries	(b)	-	-	2,064	1,944
		-	1,634	2,064	1,944
Less: Impairment losses					
- third parties		-	(1,634)	-	-
- subsidiaries		-	-	(342)	(349)
		-	(1,634)	(342)	(349)
		-	-	1,722	1,595
<b>Current assets</b>					
<b>Trade receivables</b>					
Third parties		56,172	53,389	-	-
Amount owing by an associate		-	132	-	-
	(c)	56,172	53,521	-	-
Less: Impairment losses					
- third parties		(27,403)	(23,777)	-	-
		28,769	29,744	-	-
<b>Other receivables and deposits</b>					
Amounts owing by subsidiaries	(d)	-	-	3,217	1,085
Amounts owing by associates	(e)	1,689	1,775	-	-
Other receivables		6,390	3,442	2,400	-
Deposits		12,702	12,383	-	-
		20,781	17,600	5,617	1,085
Less: Impairment losses					
- subsidiaries		-	-	(115)	(167)
- associates		(1,689)	(1,775)	-	-
- other receivables		(1,994)	(131)	-	-
- deposits	(f)	(153)	(158)	-	-
		(3,836)	(2,064)	(115)	(167)
		16,945	15,536	5,502	918
<b>Total trade and other receivables</b>		45,714	45,280	5,502	918
<b>Prepayments</b>		6,088	11,009	-	-
<b>Total trade and other receivables (current)</b>		51,802	56,289	5,502	918
<b>Total trade and other receivables (non-current and current)</b>		51,802	56,289	7,224	2,513

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 13. TRADE AND OTHER RECEIVABLES (continued)

- (a) Trade and other receivables, net of prepayments are classified as financial assets measured at amortised cost.
- (b) Non-current amounts owing by subsidiaries of RM2,064,000 (2024: RM1,944,000) represent the present value of advances of funds which are unsecured, repayable within the next four (4) to five (5) years (2024: five (5) years) in cash and cash equivalents and bear interest at 4.3% (2024: 4.3%) per annum.
- (c) Trade receivables from contracts with customers comprise amounts receivable from third parties and associates arising from the sale of goods and provision of services in the ordinary course of business. Trade receivables are non-interest bearing and the normal trade credit terms granted by the Group range from 30 to 120 days (2024: 30 to 120 days). They are recognised at their original invoice amounts, which represent their fair values on initial recognition.
- (d) Current amounts owing by subsidiaries represent advances and payments made on behalf, which are unsecured, repayable within the next twelve (12) months in cash and cash equivalents and interest-free except for an amount of RM2,927,000 (2024: RM913,000) owing by a subsidiary which bears interest at 4.3% (2024: 4.3%) per annum.
- (e) Non-trade amounts owing by associates represent advances and payments made on behalf, which are unsecured, interest-free and have been fully impaired due to the associates' deficit in total equity position.
- (f) Deposits mainly represent rental deposits paid for leased boutique premises. These deposits are non-interest bearing and are refundable upon the expiry of the respective lease agreements in accordance with the lease terms.
- (g) The currency exposure profile of receivables (excluding prepayments) are as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Ringgit Malaysia	25,137	22,185	7,224	2,513
Singapore Dollar	18,227	21,259	-	-
Vietnamese Dong	42	62	-	-
Indonesian Rupiah	495	428	-	-
Euro	249	312	-	-
Others	1,564	1,034	-	-
	45,714	45,280	7,224	2,513

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 13. TRADE AND OTHER RECEIVABLES (continued)

(h) The ageing analysis of trade receivables of the Group are as follows:

Group 2025	Gross carrying amount RM'000	Total allowance RM'000	Balance as at 30.6.2025 RM'000
Current	13,036	(422)	12,614
Past due:			
1 to 30 days	4,196	(259)	3,937
31 to 60 days	1,081	(181)	900
61 to 90 days	1,862	(397)	1,465
91 to 120 days	786	(172)	614
More than 120 days	21,470	(12,231)	9,239
	29,395	(13,240)	16,155
<b>Credit impaired</b>			
Individually impaired	13,741	(13,741)	-
	56,172	(27,403)	28,769

Group 2024	Gross carrying amount RM'000	Total allowance RM'000	Balance as at 30.6.2024 RM'000
Current	11,848	(330)	11,518
Past due:			
1 to 30 days	5,998	(19)	5,979
31 to 60 days	1,566	(42)	1,524
61 to 90 days	475	(35)	440
91 to 120 days	15,072	(5,466)	9,606
More than 120 days	3,406	(2,729)	677
	26,517	(8,291)	18,226
<b>Credit impaired</b>			
Individually impaired	15,156	(15,156)	-
	53,521	(23,777)	29,744

(i) Impairment for trade receivables that do not contain a significant financing component is recognised based on the simplified approach within MFRS 9 using the lifetime expected credit losses ("ECL").

Lifetime expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The estimate of expected cash shortfall shall reflect the cash flows expected from collateral and other credit enhancements that are part of the contractual terms. The shortfall is then discounted at an approximation to the asset's original effective interest rate of the asset.

The Group considers historical credit loss experience and observable data such as current changes and future forecasts in economic conditions of the Group's industry to estimate the amount of expected impairment loss. The methodology and assumptions, including any forecasts of future economic conditions, are reviewed regularly.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 13. TRADE AND OTHER RECEIVABLES (continued)

(i) (continued)

In measuring the expected credit losses on trade receivables, the probability of non-payment by the trade receivables is adjusted by forward-looking information and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised in the statements of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectible, the gross carrying value of the asset would be written off against the associated impairment.

Recoverability of trade receivables requires management to exercise significant judgement in determining the probability of default by trade receivables and appropriate forward-looking information.

(j) The reconciliation of movements in the impairment losses accounts for trade receivables is as follows:

Group	Lifetime ECL allowance RM'000	Credit impaired RM'000	Total allowance RM'000
<b>At 1 July 2024</b>	8,621	15,156	23,777
Charge for the financial year (Note 28)	5,669	-	5,669
Reversal of impairment loss (Note 28)	(162)	(160)	(322)
Reclassified to other receivables (Note 13(n))	(12)	-	(12)
Exchange differences	(454)	(1,255)	(1,709)
<b>At 30 June 2025</b>	13,662	13,741	27,403
<b>At 1 July 2023</b>	5,087	16,431	21,518
Charge for the financial year (Note 28)	4,249	114	4,363
Reversal of impairment loss (Note 28)	(430)	(43)	(473)
Written off	-	(663)	(663)
Exchange differences	(285)	(683)	(968)
<b>At 30 June 2024</b>	8,621	15,156	23,777

Credit impaired refers to individually determined debtors who are in significant financial difficulties and have defaulted on payments to be impaired as at the end of the reporting period.

The Group considers any trade receivables having financial difficulty or in default with significant balances outstanding for more than twelve (12) months as deemed credit impaired and assesses for their risk of loss individually.

The Group has identified the Gross Domestic Product ("GDP"), Overnight Policy Interest Rate ("OPR"), retail sales growth, unemployment rate and inflation rate, as the key macroeconomic factors in determining the lifetime expected credit loss for trade receivables.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 13. TRADE AND OTHER RECEIVABLES (continued)

- (k) The credit risk exposures and concentration relating to trade receivables of the Group as at the end of the reporting period are summarised as follows:

	Group	
	2025 RM'000	2024 RM'000
Maximum exposure	56,172	53,521
Collateral obtained	-	-
Impairment losses	(27,403)	(23,777)
Net exposure to credit risk	28,769	29,744

During the financial year, the Group did not renegotiate the terms of any trade receivables.

- (l) Impairment for other receivables and deposits are recognised based on the general approach within MFRS 9 using the forward-looking expected credit loss model. The methodology used to determine the amount of the impairment is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those in which the credit risk has not increased significantly since initial recognition of the financial asset, twelve-month ("12-month") expected credit losses are recognised while interest income is recognised on a gross basis. For those in which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. At the end of the reporting period, the Group assesses whether there has been a significant increase in credit risk for financial assets by comparing the risk for default occurring over the expected life with the risk of default since initial recognition. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the twelve (12) months after the end of the reporting period. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

The Group defines significant increase in credit risk based on the operating performance of the receivables, changes in contractual terms, payment trends and past due information. A significant increase in credit risk is presumed if contractual payments are more than 120 days past due.

The probability of non-payment by other receivables and deposits are adjusted by forward-looking information and multiplied by the amount of the expected loss arising from default to determine the 12-month or lifetime expected credit loss for other receivables, amounts owing by subsidiaries, amounts owing by related parties and deposits. The Group has identified the Gross Domestic Product ("GDP"), Overnight Policy Interest Rate ("OPR"), retail sales growth, unemployment rate and inflation rate as the key macroeconomic factors of the forward-looking information.

It requires management to exercise significant judgement in determining the probability of default by other receivables and deposits, appropriate forward-looking information and significant increase in credit risk.

