



OCEAN VANTAGE

OCEAN VANTAGE HOLDINGS BERHAD

Registration No.: 201801036887 (1298917-H)

*Annual
Report*
2024





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ABOUT



OCEAN VANTAGE

OCEAN VANTAGE HOLDINGS BERHAD

Ocean Vantage Holdings Berhad, through its subsidiaries, is a service provider and investor in the Energy and Utilities sector. We have operated as a public listed company since our listing on the ACE market of Bursa Malaysia on Sarawak Day, 22nd July 2020.

With a strong belief in innovation, we have, since our incorporation, established ourselves as one of the key service providers in the oil and gas and broader energy industry.

Recognising the global commitment to a more sustainable future, we have taken the bold step of diversifying our portfolio into Green Energy and Mobility projects.



VISION

To be among the top 10 service providers in the energy sector in Southeast Asia.



MISSION

To become the preferred service and solution partner for the clients we serve.

VALUES



CUSTOMER FIRST

We provide solutions to help customer to achieve their goals and objectives.



HANDS-ON MANAGEMENT

We are clear with our business and always getting things done.



PEOPLE & TEAM

We always believe that all of our great achievement are based on team efforts.



EXCELLENCE IN HSE

We are committed towards HSE for our stakeholders because we care.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Independent
Non-Executive Chairman

**Nor Azzam
Bin Abdul Jalil**

Managing Director
Kenny Ronald Ngalin

Executive Director and
Chief Executive Officer
Willie Ho Huat Voon
(appointed on 20 September
2024)

Executive Director

**Martin Philip
King Ik Piau**
(resigned on 1 October 2024)

Executive Director

Yau Kah Tak
(resigned on 1 November 2024)

Independent
Non-Executive Director

**Aida Mosira
Binti Mokhtar**

Independent
Non-Executive Director

**John Flaner Anak
Augustine Gawin**
(appointed on 28 August 2024)

Independent
Non-Executive Director

Ong Sheik Yoong
(appointed on 26 November
2024)

Independent
Non-Executive Director

**Reza-Rizvy
Bin Ahmad Rony Assim**
(retired on 26 June 2024)

Independent
Non-Executive Director

**Ilham Fadilah
Binti Sunhaji**
(resigned on 2 January 2025)

Audit & Risk Management Committee

Aida Mosira Binti Mokhtar
(Chairperson)
John Flaner Anak Augustine Gawin
Ong Sheik Yoong

Remuneration Committee

Ong Sheik Yoong
(Chairman)
Aida Mosira Binti Mokhtar
John Flaner Anak Augustine Gawin

Nomination Committee

John Flaner Anak Augustine Gawin
(Chairman)
Aida Mosira Binti Mokhtar
Ong Sheik Yoong

Sustainability Committee

Ong Sheik Yoong
(Chairman)
Aida Mosira Binti Mokhtar
John Flaner Anak Augustine Gawin
Kenny Ronald Ngalin
Willie Ho Huat Voon

Company Secretaries

Teo Soon Mei
(SSM PC No. 201908000235)
(MAICSA 7018590)

Lim Jia Huey
(SSM PC No. 201908000929)
(MAICSA 7073258)

Registered Office

No. D-09-02, Level 9, EXSIM Tower
Millerz Square @ Old Klang Road
Megan Legasi, No. 357
Jalan Kelang Lama
58000 Kuala Lumpur
Tel : 03-7971 8080
Fax : 03-7972 8585
Email : info@amerits.com.my

Head Office

Lot 6073 & 6074
1st & 2nd Floor, Block 11
Kuala Baram Land District
Jalan Tudan
Bandar Baru Permyjaya
98000 Miri, Sarawak
Tel : 085-491 780
Fax : 085-491 785

Email Address and Website

Email : info@ovgroups.com
Website : www.ovbhd.com

Internal Auditors

Wensen Consulting Asia (M) Sdn Bhd
Reg. No. 200301030188 (632608-P)
A-2-29, IOI Boulevard
Jalan Kenari 5
Bandar Puchong Jaya
47170 Puchong, Selangor
Tel : 03-8071 6488
Fax : 03-8076 9188

External Auditors

Baker Tilly Monteiro Heng PLT
LLP number: 201906000600
(LLP0019411-LCA) Firm number: AF 0117
Baker Tilly Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Tel : 03-2297 1000
Fax : 03-2282 9980

Share Registrar

Tricor Investor & Issuing House
Services Sdn Bhd
Reg. No.: 197101000970 (T1324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel : 03-2783 9299
Fax : 03-2783 9222
Email : is.enquiry@vistra.com

Principal Bankers

OCBC Bank (Malaysia) Berhad
Public Bank Berhad
Al Rajhi Banking & Investment
Corporation (Malaysia) Berhad
Maybank Islamic Berhad
CIMB Bank Berhad

Stock Exchange Listing

ACE Market of Bursa Malaysia
Securities Berhad
Stock Name : OVH
Stock Code : 0220

CORPORATE STRUCTURE



OCEAN VANTAGE

OCEAN VANTAGE HOLDINGS BERHAD

Reg. No.: 201801036887(1298917-H)
("OVH")

100%

**OCEAN VANTAGE
ENGINEERING SDN BHD**
Reg. No.: 201101018034 (946170-W)
("OVE")

70%

**OCEAN VANTAGE
ELECTRICAL &
INSTRUMENTATION
SDN BHD**
Reg. No.: 202001026744 (1383064-X)
("OVI")

100%

**OCEAN VANTAGE
INSPECTION
TESTING SDN BHD**
Reg. No.: 201201014663 (988180-U)
("OVIT")

70%

**STELLAR STAR ENGINEERING
& CONSTRUCTION SDN BHD**
Reg. No.: 202001026739 (1383059-H)
("SSEC")
(Disposed on 30 December 2024)

