9. RISK FACTORS

YOU SHOULD CAREFULLY CONSIDER THE FOLLOWING KEY RISK FACTORS WHICH MAY HAVE A MATERIAL ADVERSE IMPACT ON OUR BUSINESS OPERATIONS, FINANCIAL POSITION AND THE FUTURE PERFORMANCE OF OUR GROUP, IN ADDITION TO OTHER INFORMATION CONTAINED ELSEWHERE IN THIS PROSPECTUS, BEFORE INVESTING IN OUR COMPANY.

9.1 RISKS RELATING TO OUR BUSINESS AND OPERATIONS

9.1.1 We are reliant on several licences for our operations

Our Group is required to obtain a MOTAC License and MM2H License issued by the MOTAC, as well as business licences from the relevant local authorities in order to conduct our business in Malaysia. We are bound by the rules and regulations set by Malaysian government bodies such as the MOTAC which govern, amongst others, the licensing of travel companies. Our Group, through our subsidiary, namely YTH, is registered and licensed by the MOTAC to carry out inbound tour, outbound tour and travel agency business. We have also through our subsidiary, namely YSH, obtained the MM2H License issued by the MOTAC to carry out the provision of MM2H solutions. Please refer to Section 7.20 of this Prospectus for further details on the licences held by our Group. In the event that we are not able to renew our licences on time, our Group will be restricted or prohibited from operating our business.

In addition to the above, for our future plans and business expansion:

(a) prior to the commencement of our regional office in the United Kingdom with ground transportation services, our Group will make the necessary submission to the United Kingdom's Driver and Vehicle Standards Agency for Public Service Vehicle Operator Licence, which is necessary to ensure compliance with regulatory requirements for establishing regional office with ground transportation services.

(b) prior to the commencement our Yes Academy, our Group shall apply and obtain the Tourism Training Institute License and the Teaching Permit for Tourism Training Institute from MOTAC, which is necessary to ensure compliance with regulatory requirements for establishing Yes Academy.

These licences are subject to periodic renewal and/or assessment by the relevant authorities or issuing bodies. Moreover, the terms and conditions for renewal may be subject to change over time, depending on evolving regulations or policies, which may affect the renewal process. During the Financial Years Under Review, our Group had received compounds due to non-compliance in respect to the TIR. As at LPD, the compounds have been fully settled. Please refer to Sections 7.19 and 7.20 of this Prospectus for further information on the past non-compliance in relation to our MOTAC License and MM2H License.

Our Group is an accredited IATA ticketing agent, which allows our Group to reserve, purchase and issue flight tickets online through a third-party ticketing platform. Nevertheless, our Group is not reliant IATA accreditation as ticketing agent, as flight tickets are typically procured through Supplier A and Supplier B, and may also be sourced through other ticketing agents or directly from the respective airline operators. Accordingly, the absence or loss of the IATA accreditation is not expected to materially disrupt our ability to procure flight tickets for customers.

Nevertheless, for the Financial Years Under Review and up to the LPD, we have not encountered any failure in the renewal of these licences. However, there is no assurance that we will not face any issues at the point of renewal in the future. In such event, our business, financial position and prospects may be materially and adversely affected.

9. RISK FACTORS *(cont'd)*

9.1.2 There is no assurance that our business strategies and future plans will be commercially successful

Our future plans and strategies are focused on growing our market share and market presence, as well as expanding our service offerings. Please refer to Section 7.14 for further details of our future plans and strategies.

As the prospects of these initiatives are uncertain, there can be no assurance that we will be able to successfully execute our plans, or that these business strategies will not be more difficult or costly than we had originally anticipated. In this respect, our strategic initiatives may expose us to a number of risks and challenges, among others:

- the implementation of our operational plans and business strategies may require higher capital expenditures and operational costs than initially planned or anticipated. We may not be able to secure sufficient funding and/or bank borrowings in addition to the proceeds from our Public Issue;

- expanded business activities may result in lower growth or profit than we anticipate or are not profitable at all. For example, we may incur higher overhead costs than initially planned for. Such increase in costs will lead to a decrease in our profit margin if our business is unable to generate additional sales following the implementation of these strategies. In such event, our financial performance and prospects may be adversely affected;

- to support our continued growth, we are required to manage relationships with our customers and suppliers. If we are unable to expand our solution offerings when required, or if our business processes are inadequate to support the future growth of these relationships, our reputation and subsequently our financial performance may be adversely impacted; and

- the implementation of our future plans may require devotion of substantial amount of time by our management and may divert our attention and resources from our existing operations.

We are exposed to risks relating to the setting up and operation of each of our future plans as elaborated below:

(a) Risks relating to ground transportation services through our regional office in the United Kingdom – We intend to set up a regional office and expand our service offering to provide ground transportation services to support our service engagements in Europe. Thus, we are dependent on the performance of the MICE industry in Europe. MICE industry in Europe is affected by the overall economic, political, social and regulatory conditions in the region. As such, any adverse development in the aforementioned aspects could adversely impact the MICE industry, thereby adversely impacting the demand for ground transportation services in the region. Therefore, in view of the recent Israel-Iran geopolitical conflict, our expansion plans in Europe may be delayed. In FYE 2026, 6 customers requested their service engagements to Europe to be rescheduled due to the Israel-Iran geopolitical conflict. As at LPD, 2 out of the 6 customers had eventually requested to cancel their service engagements which have resulted in a loss of revenue of RM1.75 million in FYE 2026. As a result, we expect a deferral of revenue recognition amounting to approximately RM8.13 million from FYE 2026 to FYE 2027. As at the LPD, there have been no further rescheduling or cancellation of service engagements resulting from the Israel-Iran geopolitical conflict. Our Group has also observed a shift in the destinations for new service engagements towards the Asia Pacific region. Our Group continuously monitors the progress of the Israel-Iran geopolitical conflict to determine the actual timeline to execute our expansion plans. However, in the event that the Israel-Iran geopolitical conflict resumes or further escalates, the implementation of our expansion plan may take a longer time than anticipated, which

9. RISK FACTORS *(cont'd)*

may consequently delay the realisation of the intended benefits from such expansion. For further information on risk relating to economic, political, social and regulatory conditions, please refer to Sections 9.2.1 and 9.2.2 of the Prospectus.

Further, we are also exposed to challenges associated with the local regulations such as compliance with local licensing requirements, transportation regulations, employment laws and tax obligations. Failure to comply with applicable laws or changes in regulatory requirements may result in penalties, increased compliance costs or operational disruptions.

(b) Risks relating to setting up and operating Yes Academy – Our Group also intend to set up Yes Academy, and as such we are dependent on the performance of MICE industry in Malaysia, which is affected by the local economic, political, social and regulatory conditions. Any adverse development in MICE industry in Malaysia could negatively impact the demand for industry talents, including tour leaders and tour managers. This could in turn affect the demand for development and training programmes to be offered by Yes Academy.

Further, although our Group intends to explore the formalisation and accreditation of programmes offered by Yes Academy in the future, there can be no guarantee that we will be able to do so. Delay or inability to obtain accreditation for the development and training programmes will negatively affect the growth of the attractiveness and demand for such programmes.

In addition, we are also required to comply with the relevant local laws and regulations in relation to the operation of Yes Academy. Failure to do so may result in penalties, increased compliance costs or operational disruptions.

(c) Risks relating to setting up and operating our MM2H segment – As our Group is in the initial stage of our expansion into the MM2H market to provide MM2H solutions, we are dependent on the demand for MM2H visas from foreign nationals. The attractiveness of the MM2H programme is influenced by, amongst others, local economic, political, social and regulatory conditions, as well as the eligibility criteria and requirements for MM2H applications. Instability in Malaysia's economic, political, social or regulatory environment, or any unfavourable revisions to the MM2H criteria and requirements (e.g. increase in financial thresholds, stricter income criteria, or higher property investment requirements), may reduce the attractiveness of the MM2H programme to foreign nationals. This could in turn, adversely affect the number of applicants seeking to obtain MM2H visas and reside long term in Malaysia, which may have a material adverse effect on the prospects and growth of our MM2H segment.

Notwithstanding that we have obtained the MM2H License issued by the MOTAC to undertake MM2H operations, there can be no assurance that we will not face any issues at the point of renewal in the future. Failure in the renewal of this licence will adversely affect the operations of our MM2H segment.

Furthermore, the implementation of these plans is also subject to our ability to recruit suitable and qualified personnels to support the day-to-day operations of our regional office in the United Kingdom, Yes Academy and our MM2H segment. Delay or inability to source and recruit such human resources may defer the implementation of our future plans.

9. RISK FACTORS *(cont'd)*

While our management has the experience and expertise in running our business operations, we are not able to guarantee that we will be successful in executing our future plans and strategies. Further, we cannot assure that we will be able to anticipate and mitigate all the business, operational and industry risks associated with our future plans and strategies. In the event of any delays or failures in implementing our future plans and strategies efficiently, our growth may be negatively impacted and this could lead to a material adverse effect on our prospects and financial performance.

9.1.3 We are dependent on our network of suppliers, tour leaders, tour managers and tour coordinators for the quality and delivery of travel services and event planning and management solutions

We engage a range of suppliers such as airline operators, hoteliers and ground tour operators for the provision of travel arrangements (e.g. flight tickets, transportations, accommodation, meal arrangements and tour guide services) as well as other related supplies (e.g. corporate merchandise, production of teaser video, performers or entertainers and event venues). These travel arrangements and other related supplies are essential in helping us deliver high quality, seamless and memorable incentive travels or events to our customers and participants. As such, we rely on our suppliers to provide services that are up to our Group's quality standards.

Further, our Group assigns tour leaders, tour managers and/or tour coordinators to all of our incentive travels to lead participants, manage logistics, oversee the delivery of services of our suppliers, amongst others. Please refer to Section 7.2.1(iii) for further information of the responsibilities of our tour leaders, tour managers and tour coordinators. Therefore, we depend on them to ensure our service standards are upheld throughout every stage of the travel, including the quality of service they deliver as well as their knowledge and competency in handling incentive travels. Any shortcomings, negligence or service lapses on the part of our tour leaders, tour managers and/or tour coordinators may adversely affect participants' overall experience, which may result in dissatisfaction on the part of our customers or participants, complaints to our Group, and in turn negatively affect our Group's reputation. As at LPD, we have not encountered shortages of tour leaders, tour managers and/or tour coordinators. However, there is no assurance that we will be able engage sufficient tour leaders, tour managers and/or tour coordinators that meet our service standards at all time.

In addition, our Group is dependent on Supplier B (which is an airline operator) for the supply of flight tickets. Supplier B was one of our top 2 major suppliers during the Financial Years Under Review, with 17 years of working relationship. It contributed 7.70%, 14.60%, 7.84% and 6.64% of our Group's total purchases in FYE 2023, FYE 2024, FYE 2025 and FYE 2026 respectively. In the event that Supplier B ceases to sell flight tickets to us, we will be required to source our flight tickets from other ticketing companies, or source flight tickets to similar destinations from other airline operators. However, direct flights to certain destinations may not be available through other airline operators, and even if available, the prices of the flight tickets could be more expensive. This may increase the cost and lead to our Group increasing our tour fares (due to the absence of direct flights and/or more expensive flight tickets), thus posing challenges for our Group to maintain our competitive edge in the market.

We are also exposed to the risks of regulatory changes in our suppliers' businesses, which may affect the availability, pricing and quality of their products and services. Our suppliers, including, amongst others, airline operators, hoteliers and ground tour operators are subject to rules, regulations and/or standards established by their respective local authorities and/or international organisations (e.g. the International Civil Aviation Organisation). The non-compliance of the relevant rules, regulations and/or standards by our suppliers may affect their renewal of relevant registrations or licences and/or may lead to revocation of their registrations or licences, if any. In such events, these suppliers will not be able to continue offering their services, which may subsequently lead to immediate changes to the travel itineraries and/or cancellation of travels. In such events, our Group may be required to incur additional cost to source for alternative suppliers, or to compensate customers and/or participants on the

changes in itineraries or cancellation of travels which may ultimately affect our Group's profitability.

In view of the recent Israel-Iran geopolitical conflict, we are required to adapt and make prompt adjustments to the affected service engagements, including liaising with suppliers to arrange alternatives, or, where necessary, curating new itinerary entirely. As at the LPD, we did not encounter any material limitation from airlines to change flight routes or to secure new flight tickets for new destinations, to avoid flying through the conflict zone.

For the Financial Years Under Review and up to the LPD, we have not encountered any material adverse impact resulting from disruptions in the supply of services from our suppliers, or the non-compliance of the relevant rules, regulations and/or standards by our suppliers. While we maintain a list of suppliers for the provision of travel arrangements and other related supplies, there is no assurance that we will be able to source the required travel components from our suppliers at the desired pricing, volume and travel dates at all times. There is also no assurance that we will be able to guarantee the service quality of our suppliers and that the delivery of the products and services by our suppliers will not be interrupted by unexpected delays and/or cancellations.

9.1.4 We are dependent on our Managing Director, Executive Director and Key Senior Management for the continued success and growth of our business

The future growth and continuing success of our Group largely depend on the continuous contribution and involvement of our Managing Director, Executive Director and Key Senior Management team. We depend on the leadership of our Managing Director, Angela Mak and our Executive Director, Too Wai Loon, to spearhead the strategic direction and business development of our Group. With their experience in the MICE industry and in managing our business, they play a pivotal role in developing and implementing business strategies and policies to drive the growth of our Group. In addition, we also depend on our key senior management for their expertise in their respective roles which are essential to our business operations to support the operations and growth of our Group. Please refer to Section 5.1.2 of this Prospectus for the profiles of our Managing Director, Sections 5.2.2 and 5.3.2 of this Prospectus for the profiles of our Executive Director and Key Senior Management team.

The loss of any of our Managing Director, Executive Director and Key Senior Management simultaneously or within a short period of time may unfavourably impact our Group's operations and the future growth of our business. If we are unable to attract suitable talents to replace the loss of any of our Managing Director, Executive Director and Key Senior Management in a timely manner, our business operations, financial performance and prospects will be adversely affected.

For the Financial Years Under Review and up to the LPD, we have not encountered any material loss of any of our Managing Director, Executive Director and Key Senior Management simultaneously or within a short period of time.

9.1.5 We are exposed to fluctuations in our financial performance due to the project-based and ad-hoc based of our business

Our services are project-based, whereby our customers engage our Group on one-off basis. We do not enter into long term contracts with our customers and the value of our projects vary according to the itinerary and travel arrangements for each project. As such, the number and value of our projects secured by our Group may vary from year to year. Hence, our Group's future revenue and profitability depend on our ability to continuously secure new projects from existing as well as new customers. There can be no assurance that we will be able to maintain or improve our revenue and profitability each year, as it depends on the number and value of projects we are able to secure.

9. RISK FACTORS *(cont'd)*

Further, as our services are engaged by customers on one-off basis, there can be no assurance that our existing customers will continue to engage our Group for our services. In the event of any cancellation or delay in the delivery of our services due to external circumstances beyond our Group's control, such as changes in our customer's financial positions, poor market conditions and unstable political or environmental conditions in destination countries, our Group's business and financial performance may be adversely affected should we fail to secure replacement projects of equal or greater value.

In addition, as our services are provided on ad-hoc basis as and when required by our customers, there can be no assurance that we will be able to continue securing new projects from existing or new customers.

For the Financial Years Under Review up to the LPD, we have not experienced major adverse fluctuations in our revenue that have resulted in material adverse impact to our Group's financial performance. However, there can be no assurance that we will be able to maintain our financial performance in the future.

9.1.6 We are subject to evolving trends and preferences for incentive travels and events

We are subject to the evolving trends and preferences of incentive travels and events, which are influenced by various factors, such as evolving corporate cultures, ESG practices, advertising and promotional activities, as well as economic, environmental and socio-cultural conditions of the destination countries, amongst others. These factors collectively shape how corporations plan, budget for and select destinations for their MICE travels and events.

Further, the modes in which events conducted are also continuously evolving. For instance, post-pandemic, digitalisation has gained significant traction, and corporations now have additional avenues to host their corporate events. Many organisations have started to organise events such as annual general meetings, product launches and corporate trainings via virtual or hybrid formats using video conferencing platforms, thereby broadening the range of delivery methods available for events.

As trends and preferences in the MICE industry change over time according to market trends, we are exposed to challenges in maintaining our competitve edge in the MICE industry through timely response to the latest market trends and preferences. The development of MICE solutions for new destination countries and adoptation of new market trends are time and resource consuming, which could delay our response to latest market trends. Should we fail to identify and adapt to new market trends timely, we may lose our competitive edge to other industry players, which could adversely impact our business performance and future growth.

For the Financial Years Under Review, we have not experienced major adverse impacts arising from challenges faced in meeting our customers' prevailing needs, as evidenced by the growth of our revenue over the period.

9.1.7 Our business is subject to seasonality

Our business is subject to seasonality due to fluctuations in demand for incentive travels or events. Demand for incentive travels and events are typically higher in the months of April, May, September and October. On the other hand, demand for incentive travels and events are typically lower during festive periods and year-end holiday seasons. Please refer to Section 7.10 for further information on the seasonality effects experienced by our Group.

Consequently, our revenue and operating cash flows may fluctuate quarterly due to said seasonality effects. For the Financial Years Under Review and up to the LPD, our Group has not experienced any material adverse impacts to our financial performance arising from seasonality effects. However, there can be no assurance that future demand for incentive travels or events will remain at levels sufficient to mitigate these fluctuations.

9. RISK FACTORS *(cont'd)*

9.1.8 We are exposed to negative publicity and perception, which could negatively affect our brand reputation

Our Group operates a service-based business involving the provision of customised incentive travel solutions and event planning and management services to corporate customers as well as GLCs and government bodies; and the provision of MM2H solutions to foreign nationals seeking to pursue long-term residency in Malaysia. Given the nature of our business, our reputation, service quality and execution track record are important to maintaining customer confidence, securing repeat engagements and referrals and attracting new customers.

Although participants in our incentive travels or events are individuals, such travels and events are corporate in nature and are organised on behalf of our customers. In such circumstances, complaints or dissatisfaction from participants are generally channelled to the organising customer or directly to us for resolution. Nevertheless, any dissatisfaction relating to the quality, coordination or execution of our services may affect our customers' perception of our reliability and professionalism. In addition, there can be no assurance that dissatisfied participants or other stakeholders will not publicise their grievances through word-of-mouth, digital platforms or social media, and lead to negative publicity which may in turn adversely affect our reputation.

Our operations also depend on a network of suppliers, tour leaders, tour managers and tour coordinators for the quality and delivery of travel services and event planning and management solutions. While we may coordinate and monitor these parties, we do not have direct control over all aspects of their conduct. Any shortcomings, negligence, misconduct, delays, failures or other service issues on the part of such parties may adversely affect the overall experience of participants and our customers, and any resulting dissatisfaction or negative perception may be attributed to our Group, thereby harming our reputation and standing in the industry. Please refer to Section 9.1.3 for further information relating to risk on dependency on our network of supplies, tour leaders, tour managers and tour coordinators.

In particular, the risk of adverse publicity or negative perception may be more pronounced in relation to our event planning and management services, including exhibitions, as such events typically involve multiple stakeholders (e.g. organising company, sponsor and, exhibitors) and are more visible in nature. Any failure in event execution, including logistical disruptions, technical failures, safety incidents, venue issues, delays, poor crowd management or unsatisfactory attendee experience, may result in complaints from customers, attendees, exhibitors, sponsors or organisers, and may expose our Group to adverse publicity or negative market perception. Hence, any negative publicity, whether accurate or unfounded, relating to our events and services or marketing activities may adversely affect public perception of our brand. In particular, negative content disseminated through social media platforms can spread rapidly and often without verification.

Any damage to our reputation or brand, whether arising from our own acts or omissions or those of our employees, suppliers, vendors or other business partners, may adversely affect our ability to retain existing customers, secure repeat engagements, obtain referrals and attract new projects, which may in turn adversely affect our business, financial condition and results of operations.

We also face reputational risks stemming from the conduct of parties acting on our behalf, including our employees, travel agents, tour leaders and tour managers. While we have implemented operational protocols and service guidelines to maintain our service quality, we may not be able to fully control their actions. Any misconduct, negligence or inappropriate behaviour, whether perceived or actual, by these parties could be viewed by the travellers and public as a reflection of our brand, which may harm our corporate image, even if such actions are beyond our direct control.

9. RISK FACTORS *(cont'd)*

Notwithstanding the above, we have not experienced any material negative publicity and/or perception towards our brand and reputation for the Financial Years Under Review and up to the LPD. Notwithstanding that, there can be no assurance in the future that there will be no negative perception or publicity on our brand and reputation that could have a material adverse impact on our business and financial performance.

9.1.9 We are exposed to credit risks and default payment by customers

We generally collect a deposit of 50.00% of the total quotation upon confirmation of quotation by our customers, with the remaining balance to be paid a month before the departure date. Should there be additional expenses incurred during the travels, we prepare variation orders for subsequent payments. In the event of not receiving payment within the credit period or default in payment by our customers, our operating cash flows or financial results of operations may be adversely affected. Further, it may also lead to impairment losses on financial assets or writing-off of trade receivables as bad debts, which may adversely affect our financial performance.

Our net impairment loss on financial assets (i.e. trade receivables) for the Financial Years Under Review are as follows:

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Net loss on impairment of financial assets[(1)]	-	-	(336)	(6)

Note:

(1) Being specific impairment losses on individual trade receivables, which were mainly due to long outstanding debts and delay in payments by customers.

Please refer to Section 12.2.2 of this Prospectus for further details on impairment losses on trade receivables.

For the Financial Years Under Review, our impairment loss did not have a material adverse impact to our Group's financial performance. Nevertheless, there can be no assurance that any delay or failure in receiving payments from our customers in the future may not result in trade receivables being written off as bad debts, which could have a material adverse impact to our financial performance.

9.1.10 We are exposed to foreign exchange fluctuation risks

Our Group's revenue is typically generated in MYR, whilst our purchases are denominated in MYR, EUR, USD, JPY, amongst others. As such, we are exposed to foreign exchange fluctuation arising from the purchase of key travel components such as flight tickets, transportations, accommodations, meal arrangements amongst others.

9. RISK FACTORS *(cont'd)*

For the Financial Years Under Review, our gains and losses from foreign exchange fluctuations are as follows:

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Realised foreign exchange gain/(loss)	*	*	*	4
Unrealised foreign exchange gain/(loss)	-	30	(17)	(113)
Net gain/(loss)	*****	**30**	**(17)**	**(109)**

Note:

* Representing less than RM1,000.

In view of the above, our business is subject to foreign exchange fluctuations, which are influenced by factors beyond our control, including political and economic conditions in Malaysia and overseas, global monetary policies and market volatility.

A weakening of the RM against these foreign currencies would increase the RM equivalent of such payments, which may in turn adversely affect our profit margins if such impact cannot be offset in a timely manner. Although we did not experience any material financial impact arising from foreign exchange fluctuations during the Financial Years Under Review, there can be no assurance that such event will not occur in the future. Any significant or prolonged adverse currency movements could result in higher costs or foreign exchange losses, which may in turn adversely affect our financial performance and profitability.

9.1.11 Our insurance coverage may be inadequate to cover all losses or liabilities that may arise in connection with our operations

We maintain insurance coverage at levels that are customary in our industry to protect against various losses and liabilities. As at the LPD, the insurance policies which our Group has taken up include, amongst others, fire insurance and travel insurance for our employees who are frequently deployed to lead, manage or coordinate tours. However, there is no assurance that our insurance coverage is sufficient to cover all damages to our Group or business operations.

Further, our incentive travels are inclusive of travel insurance, which is provided as part of our service offerings. Travel insurance plans for our incentive travels are provided by third-party insurance providers. The travel insurance plans generally provide coverage for participants against various incidents throughout the travel period, including, amongst others, personal accidents, medical expenses, travel cancellation, loss or damage of personal belongings and baggage delays. In the event that any such incidents occur and give rise to a claim, we will assist our customers in liaising with the respective insurance provider in relation to the submission and processing of such claims.

Our Group takes up public liability insurance policies for events organised by, or involving, our Group, as we are exposed to public liability risks arising from such events, including injury, property damage and other accidents involving participants, vendors or other stakeholders. Such incidents may also give rise to reputational harm, which could adversely affect our reputation, customer confidence and future business prospects. We obtain public liability insurance policies as and when required. In the event that such claims arise and our insurance coverage is insufficient to cover such claims, our Group may be required to compensate affected parties at our own cost, which could result in additional expenses and adversely impact our financial performance.

9. RISK FACTORS *(cont'd)*

Moreover, we will be subject to the risk that, in the future, we may not be able to maintain or obtain insurance of the type and amount desired at reasonable rates. If we were to incur a significant liability for which we were not fully insured, it may result in additional cost that may adversely affect our business operations and financial performance.

For the Financial Years Under Review and up to the LPD, we have not experienced any claims arising from mishaps or accidents which are not sufficiently covered by insurance and had material adverse impact on our business operations and financial performance.

9.1.12 We may be involved in legal proceedings that, if adversely adjudicated or settled, could adversely affect us

In the course of our business, we may, from time to time, be involved in disputes with various parties (including our employees, customers and suppliers) in relation to, among others, contractual interpretation, employee or employment claims, or claims related to our services, which may lead to litigation or other proceedings.

Such litigation or other proceedings could in turn result in additional expenses and negative publicity to our Group, regardless of the outcome. We may be forced to allocate time and resources to defend against these claims, which could prevent us from concentrating on our business. Depending on the result, certain litigations or other proceedings may be concluded or settled on terms unfavourable to us, thus adversely affecting our business, financial condition and results of operations. Any attempts to resolve outstanding disputes may also be protracted and complaints that assert some form of wrongdoing, regardless of the factual basis for the assertions being made, may further lead to investigations by regulators.

For the Financial Years Under Review up to the LPD, our Group has not encountered any instances of material disputes, legal proceedings or litigation cases that could adversely affect our business, financial condition and results of operations. However, there is no assurance that we will not be involved in any material disputes, legal proceedings or litigation cases with any parties in the future. Any disputes, even without foundation, may be costly to defend or respond to, and could divert our resources, disrupt our day-to-day operations and negatively affect our relationships with our customers and suppliers as well as our reputation in the industry, which may materially and adversely affect our business, financial condition, results of operations and prospects.

9.1.13 We are exposed to risks relating to branding imitation and challenges to our intellectual property rights

Our Group operates under the name 'Yes Travel', and have marketed our services and build our reputation in the market under 'Yes Travel'. As at the LPD, we have registered the trademark for 'Yes Travel'. We have also registered the trademark for 'Yes Second Home' in conjunction with our expansion into the MM2H market. Please refer to Section 7.18 of this Prospectus for further information on our intellectual property rights.

In the event that we fail to protect our rights, including its use, in respect of 'Yes Travel' and 'Yes Second Home'; and if a third party utilises the 'Yes Travel' or 'Yes Second Home' names to conduct activities in competition with our business, this may lead to confusion amongst our customers or in the market, which may negatively impact our customers' perception and reputation of our Group. All of these may lead to adverse impact on our business, result of operations, prospects as well as our sales.

For the Financial Years Under Review, our Group has not encountered any branding imitation or challenges to our intellectual property rights. However, there is no assurance that we will not experience such instances in the future.

9. RISK FACTORS *(cont'd)*

9.2 RISKS RELATING TO OUR INDUSTRY

9.2.1 Our business may be affected by natural disasters, outbreak of diseases or other force majeure events at travel destinations

We are exposed to the risk of natural disasters, outbreak of diseases or other force majeure events (e.g. wars, strikes or riots), which could adversely affect travel demand for the affected destination or country. The occurrence of such events may result in delay or cancellation of travels, as well as monetary refunds to our customers. Further, our business operations may also be affected by the occurrence of these incidents during our scheduled travels as we may be required to make immediate adjustments to the travel itineraries to ensure participants' safety. We may also be required to end the travels midway and/or make arrangements for immediate return of participants to Malaysia. In addition to monetary refunds to customers, the occurrence of these unforeseen events could result in poor travel experience as well as additional costs incurred, which may adversely impact our business reputation and financial performance.

The global outbreak of COVID-19 pandemic in 2020 had caused a prolonged disruption in the travel industry in Malaysia. The closure of international borders during the pandemic resulted in material adverse impact to our business operations, including travel cancellations or postponements. Notwithstanding that our Group has successfully overcome challenges posed by the COVID-19 pandemic, there can be no assurance that we will be able to do so in the event of another disease outbreak in the future. Please refer to Section 7.11 of this Prospectus for further details of interruptions to our business caused by the COVID-19 pandemic.

In addition, the geopolitical conflicts involving multiple major military strikes between Israel and Iran which lasted for nearly 2 weeks in June 2025 has raised uncertainties amongst corporations towards the safety of travelling to, or transiting through, the Middle East and other affected areas, for instance the European region. On 28 February 2026, geopolitical tensions between Israel and Iran further escalated following the coordinated strikes carried out by US and Israel on Iran, which led to retaliation strikes against Israel and towards civilian infrastructure as well as US military bases across multiple countries in the Middle East. This has resulted in flight suspensions and temporary airspace closures across the Middle East, causing disruptions to global aviation connectivity. While the Middle Eastern airspace has gradually reopened and airlines progressively resumed flight operations, subsequent developments and ongoing regional tensions have continued to affect aviation activities in the region, with disruptions remaining on certain routes and some airlines continuing to suspend or adjust their services in response to prevailing security concerns.

Further, the on-going conflict has heightened uncertainties and safety concerns towards travelling to, or transiting through the affected areas. As such, our Group may experience cancellations, postponements or last minute changes in destination or flight route for confirmed service engagements for European, Middle Eastern or American destinations due to customers' employee safety and business continuity concerns. In the event of cancellations or postponements of confirmed service engagements, our Group may experience loss of sales or delay in revenue recognition. Should the conflict resumes or further escalates, it may lead to temporary decline in our service engagements and/or revenue for the affected destinations. In FYE 2026, 6 customers requested their service engagements to Europe to be rescheduled due to the Israel-Iran geopolitical conflict. As at LPD, 2 out of the 6 customers had eventually requested to cancel their service engagement. In addition, in the same period, 4 service engagements have had their destinations revised. As at the LPD, there have been no further rescheduling or cancellation of service engagements resulting from the Israel-Iran geopolitical conflict. Save for the above, we have not encountered material interruption to our operations and financial performance arising from the Israel-Iran geopolitical conflict. In addition, the Group has observed a shift in the destinations for new service engagements towards the Asia Pacific region.

9. RISK FACTORS *(cont'd)*

For the Financial Years Under Review and up to the LPD, we have not experienced any significant disruptions to our business operations or financial performance due to natural disasters, outbreak of diseases or other force majeure events. However, there can be no assurance that the above incidents will not happen in the future, which may result in interruptions to our operations and thus materially and adversely affect our business operations and financial performance.

9.2.2 Adverse economic conditions may affect corporations' spending on incentive travels and events

Adverse economy conditions in Malaysia can cause slowdowns in business activities and growth in the country, leading to reduced demand in MICE solutions as corporations scale back spendings on incentive travels and events amidst financial uncertainty. In addition, the global economic conditions may also cause spillover effects to the economic conditions in Malaysia. Factors such as economic downturns, unfavourable changes in trade policies or rising operational costs may adversely affect business and financial performances of corporations, in turn result in budget cuts for non-essential activities, including incentive travels and events. Consequently, prolonged adverse economic conditions can result in slowdowns in the MICE industry.

For the Financial Years Under Review and up to the LPD, we have not encountered material negative impacts arising from adverse economic conditions in Malaysia. However, there can be no assurance that we will not be affected by such events in the future.

9.2.3 We are exposed to political, social and regulatory development risks

Adverse developments in the political, social and regulatory conditions Malaysia (which we operate in) as well as the United Kingdom (which our Group intends to expand to), could materially and unfavourably affect our business, financial position, results of operations and prospects. Political, social and regulatory uncertainties that may develop include changes in amongst others, political leadership, risks of war, terrorism, riots.

Any unfavourable changes to the political, social and regulatory environments in countries we operate in and intend to expand to (i.e. Malaysia and the United Kingdom) or globally may cause adverse impacts to the demand for MICE solutions. For the Financial Years Under Review and up to the LPD, we have not encountered material negative impacts arising from adverse political, social and regulatory developments in Malaysia and the United Kingdom. However, there can be no assurance that we will not be affected by such events in the future.

9.2.4 We are exposed to adverse impacts due to competition from other industry players

The MICE industry in Malaysia is competitive and fragmented owing to the large number of industry players operating including MICE specialists, corporate travel companies, event management companies, professional conference/exhibition organisers and MICE event delivery service providers. Industry players compete in terms of, amongst others, incentive travel itinerary customisation and design capability, pricing, service quality, market reputation, operational scalability to manage incentive travel of different sizes and destinations, and access to exclusive experiences.

Failure to remain competitive in the MICE industry may result in material adverse impact to our business growth and prospects.

9. RISK FACTORS *(cont'd)*

9.3 RISKS RELATING TO INVESTMENT IN OUR SHARES

9.3.1 There is no prior market for our Shares

Prior to our Listing, there was no public trading for our Shares. Hence, there is no assurance that upon Listing, an active market for our Shares will develop, or if developed, that such a market will be sustainable. There is also no assurance as to the liquidity of any market that may develop for our Shares, the ability of holders to sell our Shares or the selling prices at which holders would be able to sell our Shares.

We and our Promoters have no obligation to make our Shares marketable. The IPO Price was determined after taking into consideration various factors, and these factors could cause our Share price to fluctuate, which may adversely affect the market price of our Shares.

There can be no assurance that the IPO Price will correspond to the price at which our Shares will trade on the ACE Market upon our Listing and that the market price of our Shares will not decline below the IPO Price.

9.3.2 The trading price and trading volume of our Shares following our Listing may be volatile

The trading price and volume of our Shares may fluctuate due to various factors, some of which are not within our control and may be unrelated or disproportionate to our financial results. These factors may include variations in the results of our operations, changes in analysts' recommendations or projections, changes in general market conditions and broad market fluctuations.

The performance of Bursa Securities is also affected by external factors such as the performance of the regional and world bourses, inflow or outflow of foreign funds, economic and political conditions of the country as well as the growth potential of the various sectors of the economy. These factors invariably contribute to the volatility of trading volumes witnessed on Bursa Securities, thus adding risks to the market price of our Shares.

9.3.3 Our Promoter will be able to exert significant influence over our Company

Our Promoter will hold 74.00% of our enlarged share capital upon Listing. Because of the size of her shareholdings, our Promoter will have significant influence on the outcome of certain matters requiring the vote of shareholders unless they are required to abstain from voting by law and/or as required by the relevant authorities.

9.3.4 Our Listing is exposed to the risk that it may be aborted or delayed

Our Listing may be aborted or delayed should any of the following occurs:

(a) the selected investors fail to subscribe for their portion of our IPO Shares;

(b) our Underwriter exercising its rights under the Underwriting Agreement to discharge itself from its obligations therein; and

(c) we are unable to meet the public shareholding spread requirement set by Bursa Securities, whereby at least 25.0% of our total number of Shares for which listing is sought must be held by a minimum number of 200 public shareholders each holding not less than 100 Shares upon the completion of our IPO and at the point of our Listing.

If any of these events occur, investors will not receive any Shares and we will return in full without interest, all monies paid in respect of the Application within 14 days, failing which the provisions of Section 243(2) of the CMSA will apply.

9. RISK FACTORS *(cont'd)*

If our Listing is aborted and/or terminated, and our Shares have been allotted to the investors, a return of monies to the investors could only be achieved by way of cancellation of share capital as provided under Sections 116 or 117 of the Act and its related rules.

Such cancellation requires the approval of shareholders by special resolution in a general meeting, with sanction of High Court of Malaya or with notice to be sent to the Director General of the Inland Revenue Board and Registrar of Companies within 7 days of the date of the special resolution and us meeting the solvency requirements under Section 117(3) of the Act.

There can be no assurance that such monies can be recovered within a short period of time or at all in such circumstances.

9.3.5 Forward-looking/prospective statements in this Prospectus may not be achievable

Certain statements or expectations or forecasts in this Prospectus are based on historical data which may not be reflective of our future results. Forward-looking statements in this Prospectus are based on assumptions and subject to uncertainties and contingencies.

There can be no assurance that such prospective statements or expectations or forecasts will materialise and actual results may be deviate significantly. Such deviation may have a material and adverse effect on us.

9.4 OTHER RISK

9.4.1 Our post-Listing profitability for FYE 2027 may be affected by the one-off Listing expenses for our IPO

We recorded revenue of RM75.47 million and RM67.14 million for FYE 2025 and FYE 2026, as well as PAT of RM7.34 million and RM7.53 million for FYE 2025 and FYE 2026, respectively. The increase in profitability was primarily attributable to our continued efforts in promoting our service offerings and brand across social media platforms as well as higher demands for service engagements in overseas countries.

In view of our on-going IPO exercise in FYE 2027, we will continue to incur Listing expenses during the financial year. As set out in Section 4.10 of this Prospectus, the estimated expenses relating to our Listing are approximately RM4.00 million. Upon Listing, the portion of such professional fees and expenses that is not directly attributable to the issuance of our Shares amounting to RM3.08 million will be recognised as expenses in our statement of profit or loss, while expenses that are directly attributable to the issuance of our Shares amounting to RM0.92 million will be debited against share capital in accordance with the applicable accounting standards.

Accordingly, our financial performance for FYE 2027 is expected to be partially affected by these one-off Listing expenses recognised in our statement of profit or loss pursuant to the IPO exercise. As these expenses are non-recurring in nature, they may affect the comparability of our financial performance for the financial year against prior and subsequent financial years.

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10. RELATED PARTY TRANSACTIONS

Pursuant to the Listing Requirements, a "**related party transaction**" is a transaction entered into by a listed corporation or its subsidiaries, which involves the interest, direct or indirect, of a related party. A "**related party**" is defined as:

(i) a director, having the meaning given in Section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director of the listed corporation, its subsidiary or holding company, or a chief executive of the listed corporation, its subsidiary or holding company;

(ii) a major shareholder which includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the listed corporation or any other corporation which is its subsidiaries or holding company, who has an interest or interests in 1 or more voting shares in such corporation and the number or aggregate number of those shares is:

   (a) 10.00% or more of the total number of voting shares in the corporation; or

   (b) 5.00% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation; or

(iii) person connected with such director or major shareholder.

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10. RELATED PARTY TRANSACTIONS

10.1 RELATED PARTY TRANSACTIONS

Save for the Acquisition of YTH and as disclosed below, we have not entered into any related party transactions with our Directors, substantial shareholder and/or persons connected with them for the Financial Years Under Review and up to the LPD.