- (m) The carrying amount of the financial asset is reduced through the use of an allowance for impairment loss account and the amount of the impairment loss is recognised in profit or loss. When a financial asset becomes uncollectible, it is written off against the allowance for impairment loss account.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 13. TRADE AND OTHER RECEIVABLES (continued)

- (n) The reconciliation of movements in the impairment losses accounts for other receivables, amounts owing by subsidiaries and amounts owing by associates are as follows:

Group	12-month ECL RM'000	Lifetime ECL - not credit impaired RM'000	Lifetime ECL - credit impaired RM'000	Total RM'000
<b>At 1 July 2024</b>	74	5	3,619	3,698
Charge for the financial year (Note 28)	-	18	287	305
Reversal of impairment loss (Note 28)	(2)	-	(9)	(11)
Reclassified from trade receivables (Note 13(j))	12	-	-	12
Exchange differences	-	-	(168)	(168)
<b>At 30 June 2025</b>	84	23	3,729	3,836
<b>At 1 July 2023</b>	74	42	7,348	7,464
Reversal of impairment loss (Note 28)	-	(25)	(3,814)	(3,839)
Written off	-	(12)	-	(12)
Exchange differences	-	-	85	85
<b>At 30 June 2024</b>	74	5	3,619	3,698

Company	Lifetime ECL - not credit impaired RM'000	Lifetime ECL - credit impaired RM'000	Total RM'000
<b>At 1 July 2024</b>	516	-	516
Charge for the financial year (Note 28)	2	-	2
Reversal of impairment loss (Note 28)	(61)	-	(61)
<b>At 30 June 2025</b>	457	-	457
<b>At 1 July 2023</b>	601	-	601
Reversal of impairment loss (Note 28)	(85)	-	(85)
<b>At 30 June 2024</b>	516	-	516

- (o) Information on financial risks of trade and other receivables is disclosed in Note 35 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 14. DEFERRED TAX

(a) The deferred tax assets and liabilities are made up of the following:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Balance as at 1 July	1,888	4,593	-	1
Acquisition of a subsidiary	53	-	-	-
Recognised in profit or loss (Note 29)	(1,925)	(2,724)	-	(1)
Currency translation differences	(75)	19	-	-
Balance as at 30 June	(59)	1,888	-	-
Presented after appropriate offsetting:				
Deferred tax assets, net	(4,806)	(3,470)	-	-
Deferred tax liabilities, net	4,747	5,358	-	-
	(59)	1,888	-	-

(b) The components and movements of deferred tax liabilities and assets during the financial year are as follows:

### Deferred tax liabilities of the Group

	Property, plant and equipment RM'000	Intangible assets RM'000	Lease liabilities RM'000	Other taxable temporary differences RM'000	Off- setting RM'000	Total RM'000
At 1 July 2024	3,408	3,185	56	(1,291)	-	5,358
Acquisition of a subsidiary	34	-	28	(9)	-	53
Recognised in profit or loss	(346)	(234)	(70)	65	-	(585)
Currency translation differences	(86)	-	(3)	10	-	(79)
At 30 June 2025	3,010	2,951	11	(1,225)	-	4,747
At 1 July 2023	2,965	3,185	(110)	(327)	(5)	5,708
Recognised in profit or loss	429	-	168	(976)	-	(379)
Currency translation differences	14	-	(2)	12	5	29
At 30 June 2024	3,408	3,185	56	(1,291)	-	5,358

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 14. DEFERRED TAX (continued)

(b) The components and movements of deferred tax liabilities and assets during the financial year are as follows: (continued)

### Deferred tax assets of the Group

	Property, plant and equipment RM'000	Payables RM'000	Lease liabilities RM'000	Other deductible temporary differences RM'000	Off- setting RM'000	Total RM'000
At 1 July 2024	(479)	413	653	2,883	-	3,470
Recognised in profit or loss	(597)	(492)	493	1,936	-	1,340
Currency translation differences	2	-	(2)	(4)	-	(4)
At 30 June 2025	(1,074)	(79)	1,144	4,815	-	4,806
At 1 July 2023	48	246	230	596	(5)	1,115
Recognised in profit or loss	(528)	167	420	2,286	-	2,345
Currency translation differences	1	-	3	1	5	10
At 30 June 2024	(479)	413	653	2,883	-	3,470

### Deferred tax liabilities of the Company

	Taxable temporary differences RM'000	Off-setting RM'000	Total RM'000
At 1 July 2024	-	-	-
Recognised in profit or loss	-	-	-
At 30 June 2025	-	-	-
At 1 July 2023	1	-	1
Recognised in profit or loss	(1)	-	(1)
At 30 June 2024	-	-	-

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 14. DEFERRED TAX (continued)

- (c) The amounts of temporary differences for which no deferred tax assets have been recognised in the statements of financial position are as follows:

	Group	
	2025 RM'000	2024 RM'000
Unused tax losses:		
- Malaysian entities		
- Expires by 30 June 2028	9,970	10,340
- Expires by 30 June 2029	2,364	2,364
- Expires by 30 June 2030	1,327	1,327
- Expires by 30 June 2031	1,385	1,385
- Expires by 30 June 2032	1,736	1,736
- Expires by 30 June 2033	1,257	1,257
- Expires by 30 June 2034	1,041	1,041
- Expires by 30 June 2035	15,603	-
Unabsorbed capital allowances	7,799	7,105
Other deductible temporary differences	14,084	18,876
	56,566	45,431

Deferred tax assets of certain subsidiaries have not been recognised in respect of these items as it is not probable that future taxable profits of the subsidiaries would be available against which the deductible temporary differences could be utilised.

For the Malaysian entities, any unused tax losses shall be deductible for a maximum period of ten (10) consecutive years of assessment immediately following that year of assessment. Any amount which is not deducted at the end of the period of ten (10) years of assessment shall be disregarded.

The use of tax losses of subsidiaries in other countries is subject to the agreement of the tax authorities and the tax legislation of the respective countries in which the subsidiaries operate.

## 15. INVENTORIES

	Group	
	2025 RM'000	2024 RM'000
Raw materials	5,268	8,716
Work-in-progress	472	780
Finished goods	88,800	82,164
Consumables	160	167
Food and beverages	929	-
	95,629	91,827

- (a) Inventories are stated at the lower of cost and net realisable value.
- (b) Cost is determined using the first in, first out formula and weighted average method. Cost of consumables and raw materials comprises all costs of purchase plus other costs incurred in bringing the inventories to their present location and condition. The cost of work-in-progress and finished goods includes the cost of raw materials, direct labour, other direct cost and a proportion of production overheads based on normal operating capacity of the production facilities.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 15. INVENTORIES (continued)

- (c) Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.
- (d) Inventories are written down when events or changes in circumstances indicate that the carrying amounts may not be recoverable. Management exercises significant judgements in estimating the net realisable value of the inventories. In estimating the net realisable value of inventories, management considers the inventories' ageing, fashion pattern, current economic conditions, market demand, expectation of future prices and changes in customer preference of the respective inventories.
- (e) During the financial year, inventories of the Group recognised as cost of sales amounted to RM153,893,000 (2024: RM162,782,000).
- (f) A net write off of inventories amounting to RM346,000 (2024: RM51,000) was made by the Group during the financial year.
- (g) A net write down of inventories amounting to RM1,118,000 (2024:RM452,000) was made by the Group during the financial year.

## 16. CONTRACT ASSETS/(LIABILITIES)

	Group	
	2025 RM'000	2024 RM'000
<b>Contract assets</b>	4,254	-
<b>Contract liabilities</b>		
Non-current liabilities		
- Advance payment received from customers	17,041	18,463
- Membership discounts	118	124
	17,159	18,587
Current liabilities		
- Advance payment received from customers	1,025	1,054
- Customer loyalty programme	106	101
- Cash vouchers	15	222
- Membership discounts	456	383
- Refund liabilities	6	13
	1,608	1,773
	18,767	20,360

- (a) Contract assets and contract liabilities represent the timing differences in revenue recognition and the milestone billings. The milestone billings are structured and/or negotiated with customers to reflect physical completion of the contracts.

Contract assets are transferred to receivables when the rights to economic benefits become unconditional. This usually occurs when the Group issues billing to the customer.

Deferred revenue mainly represents advance consideration received from customers in respect of royalty arrangement. Deferred revenue will be recognised as revenue when performance obligations are fulfilled over time, as the customer simultaneously receives and consumes the benefits of access to the Group's intellectual property throughout the contractual period.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 16. CONTRACT ASSETS/(LIABILITIES) (continued)

- (b) Revenue expected to be recognised in future relating to performance obligations that are unsatisfied (or partially satisfied) at the end of the reporting period, are as follows:

	Group	
	2025 RM'000	2024 RM'000
Within one (1) year	1,608	1,773
Between one (1) year and five (5) years	1,708	1,794
More than five (5) years	15,451	16,793
	18,767	20,360

- (c) The reconciliation of movements in the carrying amount of the contract liabilities are as follows:

	Group	
	2025 RM'000	2024 RM'000
As at 1 July 2024	20,360	20,776
Addition	1,896	1,399
Utilised during the financial year	(2,271)	(1,980)
Reversal	(274)	(46)
Translation adjustments	(944)	211
As at 30 June 2025	18,767	20,360

## 17. SHORT TERM FUNDS

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Fair value through profit or loss</b>				
Short term funds	27,631	54,765	5,663	26,803

- (a) Short term funds are classified as fair value through profit or loss pursuant to MFRS 9 *Financial Instruments*.
- (b) Short term funds of the Group and of the Company represent investments in highly liquid money market instruments, which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value.
- (c) The fair values of short term funds are categorised as Level 1 in the fair value hierarchy. The fair values of short term funds are determined by reference to the quoted prices at the close of business at the end of each reporting period. There was no transfer between levels in the fair value hierarchy during the financial year. The short term funds of the Group and of the Company are denominated in RM.
- (d) Information on financial risks of short term funds is disclosed in Note 35 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

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## 18. CASH AND BANK BALANCES

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Cash and bank balances	44,254	41,822	2,397	2,767
Deposits with licensed banks	37,452	46,772	-	-
	81,706	88,594	2,397	2,767

- (a) Cash and bank balances are classified as financial assets measured at amortised cost.
- (b) Included in deposits with licensed banks of the Group is an amount of RM1,904,000 (2024: RM1,213,000) pledged to a licensed bank as security for banking facility granted to a subsidiary as disclosed in Notes 22(c)(iii) and 23(b) to the financial statements.
- (c) The currency exposure profile of cash and bank balances are as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Ringgit Malaysia	41,098	40,284	2,393	2,763
Chinese Renminbi	104	49	-	-
Hong Kong Dollar	810	2,007	-	-
Indonesian Rupiah	192	240	-	-
Singapore Dollar	37,520	44,451	-	-
United States Dollar	1,905	1,464	4	4
Vietnamese Dong	10	27	-	-
Others	67	72	-	-
	81,706	88,594	2,397	2,767

- (d) For the purpose of statements of cash flows, cash and cash equivalents comprise the following as at the end of the reporting period:

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Cash and bank balances		44,254	41,822	2,397	2,767
Deposits with licensed banks		37,452	46,772	-	-
Short term funds	17	27,631	54,765	5,663	26,803
As reported in statements of financial position		109,337	143,359	8,060	29,570
Less:					
Deposits pledged with licensed banks		(1,904)	(1,213)	-	-
Deposits with maturity period more than three (3) months		-	(12,264)	-	-
Bank overdraft (Note 22)		(11)	-	-	-
As reported in statements of cash flows		107,422	129,882	8,060	29,570

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 18. CASH AND BANK BALANCES (continued)

- (e) No expected credit loss is recognised arising from cash at banks and deposits with financial institutions because the probability of default by these financial institutions is negligible.
- (f) Information on financial risks of cash and bank balances is disclosed in Note 35 to the financial statements.