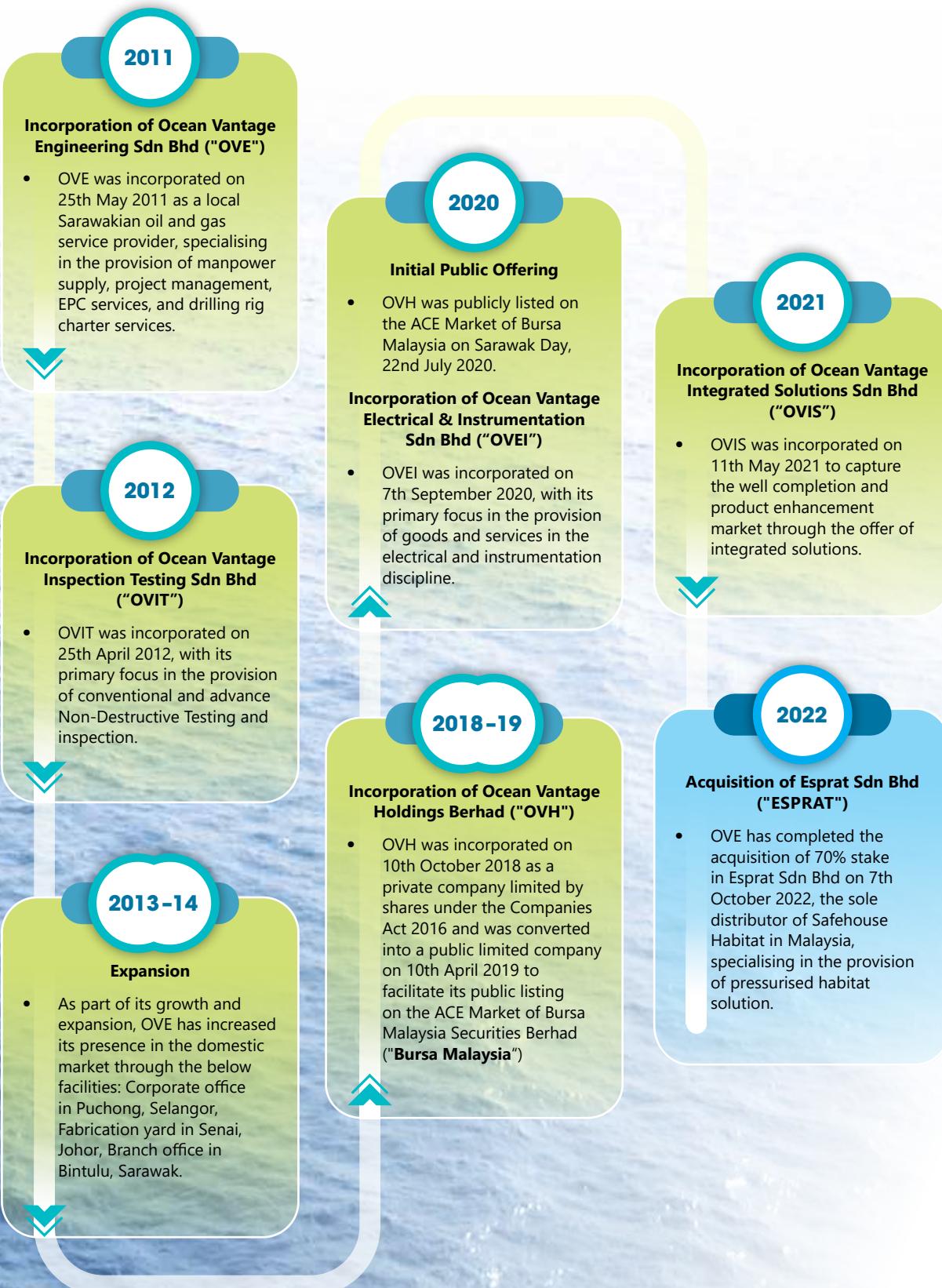
70%

**OCEAN VANTAGE
INTEGRATED
SOLUTIONS SDN BHD**
Reg. No.: 202101017817 (1418117-H)
("OVIS")

70%

ESPRAT SDN BHD
Reg. No.: 200501017438 (694481-H)
("ESPRAT")

CORPORATE MILESTONE



CHAIRMAN'S STATEMENT



Dear Shareholders,

On behalf of the Board of Directors ("Board") of Ocean Vantage Holdings Berhad ("OVH" or the "Group"), it is my privilege to share OVH's Annual Report for the financial year ended 31 December 2024 ("FYE 2024").

The Malaysian energy sector in 2024 has continued to evolve against a backdrop of global uncertainties. Key influences shaping the industry include geopolitical developments, persistent macroeconomic pressures such as elevated interest rates and rising material costs, regulatory shifts, and rapid advancements in energy technologies. Despite these challenges, Malaysia remains a key regional player, supported by a stable upstream and downstream ecosystem and sustained investments in energy infrastructure.

To navigate these complexities, OVH remains steadfast in executing its long-term strategic initiatives. A strong emphasis has been placed on enhancing operational efficiencies, optimising cost structures, and expanding service capabilities to align with industry demands. Recognising the critical role of human capital, we continue to invest in workforce development through targeted training programs and strategic recruitment efforts. These initiatives are integral to strengthening our team's resilience and ensuring the Group remains agile in an ever-changing landscape.

A significant milestone in 2024 was the entry of new investors and the appointment of key leadership in September. Their expertise and fresh perspectives will provide added impetus for OVH's next phase of growth, reinforcing our commitment to sustainable value creation for all stakeholders.

As we move forward, OVH remains dedicated to seizing emerging opportunities while navigating industry challenges with prudence and foresight. We appreciate the continued support of our shareholders, partners, and employees in driving the Group towards greater achievements in the years ahead.

PERFORMANCE OVERVIEW

The financial performance for FYE 2024 reflected a mixed outcome across our business segments, influenced by the dynamic and challenging market environment. The Group recorded total revenue of RM123.64 million, a decrease from RM169.69 million in the previous financial year, primarily due to lower contributions from the EPC and Project Management ("EPC") segment. However, this decline was partially offset by stable performances in the supply of manpower and supply of materials, tools, and equipment segments, alongside growth in the drilling rig charter segment.

The supply of manpower segment remained the primary driver of the Group's profitability, supported by sustained demand for manpower services and improved cost efficiencies. Gross profit for FYE 2024 stood at RM10.49 million, down from RM18.35 million in the previous year, largely impacted by the underperformance of the EPC segment. This underscores the importance of implementing strategic measures to enhance project execution efficiency and cost management. Moving forward, we remain committed to strengthening our operational capabilities, optimising cost structures, and capitalizing on growth opportunities within our core business areas. These efforts will ensure OVH's resilience and sustainable growth amid evolving industry challenges.