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				
					FYE 2023	FYE 2024	FYE 2025	FYE 2026	1 July 2026 and up to LPD
					RM'000	RM'000	RM'000	RM'000	RM'000
1.	YTH	YTH Standup International Sdn Bhd ("**SISB**")	Too Wai Loon is the director of YTH and our Executive Director.	Service rendered by SISB to YTH for event setup.	[(1)]26 (0.09% of our Group's cost of sales)	[(1)]72 (0.20% of our Group's cost of sales)	[(1)]156 (0.26% of our Group's cost of sales)	-	-
2.			Too Foong Ling is the director and shareholder of SISB.	Service rendered by SISB to YTH for its internal events (i.e. company annual dinner and team building).	-	[(1)]50 (1.20% of our Group's administrative expenses)	[(1)]53 (1.01% of our Group's administrative expenses)	-	-
3.			Too Foong Ling is the sister of Too Wai Loon.	Service rendered by SISB to YTH for its marketing event.	-	-	[(1)]32 (5.02% of our Group's selling and distribution expenses)	-	-
4.				Service rendered by YTH to SISB for events.	-	-	-	[(2)]460 (0.69% of our Group's revenue)	-

10. RELATED PARTY TRANSACTIONS *(cont'd)*

No.	Companies within our Group	Transacting parties	Nature of relationship	Nature of transaction	Value of transactions				
					FYE 2023	FYE 2024	FYE 2025	FYE 2026	1 July 2026 and up to LPD
					RM'000	RM'000	RM'000	RM'000	RM'000
5.	YTH	YTH Angela Mak	Angela Mak is the Promoter, major shareholder and Managing Director of our Company	Advances to Angela Mak by YTH[(3)]	1,876	883	-	-	-

Notes:

(1) The services rendered by SISB to YTH comprise of provision of event set-up and dismantling services, including, amongst others, the installation and removal of the welcome arch, red carpet, tables, chairs and foyer set-up. The transactions were conducted on an arm's length basis as the transactions were transacted at prices that were within the range of pricing of comparable quotes for the equipment and materials / setting up of events. Our Group does not expect the transactions to be recurring as the Group intends to procure such services from other non-related parties moving forward, unless the Group is unable to obtain reasonable and favourable quotes from non-related parties.

(2) YTH rendered decoration services to SISB for events, which included the provision and setup of decorations for the arch, stage, and tables as well as flower arrangements. The transaction was conducted on an arm's length basis as the gross profit margin derived from the setting up of events is comparable to the gross profit margin derived by our Group, for events with similar size and complexity. The transactions are not expected to be recurring in nature as the services were only provided on demand basis, i.e. depending on SISB's customers requirement.

(3) These relate to advances made to Angela Mak and do not carry any interest and as such, are not undertaken on an arm's length basis. All outstanding amounts due has been duly repaid as at the LPD. Moving forward, our Group will not enter into such transaction.

As at the LPD, there are no related party transactions entered into but not yet effected.

Save for the advances made to Angela Mak, our Directors are of the view that the other related party transactions as disclosed above were conducted on an arm's length basis and on competitive commercial terms not more favourable to the related party and was not to the detriment of our minority shareholders.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Moving forward, if there are potential related party transactions, the related parties must first inform our Audit and Risk Management Committee on their interests in the transaction and the nature of the transaction before the transaction is entered into.

Our Audit and Risk Management Committee is responsible for the review of all related party transactions to ensure that there is no conflict of interest. Our Audit and Risk Management Committee shall deliberate and determine if the related party transactions (if any) are undertaken on arm's length basis and on normal commercial terms, we have established the following procedures:

(i) Recurrent related party transactions

(a) At least 2 other contemporaneous transactions with third parties for similar products and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered by all related parties are fair and reasonable and comparable to those offered by third parties; or

(b) In the event that quotation or comparative pricing from third parties cannot be obtained, the transaction price will be determined by our Group based on those offered by third parties for substantially similar type of transaction to ensure that the recurrent related party transactions are not detrimental to us.

Our Board shall seek mandate from shareholders to enter into any recurrent related party transactions at general meetings of our Company. Due to its time-sensitive nature, the shareholders' mandate will enable us to enter into such recurrent transactions which are transacted in our ordinary course of business without having to convene numerous general meetings to approve such recurrent transactions as and when they are entered into.

(ii) Other related party transactions

(a) Whether the terms of the related party transaction are fair and on an arm's length basis to our Group and would apply on the same basis if the transaction did not involve a related party;

(b) The rationale for our Group to enter into the related party transaction and the nature of alternative transactions, if any; and

(c) Whether the related party transaction would present a conflict of interest between our Group and the related parties, taking into account the size of the transaction and nature of the related parties' interest in the transaction.

Where required under the Listing Requirements, a related party transaction may require prior approval of shareholders at a general meeting to be convened. An independent adviser may be appointed to comment as to whether the related party transaction is fair and reasonable so far as the shareholders are concerned; and whether the transaction is to the detriment of minority shareholders. In such instances, the independent adviser shall also advise minority shareholders on whether they should vote in favour of the transaction.

For related party transaction that requires prior approval of shareholders, the Directors, major shareholders and/or persons connected to them, which have any interest, direct or indirect, in the proposed related party transaction will abstain from voting in respect of their direct and/or indirect shareholdings. Where a person connected with a Director or major shareholder has interest, direct or indirect, in any proposed related party transaction, the Director or major shareholder concerned will also abstain from voting in respect of his direct and/or indirect shareholdings.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

In addition, to safeguard the interest of our Group and our minority shareholders, and to mitigate any potential conflict of interest situation, our Audit and Risk Management Committee will, amongst others, supervise and monitor any related party transaction and the terms thereof and report to our Board for further action. Where necessary, our Board would make appropriate disclosures in our annual report with regard to any related party transaction entered into by us.

10.2 OTHER TRANSACTIONS

(i) Transactions which are unusual in their nature or conditions

There were no transactions that were unusual in their nature or conditions, involving goods, services, tangible or intangible assets, to which our Group was a party for the Financial Years Under Review and up to the LPD.

(ii) Loans and guarantees

Save as disclosed below, there were no outstanding loans and guarantees made to/by us to or for the benefit of any related party for the past Financial Years Under Review and up to the LPD:

(a) Personal guarantees

Angela Mak (our Managing Director) and Too Wai Loon (our Executive Director) had extended personal guarantees for banking facilities extended to our Group as at the LPD.

In conjunction with the Listing, all banks had agreed to discharge the said personal guarantees subject to the completion of the Listing, as follows:

Financier	Type of facilities	Facility limit (RM'000)	Outstanding balance as at the LPD (RM'000)	Guarantors	Date of financier's consent to discharge
Hong Leong Islamic Bank Berhad(1)	CM Flexi Term Financing-I (2)	450	348	Angela Mak	14 October 2025
	CM Flexi Term Financing-I (3)	50	18		
	Islamic Foreign Exchange	1,500	-		
United Overseas Bank (Malaysia) Berhad(2)	Foreign Exchange Contracts (FX-Facility)	3,000	-	Angela Mak	20 November 2025
Maybank Islamic Bank Berhad(3)	Cash Line-i	2,700	-	Angela Mak and Too Wai Loon	11 February 2026

10. RELATED PARTY TRANSACTIONS *(cont'd)*

Notes:

(1) The conditional consent for the discharge of guarantees for this facility is not automatic upon Listing but subject to the execution of corporate guarantee by our Company and Angela Mak shall remain as the single largest shareholder and retain management control of the Group throughout the subsistence of the facility.

(2) The conditional consent for the discharge of guarantees for this facility is not automatic upon Listing but subject to no event of default of the facilities having occurred, satisfactory credit evaluation of our Company as a corporate guarantor, and the execution of a corporate guarantee by our Company.

(3) The conditional consent for the discharge of guarantees for this facility is not automatic upon Listing but subject to the execution of corporate guarantee by our Company and Angela Mak shall remain as director and a shareholder holding more than 51% equity interest in our Company throughout the tenure of the facility.

Our Group will take all necessary steps to fulfil the conditions imposed by the respective financiers, upon which, the personal guarantees provided by Angela Mak and/or Too Wai Loon are expected to be discharged and replaced by corporate guarantee upon Listing.

(b) Amount due to/from related parties/Directors

Save as disclosed below, there were no material amount due to/from related parties/Directors for the past Financial Years Under Review and up to the LPD.

(aa) Amount due from Directors

The amount due to/from Directors for the Financial Years Under Review and up to the LPD:

Amount due from Director[(1)]	**FYE 2023**	**FYE 2024**	**FYE 2025**	**As at the LPD**
	RM'000	**RM'000**	**RM'000**	**RM'000**
• Angela Mak	3,476	-	-	-

Note:

(1) These relate to advances made to Angela Mak and do not carry any interest and as such, are not undertaken on an arm's length basis. For information, she has received additional advances amounting to RM0.88 million during FYE 2024. As at LPD, the total outstanding amounts due of RM 4.36 million has been fully settled through a set-off against the dividends declared in respect of FYE 2024 as disclosed in Section 12.16. Moving forward, our Group will not enter into such transaction.

10. RELATED PARTY TRANSACTIONS *(cont'd)*

10.3 MONITORING AND OVERSIGHT OF RELATED PARTY TRANSACTIONS AND CONFLICT OF INTEREST

10.3.1 Audit and Risk Management Committee review

Our Audit and Risk Management Committee assesses the financial risk and matters relating to related party transactions and conflict of interest situations that may arise within our Group including any transactions, procedures or course of conduct that raises questions of management integrity. Our Audit and Risk Management Committee maintains and periodically reviews the adequacy of the procedures and processes set by our Company to monitor related party transactions and conflict of interest. It also sets the procedures and processes to ensure that transactions are carried out in the best interest of our Company on normal commercial terms that are industry norms and not more favourable to the related party than those generally available to third parties dealing at arm's length and are not to the detriment of the interest of our Company's minority shareholders. Amongst others, the related parties and parties who are in a position of conflict with the interest of our Group will be required to abstain from deliberations on the transactions.

All reviews by our Audit and Risk Management Committee are reported to our Board for its further action.

10.3.2 Our Group's policy on related party transactions and conflict of interest

It is the policy of our Group that all related party transactions and conflict of interest must be immediately and fully disclosed by our interested or conflicted Directors or substantial shareholders to the management for reporting to our Audit and Risk Management Committee. Any related party transactions must be reviewed by our Audit and Risk Management Committee to ensure that they are negotiated and agreed upon in the best interest of our Company on an arm's length basis, and are based on normal commercial terms not more favourable to the related party than those generally available to third parties, and are not to the detriment of the interest of our Company's minority shareholders. In respect of our Directors' interests in companies carrying on similar business, our Directors will also be required to abstain from deliberations and voting on resolutions pertaining to matters and/or transactions where a conflict of interest may arise.

In addition, in line with the Malaysian Code on Corporate Governance 2021 and the Corporate Governance Guide, our Directors are required to make an annual disclosure of any related party transactions and conflict of interest with our Group and our Audit and Risk Management Committee must carry out an annual assessment of our Directors which include an assessment of such related party transactions and/or conflict of interest. Our Audit and Risk Management Committee will in turn report to our Board after their evaluation and assessment and make the appropriate recommendations to our Board.

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11. CONFLICT OF INTEREST

11.1 INTEREST IN SIMILAR BUSINESS OF OUR GROUP

As at LPD, none of our Directors and/or substantial shareholders has any other interest, whether direct or indirect, in any businesses or corporations which are carrying on a similar trade as our Group or which are the customers or suppliers of our Group.

Moving forward, our Audit and Risk Management Committee will supervise any conflict of interest or potential conflict of interest situations and review our Group's current and future related party transactions and ensure that such transactions will be carried out on an arm's length basis and on commercial terms in the best interest of our Group. Our Group will also seek such relevant shareholders' approval where required. We will also make disclosures in our annual report of the aggregate value of any recurrent related party transactions to be entered into by us (where required) based on the nature of the transactions made, names of the related parties involved and their relationship with our Group. Please refer to Section 10.3 of this Prospectus for further details of our monitoring and oversight policy on conflicts of interest.

11.2 DECLARATIONS BY OUR ADVISERS

(i) Declaration by Malacca Securities

Malacca Securities has given its written confirmation that, as at the date of this Prospectus, there is no existing or potential conflict of interest in its capacity as our Principal Adviser, Sponsor, Underwriter and Placement Agent for our Listing.

(ii) Declaration by Phang Tham Teoh & Co

Phang Tham Teoh & Co has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Solicitors to our Group in relation to our Listing.

(iii) Declaration by TGS TW PLT

TGS TW PLT has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Auditors and Reporting Accountants to our Group in relation to our Listing.

(iv) Declaration by Smith Zander

Smith Zander has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the IMR to our Group in relation to our Listing.

(v) Declaration by Boardroom Share Registrar Sdn Bhd

Boardroom Share Registrar Sdn Bhd has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Share Registrar to our Group in relation to our Listing.

(vi) Declaration by Malaysian Issuing House Sdn Bhd

Malaysian Issuing House Sdn Bhd has given its written confirmation that there is no existing or potential conflict of interest in its capacity as the Issuing House to our Group in relation to our Listing.

12. FINANCIAL INFORMATION

12.1 HISTORICAL FINANCIAL INFORMATION

Our historical financial information throughout the Financial Years Under Review has been prepared in accordance with MFRS and IFRS. The selected financial information included in this Prospectus is not intended to predict our Group's financial position, results and cash flows.

Our Company was incorporated on 20 August 2025 as an investment holding company. All companies acquired by our Company pursuant to the Acquisition of YTH and YSH (a subsidiary of YTH since 25 June 2025) have been under the common control of our Promoter throughout the Financial Years Under Review and are regarded as continuing entities. As such, the historical financial information of our Group for the Financial Years Under Review is presented based on the audited combined financial statements of our Group.

12.1.1 Combined statements of comprehensive income

The following table sets out a summary of our combined statements of comprehensive income for the Financial Years Under Review, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus.

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Revenue	41,385	47,629	75,474	67,143
Cost of sales	(30,302)	(35,801)	(59,581)	(51,109)
GP	**11,083**	**11,828**	**15,893**	**16,034**
Other income	585	201	587	384
Selling and distribution expenses	(1,579)	(752)	(638)	(546)
Administrative expenses	(2,831)	(4,159)	(5,269)	(5,710)
Other expenses	(354)	*	(74)	(113)
Net loss on impairment of financial assets[7]	-	-	(336)	(6)
Profit from operation	**6,904**	**7,118**	**10,163**	**10,043**
Finance income	2	6	102	116
Finance costs	(140)	(239)	(247)	(36)
PBT	**6,766**	**6,885**	**10,018**	**10,123**
Tax expenses	(1,633)	(1,686)	(2,676)	(2,589)
PAT/ Total comprehensive income	**5,133**	**5,199**	**7,342**	**7,534**
PAT/ Total comprehensive income attributable to:				
Owners of our Company	5,133	5,199	7,343	7,534
Non-controlling interests	-	-	(1)	-
	5,133	**5,199**	**7,342**	**7,534**
EBIT[1]	6,904	7,118	10,163	10,043
EBITDA[1]	7,380	7,687	10,839	10,687
GP margin (%)[2]	26.78	24.83	21.06	23.88
PBT margin (%)[3]	16.35	14.46	13.27	15.08
PAT margin (%)[4]	12.40	10.92	9.73	11.22
Effective tax rate (%)[5]	24.14	24.49	26.71	25.58
Basic/Diluted EPS (sen)[6]	0.97	0.98	1.39	1.42

12. FINANCIAL INFORMATION *(cont'd)*

Notes:

* Representing less than RM1,000

(1) EBIT and EBITDA are calculated as follows:

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
PAT	5,133	5,199	7,342	7,534
Less:				
Interest income	(2)	(6)	(102)	(116)
Add:				
Income tax expense	1,633	1,686	2,676	2,589
Finance costs	140	239	247	36
EBIT	**6,904**	**7,118**	**10,163**	**10,043**
Add:				
Depreciation	476	569	676	644
EBITDA	**7,380**	**7,687**	**10,839**	**10,687**

(2) GP margin is calculated based on GP over revenue.

(3) PBT margin is calculated based on PBT over revenue.

(4) PAT margin is calculated based on PAT over revenue.

(5) Effective tax rate is calculated based on tax expenses divided by PBT.

(6) Basic and diluted EPS of our Group is calculated based on PAT attributable to owners of our Company over our enlarged issued Shares of 530,000,000 Shares upon Listing. There are no potential dilutive securities in issue during the respective Financial Years Under Review.

(7) Net loss on impairment of financial assets comprises specific impairment losses on individual trade receivables, primarily due to long-outstanding debts and customers' payment delays. For information, our Group has initiated legal proceedings against certain trade receivables (comprising 2 customers) to recover the outstanding debts.

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12.1.2 Combined statements of financial position

The following table sets out the combined statements of financial position of our Group as at 30 June 2023, 2024, 2025 and 2026, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus.

	Audited			
	As at 30 June			
	2023	2024	2025	2026
Assets	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Non-current assets				
Property, plant and equipment	514	1,707	1,493	1,831
Right-of-use assets	3,316	6,659	6,283	5,379
Investment properties	1,957	1,922	805	815
Total non-current assets	**5,787**	**10,288**	**8,581**	**8,025**
Current assets				
Other investment	*	*	-	-
Trade receivables	5,470	2,415	7,306	3,395
Other receivables(1)	3,727	6,374	2,886	8,229
Contract assets(3)	-	-	1,102	3,812
Amount due from a Director	3,476	-	-	-
Fixed deposits with licensed banks	191	245	509	749
Cash and bank balances	2,081	10,177	4,876	7,238
Total current assets	**14,945**	**19,211**	**16,679**	**23,423**
Total assets	**20,732**	**29,499**	**25,260**	**31,448**
Equity and liabilities				
Equity				
Share capital	-	-	-	*
Invested equity	1,200	2,700	2,700	2,700
Retained earnings	5,835	3,141	10,484	14,010
Equity attributable to owners of the Company	**7,035**	**5,841**	**13,184**	**16,710**
Non-controlling interests	-	-	190	-
Total equity	**7,035**	**5,841**	**13,374**	**16,710**
Liabilities				
Non-current liabilities				
Borrowings	3,253	4,235	361	338
Lease liabilities	643	490	-	-
Deferred tax liabilities	53	100	22	38
Total non-current liabilities	**3,949**	**4,825**	**383**	**376**
Current liabilities				
Borrowings	406	399	338	22
Lease liabilities	145	153	490	-
Trade payables	1,221	819	1,846	4,599
Other payables(2)	1,362	3,446	1,869	2,107
Contract liabilities(3)	5,403	11,691	5,311	6,690
Tax payable	1,211	2,325	1,649	944
Total current liabilities	**9,748**	**18,833**	**11,503**	**14,362**
Total liabilities	**13,697**	**23,658**	**11,886**	**14,738**
Total equity and liabilities	**20,732**	**29,499**	**25,260**	**31,448**

12. FINANCIAL INFORMATION *(cont'd)*

Notes:

* Representing less than RM1,000.

(1) The breakdown of other receivables for Financial Years Under Review are as follows:

	Audited			
	As at 30 June			
	2023	2024	2025	2026
	RM'000	RM'000	RM'000	RM'000
Current				
Non-trade receivable	-	-	[(a)]576	48
Advance to suppliers[(b)]	1,419	6,255	2,188	6,372
Deposits	[(c)]2,305	16	21	21
Prepayments[(d)]	3	103	101	1,788
	3,727	**6,374**	**2,886**	**8,229**

Notes:

(a) Includes mainly the refundable premium paid for Takaful Keyman Insurance Policy in respect of the life of a Director of our Company, as a security for the banking facilities granted to YTH. Following the cancellation of the said banking facilities in January 2026, this policy was consequently terminated.

(b) Include advances paid for flight tickets, accommodations, and ground tour arrangements and referral fees for MM2H programme. The increase in FYE 2026 was primarily related to 6 postponed service engagements for the European countries due to the Israel-Iran geopolitical conflicts, of which 2 service engagements were cancelled subsequent to FYE 2026.

(c) Included deposit paid for the acquisition of a 3-storey shop office (Lot 50) for the expansion of the office space at our Headquarters in Sungai Besi.

(d) Include mainly prepaid expenses arising from professional fees incurred pursuant to our Listing.

(2) The breakdown of other payables for Financial Years Under Review are as follows:

	Audited			
	As at 30 June			
	2023	2024	2025	2026
	RM'000	RM'000	RM'000	RM'000
Current				
Non-trade payables[(a)]	12	145	955	1,263
Accruals[(b)]	1,346	967	886	791
Deposits received	4	-	28	44
Dividend payable	-	2,334	-	-
Sales and service tax ("**SST**") payables	-	-	-	9
	1,362	**3,446**	**1,869**	**2,107**

Notes:

(a) Comprising mainly outstanding credit card balances incurred primarily for the purchase of flight tickets in connection with the service engagements under the provision of customised incentive travel solutions segment, as well as professional fees payable pursuant to our Listing.

(b) Comprising mainly accruals for staff-related costs, such as salaries and statutory payments.

12. FINANCIAL INFORMATION *(cont'd)*

(3) Contract assets are the obligations performed but not billed during the Financial Years Under Review.

Contract liabilities is the refundable advance received for tour packages rendered and event consultation services.

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12. FINANCIAL INFORMATION *(cont'd)*

12.1.3 Combined statements of cash flows

The following table sets out the combined statements of cash flows of our Group for the Financial Years Under Review, which have been extracted from the Accountants' Report as set out in Section 13 of this Prospectus. It should be read with the "Management's Discussion and Analysis of Results of Operations and Financial Condition" and the Accountants' Report set out in Section 12.2 and Section 13 of this Prospectus.

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Cash flow from operating activities				
PBT	6,766	6,885	10,018	10,123
Adjustments for:				
Allowance for expected credit losses ("**ECLs**") on trade receivables	-	-	336	74
Depreciation of property, plant and equipment	183	194	264	418
Depreciation of right-of-use assets	251	333	377	211
Depreciation of investment properties	42	42	35	15
Dividend income	-	-	(55)	-
Gain on disposal of property, plant and equipment	(64)	-	-	-
Gain on disposal of investment properties	-	-	(310)	-
Gain on disposal of right-of-use assets	(423)	-	-	-
Goodwill written off	-	-	14	-
Interest income	(2)	(6)	(99)	(100)
Interest expenses	140	239	247	36
Reversal of allowance for ECLs on trade receivables	-	-	-	(68)
(Reversal)/provision of impairment loss on investment properties	(27)	(7)	42	(25)
Property, plant and equipment written off	354	-	1	-
Unrealised (gain)/loss on foreign exchange	-	(30)	17	113
Unwinding interest	-	-	(3)	(16)
Operating profit before working capital changes	7,220	7,650	10,884	10,781
Changes in working capital:				
Receivables	(7,981)	(1,887)	(1,302)	(1,895)
Payables	2,228	(653)	1,759	2,991
Contract balance[(1)]	976	6,288	(7,482)	(1,331)
Cash generated from operations	2,443	11,398	3,859	10,546
Interest received	1	1	93	97
Tax paid	(123)	(524)	(3,430)	(3,278)
Net cash from operating activities	**2,321**	**10,875**	**522**	**7,365**
Cash flow (used in)/from investing activities				
Acquisition of property, plant and equipment	(429)	(1,387)	(51)	(63)
Acquisition of remaining equity interest in a subsidiary	-	-	-	(198)
Acquisition of right-of-use assets	(686)	-	-	-
Cash inflow from acquisition of a subsidiary[(2)]	-	-	1	-
Dividend received	-	-	55	-

12. FINANCIAL INFORMATION *(cont'd)*

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Proceed from disposal of property, plant and equipment	64	-	-	-
Proceed from disposal of right-of-use assets	703	-	-	-
Proceed from disposal of an investment property	-	-	877	473
Net cash (used in)/from investing activities	**(348)**	**(1,387)**	**882**	**212**
Cash flow used in financing activities				
Advances to a Director	(1,875)	[(3)](883)	-	-
Dividend paid	-	[(3)](1,200)	(2,334)	(4,000)
Placement of fixed deposits pledged with licensed banks	(156)	(54)	(64)	(240)
Net withdrawal of short term investment	-	-	*	-
Interest paid	(140)	(239)	(208)	(36)
Interest received	1	5	6	3
Proceeds from issuance of share capital	-	-	-	*
Proceeds from issuance of invested equity	200	1,500	-	-
Drawdown of term loan	749	-	-	-
Repayments of borrowings	(359)	(406)	(3,935)	(339)
Repayments of lease liabilities	(526)	(145)	(153)	(490)
Net cash used in financing activities	**(2,106)**	**(1,422)**	**(6,688)**	**(5,102)**
Net cash (decrease)/increase in cash and cash equivalents	**(133)**	**8,066**	**(5,284)**	**2,475**
Effect of exchange translation differences	-	30	(17)	(113)
Cash and cash equivalents at beginning of the financial years	**2,214**	**2,081**	**10,177**	**4,876**
Cash and cash equivalents at end of the financial years	**2,081**	**10,177**	**4,876**	**7,238**
Cash and cash equivalents at end of the financial years comprises:				
Cash and bank balances	2,081	10,177	4,876	7,238
Fixed deposits with licensed banks	191	245	509	749
	2,272	**10,422**	**5,385**	**7,987**
Less: Fixed deposits pledged with licensed banks	(191)	(245)	(509)	(749)
	2,081	**10,177**	**4,876**	**7,238**

12. FINANCIAL INFORMATION *(cont'd)*

Notes:

* Representing less than RM1,000

(1) Contract balance comprised the net movements for the contract assets (unbilled revenue for services performed) and contract liabilities (advances received for tour packages and event consultation services) for the Financial Years Under Review. The fluctuation in the contract balance is primarily attributable to the timing mismatch between revenue recognition and cash receipts. Accordingly, variations in the volume and timing of ongoing projects, tour schedules, and customer payment patterns across the Financial Years Under Review have led to corresponding movements in the contract balance.

(2) On 25 June 2025, YTH subscribed for 300,150 ordinary shares in YSH, representing 60% equity interest in YSH for a total consideration of RM0.30 million. On 2 July 2025, YTH acquired an additional 30% equity interest in YSH for a total consideration of RM0.15 million. For further details, please refer to Section 13 (Note 1(c)(i)) of this Prospectus.

(3) There were dividends payable of RM4.36 million offset against the amount due from a Director during FYE 2024.

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12.2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following discussion and segmental analysis of our combined financial statements for the Financial Years Under Review should be read with the Accountants' Report included in Section 13 of this Prospectus.

12.2.1 Overview of our operations

(i) Principal activities

We are a MICE specialist, focusing on the provision of customised incentive travel solutions. Our incentive travel solutions can include other MICE components, in particular, meetings and conferences, all of which are tailored to our customers' specific needs and objectives. We also provide event planning and management solutions for various events, including exhibitions.

We manage all aspects of travel logistics for incentive travels such as company retreats, exclusive events, meetings and conferences. We provide one-stop incentive travel solutions with services ranging from curation of travel experience, sourcing of travel arrangements and supplies (e.g. flight tickets, transportations, accommodations, meal arrangements, corporate merchandise, etc), delivery of travel services, and post-travel services such as collection of feedback and provision of trip highlights videos.

All of our travels are designed based on each customers' requirements in terms of group size, corporate branding, budget considerations, preferred travel experience, amongst others. Through our in-depth industry experience and expertise in incentive travels, we develop and deliver customised incentive travels that satisfy our customers' needs for unique and memorable travels.

Our Group's business model is summarised as follows:

(a) Provision of customised incentive travel solutions

Our incentive travels are fully tailored in-house by our Group according to each customers' requirements and preferences in terms of corporate branding, travel objectives, desired experience, amongst others. Further, our incentive travel solutions can include other MICE components, in particular meetings and conferences.

As a one-stop incentive travel solutions provider, we source all travel arrangements for our customers, including flight tickets, transportation, accommodations, meal arrangements, corporate merchandise, tour guide services, amongst others. We mainly source travel-related arrangements and supplies directly from our network of suppliers, e.g., local travel agents, airline operators, ground tour operators and hoteliers. Upon customers' requests, we may also source other arrangements and related supplies for our customers, this include corporate merchandise, production of teaser video, performers or entertainers and private event venues. In addition, we also facilitate visa applications for destinations that require travellers to obtain visa upon entry.

Our Group executes and oversees the delivery of our incentive travels throughout the travel period to ensure we provide participants have a seamless journey. All of our incentive travels are assigned with tour leaders and/or tour managers. The number of tour leaders and/or tour managers assigned to each tour depends on the number of participants and complexity of the events arranged during the travel. Tour coordinators may also be assigned to travel with larger group size or more complex events to allow tour leaders and/or tour managers to focus on their tour leading and/or guiding responsibilities.

Our Group also provides post-travel services to ensure a pleasant conclusion to the travels to enhance participants' overall travel experience. Our post-travel services include media sharing and feedback collection. Feedback collected from participants will be compiled, analysed and reported to our customers. We also utilise feedback collected as a reference for continuous improvement of our planning, coordination and service delivery processes.

(b) Provision of event planning and management solutions

Our Group is also involved in the provision of event planning and management solutions whereby we organise, coordinate, execute and oversee various events in Malaysia, including exhibitions, brand celebration, cultural showcase, industry conferences or product launches. We are engaged by our customers to carry out end-to-end event planning and management solutions, including agenda curation, logistics coordination, exclusive guest handling, crowd management, vendor sourcing, performers and/or entertainers engagement, amongst others. Upon request, we may also be engaged by our customers to provide services for certain components of an event rather than end-to-end solutions.

(c) Provision of MM2H solutions

Our Group also provides MM2H solutions, whereby we facilitate the application process for the MM2H programme for individuals (i.e. MM2H applicants), who are foreign nationals who intends to pursue long-term residency in Malaysia.

For further details, please refer to Section 7 of this Prospectus for our Group's detailed business overview.

(ii) Revenue

Our revenue comprises revenue from the provision of customised incentive travel solutions, the provision of event planning and management solutions and the provision of MM2H solutions.

Revenue from the provision of customised incentive travel solutions and single event planning and management solutions are recognised in the reporting period at a point in time based on the commencement date of the tour and/or event and when our Group has a present right to payment for the services. Revenue from large-scale, multi-phase event planning and management services is recognised over time based on the proportion of costs incurred to date to the estimated total project costs. Revenue from the provision of MM2H solutions is recognised at a point in time in the reporting period, based on successful application to the MM2H programme and when our Group has present right to payment for the services.

(iii) Cost of sales

Our cost of sales comprises ground tour expenses, flight tickets and travel insurance, events and exhibitions expenses, provision of MM2H solutiions related expenses as well as others, the details of which are as follows:

(a) Ground tour expenses

Comprise mainly accommodations, transportation, tour guide expenses, entrance tickets as well as food and beverages.

(b) Flight tickets and travel insurance

Comprise costs of flight tickets and insurance.

12. FINANCIAL INFORMATION *(cont'd)*

(c) Event and exhibition expenses

Comprise mainly venue costs, photography and videography, venue decoration and setup costs, entertainment and coordination costs, transportation and accommodation as well as food and bevarages.

(d) Provision of MM2H solutions related expenses

Comprise mainly referral fees for successful referral of MM2H customers to our Group.

(e) Others

Comprise mainly materials printing expenses, allowances to tour leaders, tour managers, and tour coordinators.

(iv) Other income

Other income comprises mainly gain on disposal of investment property, gain on disposal of right-of-use assets, rebates received and rental income.

(v) Selling and distribution expenses

Selling and distribution expenses comprise mainly staff-related costs.

(vi) Administrative expenses

Administrative expenses comprise mainly staff-related costs, directors' remuneration, legal and professional fees, and depreciation of right-of-use assets, property, plant and equipment, and investment properties.

(vii) Other expenses

Other expenses comprise mainly provision of impairment losses on investment properties, property, plant and equipment written-off as well as unrealised loss on foreign exchange.

(viii) Net loss on impairment of financial assets

Net loss on impairment of financial assets comprises specific impairment losses on individual trade receivables, primarily due to long-outstanding debts and customers' payment delays.

(ix) Finance income

Finance income comprises mainly interest income from a short-term investment, bank balances and fixed deposits.

(x) Finance costs

Finance costs comprise interest expenses on term loans, lease liabilities and keyman insurance.

(xi) Recent developments

Save for the Acquisitions, there were no other significant events subsequent to our audited combined financial statements for FYE 2026 and up to LPD, that have occurred, which may have a material effect on the financial position and results of our Group.

12. FINANCIAL INFORMATION *(cont'd)*

(xii) Exceptional and extraordinary items and audit qualifications

There were no exceptional or extraordinary items during the Financial Years Under Review. In addition, the audited financial statements of our Group for the Financial Years Under Review were not subject to any audit qualifications.

(xiii) Significant factors affecting our business

Section 9 of this Prospectus sets out the risk factors relating to our business and the industry in which we operate in. Some of these risk factors have an impact on our revenue and financial performance. The main factors that affect revenues and profits include but are not limited to the following:

(a) We are exposed to fluctuations in our financial performance due to the project-based and ad-hoc based of our business

Our services are project-based, whereby our customers engage our Group on one-off basis. We do not enter into long term contracts with our customers and the value of our projects vary according to the itinerary and travel arrangements for each project. As such, the number and value of our projects secured by our Group may vary from year to year. Hence, our Group's future revenue and profitability depend on our ability to continuously secure new projects from existing as well as new customers. There can be no assurance that we will be able to maintain or improve our revenue and profitability each year, as it depends on the number and value of projects we are able to secure.

Further, as our services are engaged by customers on one-off basis, there can be no assurance that our existing customers will continue to engage our Group for our services. In the event of any cancellation or delay in the delivery of our services due to external circumstances beyond our Group's control, such as changes in our customer's financial positions, poor market conditions and unstable political or environmental conditions in destination countries, our Group's business and financial performance may be adversely affected should we fail to secure replacement projects of equal or greater value.

In addition, as our services are provided on ad-hoc basis as and when required by our customers, there can be no assurance that we will be able to continue securing new projects from existing or new customers.

For the Financial Years Under Review up to the LPD, we have not experienced major adverse fluctuations in our revenue that have resulted in material adverse impact to our Group's financial performance. However, there can be no assurance that we will be able to maintain our financial performance in the future.

(b) We are exposed to credit risks and default payment by customers

We generally collect a refundable deposit of 50.00% of the total quotation upon confirmation of quotation by our customers, with the remaining balance to be paid a month before the departure date. Should there be additional expenses incurred during the travels, we prepare variation orders for subsequent payments. In the event of not receiving payment within the credit period or default in payment by our customers, our operating cash flows or financial results of operations may be adversely affected. Further, it may also lead to impairment losses on financial assets or writing-off of trade receivables as bad debts, which may adversely affect our financial performance.

12. FINANCIAL INFORMATION *(cont'd)*

(c) Our insurance coverage may be inadequate to cover all losses or liabilities that may arise in connection with our operations

We maintain insurance coverage at levels that are customary in our industry to protect against various losses and liabilities. As at the LPD, the insurance policies which our Group has taken up include, amongst others, fire insurance and travel insurance for our employees who are frequently deployed to lead, manage or coordinate tours. However, there is no assurance that our insurance coverage is sufficient to cover all damages to our Group or business operations.

Further, our incentive travels are inclusive of travel insurance, which is provided as part of our service offerings. Travel insurance plans for our incentive travels are provided by third-party insurance providers. The travel insurance plans generally provide coverage for participants against various incidents throughout the travel period, including, amongst others, personal accidents, medical expenses, travel cancellation, loss or damage of personal belongings and baggage delays. In the event that any such incidents occur and give rise to a claim, we will assist our customers in liaising with the respective insurance provider in relation to the submission and processing of such claims.

Our Group takes up public liability insurance policies for events organised by, or involving, our Group, as we are exposed to public liability risks arising from such events, including injury, property damage and other accidents involving participants, vendors or other stakeholders. Such incidents may also give rise to reputational harm, which could adversely affect our reputation, customer confidence and future business prospects. We obtain public liability insurance policies as and when required. In the event that such claims arise and our insurance coverage is insufficient to cover such claims, our Group may be required to compensate affected parties at our own cost, which could result in additional expenses and adversely impact our financial performance.

Moreover, we will be subject to the risk that, in the future, we may not be able to maintain or obtain insurance of the type and amount desired at reasonable rates. If we were to incur a significant liability for which we were not fully insured, it may result in additional cost that may adversely affect our business operations and financial performance.

For the Financial Years Under Review and up to the LPD, we have not experienced any claims arising from mishaps or accidents which are not sufficiently covered by insurance and had material adverse impact on our business operations and financial performance.

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12. FINANCIAL INFORMATION *(cont'd)*

12.2.2 Review of our results of operations

(i) Revenue

Analysis of revenue by business segment

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Provision of customised incentive travel solutions								
- Local	3,887	9.39	3,287	6.90	1,630	2.16	2,937	4.37
- Overseas	36,857	89.06	44,226	92.86	67,739	89.75	55,490	82.65
	40,744	**98.45**	**47,513**	**99.76**	**69,369**	**91.91**	**58,427**	**87.02**
Provision of event planning and management solutions(1)	**641**	**1.55**	**116**	**0.24**	**6,105**	**8.09**	**8,602**	**12.81**
Provision of MM2H solutions(2)	**-**	**-**	**-**	**-**	**-**	**-**	**114**	**0.17**
	41,385	**100.00**	**47,629**	**100.00**	**75,474**	**100.00**	**67,143**	**100.00**

Notes:

(1) Revenue recognised under this segment is fully derived locally and comprise events which are not part of the Group's customised incentive travel solutions.

(2) Revenue recognised under this segment is derived locally and is recognised upon issuance of MM2H visa for our customers.

Analysis of revenue based on service engagements and event destinations

Revenue from both our business segments is derived solely from Malaysia, except for RM0.41 million for FYE 2023, RM1.77 million for FYE 2024 and RM0.40 million for FYE 2026, which were derived from the provision of customised incentive travel solutions to customers in China. The following sets out our revenue based on service engagements and event destinations.

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Malaysia	**4,528**	**10.94**	**3,403**	**7.14**	**7,735**	**10.25**	(5)**11,653**	**17.35**
Overseas								
Asia(1)	14,472	34.97	31,532	66.21	35,355	46.84	39,124	58.27
Europe(2)	21,944	53.02	12,190	25.59	29,620	39.25	11,003	16.39
Oceania(3)	166	0.40	357	0.75	2,764	3.66	5,298	7.89
America(4)	-	-	147	0.31	-	-	-	-
Africa	275	0.67	-	-	-	-	65	0.10
	36,857	**89.06**	**44,226**	**92.86**	**67,739**	**89.75**	**55,490**	**82.65**
	41,385	**100.00**	**47,629**	**100.00**	**75,474**	**100.00**	**67,143**	**100.00**

12. FINANCIAL INFORMATION *(cont'd)*

Notes:

(1) Comprise mainly China, Japan, Vietnam, Thailand, United Arab Emirates, Indonesia, Korea and the Philippines.

(2) Comprise mainly France, Switzerland, the Czech Republic, the United Kingdom, the Netherlands, Georgia, Germany, Hungary and Spain.

(3) Comprise New Zealand and Australia.

(4) Comprise US and Canada.

(5) Includes revenue of RM0.11 million derived from provision of MM2H solutions to 2 Taiwanese and an Indonesian.