## 19. SHARE CAPITAL

	Group and Company			
	2025		2024	
	Number of shares '000	RM'000	Number of shares '000	RM'000
<b>Issued and fully paid ordinary shares with no par value</b>				
At beginning/end of financial year	201,572	201,572	201,572	201,572

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at general meeting of the Company as prescribed in the Constitution of the Company. All ordinary shares rank pari passu with regard to the residual assets of the Company.

## 20. RESERVES

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Exchange translation reserve	(a)	20,635	26,844	-	-
Revaluation reserve	(b)	184	184	-	-
Treasury shares	(c)	(485)	(485)	(485)	(485)
		20,334	26,543	(485)	(485)
Retained earnings		200,168	209,048	108,561	102,990
		220,502	235,591	108,076	102,505

- (a) Exchange translation reserve

The exchange translation reserve is used to record foreign currency exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the presentation currency of the Group. It is also used to record the exchange differences arising from monetary items which form part of the net investment of the Group in foreign operations, where the monetary item is denominated in either the functional currency of the reporting entity or the foreign operation.

- (b) Revaluation reserve

The revaluation reserve arises from the revaluation surplus of properties of the subsidiaries upon transfer from property, plant and equipment to investment properties.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 20. RESERVES (continued)

### (c) Treasury shares

As at 30 June 2025, the Company held 576,719 (2024: 576,719) treasury shares out of its total issued shares of 201,571,842 (2024: 201,571,842) ordinary shares. Such treasury shares are recorded at carrying amount of RM485,000 (2024: RM485,000).

There were no share re-issuance, cancellations, resale and buybacks for the current and previous financial year.

Pursuant to Section 127 of the Companies Act 2016, the Directors of the Company may resolve:

- (i) to cancel the shares so purchased;
- (ii) to retain the shares so purchased as treasury shares for distribution as “share dividends” to the shareholders, or resell any of the shares so purchased on Bursa Malaysia Securities Berhad in accordance with the relevant rules of Bursa Malaysia Securities Berhad, or transfer any of the shares so purchased for the purposes of or under an employees’ share schedule, or transfer any of the shares so purchased as purchase consideration, or sell, transfer or otherwise use any of the shares so purchased for such other purposes as the Minister may by order prescribe; or
- (iii) to retain part of the shares so purchased as treasury shares and cancel the remainder.

While the shares so purchased are held as treasury shares, the rights attached to the treasury shares in relation to voting, dividends and participation in any other distributions or otherwise are suspended and the treasury shares shall not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purposes including, without limitation to the generality of the provisions of any law or requirements of the Constitution of the Company or the listing rules of Bursa Malaysia Securities Berhad on substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum and the result of a vote on a resolution at a meeting of shareholders.

## 21. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Non-current liabilities</b>					
<b>Other payable</b>					
Third party	(b)	-	2,123	-	-
<b>Current liabilities</b>					
<b>Trade payables</b>					
Third parties	(c)	6,694	6,533	-	-
<b>Other payables, deposits and accruals</b>					
Other payables		10,772	5,767	6	56
Deposits		1,240	950	-	-
Accruals		13,052	12,620	454	567
		25,064	19,337	460	623
<b>Total trade and other payables (current)</b>					
		31,758	25,870	460	623
<b>Total trade and other payables (current and non-current)</b>					
		31,758	27,993	460	623

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 21. TRADE AND OTHER PAYABLES (continued)

- (a) Trade and other payables are classified as financial liabilities measured at amortised cost.
- (b) Non-current other payable in the previous financial year and current other payable of RM2,020,000 as at the current financial year end represents loans from a shareholder of a subsidiary for the acquisition of intellectual property rights, which are unsecured, bear interest at 2% (2024: 2%) per annum and are repayable on or before 30 August 2025.
- (c) Trade payables are non-interest bearing and the normal trade credit terms granted to the Group range from 30 to 90 days (2024: 30 to 90 days).
- (d) Information on financial risks of trade and other payables is disclosed in Note 35 to the financial statements.
- (e) The currency exposure profile of payables are as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Ringgit Malaysia	20,256	17,193	460	623
Chinese Renminbi	36	1,841	-	-
Euro	-	719	-	-
Hong Kong Dollar	719	523	-	-
Indonesian Rupiah	28	68	-	-
Singapore Dollar	10,575	6,751	-	-
United States Dollar	113	867	-	-
Vietnamese Dong	31	31	-	-
	31,758	27,993	460	623

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 22. BORROWINGS

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Current liabilities</b>					
<b>Conventional financing facilities</b>					
<b>Secured</b>					
- Bankers' acceptances		1,199	1,904	-	-
- Bank overdraft		11	-	-	-
- Foreign currency trade loan		2,534	3,139	-	-
- Term loans	23	740	603	-	-
<b>Unsecured</b>					
- Term loans	23	1,613	2,393	-	-
<b>Islamic financing facilities</b>					
<b>Secured</b>					
- Revolving credit		2,000	4,000	-	-
- Terms financing-i	23	2,362	1,794	-	-
		10,459	13,833	-	-
Financial guarantee contracts		-	-	-*	-*
Total		10,459	13,833	-	-
<b>Non-current liabilities</b>					
<b>Conventional financing facilities</b>					
<b>Secured</b>					
- Term loans		6,144	6,738	-	-
<b>Unsecured</b>					
- Term loans	23	-	1,696	-	-
<b>Islamic financing facilities</b>					
<b>Secured</b>					
- Terms financing-i		52,181	54,647	-	-
Total	23	58,325	63,081	-	-
<b>Total borrowings</b>					
Bankers' acceptances		1,199	1,904	-	-
Bank overdraft		11	-	-	-
Foreign currency trade loan		2,534	3,139	-	-
Revolving credit		2,000	4,000	-	-
Term loans and terms financing-i	23	63,040	67,871	-	-
Financial guarantee contracts		-	-	-*	-*
		68,784	76,914	-	-

\* Amount is negligible.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 22. BORROWINGS (continued)

- (a) Borrowings are classified as financial liabilities measured at amortised cost.
- (b) Financial guarantee contracts issued by the Company are those contracts that require payments to be made to reimburse the holders for losses they incur because the specified debtors fails to make payments when due in accordance with the terms of the debt instruments. Financial guarantee contracts issued are initially measured at fair value. Subsequently, they are measured at higher of:
- the amount of the loss allowance; and
  - the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance to the principles of MFRS 15 *Revenue from Contracts with Customers*.

The financial guarantee contracts have not been recognised since the fair value on initial recognition was not material as the guarantees are provided as credit enhancements to the secured borrowings of the subsidiaries.

- (c) Certain term loans, foreign currency trade loan, terms financial-i, revolving credit, bank overdraft and bankers' acceptances of the Group are secured by the following:
- a corporate guarantee by the Company;
  - first fixed charges over certain freehold land and buildings and an investment property of subsidiaries as disclosed in Notes 5 and 7 to the financial statements; and
  - fixed deposits of a subsidiary as disclosed in Note 18(b) to the financial statements.
- (d) The currency exposure profile of borrowings are as follows:

	Group	
	2025 RM'000	2024 RM'000
Ringgit Malaysia	64,636	69,685
Chinese Renminbi	2,534	3,139
Singapore Dollar	1,614	4,090
	68,784	76,914

- (e) Information on financial risks of borrowings is disclosed in Note 35 to the financial statements.
- (f) Reconciliation of liabilities arising from financing activities:

Group	Bankers' acceptances RM'000	Foreign currency trade loan RM'000	Revolving credit RM'000	Term loans and terms financing-i RM'000	Total RM'000
At 1 July 2024	1,904	3,139	4,000	67,871	76,914
Cash flows:					
- Net of repayments of borrowings	(705)	(605)	(2,000)	(4,806)	(8,116)
Non-cash flows:					
- Acquisition of a subsidiary (Note 9(c)(i))	-	-	-	162	162
- Effect of foreign exchange	-	-	-	(187)	(187)
At 30 June 2025	1,199	2,534	2,000	63,040	68,773

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 22. BORROWINGS (continued)

(f) Reconciliation of liabilities arising from financing activities: (continued)

Group	Bankers' acceptances RM'000	Foreign currency trade loan RM'000	Revolving credit RM'000	Term loans and terms financing-i RM'000	Trust receipts RM'000	Total RM'000
At 1 July 2023	2,754	-	8,400	72,207	6,639	90,000
Cash flows:						
- Net of (repayments)/ drawdowns of borrowings	(850)	3,139	(4,400)	(4,405)	(6,726)	(13,242)
Non-cash flows:						
- Effect of foreign exchange	-	-	-	69	87	156
At 30 June 2024	1,904	3,139	4,000	67,871	-	76,914

## 23. TERM LOANS AND TERMS FINANCING-I ("TF-I")

	Group	
	2025 RM'000	2024 RM'000
<b>Term loans - Secured</b>		
Term loan I is repayable as follows:		
- 240 equal monthly instalments of RM69,571 each commencing November 2014	6,134	6,681
Term loan II is repayable as follows:		
- 240 monthly instalments of RM1,813 each commencing April 2015	158	172
Term loan III is repayable as follows:		
- 240 monthly instalments of RM2,571 each commencing April 2015	224	244
Term loan IV is repayable as follows:		
- 240 monthly instalments of RM2,571 each commencing April 2015	224	244
Term loan V is repayable as follows:		
- 16 monthly instalments of RM9,760 each commencing May 2025		
- Final instalment of RM15,473 in September 2026	144	-
	6,884	7,341
<b>Term loans - Unsecured</b>		
Term loan VI is repayable as follows:		
- 48 monthly instalments of SGD54,785 each commencing April 2022		
- Final instalment of SGD55,093 in March 2026	1,613	4,089

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 23. TERM LOANS AND TERMS FINANCING-I ("TF-I") (continued)

	Group	
	2025 RM'000	2024 RM'000
<b>Terms Financing-I ("TF-I") - Secured</b>		
TF-I I is repayable as follows:		
- 36 equal monthly instalments of RM255,000 each commencing January 2023		
- 60 equal monthly instalments of RM322,000 each commencing January 2026		
- 60 equal monthly instalments of RM400,000 each commencing January 2031		
- Final instalment of RM6,231,954 in December 2035	39,132	40,428
TF-I II is repayable as follows:		
- 240 equal monthly instalments of RM105,755 each commencing September 2022	15,411	16,013
	54,543	56,441
	63,040	67,871
Repayable as follows:		
<b>Current liabilities</b>		
- not later than one (1) year	4,715	4,790
<b>Non-current liabilities</b>		
- later than one (1) year but not later than five (5) years	15,207	15,794
- later than five (5) years	43,118	47,287
	58,325	63,081
	63,040	67,871

- (a) Term loan I, II, III and IV are secured by means of legal charges over certain freehold land and buildings of the Group (Note 5), assignment of rental proceeds and are guaranteed by the Company.