FUTURE OUTLOOK AND STRATEGY

The global oil and gas industry continues to operate in a volatile environment, with geopolitical tensions in regions such as Europe and the Middle East significantly influencing energy prices. These factors,

CHAIRMAN STATEMENT

(CONT'D)

combined with fluctuating global economic growth and the ongoing energy transition, create a complex interplay between supply and demand. Presently, global oil demand is being driven by non-Organisation for Economic Co-operation and Development (OECD) nations, particularly in Asia. However, supply remains influenced by Organisation of the Petroleum Exporting Countries (OPEC)+ production strategies and increasing output from non-OPEC+ producers, most notably the United States. This dynamic has the potential to create market imbalances, leading to oversupply and price fluctuations. Nonetheless, elevated energy prices have contributed to strong profitability for global oil majors, who are reinvesting in innovative technologies to enhance production efficiency and cost management in anticipation of long-term shifts in energy demand and the global energy mix. As a result, industry players are balancing short-term profitability with long-term strategic positioning to navigate these evolving dynamics.

In Malaysia, the oil and gas sector remain a key economic pillar, with PETRONAS playing a central role in shaping the industry's trajectory. According to the PETRONAS Activity Outlook 2025-2027, the upstream sector is expected to remain stable, with a focus on maintaining and optimising production through increased development well activities, Facilities Improvement Plans (FIPs), and robust maintenance, construction, and modification (MCM) activities.

Geographically, Sarawak remains a key development hub with increasing focus on carbon capture and storage (CCS) initiatives as part of the energy transition. Downstream activities are set to expand, driven by increased plant turnarounds, specialty chemicals, and biofuels, while the gas and maritime sectors continue prioritizing liquefied natural gas (LNG) amid concerns over the aging offshore support vessel (OSV) fleet. The Sarawak government, through Petros, is playing a more prominent role in boosting local participation and economic benefits. Key developments include greater state involvement, downstream expansion, strategic collaborations, and a stronger emphasis on maximizing natural gas resources—creating significant opportunities for the Group.

To strengthen its presence in Sarawak, Ocean Vantage Engineering Sdn. Bhd. has signed a Memorandum of Understanding (MOU) to conduct a gas condensate study, providing insights into potential development and utilization while enhancing the Group's expertise in downstream activities.

Despite the challenges faced in 2024, including a decline in profitability, the Group remains committed to improving financial performance in 2025 through rigorous cost-saving measures and the strategic acquisition of higher-margin projects. Recognising the dynamic nature of the energy sector, OVH is proactively implementing measures to enhance its revenue streams. The expansion of downstream activities and infrastructure development in Sarawak, particularly the surge in pipeline installation projects, is expected to generate significant EPC opportunities, aligning with the Group's strategic focus

on East Malaysia. Additionally, potential partnerships with Petroleum Sarawak Berhad ("Petros") and increasing demand for support services further strengthen the Group's growth prospects. To enhance service offerings, the Group is actively pursuing strategic alliances with technology partners and international industry players. The Group firmly believes that 2025 will mark a turning point, characterised by a revitalisation of its leadership team. This includes strategic enhancements at the Board level, top management, and support teams, coupled with the recruitment of new talent to further strengthen the Group's capabilities.

The PETRONAS Activity Outlook 2025-2027 underscores the importance of collaboration within the Oil and Gas Services and Equipment ("OGSE") ecosystem, with a strong emphasis on innovation, sustainability, and human capital development, the key components of Malaysia's net-zero aspirations. Looking ahead, Malaysia aims to reinforce its position as a regional oil and gas hub, supported by continued investment in natural gas, downstream expansion, and the integration of renewable energy solutions. The country is also prioritising technological advancements and international partnerships to enhance its export potential.

Against this backdrop, OVH remains committed to executing its long-term strategies, broadening its revenue streams, and maintaining steady growth amid the ongoing energy transition. The Group continues to explore opportunities across the energy sector, spanning the entire oil and gas value chain, as well as diversifying into renewable energy, power generation and construction. Additionally, the Group is aggressively pursuing EPC project tenders, particularly in East Malaysia, as part of its efforts to drive revenue growth. With these strategic initiatives in place, the Group anticipates a positive turnaround in the coming financial year, supported by evolving market opportunities and its strengthened positioning within the industry.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to extend my sincere appreciation to my fellow Directors for their guidance and commitment in steering OVH through a challenging year.

To the Management team, your dedication, resilience, and relentless pursuit of excellence are truly commendable.

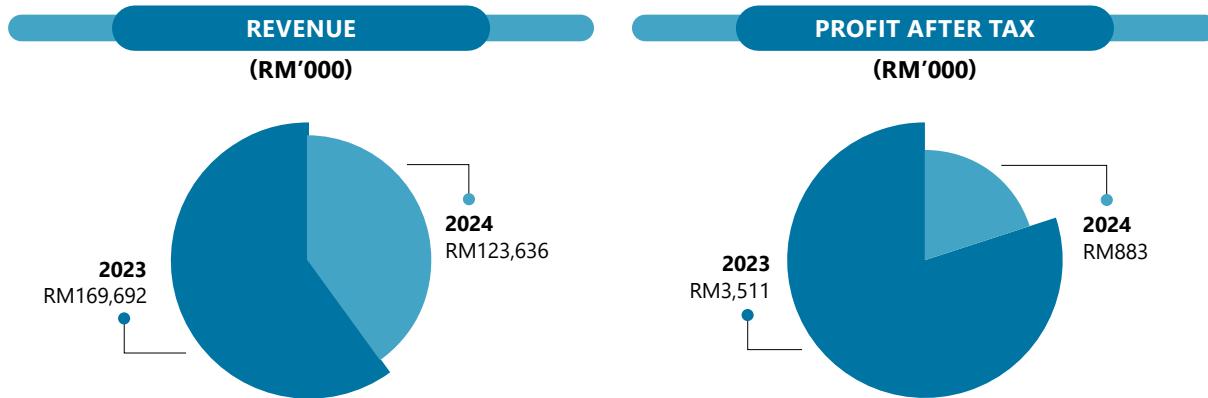
To our employees, including our ground crews and project frontliners who work tirelessly to fulfil our commitments each day, I extend my deepest gratitude.