Analysis of revenue by customer base

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Private sector corporations[1]	34,154	82.53	35,922	75.42	70,464	93.36	55,186	82.19
GLCs and government bodies	7,231	17.47	11,707	24.58	5,010	6.64	11,843	17.64
Individual[2]	-	-	-	-	-	-	114	0.17
	41,385	**100.00**	**47,629**	**100.00**	**75,474**	**100.00**	**67,143**	**100.00**

Notes:

(1) Comprise mainly consumer products and services, financial services, industrial products and services, property, as well as telecommunications and media.

(2) Comprise individual customers for our provision of MM2H solutions segment.

The analysis of revenue by industry has been prepared based on individual service engagements rather than by billing customers. This was due to certain service engagements involving multiple collaborating parties who were invoiced according to their respective agreed-upon proportions.

12. FINANCIAL INFORMATION *(cont'd)*

Number of service engagements

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	No.	%	No.	%	No.	%	No.	%
Provision of customised incentive travel solutions								
- Local	16	17.98	16	15.10	11	8.53	8	7.92
- Overseas	68	76.40	89	83.96	113	87.59	82	81.19
	84	**94.38**	**105**	**99.06**	**124**	**96.12**	**90**	**89.11**
Provision of event planning and management solutions	**5**	**5.62**	**1**	**0.94**	**5**	**3.88**	**8**	**7.92**
Provision of MM2H solutions	**-**	**-**	**-**	**-**	**-**	**-**	**3**	**2.97**
	89	**100.00**	**106**	**100.00**	**129**	**100.00**	**101**	**100.00**

Number of participants

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	No.	%	No.	%	No.	%	No.	%
Provision of customised incentive travel solutions								
- Local	1,054	19.93	968	15.72	471	6.70	1,500	21.42
- Overseas	4,234	80.07	5,189	84.28	6,561	93.30	5,504	78.58
	5,288	**100.00**	**6,157**	**100.00**	**7,032**	**100.00**	**7,004**	**100.00**
Provision of event planning and management solutions	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
Provision of MM2H solutions	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**	**N/A**
	5,288	**100.00**	**6,157**	**100.00**	**7,032**	**100.00**	**7,004**	**100.00**

Note:

N/A Not applicable as our Group does not record the number of participants for the provision of event planning and management solutions and provision of MM2H solutions segments.

Our revenue is primarily driven by the following factors:

(a) Requirement of each customer, which will be affected by group sizes, corporate branding, budget considerations, preferred travel experience, amongst others, for the service engagements undertaken in the respective financial years;

(b) Complexity of itinerary offerings for each service engagement, amongst others, including other MICE components, meetings and conferences, all of which are tailored to our customers' specific needs and objectives for the service engagements undertaken in the respective financial years;

(c) Key industry drivers of the overseas service engagements, in particular, Malaysia's strong air connectivity and accessibility to a wide range of domestic and international destinations, relative ease of international travel with the Malaysian passport, fluctuations in foreign exchange rates against RM, changes in the popularity of well-known destinations, and widespread internet usage in providing easy access to travel information online;

(d) Our provision of event planning and management solutions services is provided on a demand basis. Revenue was primarily driven by each customer's requirements, including the types of events (such as brand celebrations, cultural showcases, celebration dinners, awards dinners, industry conferences or product launches), the scale of events, budget considerations, and objectives for the events/exhibitions undertaken in the respective financial years; and

(e) Our provision of MM2H solutions services is provided on a demand basis. Revenue was primarily driven by each customer's required services.

Comparison between FYE 2023 and FYE 2024

Our revenue increased by RM6.24 million or 15.08% to RM47.63 million for FYE 2024 (FYE 2023: RM41.39 million), mainly contributed by higher revenue from our provision of customised incentive travel solutions segment. This increase was primarily due to higher revenue from overseas tours, as explained below.

The provision of customised incentive travel solutions segment was our primary revenue contributor, which recorded RM47.51 million or 99.76% of our total revenue for FYE 2024 (FYE 2023: RM40.74 million or 98.45%). Our number of service engagements for FYE 2024 were 105, up from 84 in FYE 2023, and the number of participants increased to 6,157 in FYE 2024, up from 5,288 in FYE 2023. The overseas service engagements were our main revenue contributor for this segment, which recorded RM44.23 million or 92.86% of our total revenue for FYE 2024 (FYE 2023: RM36.86 million or 89.06%). The higher overseas service engagements revenue for FYE 2024 was primarily due to the factors explained below.

Our revenue was derived primarily from private sector corporation customers, which accounted for RM35.92 million, or 75.42% of our total revenue for FYE 2024 (FYE 2023: RM34.15 million, or 82.53% of our total revenue).

Provision of customised incentive travel solutions

Our service engagements for this segment are customised based on each customer's requirements. Hence, our revenue is influenced by group size, corporate branding, budget constraints, preferred travel experience, tour locations, and service types, among other factors, for the respective service engagements undertaken during both FYEs.

Revenue from the provision of customised incentive travel solutions segment increased by RM6.77 million or 16.61% to RM47.51 million for FYE 2024 (FYE 2023: RM40.74 million), mainly driven by higher revenue from the overseas service engagements, which increased by RM7.37 million or 20.00% to RM44.23 million for FYE 2024 (FYE 2023: RM36.86 million). This was primarily due to the net effects of the following:

(a) our efforts to promote our service offerings and brand across social media platforms, including Instagram, Facebook and LinkedIn, have kept our followers consistently informed and engaged, whilst enhancing our market presence;

(b) marginal movements in the RM exchange rates against the Asian currencies, compared with the weakening of RM against the European currencies, have contributed to increased demand for service engagements in Asian countries and increased revenue of RM17.06 million. In addition, the increase was also driven by higher demand for service engagements in China following the implementation of the visa-exemption policy for Malaysian travellers to China, effective from 1 December 2023. Additionally, there was higher demand for service engagements in the United Arab Emirates; and

(c) decrease in revenue for service engagements in the European countries by RM9.75 million or 44.45%, primarily due to the reasons as outlined in item (b) above, which resulted in lesser demand for service engagements in these countries, as evidenced by the decline in both the number of service engagements and participant volumes.

Consequently, the number of overseas service engagements increased from 68 in FYE 2023 to 89 in FYE 2024, and participants rose from 4,234 to 5,189 over the same period. Our revenue growth from overseas service engagement was driven primarily by higher demand from government-linked corporations' customers and our private-corporation customers in the construction and technology industries, which collectively contributed RM6.94 million to revenue growth for FYE 2024.

The above growth in our overseas service engagements revenue was offset by lower revenue from local service engagements, despite the number of local service engagements remaining unchanged at 16 in FYE 2024 compared with FYE 2023. Our revenue from local service engagements decreased by RM0.60 million, or 15.42%, to RM3.29 million for FYE 2024 (FYE 2023: RM3.89 million), mainly attributable to higher demand for overseas service engagements, as explained above, reflecting a lower number of participants, which fell from 1,054 in FYE 2023 to 968 in FYE 2024.

Provision of event planning and management solutions

Our services for this segment are provided on a demand basis. Revenue was primarily driven by each customer's requirements, including event types (e.g., brand celebrations, cultural showcases, celebration dinners, awards dinners, industry conferences, or product launches), event scale, budget considerations, and objectives.

Revenue from this segment decreased by RM0.52 million or 81.25% to RM0.12 million for FYE 2024 (FYE 2023: RM0.64 million). The decline was primarily attributable to lower demand from private sector corporations' customers. Only 1 event was organised in FYE 2024, compared with 5 events in FYE 2023.

Comparison between FYE 2024 and FYE 2025

Our revenue increased by RM27.84 million or 58.45% to RM75.47 million for FYE 2025 (FYE 2024: RM47.63 million), mainly driven by higher revenue from our provision of customised incentive travel solutions segment. This increase was primarily due to higher revenue from overseas tours, as explained below.

The provision of customised incentive travel solutions segment remained our primary revenue contributor, which recorded RM69.37 million or 91.91% of our total revenue for FYE 2025 (FYE 2024: RM47.51 million or 99.76%). Our number of service engagements increased to 124 in FYE 2025, compared with 105 in FYE 2024, and the number of participants increased to 7,032 in FYE 2025, up from 6,157 in FYE 2024. The overseas service engagements were our main revenue contributor for this segment, which recorded RM67.74 million or 89.75% of our total revenue for FYE 2025 (FYE 2024: RM44.23 million or 92.86%). The higher overseas service engagements revenue for FYE 2025 was primarily due to the factors explained below.

Our revenue was derived primarily from private sector corporation customers, which accounted for RM70.46 million, or 93.36% of our total revenue for FYE 2025 (FYE 2024: RM35.92 million, or 75.42% of our total revenue).

Provision of customised incentive travel solutions

Our service engagements for this segment are customised based on each customer's requirements. Hence, our revenue will be affected by group size, corporate branding, budget constraints, preferred travel experience, tour locations, and service types, among other factors, for the respective service engagements undertaken during both FYEs.

Revenue from the provision of customised incentive travel solutions increased by RM21.86 million or 46.01% to RM69.37 million for FYE 2025 (FYE 2024: RM47.51 million), mainly driven by the increased revenue from overseas service engagements by RM23.51 million or 53.15% to RM67.74 million for FYE 2025 (FYE 2024: RM44.23 million). Our revenue growth for this segment was mainly attributable to the effects of the following:

(a) our continued efforts in promoting our service offerings and brand across social media platforms, including Instagram, Facebook and LinkedIn, have kept our followers consistently informed and engaged, whilst enhancing our market presence;

(b) higher revenue for service engagements in the Asian countries, which grew by RM3.83 million or 12.15%, was primarily attributable to the strengthening of RM against the Asian currencies (particularly RMB and VND), which has contributed to the increased demand for service engagements in Asian countries. In addition, the said increase was also driven by higher demand for service engagements in China following the implementation of the visa-exemption policy for Malaysian travellers to China, effective from 1 December 2023; and

(c) higher revenue for service engagements in the European countries of RM17.43 million or 142.99% in FYE 2025 was primarily due to the strengthening of RM against the European currencies (particularly EUR and CHF), which had contributed to the increased demand for service engagements in European countries, as evidenced by an increase in both the number of service engagements and participant volumes.

Consequently, the number of overseas service engagements increased from 89 in FYE 2024 to 113 in FYE 2025, and the number of participants increased from 5,189 in FYE 2024 to 6,561 in FYE 2025.

Our revenue growth in this segment was mainly driven by increased demand from our private sector corporation customers in the financial services and property industries, which collectively contributed RM27.91 million to FYE 2025 revenue growth. These increases were partially offset by lower demand from government-linked corporation customers, which recorded a revenue decline of RM7.10 million in FYE 2025.

Our revenue from local service engagements decreased by RM1.66 million, or 50.46%, to RM1.63 million for FYE 2025 (FYE 2024: RM3.29 million), mainly attributable to higher demand for overseas service engagements, as explained above, reflecting a lower number of local service engagements which decreased from 16 in FYE 2024 to 11 in FYE 2025, and number of participants, which fell from 968 in FYE 2024 to 471 in FYE 2025 as well as lower demand from private sector corporation customers, as there was no demand for local service engagement in FYE 2025 from a private sector corporation customer in the consumer products and services industry (FYE 2024: RM0.80 million).

12. FINANCIAL INFORMATION *(cont'd)*

Provision of event planning and management solutions

Our services for this segment are provided on a demand basis. Revenue was primarily driven by each customer's requirements, including event types (e.g., brand celebrations, cultural showcases, celebration dinners, awards dinners, industry conferences, or product launches), event scale, budget considerations, and objectives.

Revenue from the provision of event planning and management solutions segment increased by RM5.99 million or 4991.67% to RM6.11 million for FYE 2025 (FYE 2024: RM0.12 million), mainly attributable to events organised for 2 private sector corporation customers in the telecommunications and media industry in FYE 2025 (FYE 2024: RM Nil). Consequently, the number of events increased from 1 in FYE 2024 to 5 in FYE 2025.

Comparison between FYE 2025 and FYE 2026

Our revenue decreased by RM8.33 million or 11.04% to RM67.14 million for FYE 2026 (FYE 2025: RM75.47 million), mainly attributed by lower revenue from our provision of customised incentive travel solutions segment. This decrease was primarily due to lower revenue from overseas tours, as explained below. Such a decrease was partially offset by an increase in revenue from our provision of event planning and management solutions, as explained below.

The provision of customised incentive travel solutions segment was our primary revenue contributor, which recorded RM58.43 million or 87.02% of our total revenue for FYE 2026 (FYE 2025: RM69.37 million or 91.91%). The number of our service engagements decreased to 90 in FYE 2026, compared with 124 in FYE 2025, and the number of participants decreased to 7,004 in FYE 2026, from 7,032 in FYE 2025. The overseas service engagements were our main revenue contributor in this segment, which recorded RM55.49 million or 82.65% of our total revenue for FYE 2026 (FYE 2025: RM67.74 million or 89.75%). The decrease in overseas service engagements revenue for FYE 2026 was primarily due to the factors explained below.

Our revenue was derived primarily from private sector corporation customers, which accounted for RM55.19 million or 82.19% of our total revenue for FYE 2026 (FYE 2025: RM70.46 million or 93.36% of our total revenue).

Following the subscription for a 60.00% equity stake in YSH on 25 June 2025 and the acquisition of an additional 40.00% equity stake in YSH, our Group ventured into the MM2H market. Through YSH, our Group holds the MM2H license, which allows us to facilitate applications for the MM2H programme. Our Group recorded revenue of RM0.11 million (FYE 2025: Nil) from the provision of MM2H solutions in FYE 2026.

Provision of customised incentive travel solutions

Our service engagements for this segment are customised based on each customer's requirements. Hence, our revenue will be affected by group size, corporate branding, budget constraints, preferred travel experience, tour locations, and service types, among other factors, for the respective service engagements undertaken during both FYEs.

12. FINANCIAL INFORMATION *(cont'd)*

Revenue from the provision of customised incentive travel solutions decreased by RM10.94 million or 15.77% to RM58.43 million for FYE 2026 (FYE 2025: RM69.37 million), mainly attributed to the decreased revenue from overseas service engagements by RM12.25 million or 18.08% to RM55.49 million for FYE 2026 (FYE 2025: RM67.74 million). The decrease in revenue for this segment was mainly attributable to the effects of the following:

(a) revenue from service engagements in the European countries decreased by RM18.62 million or 62.86% to RM11.00 million for FYE 2026 (FYE 2025: RM29.62 million), primarily due to lower demand for service engagements as well as deferment of 6 service engagements in the region with an aggregate amount of RM9.88 million (of which 2 were subsequently cancelled in FYE 2027), as evidenced by a decrease in both the number of service engagements and participant volumes. The decline was mainly attributable to tensions in the Middle East, which disrupted regular Europe-Asia flight routes, longer travel durations, increased fuel consumption, and higher air ticket prices, as well as rising travel-related costs to Europe, including higher accommodation, food, and local transportation expenses. The 2 service engagements with revenue of RM1.75 million were subsequently cancelled in FYE 2027, and the remaining 4 rescheduled service engagements deferred RM8.13 million in revenue from FYE 2026 to FYE 2027;

(b) which was partially mitigated by higher revenue from service engagements in the Asian countries, which grew by RM3.76 million or 10.63% to RM39.12 million in FYE 2026 (FYE 2025: RM35.36 million). The increase was primarily attributable to the strengthening of RM against the Asian currencies (particularly RMB, JPY and KRW). In addition, revenue from China, Japan and Korea collectively increased by RM13.50 million or 72.74% to RM32.06 million (FYE 2025: RM18.56 million). This was mainly driven by higher demand for service engagements in these countries as well as change in destination from the European countries due to the Israel-Iran geopolitical conflicts, which the number of service engagements collectively increasing from 36 in FYE 2025 to 46 in FYE 2026, while the number of participants increased from 2,082 in FYE 2025 to 3,502 in FYE 2026. The increase was further supported by higher number of participants for service engagements in China following the implementation of the visa-exemption policy for Malaysian travellers to China, effective from 1 December 2023; and

(c) higher revenue from service engagements in the Oceania countries grew by RM2.54 million or 92.03% to RM5.30 million in FYE 2026 (FYE 2025: RM2.76 million). The increase was primarily attributable to the strengthening of RM against the Oceania currencies (particularly AUD and NZD) as well as change in destination from the European countries due to the Israel-Iran geopolitical conflicts. Despite a decrease in service engagements in Oceania countries from 6 in FYE 2025 to 5 in FYE 2026, the number of participants increased from 138 in FYE 2025 to 148 in FYE 2026, contributing to higher revenue recorded for Oceania countries.

Consequently, the number of overseas service engagements decreased from 113 in FYE 2025 to 82 in FYE 2026, and the number of participants decreased from 6,561 in FYE 2025 to 5,504 in FYE 2026.

The decrease in revenue in this segment was mainly attributed to lower demand from our private sector corporation customers in the consumer products and services, financial services, as well as property industries, which collectively decreased by RM14.19 million or 25.26% to RM41.98 million for FYE 2026 (FYE 2025: RM56.17 million). These decreases were partially offset by higher demand from government-linked corporation/government bodies customers, which recorded an increase in revenue of RM3.69 million or 73.65% to RM8.70 million for FYE 2026 (FYE 2025: RM5.01 million).

Our revenue from local service engagements increased by RM1.31 million or 80.37%, to RM2.94 million for FYE 2026 (FYE 2025: RM1.63 million), despite a lower number of local service engagements, which decreased from 11 in FYE 2025 to 8 in FYE 2026. The increase was mainly due to a higher number of participants, rising from 471 in FYE 2025 to 1,500 in FYE 2026, driven by higher demand from private sector corporation customers from the financial services industry.

Provision of event planning and management solutions

Our services for this segment are provided on a demand basis. Revenue was primarily driven by each customer's requirements, including event types (e.g., brand celebrations, cultural showcases, celebration dinners, awards dinners, industry conferences, or product launches), event scale, budget considerations, and objectives.

Revenue from the provision of event planning and management solutions segment increased by RM2.49 million or 40.75% to RM8.60 million for FYE 2026 (FYE 2025: RM6.11 million), mainly attributable to increased demand from private sector corporation customers in the telecommunications and media industry as well as an event organised for a government agency in FYE 2026, which resulted in the number of events increasing from 5 in FYE 2025 to 8 in FYE 2026.

Provision of MM2H Solutions

Our Group recorded revenue of RM0.11 million (FYE 2025: Nil) from the provision of MM2H solutions in FYE 2026.

(ii) Cost of sales, GP and GP margin

Analysis of cost of sales by cost component

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Ground tour expenses[(1)]	16,631	54.88	20,410	57.01	33,427	56.10	25,707	50.29
Flight tickets and travel insurance[(2)]	11,283	37.24	13,544	37.83	18,841	31.62	17,507	34.25
Events and exhibitions expenses[(3)]	513	1.69	100	0.28	4,677	7.85	5,992	11.73
Provision of MM2H solutions related expenses[(4)]	-	-	-	-	-	-	46	0.09
Others[(5)]	1,875	6.19	1,747	4.88	2,636	4.43	1,857	3.64
	30,302	**100.00**	**35,801**	**100.00**	**59,581**	**100.00**	**51,109**	**100.00**

Notes:

(1) Comprise expenses related to our local and overseas service engagements, including mainly accommodation, food and beverage, transportation costs and ground tour operator fares. The ground tour operators assist us in arranging overseas ground travel services, including, amongst others, accommodation, transportation, food and beverage and local tour guide services. The movements in ground tour expenses was in tandem with the movements in revenue from the provision of customised incentive travel solutions segment.

(2) Comprise flight tickets and travel insurance related to the service engagements for the provision of customised incentive travel solutions segment, which movements in tandem with the movements in revenue from the provision of customised incentive travel solutions segment.

(3) Comprise mainly venue costs, transportation, accommodation, entertainment, and food and beverages. The movements in events and exhibition expenses were in tandem with the movements in revenue from the provision of event planning and management solutions segment.

(4) Comprise mainly referral fees paid for successful referral of MM2H customers to our Group. The related activities include collecting customer documents, responding to customer queries, collecting deposits and subsequently handing over the collected documents to our Group for uploading to the MM2H portal and submission to MOTAC. Our Group recognises the referral fees upon the successful approval of the customers' applications under the MOTAC programme, which is consistent with our Group's revenue recognition policy for the provision of MM2H solutions. For clarification, our Group relies on referrals as the primary channel of customer acquisition for our MM2H segment. As at the LPD, our Group is handling on 14 customers who were introduced through a total of 9 referrals. Premised on the above, we are not dependent on any on any single referrer for customer acquisition.

(5) Comprise mainly materials printing expenses, allowances to tour leaders, tour managers, and tour coordinators. Tour leaders, tour managers, and/or tour coordinators are assigned to all our travels to ensure the travels are safe, on schedule, on budget, and conducted according to customers' requirements. The number of tour leaders and/or tour managers assigned to each travel depends on the number of participants and the complexity of the events arranged during the travel. Tour coordinators may also be assigned to travels with larger group size or more complex events to allow tour leaders and/or tour managers to focus on their tour leading and/or guiding responsibilities.

Analysis of cost of sales by business segment

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Provision of customised incentive travel solutions								
- Local	2,661	8.78	2,658	7.42	1,327	2.23	2,345	4.59
- Overseas	27,128	89.53	33,043	92.30	53,577	89.92	42,726	83.60
	29,789	**98.31**	**35,701**	**99.72**	**54,904**	**92.15**	**45,071**	**88.19**
Provision of event planning and management solutions	**513**	**1.69**	**100**	**0.28**	**4,677**	**7.85**	**5,992**	**11.72**
Provision of MM2H solutions	**-**	**-**	**-**	**-**	**-**	**-**	**46**	**0.09**
	30,302	**100.00**	**35,801**	**100.00**	**59,581**	**100.00**	**51,109**	**100.00**

12. FINANCIAL INFORMATION *(cont'd)*

Analysis of GP and GP margin by business segment

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	GP	GP margin	GP	GP margin	GP	GP margin	GP	GP margin
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Provision of customised incentive travel solutions								
- Local	1,226	31.54	629	19.14	303	18.59	592	20.16
- Overseas	9,729	26.40	11,183	25.29	14,162	20.91	12,764	23.00
	10,955	**26.89**	**11,812**	**24.86**	**14,465**	**20.85**	**13,356**	**22.86**
Provision of event planning and management solutions	**128**	**19.97**	**16**	**13.79**	**1,428**	**23.39**	**2,610**	**30.34**
Provision of MM2H solutions	**-**	**-**	**-**	**-**	**-**	**-**	**68**	**59.65**
	11,083	**26.78**	**11,828**	**24.83**	**15,893**	**21.06**	**16,034**	**23.88**

Our cost of sales, GPs and GP margins are primarily driven by the following factors:

(a) All of the service engagements for the provision of customised incentive travel solutions are designed based on each customer's requirements. Hence, our cost of sales, GPs and GP margins are influenced by group size, corporate branding, budget considerations, preferred travel experience, tour locations, service types, complexity of itinerary, and other variables across the service engagements undertaken in the respective financial years;

(b) Destinations of the overseas service engagements, which are primarily driven by Malaysia's strong air connectivity and accessibility to a wide range of domestic and international destinations, relative ease of international travel with the Malaysian passport, fluctuations in foreign exchange rates against RM, changes in the popularity of well-known destinations, and widespread internet usage in providing easy access to travel information online; and

(c) The provision of event planning and management solutions segment services is provided on a demand basis. Hence, our cost of sales, GPs and GP margins are influenced by revenue movements and the level of expenses incurred, which are affected by the types of events organised, the scale of events, and customers' budget considerations across the events/exhibitions undertaken in the respective financial years.

Comparison between FYE 2023 and FYE 2024

Our cost of sales increased by RM5.50 million or 18.15% to RM35.80 million for FYE 2024 (FYE 2023: RM30.30 million), mainly attributable to the following expenses increasing in tandem with our revenue growth from the provision of customised incentive travel solutions segment as explained in Section 12.2.2(i) above:

(a) ground tour expenses increased by RM3.78 million or 22.72% to RM20.41 million for FYE 2024 (FYE 2023: RM16.63 million); and

(b) flight tickets and travel insurance expenses increased by RM2.26 million or 20.04% to RM13.54 million for FYE 2024 (FYE 2023: RM11.28 million).

Our GP increased by RM0.75 million or 6.77% to RM11.83 million for FYE 2024 (FYE 2023: RM11.08 million), primarily driven by higher GP from the provision of customised incentive travel solutions segment, as explained below.

However, our GP margin decreased to 24.83% for FYE 2024 (FYE 2023: 26.78%), mainly due to lower GP margins from the provision of customised incentive travel solutions segment, as explained below.

Provision of customised incentive travel solutions

In tandem with the growth in our revenue in FYE 2024 for this segment as explained in Section 12.2.2(i) above, our cost of sales for the provision of customised incentive travel solutions segment increased by RM5.91 million or 19.84% to RM35.70 million for FYE 2024 (FYE 2023: RM29.79 million) and our GP increased by RM0.85 million or 7.76% to RM11.81 million for FYE 2024 (FYE 2023: RM10.96 million).

However, our GP margin declined to 24.86% for FYE 2024 (FYE 2023: 26.89%). Our GP margins for this segment are influenced by group size, corporate branding, budget constraints, preferred travel experience, tour locations, service types, complexity of itinerary, and other variables across the service engagements undertaken in both FYEs. Notwithstanding this, the decline was primarily attributable to a lower GP margin from our local service engagements, which decreased to 19.14% (FYE 2023: 31.54%). This was mainly due to the higher GP margin recorded for FYE 2023, resulting from fees associated with variations to the terms of certain service engagements secured during the COVID-19 pandemic, including changes in locations, complexity of itinerary, and other related factors. Additionally, several service engagements undertaken during FYE 2024 involved less complex arrangements, resulting in lower GP margins. Furthermore, the lower GP margins for certain service engagements were also attributed to more competitive pricing strategies adopted to maintain market competitiveness.

In addition, the marginally decreased GP margin for overseas service engagements for FYE 2024 to 25.29% (FYE 2023: 26.40%) was primarily attributable to higher ground tour expenses and flight tickets, particularly for overseas service engagements, mainly due to the weakening of RM against EUR and USD. Additionally, the lower GP margins for certain service engagements were also attributed to more competitive pricing strategies adopted to maintain market competitiveness.

Provision of event planning and management solutions

In tandem with the decrease in our revenue for FYE 2024, as explained in Section 12.2.2(i) above, our cost of sales for the provision of event planning and management solutions segment declined by RM0.41 million or 80.39% to RM0.10 million for FYE 2024 (FYE 2023: RM0.51 million). Consequently, our GP decreased by RM0.11 million or 84.62% to RM0.02 million for FYE 2024 (FYE 2023: RM0.13 million), and our GP margin decreased to 13.79% for FYE 2024 (FYE 2023: 19.97%).

Our GP margins for this segment are influenced by revenue movements, the level of expenses incurred, the types of events organised, the scale of events, and customers' budget considerations. Notwithstanding this, the lower GP margin in FYE 2024 was primarily attributable to a single event held during FYE 2024, which was a small-scale awards dinner. In contrast, the higher GP margin for FYE 2023 was mainly driven by 2 events undertaken for private sector corporation customers in the consumer products and services industry. The higher GP margins for these events were largely due to increased manpower requirements and more customised customer specifications.

Comparison between FYE 2024 and FYE 2025

Our cost of sales increased by RM23.78 million or 66.42% to RM59.58 million for FYE 2025 (FYE 2024: RM35.80 million). The increase was primarily attributable to higher expenses incurred in tandem with the growth in our revenue from the provision of customised incentive travel solutions segment, as detailed below:

(a) increase in ground tour expenses by RM13.02 million or 63.79% to RM33.43 million for FYE 2025 (FYE 2024: RM20.41 million); and

(b) increase in flight tickets and travel insurance expenses by RM5.30 million or 39.14% to RM18.84 million for FYE 2025 (FYE 2024: RM13.54 million).

In addition, event and exhibition expenses increased by RM4.58 million or 4,580.00% to RM4.68 million for FYE 2025 (FYE 2024: RM0.10 million), in tandem with growth in our revenue from the provision of event planning and management solutions segment.

Our GP increased by RM4.06 million or 34.32% to RM15.89 million for FYE 2025 (FYE 2024: RM11.83 million), primarily attributable to higher GP from our provision of customised incentive travel solutions segment, as explained below.

However, our overall GP margin decreased to 21.06% for FYE 2025 (FYE 2024: 24.83%), primarily due to lower GP margins in our provision of customised incentive travel solutions segment, as explained below.

Provision of customised incentive travel solutions

In tandem with the growth in our revenue for this segment in FYE 2025, as explained in Section 12.2.2(i) above, our cost of sales for this segment increased by RM19.20 million or 53.78% to RM54.90 million for FYE 2025 (FYE 2024: RM35.70 million), while our GP increased by RM2.66 million or 22.52% to RM14.47 million for FYE 2025 (FYE 2024: RM11.81 million). Notwithstanding this, our GP margin for this segment decreased to 20.85% in FYE 2025 (FYE 2024: 24.86%).

Our GP margins for this segment are influenced by group size, corporate branding, budget constraints, preferred travel experience, tour locations, service types, complexity of itinerary, and other variables across the service engagements undertaken in both FYEs. The decrease in GP margin was primarily attributable to lower GP margins from overseas service engagements, which declined to 20.91% in FYE 2025 (FYE 2024: 25.29%). This was mainly attributable to lower GP margins for several service engagements undertaken during FYE 2025, primarily attributed to more competitive pricing strategies adopted to maintain market competitiveness, as well as certain service engagements with less complex arrangements (i.e. lesser value-added services), resulting in lower GP margins.

The GP margin from local service engagements of 19.14% for FYE 2024 and 18.59% for FYE 2025 were fairly consistent.

Provision of event planning and management solutions

In tandem with the growth in this segment revenue in FYE 2025 as explained in Section 12.2.2(i) above, our cost of sales from this segment increased by RM4.58 million or 4,580.00% to RM4.68 million for FYE 2025 (FYE 2024: RM0.10 million), while our GP increased by RM1.41 million or 7,050.00% to RM1.43 million for FYE 2025 (FYE 2024: RM0.02 million). Correspondingly, our GP margin for this segment improved to 23.39% in FYE 2025 (FYE 2024: 13.79%).

Our GP margins for this segment are influenced by revenue movements, the level of expenses incurred, the types of events, the scale of events, and customers' budget considerations. Notwithstanding this, the improvement in the GP margin in FYE 2025 was primarily driven by events conducted for 2 private sector corporation customers in the telecommunications and media industry. These engagements comprised large-scale events, including a festive-season group dinner and an exhibition, both of which required higher manpower deployment and accommodated more customised customer specifications.

Comparison between FYE 2025 and FYE 2026

Our cost of sales decreased by RM8.47 million or 14.22% to RM51.11 million for FYE 2026 (FYE 2025: RM59.58 million). The decrease was primarily attributable to lower expenses incurred in tandem with the decrease in our revenue from the provision of customised incentive travel solutions segment, as detailed below:

(a) decrease in ground tour expenses by RM7.72 million or 23.09% to RM25.71 million for FYE 2026 (FYE 2025: RM33.43 million); and

(b) decrease in flight tickets and travel insurance expenses by RM1.33 million or 7.06% to RM17.51 million for FYE 2026 (FYE 2025: RM18.84 million).

The above decreases were partially offset by the increase in event and exhibition expenses, which grew by RM1.31 million or 27.99% to RM5.99 million for FYE 2026 (FYE 2025: RM4.68 million), in tandem with growth in our revenue from the provision of event planning and management solutions segment.

Our GP increased marginally by RM0.14 million or 0.88% to RM16.03 million for FYE 2026 (FYE 2025: RM15.89 million), primarily attributable to higher GP from our provision of event planning and management solutions segment, as explained below.

Our overall GP margin increased to 23.88% for FYE 2026 (FYE 2025: 21.06%), primarily due to higher GP margins from our provision of customised incentive travel solutions as well as the provision of event planning and management solutions segment, as explained below.

Provision of customised incentive travel solutions

In tandem with the decrease in our revenue for this segment in FYE 2026, as explained in Section 12.2.2(i) above, our cost of sales for this segment decreased by RM9.83 million or 17.91% to RM45.07 million for FYE 2026 (FYE 2025: RM54.90 million) and our GP decreased by RM1.11 million or 7.67% to RM13.36 million for FYE 2026 (FYE 2025: RM14.47 million). Notwithstanding this, our GP margin for this segment increased to 22.86% in FYE 2026 (FYE 2025: 20.85%).

Our GP margins for this segment are influenced by group size, corporate branding, budget constraints, preferred travel experience, tour locations, service types, complexity of itinerary, and other variables across the service engagements undertaken in both FYEs. The increase in GP margin was primarily attributable to higher GP margins from overseas service engagements, which increased to 23.00% in FYE 2026 (FYE 2025: 20.91%). This was mainly attributable to higher GP margins from several service engagements undertaken during FYE 2026, primarily due to more complex customisations and greater flexibility for on-ground adjustments. These engagements involved additional planning and coordination, as well as ad hoc on-ground activity modifications to ensure a seamless experience for all participants. The pricing reflected the additional customisation and coordination requirements, thereby contributing to the higher GP margins achieved from these overseas service engagements in FYE 2026.

Our GP margin from the local service engagements for FYE 2026 improved to 20.16% (FYE 2025: 18.59%). Such improvement was primarily driven by a service engagement from a financial institution customer, which yielded a higher GP margin.

Provision of event planning and management solutions

In tandem with the revenue growth recorded by this segment in FYE 2026, as explained in Section 12.2.2(i) above, our cost of sales increased by RM1.31 million, or 27.99%, to RM5.99 million for FYE 2026 (FYE 2025: RM4.68 million). The increase in cost of sales was lower than the corresponding increase in revenue, resulting in our GP increasing by RM1.18 million or 82.52% to RM2.61 million for FYE 2026 (FYE 2025: RM1.43 million). Consequently, our GP margin for this segment increased to 30.34% in FYE 2026 (FYE 2025: 23.39%).

Our GP margins for this segment are influenced by revenue movements, the level of expenses incurred, the types of events, the scale of events, and customers' budget considerations. Notwithstanding these factors, the higher GP margin recorded in FYE 2026 was primarily attributable to the following:

(a) an event organised for a government agency, which yielded a higher GP margin due to the scale and complex customisation; and

(b) an exhibition organised for a private-sector corporation customer in the telecommunications and media industry, which yielded a higher GP margin due to the scale and complex customisation.

Provision of MM2H Solutions

Cost of sales for our provision of MM2H solutions amounted to RM0.05 million for FYE 2026 (FYE 2025: Nil), following the commencement of this new business during the financial year.

This segment recorded GP of RM0.07 million (FYE 2025: Nil), and a GP margin of 59.65% in FYE 2026.

12. FINANCIAL INFORMATION *(cont'd)*

(iii) Other income

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Gain on disposal of investment property	-	-	-	-	310	52.81	-	-
Rental income	46	7.86	131	65.17	129	21.98	143	37.24
Rebates received[(1)]	7	1.20	31	15.42	93	15.84	172	44.79
Compensation received[(2)]	-	-	-	-	-	-	40	10.42
Unrealised gain on foreign exchange	-	-	30	14.93	-	-	-	-
Reversal of impairment loss on investment properties	27	4.61	7	3.48	-	-	25	6.51
Government subsidies[(3)]	18	3.08	2	1.00	-	-	-	-
Gain on disposal of right-of-use assets	423	72.31	-	-	-	-	-	-
Gain on disposal of property, plant and equipment	64	10.94	-	-	-	-	-	-
Dividend income	-	-	-	-	55	9.37	-	-
Realised gain on foreign exchange	*	*	-	-	*	*	4	1.04
	585	**100.00**	**201**	**100.00**	**587**	**100.00**	**384**	**100.00**

Notes:

* Representing less than RM1,000 or 0.01%.

(1) Comprise mainly credit card rebates.

(2) Comprise mainly amounts received from a customer pursuant to court judgements, following our Group's successful claim arising from an unlawful cancellation of a service engagement by a customer in FYE 2024. Our Group had advanced payments in reliance on the customer's confirmation, whereupon the customer subsequently cancelled the service engagement and refused to reimburse. The Court awarded our Group the recovery of the advanced payment incurred, general damages and costs.

(3) Being wage subsidies received from the government.

Comparison between FYE 2023 and FYE 2024

Our other income decreased by RM0.39 million or 66.10% to RM0.20 million for FYE 2024 (FYE 2023: RM0.59 million), mainly attributable to the absence of gain on disposal of right-of-use assets for FYE 2024 (FYE 2023: RM0.42 million, pertaining to the disposal of 2 units of motor vehicles to third parties).

12. FINANCIAL INFORMATION *(cont'd)*

The above decrease was partially offset by the increase in rental income of RM0.08 million or 160.00% to RM0.13 million for FYE 2024 (FYE 2023: RM0.05 million), mainly due to additional leasing of a leasehold land and building recognised as right-of-use assets located in Sungai Besi, to a third party in August 2023.

Comparison between FYE 2024 and FYE 2025

Our other income increased by RM0.39 million or 195.00% to RM0.59 million for FYE 2025 (FYE 2024: RM0.20 million), mainly attributable to the gain on disposal of investment property of RM0.31 million for FYE 2025 (FYE 2024: Nil), pertaining to the disposal of a freehold land and building located in Kajang, to a third party.

Comparison between FYE 2025 and FYE 2026

Our other income decreased by RM0.21 million or 35.59% to RM0.38 million for FYE 2026 (FYE 2025: RM0.59 million), mainly attributable to the absence of a gain on disposal of an investment property (FYE 2025: RM0.31 million), arising from the disposal of a freehold land and building located in Kajang, to a third party.

The above decrease was partially offset by rebates received, which increased by RM0.08 million or 88.89% to RM0.17 million for FYE 2026 (FYE 2025: RM0.09 million), mainly due to higher credit card rebates earned as a result of increased credit card usage during FYE 2026.

(iv) Selling and distribution expenses

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Staff-related costs[(1)]	1,498	94.87	636	84.57	407	63.79	425	77.83
Sponsorship fees	-	-	-	-	-	-	31	5.68
Subscription fees[(2)]	4	0.25	54	7.18	61	9.56	31	5.68
Market research expenses[(3)]	-	-	-	-	62	9.72	40	7.33
Entertainment expenses	29	1.84	29	3.86	58	9.09	19	3.48
Commissions and incentives[(4)]	48	3.04	33	4.39	50	7.84	-	-
	1,579	**100.00**	**752**	**100.00**	**638**	**100.00**	**546**	**100.00**

Notes:

(1) Comprise staff-related costs for employees involved in our sales and marketing function.

(2) Comprise mainly subscription fees related to online services and digital platforms used for advertising, as well as task and project management by sales personnel.

(3) Costs incurred for making promotional or research videos, including inspection videos for customers.

(4) Commissions and incentives to third parties for introducing customers and assisting with tour arrangements.