Term loan V is secured by fixed deposit of a subsidiary (Note 18) and is guaranteed by the Company.

Term loan VI is only guaranteed by the Company.

- (b) The term financing-I of the Group are Islamic financing facilities that are secured by means of legal charges over certain lands and buildings and investment properties of the Group (Notes 5 and 7), fixed deposits of a subsidiary (Note 18) and are guaranteed by the Company.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 24. PROVISION FOR RESTORATION COSTS

	Group	
	2025 RM'000	2024 RM'000
<b>Non-current</b>		
Provision for restoration costs	2,845	2,037
<b>Current</b>		
Provision for restoration costs	1,001	978
	3,846	3,015

- (a) Provisions are recognised when there is a present obligation, legal or constructive, as a result of a past event, and when it is probable that an outflow of resources embodying economic benefits would be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
- (b) Provision for restoration costs comprises estimates of reinstatement costs for stores upon termination of tenancy. Provision for restoration costs is included in the carrying amounts of right-of-use assets.
- (c) A reconciliation of the provision for restoration costs is as follows:

	Note	Group	
		2025 RM'000	2024 RM'000
Balance as at 1 July 2024/2023		3,015	2,220
Recognised in right-of-use assets	6(f)	414	541
Addition of provision for restoration costs		514	397
Recognised in profit or loss			
- unwinding of discount on provision for restoration costs	28	204	47
- under/(over)-provision of restoration costs	28	48	(77)
Utilised during the financial year		(298)	(122)
Translation adjustments		(51)	9
Balance as at 30 June 2025/2024		3,846	3,015

## 25. CAPITAL COMMITMENTS

	Group	
	2025 RM'000	2024 RM'000
Property, plant and equipment:		
Renovation for boutiques, offices and warehouses		
- Approved and contracted for	15,135	3,432
- Approved but not contracted for	-	993

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 26. REVENUE

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Revenue from contracts with customers</b>				
Sales of goods	369,420	406,338	-	-
Sales of food and beverage	2,125	-	-	-
Royalty income	2,507	4,336	-	-
	374,052	410,674	-	-
<b>Others</b>				
Rental income	3,277	2,991	-	-
Dividend income from unquoted investments in subsidiaries and an associate	-	-	20,223	30,016
	377,329	413,665	20,223	30,016
<b>Timing of revenue recognition</b>				
Transferred at a point in time	371,545	406,338	-	-
Transferred over time	2,507	4,336	-	-
	374,052	410,674	-	-

### Disaggregation of revenue from contracts with customers

Revenue from contracts with customers is disaggregated in the table below by primary geographical markets, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the reportable segments of the Group.

30 June 2025	Retailing RM'000	Manufacturing RM'000	Others RM'000	Total RM'000
<b>Major goods and services</b>				
Sales of goods	369,417	3	-	369,420
Sales of food and beverage	-	-	2,125	2,125
Royalty income	2,507	-	-	2,507
Total revenue from contracts with customers	371,924	3	2,125	374,052
<b>Geographical markets</b>				
Malaysia	246,133	3	2,125	248,261
Singapore	99,335	-	-	99,335
Indonesia	16,996	-	-	16,996
Others	9,460	-	-	9,460
Total revenue from contracts with customers	371,924	3	2,125	374,052
<b>Timing of revenue recognition</b>				
Transferred at a point in time	369,417	3	2,125	371,545
Transferred over time	2,507	-	-	2,507
Total revenue from contracts with customers	371,924	3	2,125	374,052

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 26. REVENUE (continued)

### Disaggregation of revenue from contracts with customers (continued)

30 June 2024	Retailing RM'000	Manufacturing RM'000	Total RM'000
<b>Major goods and services</b>			
Sales of goods	406,338	-	406,338
Royalty income	4,336	-	4,336
Total revenue from contracts with customers	410,674	-	410,674
<b>Geographical markets</b>			
Malaysia	270,950	-	270,950
Singapore	115,460	-	115,460
Indonesia	14,400	-	14,400
Others	9,864	-	9,864
Total revenue from contracts with customers	410,674	-	410,674
<b>Timing of revenue recognition</b>			
Transferred at a point in time	406,338	-	406,338
Transferred over time	4,336	-	4,336
Total revenue from contracts with customers	410,674	-	410,674

#### (a) Sale of goods

Revenue from sales of goods is recognised at a point in time when the goods have been transferred to the customer and coincides with the delivery of goods and acceptance by customers.

The contracts for the sale of goods provide customers with a right of return the goods within a specified period. Refund liability is recognised arising from the right of return as disclosed in Note 16 to the financial statements.

There is no significant financing component in the revenue arising from sales of products and services rendered as the products and services are made on normal credit terms not exceeding twelve (12) months.

#### (b) Sales of food and beverages

Revenue is recognised at a point in time upon delivery of products or performance of services, and customer acceptance, if any. The revenue is net of discount and/or any portion that are allocated to the complimentary food or beverage.

#### (c) Royalty income

Royalty income is recognised over the period of the respective royalty arrangement.

#### (d) Rental income

Rental income is accounted for on a straight-line basis over the lease term of an ongoing lease.

#### (e) Dividend income

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

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 26. REVENUE (continued)

### (f) Management fee

Management fee is recognised at a point in time when management services are rendered and accepted by subsidiaries, which have been fully eliminated at Group level.

### (g) Revenue from contracts with customers recognised by the Group during the financial year included RM2,270,000 (2024: RM1,938,000) that were included in contract liabilities at the beginning of the financial year.

## 27. COST OF SALES

	Group	
	2025 RM'000	2024 RM'000
Inventories sold	153,893	162,782

## 28. PROFIT BEFORE TAX

Other than those disclosed elsewhere in the financial statements, profit before tax is arrived at:

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>After charging/(crediting):</b>					
Auditors' remuneration:					
- Statutory					
- Auditors of the Company					
- current year		338	312	73	65
- over-provision in prior year		(2)	-	-	-
- Affiliate of the Company's auditors					
- current year		400	444	-	-
- over-provision in prior year		(3)	(3)	-	-
- Other auditors					
- current year		32	-	-	-
- Non-statutory					
- current year		20	23	3	9
- over-provision in prior year		(9)	(5)	(6)	(6)
Amortisation of trademarks	8	1,412	1,367	-	-
Depreciation of:					
- property, plant and equipment	5	12,700	10,690	-	-
- right-of-use assets	6	32,290	31,327	-	-
Gain on reassessment and modification of leases		(778)	(796)	-	-
(Gain)/Loss on disposal of:					
- investment in subsidiaries		-	-	-	(1,059)
- property, plant and equipment		17	186	-	-
Gain on remeasurement of previously held equity interest in an associate		(2,483)	-	-	-

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 28. PROFIT BEFORE TAX (continued)

Other than those disclosed elsewhere in the financial statements, profit before tax is arrived at: (continued)

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>After charging/(crediting): (continued)</b>					
Interest expense and profit payment on borrowings:					
- bank guarantees		39	122	-	-
- bank overdraft		3	-	-	-
- bankers' acceptances		305	242	-	-
- lease liabilities	6	4,186	3,744	-	-
- term loans and terms financing-i		2,827	2,980	-	-
- trust receipts		-	241	-	-
- revolving credit		104	247	-	-
- unwinding of discount on provision for restoration costs	24(c)	204	47	-	-
- others		-	71	-	-
		7,668	7,694	-	-
Interest income from:					
- amount owing by a subsidiary		-	-	(188)	(143)
- bank balances		(227)	(303)	(24)	(38)
- deposits with licensed banks		(1,149)	(1,657)	-	-
- short term funds		(551)	(648)	(194)	(312)
- others		(38)	(65)	-	-
		(1,965)	(2,673)	(406)	(493)
Loss on striking off of subsidiaries		-	-	-	54
Net fair value (gains)/losses on:					
- non-current amount owing by subsidiaries		-	-	(69)	(62)
- investment properties	7	312	(165)	-	-
- other investment		17	17	-	-
- short term fund		(707)	(662)	(217)	(233)
Net impairment (gains)/losses on:					
- amount owing by subsidiaries	13(n)	-	-	(59)	(85)
- goodwill	8	2,663	-	-	-
- investment in subsidiaries		-	-	-	(6,599)
- property, plant and equipment	5	3,066	(198)	-	-
- right-of-use assets	6	2,889	185	-	-
- trade and other receivables	13	5,641	51	-	-
Net realised (gains)/losses on foreign exchange		(113)	350	-	-

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 28. PROFIT BEFORE TAX (continued)

Other than those disclosed elsewhere in the financial statements, profit before tax is arrived at: (continued)

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>After charging/(crediting): (continued)</b>					
Net unrealised losses on foreign exchange		559	375	-	-
Rental commission		5,987	6,744	-	-
Rental income		(984)	(917)	-	-
Rental of office equipment		34	143	-	-
Rental of premises		2,873	1,539	-	-
Under/(Over)-provision of restoration cost	24(c)	48	(77)	-	-
Writedown of inventories	15(g)	1,118	452	-	-
Write-off of:					
- bad debts		53	45	-	5
- deposits		-	9	-	9
- inventories	15(f)	346	51	-	-
- property, plant and equipment	5	590	69	-	-

### Interest income

Interest income is recognised as it accrues, using the effective interest method.