To our shareholders, we are grateful for your trust and confidence, and we look forward to delivering sustained value in the years ahead.

Thank you all once again.

Nor Azzam Bin Abdul Jalil
Chairman

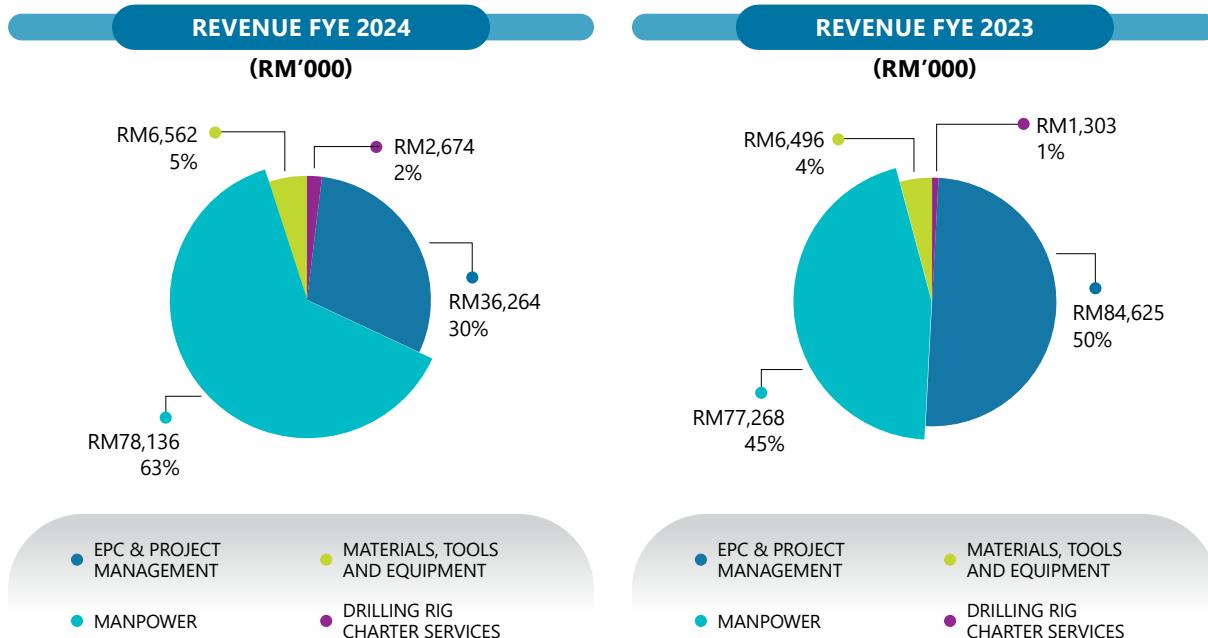
MANAGEMENT DISCUSSION AND ANALYSIS



In FYE 2024, the Group recorded a total revenue of RM123.64 million, reflecting a 27.14% decline from RM169.69 million in FYE 2023. This reduction was primarily driven by a 57.15% contraction in the EPC & project management segment, largely due to the lower revenue contribution from the Bintulu Additional Gas Facility 2 ("BAGSF 2") project as it neared completion.

Despite the overall decline, the supply of manpower segment remained resilient, contributing RM78.14 million, a slight increase from RM77.27 million in FYE 2023. Similarly, the supply of materials, tools, and equipment segment saw a modest rise from RM6.50 million to RM6.56 million. Notably, the drilling rig charter segment demonstrated strong growth, generating RM2.67 million compared to RM1.30 million in the previous year.

The Group's profit after tax for FYE 2024 stood at RM0.88 million, down from RM3.51 million in FYE 2023. This decline was primarily attributed to losses in the EPC & project management segment, mainly linked to the BAGSF 2 project.



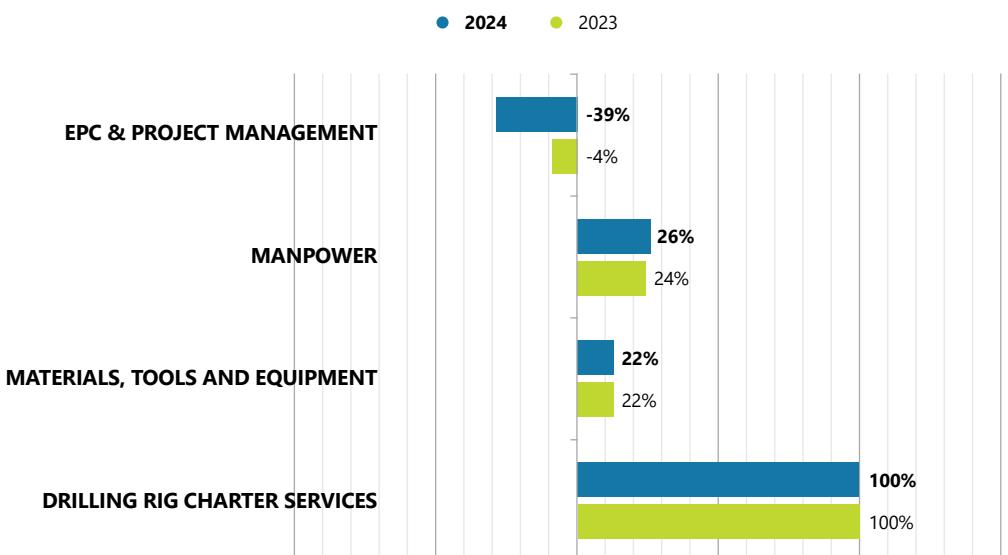
MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

The supply of manpower segment remained the Group's largest revenue contributor, generating RM78.14 million in FYE 2024, a 1.1% increase from RM77.27 million in the previous year. Accounting for approximately 63% of total revenue, this segment continued to demonstrate resilience and stability, driven by sustained demand for skilled workforce deployment.

The supply of materials, tools, and equipment segment maintained a steady performance, recording RM6.56 million in FYE 2024, a marginal increase from RM6.50 million in FYE 2023. This reflects consistent demand for essential materials and equipment, supported by ongoing upstream oil and gas activities.

Meanwhile, the drilling rig charter services segment experienced significant growth, with revenue surging by 105.3% from RM1.30 million in FYE 2023 to RM2.67 million in FYE 2024. This strong performance highlights the Group's continued efforts to capitalise on emerging opportunities within the offshore drilling sector.