Comparison between FYE 2023 and FYE 2024

Our selling and distribution expenses decreased by RM0.83 million or 52.53% to RM0.75 million for FYE 2024 (FYE 2023: RM1.58 million). The reduction was mainly attributable to a decrease in staff-related costs of RM0.86 million or 57.33% to RM0.64 million for FYE 2024 (FYE 2023: RM1.50 million). This was primarily due to the absence of hardship fees accruals in FYE 2024, which had been recognised in FYE 2023, amounting to RM0.96 million for 2 employees, in appreciation of their dedication and commitment in sustaining our Group's operations during the COVID-19 pandemic.

Comparison between FYE 2024 and FYE 2025

Our selling and distribution expenses decreased by RM0.11 million or 14.67% to RM0.64 million for FYE 2025 (FYE 2024: RM0.75 million). The reduction was mainly attributable to a decrease in staff-related costs of RM0.23 million or 35.94% to RM0.41 million for FYE 2025 (FYE 2024: RM0.64 million). This was primarily due to the decrease in average monthly staff headcount decreased from 9 staff for FYE 2024 to 7 staff for FYE 2025 as well as resignation of a top management (designated as sales executive director responsible for MICE) in May 2025 and the appointment of a top management as Director in May 2025, whose salary was reclassified to Directors' remuneration under administrative expenses.

Comparison between FYE 2025 and FYE 2026

Our selling and distribution expenses decreased by RM0.09 million or 14.06% to RM0.55 million for FYE 2026 (FYE 2025: RM0.64 million). The reduction was mainly attributable to the following:

(a) the absence of commissions and incentives paid to third parties for introducing customers and assisting with tour arrangements for FYE 2026 (FYE 2025: RM0.05 million); and

(b) entertainment expenses decreased by RM0.04 million or 66.67% to RM0.02 million for FYE 2026 (FYE 2025: RM0.06 million), which was in tandem with the decrease in revenue in FYE 2026.

(v) Administrative expenses

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Staff-related costs[1]	1,263	44.61	2,129	51.19	2,890	54.85	3,031	53.08
Directors' remuneration	398	14.06	482	11.59	519	9.85	932	16.32
Legal and professional fees	291	10.28	489	11.76	401	7.61	431	7.55
Depreciation of right-of-use assets	251	8.87	333	8.00	377	7.16	211	3.70
Depreciation of property, plant and equipment	183	6.46	194	4.66	264	5.01	418	7.32
Penalty charges	[2]33	1.17	-	-	[3]183	3.47	[4]73	1.28
Subscription fees[5]	41	1.45	63	1.52	72	1.37	85	1.49
Utilities	63	2.22	99	2.38	132	2.50	136	2.38
Depreciation of investment properties	42	1.48	42	1.01	35	0.66	15	0.26
Others[6]	266	9.40	328	7.89	396	7.52	378	6.62
	2,831	**100.00**	**4,159**	**100.00**	**5,269**	**100.00**	**5,710**	**100.00**

Notes:

(1) Comprise staff-related costs for our employees involved in human resources and administration, finance and accounting, as well as operations functions.

(2) Comprise mainly tax penalties arising from the underestimation of tax for year of assessment ("**YA**'') 2022, as well as late payment charges on credit cards and employees' monthly tax deductions.

(3) Comprise mainly tax penalties arising from the underestimation of tax for YA 2023 and YA 2024, as well as late payment charges on the employees' monthly tax deductions.

(4) Comprise mainly a penalty imposed by the Inland Revenue Board ("**IRB**") in FYE 2026 for the late submission of tax for the year of assessment ended 31 December 2023, despite the IRB having acknowledged the change of our financial year end from 31 December 2023 to 30 June 2024, via email dated 17 November 2023. Our Group successfully appealed against the penalty and received a refund subsequent to FYE 2026.

(5) Comprise mainly subscription fees related to various digital platforms and online services used for cloud storage, server hosting, recruitment, communication, data security and accounting.

(6) Comprise mainly road tax and insurance, upkeep and maintenance, printing and stationery as well as travelling expenses.

Comparison between FYE 2023 and FYE 2024

Our administrative expenses increased by RM1.33 million or 47.00% to RM4.16 million for FYE 2024 (FYE 2023: RM2.83 million), mainly attributable to the following:

(a) increase in legal and professional fees of RM0.20 million or 68.97% to RM0.49 million for FYE 2024 (FYE 2023: RM0.29 million), mainly related to professional fees for accounting services as well as internal control improvement;

(b) increase in staff-related costs of RM0.87 million or 69.05% to RM2.13 million for FYE 2024 (FYE 2023: RM1.26 million), mainly due to the increase in salaries resulting from increased monthly average staff headcount from 18 staff for FYE 2023 to 31 staff for FYE 2024;

(c) increase in directors' remuneration of RM0.08 million or 20.00% to RM0.48 million for FYE 2024 (FYE 2023: RM0.40 million), mainly due to the increase in directors' salaries as a result of the annual salary increments in FYE 2024; and

(d) increase in depreciation of right-of-use assets of RM0.08 million or 32.00% to RM0.33 million for FYE 2024 (FYE 2023: RM0.25 million), mainly due to the additional motor vehicle purchased under hire purchase arrangement in May 2023.

Comparison between FYE 2024 and FYE 2025

Our administrative expenses increased further by RM1.11 million or 26.68% to RM5.27 million for FYE 2025 (FYE 2024: RM4.16 million), mainly attributable to the following:

(a) increase in staff-related costs of RM0.76 million or 35.68% to RM2.89 million for FYE 2025 (FYE 2024: RM2.13 million), mainly due to the increase in salaries as a result of annual salary increments as well as higher travelling allowances incurred for FYE 2025; and

(b) there was penalty charges of RM0.18 million for FYE 2025 (FYE 2024: Nil), mainly due to underestimation of tax for YA 2023 and YA 2024.

Comparison between FYE 2025 and FYE 2026

Our administrative expenses increased by RM0.44 million or 8.35% to RM5.71 million for FYE 2026 (FYE 2025: RM5.27 million), mainly attributable to the increase in directors' remuneration of RM0.41 million or 78.85% to RM0.93 million for FYE 2026 (FYE 2025: RM0.52 million), as a result of the redesignation of a key senior management as Director in May 2025, whose salaries were reclassified from staff-related costs under selling and distribution expenses.

(vi) Other expenses

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Provision of impairment loss on investment properties	-	-	-	-	42	56.76	-	-
Unrealised loss on foreign exchange	-	-	-	-	17	22.97	113	100.00
Goodwill written off	-	-	-	-	14	18.92	-	-
Property, plant and equipment written off	354	100.00	-	-	1	1.35	-	-
Realised loss on foreign exchange	-	-	*	100.00	-	-	-	-
	354	**100.00**	*****	**100.00**	**74**	**100.00**	**113**	**100.00**

Note:

***** Representing less than RM1,000.

Comparison between FYE 2023 and FYE 2024

Our other expenses decreased by RM0.3536 million or 99.92%, to RM0.0003 million for FYE 2024 (FYE 2023: RM0.3539 million). There was property, plant and equipment written off of RM0.35 million for FYE 2023, primarily in respect of renovation, office equipment as well as furniture and fittings, as our Group renovated our office space at our Headquarters in FYE 2023.

Comparison between FYE 2024 and FYE 2025

Our other expenses increased by RM0.0735 million or 24,500.00% to RM0.0738 million in FYE 2025 (FYE 2024: RM0.0003 million), mainly attributable to the following:

(a) there was provision of impairment loss on investment properties of RM0.04 million for FYE 2025 (FYE 2024: reversal of impairment loss on investment properties of RM0.01 million, which was recognised under other income), as the fair values of the investment properties were lower than the carrying amount; and

(b) there was unrealised loss on foreign exchange of RM0.02 million for FYE 2025 (FYE 2024: unrealised gain on foreign exchange of RM0.03 million, which was recognised under other income), mainly pertaining to unrealised loss on foreign exchange for our various foreign currency-denominated cash balances (comprised mainly EUR and GBP) resulting from the weakening of foreign currency against RM at the end of FYE 2025 as compared to FYE 2024.

Comparison between FYE 2025 and FYE 2026

Our other expenses increased by RM0.04 million or 57.14% to RM0.11 million for FYE 2026 (FYE 2025: RM0.07 million), mainly pertaining to unrealised loss on foreign exchange for our various foreign currency-denominated cash balances (comprised mainly of USD) resulting from the weakening of RM against foreign currencies at the end of FYE 2026.

(vii) Net loss on impairment of financial assets

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Allowance for ECLs on trade receivables	-	-	-	-	336	100.00	74	1,233.33
Reversal of allowance for ECLs on trade receivables	-	-	-	-	-	-	(68)	(1,133.33)
	-	**-**	**-**	**-**	**336**	**100.00**	**6**	**100.00**

Comparison between FYE 2023 and FYE 2024

There were no net loss on impairment of financial assets for both FYE 2023 and FYE 2024.

Comparison between FYE 2024 and FYE 2025

We recorded a net loss impairment on financial assets of RM0.34 million for FYE 2025 (FYE 2024: Nil), arising from specific allowance for ECLs on individual trade receivables, mainly due to long-outstanding debts and customers' payment delays.

Comparison between FYE 2025 and FYE 2026

We recorded a net loss on impairment of financial assets of RM5,613 for FYE 2026 (FYE 2025: RM0.34 million), arising from specific allowance for ECLs on individual trade receivables of RM0.01 million, mainly due to long-outstanding debts and customers' payment delays. These allowances were offset by a reversal of the specific allowance for ECLs on trade receivables of RM0.01 million for trade receivables impaired in FYE 2025 that were subsequently recovered.

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12. FINANCIAL INFORMATION *(cont'd)*

(viii) Finance income

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Interest income from:-								
Bank balances	1	50.00	1	16.67	93	91.18	97	83.62
Fixed deposits	1	50.00	5	83.33	6	5.88	3	2.59
Unwinding interest	-	-	-	-	3	2.94	16	13.79
	2	**100.00**	**6**	**100.00**	**102**	**100.00**	**116**	**100.00**

Comparision between FYE 2023 and FYE 2024

Our finance income of RM0.002 million for FYE 2023 and RM0.006 million for FYE 2024 were fairly consistent.

Comparision between FYE 2024 and FYE 2025

Our finance income increased by RM0.096 million or 1,600.00% to RM0.102 million in FYE 2025 (FYE 2024: RM0.006 million), mainly attributable to the increase in interest income from bank balances of RM0.092 million or 9,200.00% to RM0.093 million for FYE 2025 (FYE 2024: RM0.001 million), primarily due to higher interest rates offered under a new arrangement with the banks, which involved placing funds in higher-yield accounts across different tiers to maximise returns.

Comparison between FYE 2025 and FYE 2026

Our finance income of RM0.10 million for FYE 2025 and RM0.12 million for FYE 2026 were fairly consistent.

(ix) Finance costs

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	%	RM'000	%	RM'000	%	RM'000	%
Interest expenses on:-								
Term loans	126	90.00	205	85.77	180	72.87	23	63.89
Lease liabilities	14	10.00	34	14.23	28	11.34	13	36.11
Keyman insurance	-	-	-	-	39	15.79	-	-
	140	**100.00**	**239**	**100.00**	**247**	**100.00**	**36**	**100.00**

Comparison between FYE 2023 and FYE 2024

Our finance costs increased by RM0.10 million or 71.43% to RM0.24 million for FYE 2024 (FYE 2023: RM0.14 million), mainly attributable to the increase in interest expense on term loans of RM0.08 million or 61.54% to RM0.21 million for FYE 2024 (FYE 2023: RM0.13 million) arising from the drawdown of the remaining balance of a term loan for the purchase of a 3-storey shop office (Lot 50) for expansion of the office space at our Headquarters in Sungai Besi recognised as right-of-use assets.

Comparison between FYE 2024 and FYE 2025

Our finance costs of RM0.24 million for FYE 2024 and RM0.25 million for FYE 2025 were fairly consistent.

Comparison between FYE 2025 and FYE 2026

Our finance costs decreased by RM0.21 million or 84.00% to RM0.04 million for FYE 2026 (FYE 2025: RM0.25 million), mainly attributable to the decrease in interest expense on term loan of RM0.16 million or 88.89% to RM0.02 million for FYE 2026 (FYE 2025: RM0.18 million), mainly due to full settlement of 3 term loans in FYE 2025, including 2 leasehold land and building (2 units of 3-storey shop office, Lot 52 and Lot 50, at our Headquarters) recognised as right-of-use assets located in Sungai Besi and a freehold land and building recognised as investment property located in Kajang, which was disposed of in June 2025.

(x) PBT, PBT margin, PAT and PAT margin

	FYE 2023	FYE 2024	FYE 2025	FYE 2026
PBT (RM'000)	6,766	6,885	10,018	10,123
PBT margin (%)	16.35	14.46	13.27	15.08
PAT (RM'000)	5,133	5,199	7,342	7,534
PAT margin (%)	12.40	10.92	9.73	11.22

Comparison between FYE 2023 and FYE 2024

Our PBT increased by RM0.12 million or 1.77% to RM6.89 million for FYE 2024 (FYE 2023: RM6.77 million), mainly due to increase in GP as explained in Section 12.2.2 (ii) of this Prospectus, which was partially offset by the lower other income as explained in Section 12.2.2 (iii) of this Prospectus and higher administrative expenses in Section 12.2.2 (v) of this Prospectus. However, our PBT margin decreased from 16.35% for FYE 2023 to 14.46% for FYE 2024, mainly due to the decrease in GP margin as explained in Section 12.2.2 (ii) of this Prospectus.

Our PAT increased by RM0.07 million or 1.36% to RM5.20 million for FYE 2024 (FYE 2023: RM5.13 million), mainly due to higher PBT for FYE 2024, as explained above. However, our PAT margin decreased from 12.40% in FYE 2023 to 10.92% in FYE 2024, primarily due to a lower PBT margin for FYE 2024 as explained above.

Comparison between FYE 2024 and FYE 2025

Our PBT increased by RM3.13 million or 45.43% to RM10.02 million for FYE 2025 (FYE 2024: RM6.89 million), mainly due to the increase in GP as explained in Section 12.2.2 (ii) of this Prospectus, which was partially offset by the higher administrative expenses in Section 12.2.2 (v) of this Prospectus. However, our PBT margin decreased from 14.46% in FYE 2024 to 13.27% in FYE 2025, mainly due to the decrease in GP margin as explained in Section 12.2.2 (ii) of this Prospectus.

Our PAT increased by RM2.14 million or 41.15% to RM7.34 million for FYE 2025 (FYE 2024: RM5.20 million), primarily due to higher PBT for FYE 2025 as explained above. However, our PAT margin decreased from 10.92% in FYE 2024 to 9.73% in FYE 2025, mainly due to lower PBT margin for FYE 2025 as explained above.

Comparison between FYE 2025 and FYE 2026

Our PBT increased marginally by RM0.10 million or 1.00% to RM10.12 million for FYE 2026 (FYE 2025: RM10.02 million). The increase was primarily attributable to lower of net loss on impairment of financial assets recorded, as explained in Section 12.2.2 (vii) of this Prospectus, as well as lower finance costs, as explained in Section 12.2.2 (ix) of this Prospectus. Such increase was partially offset by the increase in administrative expenses recorded, as explained in Section 12.2.2 (v) of this Prospectus. Accordingly, our PBT margin increased from 13.27% for FYE 2025 to 15.08% for FYE 2026.

Our PAT increased by RM0.19 million or 2.59% to RM7.53 million for FYE 2026 (FYE 2025: RM7.34 million), primarily due to higher PBT for FYE 2026 as explained above. However, our PAT margin improved from 9.73% for FYE 2025 to 11.22% for FYE 2026, mainly due to higher PBT margin for FYE 2026, as explained above, as well as lower tax expenses recorded, as explained in Section 12.2.2 (xi) of this Prospectus.

(xi) Tax expenses

	FYE 2023	FYE 2024	FYE 2025	FYE 2026
Tax expenses (RM'000)	1,633	1,686	2,676	2,589
Statutory tax rate (%)	24.00	24.00	24.00	24.00
Effective tax rate (%)	24.14	24.49	26.71	25.58

Tax expenses comprise the current financial year's income tax payable, deferred tax and any under or overprovision of tax expenses in the previous financial year. The applicable statutory tax rate for Financial Years Under Review is 24.00%.

Comparison between FYE 2023 and FYE 2024

Our tax expenses increased by RM0.06 million or 3.68% to RM1.69 million for FYE 2024 (FYE 2023: RM1.63 million), mainly attributable to higher PBT recorded in FYE 2024.

Our effective tax rate of 24.14% for FYE 2023 and 24.49% for FYE 2024 did not fluctuate significantly from the statutory tax rate of 24.00%.

Comparison between FYE 2024 and FYE 2025

Our tax expenses increased by RM0.99 million or 58.58% to RM2.68 million for FYE 2025 (FYE 2024: RM1.69 million), mainly attributable to higher PBT recorded for FYE 2025.

Our effective tax rate of 26.71% for FYE 2025 was higher than the statutory tax rate of 24.00%, mainly attributable to the non-deductible expenses of RM0.82 million, comprised mainly of depreciation of non-qualifying assets, penalty charges and interest expenses.

Comparison between FYE 2025 and FYE 2026

Our tax expense decreased by RM0.09 million or 3.36% to RM2.59 million for FYE 2026 (FYE 2025: RM2.68 million). Our effective tax rate of 25.58% for FYE 2026 was higher than the statutory tax rate of 24.00%, mainly attributable to the non-deductible expenses, which comprised mainly unrealised loss on foreign exchange, depreciation of non-qualifying assets and penalty charges.

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12. FINANCIAL INFORMATION *(cont'd)*

12.2.3 Review of financial position

(i) Assets

	Audited			
	As at 30 June			
	2023	2024	2025	2026
Assets	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Non-current assets				
Property, plant and equipment	514	1,707	1,493	1,831
Right-of-use assets	3,316	6,659	6,283	5,379
Investment properties	1,957	1,922	805	815
Total non-current assets	**5,787**	**10,288**	**8,581**	**8,025**
Current assets				
Other investment	*	*	-	-
Trade receivables	5,470	2,415	7,306	3,395
Other receivables	3,727	6,374	2,886	8,229
Contract assets	-	-	1,102	3,812
Amount due from a Director	3,476	-	-	-
Fixed deposits with licensed banks	191	245	509	749
Cash and bank balances	2,081	10,177	4,876	7,238
Total current assets	**14,945**	**19,211**	**16,679**	**23,423**
Total assets	**20,732**	**29,499**	**25,260**	**31,448**

Note:

* Representing less than RM1,000.

Comparison between 30 June 2023 and 30 June 2024

Our total assets increased by RM8.77 million or 42.31% to RM29.50 million as at 30 June 2024 (30 June 2023: RM20.73 million). The increase was mainly attributable to increases of RM4.27 million in current assets and RM4.50 million in non-current assets as at 30 June 2024.

The increase in non-current assets was mainly attributable to the following:

(a) increase in property, plant and equipment of RM1.20 million or 235.29% to RM1.71 million as at 30 June 2024 (30 June 2023: RM0.51 million), mainly due to purchase of furniture and fitting as well as renovation for 2 leasehold land and buildings (2 units of 3-storey shop office, Lot 52 and Lot 50, at our Headquarters) recognised as right-of-use assets located in Sungai Besi for our business operation; and

(b) increase in right-of-use assets of RM3.34 million or 100.60% to RM6.66 million as at 30 June 2024 (30 June 2023: RM3.32 million), mainly due to purchase of a leasehold land and building (a 3-storey shop office, Lot 50, at our Headquarters) located in Sungai Besi.

The increase in current assets was mainly attributable to the net effects of the following:

(a) increase in cash and bank balances of RM8.10 million or 389.42% to RM10.18 million as at 30 June 2024 (30 June 2023: RM2.08 million), mainly due to cash generated from our business operations during FYE 2024;

(b) increase in other receivables and deposits of RM2.64 million or 70.78% to RM6.37 million as at 30 June 2024 (30 June 2023: RM3.73 million), mainly due to higher advances to suppliers includes advances paid for flight tickets, accommodations, and ground tour arrangements, which was partially offset by the decrease in deposits as the deposit paid in FYE 2023 for the purchase of a leasehold land and building (a 3-storey shop office, Lot 50, at our Headquarters) located in Sungai Besi, was reclassified to right-of-use assets upon completion of the purchase in FYE 2024;

(c) decrease in amount due from a director of RM3.48 million or 100.00% to Nil as at 30 June 2024 (30 June 2023: RM3.48 million), mainly due to the full settlement of the amount owing via the dividends paid during FYE 2024; and

(d) decrease in trade receivables of RM3.05 million or 55.76% to RM2.42 million as at 30 June 2024 (30 June 2023: RM5.47 million), mainly due to lower sales made towards the end of FYE 2024.

Comparison between 30 June 2024 and 30 June 2025

Our total assets decreased by RM4.24 million or 14.37% to RM25.26 million as at 30 June 2025 (30 June 2024: RM29.50 million). The decrease was mainly attributable to decreases of RM1.71 million in non-current assets and RM2.53 million in current assets as at 30 June 2025.

The decrease in non-current assets was mainly attributable to the following:

(a) decrease in investment properties of RM1.11 million or 57.81% to RM0.81 million as at 30 June 2025 (30 June 2024: RM1.92 million), mainly due to the disposal of a freehold land and building located in Kajang, to a third party; and

(b) decrease in right-of-use assets of RM0.38 million or 5.71% to RM6.28 million as at 30 June 2025 (30 June 2024: RM6.66 million), mainly due to depreciation charges for FYE 2025.

The decrease in current assets was mainly attributable to the net effects of the following:

(a) decrease in cash and bank balances of RM5.30 million or 52.06% to RM4.88 million as at 30 June 2025 (30 June 2024: RM10.18 million), mainly due to the repayments of borrowings and dividends paid during FYE 2025, which were partially offset by the cash generated from our business operations during FYE 2025;

(b) decrease in other receivables of RM3.48 million or 54.63% to RM2.89 million as at 30 June 2025 (30 June 2024: RM6.37 million), mainly due to lower advances to suppliers for flight tickets, accommodation and ground tour arrangements;

(c) increase in trade receivables of RM4.89 million or 202.07% to RM7.31 million as at 30 June 2025 (30 June 2024: RM2.42 million). The said increase was mainly attributable to higher sales made in the last quarter of FYE 2025; and

(d) contract assets of RM1.10 million as at 30 June 2025, comprised mainly services performed but not billed during FYE 2025 (30 June 2024: Nil).

Comparison between 30 June 2025 and 30 June 2026

Our total assets increased by RM6.19 million or 24.51% to RM31.45 million as at 30 June 2026 (30 June 2025: RM25.26 million). The increase was mainly attributable to an increase of RM6.74 million in current assets, mainly attributable to the following:

(a) increase in other receivables of RM5.34 million or 184.78% to RM8.23 million as at 30 June 2026 (30 June 2025: RM2.89 million), mainly due to higher advances to suppliers for flight tickets, accommodations and ground tour arrangements made towards the end of FYE 2026, primarily resulting from the postponement of 6 service engagements for the European countries (of which 2 were subsequently cancelled in FYE 2027), as well as the increase in prepayments primarily attributable to professional fees incurred pursuant to our Listing. The costs incurred in respect of the 2 cancelled service engagements (i.e. air tickets) have been recovered from the deposits paid by the customers, and the balance have been refunded to the customers; and

(b) increase in contract assets of RM2.71 million or 246.36% to RM3.81 million as at 30 June 2026 (30 June 2025: RM1.10 million), mainly due to services performed but not billed during FYE 2026, primarily in relation to an event organised for a government agency in FYE 2026 as explained in Section 12.2.2(i).

(ii) Liabilities

	Audited			
	As at 30 June			
	2023	2024	2025	2026
Liabilities	**RM'000**	**RM'000**	**RM'000**	**RM'000**
Non-current liabilities				
Borrowings	3,253	4,235	361	338
Lease liabilities	643	490	-	-
Deferred tax liabilities	53	100	22	38
Total non-current liabilities	**3,949**	**4,825**	**383**	**376**
Current liabilities				
Borrowings	406	399	338	22
Lease liabilities	145	153	490	-
Trade payables	1,221	819	1,846	4,599
Other payables	1,362	3,446	1,869	2,107
Contract liabilities	5,403	11,691	5,311	6,690
Tax payable	1,211	2,325	1,649	944
Total current liabilities	**9,748**	**18,833**	**11,503**	**14,362**
Total liabilities	**13,697**	**23,658**	**11,886**	**14,738**

Comparison between 30 June 2023 and 30 June 2024

Our total liabilities increased by RM9.96 million or 72.70% to RM23.66 million as at 30 June 2024 (30 June 2023: RM13.70 million), mainly attributable to the following:

(a) increase in contract liabilities of RM6.29 million or 116.48% to RM11.69 million as at 30 June 2024 (30 June 2023: RM5.40 million), mainly due to higher refundable advances received in FYE 2024 relating to the rendering of tour packages and event consultation services;

(b) increase in other payables of RM2.09 million or 153.68% to RM3.45 million as at 30 June 2024 (30 June 2023: RM1.36 million), mainly due to there was dividend payable of RM2.33 million for FYE 2024;

(d) increase in tax payables of RM1.12 million or 92.56% to RM2.33 million as at 30 June 2024 (30 June 2023: RM1.21 million), mainly resulting from the underestimation of tax as a result of the higher PBT recorded for FYE 2024; and

(e) increase in borrowings of RM0.97 million or 26.50% to RM4.63 million as at 30 June 2024 (30 June 2023: RM3.66 million), mainly due to drawdown of the remaining balance of a term loan for the purchase of a 3-storey shop office (Lot 50) for expansion of the office space at our Headquarters in Sungai Besi recognised as right-of-use assets.

Comparison between 30 June 2024 and 30 June 2025

Our total liabilities decreased by RM11.77 million or 49.75% to RM11.89 million as at 30 June 2025 (30 June 2024: RM23.66 million), mainly attributable to the net effects of the following:

(a) decrease in borrowings of RM3.93 million or 84.88% to RM0.70 million as at 30 June 2025 (30 June 2024: RM4.63 million), mainly due to fully settlement of 3 term loans for the purchase of 2 leasehold land and building (2 units of 3-storey shop office, Lot 52 and Lot 50, at our Headquarters) recognised as right-of-use assets located in Sungai Besi and a freehold land and building recognised as investment property located in Kajang;

(b) decrease in contract liabilities of RM6.38 million or 54.58% to RM5.31 million as at 30 June 2025 (30 June 2024: RM11.69 million), mainly due to lesser refundable advances received in FYE 2025 relating to the rendering of tour packages and event consultation services;

(c) decrease in other payables of RM1.58 million or 45.80% to RM1.87 million as at 30 June 2025 (30 June 2024: RM3.45 million), mainly due to full settlement of the remaining dividend payable declared for FYE 2024; and

(d) increase in trade payables of RM1.03 million or 125.61% to RM1.85 million as at 30 June 2025 (30 June 2024: RM0.82 million), mainly due to higher purchases made towards the end of FYE 2025.

Comparison between 30 June 2025 and 30 June 2026

Our total liabilities increased by RM2.85 million or 23.97% to RM14.74 million as at 30 June 2026 (30 June 2025: RM11.89 million), mainly attributable to the following:

(a) increase in trade payables of RM2.75 million or 148.65% to RM4.60 million as at 30 June 2026 (30 June 2025: RM1.85 million), mainly due to higher purchases made towards the end of FYE 2026, primarily in relation to event planning and activity costs incurred for an event organised for a government agency; and

(b) increase in contract liabilities of RM1.38 million or 25.99% to RM6.69 million as at 30 June 2026 (30 June 2025: RM5.31 million), mainly due to higher refundable advances received in FYE 2026 relating to the rendering of tour packages and event consultation services, primarily due to the postponement of service engagements for the European countries.

12. FINANCIAL INFORMATION *(cont'd)*

12.2.4 Review of cash flows

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Net cash from operating activities	2,321	10,875	522	7,365
Net cash (used in)/from investing activities	(348)	(1,387)	882	212
Net cash used in financing activities	(2,106)	(1,422)	(6,688)	(5,102)
Net cash (decrease)/increase in cash and cash equivalents	(133)	8,066	(5,284)	2,475
Effect of exchange translation differences	-	30	(17)	(113)
Cash and cash equivalents at beginning of the financial years	2,214	2,081	10,177	4,876
Cash and cash equivalents at end of the financial years	**2,081**	**10,177**	**4,876**	**7,238**
Cash and cash equivalents at end of the financial years comprises:				
Cash and bank balances	2,081	10,177	4,876	7,238
Fixed deposits with licensed banks	191	245	509	749
	2,272	**10,422**	**5,385**	**7,987**
Less: Fixed deposits pledged with licensed banks	(191)	(245)	(509)	(749)
	2,081	**10,177**	**4,876**	**7,238**

FYE 2023

Net cash from operating activities

For FYE 2023, our Group recorded a net cash inflow of RM2.32 million from operating activities. We collected RM37.49 million mainly from the following:

(i) RM37.42 million from our customers; and

(ii) other income of RM0.07 million received, mainly from rental income.

The above collections were partially offset by cash payments of RM35.17 million in respect of the following:

(i) payments of RM30.03 million to our suppliers;

(ii) payments for staff costs and other operating expenses of RM5.02 million; and

(iii) income tax paid of RM0.12 million.

Net cash used in investing activities

For FYE 2023, our Group recorded a net cash outflow of RM0.35 million from investing activities, mainly attributable to the net effects of the following:

(i) cash purchase of property, plant and equipment of RM0.43 million, mainly comprising motor vehicles of RM0.31 million as well as computer and software of RM0.11 million for our business operations and for a 3-storey shop office (Lot 50) at our Headquarters in Sungai Besi;

(ii) purchase of right-of-use assets of RM0.69 million, comprising a motor vehicle; and

(iii) proceeds from disposal of right-of-use assets of RM0.70 million, pertaining to the disposal of 2 units of motor vehicles to third parties.

Net cash used in financing activities

For FYE 2023, our Group recorded a net cash outflow of RM2.11 million from financing activities, mainly attributable to the net effects of the following:

(i) advances to a director of RM1.88 million;

(ii) repayments of lease liabilities of RM0.53 million for motor vehicles purchased under hire purchase arrangements;

(iii) repayments of borrowings of RM0.36 million;

(iv) partial drawdown of term loan of RM0.75 million for the purchase of a leashold land and building (a 3-storey shop office, Lot 50, at our Headquarters) located in Sungai Besi;

(v) placement of fixed deposit pledged with a licensed bank of RM0.16 million;

(vi) interests of RM0.14 million paid for term loans and lease liabilities; and

(vii) proceeds from the issuance of ordinary shares of RM0.20 million.

FYE 2024

Net cash from operating activities

For FYE 2024, our Group recorded a net cash inflow of RM10.88 million from operating activities. We collected RM57.14 million mainly from the following:

(i) RM56.97 million from our customers; and

(ii) other income of RM0.17 million received, mainly from rental income.

The above collections were partially offset by cash payments of RM46.26 million in respect of the following:

(i) payments of RM41.04 million to our suppliers;

(ii) payments for staff costs and other operating expenses of RM4.70 million; and

(iii) income tax paid of RM0.52 million.

Net cash used in investing activities

For FYE 2024, our Group recorded a net cash outflow of RM1.39 million from investing activities, mainly attributable to the cash purchase of property, plant and equipment of RM1.39 million, mainly comprising renovation of RM0.56 million as well as furniture and fittings of RM0.72 million for our business operations and for a 3-storey shop office (Lot 50) at our Headquarters in Sungai Besi.

Net cash used in financing activities

For FYE 2024, our Group recorded a net cash outflow of RM1.42 million from financing activities, mainly attributable to the net effects of the following:

(i) advances to a director of RM0.88 million;

(ii) proceeds from the issuance of ordinary shares of RM1.50 million;

(iii) dividends of RM1.20 million paid to shareholders of YTH;

(iv) repayments of borrowings of RM0.41 million;

(v) repayments of lease liabilities of RM0.15 million for motor vehicles purchased under hire purchase arrangements; and

(vi) interests of RM0.24 million paid for term loans and lease liabilities.

FYE 2025

Net cash from operating activities

For FYE 2025, our Group recorded a net cash inflow of RM0.52 million from operating activities. We collected RM63.08 million mainly from the following:

(i) RM62.77 million from our customers;

(ii) other income of RM0.22 million, mainly from rental income; and

(iii) interests received of RM0.09 million, mainly from banks.

The above collections were partially offset by cash payments of RM62.56 million in respect of the following:

(i) payments of RM54.49 million to our suppliers;

(ii) payments for staff costs and other operating expenses of RM4.64 million; and

(iii) income tax paid of RM3.43 million.

Net cash used in investing activities

For FYE 2025, our Group recorded a net cash inflow of RM0.88 million from investing activities, mainly attributable to proceeds of RM0.88 million from the disposal of investment property in respect of a freehold land and building located in Kajang, to a third party.

Net cash from financing activities

For FYE 2025, our Group recorded a net cash outflow of RM6.69 million from financing activities, mainly attributable to the following:

(i) repayments of term loans of RM3.93 million;

(ii) dividends of RM2.33 million paid to shareholders of YTH;

(iii) interests of RM0.21 million, mainly paid for term loans and lease liabilities; and

(iv) repayments of lease liabilities of RM0.15 million for motor vehicles purchased under hire purchase arrangements.

FYE 2026

Net cash for operating activities

For FYE 2026, our Group recorded a net cash inflow of RM7.37 million from operating activities. We collected RM69.71 million mainly due to the following:

(i) RM69.25 million from our customers;

(ii) other income of RM0.36 million; and

(iii) interest received of RM0.10 million.

The above collections were partially offset by cash payments of RM62.34 million in respect of the following:

(i) payments of RM52.54 million to our suppliers;

(ii) payments for staff costs and other operating expenses of RM6.52 million; and

(iii) income tax paid of RM3.28 million.

Net cash for investing activities

For FYE 2026, our Group recorded a net cash inflow of RM0.21 million from investing activities, mainly attributable to the net effect of the following:

(i) the proceed of RM0.47 million from the disposal of investment property in respect of a freehold land and building located in Kajang, to a third party; and

(ii) the acquisition of an aggregate 40.00% equity interests in YSH amounting to RM0.20 million.

Net cash for financing activities

For FYE 2026, our Group recorded a net cash outflow of RM5.10 million from financing activities, mainly attributable to the following:

(i) dividend paid of RM4.00 million to a shareholder of YTH;

(ii) repayment of lease liabilities of RM0.49 million for motor vehicles purchased under hire purchase arrangements;

(iii) repayment of term loans of RM0.34 million; and

(iv) placement of fixed deposit pledged with licensed banks of RM0.24 million.

12.3 LIQUIDITY AND CAPITAL RESOURCES

12.3.1 Working capital

We finance our operations with cash generated from operations and external sources of funds. Our external sources of funds comprised mainly term loans, bank overdrafts as well as lease liabilities.

For information purposes, our Group's provision of customised incentive travel solutions and provision of event planning and management solutions generally operates on a full upfront payment basis prior to the delivery of our services (i.e., the departure date of the service engagements and the event date). Our Group typically requires a deposit of 50.00% of the total quotation upon our customers' confirmation of the quotation, with the remaining balance payable a month before the departure date. However, our payment terms may vary across different service engagements based on our customers' requirements and preferences.

Upon receipt of customer deposits, our Group commences sourcing travel-related and event-related arrangements and makes upfront payments to our service providers/suppliers, with the remaining payments settled upon receipt of final customer payments.

12. FINANCIAL INFORMATION *(cont'd)*

Our Group recorded significant fluctuations in our net cash from operating activities ("**CFO**") during the Financial Years Under Review. These fluctuations were primarily attributable to movements in contract liabilities and contract assets. Contract liabilities represent advances received from customers for tour packages and event consultation services, which are recognised as revenue upon the occurrence of the tour departure or event date, rather than when received. Contract assets, on the other hand, comprise unbilled revenue for services performed.

Notwithstanding these fluctuations, our Group has primarily financed our working capital needs through internally generated funds and has not been significantly reliant on bank borrowings, as evidenced by the absence of material drawdowns during the Financial Years Under Review. The majority of the existing term loans were used to finance the purchase of our Group's properties. While a relatively high level of trade receivables may exert pressure on liquidity and capital resources, our Group's existing cash reserves help mitigate any immediate impact and support the operational continuity.

Based on the foregoing, despite the variability in our net cash from operating activities during the Financial Years Under Review and the differences between the credit terms extended to our customers and those received from trade suppliers, our Group does not anticipate any material adverse impact on our Group's liquidity position. Our Board is of the view that there are no significant concerns regarding our Group's long-term cash flow management, supported by our strong current ratio, business model, established customer relationships, and demonstrated ability to convert trade receivables into cash.

Our Board confirms that we have sufficient funds for our existing and foreseeable requirements for a period of 12 months from the date of this Prospectus, taking into consideration the following:

(i) Our cash and cash equivalents of RM3.27 million as at LPD;

(ii) Our expected future cash flows from operations;

(iii) Our total banking facilities as at LPD of RM3.20 million (excluding lease liabilities), of which RM0.50 million have been utilised; and

(iv) Our pro forma gearing level of 0.01 times, computed based on our pro forma statements of financial position as at 30 June 2026 after the Acquisition of YTH, Public Issue and utilisation of proceeds.

At this juncture, we do not foresee any circumstances which may materially affect our liquidity. Our Group has not encountered any material disputes with our debtors. This measure has proven to be effective while maintaining a cordial relationship with our customers.

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12. FINANCIAL INFORMATION *(cont'd)*

12.4 BORROWINGS

All of our borrowings are secured, interest-bearing and denominated in RM. Our total outstanding borrowings as at 30 June 2026 stood at RM0.36 million, details of which are set out below:

	Purpose	Security	Tenure of the facility	Effective interest rate	As at 30 June 2026
				%	RM'000
Interest-bearing short-term borrowings, payable within 1 year:					
Term loans	To finance the purchase of property and working capital purposes	(i) Personal guarantees by Angela Mak; (ii) Legal charge over the investment property; and (iii) Absolute assignment of Takaful Insurance Policy taken up in respect of Angela Mak.	10 to 25 years	4.25 to 9.95	22
					22
Interest-bearing long-term borrowings, payable after 1 year:					
Term loans	To finance the purchase of property and working capital purposes	(i) Personal guarantees by Angela Mak; (ii) Legal charge over the investment property; and (iii) Absolute assignment of Takaful Insurance Policy taken up in respect of Angela Mak.	10 to 25 years	4.25 to 9.95	338
					338
Total borrowings					**360**

Gearing (times)	
After the Acquisition of YTH but before Public Issue and utilisation of proceeds[(1)]	0.02
After the Acquisition of YTH, Public Issue and utilisation of proceeds[(2)]	0.01

12. FINANCIAL INFORMATION *(cont'd)*

Notes:

(1) Computed based on our pro forma total equity of RM16.71 million in the pro forma statements of financial position after the Acquisition of YTH, but before Public Issue and utilisation of proceeds.

(2) Computed based on our pro forma total equity of RM29.25 million in the pro forma statements of financial position after the Acquisition of YTH, Public Issue and utilisation of proceeds.