# NOTES TO THE FINANCIAL STATEMENTS

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## 29. TAX EXPENSE

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Current tax expense based on profit for the financial year:				
Malaysian income tax	10,073	12,289	22	18
Foreign income tax	2,083	2,707	-	-
	12,156	14,996	22	18
Under/(Over)-provision in prior years:				
Malaysian income tax	9	366	33	27
Foreign income tax	(835)	323	-	-
	(826)	689	33	27
	11,330	15,685	55	45
Deferred tax (Note 14)				
Relating to origination and reversal of temporary differences	(2,003)	(1,072)	-	-
Under/(Over)-provision in prior years	78	(1,652)	-	(1)
	(1,925)	(2,724)	-	(1)
	9,405	12,961	55	44

The Malaysian income tax is calculated at the statutory tax rate of 24% (2024: 24%) of the estimated taxable profits for the fiscal year.

Tax expense for other taxation authorities are calculated at the rates prevailing in those respective jurisdictions.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 29. TAX EXPENSE (continued)

The numerical reconciliation between the tax expense and the product of accounting profit multiplied by the applicable tax rates of the Group and of the Company are as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Profit before tax	17,188	52,885	19,696	37,071
Tax at Malaysian statutory tax rate of 24% (2024: 24%)	4,125	12,692	4,727	8,897
Tax effects in respect of:				
Non-allowable expenses	5,144	318	144	123
Non-taxable income	(821)	(108)	(4,849)	(9,002)
Different tax rates in foreign jurisdiction	(735)	582	-	-
Deferred tax assets not recognised	2,871	1,186	-	-
Tax incentive and allowances	(232)	(184)	-	-
Utilisation of previously unrecognised deferred tax assets	(199)	(562)	-	-
	10,153	13,924	22	18
(Over)/Under-provision of income tax in prior years	(826)	689	33	27
Under/(Over)-provision of deferred tax in prior years	78	(1,652)	-	(1)
	9,405	12,961	55	44

Tax on each component of other comprehensive income is as follows:

	Group		
	Before tax RM'000	Tax effect RM'000	After tax RM'000
<b>2025</b>			
<b>Items that may be reclassified subsequently to profit or loss</b>			
Foreign currency translations	(6,724)	-	(6,724)
<b>2024</b>			
<b>Items that may be reclassified subsequently to profit or loss</b>			
Foreign currency translations	61	-	61

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 30. EARNINGS PER SHARE

### (a) Basic

Basic earnings per ordinary share for the financial year are calculated by dividing the profit for the financial year attributable to owners of the parent by the weighted average number of ordinary shares outstanding during the financial year, after taking into consideration of treasury shares held by the Company.

	Group	
	2025	2024
Profit attributable to owners of the parent (RM'000)	6,482	33,814
Weighted average number of ordinary shares applicable to basic earnings per ordinary share ('000)	200,995	200,995
Basic earnings per ordinary share for profit for the financial year (sen)	3.22	16.82

### (b) Diluted

Diluted earnings per ordinary share equal to the basic earnings per ordinary share as there were no dilutive potential ordinary shares outstanding during the financial year.

## 31. DIVIDENDS

	Group and Company			
	2025		2024	
	Dividend per share Sen	Amount of dividend RM'000	Dividend per share Sen	Amount of dividend RM'000
In respect of the financial year ended 30 June 2024:				
Single tier interim dividend, paid on 29 September 2023	-	-	2.0	4,020
Single tier special dividend, paid on 29 September 2023	-	-	4.0	8,040
Single tier interim dividend, paid on 5 January 2024	-	-	2.0	4,020
Single tier interim dividend, paid on 5 April 2024	-	-	2.0	4,020
Single tier interim dividend, paid on 26 June 2024	-	-	2.0	4,020
Single tier interim dividend, paid on 27 September 2024	2.0	4,020	-	-
In respect of the financial year ended 30 June 2025:				
Single tier interim dividend, paid on 27 December 2024	2.0	4,020	-	-
Single tier interim dividend, paid on 28 March 2025	2.0	4,020	-	-
Single tier interim dividend, paid on 25 June 2025	1.0	2,010	-	-
	7.0	14,070	12.0	24,120

The Directors do not recommend the payment of any final dividend for the financial year ended 30 June 2025.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 32. EMPLOYEE BENEFITS

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Wages, salaries and bonuses	61,639	66,635	667	654
Contributions to defined contribution plan	7,916	8,011	33	34
Social security contributions	708	1,095	-	-
Other benefits	11,479	9,147	-	-
	81,742	84,888	700	688

Included in the employee benefits of the Group and of the Company are Executive Directors' remuneration of the Group and of the Company amounting to RM7,581,000 (2024: RM8,937,000) and RM295,000 (2024: RM312,000) respectively.

## 33. RELATED PARTIES DISCLOSURES

### (a) Identities of related parties

Parties are considered to be related to the Company if the Company 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 Company and the party are subject to common control or common significant influence. Related parties could be individuals or other parties.

Related parties of the Company include:

- (i) Its subsidiaries, fellow subsidiaries, associates and a joint venture;
- (ii) Any entities with joint control of, or significant influence over the Company; and
- (iii) Key management personnel of the Company.

Related parties other than those disclosed elsewhere in the financial statements and their relationship with the Group are as follows:

Related parties	Relationship
Bonia International Holdings Pte. Ltd.	A company in which a Director, who is also a substantial shareholder of the Company, has substantial financial interests.
Speciale Eyewear Sdn. Bhd.	A company in which a Director, who is also a director of certain subsidiaries of the Company, has substantial financial interests.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 33. RELATED PARTIES DISCLOSURES (continued)

- (b) In addition to the transactions and balances detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Received/Receivable from subsidiaries</b>				
Dividends	-	-	19,773	29,716
Administrative fee	-	-	24	23
Interest income	-	-	188	143
<b>Received from an associate</b>				
Dividend	450	300	450	300
<b>Received/Receivable from other related parties</b>				
Rental income				
- Speciale Eyewear Sdn. Bhd.	35	35	-	-
Purchases				
- Speciale Eyewear Sdn. Bhd.	199	223	-	-
Royalties				
- Bonia International Holdings Pte. Ltd.	481	592	-	-

Save for the dividends received from subsidiaries, the related parties transactions described above were carried out in the normal course of business and have been established under negotiated and mutually agreed terms.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 33. RELATED PARTIES DISCLOSURES (continued)

### (c) Compensation of key management personnel

Key management personnel are those persons responsible for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of the Group and of the Company.

The remuneration of Directors and other key management personnel during the financial year was as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Directors of the Company:</b>				
<b>Non-executive Directors</b>				
Directors' fees	322	399	330	300
Short term employee benefits	79	74	72	74
Contributions to defined contribution plan	5	3	3	2
	406	476	405	376
<b>Executive Directors</b>				
Directors' fees	932	958	265	280
Short term employee benefits	2,910	4,039	-	-
Contributions to defined contribution plan	372	488	30	32
	4,214	5,485	295	312
<b>Directors of the subsidiaries</b>				
<b>Executive Directors</b>				
Directors' fees	522	501	-	-
Short term employee benefits	2,549	2,650	-	-
Contributions to defined contribution plan	296	301	-	-
	3,367	3,452	-	-
	7,987	9,413	700	688

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 34. FINANCIAL INSTRUMENTS

### (a) Capital management

The primary objective of capital management of the Group is to ensure that entities of the Group would be able to continue as going concerns whilst maximising the return to shareholders through the optimisation of the debt and equity balance. The overall strategy of the Group remains unchanged from that in the previous financial year.

The Group manages its capital structure and makes adjustments to it in response to changes in economic conditions. In order to maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the financial years ended 30 June 2025 and 30 June 2024.

The Group monitors capital using gearing ratios, i.e. gearing ratio and net gearing ratio. Gearing ratio represents borrowings and lease liabilities divided by total capital whereas net gearing ratio represents borrowings and lease liabilities less cash and bank balances and short term funds divided by total capital. Capital represents equity attributable to the owners of the parent.

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Borrowings	68,784	76,914	-	-
Lease liabilities	86,569	93,241	-	-
Less: Short term funds	(27,631)	(54,765)	(5,663)	(26,803)
Less: Cash and bank balances	(81,706)	(88,594)	(2,397)	(2,767)
	46,016	26,796	(8,060)	(29,570)
<b>Total capital</b>	<b>422,074</b>	<b>437,163</b>	<b>309,648</b>	<b>304,077</b>
Gearing ratio <sup>(1)</sup>	37%	39%	N/A	N/A
Net gearing ratio <sup>(2)</sup>	11%	6%	N/A	N/A

<sup>(1)</sup> without taking cash and bank balances and short term funds into consideration

<sup>(2)</sup> taking cash and bank balances and short term funds into consideration

Pursuant to Practice Note No. 17/2005 issued by Bursa Malaysia Securities Berhad, the Group is required to maintain a consolidated shareholders' equity of more than the twenty-five percent (25%) of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less than RM40.0 million. The Company has complied with this requirement for the financial year ended 30 June 2025.