GROSS PROFIT MARGIN

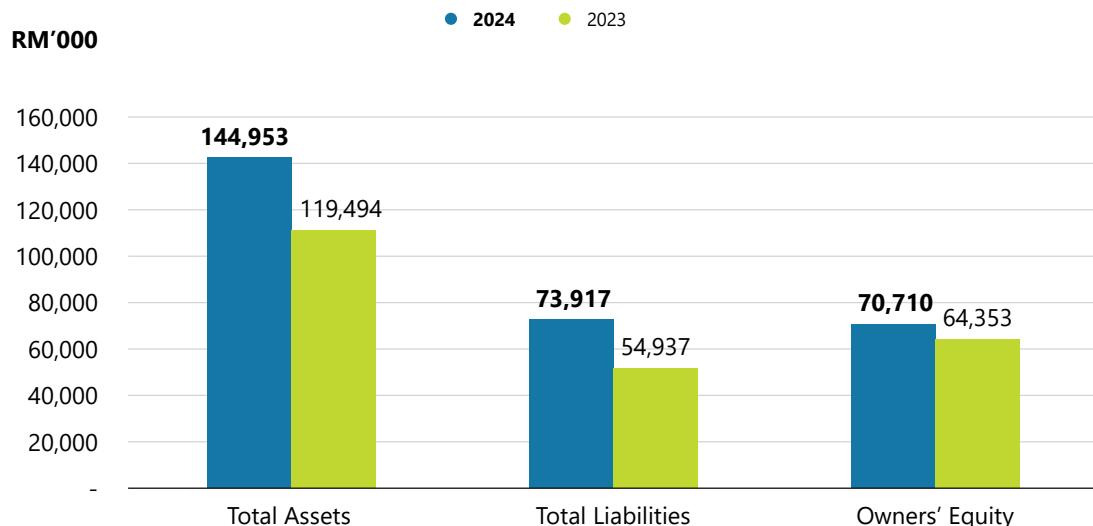


Despite the decline in revenue, the Group successfully maintained overall positive gross profit in FYE 2024. The supply of manpower segment continued to be a key driver, achieving an improved gross profit margin of 26%, up from 24% in the previous year. This increase was attributed to enhanced cost control measures and favourable contract terms. Similarly, the supply of materials, tools, and equipment segment maintained a stable gross profit margin of 22%, reflecting effective cost management and sustained demand.

Conversely, the EPC and project management segment remained in a negative gross profit margin in FYE 2024, primarily due to cost overruns and execution challenges as the BAGSF 2 project neared completion. To mitigate these losses, the Group is actively implementing cost optimisation strategies and strengthening project management controls.

Meanwhile, the drilling rig charter segment continued to deliver robust results, sustaining a 100% gross profit margin for the second consecutive year, supported by the ongoing execution of its charter contract. Moving forward, the Group remains committed to enhancing efficiency and cost management across all segments to drive sustainable profitability.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)



In FYE 2024, the Group's financial position continued to show increase in total assets, total liabilities, and owners' equity. The primary contributor to the increase in assets and liabilities was the drilling rig charter services segment, which added approximately RM55.52 million in FYE 2024 and RM18.04 million in FYE 2023.

Excluding the back-to-back assets and liabilities arising from the Group's role as a charter agent for the drilling rig, total assets declined by RM12.02 million. This reduction was mainly attributable to the nearing completion of the BAGSF 2 project and improved collection efforts from customers. Similarly, total liabilities, excluding those related to the drilling rig charter segment, decreased by RM18.50 million, driven by more timely payments to suppliers.

Financial Performance	Audited as at 31 December 2024		Audited as at 31 December 2023	
	RM'000		RM'000	
Total Debts (*)	16,162		34,438	
Gearing Ratio (Times)	0.23		0.53	

Remarks: (*) Excluding payables under provision of drilling rig charter services segment of RM55.52 million and RM18.04 million for FYE 2024 and FYE 2023 respectively.

Despite an increase in total liabilities, our gearing ratio improved from 0.53 to 0.23 in FYE 2024, indicating improved financial standing by decreasing reliance on debt.

Liquidity and Capital Resources

As at 31 December 2024, the Group's total cash and cash equivalents (excluding pledged deposits) stood at RM50.75 million, representing a significant increase of RM41.45 million from RM9.30 million as at 31 December 2023. This improvement was primarily driven by enhanced net cash flows from operating activities, attributable mainly to improved collections. Of the total cash and bank balances amounting to RM61.91 million, approximately RM5.53 million was placed in fixed deposits pledged to licensed banks, while RM5.63 million was maintained in a Designated Collection Account and Escrow Account as security for bank facilities granted to the Group. Included in cash and bank balances is an amount of RM42.45 million representing payment collected from customer that is payable to supplier in relation to a drilling rig charter contract.

During the financial year, the Group incurred total capital expenditure of approximately RM2.04 million, comprising of RM1.60 million for assets under construction related to solar photovoltaic systems as the Group being an investor, and RM0.39 million for purchase of machineries and tools and equipment used in project execution.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

KEY RISKS AND MITIGATION STRATEGIES

OVH adheres to the Board-approved Enterprise Risk Management Framework to track and monitor various risk factors that may impact the Group, enabling the Board and Management to develop strategies to mitigate potential or identified risks.

Risk Description	Mitigation Strategy
Regulatory and compliance	Continuously reviewing potential breaches and non-compliance issues that could impact the Group's business operations.
	Ensuring adequate disclosure of the Group's ESG compliance status by identifying material risks and growth opportunities.
Competitions	Continuously reviewing and refining the Group's business strategies to ensure projects are executed and delivered effectively.
	Benchmarking performance against competitors and exploring ways to enhance operational efficiencies across the Group.
Project execution and delivery	Strengthening efforts to broaden the Group's talent pool by implementing an annual employee assessment, emphasizing greater discipline in project execution and delivery performance.
	Enhancing collaboration with clients, subcontractors, and vendors to ensure project progress remains uninterrupted through the assignment of an experienced project management team.
Credit risk and concentration risk	Diversifying the Group's revenue streams by expanding the range of support services offered.
	Diligently evaluating the risks and viability of new business ventures, particularly those that are capital-intensive or involve long gestation periods.
Safety, health and environment ("HSE") policy	Continuous training and awareness programs are conducted to keep the Group updated on changes in rules and regulations, fostering a strong HSE culture.