In conjunction with our Listing, we have applied to our lenders to obtain a conditional consent for the release and/or discharge of the personal guarantees by substituting the same with a corporate guarantee from our Company and/or other securities from our Group acceptable to our lenders. Until such release and/or discharge are obtained from our lenders, our Promoter will continue to guarantee the banking facilities extended to our Group.

We also rely on bank guarantees for performance bonds for service engagements. Such bank guarantees are used for all aspects of the service engagements lifecycle, from the start of the service engagements up to completion. Our total bank guarantees as at 30 June 2026 stood at RM0.75 million, the details are as set out below. All our bank guarantees are secured, non-interest-bearing and denominated in RM.

	Purpose	**Security**	**Tenure of the facility**	**Effective interest rate**	**As at 30 June 2026**
				%	**RM'000**
Bank guarantees	As financial / performance guarantee favouring state government bodies approved by the bank for tendering of travel and service-related projects, as well as the MM2H Programme.	Pledged against deposits with a licensed bank	365 to 455 days	Nil	748

The liabilities in respect of the bank guarantees will only crystallise and become payable following a call by our customers. During the Financial Years Under Review, we did not experience any call on the bonds issued to our customers.

As at LPD, we do not have any borrowings that are non-interest-bearing and/or in foreign currency.

We have not defaulted on payments of principal sums and/or interests on any of our borrowings throughout the Financial Years Under Review and up to LPD.

As at LPD, our Group is not in breach of any terms and conditions or covenants associated with the credit arrangement or bank loan, which can materially affect our financial position and results or business operations or the investments by holders of our securities. During the Financial Years Under Review, we did not experience any clawbacks or reductions in the facilities limits granted to us by our lenders.

12. FINANCIAL INFORMATION *(cont'd)*

12.5 TYPES OF FINANCIAL INSTRUMENTS USED, TREASURY POLICIES AND OBJECTIVES

As at LPD, save as disclosed in Section 12.4 above and foreign currency contract, we do not have nor utilise any other financial instruments. We finance our operations mainly through cash generated from our operations, credit extended by our suppliers and external sources of funds, which comprise borrowings. The principal usages of these borrowings are for the purchase of properties, motor vehicles, and working capital purposes.

Save for our hire purchases and certain term loans which carry fixed interest rates, other borrowings bear variable interest rates based on the bank's base lending rate plus or minus a rate, which varies depending on the different types of bank facilities.

We enter into foreign currency contracts with banking institutions to lock in exchange rates primarily for purchases denominated in foreign currency, in USD and GBP. As at the LPD, our Group has outstanding foreign currency contracts of USD0.10 million (equivalent to RM0.41 million) and GBP0.10 million (equivalent to RM0.55 million).

As at the LPD, our cash and cash equivalents are denominated in RM and foreign currencies, namely USD, GBP, EUR, SGD and RMB. The breakdown of our cash and cash equivalents by currency as at the LPD is set out below:

	As at LPD
	RM'000
Currencies denominated in:	
- MYR	3,169
- USD	48
- GBP	25
- EUR	22
- SGD	3
- RMB	2
	3,269

12.6 MATERIAL CAPITAL COMMITMENTS

As at LPD, save for the planned capital expenditures as disclosed in Section 4.10 of this Prospectus, we do not have any other material capital commitments.

12.7 MATERIAL LITIGATION AND CONTINGENT LIABILITIES

As at LPD, we are not engaged in any material litigation, claim or arbitration either as plaintiff or defendant. There is no proceeding pending or threatened or any fact likely to give rise to any proceeding, which might materially or adversely affect our position or business.

As at LPD, there are no material contingent liabilities incurred by our Group, which upon becoming enforceable may have a material effect on our business, financial results or position.

12. FINANCIAL INFORMATION *(cont'd)*

12.8 KEY FINANCIAL RATIOS

The key financial ratios of our Group for the Financial Years Under Review are as follows:

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
Trade receivables turnover (days)[(1)]	26	30	24	29
Trade payables turnover (days)[(2)]	9	10	8	23
Current ratio (times)[(3)]	1.53	1.02	1.45	1.63
Gearing ratio (times)[(4)]	0.63	0.90	0.09	0.02

Notes:

(1) Computed based on the average trade receivables and net of allowances for ECLs as at year end divided by revenue for the respective financial years, multiplied by 365/366 days for each financial year.

(2) Computed based on the average trade payables as at year end divided by the cost of sales for the respective financial years, multiplied by 365/366 days for each financial year.

(3) Computed based on current assets divided by current liabilities as at the end of each financial year.

(4) Computed based on total interest-bearing borrowings (including lease liabilities for the purchase of motor vehicles under hire purchase arrangement) divided by total equity as at the end of each financial year.

12.8.1 Trade receivables turnover

Our trade receivables turnover period (days) for the Financial Years Under Review is as follows:

	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Opening trade receivables	524	5,470	2,415	7,306
Closing trade receivables	5,470	2,415	7,306	3,395
Average trade receivables	2,997	3,943	4,861	5,351
Revenue	41,385	47,629	75,474	67,143
Trade receivables turnover period (days)	26	30	24	29

The normal credit periods granted by our Group range from a cash term to 60 days from our invoice dates. Other credit terms are assessed and approved on a case-by-case basis.

Our Group established credit control policies that include comprehensive credit evaluations, setting up appropriate credit limits, ensuring sales are made to customers with good credit history, and regular reviews of customers' outstanding balances and payment trends. Our Group considers the risk of material loss in the event of non-performance by the customers to be unlikely. Our Group uses ageing analysis to monitor the credit quality of the trade receivables.

Our trade receivables turnover periods for FYE 2023, 2024, 2025 and 2026 were 26 days, 30 days, 24 days, and 29 days, respectively, and were within our credit terms period.

12. FINANCIAL INFORMATION *(cont'd)*

Despite our trade receivables decreasing as at the end of FYE 2024, our trade receivables turnover period increased from 26 days for FYE 2023 to 30 days for FYE 2024, mainly attributable to higher average trade receivables balances for FYE 2024 as a result of higher sales made towards the end of FYE 2023 which were carried forward to FYE 2024 and received during the FYE 2024.

Despite our trade receivables increasing as at the end of FYE 2024, our trade receivables turnover period decreased from 30 days in FYE 2024 to 24 days in FYE 2025, mainly attributable to improved customer collections resulting from our ongoing efforts to strengthen our credit control monitoring process.

Our trade receivables turnover period increased from 24 days for FYE 2025 to 29 days for FYE 2026, mainly due to higher invoices issued towards the end of FYE 2026.

The ageing analysis of our trade receivables as at 30 June 2026 is as follows:

	Trade receivables as at 30 June 2026		**Collections from 1 July 2026 to LPD**	**Balance trade receivables as at LPD**
	RM'000	**Percentage of trade receivables**	**RM'000**	**RM'000**
	(a)	**(a)/total of (a)**	**(b)**	**(c) = (a)-(b)**
Neither past due nor impaired	3,055	89.96	2,894	161
Past due but not impaired:				
- less than 30 days	247	7.28	181	66
- 31 to 60 days	28	0.82	28	-
- 61 to 90 days	1	0.03	-	1
- over 90 days	65	1.91	-	65
	341	10.04	209	132
	3,396	**100.00**	**3,103**	**293**

As at LPD, RM3.10 million or 91.37% of our trade receivables as at 30 June 2026 have been collected. The remaining balances of RM0.29 million have yet to be collected as at LPD, of which RM0.13 million have exceeded the credit period.

We are of the view that we are able to collect the majority of the outstanding amounts, as it is our business practice to continue trade with these customers upon receiving all our outstanding payments.

Save as disclosed below, our Group has not encountered any other disputes with our trade receivables.

Our net impairment loss on trade receivables and bad debts written off for the Financial Years Under Review are as follows:

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Allowance for ECLs on trade receivables[1]	-	-	[2]336	[3]74
Reversal of allowance for ECLs on trade receivables	-	-	-	[4](68)
	-	**-**	**336**	**6**

Note:

(1) Being specific impairment losses on individual trade receivables, which were mainly due to long outstanding debts and delays in payments by customers.

(2) Our Group has initiated legal proceedings against certain trade receivables (comprising 2 customers) to recover the outstanding debts totalling RM0.29 million. One of the legal proceeding in respect of the outstanding debt of RM0.02 million has been concluded by way of an amicable settlement, and the customer has paid a settlement sum of RM0.02 million to our Group. The remaining legal proceeding, in respect of outstanding debt of RM0.27 million, is presently pending trial, with trial dates fixed by the Court on 18 January 2027, 20 January 2027 and 21 January 2027.

(3) Represents the amounts due from 2 customers, of which the amount due from 1 customer was recovered subsequent to FYE 2026. Our Group has not initiated legal proceedings against the other customer, as we are confident we can recover the outstanding amount based on the customer's historical payment patterns.

(4) Represents reversal of specific allowance for ECLs resulting from the recovery of amounts due from 3 customers, in respect of which the related debts had been previously impaired in FYE 2025

12.8.2 Trade payables turnover

Our trade payables turnover period (days) for the Financial Years Under Review is as follows:

	FYE 2023	FYE 2024	FYE 2025	FYE 2026
	RM'000	RM'000	RM'000	RM'000
Opening trade payables	218	1,221	819	1,846
Closing trade payables	1,221	819	1,846	4,599
Average trade payables	720	1,020	1,333	3,223
Cost of sales	30,302	35,801	59,581	51,109
Trade payables turnover period (days)	9	10	8	23

Trade payables comprise amounts outstanding for trade purchases. The credit terms granted to our Group for trade purchases range from a cash term to 15 days.

Our trade payables turnover periods for FYE 2023, 2024, 2025 and 2026 were 9 days, 10 days, 8 days and 23 days, respectively.

The trade payables turnover period for FYE 2023, 2024 and 2025 were within the normal credit terms granted by our suppliers. The trade payables turnover period for FYE 2026 has exceeded the normal credit terms granted by our suppliers, primarily due to higher purchases made towards the end of FYE 2026.

12. FINANCIAL INFORMATION *(cont'd)*

The ageing analysis of our trade payables as at 30 June 2026 is as follows:

	Trade payables as at 30 June 2026		Payments from 1 July 2026 to LPD	Balance trade payables as at LPD
	RM'000	Percentage of trade payables	RM'000	RM'000
	(a)	(a)/total of (a)	(b)	(c) = (a)-(b)
Neither past due nor impaired	355	7.72	355	-
Past due but not impaired:				
- less than 30 days	3,943	85.74	3,943	-
- 31 to 60 days	191	4.15	191	-
- over 60 days	110	2.39	110	-
	4,244	92.28	4,244	-
	4,599	**100.00**	**4,599**	-

As at LPD, we have fully settled our trade payables as at 30 June 2026.

As at LPD, we do not have any material disputes in respect of our trade payables, and no material legal proceedings to demand for payment have been initiated by our suppliers against us.

12.8.3 Current ratio

Our current ratio for the Financial Years Under Review is as follows:

	As at 30 June			
	2023	2024	2025	2026
	RM'000	RM'000	RM'000	RM'000
Current assets	14,945	19,211	16,679	23,423
Current liabilities	9,748	18,833	11,503	14,362
Net current assets	5,197	378	5,176	9,061
Current ratio (times)	1.53	1.02	1.45	1.63

Our current ratio ranges from 1.02 times to 1.63 times for the Financial Years Under Review. This indicates that our Group can meet our current obligations as our current assets, such as trade receivables, which can be readily converted into cash, together with our fixed deposits and bank balances, are enough to meet immediate current liabilities.

12. FINANCIAL INFORMATION *(cont'd)*

12.8.4 Gearing ratio

Our gearing ratio for the Financial Years Under Review is as follows:

	As at 30 June			
	2023	**2024**	**2025**	**2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Total borrowings[(1)]	4,447	5,277	1,189	360
Total equity	7,035	5,841	13,374	16,710
Gearing ratio (times)	0.63	0.90	0.09	0.02

Note:

(1) Including lease liabilities for the purchase of motor vehicles under hire purchase arrangments.

Our gearing ratios range from 0.02 times to 0.90 times for the Financial Years Under Review.

Our gearing ratio increased from 0.63 times as at 30 June 2023 to 0.90 times as at 30 June 2024, mainly attributable to the decrease in total equity of RM1.20 million as a result of the lower retained earnings arising from the dividends of RM7.89 million declared and paid for FYE 2024, which was partially offset by our PAT of RM5.20 million for FYE 2024 and the issuance of new ordinary shares of RM1.50 million during FYE 2024. In addition, the increase in gearing ratio was also due to the increase in total borrowings (including lease liabilities for the purchase of motor vehicles under hire purchase arrangements) of RM0.83 million as a result of the drawdown of the remaining balance of a term loan for the purchase of a 3-storey shop office (Lot 50) for expansion of the office space at our Headquarters in Sungai Besi recognised as right-of-use assets.

Our gearing ratio decreased from 0.90 times as at 30 June 2024 to 0.09 times as at 30 June 2025, mainly attributable to the increase in total equity of RM7.53 million as a result of the increase in our Group's retained earnings arising from our PAT of RM7.34 million for FYE 2025 and decrease in total borrowings (including lease liabilities for the purchase of motor vehicles under hire purchase arrangement) of RM4.09 million as a result of full settlement of 3 term loans for the purchase of 2 leasehold land and buildings (2 units of 3-storey shop office, Lot 52 and Lot 50, at our Headquarters) recognsied as right-of-use assets located in Sungai Besi and a freehold land and building recognised as investment property located in Kajang.

Our gearing ratio decreased from 0.09 times as at 30 June 2025 to 0.02 times as at 30 June 2026, mainly attributable to the increase in total equity of RM3.34 million resulting from our PAT of RM7.53 million for FYE 2026, which was offset by the dividend payment of RM4.0 million. The decrease in total borrowings (including lease liabilities for the purchase of motor vehicles under hire purchase arrangements) of RM0.83 million was mainly as a result of full settlement of a hire purchase for the purchase of a motor vehicle, a term loan for purchase of a leasehold building located in Kuala Lumpur, which was recognised as investment property and a term loan for our Group's working capital purposes in FYE 2026.

12.9 IMPACT OF GOVERNMENT, ECONOMIC, FISCAL OR MONETARY POLICIES

There were no government, economic, fiscal or monetary policies or factors which had materially affected our operations during the Financial Years Under Review. There is no assurance that our financial performance will not be adversely affected by the impact of further changes in government, economic, fiscal or monetary policies or factors moving forward.

Risks relating to government, economic, fiscal or monetary policies or factors which may materially affect our operations are set out in Section 8 of this Prospectus.

12. FINANCIAL INFORMATION *(cont'd)*

12.10 IMPACT OF INFLATION

During the Financial Years Under Review, our financial performance was not materially affected by inflation. However, there is no assurance that our financial performance will not be adversely affected by inflation moving forward. Any significant increase in our costs of sales in the future may adversely affect our operations and performance if we are unable to pass on the higher costs to our customers through an increase in selling prices.

12.11 IMPACT OF FOREIGN EXCHANGE RATES, INTEREST RATES AND/OR COMMODITY PRICES ON OUR OPERATIONS

(i) Impact of foreign exchange rates

Our proportions of sales and purchases transactions denominated in local and foreign currencies are as follows:

	FYE 2023		FYE 2024		FYE 2025		FYE 2026	
	RM'000	**%**	**RM'000**	**%**	**RM'000**	**%**	**RM'000**	**%**
Sales denominated in:								
(a) MYR	41,355	99.93	45,861	96.29	74,732	99.02	66,478	99.01
(b) USD	22	0.05	228	0.48	636	0.84	-	-
(c) RMB	-	-	1,509	3.17	-	-	524	0.78
(d) GBP	-	-	-	-	55	0.07	-	-
(e) SGD	5	0.01	-	-	31	0.04	-	-
(f) THB	3	0.01	29	0.06	17	0.02	-	-
(g) EUR	-	-	-	-	3	0.01	141	0.21
(h) TWD	-	-	2	*	-	-	-	-
	41,385	**100.00**	**47,629**	**100.00**	**75,474**	**100.00**	**67,143**	**100.00**
Purchases denominated in:								
(a) MYR	17,137	56.55	19,107	53.37	30,083	50.49	28,273	55.32
(b) AED	-	-	955	2.67	-	-	-	-
(c) AUD	-	-	125	0.35	483	0.81	288	0.56
(d) CHF	-	-	441	1.23	1,733	2.91	151	0.30
(e) EUR	6,476	21.37	4,673	13.05	11,827	19.85	5,356	10.48
(f) GBP	646	2.13	385	1.08	131	0.22	472	0.92
(g) HKD	83	0.27	-	-	37	0.06	-	-
(h) IDR	1,136	3.75	1,552	4.34	768	1.29	355	0.69
(i) JPY	1,238	4.09	2,154	6.02	2,916	4.90	3,423	6.70
(j) KRW	14	0.05	-	-	-	-	19	0.04
(k) NZD	54	0.18	-	-	709	1.19	729	1.43
(l) PHP	-	-	12	0.03	-	-	68	0.13
(m) SGD	267	0.88	6	0.02	*	*	318	0.62
(n) THB	683	2.25	1,484	4.15	1,365	2.29	586	1.15
(o) TWD	-	-	29	0.08	-	-	-	-
(p) USD	2,568	8.48	4,373	12.20	4,743	7.96	3,737	7.31
(q) VND	-	-	2	0.01	5	0.01	-	-
(r) RMB	-	-	503	1.40	4,781	8.02	7,334	14.35
	30,302	**100.00**	**35,801**	**100.00**	**59,581**	**100.00**	**51,109**	**100.00**

Note:

* Representing less than RM1,000 or 0.01%.

We are exposed to transactional currency exposure as a portion of our sales and purchases were denominated in mainly EUR, USD, JPY and RMB as stated in the table above. Any significant change in foreign exchange rates may affect our financial performance.

12. FINANCIAL INFORMATION *(cont'd)*

For the Financial Year Under Review, our gains and losses from foreign exchange fluctuations are as follows:

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Realised foreign exchange gain/(loss)	*	-	*	4
Unrealised foreign exchange gain/(loss)	-	30	(17)	(113)
Net gain/(loss)	*****	**30**	**(17)**	**(109)**

Note:

* Representing less than RM1,000.

We currently do not have a formal policy with respect to our foreign exchange transactions. Exposure to foreign exchange is monitored on an ongoing basis, and our Group endeavours to keep the net exposure at an acceptable level.

We enter into foreign currency contracts with banking institutions to potentially lock in the exchange rates, primarily for purchases denominated in foreign currency, mainly in USD and EUR. As at the LPD, we have outstanding foreign currency contracts of USD0.10 million (equivalent to RM0.41 million) and GBP0.10 million (equivalent to RM0.55 million). Notwithstanding this, we are subject to foreign exchange fluctuation risk for the purchases from our foreign suppliers, as our exposure to foreign exchange fluctuation is not fully recovered by our foreign currency contracts.

(ii) Impact of interest rates

The interest coverage ratio measures the number of times a company can make its interest payments with its EBIT. Our interest coverage ratio for the Financial Year Under Review is as follows:

	Audited			
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**
	RM'000	**RM'000**	**RM'000**	**RM'000**
EBIT	6,904	7,118	10,163	10,043
Finance costs	140	239	247	36
Interest coverage ratio (times)[(1)]	49.31	29.78	41.15	278.97

Note:

(1) Computed based on EBIT over finance costs for the Financial Years Under Review.

Our interest coverage ratios range from 29.78 times to 278.97 times for the Financial Years Under Review, indicating that our Group has been able to generate sufficient profits from operations to meet our interest serving obligations.

(iii) Impact of commodity prices

As at the LPD, our Group is not affected by fluctuations in commodity prices.

12. FINANCIAL INFORMATION *(cont'd)*

12.12 MATERIAL INVESTMENT AND MATERIAL DIVESTITURES

We have undertaken material investments and material divestitures for the Financial Years Under Review and up to the LPD as follows:

(i) Material investments

	Audited				Unaudited
	FYE 2023	FYE 2024	FYE 2025	FYE 2026	From 1 July 2026 and up to LPD
At cost:	RM'000	RM'000	RM'000	RM'000	RM'000
PPE					
Office equipment	11	13	-	2	10
Computer and software	109	89	51	59	53
Furniture and fittings	-	(1)721	-	2	*
Security alarm	-	-	-	-	-
Motor vehicles	(2)309	-	-	-	-
Renovation	-	(3)564	-	-	-
	429	1,387	51	63	63
Right-of-use assets					
Leasehold land and building	-	(4)3,676	-	-	-
Motor vehicles	(5)1,486	-	-	-	-
	1,486	3,676	-	-	-
	1,915	**5,063**	**51**	**63**	**63**

The above capital expenditures were made in Malaysia. They were primarily funded via a combination of bank borrowings, hire purchases and/or internally generated funds.

Notes:

* Representing less than RM1,000.

(1) Purchase of furniture and fittings mainly for 2 units of 3-storey shop office, Lot 52 and Lot 50, at our Headquarters located in Sungai Besi.

(2) Comprise of purchase of a motor vehicle for business use.

(3) Renovation costs were mainly incurred for 2 units of 3-storey shop office, Lot 52 and Lot 50, at our Headquarters located in Sungai Besi.

(4) Purchase of a leasehold land and building (a 3-storey shop office, Lot 50, at our Headquarters) located in Sungai Besi.

(5) Comprise of purchase of a motor vehicle for business use.

12. FINANCIAL INFORMATION *(cont'd)*

(ii) Material divestitures

	Audited				Unaudited
	FYE 2023	FYE 2024	FYE 2025	FYE 2026	From 1 July 2026 and up to LPD
	RM'000	RM'000	RM'000	RM'000	RM'000
At net book value:					
Right-of-use assets					
Motor vehicles	(1)280	-	-	-	-
	280	-	-	-	-
Investment properties					
Freehold land and building	-	-	(2)1,040	-	-
	-	-	1,040	-	-
	280	**-**	**1,040**	**-**	**-**

The above capital divestitures involve assets located in Malaysia.

Notes:

(1) Disposal of 2 units of motor vehicles.

(2) Disposal of a freehold land and building located in Kajang.

12.13 ORDER BOOK

Details of our Group's unbilled order book as at LPD are as follows:

	Unrecognised order book as at LPD	Expected revenue recognition in FYE 2027	Expected revenue recognition in FYE 2028
	RM'000	RM'000	RM'000
Provision of customised incentive travel solutions			
- Local	150	150	-
- Overseas	34,414	33,814	600
- Asia	15,580	14,980	600
- Europe	16,100	16,100	-
- Africa	2,734	2,734	-
	34,564	**33,964**	**600**

Our revenue is derived solely from Malaysia. The above sets out our revenue based on service engagements destinations.

12.14 DIRECTORS' DECLARATION ON OUR FINANCIAL PERFORMANCE

Our Board is of the opinion that:

(i) our revenue will remain sustainable with an upward growth trend, in line with the positive outlook of the MICE industry as set out in the IMR Report;

(ii) our liquidity will improve further subsequent to the Public Issue given the additional funds to be raised for our Group to carry out our business strategies as stated in Section 7.14 of this Prospectus; and

(iii) our capital resources will strengthen, taking into account the amount to be raised from the Public Issue as well as internally generated funds. We may consider debt or equity funding for our capital expansion should the need arise.

In addition to the above, our Board confirms that there are no circumstances which would result in a significant decline in our revenue and GP margin or know of any factors that are likely to have a material impact on our liquidity, revenue or profitability.

12.15 TREND INFORMATION

As at LPD, our financial performance, position and operations are not affected by any of the following:

(i) known trends, demands, commitments, events or uncertainties that have had or that we reasonably expect to have, a material favourable or unfavourable impact on our financial performance, position and operations, save as disclosed in Sections 7, 8, 9 and 12.2 of this Prospectus;

(ii) material commitments for capital expenditure as disclosed in Section 12.6 of this Prospectus;

(iii) unusual, infrequent events or transactions or any significant economic changes that have materially affected the financial performance, position and operations of our Group, save as disclosed in Section 9 and 12 of this Prospectus;

(iv) known trends, demands, commitments, events or uncertainties that have resulted in a substantial increase in our Group's revenue, save as disclosed in Sections 12.2 of this Prospectus; and

(v) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our historical financial statements not indicative of the future financial performance and position, save as disclosed in Section 9 and 12 of this Prospectus.

Our Board is optimistic about the future prospects of our Group given our competitive strengths as set out in Section 7.13 of this Prospectus, the outlook of the MICE industry in Malaysia and the ground transportation services industry in the United Kingdom as set out in the IMR Report in Section 8 of this Prospectus and our commitment to implement the business strategies and future plans as set out in Section 7.14 of this Prospectus.

12. FINANCIAL INFORMATION *(cont'd)*

12.16 DIVIDEND POLICY

Our Group presently does not have any formal dividend policy and the declaration of dividends and other distribution are subject to the discretion of our Board. It is our Board's policy to recommend dividends to allow our shareholders to participate in the profits of our Group. However, our ability to pay dividends or make other distributions to our shareholders in the future years is subject to various factors such as having profits and excess funds, which are not required to be retained to fund our business.

As we are a holding company, our ability to declare and pay dividends or make other distributions to our shareholders are dependent upon the dividends we receive from our subsidiaries, present and future. The payment of dividends by our subsidiaries is dependent upon various factors, including but not limited to, their distributable profits, financial performance, and cash flow requirements for operations and capital expenditures, as well as other factors that their respective boards of Directors deem relevant. Save for certain restrictive covenants from our credit facilities, which our subsidiaries are subject to, there is no other dividend restriction imposed on our subsidiaries as at LPD.

Our Board will consider the following factors (which may not be exhaustive) when recommending dividends for approval by our shareholders or when declaring any interim dividends:

(i) the level of cash and level of indebtedness;

(ii) required and expected interest expense, cash flows, profits, return on equity and retained earnings;

(iii) our expected results of operations and future level of operations; and

(iv) our projected levels of capital expenditure and other investment plans; and

(v) the prior notifications to our lenders, if any.

For the Financial Years Under Review and up to LPD, our Group declared and paid the following dividends:

	Audited				Unaudited
	FYE 2023	**FYE 2024**	**FYE 2025**	**FYE 2026**	**1 July 2026 up to LPD**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**
PAT	5,133	5,199	7,342	7,534	N/A
Dividends declared	-	7,893	-	4,000	-
Dividends paid	-	1,200	2,334	4,000	-
Net off with the amount due from a director	-	(1)4,359	-	-	-
Dividend payout (%)(2)	-	151.82	-	53.09	-

Notes:

N/A Not applicable as financial statements were not prepared for the period from 1 July 2026 up to the LPD.

(1) During the FYE 2024, the total advances due by Angela Mak amounting to RM4.36 million were fully settled through a set-off against the dividends declared in respect of FYE 2024.

(2) Computed based on dividends declared divided by PAT for each financial year.

12. FINANCIAL INFORMATION *(cont'd)*

As at LPD, there is no outstanding dividends declared and unpaid. Subsequent to LPD, no dividend was declared, made or paid by our Group. Our Group does not intend to declare any dividend prior to our Listing.

The dividends above were funded by internally generated cash. The dividends will not affect the execution and implementation of our future plans or business strategies. Together with the IPO proceeds, we believe that we have sufficient funding of cash from operations for the funding requirement for our operations and our expansion plans.

No inference should or can be made from any of the above statements as to our actual future profitability or our ability to pay dividends in the future.

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12. FINANCIAL INFORMATION *(cont'd)*

12.17 CAPITALISATION AND INDEBTEDNESS

The table below summarises our capitalisation and indebtedness as at 30 September 2026 and after adjusting for the effects of the Public Issue including the utilisation of proceeds.

	Unaudited	I	II
	As at 30 September 2026	After our IPO	After I and utilisation of proceeds
	RM'000	RM'000	RM'000
Capitalisation			
Share capital	9,157	25,693	24,773
Total capitalisation	**9,157**	**25,693**	**24,773**
Indebtedness(1)			
Current			
Secured and guaranteed			
Term loans	23	23	23
Non-current			
Secured and guaranteed			
Term loans	332	332	332
Secured and guaranteed			
Performance guarantee for the purpose of tender project with state government	38	38	38
Performance guarantee for the purpose of MM2H Programme	200	200	200
Total indebtedness	**593**	**593**	**593**
Total indebtedness (excluding performance guarantee)	**355**	**355**	**355**
Total capitalisation and indebtedness	**9,750**	**26,286**	**25,366**
Gearing ratio (times)(2)	**0.04**	**0.01**	**0.01**

Notes:

(1) All of our indebtedness are secured and/or guaranteed.

(2) Gearing ratio calculated based on total indebtedness (excluding performance guarantee) divided by total capitalisation.

12.18 REPORTING ACCOUNTANTS' ASSURANCE REPORT ON COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026

YES GROUP MANAGEMENT BERHAD
[Registration No.: 202501039346 (1640755-T)]
(Incorporated in Malaysia)

PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026

TGS TW PLT

CHARTERED ACCOUNTANTS

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Jalan Tasik Utama 7, Taman Tasik Damai
Sungai Besi, 57000 Kuala Lumpur

Dear Madam/Sir,

YES GROUP MANAGEMENT BERHAD ("YES" OR "THE COMPANY") REPORT ON THE COMPILATION OF PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026

We have completed our assurance engagement to report on the compilation of Pro Forma Combined Statements of Financial Position of Yes Group Management Berhad and of its subsidiaries (collectively known as "the combining entities" or "Yes Group") as at 30 June 2026.

The applicable criteria on the basis of which the Board have compiled the Pro Forma Combined Statements of Financial Position are described in the notes thereon to the Pro Forma Combined Statements of Financial Position. The Pro Forma Combined Statements of Financial Position is prepared in accordance with the requirements of Chapter 9, Part II Division 1: Equity of the Prospectus Guidelines issued by the Securities Commission of Malaysia ("Prospectus Guidelines") and the Guidance Note for Issuers of Pro Forma Financial Information issued by the Malaysia Institute of Accountants ("Guidance Note") ("Applicable Criteria").

The Pro Forma Combined Statements of Financial Position have been compiled by the Directors for illustrative purposes only and for inclusion into the prospectus of Yes in connection with the listing of and quotation for the entire enlarged issued share capital of Yes on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing").

As part of this process, information about the combining entities' combined financial position has been extracted by the Directors from the audited statements of financial position of the combining entities as at 30 June 2026, on which was reported by us to the members of the combining entities on 19 October 2026 without any modification.

Directors' Responsibility for the Pro Forma Combined Statements of Financial Position

The Board of Directors is solely responsible for compiling the Pro Forma Combined Statements of Financial Position on the basis of the Applicable Criteria.

TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

Our Independence and Quality Control

We are independent in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board of 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.

Our firm applies *International Standard on Quality Management ("ISQM") 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our Responsibility

Our responsibility is to express an opinion as required by the Prospectus Guidelines, about whether the Pro Forma Combined Statements of Financial Position have been properly compiled, in all material respects, by the Directors on the basis of the Applicable Criteria.

We conducted our engagement in accordance with *International Standard on Assurance Engagements ("ISAE") 3420 Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the Pro Forma Combined Statements of Financial Position on the basis of the Applicable Criteria.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Combined Statements of Financial Position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Combined Statements of Financial Position.

The purpose of the Pro Forma Combined Statements of Financial Position included in the Prospectus is solely to illustrate the impact of a significant event or transaction or unadjusted financial information on the entity as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Combined Statements of Financial Position have been compiled, in all material respects, on the basis of the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the Board of Directors of the Company in the compilation of the Pro Forma Combined Statements of Financial Position provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:-

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Combined Statements of Financial Position reflects the proper application of those adjustments to the unadjusted financial information.

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Our Responsibility (Cont'd)

The procedures selected depend on our judgement, having regard to our understanding of the nature of the combining entities, the event or transaction in respect of which the Pro Forma Combined Statements of Financial Position has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Combined Statements of Financial Position.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro Forma Combined Statements of Financial Position have been compiled, in all material respects, on the basis of the Applicable Criteria.

Restriction on Distribution and Use

This report has been prepared solely for the purpose of inclusion in the Prospectus of Yes Group Management Berhad in connection with the Listing. It is not intended to be used for any other purposes. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully,

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants

TEOH CHEY YEAT
03447/08/2027 J
Chartered Accountant

Kuala Lumpur
19 October 2026

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12. FINANCIAL INFORMATION *(cont'd)*

YES GROUP MANAGEMENT BERHAD
PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026

The Pro Forma Combined Statements of Financial Position of Yes Group as at 30 June 2026 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Combined Statements of Financial Position on the assumption that these transactions were completed on 30 June 2026, and should be read in conjunction with the notes accompanying to the Pro Forma Combined Statements of Financial Position.

	Note	At 30.06.2026	Adjustments for Acquisition of YTH	Pro forma I After Acquisition of YTH	Adjustments for Public Issue	Pro forma II After Public Issue	Adjustments for Utilisation of Proceeds	Pro forma III After Utilisation of Proceeds
		RM	RM	RM	RM	RM	RM	RM
ASSETS								
Non-current assets								
Property, plant and equipments	3.01	-	1,830,774	1,830,774	-	1,830,774	-	1,830,774
Right-of-use assets	3.02	-	5,378,944	5,378,944	-	5,378,944	-	5,378,944
Investment properties	3.03	-	814,945	814,945	-	814,945	-	814,945
Total non-current assets		-		8,024,663		8,024,663		8,024,663
Current assets								
Trade receivables	3.04	-	3,395,758	3,395,758	-	3,395,758	-	3,395,758
Contract assets	3.05	-	3,811,853	3,811,853	-	3,811,853	-	3,811,853
Other receivables	3.06	1,696,962	6,532,116	8,229,078	-	8,229,078	(1,696,926)	6,532,152
Fixed deposits with licensed banks	3.07	-	749,083	749,083	-	749,083	-	749,083
Cash and bank balances	3.08	941	7,236,909	7,237,850	16,536,060	23,773,910	(2,303,074)	21,470,836
Total current assets		1,697,903		23,423,622		39,959,682		35,959,682
Total assets		1,697,903		31,448,285		47,984,345		43,984,345

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YES GROUP MANAGEMENT BERHAD
PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

The Pro Forma Combined Statements of Financial Position of Yes Group as at 30 June 2026 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Combined Statements of Financial Position on the assumption that these transactions were completed on 30 June 2026, and should be read in conjunction with the notes accompanying to the Pro Forma Combined Statements of Financial Position. (Cont'd)

	Note	At 30.06.2026	Adjustments for Acquisition of YTH	Pro forma I After Acquisition of YTH	Adjustments for Public Issue	Pro forma II After Public Issue	Adjustments for Utilisation of Proceeds	Pro forma III After Utilisation of Proceeds
		RM	RM	RM	RM	RM	RM	RM
EQUITY AND LIABILITIES								
EQUITY								
Share capital	3.09	100	9,156,978	9,157,078	16,536,060	25,693,138	(919,934)	24,773,204
Merger deficit	3.10	-	(6,456,978)	(6,456,978)	-	(6,456,978)	-	(6,456,978)
Retained earnings	3.11	(60,164)	14,070,347	14,010,183	-	14,010,183	(3,080,066)	10,930,117
Total equity		(60,064)		16,710,283		33,246,343		29,246,343
LIABILITIES								
Non-current liabilities								
Loans and borrowings	3.12	-	337,573	337,573	-	337,573	-	337,573
Deferred tax liabilities	3.13	-	38,000	38,000	-	38,000	-	38,000
Total non-current liabilities		-		375,573		375,573		375,573

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YES GROUP MANAGEMENT BERHAD
PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

The Pro Forma Combined Statements of Financial Position of Yes Group as at 30 June 2026 as set out below are provided for illustrative purposes only to show the effects of the transactions as mentioned in Note 2 to the Pro Forma Combined Statements of Financial Position on the assumption that these transactions were completed on 30 June 2026, and should be read in conjunction with the notes accompanying to the Pro Forma Combined Statements of Financial Position. (Cont'd)

	Note	At 30.06.2026	Adjustments for Acquisition of YTH	Pro forma I After Acquisition of YTH	Adjustments for Public Issue	Pro forma II After Public Issue	Adjustments for Utilisation of Proceeds	Pro forma III After Utilisation of Proceeds
		RM	RM	RM	RM	RM	RM	RM
EQUITY AND LIABILITIES (CONT'D)								
LIABILITIES (CONT'D)								
Current liabilities								
Loans and borrowings	3.12	-	22,349	22,349	-	22,349	-	22,349
Trade payables	3.14	-	4,597,992	4,597,992	-	4,597,992	-	4,597,992
Other payables	3.15	36,900	2,070,493	2,107,393	-	2,107,393	-	2,107,393
Amount due to a related company	3.16	1,721,067	(1,721,067)	-		-		-
Contract liabilities	3.17	-	6,690,205	6,690,205	-	6,690,205	-	6,690,205
Tax payable	3.18	-	944,490	944,490	-	944,490	-	944,490
Total current liabilities		1,757,967		14,362,429		14,362,429		14,362,429
Total liabilities		1,757,967		14,738,002		14,738,002		14,738,002
Total equity and liabilities		1,697,903		31,448,285		47,984,345		43,984,345
Issued ordinary share capital (Unit)		100	438,132,900	438,133,000	91,867,000	530,000,000	-	530,000,000
Net assets per share attributable to owners of Yes Group Management Berhad (RM)		(600.64)		0.04		0.06		0.06
Lease liabilities and borrowings		-		359,922		359,922		359,922
Gearing ratio (times)		-		0.02		0.01		0.01

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

1. BASIS OF PREPARATION

The Pro Forma Combined Statements of Financial Position of Yes Group has been prepared for illustrative purposes and on the assumptions that all the transactions mentioned as per Note 2 to the Pro Forma Combined Statements of Financial Position had taken place on 30 June 2026.

The Pro Forma Combined Statements of Financial Position have been prepared based on accounting policies and basis which are consistent with those disclosed in the audited financial statements of the combining entities for the financial year ended 30 June 2026 and in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Prospectus Guidelines, except for the adoption of the following new accounting policy:

Merger method of accounting

The Pro Forma Combined Statements of Financial Position are combined using the merger method as these companies are under the common control by the same party both before and after the acquisition of Yes, Yes Travel & Holidays Sdn. Bhd. ("YTH") and Yes Second Home (MM2H) Sdn. Bhd. ("YSH"). When the merger method is used, the difference between the cost of investment recorded by the Group and the share capital of the subsidiaries are accounted for as merger deficit in the Pro Forma Combined Statements of Financial Position.

Yes, YTH and YSH are regarded as a continuing entity resulting from the reorganisation exercise because the management of Yes, YTH and YSH, which participated in the reorganisation exercise was under common control before and immediately after the reorganisation exercise. The Group has applied the merger method of accounting on a retrospective basis and restated its comparative as if the consolidation had taken place before the state of the earliest period presented in the financial statements.

2. LISTING SCHEME

(i) Pro Forma I: Acquisition of YTH

The Acquisition of YTH entails acquiring the entire equity interest of YTH, for total purchase consideration of RM9,156,978 to be satisfied via the issuance of 438,132,900 new shares at an issue price of RM0.0209 per share based on the adjusted net assets of YTH as at 30 June 2025.

The acquisition was completed on 1 September 2026.