The Group and the Company are not subject to any other externally imposed capital requirements.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 34. FINANCIAL INSTRUMENTS (continued)

### (b) Financial instruments

Group 2025	Amortised cost RM'000	Fair value through profit or loss RM'000	Total RM'000
<b>Financial assets</b>			
Other investments	-	1,145	1,145
Trade and other receivables, net of prepayments	45,714	-	45,714
Short term funds	-	27,631	27,631
Cash and bank balances	81,706	-	81,706
	127,420	28,776	156,196

	Amortised cost RM'000	Total RM'000
<b>Financial liabilities</b>		
Borrowings	68,784	68,784
Trade and other payables	31,758	31,758
	100,542	100,542

Company 2025	Amortised cost RM'000	Fair value through profit or loss RM'000	Total RM'000
<b>Financial assets</b>			
Other investment	-	150	150
Other receivables	7,224	-	7,224
Short term funds	-	5,663	5,663
Cash and bank balances	2,397	-	2,397
	9,621	5,813	15,434

	Amortised cost RM'000	Total RM'000
<b>Financial liability</b>		
Other payables	460	460

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 34. FINANCIAL INSTRUMENTS (continued)

(b) Financial instruments (continued)

Group 2024	Amortised cost RM'000	Fair value through profit or loss RM'000	Total RM'000
<b>Financial assets</b>			
Other investments	-	2,923	2,923
Trade and other receivables, net of prepayments	45,280	-	45,280
Short term funds	-	54,765	54,765
Cash and bank balances	88,594	-	88,594
	133,874	57,688	191,562
		Amortised cost RM'000	Total RM'000
<b>Financial liabilities</b>			
Borrowings		76,914	76,914
Trade and other payables		27,993	27,993
		104,907	104,907
Company 2024	Amortised cost RM'000	Fair value through profit or loss RM'000	Total RM'000
<b>Financial assets</b>			
Other investment	-	150	150
Other receivables	2,513	-	2,513
Short term funds	-	26,803	26,803
Cash and bank balances	2,767	-	2,767
	5,280	26,953	32,233
		Amortised cost RM'000	Total RM'000
<b>Financial liability</b>			
Other payables		623	623

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 34. FINANCIAL INSTRUMENTS (continued)

### (c) Methods and assumptions used to estimate fair value

The fair values of financial assets and financial liabilities are determined as follows:

- i. Financial instruments that are not carried at fair value and whose carrying amounts are a reasonable approximation of fair value

The carrying amounts of financial assets and financial liabilities, such as trade receivables and current other receivables, trade payables and current other payables and borrowings are reasonable approximation of fair value, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

The carrying amounts of the current portion of loans and borrowings are reasonable approximations of fair values due to the insignificant impact of discounting.

- ii. Other investments

The fair values for club memberships are estimated based on references to current available counter party quotation of the same investment.

The fair values for quoted bonds are estimated by reference to the exchange quoted market prices at the close of the business on the reporting date.

The fair values for unquoted shares are estimated based on net assets of the Company.

- iii. Non-current other receivables and other payable

The fair value of non-current other receivables and other payable are estimated by discounting expected future cash flows at the market incremental borrowing rate for similar types of lending.

The carrying amounts of the non-current other receivables and other payable are reasonable approximations of their fair values.

- iv. Financial guarantees

The Company provides corporate guarantees to financial institutions for banking facilities utilised and tenancy agreements entered into by certain subsidiaries. The fair values of such corporate guarantees are negligible as the probability of the subsidiaries defaulting on the banking facilities and tenancy agreements are remote.

### (d) Fair value hierarchy

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 fair value measurements are those derived from inputs for the asset or liability that are not based on observable market data (unobservable inputs).

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 34. FINANCIAL INSTRUMENTS (continued)

### (d) Fair value hierarchy (continued)

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of Level 3 financial instruments as well as the relationship between key unobservable inputs and fair value, is detailed in the table below.

<b>Financial instruments</b>	<b>Valuation technique used</b>	<b>Significant unobservable inputs</b>	<b>Inter-relationship between key unobservable inputs and fair value</b>
<u>Financial assets</u>			
Amounts owing by subsidiaries	Discounted cash flows approach	Discount rate (9%)	The higher the discount rate, the lower the fair value of the asset would be.
Club memberships	Market approach	Counter party quotation	The higher the counter party quotation, the higher the fair value of the club memberships.
Unquoted shares	Net asset value method	Adjusted net assets	The higher the net assets of the Company, the higher the fair value of the unquoted shares.

There were no transfer between all three (3) levels of the fair value hierarchy during the financial year.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 34. FINANCIAL INSTRUMENTS (continued)

(d) Fair value hierarchy (continued)

The following tables set out the financial instruments carried at fair values and those not carried at fair values for which fair value is disclosed, together with their fair values and carrying amounts shown in the statements of financial position.

2025 Group	Fair values of financial instruments carried at fair value				Fair values of financial instruments not carried at fair value				Total fair value RM'000	Carrying amount RM'000
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000		
<b>Financial assets</b>										
<b>Fair value through profit or loss</b>										
- Short term funds	27,631	-	-	27,631	-	-	-	-	27,631	27,631
- Club memberships	-	-	995	995	-	-	-	-	995	995
- Unquoted shares in Malaysia	-	-	150	150	-	-	-	-	150	150
<b>Company</b>										
<b>Financial assets</b>										
<b>Amortised cost</b>										
- Amounts owing by subsidiaries	-	-	-	-	-	-	1,722	1,722	1,722	1,722
<b>Fair value through profit or loss</b>										
- Short term funds	5,663	-	-	5,663	-	-	-	-	5,663	5,663

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

**34. FINANCIAL INSTRUMENTS (continued)**

(d) Fair value hierarchy (continued)

The following tables set out the financial instruments carried at fair values and those not carried at fair values for which fair value is disclosed, together with their fair values and carrying amounts shown in the statements of financial position. (continued)

2024 Group	Fair values of financial instruments carried at fair value				Fair values of financial instruments not carried at fair value				Total fair value RM'000	Carrying amount RM'000
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000		
<b>Financial assets</b>										
<b>Fair value through profit or loss</b>										
- Short term funds	54,765	-	-	54,765	-	-	-	-	54,765	54,765
- Club memberships	-	-	1,047	1,047	-	-	-	-	1,047	1,047
- Quoted bonds outside Malaysia	1,726	-	-	1,726	-	-	-	-	1,726	1,726
- Unquoted shares in Malaysia	-	-	150	150	-	-	-	-	150	150
<b>Company</b>										
<b>Financial assets</b>										
<b>Amortised cost</b>										
- Amounts owing by subsidiaries	-	-	-	-	-	-	1,595	1,595	1,595	1,595
<b>Fair value through profit or loss</b>										
- Short term funds	26,803	-	-	26,803	-	-	-	-	26,803	26,803

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 34. FINANCIAL INSTRUMENTS (continued)

(e) The following table shows a reconciliation of Level 3 fair values:

	Group	
	2025 RM'000	2024 RM'000
<b>Financial assets</b>		
Balance as at 1 July 2024/2023	1,197	1,073
Addition	-	150
Fair value loss recognised	(28)	(32)
Translation adjustments	(24)	6
Balance as at 30 June 2025/2024	1,145	1,197

Sensitivities for the Level 3 fair value measurements of the financial assets and financial liabilities are not disclosed as they are not material to the Group.

## 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The financial risk management objective of the Group is to safeguard the shareholders' investment and the Group's assets whilst minimising the potential adverse impact arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group operates within an established risk management and internal control framework and clearly defined guidelines that are regularly reviewed by the Board of Directors. Financial risk management is carried out through risk review programmes, internal control systems, insurance programmes and adherence to the Group financial risk management policies. The Group is exposed mainly to credit risk, liquidity and cash flow risk, interest rate risk, foreign currency risk and market price risk. Information on the management of the related exposures is detailed below.

### (i) Credit risk

Credit risk is the risk that a counterparty would default on its contractual obligations resulting in financial loss to the Group.

Cash deposits, trade and other receivables and financial guarantees given to banks for banking facilities granted to subsidiaries could give rise to credit risk, which requires the loss to be recognised if a counterparty fails to perform as contracted. It is the policy of the Group to monitor the financial standing of these counterparties on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

The primary exposure of the Group to credit risk arises through its trade and other receivables while the primary exposure of the Company is through the amounts owing by subsidiaries. The trading terms of the Group with its customers are mainly on credit, except for boutique sales, where the transactions are performed on cash term. The credit period is generally for a period of 30 days, extending up to 120 days for major customers. Each customer has a maximum credit limit and the Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management.

#### Exposure to credit risk

As at the end of each reporting period, no collateral has been obtained by the Group. The maximum exposure of the Group and of the Company to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The maximum exposure to credit risk in relation to financial guarantee contracts provided as credit enhancements to the secured and unsecured borrowings of subsidiaries amounted to RM68,784,000 (2024: RM76,914,000) represents the outstanding banking facilities of the subsidiaries as at the end of the reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (i) Credit risk (continued)

#### Recognition and measurement of impairment loss of financial guarantee contracts

The Company assumes that there is a significant increase in credit risk when the financial positions of the subsidiaries deteriorate significantly. The Company considers a financial guarantee to be credit impaired when:

- (a) the subsidiaries are unlikely to repay their credit obligations to the banks in full; or
- (b) the subsidiaries are continuously loss making and are having deficit shareholder's fund.

The Company determines the probability of default by subsidiaries on the guaranteed borrowings using available internal information. No impairment loss is recognised arising from financial guarantees as it is negligible.

#### Credit risk concentration profile

The Group determines concentration of credit risk by monitoring the country and industry sector profiles of its trade receivables on an ongoing basis. The credit risk concentration profile of the trade receivables of the Group at the end of each reporting period are as follows:

	Group			
	2025		2024	
	RM'000	% of total	RM'000	% of total
<b>By country</b>				
Malaysia	9,972	35	12,982	44
Singapore	18,444	64	15,865	53
Indonesia	353	1	303	1
Others	-	-	594	2
	28,769	100	29,744	100
<b>By industry sectors</b>				
Retailing	28,390	99	29,439	99
Investment property	275	1	305	1
Manufacturing	5	#	-	-
Others	99	#	-	-
	28,769	100	29,744	100

# Amount is less than 1%

At the end of each reporting period, there was no significant concentration of credit risk for the Company other than amounts owing by subsidiaries, net of impairment to the Company of RM4,824,000 (2024: RM2,513,000).

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (ii) Liquidity and cash flow risk

Liquidity and cash flow risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets as and when they fall due.

The Group actively manages its debt maturity profile, operating cash flows and availability of funding so as to ensure that all operating, investing and financing needs are met. In executing its liquidity risk management strategy, the Group measures and forecasts its cash commitments and maintains a level of cash and cash equivalents deemed adequate to finance the activities of the Group.

The table below summarises the maturity profile of the liabilities of the Group and of the Company at the end of each reporting period based on contractual undiscounted repayment obligations.