MANAGEMENT DISCUSSION AND ANALYSIS (CONT'D)

OUTLOOK AND PROSPECTS

The global oil and gas industry remains volatile due to geopolitical tensions in Europe and the Middle East, fluctuating economic conditions, and the ongoing energy transition. While global oil demand continues to rise, particularly in non-OECD nations across Asia, supply dynamics are influenced by OPEC+ strategies and increasing production from non-OPEC+ countries. Elevated energy prices have bolstered industry profitability, enabling reinvestment in new technologies to enhance efficiency and manage long-term shifts in energy demand.

In Malaysia, the oil and gas sector remains a key economic driver, with PETRONAS maintaining a stable upstream outlook focused on production optimisation, increased development wells, and maintenance activities. Meanwhile, Sarawak's oil and gas industry is experiencing significant growth, with Petros taking on a larger role in driving local participation and economic benefits. Infrastructure expansion, downstream developments, and carbon capture initiatives are creating new opportunities for industry players.

Despite a softer financial performance in 2024 compared to the previous year, the Group remains focused on revenue and profit recovery through rigorous cost-saving measures, enhanced project execution, and the strategic acquisition of high-margin projects. Expansion in Sarawak, increased EPC project opportunities, and strategic partnerships will be instrumental in strengthening the Group's market position.

Looking ahead, the Group is committed to strengthening its leadership team, broadening revenue streams, and exploring opportunities across oil and gas, renewable energy, and construction. The recent entry of new investors and the appointment of key leadership figures are expected to provide renewed momentum for growth, driving operational improvements and strategic realignments. Aggressive tender participation, particularly in East Malaysia, aligns with the Group's long-term strategy for sustainable expansion.

Barring any unforeseen circumstances, the Group remains optimistic about the outlook for the oil and gas industry, which is closely linked to its financial performance in 2025.

DIVIDEND POLICY

The Group does not have a formal dividend policy. The declaration and recommendation of dividends are at the discretion of the Board, with any final dividends subject to shareholders' approval. While the Group intends to distribute dividends in the future, such payments will depend on various factors, including financial performance, capital expenditure requirements, overall market conditions, and other considerations deemed relevant by the Board.

PROFILE OF DIRECTORS

NOR AZZAM BIN ABDUL JALIL

Independent Non-Executive Chairman

AGE

60

NATIONALITY

MALAYSIAN

GENDER

MALE

DATE OF APPOINTMENT

14 AUGUST 2019



ENCIK NOR AZZAM BIN ABDUL JALIL was appointed as Independent Non-Executive Director and Chairman of the Board of the Company on 14 August 2019.

He graduated with a Bachelor of Business Administration (Finance) from George Washington University, USA in 1987. Upon his graduation, he was employed as an Executive Trainee by Bank of Commerce (M) Berhad. In 1991, he was promoted as Assistant Vice President responsible for managing the bank's Nostro accounts. In 1993, he moved to the corporate banking department as a Credit Officer and was promoted to Head of Japanese Desk in January 1995. In 1999, after the merger of Bank of Commerce (M) Berhad and Bank Bumiputra Malaysia Berhad to Bumiputra-Commerce Bank Berhad, he was redesignated as Business Center Manager where he was responsible to set-up and manage a business center in Klang Valley. In 2000, he was seconded to Tokyo, Japan branch of Bumiputra-Commerce Bank Berhad as General Manager to manage day-to-day operations of the branch.

He returned to Malaysia in 2005 to be the Chief Executive Officer of Commerce Tijari Bank Berhad of which he successfully launched the Islamic Bank the same year. After the merger with CIMB Bank Berhad, he was made the Regional Director IV (responsible for the 40 South Selangor and Negeri Sembilan retail branches and 3 business centres) in 2006. He was subsequently promoted to Senior Vice President/Regional Director I (responsible for the 45 branches in Kuala Lumpur) in 2010. He remained with the CIMB group and was promoted several times before leaving CIMB Bank Berhad in 2016. His last position with the bank was Senior Managing Director/Acting Head of Consumer Sales and Distribution, responsible for driving retail banking and enterprise banking businesses including all 364 CIMB branches in Malaysia at that time. He was also during the same period appointed as CEO of

CIMB Foundation to lead and oversee the corporate social responsibility efforts for the CIMB Group, and was a board member on the CIMB-Principal Asset Management Bhd until he left the banking group in 2016. Then he joined Kuwait Finance House (Malaysia) Berhad in the same year as Deputy Chief Executive Officer, where he was responsible for driving the overall strategic direction of the bank's business. In 2017, he left Kuwait Finance House (Malaysia) Berhad to join his family business as an Executive Director of Voxel Imaging Sdn. Bhd., a visual effects and production company for film and television as well as end-to-end production for corporate and commercial clients, and also Voxel Resonance Films Sdn. Bhd., newly setup next generation film content aggregator-financier producer. He currently manages the financial and investment aspects of these companies.

He is currently the Independent Non-Executive Director of Nestcon Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad. Save as disclosed, he does not hold any other directorship in any public companies and listed issuers.

He does not have any family relationship with any directors and/or major shareholders of the Company. He also has no conflict of interest or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries.

He has not been convicted of any offences within the past five (5) years, other than the traffic offences, if any, and has not received any public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2024.

He attended all the six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

(CONT'D)

KENNY RONALD NGALIN

Managing Director

AGE

49

NATIONALITY

MALAYSIAN

GENDER

MALE

DATE OF APPOINTMENT

1 APRIL 2019



MR. KENNY RONALD NGALIN was appointed to the Board on 1 April 2019. He is the Group's founder and has spearheaded the business growth of the Group since its inception in 2011. He is also a member of Sustainability Committee. He is responsible for developing strategic policies, overseeing financial performance and business ventures, and ensuring operational efficiency by providing guidance to achieve the Group's objectives.

He has more than 17 years of working experience in the Oil and Gas ("O&G") industry, specialising in health, safety and environment.