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

2. LISTING SCHEME (CONT'D)

(ii) **Pro Forma II: Public Issue**

The Public Issue involves a public issue of 91,867,000 new ordinary shares in Yes at an indicative issue price of RM0.18 per share.

In conjunction with the initial public offering ("IPO"), the Company would seek the listing and quotation of its enlarged issued share capital comprising 530,000,000 ordinary shares in Yes on the ACE Market of Bursa Malaysia Securities Berhad.

(iii) **Pro Forma III: Utilisation of Proceeds**

Gross proceeds from the Public Issue of RM16,536,060 are expected to be utilised as follows:

Details of use of proceeds	Estimated timeframe for the use of proceeds upon Listing	RM	% of total gross proceeds from the Public Issue
- Establishment of regional office at United Kingdom ("UK")	Within 36 months [(1)]	6,500,000	39.31%
- Establishment of Yes Travel Academy	Within 36 months [(1)]	3,000,000	18.14%
- General working capital	Within 24 months [(1)]	3,036,060	18.36%
- Estimated listing expenses*	Within 1 month [(1)]	4,000,000	24.19%
Total estimated proceeds		**16,536,060**	**100.00%**

(1) From the date of listing of the shares.

* The listing expenses are estimated at RM4,000,000 and will be set off against the share capital and profit or loss accordingly. The apportionment is disclosed in Notes 3.09 and 3.11.

3. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION

3.01 PROPERTY, PLANT AND EQUIPMENT

The movements in property, plant and equipment are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	1,830,774
As per Pro Forma I to III	1,830,774

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

3. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.02 RIGHT-OF-USE ASSETS

The movements in right-of-use assets are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	5,378,944
As per Pro Forma I to III	5,378,944

3.03 INVESTMENT PROPERTIES

The movements in investment properties are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	814,945
As per Pro Forma I to III	814,945

3.04 TRADE RECEIVABLES

The movements in trade receivables are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	3,395,758
As per Pro Forma I to III	3,395,758

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

3. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.05 CONTRACT ASSETS

The movements in contract assets are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	3,811,853
As per Pro Forma I to III	3,811,853

3.06 OTHER RECEIVABLES

The movements in other receivables are as follows:

	RM
As at 30 June 2026	1,696,962
Pursuant to Acquisition of YTH	6,532,116
As per Pro Forma I to II	8,229,078
Pursuant to Utilisation of Proceeds	
- Listing expenses	(1,696,926)
As per Pro Forma III	6,532,152

3.07 FIXED DEPOSITS WITH LICENSED BANKS

The movements in fixed deposits with licensed banks are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	749,083
As per Pro Forma I to III	749,083

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

3. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.08 CASH AND BANK BALANCES

The movements in cash and bank balances are as follows:

	RM
As at 30 June 2026	941
Pursuant to Acquisition of YTH	7,236,909
As per Pro Forma I	7,237,850
Pursuant to Public Issue	16,536,060
As per Pro Forma II	23,773,910
Pursuant to Utilisation of Proceeds	
- Listing expenses	(2,303,074)
As per Pro Forma III	21,470,836

3.09 SHARE CAPITAL

The movements in share capital are as follows:

	RM
As at 30 June 2026	100
Pursuant to Acquisition of YTH	9,156,978
As per Pro Forma I	9,157,078
Pursuant to Public Issue	16,536,060
As per Pro Forma II	25,693,138
Less: Estimated listing expenses*	(919,934)
As per Pro Forma III	24,773,204

*The estimated listing expenses of RM919,934 directly attributable to the Public Issue will be offset against share capital and the remaining estimated listing expenses of RM3,080,066 that is attributable to the Listing will be expensed off to profit and loss.

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

3. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.10 MERGER DEFICIT

The movements in merger deficit are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	(6,456,978)
As per Pro Forma I to III	(6,456,978)

3.11 RETAINED EARNINGS

The movements in retained earnings are as follows:

	RM
As at 30 June 2026	(60,164)
Pursuant to Acquisition of YTH	14,070,347
As per Pro Forma I to II	14,010,183
Pursuant to Utilisation of Proceeds	
- Estimated listing expenses*	(3,080,066)
As per Pro Forma III	10,930,117

*The estimated listing expenses of RM919,934 directly attributable to the Public Issue will be offset against share capital and the remaining estimated listing expenses of RM3,080,066 that is attributable to the Listing will be expensed off to profit and loss.

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

3. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.12 LOANS AND BORROWINGS

The movements in loans and borrowings are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	
- Non-current liabilities	337,573
- Current liabilities	22,349
As per Pro Forma I to III	359,922

3.13 DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	38,000
As per Pro Forma I to III	38,000

3.14 TRADE PAYABLES

The movements in trade payables are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	4,597,992
As per Pro Forma I to III	4,597,992

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

3. EFFECTS ON THE PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION (CONT'D)

3.15 OTHER PAYABLES

The movements in other payables are as follows:

	RM
As at 30 June 2026	36,900
Pursuant to Acquisition of YTH	2,070,493
As per Pro Forma I to III	2,107,393

3.16 Amount due to a related company

The movements in amount due to a related company are as follows:

	RM
As at 30 June 2026	1,721,067
Pursuant to Acquisition of YTH	(1,721,067)
As per Pro Forma I to III	-

3.17 CONTRACT LIABILITIES

The movements in contract liabilities are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	6,690,205
As per Pro Forma I to III	6,690,205

3.18 TAX PAYABLE

The movements in tax payable are as follows:

	RM
As at 30 June 2026	-
Pursuant to Acquisition of YTH	944,490
As per Pro Forma I to III	944,490

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PRO FORMA COMBINED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2026 (CONT'D)

APPROVAL BY THE BOARD OF DIRECTORS

Approved and adopted by the Board of Directors in accordance with a resolution dated 19 October 2026.

On behalf of the Board of Directors



ANGELA MAK SHAU KWAN
Director



TOO WAI LOON
Director

YES GROUP MANAGEMENT BERHAD
[Registration No.: 202501039346 (1640755-T)]
(Incorporated in Malaysia)

ACCOUNTANTS' REPORT FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025, 30 JUNE 2024 AND 30 JUNE 2023

TGS TW PLT

CHARTERED ACCOUNTANTS



TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants
Unit E-16-2B,
Level 16, Icon Tower (East)
No.1, Jalan 1/68F, Jalan Tun Razak
50400 Kuala Lumpur.
Tel : +603 9771 4326
Email: tgsaudit@tgs-tw.com
www.tgs-tw.com

The Board of Directors
Yes Group Management Berhad
No. 52, 52-1 & 52-2
Jalan Tasik Utama 7, Taman Tasik Damai
Sungai Besi, 57000 Kuala Lumpur

Dear Sirs,

Reporting Accountants' opinion on the Financial Information (as defined herein) contained in the Accountants' Report of Yes Group Management Berhad ("the Company")

Opinion

We have audited the accompanying combined financial statements ("Financial Information") of the Company and its subsidiaries (collectively known as "the combining entities" or "Yes Group") which comprise the combined statements of financial position as at 30 June 2026, 30 June 2025, 30 June 2024 and 30 June 2023, and the combined statements of profit or loss and other comprehensive income, combined statements of changes in equity and combined statements of cash flows of the combining entities for the financial years ended 30 June 2026, 30 June 2025, 30 June 2024 and 30 June 2023, and material accounting policy information and other explanatory notes to the combined financial statements as set out on pages 5 to 61.

This Financial Information has been prepared for inclusion in the prospectus for Yes Group in connection with the proposed listing of and quotation for the entire issued share capital of the Company on the ACE Market of Bursa Malaysia Securities Berhad. This report is prepared for the purpose of complying with the Prospectus Guidelines issued by the Securities Commission of Malaysia and for no other purpose.

In our opinion, the accompanying Financial Information give a true and fair view of the combined financial position of the combining entities as at 30 June 2026, 30 June 2025, 30 June 2024 and 30 June 2023, and of their financial performance and of their cash flows for the financial years ended 30 June 2026, 30 June 2025, 30 June 2024 and 30 June 2023 in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards and Paragraph 10.04 of Chapter 10, Part II Division 1, Equity of the Prospectus Guidelines as issued by the Securities Commission Malaysia.

TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

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 *Reporting Accountants' Responsibilities for the Audit of the Financial Information* 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 combining entities 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.

Responsibilities of the Directors for the Financial Information

The Directors of the combining entities are responsible for the preparation of the Financial Information of the combining entities that give a true and fair view in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of Financial Information of the combining entities that are free from material misstatement, whether due to fraud or error.

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

Reporting Accountants' Responsibilities for the Audit of the Financial Information

Our objectives are to obtain reasonable assurance about whether the Financial Information of the combining entities as a whole are free from material misstatement, whether due to fraud or error, and to issue a Reporting Accountants' 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 Information.

TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

Reporting Accountants' Responsibilities for the Audit of the Financial Information (Cont'd)

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

- Identify and assess the risks of material misstatement of the Financial Information of the combining entities, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the combining entities' internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the combining entities' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our accountants' report to the related disclosures in the Financial Information of the combining entities 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 combining entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Information of the combining entities, including the disclosures, and whether the Financial Information of the combining entities represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the combining entities audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the combining entities as a basis for forming an opinion on the financial statements of the combining entities. We are responsible for the direction, supervision and review of the audit work performed for purpose of the combining entities 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.

TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

Restriction on Distribution and Use

This report is made solely to the Company to comply with Prospectus Guidelines - Equity issued by the Securities Commission Malaysia and for inclusion in the prospectus of the combining entities to be issued in relation to the proposed listing of and quotation for the entire issued share capital of the combining entities on the ACE Market of Bursa Malaysia Securities Berhad and should not be relied upon any other purposes. We do not assume responsibility to any other person for the content of this report.

Other Matter

The significant event occurring after the end of the financial year ended 30 June 2026 is disclosed in Note 1(d) to the combined financial statements.

TGS TW PLT
202106000004 (LLP0026851-LCA) & AF002345
Chartered Accountants

TEOH CHEY YEAT
03447/08/2027 J
Chartered Accountant

KUALA LUMPUR
19 October 2026

TGS TW PLT 202106000004 (LLP0026851-LCA) & AF002345 is a member of the TGS network, the members of which are separate and independent legal entities

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2026, 30 JUNE 2025, 30 JUNE 2024 AND 30 JUNE 2023

		Audited			
	Note	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
ASSETS					
Non-current assets					
Property, plant and equipment	3	1,830,774	1,492,731	1,707,227	513,993
Right-of-use assets	4	5,378,944	6,282,647	6,659,448	3,316,038
Investment properties	5	814,945	804,939	1,921,937	1,957,092
		8,024,663	8,580,317	10,288,612	5,787,123
Current assets					
Other investment	6	-	-	17	17
Trade receivables	7	3,395,758	7,305,716	2,415,184	5,470,284
Other receivables	8	8,229,078	2,886,342	6,373,656	3,727,414
Contract assets	9	3,811,853	1,101,527	-	-
Amount due from a Director	10	-	-	-	3,475,845
Fixed deposits with licensed banks	11	749,083	509,348	245,184	191,362
Cash and bank balances	12	7,237,850	4,876,241	10,176,889	2,080,553
		23,423,622	16,679,174	19,210,930	14,945,475
Total assets		31,448,285	25,259,491	29,499,542	20,732,598
EQUITY AND LIABILITIES					
EQUITY					
Share capital	13	100	-	-	-
Invested equity	14	2,700,000	2,700,000	2,700,000	1,200,000
Retained earnings		14,010,183	10,483,906	3,141,145	5,835,227
Equity attributable to owners of the Company		16,710,283	13,183,906	5,841,145	7,035,227
Non-controlling interests ("NCI")		-	189,637	-	-
Total equity		16,710,283	13,373,543	5,841,145	7,035,227

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2026, 30 JUNE 2025, 30 JUNE 2024 AND 30 JUNE 2023 (CONT'D)

		Audited			
	Note	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
EQUITY AND LIABILITIES (CONT'D)					
LIABILITIES					
Non-current liabilities					
Borrowings	15	337,573	360,988	4,234,892	3,252,935
Lease liabilities	16	-	-	490,090	643,289
Deferred tax liabilities	17	38,000	22,000	100,000	53,000
		375,573	382,988	4,824,982	3,949,224
Current liabilities					
Borrowings	15	22,349	338,330	399,143	405,828
Lease liabilities	16	-	490,260	152,787	144,918
Trade payables	18	4,597,992	1,846,164	819,210	1,221,390
Other payables	19	2,107,393	1,868,675	3,445,645	1,362,383
Contract liabilities	9	6,690,205	5,310,922	11,691,510	5,402,964
Tax payable		944,490	1,648,609	2,325,120	1,210,664
		14,362,429	11,502,960	18,833,415	9,748,147
Total liabilities		14,738,002	11,885,948	23,658,397	13,697,371
Total equity and liabilities		31,448,285	25,259,491	29,499,542	20,732,598

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

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025, 30 JUNE 2024 AND 30 JUNE 2023

		Audited			
	Note	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Revenue	20	67,143,552	75,473,617	47,628,959	41,385,472
Cost of sales		(51,109,307)	(59,580,989)	(35,800,353)	(30,301,860)
Gross profit		16,034,245	15,892,628	11,828,606	11,083,612
Other income		384,273	587,333	201,403	585,308
Selling and distribution expenses		(546,454)	(638,827)	(752,235)	(1,579,488)
Administrative expenses		(5,709,793)	(5,269,079)	(4,159,347)	(2,830,892)
Other expenses		(113,067)	(73,779)	(347)	(353,928)
Net loss on impairment of financial assets		(5,613)	(335,809)	-	-
Profit from operations		10,043,591	10,162,467	7,118,080	6,904,612
Finance income	21	115,982	102,002	5,944	1,923
Finance costs	21	(36,047)	(247,004)	(239,494)	(139,940)
Profit before tax	22	10,123,526	10,017,465	6,884,530	6,766,595
Tax expenses	23	(2,589,402)	(2,675,904)	(1,685,852)	(1,633,369)
Profit for the financial years, representing total comprehensive income for the financial years		7,534,124	7,341,561	5,198,678	5,133,226

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025, 30 JUNE 2024 AND 30 JUNE 2023 (CONT'D)

		← Audited →			
	Note	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Profit/Total comprehensive income for the financial years attributable to:					
Owners of the combining entities		7,534,124	7,342,761	5,198,678	5,133,226
NCI		-	(1,200)	-	-
		7,534,124	7,341,561	5,198,678	5,133,226
Earnings per share:					
Basic (sen)	24	1.42	1.39	0.98	0.97
Diluted (sen)	24	1.42	1.39	0.98	0.97

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

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025,
30 JUNE 2024 AND 30 JUNE 2023

	Note	Share capital RM	Invested equity RM	Retained earnings RM	Total RM	NCI RM	Total equity RM
At 1 July 2022		-	1,000,000	702,001	1,702,001	-	1,702,001
Transaction with owner:							
Issuance of share capital	14	-	200,000	-	200,000	-	200,000
Profit for the financial year, representing total comprehensive income for the financial year		-	-	5,133,226	5,133,226	-	5,133,226
At 30 June 2023		-	1,200,000	5,835,227	7,035,227	-	7,035,227
At 1 July 2023		-	1,200,000	5,835,227	7,035,227	-	7,035,227
Transaction with owner:							
Issuance of share capital	14	-	1,500,000	-	1,500,000	-	1,500,000
Dividends to owner of the Company	25	-	-	(7,892,760)	(7,892,760)	-	(7,892,760)
		-	1,500,000	(7,892,760)	(6,392,760)	-	(6,392,760)
Profit for the financial year, representing total comprehensive income for the financial year		-	-	5,198,678	5,198,678	-	5,198,678
At 30 June 2024		-	2,700,000	3,141,145	5,841,145	-	5,841,145

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025,
30 JUNE 2024 AND 30 JUNE 2023 (CONT'D)

	Note	Share capital RM	Invested equity RM	Retained earnings RM	Total RM	NCI RM	Total equity RM
At 1 July 2024		-	2,700,000	3,141,145	5,841,145	-	5,841,145
Acquisition of a subsidiary		-	-	-	-	190,837	190,837
Profit for the financial year, representing total comprehensive income for the financial year		-	-	7,342,761	7,342,761	- 1,200	7,341,561
At 30 June 2025		-	2,700,000	10,483,906	13,183,906	189,637	13,373,543
At 1 July 2025		-	2,700,000	10,483,906	13,183,906	189,637	13,373,543
Transaction with owner:							
Issuance of share capital	13	100	-	-	100	-	100
Dividends to owner of the Company	25			(4,000,000)	(4,000,000)	-	(4,000,000)
Remaining equity interest in a subsidiary		-	-	(7,847)	(7,847)	(189,637)	(197,484)
		100	-	(4,007,847)	(4,007,747)	(189,637)	(4,197,384)
Profit for the financial year, representing total comprehensive income for the financial year		-	-	7,534,124	7,534,124		7,534,124
At 30 June 2026		100	2,700,000	14,010,183	16,710,283	-	16,710,283

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

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025,
30 JUNE 2024 AND 30 JUNE 2023

		Audited			
	Note	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Cash flows from operating activities					
Profit before tax		10,123,526	10,017,465	6,884,530	6,766,595
Adjustments for:					
Allowance for expected credit losses on trade receivables		73,522	335,809	-	-
Depreciation of property, plant and equipment		418,203	264,702	193,923	182,675
Depreciation of right-of-use assets		210,464	376,801	332,590	251,330
Depreciation of investment properties		15,164	35,114	41,765	41,764
Dividend income		-	(55,059)	-	-
Gain on disposal of property, plant and equipment		-	-	-	(64,000)
Gain on disposal of right-of-use assets		-	-	-	(423,128)
Gain on disposal of investment properties		-	(309,940)	-	-
Goodwill written off		-	13,894	-	-
Interest income		(99,762)	(98,597)	(5,944)	(1,923)
Interest expenses		36,047	247,004	239,494	139,940
Reversal of allowance for expected credit losses on trade receivables		(67,909)	-	-	-
(Reversal)/Provison of impairment loss on investment properties		(25,170)	41,824	(6,610)	(26,600)
Property, plant and equipment written off		-	686	-	353,928
Unrealised loss/(gain) on foreign exchange		113,067	17,375	(29,716)	-
Unwinding interest		(16,220)	(3,405)	-	-
Operating profit before working capital changes		10,780,932	10,883,673	7,650,032	7,220,581
Changes in working capital:					
Receivables	**A**	(1,894,918)	(1,301,899)	(1,886,042)	(7,981,187)
Payables		2,990,546	1,759,164	(653,008)	2,228,234
Contract balance		(1,331,043)	(7,482,115)	6,288,546	975,953
		(235,415)	(7,024,850)	3,749,496	(4,777,000)
Cash generated from operations		10,545,517	3,858,823	11,399,528	2,443,581
Interest received		96,471	92,630	1,108	840
Tax paid		(3,277,521)	(3,430,415)	(524,396)	(123,235)
Net cash from operating activities		7,364,467	521,038	10,876,240	2,321,186
Cash flows from investing activities					
Acquisition of property, plant and equipment		(63,007)	(50,892)	(1,387,157)	(429,347)
Acquisition of remaining equity interest in a subsidiary		(197,484)	-	-	-
Acquisition of right-of-use assets	**B**	-	-	-	(685,512)
Cash inflow from acquisition of a subsidiary		-	1,853	-	-
Dividend received		-	55,059	-	-
Proceed from disposal of property, plant and equipment		-	-	-	64,000
Proceed from disposal of right-of-use assets		-	-	-	703,000
Proceed from disposal of investment properties	**C**	472,747	877,253	-	-
Net cash from/(used in) investing activities		212,256	883,273	(1,387,157)	(347,859)

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025,
30 JUNE 2024 AND 30 JUNE 2023 (CONT'D)

		Audited			
	Note	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Cash flows from financing activities					
Advances to a Director	D	-	-	(882,825)	(1,875,874)
Dividend paid	E	(4,000,000)	(2,334,090)	(1,200,000)	-
Placement of fixed deposits pledged with licensed banks		(239,735)	(64,164)	(53,822)	(155,714)
Net withdrawal of short term investment		-	17	-	-
Interest paid		(36,047)	(207,980)	(239,494)	(139,940)
Interest received		3,291	5,967	4,836	1,083
Proceeds from issuance of share capital		100	-	-	-
Proceeds from issuance of invested equity		-	-	1,500,000	200,000
Proceeds from drawdown of borrowing	F	-	-	-	748,900
Repayments of borrowings	F	(339,396)	(3,934,717)	(405,828)	(359,451)
Repayments of lease liabilities	F/G	(490,260)	(152,617)	(145,330)	(525,882)
Net cash used in financing activities		(5,102,047)	(6,687,584)	(1,422,463)	(2,106,878)
Net cash increase/(decrease) in cash and cash equivalents		2,474,676	(5,283,273)	8,066,620	(133,551)
Effect of exchange translation differences		(113,067)	(17,375)	29,716	-
Cash and cash equivalents at beginning of the financial years		4,876,241	10,176,889	2,080,553	2,214,104
Cash and cash equivalents at end of the financial years		7,237,850	4,876,241	10,176,889	2,080,553
Cash and cash equivalents at end of the financial years comprises:					
Cash and bank balances		7,237,850	4,876,241	10,176,889	2,080,553
Fixed deposits with licensed banks		749,083	509,348	245,184	191,362
		7,986,933	5,385,589	10,422,073	2,271,915
Less: Fixed deposits pledged with licensed banks	11	(749,083)	(509,348)	(245,184)	(191,362)
		7,237,850	4,876,241	10,176,889	2,080,553

NOTES TO THE COMBINED STATEMENTS OF CASH FLOWS

		Audited			
	Note	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
A. Receivables					
Gross changes in receivables		(1,422,171)	(1,774,646)	408,858	(7,981,187)
Less: Acquisition of right-of-use assets		-	-	(2,294,900)	-
Less: Consideration received from disposal of investment property		(472,747)	-	-	-
Add: Consideration receivables from disposal of investment property		-	472,747	-	-
		(1,894,918)	(1,301,899)	(1,886,042)	(7,981,187)

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025,
30 JUNE 2024 AND 30 JUNE 2023 (CONT'D)

NOTES TO THE COMBINED STATEMENTS OF CASH FLOWS (CONT'D)

B. Acquisition of right-of-use assets

	Audited			
	30.6.2026	**30.6.2025**	**30.6.2024**	**30.6.2023**
	RM	**RM**	**RM**	**RM**
Total acquisition of right-of-use assets	-	-	3,676,000	1,485,512
Less: Acquisition through term loan	-	-	(1,381,100)	-
Less: Acquisition through lease liabilities	-	-	-	(800,000)
Less: Transfer from other receivables	-	-	(2,294,900)	-
Total cash payment	-	-	-	685,512

C. Proceed from disposal of investment property

	Audited			
	30.6.2026	**30.6.2025**	**30.6.2024**	**30.6.2023**
	RM	**RM**	**RM**	**RM**
Total proceed from disposal of investment property	-	1,350,000	-	-
Add: Consideration received during the financial year	472,747	-	-	-
less: Consideration receivable	-	(472,747)	-	-
	472,747	877,253	-	-

D. Advance from/(to) a Director

	Audited			
	30.6.2026	**30.6.2025**	**30.6.2024**	**30.6.2023**
	RM	**RM**	**RM**	**RM**
Gross advance from/(to) a Director	-	-	3,475,845	(1,875,874)
Less: Dividend paid	-	-	(4,358,670)	-
	-	-	(882,825)	(1,875,874)

E. Dividend paid

	Audited			
	30.6.2026	**30.6.2025**	**30.6.2024**	**30.6.2023**
	RM	**RM**	**RM**	**RM**
Dividend paid	(4,000,000)	(2,334,090)	(5,558,670)	-
Add: Transferred to amount due from a Director	-	-	4,358,670	-
	(4,000,000)	(2,334,090)	(1,200,000)	-

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

COMBINED STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEARS ENDED 30 JUNE 2026, 30 JUNE 2025,
30 JUNE 2024 AND 30 JUNE 2023 (CONT'D)

NOTES TO THE COMBINED STATEMENTS OF CASH FLOWS (CONT'D)

F. Reconciliation of liabilities arising from financing activities

	Audited		
	Lease liabilities RM	**Borrowings RM**	**Total RM**
1 July 2022	514,089	3,269,314	3,783,403
Drawdown	800,000	748,900	1,548,900
Repayment	(525,882)	(359,451)	(885,333)
30 June 2023	788,207	3,658,763	4,446,970
Drawdown	-	1,381,100	1,381,100
Repayment	(145,330)	(405,828)	(551,158)
30 June 2024	642,877	4,634,035	5,276,912
Repayment	(152,617)	(3,934,717)	(4,087,334)
30 June 2025	490,260	699,318	1,189,578
Repayment	(490,260)	(339,396)	(829,656)
30 June 2026	-	359,922	359,922

G. Cash outflows for leases as a lessee

		Audited			
	Note	**30.6.2026 RM**	**30.6.2025 RM**	**30.6.2024 RM**	**30.6.2023 RM**
Included in net cash from operating activities					
Payment relating to low value assets	22	11,125	19,117	18,246	14,662
Included in net cash from/(used in) financing activities					
Payment of lease liabilities		490,260	152,617	145,330	525,882
Payment of interest of lease liabilities		12,728	27,383	34,670	14,189
		502,988	180,000	180,000	540,071
		514,113	199,117	198,246	554,733

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

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

NOTES TO THE COMBINED FINANCIAL STATEMENTS

1. **General information**

(a) **Introduction**

This report has been prepared solely to comply with the Prospectus Guidelines - Equity issued by the Securities Commission Malaysia and for inclusion in the prospectus of Yes Group Management Berhad ("the combining entities" or "Yes Group") in connection with the proposed listing of and quotation for the entire enlarged issued share capital of the combining entities on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") (hereinafter defined as "the Proposed Listing") and should not be relied upon for any other purposes.

(b) **Background**

The Company was incorporated on 20 August 2025 as a private limited liability company and domiciled in Malaysia under the name of Yes Group Management Sdn. Bhd.. On 21 January 2026, the Company was converted to a public limited company and assumed its name as Yes Group Management Berhad.

The registered office of the Company was located at 22-09, Menara 1MK, No.1 , Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur. The principal place of business of the Company is located at No. 52, 52-1 & 52-2, Jalan Tasik Utama 7, Taman Tasik Damai, Sungai Besi, 57000 Kuala Lumpur.

(c) **Principal activities**

The Company's principal activity is investment holding

1. **General information (Cont'd)**

(c) **Principal activities (Cont'd)**

The detail of the subsidiaries as of the date of this report are as follows:

Name of Company	Effective ownership 30.6.2026 %	30.6.2025 %	30.6.2024 %	30.6.2023 %	Date and place of incorporation	Principal activities
Yes Travel & Holidays Sdn. Bhd. ("YTH")	100	100	100	100	7 November 2008 Malaysia	Consultation services in travel and event organising.
Subsidiary of YTH						
Yes Second Home (MM2H) Sdn. Bhd. ("YSH")	100	60	-	-	9 August 2024 Malaysia	Malaysia My Second Home ("MM2H") programme and consultancy

1. **General information (Cont'd)**

(c) **Principal activities (Cont'd)**

(i) Acquisition of YSH

On 25 June 2025, YTH subscribed for 300,150 ordinary shares of YSH representing 60% equity interest in YSH for a total consideration of RM300,150.

Fair value of identifiable assets acquired and liabilities assumed

	30.6.2025 RM
Fixed deposit with a licensed bank	200,000
Bank balance	302,003
Other payable	(24,910)
Fair value of net assets acquired	477,093

Net cash inflow arising from acquisition of YSH

	30.6.2025 RM
Purchase consideration settled in cash	(300,150)
Cash and cash equivalents acquired	502,003
Less: Fixed deposit pledged with a licensed bank	(200,000)
Net cash inflow from acquisition of YSH	1,853

Goodwill arising from business combination

	30.6.2025 RM
Fair value of consideration transferred	300,150
Non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquiree	190,837
Fair value of identifiable assets acquired and liabilities assumed	(477,093)
Goodwill arising on acquisition*	13,894

* Goodwill written off.

1. **General information (Cont'd)**

(c) **Principal activities (Cont'd)**

(ii) Non-controlling interest in a subsidiary

	YSH 30.6.2025
Percentage of ownership interest (%)	40
Carrying amount of NCI (RM)	189,637
Loss allocated to NCI (RM)*	(1,200)

* Acquired on 25 June 2025.

(iii) Increase in stake in YSH

30.6.2026

On 2 July 2025, YTH acquired additional 150,075 ordinary shares in YSH for a total cash consideration of RM150,075, increasing its ownership from 60% to 90%.

Subsequently on 20 January 2026, YTH had entered into a conditional share sale agreement to acquire the remaining 10% equity interest in YSH comprising 50,025 ordinary shares in YSH for a total cash consideration of RM47,409. On 9 March 2026, the acquisition of the remaining 10% equity interest in YSH was completed and YSH became a wholly-owned subsidiary of YTH.

(d) **Acquisition and distribution**

The Yes Group has been formed pursuant to the completion of the acquisition of its subsidiaries by the Company prior to the listing and quotation on the ACE market of Bursa Malaysia Securities Berhad

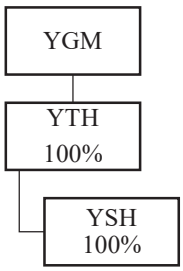
The Company entered into a conditional share Sale and Purchase agreement on 20 January 2026 and a supplemental share sales agreement on 28 August 2026 to acquire the entire equity in YTH for total purchase consideration of RM9,156,978 to be satisfied by issuance of 438,132,900 ordinary shares in the Company at an issued price of RM0.0209 per share.

The acquisition of YTH was completed on 1 September 2026, it will be consolidated using merger method of accounting.

1. **General information (Cont'd)**

(d) **Acquisition and distribution (Cont'd)**

Following the completion of the acquisition of YTH and YSH, the combining entities structure of the Company is as follow:



(e) **Auditors**

The relevant financial years of the audited financial statements used for the purpose of the combined financial statements ("Relevant Financial Period/Years") and the auditors are as follows:

Company	Relevant Financial Period/Years	Auditors
YGM	FPE 30 June 2026	TGS TW PLT
YTH	FYE 30 June 2026	TGS TW PLT
	FYE 30 June 2025	TGS TW PLT
	FYE 30 June 2024	TGS TW PLT
	FYE 30 June 2023	TGS TW PLT
YSH	FYE 30 June 2026	TGS TW PLT
	FPE 30 June 2025	TGS TW PLT

FYE - Financial Year Ended
FPE - Financial Period Ended

2. **Basis of preparation**

(a) **Statement of compliance**

The combined financial statements of the combined entities has been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs") and International Financial Reporting Standards ("IFRSs").

The combined financial statements consist of the financial statements of combining entities as disclosed in Note 1(c) to this report, which were under common control throughout the reporting years by virtue of common controlling by shareholders.

The combined financial statements have been prepared using financial information obtained from the records of the combining entities during the reporting years.

The combined financial statements of the combining entities have been prepared under the historical cost convention, unless otherwise indicated in the combined financial statements.

Adoption of amended to MFRS

The combining entities adopted the following amendments to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") during the financial year:

Amendments to MFRS 121	The effect of changes in foreign exchange rate: Lack of Exchangeability

The adoption of the amendments to MFRSs did not have any significant impact on the combined financial statements of the combining entities.

Standards issued but not yet effective

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

		Effective dates for financial periods beginning on or after
Amendments to MFRS 9 and MFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to MFRS 1, Amendments to MFRS 7, Amendments to MFRS 9, Amendments to MFRS 10 and Amendments to MFRS 107	Annual Improvements - Volume 11	1 January 2026

2. **Basis of preparation (Cont'd)**

(a) **Statement of compliance (Cont'd)**

Standards issued but not yet effective (Cont'd)

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

		Effective dates for financial periods beginning on or after
Amendments to MFRS 9 and MFRS 7	Contract Referencing Nature-dependent Electricity	1 January 2026
MFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
MFRS 19 and Amendments to MFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to MFRS 121	Translation to a Hyperinflationary Presentation Currency	1 January 2027
Amendments to MFRS 128	Amendments to the Fair Value Option for Investments in Associates or Joint Ventures	1 January 2027
MFRS 20	Regulatory Assets and Regulatory Liabilities	1 January 2029
Amendments to MFRS 10 and MFRS 128	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

The initial applications of the above-mentioned new and amendments to MFRSs are not expected to have any significant impacts on the financial statements of the combining entities ,except for the new disclosures required under MFRS 18. Further details on MFRS 18 are discussed below:

2. **Basis of preparation (Cont'd)**

(a) **Statement of compliance (Cont'd)**

Standards issued but not yet effective (Cont'd)

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 will replace MFRS 101 Presentation of Financial Statements, which retains the majority of the requirements of MFRS 101 and complementing them with new requirements. In addition, narrow-scope amendments have been made to MFRS 107 Statement of Cash Flows and some requirements of MFRS 101 have been moved to the new MFRS 108 Basis of Preparation of Financial Statements.

MFRS 18 introduces key new requirements as follows:

(i) Statement of profit or loss and other comprehensive income:

The standard requires reclassification of all income and expenses within the statement of profit or loss into five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. The standard also requires to present a newly-defined operating profit subtotal, and the net profit will not change.

(ii) Statement of cash flows

The standard requires to disclose the starting point for cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and the optionality around classification of cash flows from dividends and interest are removed.

(iii) Management-defined performance measures ("MPMs")

The standard requires MPMs are disclosed in a single note in the financial statements and enhanced guidance is provided on aggregation and disaggregation of financial information.

The combining entities are currently assessing the impact of MFRS 18, particularly with respect to the structure of the statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The combining entities are also assessing the impact on aggregation and disaggregation on how information is grouped in the financial statements.

2. **Basis of preparation (Cont'd)**

(b) **Functional and presentation currency**

These combined financial statements are presented in Ringgit Malaysia ("RM"), which is the combined entities' functional currency. All financial information is presented in RM and has been rounded to the nearest RM except when otherwise stated.

(c) **Significant accounting judgements, estimates and assumptions**

The preparation of the combining entities' combined financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

The following are the judgements made by management in the process of applying the combining entities accounting policies that have the most significant effect on the amounts recognised in the combined financial statements.

Classification between investment property and property, plant and equipment

The combining entities have developed certain criteria based on MFRS 140 *Investment Property* in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes.

If these portions could be sold separately (or leased out separately under a finance lease), the combining entities would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are significant that a property does not qualify as investment property.

2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

Key sources of estimation uncertainty

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

Useful lives of property, plant and equipment, right-of-use ("ROU") assets and investment properties

The combining entities regularly review the estimated useful lives of property, plant and equipment, ROU assets and investment properties based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment, ROU assets and investment properties would increase the recorded depreciation and decrease the value of property, plant and equipment, ROU assets and investment properties.

Provision for expected credit loss of financial assets

The combining entities review the recoverability of their receivables at each reporting date to assess whether an impairment loss should be recognised. The impairment provisions for receivables are based on assumptions about risk of default and expected loss rates. The combining entities use judgement in making these assumptions and selecting the inputs to the impairment calculation, based on combining entities' past history, existing market conditions at the end of each reporting period.

The combining entities use a provision matrix to calculate expected credit loss for receivables. The provision rates are based on number of days past due.

The provision matrix is initially based on the combining entities' historical observed default rates. The combining entities will calibrate the matrix to adjust the historical credit loss experience. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit loss is a significant estimate.

Determination of transaction prices

The combining entities are required to determine the transaction price in respect of each of their contract with customers. In making such judgement the Group assesses the impact of any variable consideration in the contract due to discounts or penalties, the existence of any significant financing component and any non-cash consideration in the contract.

2. **Basis of preparation (Cont'd)**

(c) **Significant accounting judgements, estimates and assumptions (Cont'd)**

Key sources of estimation uncertainty (Cont'd)

Determination of transaction prices (Cont'd)

There is no significant financing as the period between the transfer of control of good or service to a customer and the payment date is always less than one year, and no non-cash consideration noted in the contracts with customers.

Income taxes

Judgement is involved in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The combining entities recognise liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(d) **Material accounting policy information**

The material accounting policy information is disclosed in the respective notes to the combined financial statements where relevant.

3. **Property, plant and equipment**

	Office equipment RM	Computer and software RM	Furniture and fittings RM	Security alarm RM	Motor vehicle RM	Renovation RM	Total RM
Cost							
At 1 July 2022	215,124	220,852	225,338	5,610	214,275	526,874	1,408,073
Additions	11,261	109,252	-	-	308,834	-	429,347
Disposal	-	-	-	-	(214,275)	-	(214,275)
Written off	(121,116)	(56,584)	(225,338)	(5,610)	-	(466,664)	(875,312)
At 30 June 2023	105,269	273,520	-	-	308,834	60,210	747,833
Additions	12,659	88,779	721,254	-	-	564,465	1,387,157
At 30 June 2024	117,928	362,299	721,254	-	308,834	624,675	2,134,990
Additions	-	50,892	-	-	-	-	50,892
Written off	(17,694)	-	-	-	-	-	(17,694)
At 30 June 2025	100,234	413,191	721,254	-	308,834	624,675	2,168,188
Additions	2,215	59,234	1,558	-	-	-	63,007
Reclassification	-	-	-	-	1,485,512	-	1,485,512
At 30 June 2026	102,449	472,425	722,812	-	1,794,346	624,675	3,716,707

3. **Property, plant and equipment (Cont'd)**

	Office equipment RM	Computer and software RM	Furniture and fittings RM	Security alarm RM	Motor vehicle RM	Renovation RM	Total RM
Accumulated depreciation							
At 1 July 2022	94,479	121,452	148,817	5,610	214,275	202,191	786,824
Charge for the financial year	18,818	46,542	19,521	-	46,327	51,467	182,675
Disposal	-	-	-	-	(214,275)	-	(214,275)
Written off	(77,723)	(43,148)	(168,338)	(5,610)	-	(226,565)	(521,384)
At 30 June 2023	35,574	124,846	-	-	46,327	27,093	233,840
Charge for the financial year	11,815	60,117	30,683	-	61,767	29,541	193,923
At 30 June 2024	47,389	184,963	30,683	-	108,094	56,634	427,763
Charge for the financial year	10,573	57,768	72,126	-	61,767	62,468	264,702
Written off	(17,008)	-	-	-	-	-	(17,008)
At 30 June 2025	40,954	242,731	102,809	-	169,861	119,102	675,457
Charge for the financial year	10,503	61,229	73,684	-	210,319	62,468	418,203
Reclassification	-	-	-	-	792,273	-	792,273
At 30 June 2026	51,457	303,960	176,493	-	1,172,453	181,570	1,885,933
Carrying amount							
At 30 June 2026	50,992	168,465	546,319	-	621,893	443,105	1,830,774
At 30 June 2025	59,280	170,460	618,445	-	138,973	505,573	1,492,731
At 30 June 2024	70,539	177,336	690,571	-	200,740	568,041	1,707,227
At 30 June 2023	69,695	148,674	-	-	262,507	33,117	513,993

3. **Property, plant and equipment (Cont'd)**

Material accounting policy information

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

Depreciation is recognised in the profit or loss on straight-line method in order to write off the cost of each asset to its residual value over its estimated useful lives.