	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
<b>As at 30 June 2025</b>				
<b>Group</b>				
<b>Financial liabilities</b>				
Trade and other payables	31,758	-	-	31,758
Borrowings	13,141	24,239	51,294	88,674
Lease liabilities	31,947	59,491	3,069	94,507
Total undiscounted financial liabilities	76,846	83,730	54,363	214,939
<b>Company</b>				
<b>Financial liabilities</b>				
Other payables	460	-	-	460
Financial guarantee contracts	68,784	-	-	68,784
Total undiscounted financial liabilities	69,244	-	-	69,244
<b>As at 30 June 2024</b>				
<b>Group</b>				
<b>Financial liabilities</b>				
Trade and other payables	25,870	2,159	-	28,029
Borrowings	16,765	24,713	62,115	103,593
Lease liabilities	33,840	64,886	3,199	101,925
Total undiscounted financial liabilities	76,475	91,758	65,314	233,547
<b>Company</b>				
<b>Financial liabilities</b>				
Other payables	623	-	-	623
Financial guarantee contracts	76,914	-	-	76,914
Total undiscounted financial liabilities	77,537	-	-	77,537

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the financial instruments of the Group and of the Company would fluctuate because of changes in market interest rates.

The exposure of the Group and of the Company to interest rates risk arises primarily from deposits with licensed banks, short term funds, interest-bearing amount owing by a subsidiary, interest-bearing borrowings, other payable and lease liabilities. The Group does not use derivative financial instruments to hedge this risk.

#### Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity analysis of the Group and of the Company if interest rates at the end of each reporting period changed by fifty (50) basis points with all other variables held constant:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Profit after tax/Equity</b>				
- increase by 0.5% (2024: 0.5%)	(351)	(269)	40	113
- decrease by 0.5% (2024: 0.5%)	351	269	(40)	(113)

The sensitivity of the Group is higher in 2025 than in 2024 is primarily because of the decrease in short term fund during the financial year.

The sensitivity of the Company is lower in 2025 than in 2024 because of the decrease in short term funds during the financial year.

The assumed movement in basis points for interest rate sensitivity analysis is based on current observable market environment.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (iii) Interest rate risk (continued)

The following tables set out the carrying amounts, the weighted average effective interest rate as at the end of each reporting period and the remaining maturities of the financial instruments of the Group and of the Company that are exposed to interest rate risk:

	Note	Weighted average effective interest rate %	Within 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000	Total RM'000
<b>Group</b>						
<b>As at 30 June 2025</b>						
<b>Fixed rates</b>						
Deposits with licensed banks	18	1.94	24,642	-	-	24,642
Lease liabilities	6	2.35 - 6.56*	(28,474)	(55,141)	(2,954)	(86,569)
Other payable	21	2.00	(2,020)	-	-	(2,020)
<b>Floating rates</b>						
Deposits with licensed banks	18	3.02	12,810	-	-	12,810
Short term funds	17	1.59	27,631	-	-	27,631
Bankers' acceptances	22	4.82	(1,199)	-	-	(1,199)
Bank overdraft	22	6.65	(11)	-	-	(11)
Foreign currency trade loan	22	2.93	(2,534)	-	-	(2,534)
Revolving credit	22	4.34	(2,000)	-	-	(2,000)
Term loans and terms financing-i	23	4.37	(4,715)	(15,207)	(43,118)	(63,040)
<b>As at 30 June 2024</b>						
<b>Fixed rates</b>						
Deposits with licensed banks	18	3.10	34,746	-	-	34,746
Lease liabilities	6	2.35 - 6.56*	(29,213)	(60,062)	(3,966)	(93,241)
Other payable	21	2.00	-	(2,123)	-	(2,123)
<b>Floating rates</b>						
Deposits with licensed banks	18	2.80	12,026	-	-	12,026
Short term funds	17	0.90	54,765	-	-	54,765
Bankers' acceptances	22	4.80	(1,904)	-	-	(1,904)
Foreign currency trade loan	22	3.80	(3,139)	-	-	(3,139)
Revolving credit	22	3.70	(4,000)	-	-	(4,000)
Term loans and terms financing-i	23	4.30	(4,790)	(15,794)	(47,287)	(67,871)

\* Incremental borrowing rate

# NOTES TO THE FINANCIAL STATEMENTS

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## 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (iii) Interest rate risk (continued)

The following tables set out the carrying amounts, the weighted average effective interest rate as at the end of each reporting period and the remaining maturities of the financial instruments of the Group and of the Company that are exposed to interest rate risk: (continued)

	Note	Weighted average effective interest rate %	Within 1 year RM'000	1 - 5 years RM'000	More than 5 years RM'000	Total RM'000
<b>Company</b>						
<b>As at 30 June 2025</b>						
<b>Fixed rate</b>						
Amounts owing by subsidiaries	13	4.30	2,812	1,722	-	4,534
<b>Floating rate</b>						
Short term funds	17	0.72	5,663	-	-	5,663
<b>As at 30 June 2024</b>						
<b>Fixed rate</b>						
Amounts owing by subsidiaries	13	4.30	746	1,595	-	2,341
<b>Floating rate</b>						
Short term funds	17	0.90	26,803	-	-	26,803

### (iv) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument would fluctuate because of changes in foreign exchange rates.

Subsidiaries operating in Singapore, Vietnam and Indonesia have assets and liabilities together with expected cash flows from anticipated transactions denominated in foreign currencies that give rise to foreign exchange exposures.

The Group maintains a natural hedge, where possible, by borrowing in the currency of the country in which the investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investments.

The Group also holds cash and bank balances denominated in foreign currencies for working capital purposes. At the end of each reporting period, such foreign currency balances amounted to RM40,608,000 (2024: RM48,310,000) (see Note 18(c) to the financial statements) for the Group.

The Group did not enter into any material forward foreign exchange contract during the financial year.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (iv) Foreign currency risk (continued)

#### Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity analysis of the profit after tax and equity of the Group and of the Company to a reasonably possible change in the Singapore Dollar (“SGD”), United States Dollar (“USD”), Indonesian Rupiah (“IDR”), Hong Kong Dollar (“HKD”) and Chinese Renminbi (“RMB”) exchange rates against the respective functional currencies of the Group entities, with all other variables held constant:

Profit after tax/Equity		Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
SGD/RM	- strengthen by 3% (2024: 3%)	+993	+1,251	-	-
	- weaken by 3% (2024: 3%)	-993	-1,251	-	-
USD/RM	- strengthen by 3% (2024: 3%)	+41	+14	-	-
	- weaken by 3% (2024: 3%)	-41	-14	-	-
IDR/RM	- strengthen by 3% (2024: 3%)	+15	+14	-	-
	- weaken by 3% (2024: 3%)	-15	-14	-	-
HKD/RM	- strengthen by 3% (2024: 3%)	+2	+34	-	-
	- weaken by 3% (2024: 3%)	-2	-34	-	-
RMB/RM	- strengthen by 3% (2024: 3%)	-56	-112	-	-
	- weaken by 3% (2024: 3%)	+56	+112	-	-

The exposure to the other currencies are not significant, hence the effects of changes in exchange rates are not presented.

### (v) Market price risk

Market price risk is the risk that the fair value or future cash flows of the financial instruments of the Group would fluctuate because of changes in market prices (other than interest or exchange rates).

The Group is exposed to market price risk arising from its investments in short term funds.

Sensitivity analysis of market price risk for short term fund is not presented as the market price volatility of the short term fund is low.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 36. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs

### 36.1 New MFRSs adopted during the financial year

The Group and the Company adopted the following Standard and Amendments to MFRSs of the MFRS Framework that were issued by the Malaysian Accounting Standards Board (“MASB”) during the financial year:

Title	Effective Date
Amendments to MFRS 16 <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to MFRS 101 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to MFRS 101 <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to MFRS 107 and MFRS 7 <i>Supplier Finance Arrangements</i>	1 January 2024

Adoption of the above Standard and Amendments to MFRSs did not have any material effect on the financial performance or position of the Group and of the Company.

### 36.2 New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2025

The following are Standards of the MFRS Framework that have been issued by the MASB but have not been early adopted by the Group and the Company:

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

The Group and the Company are in the process of assessing the impact of implementing these Standards and Amendments to MFRSs, since the effects would only be observable for the future financial years.

## 37. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

- (a) The Company had on 9 July 2024, inked a subscription agreement with IT SEA Holdings Sdn. Bhd. (“ITSH”, a company in which Dato’ Sri Chiang Fong Seng is a substantial shareholder) to formalise the subscription by the Company of 6,669,231 new ordinary shares equivalent to or representing 30% of the total enlarged number of issued shares of ITSH at the total subscription consideration of RM7,500,217. The subscription was completed during the financial year.
- (b) The Company had on 19 December 2024, inked a shareholders’ agreement with Peak Physique Health & Fitness Sdn. Bhd. (“PPH” or “PEAK”) where the Company and PPH have agreed to subscribe for a total of 2,999,998 new ordinary shares in Macroverse Sdn. Bhd. (“MCV”). The Company and PPH had mutually agreed to co-operate in a form of joint venture to operate and manage the business of MCV of a health and fitness center under the name and style of business called “PEAK FITNESS” at “IKON Connaught Mall”, Kuala Lumpur.

The subscription by the Company of 1,499,999 new ordinary shares equivalent to or representing 50% of the total enlarged number of issued shares of MCV at the total subscription consideration of RM1,800,000. The subscription was completed during the financial year.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 37. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD (continued)

- (c) During the financial year, SBG Holdings Sdn. Bhd. (“SBG”), a 70%-owned subsidiary of the Company, subscribed for 3,000,000 ordinary shares in the share capital of its wholly-owned subsidiary namely SB Boutique Sdn. Bhd. at a price of RM1.00 per share by way of cash subscription.
- (d) During the financial year, SBA Marketing Sdn. Bhd. and SBM Marketing Sdn. Bhd. (both are wholly-owned subsidiaries of SBG) have been placed under members’ voluntary winding-up.
- (e) On 21 March 2025, the Company had inked a share sale agreement with Actual Prolific Sdn. Bhd. (“APSB”) for the purpose of acquiring 3,750,000 ordinary shares held by APSB in Casa Bologna Sdn. Bhd. (“CBSB”) at a total purchase price of RM5,657,265 paid in cash and by assuming certain liabilities. This transaction was completed during the financial year, with CBSB becoming a 90%-owned subsidiary of the Company.
- (f) The Company had on 21 March 2025, inked 2 share sale agreements with several shareholders of One Seafood F&B Sdn. Bhd. (“OSF”) for the purpose of acquiring a total of 2,400,000 ordinary shares held by them in OSF at a total purchase price of RM7,500,000 paid in cash and by assuming certain liabilities. These transactions were completed during the financial year. Upon completion of the transactions, the Company’s equity interest in OSF increased to 90% from 30%.
- (g) The Company had on 24 June 2025, inked a share sale agreement with OSF for the purpose of acquiring 1,500,000 ordinary shares held by OSF in CBSB at a total purchase price of RM2,099,167 paid in cash and by assuming certain liabilities. This transaction was completed after the financial year. Upon completion of the transaction, the Company’s equity interest in CBSB increased to 100%.
- (h) OSF, a 90%-owned subsidiary of the Company, had acquired a total of 600 ordinary shares, equivalent to 60% of the total issued and paid up share capital of Dong Chao Yuan F&B Sdn. Bhd. (“DCY”) at a total purchase price of RM300,300 by way of cash consideration on 19 September 2025. These transactions were completed after the financial year, with DCY becoming a 60%-owned subsidiary of OSF.
- (i) Material litigation

The 60% owned subsidiaries of the Company, AMSB and Mcore (collectively referred as “the Plaintiffs”) had filed a civil suit on 3 August 2011 against Leong Tat Yan (“the Defendant”). AMSB and Mcore claimed against Leong Tat Yan for a sum of RM946,000 and RM2,250,000 respectively, being the proceeds of sale from the joint venture business owed by Leong Tat Yan.