He obtained his Nursing Diploma from Pantai Institute of Health Science & Nursing in 2001 and holds a certificate from The National Examination Board in Occupational Safety & Health (NEBOSH) United Kingdom since 2012. He is currently pursuing his Masters in Business Administration with the University of Manchester.

He began his oilfield career in 2002 with International SOS (Malaysia) Sdn. Bhd., as an offshore medic providing medical care and various health and safety trainings onboard offshore drilling rigs, platform and remote areas. Throughout his tenure, he was involved in various projects and short assignments as Rig Medic to various local and international O&G companies, such as GlobalSantaFe Corporation, Murphy Oil Corp Sarawak Sdn. Bhd., Enso Gerudi (Malaysia) Sdn. Bhd., Transocean Inc., Western Geco Inc. and Grant Geophysical Inc. During his assignments and projects, he was assigned to work on various types of drilling rigs, vessels, floating production storage, shipyards and base in Malaysia, Thailand, Vietnam, Brunei, Indonesia and Singapore, Sudan, China and Nigeria.

In 2005, he left International SOS (Malaysia) Sdn. Bhd. and joined Tioman Drilling Sdn. Bhd. -Smedvig S.A as Safety Training Officer. In 2006, he left Tioman Drilling Sdn. Bhd. -Smedvig S.A and joined Transocean Drilling Sdn. Bhd. as Rig Safety Training Coordinator. He later joined Seadrill Management (S) Pte Ltd as a Safety Coach in 2007, where he was responsible to ensure that offshore drilling rigs and platform were in compliance with the internal and external governing requirements. In 2011, he founded OVE while he was still attached to Seadrill Management (S) Pte Ltd. In 2013, he left Seadrill Management (S) Pte Ltd to focus solely on OVE.

He does not hold directorships in any other public companies and listed issuers.

He had ceased to be a substantial shareholder of the Company with effective 29 May 2024. He does not have any family relationship with any directors and/or major shareholders of the Company. He has no conflict of interest or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries.

He has not been convicted of any offences within the past five (5) years, other than the traffic offences, if any, and has not received any public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2024.

He attended all the six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

(CONT'D)

WILLIE HO HUAT VOON

Executive Director and Chief Executive Officer

AGE

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NATIONALITY

MALAYSIAN

GENDER

MALE

DATE OF APPOINTMENT

20 SEPTEMBER 2024



MR. WILLIE HO HUAT VOON was appointed to the Board on 20 September 2024 and was subsequently appointed as a member of the Sustainability Committee, effective 26 November 2024. He joined the Group as Chief Executive Officer after amassing over 12 years of extensive experience in the energy and resources industry across Australia and New Zealand. He holds a Bachelor's Degree in Chemical Engineering with Honours from the University of Queensland, Australia obtained in 2011. He is responsible for overseeing the Group's overall direction, ensuring sustainable profitability, compliance, and financial stability while leading strategic growth initiatives and representing the Group to stakeholders.

He possesses extensive expertise in the upstream oil and gas sector, particularly in oilfield services, well completions and engineering. His diverse roles have included business ownership, general management, technical and engineering disciplines, operations, procurement, business development, finance and project management. In 2013, he began his career at Halliburton Australia as a Production Enhancement Engineer, contributing to fracture stimulation engineering and operations across Australia's onshore oil and gas fields.

In 2015, he transitioned to Condor Energy Services Ltd in Australia and New Zealand as a Stimulation Engineer, leading technical teams in executing complex stimulation projects across both countries. By 2018, he advanced to the position of Senior Project Engineer, overseeing project planning, execution and client relations. In 2019, he was promoted to Project and Business Development Manager, where he led cost analysis optimisation, provided technical and operational solutions to clients, and pursued new business opportunities. In 2020, he was appointed General Manager - Commercial

& Engineering at Condor Energy. In this capacity, he oversaw the profit and loss of various business units, led strategic business initiatives, participated in Board of Directors meetings, and executed business improvement plans. He also provided leadership to the commercial, project, procurement and engineering teams.

Additionally, from 2018 to 2020, he co-owned and served as a Business Advisor at a private Australian company specialising in oil and gas artificial lift systems, where he was responsible for financial management and strategic business advice.

He does not hold directorships in any other public companies and listed issuers.

He is the substantial shareholder of the Company through deemed interest by virtue of his shareholdings in Majuco Motor Sdn. Bhd.. He does not have any family relationship with any directors and/or major shareholders of the Company. He has no conflict of interest or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries.

He has not been convicted of any offences within the past five (5) years, other than the traffic offences, if any, and has not received any public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2024.

He attended one (1) Board of Directors' Meeting held during the financial year ended 31 December 2024 as he was appointed to the Board on 20 September 2024.

PROFILE OF DIRECTORS

(CONT'D)

AIDA MOSIRA BINTI MOKHTAR

Independent Non-Executive Director

AGE	52
NATIONALITY	MALAYSIAN
GENDER	FEMALE
DATE OF APPOINTMENT	6 SEPTEMBER 2021



PUAN AIDA MOSIRA BINTI MOKHTAR was appointed as Independent Non-Executive Director on 6 September 2021. She is also the Chairperson of Audit & Risk Management Committee, a member of Remuneration Committee, Nomination Committee and Sustainability Committee of the Company.

She is a Chartered Accountant ("FCCA"), Chartered member of The Malaysian Institute of Accountants ("MIA"), Chartered Islamic Finance Professional ("CIFP") and certified Islamic Financial Planner ("IFP"). She graduated in Economics (specialised in Accounting and Finance) from The London School of Economics and Political Science (LSE). She also holds a Certificate in Sustainable Investing (Harvard Business School Online), a Certificate in Sustainability (ICDM) and an Accredited Trainer (HRD Corporation).

Her professional milestones span across various industries such as corporate treasury, asset management, oil and gas, aviation, professional services and management consulting. She has over 20 years' experience in various senior positions in advisory and strategic roles in the areas of finance (investment, treasury, fund management, Islamic finance), risk management and strategic planning. She was the Chief Executive Officer of Aberdeen Islamic Asset Management, Chief Financial Officer of Iclif Leadership and Governance Centre ("Iclif"), Vice President of Malaysia Airlines ("MAS") and Director of Deloitte Global Treasury Advisory Services.