The estimated useful lives for the current and comparative periods are as follows:

Office equipment	10%
Computer and software	20%
Furniture and fittings	10%
Security alarm	10%
Motor vehicle	20%
Renovation	10%

4. **Right-of-use assets**

	Leasehold land and building RM	**Motor vehicles RM**	**Total RM**
Cost			
At 1 July 2022	1,950,000	1,103,519	3,053,519
Additional	-	1,485,512	1,485,512
Disposal	-	(1,103,519)	(1,103,519)
At 30 June 2023	1,950,000	1,485,512	3,435,512
Addition	3,676,000	-	3,676,000
At 30 June 2024/ 30 June 2025	5,626,000	1,485,512	7,111,512
Reclassification	-	(1,485,512)	(1,485,512)
At 30 June 2026	5,626,000	-	5,626,000
Accumulated depreciation			
At 1 July 2022	34,470	657,321	691,791
Charge for the financial year	35,487	215,843	251,330
Disposal	-	(823,647)	(823,647)
At 30 June 2023	69,957	49,517	119,474
Charge for the financial year	35,487	297,103	332,590
At 30 June 2024	105,444	346,620	452,064
Charge for the financial year	79,699	297,102	376,801
At 30 June 2025	185,143	643,722	828,865
Charge for the financial year	61,913	148,551	210,464
Reclassification	-	(792,273)	(792,273)
At 30 June 2026	247,056	-	247,056

4. **Right-of-use assets (Cont'd)**

	Leasehold land and building RM	Motor vehicles RM	Total RM
Carrying amount			
At 30 June 2026	5,378,944	-	5,378,944
At 30 June 2025	5,440,857	841,790	6,282,647
At 30 June 2024	5,520,556	1,138,892	6,659,448
At 30 June 2023	1,880,043	1,435,995	3,316,038

(a) Leasehold land and building of the combining entities amounting to RM1,820,952 (30.6.2025: RM1,840,649, 30.6.2024: RM1,860,346, 30.6.2023: RM1,880,043) is held in trust by the a Director of the combining entities.

(b) The leasehold land was not separable from its leasehold building. Hence, depreciation was charged at the aggregate amount of leasehold land and building.

(c) The net carrying amount of the combining entities' right-of-use assets that pledged as security for the borrowing are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Leasehold land and building	-	-	5,520,556	1,880,043

(d) Material accounting policy information

The combining entities recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost less accumulated depreciation and impairment loss and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the earlier of their estimated useful lives or the end of the lease term.

The estimated useful lives for the current and comparative periods are as follows:

Leasehold land and building	Over the lease term
Motor vehicles	20%

5. **Investment properties**

	Freehold land and building RM	Leasehold buildings RM	Total RM
Cost			
At 1 July 2022/ 30 June 2023/ 30 June 2024	1,330,000	1,016,000	2,346,000
Disposal	(1,330,000)	-	(1,330,000)
At 30 June 2025/ 30 June 2026	-	1,016,000	1,016,000
Accumulated depreciation			
At 1 July 2022	216,790	123,744	340,534
Charge for the financial year	26,600	15,164	41,764
At 30 June 2023	243,390	138,908	382,298
Charge for the financial year	26,600	15,165	41,765
At 30 June 2024	269,990	154,073	424,063
Charge for the financial year	19,950	15,164	35,114
Disposal	(289,940)	-	(289,940)
At 30 June 2025	-	169,237	169,237
Charge for the financial year	-	15,164	15,164
At 30 June 2026	-	184,401	184,401
Accumulated impairment losses			
At 1 July 2022	33,210	-	33,210
Reversal for the financial year	(26,600)	-	(26,600)
At 30 June 2023	6,610	-	6,610
Reversal for the financial year	(6,610)	-	(6,610)
At 30 June 2024	-	-	-
Impairment for the financial year	-	41,824	41,824
At 30 June 2025	-	41,824	41,824
Reversal for the financial year	-	(25,170)	(25,170)
At 30 June 2026	-	16,654	16,654
Carrying amount			
At 30 June 2026	-	814,945	814,945
At 30 June 2025	-	804,939	804,939
At 30 June 2024	1,060,010	861,927	1,921,937
At 30 June 2023	1,080,000	877,092	1,957,092

5. **Investment properties (Cont'd)**

(a) In previous financial years, freehold land and building of the combining entities are held in trust by the Director of the combining entities, the ownership of land titles of the combining entities are pending issuance by the relevant authorities.

During the financial year ended 30 June 2025, freehold land and building were disposed for total consideration of RM1,350,000.

(b) The freehold land of the combining entities was not separable from its freehold building. Hence, depreciation was charged at the aggregate amount of freehold land and building.

(c) Investment properties under leases

Investment properties comprise of freehold land and leasehold building that are leased to third parties. Each of the leases contains a cancellable period ranged for 1 year. Subsequent renewals are negotiated with the lessee on an average renewal period of 1 year. No contingent rents are charged.

(d) Income and expenses recognised in profit or loss

	30.6.2026	**30.6.2025**	**30.6.2024**	**30.6.2023**
	RM	**RM**	**RM**	**RM**
Rental income	23,100	28,800	32,900	39,900
Direct operating expenses	(12,493)	(20,618)	(11,980)	(14,687)

(e) Investment properties pledged as securities to financial institutions

The investment properties of the combining entities have been pledged as securities for borrowings as disclosed in Note 15 to combined financial statements.

(f) Fair value measurement

The fair values of the investment properties of the combining entities were estimated by the Director based on the recent transacted prices in the market of properties with similar condition and location. In estimating the fair value of the investment properties, the highest and best use of the investment properties are its current use.

Fair value measurements of the investment properties were categories as follows:

	30.6.2026	**30.6.2025**	**30.6.2024**	**30.6.2023**
	RM	**RM**	**RM**	**RM**
Level 2				
Freehold land and building	-	-	1,100,000	1,080,000
Leasehold buildings	820,000	820,000	1,060,000	1,060,000

5. **Investment properties (Cont'd)**

(f) Fair value measurement (Cont'd)

Level 2 Fair value

Level 2 fair value of lands and buildings have been generally derived by using sales comparison approach. Sales price of comparable properties in close proximity are adjusted for differences in key attributes such a property site. The most significant input into this valuation approach is price per square foot of comparable properties

(g) Material accounting policy information

Investment properties measured at cost, including transaction costs, less any accumulated depreciation and impairment losses.

Investment properties are depreciated on a straight-line basis to write down the cost of each asset to their residual values over their estimated useful life. The principal annual depreciation rate are:

Freehold land and buildings	50 years
Leasehold buildings	99 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

6. **Other investment**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Current				
Financial asset at FVTPL				
Unit trust	-	-	17	17

Financial asset at FVTPL include investment in unit trust. Fair values of these equity shares are determined by reference to published price in an active market.

7. **Trade receivables**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Trade receivables	3,737,180	7,641,525	2,415,184	5,470,284
Less: Allowance for ECLs	(341,422)	(335,809)	-	-
	3,395,758	7,305,716	2,415,184	5,470,284

7. **Trade receivables (Cont'd)**

The movement in allowance for ECLs are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
At beginning of the financial years	335,809	-	-	-
Allowance for ECLs	73,522	335,809	-	-
Reversal of allowance for ECLs	(67,909)	-	-	-
At end of the financial years	341,422	335,809	-	-

Trade receivables of the combining entities are non-interest bearing and are generally on cash term to 60 days (30.6.2025: cash term to 60 days, 30.6.2024: cash term to 60 days and 30.6.2023: cash term to 60 days) term. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The following tables provide information about the exposure to credit risk and allowance for ECLs for trade receivables:

	Gross amount RM	ECLs RM	Net amount RM
30.6.2026			
Not past due	3,054,963	-	3,054,963
Past due:			
Less than 30 days	247,263	-	247,263
31 to 60 days	28,000	-	28,000
61 to 90 days	790	-	790
More than 90 days	406,164	(341,422)	64,742
	3,737,180	(341,422)	3,395,758
30.6.2025			
Not past due	5,528,475	-	5,528,475
Past due:			
Less than 30 days	1,574,652	-	1,574,652
31 to 60 days	114,793	-	114,793
More than 90 days	423,605	(335,809)	87,796
	7,641,525	(335,809)	7,305,716
30.6.2024			
Not past due	908,764	-	908,764
Past due:			
Less than 30 days	206,825	-	206,825
31 to 60 days	205,074	-	205,074
61 to 90 days	793,968	-	793,968
More than 90 days	300,553	-	300,553
	2,415,184	-	2,415,184

7. **Trade receivables (Cont'd)**

The following tables provide information about the exposure to credit risk and allowance for ECLs for trade receivables: (Cont'd)

	Gross amount RM	ECLs RM	Net amount RM
30.6.2023			
Not past due	3,570,766	-	3,570,766
Past due:			
Less than 30 days	1,683,359	-	1,683,359
31 to 60 days	50,429	-	50,429
61 to 90 days	9,630	-	9,630
More than 90 days	156,100	-	156,100
	5,470,284	-	5,470,284

8. **Other receivables**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Non-trade receivable	47,735	576,011	-	-
Advance to suppliers	6,371,962	2,188,547	6,254,598	1,418,924
Deposits	20,791	20,991	16,118	2,305,450
Prepayments	1,788,590	100,793	102,940	3,040
	8,229,078	2,886,342	6,373,656	3,727,414

Included in the non-trade receivable is refundable premium amounted to RMNil (30.6.2025: RM103,264, 30.6.2024: RMNil and 30.6.2023: RMNil) paid for Takaful Insurance Policy taken up in respect of the life of the combining entities' Director, as a security for the banking facilities granted to the combining entities, as disclosed in Note 15 to the combined financial statements.

Included in the non-trade receivable is RMNil (30.6.2025: RM472,747, 30.6.2024: RMNil and 30.6.2023: RMNil) being consideration receivable from disposal of investment property.

Advance to suppliers includes advance paid for airfare, accommodation and ground tour arrangement and referral fees for MM2H programme.

Included in the deposits is an amount of RMNil (30.6.2025: RMNil, 30.6.2024: RMNil and 30.6.2023: RM2,294,900) which is the earnest deposit for purchase of properties.

Included in the non-trade receivables is an amount RM37,505 (30.6.2025: RMNil, 30.6.2024: RMNil, 30.6.2023: RMNil) pledged as securities for the purpose of the tender project with state government

9. **Contract assets/(liabilities)**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Contract assets				
At the beginning of the financial years	1,101,527	-	-	-
Addition	3,811,853	1,101,527	-	-
Billing issued during the financial years	(1,101,527)	-	-	-
At end of the financial years	3,811,853	1,101,527	-	-
Contract liabilities				
At beginning of the financial years	5,310,922	11,691,510	5,402,964	4,427,011
Deferred during the years	6,422,306	4,958,107	11,691,510	5,402,964
Recognised as revenue	(5,043,023)	(11,338,695)	(5,402,964)	(4,427,011)
At end of the financial years	6,690,205	5,310,922	11,691,510	5,402,964

Included in contract assets are the obligation performed but not billed during the financial year.

The following table provide information about the exposure to credit risk and allowance for contract assets as the combining entities to have similar risk nature with trade receivables:

	Gross amount RM	ECLs RM	Net amount RM
30.6.2026			
Not past due	3,811,853	-	3,811,853
30.6.2025			
Not past due	1,101,527	-	1,101,527

Included in contract liabilities is the refundable advance received relating to tour packages rendered and event consultation services.

Revenue expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially satisfied) at the reporting date are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Within 1 year	6,690,205	5,310,922	11,691,510	5,402,964

Material accounting policy information

Contract assets represent the combining entities' right to consideration for work performed but not yet billed as of the reporting date. Contract assets will be reclassified to trade receivables once the rights become unconditional, typically upon issue of billing to the customers.

9. **Contract assets/(liabilities) (Cont'd)**

Material accounting policy information (Cont'd)

Contract liabilities is the obligation to transfer services to customers for which the combining entities have received the consideration or has billed the customers. The combining entities' contract liability is the excess of the billing to date over the revenue recognised. Contract liabilities are recognised as revenue when the combining entities performs its obligation under the contracts.

10. **Amount due from a Director**

The amount due from a Director is non-trade in nature, unsecured, non-interest bearing and repayable upon demand.

11. **Fixed deposits with licensed banks**

The interest rate of fixed deposits with licensed banks of the combining entities ranged from 1.95% to 2.60% (30.6.2025: 2.45% to 2.60%, 30.6.2024: 2.80% and 30.6.2023: 1.85%) per annum.

Fixed deposits with licensed banks of the combining entities amounting to RM393,633 (30.6.2025: RM37,896, 30.6.2024: RM37,896 and 30.6.2023: RM36,307) are pledged to licensed banks as securities as follows:

(i) Facilities granted by a licensed bank to the combining entities
(ii) Malaysia My Second Home ("MM2H") programme
(iii) Tender project with state government

Included in the fixed deposits with licensed banks of the combining entities an amount of RM200,000 (30.6.2025: RM200,000, 30.6.2024: RMNil and 30.6.2023: RMNil) is held in trust by a former Director of a combining entity and pledged to bank as security for Malaysia My Second Home ("MM2H") programme.

Included in the fixed deposits with licensed banks of the combining entities is an amount RM155,450 (30.6.2025: RM271,452, 30.6.2024: RM207,288 and 30.6.2023: RM155,055) are held in trust by a Director of the combining entities and are pledged as securities for the purpose of the tender project with state government.

12. Cash and bank balances

The foreign currency profile of cash and bank balances are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Euro Dollar ("EUR")	154,067	98,726	1,390	1,392
United States Dollar ("USD")	288,655	1,053,402	241,938	5,671
British Pound ("GBP")	24,026	24,994	611	-
Chinese Yuan ("CNY")	174,987	22,607	-	-
Singapore Dollar ("SGD")	21,403	30,511	-	-

13. Share capital

	Number of ordinary shares			
	30.6.2026 Units	30.6.2025 Units	30.6.2024 Units	30.6.2023 Units
Issued and fully paid:				
At beginning of the financial years	-	-	-	-
Addition	100	-	-	-
At end of the financial years	100	-	-	-

	Amount			
	RM	RM	RM	RM
Issued and fully paid:				
At beginning of the financial years	-	-	-	-
Addition	100	-	-	-
At end of the financial years	100	-	-	-

On 20 August 2025, YGM was incorporated with a paid-up share capital of RM100 comprising 100 ordinary shares that was subscribed as subscriber's share on the date of incorporation.

The holder of ordinary shares is entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the combining entities. All ordinary shares rank equally with regards to the combining entities' residual assets.

14. Invested equity

	Number of ordinary shares			
	30.6.2026 Units	30.6.2025 Units	30.6.2024 Units	30.6.2023 Units
Issued and fully paid:				
Brought forward	2,700,000	2,700,000	1,200,000	1,000,000
Issuance of ordinary shares		-	1,500,000	200,000
Carried forward	2,700,000	2,700,000	2,700,000	1,200,000

14. Invested equity (Cont'd)

	Amount			
	30.6.2026	**30.6.2025**	**30.6.2024**	**30.6.2023**
	RM	**RM**	**RM**	**RM**
Issued and fully paid:				
Brought forward	2,700,000	2,700,000	1,200,000	1,000,000
Issuance of ordinary shares	-	-	1,500,000	200,000
Carried forward	2,700,000	2,700,000	2,700,000	1,200,000

On 16 May 2023, the combining entities issued 200,000 new ordinary shares of RM1 each for a total consideration of RM200,000 for working capital purposes.

On 21 February 2024, the combining entities issued 1,500,000 new ordinary shares of RM1 each for a total consideration of RM1,500,000 for working capital purposes.

The new ordinary shares issued in the previous financial years shall rank pari passu in all respect with the existing ordinary shares of the combining entities.

The holder of ordinary shares is entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the combining entities. All ordinary shares rank equally with regards to the combining entities' residual assets.

15. Borrowings

	30.6.2026	**30.6.2025**	**30.6.2024**	**30.6.2023**
	RM	**RM**	**RM**	**RM**
Secured				
Term loans	359,922	699,318	4,634,035	3,658,763
Non-current				
Term loans	337,573	360,988	4,234,892	3,252,935
Current				
Term loans	22,349	338,330	399,143	405,828
	359,922	699,318	4,634,035	3,658,763

The repayment terms of the borrowings are as follow:

(i) Term loans are repayable by 120 to 300 (30.6.2025: 66 to 300, 30.6.2024: 66 to 300 and 30.6.2023: 66 to 300) monthly instalments.

The bank borrowings are secured by the following:

(i) Personal guarantees by Director of the combining entities;
(ii) Corporate guarantee by Syarikat Jaminan Pembiayaan Berhad;
(iii) Legal charge over the leasehold land and building and investment properties;
(iv) Pledged of fixed deposit with a licensed bank; and
(v) Absolute assignment of Takaful Insurance Policy taken up in respect of the Director of the combining entities as disclosed in Note 8 to the combined financial statements.

15. **Borrowings (Cont'd)**

The average effective interest rates per annum of the borrowing are as follow:

	30.6.2026 %	30.6.2025 %	30.6.2024 %	30.6.2023 %
Term loans	4.25 - 9.95	4.30 - 10.20	4.30 - 10.20	3.49 - 10.20

16. **Lease liabilities**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Non-current	-	-	490,090	643,289
Current	-	490,260	152,787	144,918
	-	490,260	642,877	788,207

The maturity analysis of lease liabilities at the end of the reporting periods:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Within 1 year	-	525,000	180,000	180,000
Between 1 to 5 years	-	-	524,516	704,928
	-	525,000	704,516	884,928
Less: Future finance charges	-	(34,740)	(61,639)	(96,721)
Present value of lease liabilities	-	490,260	642,877	788,207

The combining entities lease motor vehicles. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

Material accounting policy information

(i) Lease and non-lease component

At inception or on reassessment of a contract that contains a lease component, the combining entities allocate the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the combining entities are a lessee, the combining entities have elected not to separate non-lease component and will instead account for the lease and non-lease component as a single lease component.

(ii) Recognition exemption

All leases are accounted for by recognising right-of-use assets and lease liabilities except for:

(a) Lease of low value assets; and
(b) Lease with a duration of twelve (12) months or less.

17. **Deferred tax (assets)/liabilities**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Brought forward	22,000	100,000	53,000	(101,000)
Recognised in profit or loss	16,000	(78,000)	47,000	154,000
Carried forward	38,000	22,000	100,000	53,000

The net deferred tax (asset)/liabilities shown on the combined statements of financial position after appropriate offsetting are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Deferred tax liabilities	120,000	103,000	100,000	53,000
Deferred tax assets	(82,000)	(81,000)	-	-
	38,000	22,000	100,000	53,000

The balance of deferred tax (assets)/liabilities are made up of tax effect on temporary differences arising from:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Property, plant and equipment, right-of-use asset and investment properties	120,000	103,000	100,000	53,000
Provision	(82,000)	(81,000)	-	-
	38,000	22,000	100,000	53,000

18. **Trade payables**

The normal trade credit terms granted to the combining entities is cash term to 15 days (30.6.2025: cash term to 15 days, 30.6.2024: cash term to 15 days, 30.6.2023: cash term to 15 days).

Included in the trade payables of the combining entities an amount of RMNil (30.6.2025: RMNil, 30.6.2024: RM72,080 and 30.6.2023: RMNil) are amount due to a company in which person connected to a key management personnel have interest.

18. **Trade payables (Cont'd)**

The foreign currency profile of trade payables are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
EUR	685,016	748,051	-	308,454
USD	25,282	52,696	-	8,648
Japanese Yen ("JPY")	6,727	4,249	-	72,108
Indonesian Rupiah ("IDR")	2,233	-	224,377	-
Thai Bath ("THB")	-	13,650	-	-
Australian Dollar ("AUD")	-	40,099	-	-
CNY	107,014	218,129	-	-
Confoederatio Helvetica Franc ("CHF")	109,371	-	-	-

19. **Other payables**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Non-trade payables	1,263,494	955,278	144,475	12,093
Accruals	791,293	885,497	967,080	1,346,540
Deposits received	43,500	27,900	-	3,750
Dividend payable	-	-	2,334,090	-
SST Payables	9,106	-	-	-
	2,107,393	1,868,675	3,445,645	1,362,383

During the financial year ended 2025, included in non-trade payables of the combining entities is an amount of RM24,910 related to amount due to Director.

20. **Revenue**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Revenue from contracts with customer				
Provision of customised incentive travel solutions	58,427,244	69,369,104	47,512,929	40,744,522
Provision of event planning and management solutions	8,602,490	6,104,513	116,030	640,950
Provision of MM2H solutions	113,818	-	-	-
	67,143,552	75,473,617	47,628,959	41,385,472
Timing of revenue recognition				
At point in time	64,002,769	75,473,617	47,628,959	41,385,472
Over time	3,140,783	-	-	-
	67,143,552	75,473,617	47,628,959	41,385,472

20. **Revenue (Cont'd)**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Geographical market				
Malaysia	66,627,310	75,473,617	45,862,044	40,971,127
China	402,424	-	1,766,915	414,345
Indonesia	54,572	-	-	-
Taiwan	59,246	-	-	-
	67,143,552	75,473,617	47,628,959	41,385,472

Material accounting policy information

Provision of customised incentive travel solution

Revenue from services is recognised in the reporting period at point in time based on commencement date of the tour and when the combining entities have a present right to payment for the services.

Provision of event planning and management solution

Revenue from single-event planning and management services is recognised at a point in time, when services have been transferred to and accepted by customers, net of any discounts.

Revenue from large-scale, multi-phase event planning and management services is recognised over time as the Company satisfied its performance obligation and the customer simultaneously receives and consumes the benefit provided by the Company's services and the Company's services and the Company has an enforceable right to payment for performance completed to date. Revenue from large-scale, multi-phase event planning and management services is recognised over the period of the contract using the input method based on the proportion of cost incurred to date for work performed up to the end of the reporting period as a percentage of estimated total cost of project.

Provision of MM2H solution

Revenue from service is recognised in the reporting period at point in time based on success application on MM2H programme and when the Company have present right to payment for the services.

21. **Finance income/Finance costs**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Finance income				
Interest income from:				
- Bank balances	96,471	92,630	1,108	840
- Fixed deposits with licensed banks	3,291	5,967	4,836	1,083
- Unwinding interest	16,220	3,405	-	-
	115,982	102,002	5,944	1,923

21. Finance income/Finance costs (Cont'd)

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Finance costs				
Interest expense on:				
- Term loans	23,319	180,597	204,824	125,751
- Lease liabilities	12,728	27,383	34,670	14,189
- Keyman insurance	-	39,024	-	-
	36,047	247,004	239,494	139,940

22. Profit before tax

Profit before tax is determined after charging/(crediting) amongst other, the following items:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Auditors' remuneration	90,000	48,000	30,000	16,000
Allowance for ECLs on trade receivables	73,522	335,809	-	-
Depreciation of property, plant and equipment	418,203	264,702	193,923	182,675
Depreciation of right-of-use assets	210,464	376,801	332,590	251,330
Depreciation of investment properties	15,164	35,114	41,765	41,764
Gain on disposal of property, plant and equipment	-	-	-	(64,000)
Dividend income	-	(55,059)	-	-
Gain on disposal of investment properties	-	(309,940)	-	-
Gain on disposal of right-of-use assets	-	-	-	(423,128)
(Gain)/Loss on foreign exchange				
- realised	(3,784)	(279)	347	(8)
- unrealised	113,067	17,375	(29,716)	-
Goodwill written off	-	13,894	-	-
Government subsidy (a)	-	-	(2,070)	(18,060)
Lease expenses related to:				
- low value assets (b)	11,125	19,117	18,246	14,662
Property, plant and equipment written off	-	686	-	353,928
Reversal of allowance for ECLs on trade receivables	(67,909)	-	-	-
(Reversal)/Provision of impairment loss on investment properties	(25,170)	41,824	(6,610)	(26,600)
Rental income	(143,070)	(129,415)	(131,350)	(46,500)
Other income:				
- credit card rebates	(48,849)	(72,193)	(31,657)	-

(a) Government subsidy consist of hiring incentives from program Penjana Kerjaya and wage subsidy received from the government.

22. Profit before tax (Cont'd)

(b) The combining entities lease a number of equipment with contract terms of more than one year. These leases are lease of low value items. The combining entities have elected not to recognise right-of-use assets and lease liabilities for these leases.

23. Tax expenses

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Tax expenses recognised in profit or loss				
Current tax				
Current financial years provision	2,616,033	2,619,812	1,638,852	1,479,369
(Over)/Under provision in prior financial years	(42,631)	134,092	-	-
	2,573,402	2,753,904	1,638,852	1,479,369
Deferred tax				
Originating and reversal of temporary differences	16,000	(90,000)	47,000	154,000
Under provision in prior financial years	-	12,000	-	-
	16,000	(78,000)	47,000	154,000
	2,589,402	2,675,904	1,685,852	1,633,369

A reconciliation of income tax expenses applicable to profit before tax at the statutory tax rate to income tax expenses at the effective income tax of the combining entities are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Profit before tax	10,123,526	10,017,465	6,884,530	6,766,595
At Malaysian statutory tax rate of 24% (30.6.2025: 24%, 30.6.2024: 24% 30.6.2023: 24%)	2,429,646	2,404,192	1,652,287	1,623,983
Change in tax rate for first and second tranche of chargeable income	-	-	(45,000)	(45,000)
Deferred tax assets not recognised	4,304	-		
Expenses not deductible for tax purposes	207,594	200,823	79,062	166,803
Income not subject to tax	(9,511)	(75,203)	(497)	(112,417)
(Over)/Under provision of current tax in prior financial year	(42,631)	134,092	-	-
Under provision of deferred tax in prior financial year	-	12,000	-	-
	2,589,402	2,675,904	1,685,852	1,633,369

23. **Tax expenses (Cont'd)**

Deferred tax asset not recognised

Deferred tax assets has not been recognised in respect of the following (gross amount) due to uncertainty of their recoverability:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Unutilised business loss	17,934	-	-	-

Unutilised business loss for which no deferred tax asset was recognised will expire at the following year of assessment ("YA"):

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Year of assessment 2036	17,934	-	-	-

In accordance with the provisions of the Finance Act 2021, the unutilised business losses are available for utilisation in the next ten consecutive years from when it was incurred, for which, any excess at the end of the tenth consecutive years, shall be disregarded.

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset.

24. **Earnings per share**

(a) Basic earnings per share

The basic earnings per share are calculated based on the combined profit for the financial year attributable to owners of the combining entities and the weighted average number of ordinary shares in issue as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Profit attributable to owners of the combining entities	7,534,124	7,342,761	5,198,678	5,133,226
Enlarged number of ordinary shares (units)	530,000,000	530,000,000	530,000,000	530,000,000
Basic earnings per ordinary share (sen)	1.42	1.39	0.98	0.97

*Based on the assumption of proposed existing issued and enlarged share capital upon internal Reorganisation and Completion of the Listing and public issue.

24. Earnings per share (Cont'd)

(b) Diluted earnings per share

The diluted earnings per share is equivalents to the basic earnings per shares as the Combining entities does not have any dilutive potential ordinary shares outstanding as at the end of the reporting date.

25. Dividends

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Dividends recognised as distribution to owner of the combining entities:				
In respect of the financial year ended 30 June 2024:				
Interim single-tier dividend of RM0.08 per ordinary share declared on 29 August 2023 and paid on 30 August 2023		-	100,000	-
Interim single-tier dividend of RM0.25 per ordinary share declared on 29 August 2023 and paid on 21 November 2023		-	300,000	-
Interim single-tier dividend of RM0.16 per ordinary share declared on 29 August 2023 and paid on 6 December 2023		-	200,000	-
Interim single-tier dividend of RM0.33 per ordinary share declared on 29 August 2023 and paid on 26 December 2023		-	400,000	-
Interim single-tier dividend of RM0.08 per ordinary share declared and paid on 19 February 2024		-	100,000	-
Interim single-tier dividend of RM0.04 per ordinary share declared and paid on 19 March 2024		-	100,000	-
Interim single-tier dividend of RM2.48 per ordinary share declared and paid on 26 June 2024		-	6,692,760	-

25. **Dividends (Cont'd)**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Dividends recognised as distribution to owner of the combining entities: (Cont'd)				
In respect of the financial year ended 30 June 2026:				
Interim single-tier dividend of RM1.48 per ordinary share declared and paid on 19 January 2026	4,000,000	-	-	-
	4,000,000	-	7,892,760	-

The Board of Directors do not recommend any final dividend in respect of the current financial year.

26. **Staff costs**

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Salaries and other emoluments	3,787,570	3,258,468	2,765,423	2,724,163
Defined contribution plans	422,082	292,043	270,698	194,617
Social security contributions	40,317	33,244	28,946	17,070
Other benefits	137,978	231,162	182,131	223,409
	4,387,947	3,814,917	3,247,198	3,159,259

Included in staff cost is aggregate amount of remuneration received and receivable by the Directors of the combining entities during the financial years are as below:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Salaries and other emoluments	835,104	464,892	430,952	360,543
Defined contribution plans	94,400	52,800	50,400	35,767
Social security contributions	2,786	1,566	1,159	1,120
	932,290	519,258	482,511	397,430

27. **Related party disclosures**

(a) Identifying related parties

For the purposes of these financial statements, parties are considered to be related to the combining entities if the combining entities has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the combining entities and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the combining entities either directly or indirectly. The key management personnel comprise the Director and management personnel of the combining entities, having authority and responsibility for planning, directing and controlling the activities of the combining entities directly or indirectly.

(b) Significant related party transactions

Related party transactions have been entered into the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statement, the significant related party transactions of the Company are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Transaction with a company in which a person connected to a Director has interest				
- Service rendered for event set up provided to	(460,057)		-	-
- Service rendered for event set up provided by	-	241,606	-	-
Transaction with a company in which a person connected to key management personnel has interest				
- Service rendered for event set up provided by	-	-	121,922	26,285

(c) Remuneration of key management personnels

The remuneration of the Directors is disclosed in the Note 26 to the combined financial statements.

The remuneration of key management personnels are as follows:

27. **Related party disclosures**

(c) Remuneration of key management personnels

The remuneration of the Directors is disclosed in the Note 26 to the combined financial statements.

The remuneration of key management personnels are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Salaries and other emoluments	493,126	192,913	282,316	1,227,392
Defined contribution plans	58,237	24,000	28,800	27,750
Social security contributions	3,482	2,204	2,317	1,699
	554,845	219,117	313,433	1,256,841

28. **Segment information**

(a) Business segments

For management purposes, the combining entities are predominantly involved in the provision of consultation services in travel and events organising.

Management monitors the operating results of its business units separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the combined financial statements.

Information about operating segments has not been reported separately as the combining entities' revenue, profit or loss, assets and liabilities are mainly confined to a single operating segment.

(b) Geographic information

The Group operates in Malaysia. Revenue from external customers disclosed in geographical segments is based on the geographical location of its customers as disclosed in Note 20 to the financial statements.

(c) Information about major customers

The following are major customers with revenue equal to or more than 10% of the combined entities' total revenue:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Service rendered				
Customer A	-	-	-	5,031,497

29. Financial instruments

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost.

The following table analyses the financial assets and liabilities in the statement of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
At FVTPL				
Financial asset				
Other investment	-	-	17	17
At amortised cost				
Financial assets				
Trade receivables	3,395,758	7,305,716	2,415,184	5,470,284
Other receivables	68,526	597,002	16,118	2,305,450
Amount due from a Director	-	-	-	3,475,845
Fixed deposits with licensed banks	749,083	509,348	245,184	191,362
Cash and bank balances	7,237,850	4,876,241	10,176,889	2,080,553
	11,451,217	13,288,307	12,853,375	13,523,494
	11,451,217	13,288,307	12,853,392	13,523,511
At amortised cost				
Financial liabilities				
Borrowings	359,922	699,318	4,634,035	3,658,763
Lease liabilities	-	490,260	642,877	788,207
Trade payables	4,597,992	1,846,164	819,210	1,221,390
Other payables	2,098,287	1,868,675	3,445,645	1,362,383
	7,056,201	4,904,417	9,541,767	7,030,743

(b) Financial risk management objectives and policies

The combining entities' financial risk management policy is to ensure that adequate financial resources are available for the development of the combining entities' operation whilst managing its credit, liquidity and market risks. The combining entities operate within clearly defined guidelines that are approved by the Board and the combining entities' policy is not to engage in speculative transactions.

(i) Credit risk

Credit risk is the risk of a financial loss to the combining entities if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The combining entities' exposure to credit risk arises principally from trade and other receivables, amount due from a Director, fixed deposits with licensed banks and cash and bank balances. There are no significant changes as compared to previous financial years.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(i) Credit risk (Cont'd)

The combining entities have adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk by dealing with creditworthy counterparties and deposit with banks with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

At each reporting date, the combining entities assess whether any of the receivables are credit impaired.

The gross carrying amounts of credit impaired receivables are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when the combining entities determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, receivables and contract assets that are written off could still be subject to enforcement activities.

The carrying amounts of the financial assets recorded on the statement of financial position at the end of the financial years represent the combining entities' maximum exposure to credit risk.

Credit risk concentration

As at the end of the financial year, the combining entities had 3 customers (30.6.2025: 4, 30.6.2024: 2 and 30.6.2023: 2) that owed the combining entities more than 10% each and accounted approximately 69% (30.6.2025: 67%, 30.6.2024: 47% and 30.6.2023: 26%) of all the receivables outstanding.

There are no significant changes as compared to previous financial years.

(ii) Liquidity risk

Liquidity risk refers to the risk that the combining entities will encounter difficulty in meeting its financial obligations as they fall due. The combining entities' exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The combining entities funding requirement and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The combining entities finance its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the combining entities can be required to pay:

	On demand within 1 year RM	1 to 5 years RM	More than 5 years RM	Total contractual cash flows RM	Total carrying amount RM
30.6.2026					
Non-derivative financial liabilities					
Borrowings	37,620	132,898	315,235	485,753	359,922
Trade payables	4,597,992	-	-	4,597,992	4,597,992
Other payables	2,098,287	-	-	2,098,287	2,098,287
	6,733,899	132,898	315,235	7,182,032	7,056,201
Financial guarantee*	748,405	-	-	748,405	-
30.6.2025					
Non-derivative financial liabilities					
Borrowings	365,447	140,183	360,212	865,842	699,318
Lease liabilities	525,000	-	-	525,000	490,260
Trade payables	1,846,164	-	-	1,846,164	1,846,164
Other payables	1,868,675	-	-	1,868,675	1,868,675
	4,605,286	140,183	360,212	5,105,681	4,904,417
Financial guarantee*	471,452	-	-	471,452	-
30.6.2024					
Non-derivative financial liabilities					
Borrowings	611,781	1,740,807	4,278,829	6,631,417	4,634,035
Lease liabilities	180,000	524,516	-	704,516	642,877
Trade payables	819,210	-	-	819,210	819,210
Other payables	3,445,645	-	-	3,445,645	3,445,645
	5,056,636	2,265,323	4,278,829	11,600,788	9,541,767
Financial guarantee*	207,288	-	-	207,288	-

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

The following table analyses the remaining contractual maturity for financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the combining entities can be required to pay: (Cont'd)

	On demand within 1 year RM	1 to 5 years RM	More than 5 years RM	Total contractual cash flows RM	Total carrying amount RM
30.6.2023					
Non-derivative financial liabilities					
Borrowings	611,781	1,962,207	2,008,551	4,582,539	3,658,763
Lease liabilities	180,000	704,928	-	884,928	788,207
Trade payables	1,221,390	-	-	1,221,390	1,221,390
Other payables	1,362,383	-	-	1,362,383	1,362,383
	3,375,554	2,667,135	2,008,551	8,051,240	7,030,743
Financial guarantee*	155,055	-	-	155,055	-

* Based on the maximum amount that could be called for under the financial guarantee.

(iii) Market risk

(a) Foreign currency risk

The combining entities are exposed to foreign currency risk on transactions that are denominated in currencies other than the functional currency of the combining entities. The currencies giving rise to this risk are primarily EUR, USD, JPY, IDR, GBP, THB, AUD, CNY, CHF, SGD, United Arab Emirates Dirham ("AED"), and New Zealand Dollar ("NZD").

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(a) Foreign currency risk (Cont'd)

The combining entities's objectives is to mitigate foreign exchange exposure to an acceptable level against pre-determined limits and impact to the statements of profit or loss and other comprehensive income. The combining entities monitors its foreign currency denominated assets and liabilities and uses various hedging instruments such as forward instruments such as forward contracts and option structures as well as maintaining funds in foreign currencies at appropriate levels to support operating cash flows requirement. The combining entities' policy requires all transactions for hedging foreign currency exchange risk exposure be executed within the parameters approved by the Board of Directors.

The carrying amounts of the combining entities' foreign currency denominated financial asset and financial liability at the end of the reporting period are as follows:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
EUR				
Financial asset				
Cash and bank balances	154,067	98,726	1,390	1,392
Financial liability				
Trade payables	(685,016)	(748,051)	-	(308,454)
	(530,949)	(649,325)	1,390	(307,062)
USD				
Financial asset				
Cash and bank balances	288,655	1,053,402	241,938	5,671
Financial liability				
Trade payables	(25,282)	(52,696)	-	(8,648)
	263,373	1,000,706	241,938	(2,977)
JPY				
Financial liability				
Trade payables	(6,727)	(4,249)	-	(72,108)
IDR				
Financial liability				
Trade payables	(2,233)	-	(224,377)	-

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(a) Foreign currency risk (Cont'd)

The carrying amounts of the combining entities' foreign currency denominated financial asset and financial liability at the end of the reporting period are as follows: (Cont'd)

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
GBP				
Financial asset				
Cash and bank balances	24,026	24,994	611	-
THB				
Financial liability				
Trade payables	-	(13,650)	-	-
AUD				
Financial liability				
Trade payables	-	(40,099)	-	-
CNY				
Financial asset				
Cash and bank balances	174,987	22,607	-	-
Financial liability				
Trade payables	(107,014)	(218,129)	-	-
	67,973	(195,522)	-	-
CHF				
Financial liability				
Trade payables	(109,371)	-	-	-
SGD				
Financial asset				
Cash and bank balances	21,403	30,511	-	-

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(a) Foreign currency risk (Cont'd)

Foreign currency sensitivity analysis

The following table demonstrates the sensitivity of the combining entities' profit before tax to a reasonably possible change in the RM exchange rates against EUR, USD, JPY, IDR, GBP, THB, AUD, CNY, CHF and SGD with all other variables held constant, based on the financial assets and liabilities denominated in the respective foreign currencies.(Cont'd)

		Effect on profit before tax			
	Effect on profit/equity	**30.6.2026 RM**	**30.6.2025 RM**	**30.6.2024 RM**	**30.6.2023 RM**
EUR	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	(5,309)	(6,493)	14	(3,071)
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	5,309	6,493	(14)	3,071
USD	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	2,634	10,007	2,419	(30)
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	(2,634)	(10,007)	(2,419)	30
JPY	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	(67)	(42)	-	(721)
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	67	42	-	721
IDR	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	(22)	-	(2,244)	-
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	22	-	2,244	-

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(a) Foreign currency risk (Cont'd)

Foreign currency sensitivity analysis (Cont'd)

The following table demonstrates the sensitivity of the combining entities' profit before tax to a reasonably possible change in the RM exchange rates against EUR, USD, JPY, IDR, GBP, THB, AUD, CNY, CHF and SGD with all other variables held constant, based on the financial assets and liabilities denominated in the respective foreign currencies. (Cont'd)

		Effect on profit before tax			
	Effect on profit/equity	**30.6.2026 RM**	**30.6.2025 RM**	**30.6.2024 RM**	**30.6.2023 RM**
GBP	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	240	250	6	-
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	(240)	(250)	(6)	-
THB	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	-	(137)	-	-
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	-	137	-	-
AUD	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	-	(401)	-	-
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	-	401	-	-
CNY	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	680	(1,955)	-	-
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	(680)	1,955	-	-

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(a) Foreign currency risk (Cont'd)

Foreign currency sensitivity analysis (Cont'd)

The following table demonstrates the sensitivity of the combining entities' profit before tax to a reasonably possible change in the RM exchange rates against EUR, USD, JPY, IDR, GBP, THB, AUD, CNY, CHF and SGD with all other variables held constant, based on the financial assets and liabilities denominated in the respective foreign currencies. (Cont'd)

		Effect on profit before tax			
		30.6.2026	30.6.2025	30.6.2024	30.6.2023
	Effect on profit/equity	RM	RM	RM	RM
CHF	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	(1,094)	-	-	-
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	1,094	-	-	-
SGD	Strengthened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	214	305	-	-
	Weakened by 1% (30.6.2025: 1%, 30.6.2024: 1% and 30.6.2023: 1%)	(214)	(305)	-	-

Exposure to foreign exchange rate vary during the financial years depending on the volume of overseas transactions. Nonetheless, the analysis above considered to be representative of the combining entities' exposure to foreign currency risk, arising from the financial assets/liabilities denominated in the respective currencies.