Leong Tat Yan owns 40% of the equity interest in AMSB and he is also a controlling shareholder of 388 Venture Corporation Sdn. Bhd. which owns 40% of the equity interest in Mcore.

There are losses of RM5,389,000 arising from the dispute of which management had made the necessary impairment in the previous financial year. The losses includes impairment loss of trade receivables amounting to RM3,196,000 and inventories written off of RM2,193,000 (before non-controlling interest’s share of loss).

The Plaintiffs filed a Notice of Appeal on 9 April 2013 against part of the decision of the High Court dated 27 March 2013 in connection with the service of Writ of Summons and Statement of Claim on the Defendant. The Defendant also filed a Notice of Appeal against part of the decision of the High Court dated 27 March 2013 in connection with jurisdiction and forum.

On the hearing date of 8 July 2013, the Court of Appeal allowed the Defendant’s appeal with costs of RM10,000 and the Plaintiffs’ appeal was accordingly withdrawn with no order as to costs as it was no longer sustainable.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 37. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD (continued)

### (i) Material litigation (continued)

After discussing with their legal advisors, the Plaintiffs (also referred to as “Applicants”) had on 7 August 2013, filed a Notice of Motion in the Federal Court for the following orders:

- (i) the Applicants be granted leave to appeal to the Federal Court against the whole of the decision of the Court of Appeal given on the 8 July 2013 in Civil Appeal No. W-02(IM)(NCVC)-797-04/2013 pursuant to Sections 96 and 97 of the Courts of Judicature Act, 1964 read with Rules 55, 107 and/or 108 of the Federal Court Rules, 1995 and/or the inherent jurisdiction of the Federal Court.
- (ii) in the event that leave to appeal is granted by the Federal Court, the Applicants be granted leave to file and serve a Notice of Appeal to the Federal Court within 7 days from the date of the order pursuant to Rule 108 of the Federal Court Rules, 1995.
- (iii) the costs of the application filed by the Applicants be costs in the cause.
- (iv) such further or other relief of the Federal Court may deem fit.

Leave to appeal to the Federal Court was granted on 29 January 2015.

On the hearing date of 9 November 2015, the Federal Court allowed the Applicant’s appeal and set aside the Court of Appeal’s Order dated 8 July 2013 in whole, thereby reversing the Court of Appeal’s decision that the High Court has no jurisdiction over Leong Tat Yan.

The Plaintiffs had on 31 October 2016 filed a Writ of Summon and Statement of Claim against the Defendant and served the same on the Defendant on 2 November 2016.

On 21 November 2016, the Defendant filed two (2) separate applications for a declaration that the Malaysian Court has no jurisdiction over the Defendant and for consequential relief (Enclosure 10), and for a declaration that the Malaysian Court is not the appropriate forum to try the Plaintiffs’ claim and consequently for a stay of proceedings (Enclosure 11).

On 16 December 2016, the Defendant filed two (2) separate applications to strike out the Writ of Summons dated 31 October 2016 for lack of authority (Enclosure 20) and for a stay of proceedings pending arbitration (Enclosure 22).

On 25 January 2017, the Defendant withdrew Enclosure 20 with no order as to costs.

On 25 April 2017, the High Court dismissed Enclosures 10 and 11 with costs of RM5,000 for each enclosure.

On 3 May 2017, the Defendant filed two (2) appeals against the High Court’s decisions on Enclosures 10 and 11 (“Appeals”).

On 8 May 2017, the Defendant filed an application to stay the proceedings pending the disposal of the Appeals (Enclosure 43).

On 11 May 2017, the Defendant filed two (2) separate applications for an extension of time to file his Defence (Enclosure 47) and to strike out the Writ of Summons for abuse of process (Enclosure 50).

On 23 May 2017, the High Court dismissed Enclosure 43 with costs of RM1,500. The Judge also granted Enclosure 47 with no order as to costs, and directed the Defendant to file his Defence by 23 June 2017. The Defendant also withdrew Enclosure 50, which was accordingly struck out with no order as to costs.

On 22 June 2017, the Defendant filed his Defence and Counterclaim claiming general damages, exemplary damages, and costs for abuse of process. The Plaintiffs filed their Reply and Defence to Counterclaim on 24 July 2017.

On 17 October 2017, the Court of Appeal dismissed the Appeals with costs of RM5,000 for each appeal.

On 5 January 2018, the High Court allowed the Defendant’s application to stay the proceedings pending reference of the dispute to arbitration, with costs of RM5,000 to follow the outcome of the arbitration.

# NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

## 37. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD (continued)

### (i) Material litigation (continued)

On 26 January 2018, the Plaintiffs appealed to the Court of Appeal against the High Court's decision on Enclosure 22.

On 26 June 2018, the Court of Appeal allowed the Plaintiffs' appeal and reversed the decision of the High Court, with costs of RM15,000 for the Court of Appeal and High Court proceedings awarded to the Plaintiffs.

On 3 July 2018, the Respondent filed an application for leave to appeal to the Federal Court against the decision of the Court of Appeal.

On 20 July 2018, the Defendant filed an application to stay the proceedings pending the disposal of the Federal Court proceedings (Enclosure 7).

On 30 July 2018, the Plaintiffs filed an application for security for costs (Enclosure 13).

On 8 October 2018, the Federal Court allowed the Defendant's application to stay the proceedings in full and the Plaintiffs' application for security for costs in part.

The Defendant's application for leave to appeal to the Federal Court on Enclosure 22 is fixed for Case Management on 26 November 2020.

On 26 February 2021, the Defendant's application for leave to appeal to the Federal Court on Enclosure 22 was dismissed and the matter was remitted to the High Court for trial.

On 30 August 2023, the High Court allowed the Plaintiffs' claim against the Defendant and made the following orders:

- i. The Defendant is to pay the 1<sup>st</sup> Plaintiff, ie. AMSB the following sums:
  - a. RM946,496.39;
  - b. RM3,303,671.00; and
  - c. Interest on the sums in (a) and (b) above at the rate of 5% per annum from the date of judgment to the date of full realisation.
- ii. The Defendant is to pay the 2<sup>nd</sup> Plaintiff, ie. Mcore the following sums:
  - a. RM2,249,751.08;
  - b. RM14,871,167.03; and
  - c. Interest on the sums in (a) and (b) above at the rate of 5% per annum from the date of judgment to the date of full realisation.
- iii. The Defendant is to pay the Plaintiffs costs of RM100,000.
- iv. The Defendant's counterclaim is dismissed.

The Defendant filed an appeal against the decision of the High Court on 21 September 2023.

On 11 January 2024, the Plaintiffs filed an application for security for costs against the Defendant. On 7 May 2024, the Court of Appeal allowed the application with costs of RM5,000 to the Plaintiffs and directed the Defendant to deposit RM40,000 with his solicitors as security for the appeal. On 19 February 2025, the Court of Appeal dismissed the Defendant's appeal with costs of RM50,000 to the Plaintiffs.

On 13 March 2025, the Defendant filed an application for leave to appeal to the Federal Court. The hearing of the leave application is fixed on 15 July 2025. On 25 April 2025, the Plaintiffs filed an application for security for costs against the Defendant. The hearing of the security for costs application is fixed on 2 July 2025.

On 2 July 2025, the Federal Court allowed the security for costs application and directed the Defendant to deposit RM31,200 with his solicitors as security for the appeal. On 7 July 2025, the Defendant withdrew his leave application. On 15 July 2025, the Federal Court awarded costs of RM20,000 for the leave application and costs of RM10,000 for the security for costs application to the Plaintiffs.

# NOTES TO THE FINANCIAL STATEMENTS

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## 38. COMPARATIVES FIGURES

Certain comparative figures for the financial year ended 30 June 2024 have been reclassified to conform with current financial year's presentation to reflect appropriate presentation of the financial statements of the Group. These reclassifications do not have an impact on the retained earnings of the Group.

(a) Reconciliation of statement of financial position as at 30 June 2024:

Group	As previously reported RM'000	Reclassification RM'000	As restated RM'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Contract liabilities	-	18,587	18,587
<b>Current liabilities</b>			
Contract liabilities	20,360	(18,587)	1,773

(b) Reconciliation of statement of profit or loss as at 30 June 2024:

Group	As previously reported RM'000	Reclassification RM'000	As restated RM'000
Revenue	413,665	-	413,665
Cost of sales	(162,166)	(616)	(162,782)
Gross profit	251,499	(616)	250,883
Other operating income	7,942	-	7,942
Selling and distribution expenses	(124,028)	9,984	(114,044)
General and administrative expenses	(75,282)	(9,317)	(84,599)
Net losses on impairment of financial assets	-	(51)	(51)
Finance costs	(7,694)	-	(7,694)
Share of result of an associate, net of tax	448	-	448
Profit before tax	52,885	-	52,885
Tax expense	(12,961)	-	(12,961)
Profit for the financial year	39,924	-	39,924





**BONIA CORPORATION BERHAD**

Registration No. 199101013622 (223934-T)