(b) Interest rate risk

The combining entities' deposit placed with a licensed bank, lease liabilities and borrowings are exposed to a risk of change in its fair value due to changes in interest rates. The combining entities' variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(b) Interest rate risk (Cont'd)

The combining entities manage its interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The combining entities constantly monitor their interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The combining entities do not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

The interest rate profile of the combining entities' significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	30.6.2026 RM	30.6.2025 RM	30.6.2024 RM	30.6.2023 RM
Fixed rate instruments				
Financial asset				
Fixed deposits with licensed banks	749,083	509,348	245,184	191,362
Financial liability				
Lease liabilities	-	(490,260)	(642,877)	(788,207)
Net financial liability	749,083	19,088	(397,693)	(596,845)
Floating rate instrument				
Financial liability				
Borrowings	(359,922)	(699,318)	(4,634,035)	(3,658,763)

Fair value sensitivity analysis for fixed rate instruments

The combining entities do not account for any fixed rate financial asset and liability at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

29. **Financial instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risk (Cont'd)

(b) Interest rate risk (cont'd)

Cash flows sensitivity analysis for floating rate instruments

A change in 1% interest rate at the end of the reporting period would have increased/(decreased) the combining entities' profit before tax by RM3,599 (30.6.2025: RM6,993, 30.6.2024: RM46,340 and 30.6.2023: RM36,588), arising mainly as a result of lower/higher interest expense on floating rate borrowings. This analysis assumed that all other variables remain constant. The assumed movement in basis points for the interest rate sensitivity analysis based on the currently observable market environment.

30. **Financial guarantee**

`	**30.6.2026 RM**	**30.6.2025 RM**	**30.6.2024 RM**	**30.6.2023 RM**
Performance guarantee for the purpose of Malaysia My Second Home ("MM2H") Programme	400,000	200,000	-	-
Performance guarantee for the purpose of tender project with state government	348,405	271,452	207,288	155,055
	748,405	471,452	207,288	155,055

31. **Capital management**

The combining entities objective when managing capital is to safeguard the combining entities' ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholder and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the combining entities may adjust the amount of dividends paid to shareholder, return capital to shareholder, issue new shares or sells assets to reduce debt.

	30.6.2026 **RM**	**30.6.2025** **RM**	**30.6.2024** **RM**	**30.6.2023** **RM**
Borrowings	359,922	699,318	4,634,035	3,658,763
Lease liabilities	-	490,260	642,877	788,207
Total borrowings and lease liabilities	359,922	1,189,578	5,276,912	4,446,970
Total equity attributable to owner of the Company	16,710,283	13,183,906	5,841,145	7,035,227
Gearing ratio	0.02	0.09	0.90	0.63

There was no change in the combining entities' approach to capital management during the financial years.

The combining entities are not subject to any externally imposed capital requirements.

YES GROUP MANAGEMENT BERHAD
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

We, the undersigned, being the two of the Directors of the combining entities, do hereby state that, in the opinion of the Directors, the combined financial statements set out on pages 5 to 61 are drawn up in accordance with Malaysian Financial Reporting Standards and International Financial Reporting Standards so as to give a true and fair view of the combined financial position of the combining entities as at 30 June 2026, 30 June 2025, 30 June 2024 and 30 June 2023 and of their financial performance and cash flows for the financial years ended 30 June 2026, 30 June 2025, 30 June 2024 and 30 June 2023.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 19 October 2026.

ANGELA MAK SHAU KWAN	TOO WAI LOON

14. STATUTORY AND OTHER INFORMATION

14.1 SHARE CAPITAL

(i) As at LPD, our Company has only 1 class of shares, namely ordinary shares, all of which rank equally with one another. There are no special rights attached to our Shares.

(ii) None of the share capital of our Company or our subsidiaries are under any option or agreed conditionally or unconditionally to be put under any option as at the date of this Prospectus.

(iii) Save for the Pink Form Allocations as disclosed in Section 4.3.1(ii) of this Prospectus,

(a) no Director or employee of our Group has been or is entitled to be given or has exercised any options to subscribe for any share of our Company or our subsidiaries; and

(b) there is no scheme involving the employees of our Group in the shares of our Company or our subsidiaries.

(iv) Save as disclosed in Sections 4.5 and 6.1 of this Prospectus, no shares, debentures, outstanding warrants, options, convertible securities or uncalled capital of our Company have been or are proposed to be issued as fully or partly paid-up, in cash or otherwise than in cash, within the past 2 years immediately preceding the date of this Prospectus.

(v) As at LPD, our Company does not have any outstanding convertible debt securities, options, warrants or uncalled capital.

14.2 EXTRACTS OF OUR CONSTITUTION

The following provisions are extracted from our Constitution and are qualified in its entirety by the remainder of the provisions of our Constitution and by applicable law. Terms defined in our Constitution shall have the same meaning when used here unless they are otherwise defined here or the context otherwise requires.

Words	Meaning
"Act"	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation for the time being in force made thereunder and any written law for the time being in force concerning companies and affecting the Company.
"Central Depositories Act"	The Securities Industry (Central Depositories) Act 1991 or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Central Depositories Act is to that provision as so modified, amended or re-enacted.
"Clause"	The Clauses as originally framed or as altered from time to time by Special Resolution.
"Deposited Security"	A security standing to the credit of a Securities Account and includes securities in a Securities Account that is in suspense, subject to the provisions of the Central Depositories Act.
"Depositor"	A holder of Securities Account established by the Depository.
"Depository"	Bursa Malaysia Depository Sdn. Bhd. or such other name as may be adopted from time to time and/or its nominee and successors in title.

14. STATUTORY AND OTHER INFORMATION *(cont'd)*

Words	Meaning
"Listed"	Admitted to the Official List and "listing" shall be construed accordingly.
"Member" or "Shareholder"	Any person for the time being holding shares in the Company and whose name appears in the Register of Members (except Bursa Malaysia Depository Nominees Sdn. Bhd.) including a Depositor who shall be treated as if he was a member pursuant to Section 35 of the Central Depositories Act but excludes the Depository in its capacity as a bare trustee.
"Registrar"	Any person appointed to perform the duties of the share registrar of the Company.
"Rules"	Shall have the meaning given in Section 2 of the Central Depositories Act.
"Securities"	Include shares, debentures, stocks or bonds issued or proposed to be issued and includes any right, option or interest in respect thereof and includes any securities which fall within the definition of/meaning assigned to "securities" in the Capital Markets and Services Act 2007.
"Securities Account"	An account established by Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor.

14.2.1 Changes to share capital and variation of class rights

The provisions in our Company's Constitution in respect of the changes in capital and variation of class rights, which are no less stringent than those required by law, are as follows:

Clause		Details	*Subject*
10.		Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of the Act and to the conditions, restrictions and limitations expressed in this Constitution, the Directors shall have the power to issue and allot Shares, grant Options over shares, grant rights to subscribe for shares.	***Authority of Directors to Allot Shares***
12.		The Company shall have the power to issue preference capital ranking equally with or in priority to preference shares already issued and the Directors may, subject to the provisions of the Act, redeem such shares on such terms and in such manner as they may think fit.	***Power to Issue Preference***
13.	(1)	Save as otherwise specifically provided for under this Constitution in respect of any particular class of preference share, preference shareholders shall have the same right as ordinary shareholders as regards to receiving notices, reports and audited financial statements and attending general meetings of the Company.	***Rights of Preference Shareholders***

14. STATUTORY AND OTHER INFORMATION *(cont'd)*

Clause	Details	*Subject*
	(2) Save as otherwise specifically provided for under this Constitution in respect of any particular class of preference share, preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the share capital of the Company or sanctioning a disposal of the whole of the Company's property, business and undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend or part of the dividend on the preference shares is in arrears for more than six (6) months or on a proposal to wind up the Company or during the winding up of the Company, but shall have no other rights whatsoever.	
	(3) The holder of a preference share must be entitled to a return of capital in preference to holders of ordinary shares when the Company is wound up.	
21.	Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to provisions of this Constitution, the Act, and any other requirements under the Listing Requirements, the Central Depositories Act and/or the Rules, the Company in general meeting may by Ordinary Resolution give the power to the Directors to exercise specific allotments. With prior approval of the Company in a general meeting, the Directors may allot, grant Options over or otherwise dispose the share capital of the Company to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued which shall have the effect of transferring a controlling interest without the prior approval of the Members in general meeting. No shares shall be issued at a discount, except in accordance with the Act.	***Issue of Securities***
26.	If at any time the share capital of the Company, by reason of the issuance of preference shares or otherwise is divided into different classes, the repayment of such preferred capital or all or any of the rights and privileges attached to each class of shares may subject to the provisions of the Act, this Constitution and the provisions of any written law, be varied, modified, commuted, affected, abrogated or dealt with by resolution passed by the holders of at least three-fourth (3/4) of the issued shares of that class at a separate meeting of the holders of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting except that the quorum hereof shall be two (2) persons at least holding or representing by proxy one third of the issued shares of the class. Provided however that in the event of the necessary majority for such a resolution not having been obtained in the manner aforesaid consent in writing may be secured by members holding at least three-fourths (3/4) of the issued shares of the class and such consent if obtained within two (2) months from the date of the separate meeting shall have the force and validity of a resolution duly carried. To every such resolution, the provisions of the Act shall, with such adaptations as are necessary apply.	***Modification of Rights***

14. STATUTORY AND OTHER INFORMATION *(cont'd)*

Clause	Details	*Subject*
27.	The special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto.	***Special Right to Any Class of Share***
69.	The Company may, from time to time, whether all the shares for the time being issued shall have been fully paid up or not, by Ordinary Resolution increase its share capital by the creation and issue of new shares, such new capital to be of such amount to be divided into shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company may direct in the resolution authorising such increase.	***Increase of Share Capital***
71.	The Company may alter its share capital by passing an Ordinary Resolution to: (a) increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe; (b) consolidate and divide all or any of its share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided share, shall be the same as it was in the case of the share from which the subdivided share is derived; or (c) subdivide its shares or any of the shares, whatever is in the subdivision, the proportions between the amount paid and the amount, if any, unpaid on each subdivided share shall be the same as it was in the case of the share from which the subdivided share is derived.	***Alteration of Share Capital***
72.	The Company may, subject to the Act, by Special Resolution, reduce its share capital in any manner authorised by law.	***Capital Reduction***

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14. STATUTORY AND OTHER INFORMATION *(cont'd)*

14.2.2 Transfer of securities

The provisions in our Constitution in respect of the arrangement for the transfer of securities of our Company and restrictions on their free transferability are as follows:

Clause	Details	*Subject*
54.	The transfer of any listed security or class of listed security in the Company shall be by way of book entry by the Depository in accordance with the Rules of the Depository and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to Section 148(2) of the Act and any exemption that may be made from compliance with Section 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of the listed securities.	***Transfer of Securities***
55.	Every instrument of transfer (for any share not being a deposited security) must be left for registration at the office of the Company's Registrar accompanied by the certificate of the shares comprised therein and such evidence as the Directors may reasonably require to prove the right of the transferor to make the transfer and the due execution by him of the transfer, and subject to the power vested in the Directors by this Constitution or the provisions of any other written law and if required, to reasonable evidence of nationality, the Company shall register the transferee as shareholder.	***Instrument of Transfer***
56.	No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.	***Person Under Disability***
57.	Subject to the Rules and Listing Requirements, the transfer of any Securities may be suspended at such times and for such periods as the Directors may from time to time determine. Twelve (12) Market Days' notice, or such other period as may from time to time be specified by the Exchange governing the Register concerned, of intention to close the Register shall be given to the Exchange. At least three (3) Market Days' prior notice shall be given to the Depository to prepare the appropriate Record of Depositors.	***Suspension Registration***
58.	The Depository may refuse to register any transfer of Deposited Security that does not comply with the Central Depositories Act and the Rules.	***Refusal to Register Transfer***
59.	Subject to the provisions of the Constitution, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.	***Renunciation***

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14. STATUTORY AND OTHER INFORMATION *(cont'd)*

Clause	Details	*Subject*
60.	Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assigns alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.	***Non-Liability of the Company, its Directors and Officers in Respect of Transfer***

14.2.3 Remuneration of Directors

The provisions in our Constitution dealing with remuneration of Directors are as follows:

Clause	Details	*Subject*
126.	The fees and any benefits payable to the Directors from time to time, be determined by an Ordinary Resolution in the general meeting of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, except that any Director, who shall hold office for part only of the period in respect of which such fees are payable, shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office, Provided Always that: (a) fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover; (b) salaries and other emoluments payable to executive Directors pursuant to a contract of service need not be determined by the Company in a general meeting, but such salaries and emoluments may not include a commission on or a percentage of turnover; (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting; and (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of that Director.	***Remuneration***

14. STATUTORY AND OTHER INFORMATION *(cont'd)*

Clause		Details	*Subject*
127.	(1)	The Directors shall be entitled to be reimbursed for all travelling or such other reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise, howsoever, in or about the business of the Company in the course of the performance of their duties as Directors.	***Reimbursement and Special Remuneration***
	(2)	If by arrangement with the Directors, any Director shall perform or render any special duties or service's outside his ordinary duties as a Director in particular, without limiting to the generality of the foregoing, if any Director being willing shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of business or residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a committee of Directors, the Directors may pay him special remuneration, in addition to his Director's fees, and such special remuneration may be by way of a fixed sum, or otherwise (other than by a sum to include a commission on or percentage of turnover) as may be determined by the Board provided that in the case of non-executive Directors, the said remuneration shall not include a commission on or percentage of profits or turnover. In the case of an executive Director, such fee may be either in addition to or in substitution for his share in the fee from time to time provided by the Directors.	
166.		The remuneration of a Director holding an executive officer pursuant to this Constitution shall subject to the terms of any agreement entered into in any particular case may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but such remuneration shall not include a commission on or percentage of turnover but it may be a term of their appointment that they shall receive pension, gratuity or other benefits upon their retirement.	***Remuneration of the Director Holding Executive Officer***

14.2.4 Voting and borrowing powers of our Directors

The provisions in our Company's Constitution in respect of the voting and borrowing powers of Directors, including voting powers on contracts or arrangements in which they are interested in, are as follows:

Clause		*Details*	*Subject*
131.	(1)	The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any related third party. Provided Always that nothing in this Constitution shall authorise the Directors to borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.	***Directors' Borrowing Powers***

14. STATUTORY AND OTHER INFORMATION *(cont'd)*

Clause		*Details*	*Subject*
	(2)	The Directors shall cause a proper register to be kept in accordance with the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified or otherwise.	
	(3)	If the Directors or any of them, or any other person, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors, or persons so becoming liable as aforesaid, from any loss in respect of such liability.	
143.		A meeting of the Directors, for the time being at which a quorum is present, shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution, vested in or exercisable by the Directors generally. Subject to this Constitution, questions arising at any meeting of the Directors shall be decided by a majority of votes.	***Proceedings of Meeting***
144.		In case of equality of votes, the Chairman shall have a second or casting vote, except where only two (2) Directors are competent to vote on the question at issue, or at the meeting where only two (2) Directors form the quorum and only such a quorum is present at the meeting or only two (2) Directors are competent to vote on the question at issue.	***Chairman Has Casting Vote***
152.		A Director shall not vote in regard to any contract or proposed contract or arrangement in which he has, directly or indirectly, an interest. Without prejudice to the generality of the foregoing, a Director shall also not vote in regard to any contract or proposed contract or arrangement with any other company in which he is interested, either as an officer of that other company or as a holder of shares or other securities in that other company.	***Directors Retained from Voting in Interested Transactions***
155.	(1)	Subject to relevant provisions of this Constitution, a Director may vote in respect of: (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.	***Director May Vote on The Giving of Security or Indemnity Where He is Interested***
	(2)	By an Ordinary Resolution of the Company, the provisions of this Clause may at any time be suspended or relaxed to any extent and, either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Clause, may be ratified.	

14. STATUTORY AND OTHER INFORMATION *(cont'd)*

14.3 DEPOSITED SECURITIES AND RIGHTS OF DEPOSITORS

As our Shares are proposed for quotation on the Official List, such Shares must be prescribed as shares required to be deposited with Bursa Depository. Upon such prescription, a holder of our Shares must deposit his Shares with Bursa Depository on or before the date fixed, failing which our Share Registrar will be required to transfer his Shares to the Minister of Finance, Inc. and such Shares may not be traded on Bursa Securities. Dealing in our Shares deposited with Bursa Depository may only be effected by a person having a securities account with Bursa Depository ("**Depositor**") by means of entries in the securities account of that Depositor. A Depositor whose name appears in the Record of Depositors maintained by Bursa Depository in respect of our Shares will be deemed to be a shareholder of our Company and will be entitled to all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, arising from, such Shares.

14.4 LIMITATION ON THE RIGHT TO HOLD SECURITIES AND/OR EXERCISE VOTING RIGHTS

Subject to Section 14.3 above, there is no limitation on the right to own our Shares, including any limitation on the right of a non-resident or non-Malaysian shareholder to hold or exercise voting rights on our Shares, which is imposed by Malaysian law or by our Constitution.

14.5 PUBLIC TAKE-OVERS

During the last financial year and up to LPD, there were no:

(i) public take-over offers by third parties in respect of our Shares; and

(ii) public take-over offers by our Group in respect of other companies' securities.

14.6 MATERIAL CONTRACTS

Save as disclosed below, we have not entered into any contracts which are material (not being contracts entered into in the ordinary course of business) within the Financial Years Under Review up to the date of this Prospectus:

(i) Share Sale Agreement dated 20 January 2026 for the acquisition of the 10% equity interest in YSH comprising 50,025 ordinary shares in YSH for a total purchase consideration of RM47,409.30;

(ii) Share Sale Agreement dated 20 January 2026 for the acquisition of the entire equity interest in YTH comprising 2,700,000 ordinary shares in YTH for a total purchase consideration of RM9,163,812.08;

(iii) Supplementary Share Sale Agreement dated 28 August 2026 to amend and vary certain terms in the Share Sale Agreement referred to in item (ii) above, which includes, amongst others, the purchase consideration to RM9,156,977.61 to be satisfied via the issuance of 438,132,900 new Shares; and

(iv) the Underwriting Agreement.

14.7 MATERIAL LITIGATION

Our Group is not engaged in any governmental, legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings which may have or have had, material or significant effects on our financial position or profitability, in the 12 months immediately preceding the date of this Prospectus.

14. STATUTORY AND OTHER INFORMATION *(cont'd)*

14.8 REPATRIATION OF CAPITAL AND REMITTANCE OF PROFIT

As at the LPD, our Group has not established any other place of business outside of Malaysia and we do not transact with any foreign customers or suppliers. As such, there are no governmental laws, decrees, regulations or other requirement which may affect the repatriation of capital and remittance of profits by or to our Group.

14.9 CONSENTS

(i) The written consent of our Principal Adviser, Sponsor, Underwriter, Placement Agent, Solicitors, Share Registrar, Issuing House and Company Secretaries as set out in the Corporate Directory of this Prospectus to the inclusion in this Prospectus of their names in the form and context in which such names appear, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

(ii) The written consent of our Auditors and Reporting Accountants for the inclusion of its name, the Accountants' Report and the Reporting Accountants' Report on Pro Forma Combined Statements of Financial Position, and all references thereto in the form and context in which they are included in this Prospectus, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

(iii) The written consent of our IMR for the inclusion of its name, the IMR Report and all references thereto in the form and context in which they are included in this Prospectus, have been given before the issuance of this Prospectus and have not been subsequently withdrawn.

14.10 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at our registered office during office hours for a period of 6 months from the date of this Prospectus:

(i) our Constitution;

(ii) the IMR Report referred to in Section 8 of this Prospectus;

(iii) the Accountants' Report as included in Section 13 of this Prospectus;

(iv) the Reporting Accountants' Report on the Compilation of Pro Forma Combined Statements of Financial Position as at 30 June 2026 as included in Section 12.18 of this Prospectus;

(v) the audited financial statement of the Company for the financial period ended 30 June 2026;

(vi) the audited financial statements of YTH for the FYEs 2023, 2024, 2025 and 2026;

(vii) the audited financial statements of YSH for the FYE 2025 and 2026;

(viii) our material contracts referred to in Section 14.6 of this Prospectus; and

(ix) the letters of consent referred to in Section 14.9 of this Prospectus.

14. STATUTORY AND OTHER INFORMATION *(cont'd)*

14.11 RESPONSIBILITY STATEMENTS

This Prospectus has been seen and approved by our Directors, Promoter and Selling Shareholder. They collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in this Prospectus false or misleading.

Malacca Securities, being our Principal Adviser, Sponsor, Underwriter and Placement Agent acknowledges that, based on all available information and to the best of its knowledge and belief, this Prospectus constitutes a full and true disclosure of all material facts concerning our IPO.

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15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE

THIS SUMMARY OF PROCEDURES FOR APPLICATION AND ACCEPTANCE DOES NOT CONTAIN THE DETAILED PROCEDURES AND FULL TERMS AND CONDITIONS AND YOU CANNOT RELY ON THIS SUMMARY FOR PURPOSES OF ANY APPLICATION FOR OUR IPO SHARES. YOU MUST REFER TO THE DETAILED PROCEDURES AND TERMS AND CONDITIONS AS SET OUT IN THE "DETAILED PROCEDURES FOR APPLICATION AND ACCEPTANCE" ACCOMPANYING THE ELECTRONIC COPY OF OUR PROSPECTUS ON THE WEBSITE OF BURSA SECURITIES. YOU SHOULD ALSO CONTACT ISSUING HOUSE FOR FURTHER ENQUIRIES.

Unless otherwise defined, all words and expressions used here shall carry the same meaning as ascribed to them in our Prospectus.

Unless the context otherwise requires, words used in the singular include the plural, and vice versa.

15.1 OPENING AND CLOSING OF APPLICATIONS

OPENING OF THE APPLICATION PERIOD: 10.00 A.M., 4 NOVEMBER 2026

CLOSING OF THE APPLICATION PERIOD: 5.00 P.M., 13 NOVEMBER 2026

Applications for our IPO Shares will open and close at the dates stated above.

In the event there is any change to the dates stated above, we will advertise the notice of the changes in a widely circulated daily English and Bahasa Malaysia newspaper in Malaysia, and make an announcement on Bursa Securities' website.

Late Applications will not be accepted.

15.2 METHODS OF APPLICATIONS

15.2.1 Application for our Issue Shares by the Malaysian Public and the Eligible Persons

Applications must accord with our Prospectus and our Constitution. The submission of an Application Form does not mean that your Application will succeed.

Types of Application and category of investors		Application Method
Applications by the Eligible Persons		Pink Application Form only
Applications by the Malaysian Public:		
(i)	Individuals	White Application Form or Electronic Share Application or Internet Share Application
(ii)	Non-Individuals	White Application Form only

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(cont'd)*

15.2.2 Application by selected investors and Bumiputera investors approved by the MITI via placement

Types of Application		Application Method
Applications by:		
(i)	Selected investors	The Placement Agent will contact the selected investors directly. They should follow the Placement Agent's instructions.
(ii)	Bumiputera investors approved by the MITI	MITI will contact the Bumiputera investors directly. They should follow MITI's instructions.

Eligible Persons, selected investors and Bumiputera investors approved by the MITI may still apply for our Issue Shares offered to the Malaysian Public using the White Application Form, Electronic Share Application or Internet Share Application.

15.3 ELIGIBILITY

15.3.1 General

You must have a CDS Account and a correspondence address in Malaysia. If you do not have a CDS Account, you may open a CDS Account by contacting any of the ADAs set out in Section 12 of the Detailed Procedures for Application and Acceptance accompanying the electronic copy of our Prospectus on the website of Bursa Securities. The CDS Account must be in your own name. **Invalid, nominee or third party CDS Accounts will not be accepted** for the Applications.

Only **ONE** Application Form for each category from each applicant will be considered and **APPLICATIONS MUST BE FOR AT LEAST 100 IPO SHARES OR MULTIPLES OF 100 IPO SHARES.**

MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED UNLESS EXPRESSLY ALLOWED IN THESE TERMS AND CONDITIONS. AN APPLICANT WHO SUBMITS MULTIPLE APPLICATIONS IN HIS OWN NAME OR BY USING THE NAME OF OTHERS, WITH OR WITHOUT THEIR CONSENT, COMMITS AN OFFENCE UNDER SECTION 179 OF THE CMSA AND IF CONVICTED, MAY BE PUNISHED WITH A MINIMUM FINE OF RM1,000,000 AND A JAIL TERM OF UP TO 10 YEARS UNDER SECTION 182 OF THE CMSA.

AN APPLICANT IS NOT ALLOWED TO SUBMIT MULTIPLE APPLICATIONS IN THE SAME CATEGORY OF APPLICATION. PERSONS SUBMITTING APPLICATION BY WAY OF APPLICATION FORMS MAY NOT SUBMIT APPLICATIONS BY WAY OF ELECTRONIC SHARE APPLICATION OR INTERNET SHARE APPLICATION AND VICE VERSA.

AN APPLICANT WHO WISHES TO SUBMIT APPLICATIONS USING A JOINT BANK ACCOUNT MUST CONTACT THE FINANCIAL INSTITUTION HANDLING THE APPLICATIONS TO ENSURE THAT THE NAME ON THE JOINT BANK ACCOUNT MATCHES THE NAME ON THEIR CDS ACCOUNT. THIS STEP MINIMIZES THE RISK OF REJECTION OF IPO APPLICATIONS DUE TO NAME DISCREPANCIES. OUR COMPANY, PRINCIPAL ADVISER AND ISSUING HOUSE ARE NOT RESPONSIBLE FOR ANY ISSUES ARISING THEREAFTER.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(cont'd)*

15.3.2 Application by the Malaysian Public

You can only apply for our Issue Shares if you fulfill all of the following:

(i) You must be one of the following:

(a) a Malaysian citizen who is at least 18 years old as at the date of the application for our Issue Shares; or

(b) a corporation/institution incorporated in Malaysia with a majority of Malaysian citizens on your board of directors/trustees and if you have a share capital, more than half of the issued share capital, excluding preference share capital, is held by Malaysian citizens; or

(c) a superannuation, co-operative, foundation, provident, pension fund established or operating in Malaysia.

(ii) You must not be a director or employee of the Issuing House or an immediate family member of a director or employee of the Issuing House; and

(iii) You must submit Applications by using only one of the following methods:

(a) White Application Form;

(b) Electronic Share Application; or

(c) Internet Share Application.

15.3.3 Application by the Eligible Person(s)

The Eligible Person(s) will be provided with Pink Application Forms and letters from us detailing their respective allocation. All duly completed Pink Application Forms should be submitted to our Group through the Human Resources or Finance Department.

The Eligible Persons may request for a copy of the printed Prospectus from our Company at no cost and are given an option to have the printed Prospectus delivered to them free of charge, or to obtain the printed Prospectus from our Company, the Issuing House, Malacca Securities, Participating organisations of Bursa Securities and Members of the Association of Banks in Malaysia or Malaysian Investment Banking Association.

15.4 PROCEDURES FOR APPLICATION BY WAY OF APPLICATION FORMS

The Application Form must be completed in accordance with the notes and instructions contained in the respective category of the Application Form. Applications made on the incorrect type of Application Form or which do not conform **STRICTLY** to the terms of our Prospectus or the respective category of Application Form or notes and instructions or which are illegible will not be accepted.

The FULL amount payable is RM0.18 for each IPO Share.

Payment must be made out in favour of "**MIH SHARE ISSUE ACCOUNT NO. 717**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with your name and address.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(cont'd)*

Each completed Application Form, accompanied by the appropriate remittance and legible photocopy of the relevant documents may be submitted using one of the following methods:

(i) despatch by **ORDINARY POST** in the official envelopes provided, to the following address:

Malaysian Issuing House Sdn Bhd
(Registration No. 199301003608 (258345-X))
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
or

P.O. Box 00010
Pejabat Pos Jalan Sultan
46700 Petaling Jaya
Selangor Darul Ehsan

(ii) **DELIVER BY HAND AND DEPOSIT** in the drop-in box provided at the front portion of Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

so as to arrive not later than 5.00 p.m. on 13 November 2026 or by such other time and date specified in any change to the date or time for closing.

We, together with the Issuing House, will not issue any acknowledgement of the receipt of your Application Forms or Application monies. Please direct all enquiries in respect of the White Application Form to the Issuing House.

15.5 PROCEDURES FOR APPLICATION BY WAY OF ELECTRONIC SHARE APPLICATIONS

Only Malaysian individuals may apply for our Issue Shares offered to the Malaysian Public by way of Electronic Share Application.

Electronic Share Applications may be made through the ATM of the following Participating Financial Institutions and their branches, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, AmBank (M) Berhad, CIMB Bank Berhad, Malayan Banking Berhad, Public Bank Berhad and RHB Bank Berhad. A processing fee will be charged by the respective Participating Financial Institutions (unless waived) for each Electronic Share Application.

The exact procedures, terms and conditions for Electronic Share Application are set out on the ATM screens of the relevant Participating Financial Institutions.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(cont'd)*

15.6 PROCEDURES FOR APPLICATION BY WAY OF INTERNET SHARE APPLICATIONS

Only Malaysian individuals may use the Internet Share Application to apply for our Issue Shares offered to the Malaysian Public.

Internet Share Applications may be made through an internet financial services website of the Internet Participating Financial Institutions or Participating Securities Firms, namely, Affin Bank Berhad, Alliance Bank Malaysia Berhad, CGS International Securities Malaysia Sdn Bhd, Hong Leong Investment Bank Berhad, iFAST Capital Sdn. Bhd., Kenanga Investment Bank Berhad, Malacca Securities Sdn Bhd, Malayan Banking Berhad, Moomoo Securities Malaysia Sdn Bhd, Public Bank Berhad, RHB Bank Berhad, TA Securities Holdings Berhad and UOB Kay Hian (M) Sdn Bhd. A processing fee will be charged by the respective Internet Participating Financial Institutions or Participating Securities Firms (unless waived) for each Internet Share Application.

The exact procedures, terms and conditions for Internet Share Application are set out on the internet financial services website of the respective Internet Participating Financial Institutions or Participating Securities Firms.

15.7 AUTHORITY OF OUR BOARD AND OUR ISSUING HOUSE

The Issuing House, on the authority of our Board reserves the right to:

(i) reject Applications which:

  (a) do not conform to the instructions of our Prospectus, Application Forms, Electronic Share Application and Internet Share Application (where applicable); or

  (b) are illegible, incomplete or inaccurate; or

  (c) are accompanied by an improperly drawn up, or improper form of, remittance; or

(ii) reject or accept any Application, in whole or in part, on a non-discriminatory basis without the need to give any reason; and

(iii) bank in all Application monies (including those from unsuccessful/partially successful applicants) which would subsequently be refunded, where applicable (without interest), in accordance with Section 15.9 below.

If you are successful in your Application, our Board reserves the right to require you to appear in person at the registered office of the Issuing House at any time within 14 days of the date of the notice issued to you to ascertain that your Application is genuine and valid. Our Board shall not be responsible for any loss or non-receipt of the said notice nor will it be accountable for any expenses incurred or to be incurred by you for the purpose of complying with this provision.

15.8 OVER/UNDER-SUBSCRIPTION

In the event of over-subscription, the Issuing House will conduct a ballot in the manner approved by our Directors to determine the acceptance of Applications in a fair and equitable manner. In determining the manner of balloting, our Directors will consider the desirability of allotting and allocating our Issue Shares to a reasonable number of applicants for the purpose of broadening the shareholding base of our Company and establishing a liquid and adequate market for our Shares.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(cont'd)*

The basis of allocation of Issue Shares and the balloting results in connection therewith will be furnished by the Issuing House to the SC, Bursa Securities, all major Bahasa Malaysia and English newspapers as well as posted on the Issuing House's website at www.mih.com.my within 1 business day after the balloting event.

Pursuant to the Listing Requirements we are required to have a minimum of 25.00% of our Company's issued share capital to be held by at least 200 public shareholders holding not less than 100 Shares each upon Listing and completion of our IPO. We expect to achieve this at the point of Listing. In the event the above requirement is not met, we may not be allowed to proceed with our Listing. In the event thereof, monies paid in respect of all Applications will be returned in full (without interest). If any such monies are not repaid within 14 days after we become liable to do so, the provision of sub-section 243(2) of CMSA shall apply accordingly.

In the event of an under-subscription of our Issue Shares by the Malaysian Public and/or Eligible Persons, subject to the clawback and reallocation provisions as set out in Section 4.3.3 of this Prospectus, any of the abovementioned Issue Shares not applied for will then be subscribed by the Underwriter based on the terms of the Underwriting Agreement.

15.9 UNSUCCESSFUL/PARTIALLY SUCCESSFUL APPLICANTS

If you are unsuccessful/partially successful in your Application, your Application monies (without interest) will be refunded to you in the following manner.

15.9.1 For applications by way of Application Form

(i) The Application monies or the balance of it, as the case may be, will be returned to you through the self-addressed and stamped Official "A" envelope you provided by ordinary post (for fully unsuccessful applications) or by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or if you have not provided such bank account information to Bursa Depository, the balance of Application monies will be refunded via banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository (for partially successful applications) within 10 Market Days from the date of the final ballot at your own risk.

(ii) If your Application is rejected because you did not provide a CDS Account number, your Application monies will be refunded via banker's draft sent by ordinary/registered post to your address as stated in the NRIC or any official valid temporary identity documents issued by the relevant authorities from time to time or the authority card (if you are a member of the armed forces or police) at your own risk.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected, which are subject to Bursa Depository final verification. The Application monies relating to these Applications which are subsequently rejected or unsuccessful or only partly successful will be refunded (without interest) by the Issuing House as per items (i) and (ii) above (as the case may be).

(iv) The Issuing House reserves the right to bank into its bank account all Application monies from unsuccessful applicants. These monies will be refunded (without interest) within 10 Market Days from the date of the final ballot by crediting into your bank account (the same bank account you have provided to Bursa Depository for the purposes of cash dividend/distribution) or by issuance of banker's draft sent by ordinary/registered post to your registered or correspondence address last maintained with Bursa Depository if you have not provided such bank account information to Bursa Depository or as per item (ii) above (as the case may be).

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(cont'd)*

15.9.2 For applications by way of Electronic Share Application and Internet Share Application

(i) The Issuing House shall inform the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms of the unsuccessful or partially successful Applications within 2 Market Days after the balloting date. The full amount of the Application monies or the balance of it will be credited (without interest) into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) within 2 Market Days after the receipt of confirmation from the Issuing House.

(ii) You may check your account on the 5th Market Day from the balloting date.

(iii) A number of Applications will be reserved to replace any successfully balloted Applications that are subsequently rejected, which are subject to Bursa Depository final verification. The Application monies relating to these Applications which are subsequently rejected will be refunded (without interest) by the Issuing House by crediting into your account with the Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms (or arranged with the Authorised Financial Institutions) not later than 10 Market Days from the date of the final ballot. For Applications that are held in reserve and which are subsequently unsuccessful or partially successful, the relevant Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will be informed of the unsuccessful or partially successful Applications within 2 Market Days after the final balloting date. The Participating Financial Institutions or Internet Participating Financial Institutions or Participating Securities Firms will credit the Application monies or any part thereof (without interest) within 2 Market Days after the receipt of confirmation from the Issuing House.

15.10 SUCCESSFUL APPLICANTS

If you are successful in your Application:

(i) Our IPO Shares allotted to you will be credited into your CDS Account.

(ii) A notice of allotment will be despatched to you at your last registered or correspondence address last maintained with the Bursa Depository, at your own risk, before our Listing. This is your only acknowledgement of acceptance of your Application.

(iii) In accordance with Section 14(1) of the SICDA, Bursa Securities has prescribed our Shares as prescribed securities. As such, our IPO Shares issued/offered through our Prospectus will be deposited directly with Bursa Depository and any dealings in these Shares will be carried out in accordance with the SICDA and Rules of Bursa Depository.

(iv) In accordance with Section 29 of the SICDA, all dealings in our Shares will be by book entries through CDS Accounts. No physical share certificates will be issued to you and you shall not be entitled to withdraw any deposited securities held jointly with Bursa Depository or its nominee as long as our Shares are listed on Bursa Securities.

15. SUMMARISED PROCEDURES FOR APPLICATION AND ACCEPTANCE *(cont'd)*

15.11 ENQUIRIES

Enquiries in respect of the Applications may be directed as follows:

Mode of application	Parties to direct the enquiries
Application Form	Issuing House Enquiry Services Telephone at +603-7890 4700
Electronic Share Application	Participating Financial Institutions
Internet Share Application	Internet Participating Financial Institutions or Participating Securities Firms or Authorised Financial Institutions

You may also check the status of your Application at the Issuing House's website at www.mih.com.my, by entering your CDS Account Number on the site after the allotment date. The status of your Application will be available by 3:00 PM. Alternatively, you may contact any of the ADAs set out in the Section 12 of the 'Detailed Procedures for Application and Acceptance' accompanying the Electronic Prospectus on the website of Bursa Securities.