During her tenure with PETRONAS, she managed the global strategic investment and trading portfolios in conventional and *Shariah*-compliant markets. She played a key role in the dynamic macro asset allocation of PETRONAS' funds, the designing of treasury, investment and trading policies and implementing new investment opportunities.

In MAS, she was in the senior management team in transforming the organisation, particularly financial risk exposures and enhancing governance which included revamping of financial policies. She advised the Board Hedging Committee on the risk management and hedging strategies. In Iclif, she advised the Main Board and Board Audit Committee on financial matters.

Her extensive exposures in the financial and commodity markets include global bonds, stocks, commodities and money markets in conventional and *Shariah*-compliant markets. Her strengths include investing and trading in the financial markets and hedging risks in crude oil, currency and interest rate with derivatives. She has vast knowledge in fundamental (macro and micro assessments) and technical analyses, quantitative and market psychology. Her corporate and entrepreneurial experiences in setting up new business ventures contributed to her holistic perspectives.

Her expertise is in treasury, investment (by maximising fund returns), turnaround and transformation (by bringing cost savings in turning around and transforming investment and hedging portfolios) and enhancing governance and risk management (by developing and revamping policies and providing solutions in risk management). Her strengths include implementing new business and investment opportunities in markets and products and developing strategies and policies in companies.

She is currently the Independent Non-Executive Director of AGX Group Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad. Save as disclosed, she does not hold directorships in any other public companies and listed issuers.

She does not have any family relationship with any directors and/or major shareholders of the Company. She has no conflict of interest or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries.

She has not been convicted of any offences within the past five (5) years, other than the traffic offences, if any, and has not received any public sanction or penalty imposed by relevant regulatory bodies during the financial year ended 31 December 2024.

She attended all the six (6) Board of Directors' Meetings held during the financial year ended 31 December 2024.

PROFILE OF DIRECTORS

(CONT'D)

JOHN FLANER ANAK AUGUSTINE GAWIN

Independent Non-Executive Director



MR. JOHN FLANER ANAK AUGUSTINE GAWIN was appointed as Independent Non-Executive Director on 28 August 2024. He is currently the Chairman of Nomination Committee and also a member of Audit & Risk Management Committee, Remuneration Committee and Sustainability Committee of the Company.

He obtained his Bachelor Degree in Engineering (Mechanical and Manufacturing Systems) from University Malaysia Sarawak in 2007.

He started his career as a Technical Executive at Faber Medi-Serve Sdn. Bhd. (later known as Edgenta Mediserve Sdn. Bhd.) in April 2007 until April 2008. He managed the overall operations and quality of engineering services to designated hospitals, monitoring and ensuring efficient and economical operations of plant and equipment through implementation of preventive maintenance programs. He provides support in the administration, maintenance and implementation of facilities and resources. He also developed and monitored the implementation of Quality Management systems by coordinating, training and guiding employees in adhering to the requirements and to monitor and ensure full compliance of safe and healthy practices and procedures in accordance to OSHA and other safety regulations.

In November 2009, he worked as a QA/QC Executive/Supervisor at Amalgamated Batteries Manufacturing (Sarawak) Sdn. Bhd. His responsibilities include monitoring the products quality and ensuring the products comply with specifications and standards. He also responsible to identify areas for improvement and recommend trainings for operators to achieve good quality products and reduce defects. In March 2010, he left Amalgamated Batteries Manufacturing (Sarawak) Sdn. Bhd.

He then joined HDKL Construction Sdn. Bhd. in April 2010 and currently held a position as Project Director. In his role, he performs project budget analysis and lookahead. He manages financial plans and consistently evaluate the project budget by keeping track of spending and forecasts changes to the budget. He assigns resources and coordinates the projects implementation. He supervises site personnel, plant, and equipment, as well as attending project meetings and monitoring work progress. He is also responsible in identifying and responding to potential issues throughout the projects. He involves in the preparation and compilation of project reports.

He does not hold directorships in any public companies and listed issuers.

He does not have any family relationship with any directors and/or major shareholders of the Company. He has no conflict of interest or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries.

He has not been convicted of any offences within the past five (5) years, other than the traffic offences, if any, and has not received any public sanction or penalty imposed by relevant regulatory bodies during the financial year ended 31 December 2024.

He attended two (2) Board of Directors' Meetings held during the financial year ended 31 December 2024 as he was appointed to the Board on 28 August 2024.

PROFILE OF DIRECTORS

(CONT'D)

ONG SHEIK YOONG

Independent Non-Executive Director

AGE	42
NATIONALITY	MALAYSIAN
GENDER	MALE
DATE OF APPOINTMENT	26 NOVEMBER 2024



MR. ONG SHEIK YOONG was appointed as Independent Non-Executive Director on 26 November 2024. He is currently the Chairman of Remuneration Committee and Sustainability Committee of the Company. He is also a member of Audit & Risk Management Committee and Nomination Committee of the Company.

He is a member of the Malaysian Institute of Accountants ("MIA"), Fellow Member of Association of Chartered Certified Accountants ("FCCA"), and Member of ASEAN Chartered Professional Accountant ("CPA"). He obtained his Degree in Commerce (Hons) Accounting from Universiti Tunku Abdul Rahman in 2006.

During his 18 years of audit tenure, he is experienced in Statutory and Special Audit across a broad spectrum of industries such as Telecommunication, Retail, Manufacturing, Malaysian Closed-end Fund, Services, Trading, Construction and etc. He also successfully assisted Companies to list on the Bursa Malaysia Securities Berhad acting as the Reporting Accountants in Initial Public Offer (IPO) engagements and in charge of Financial Due Diligence exercise on acquisition and merger of targeted companies.

He started his career in 2006 as an audit assistant with Messrs. Leslie Yap & Co, then with Baker Tilly Menteiro Heng as Audit Semi-Senior in 2008. Subsequently, he joined Crowe Horwath as Audit Senior in 2010, and left the firm with Audit Manager in 2018. He joined CHI-LLTC as Audit Principal as the same year.

In 2021, he became a Partner of CHI-LLTC, a medium size Chartered Accountant firm. He was also a partner of an audit firm, TNL Partner PLT, from January 2022 to December 2022.

He does not hold directorships in any public companies and listed issuers.

He does not have any family relationship with any directors and/or major shareholders of the Company. He has no conflict of interest or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries.

He has not been convicted of any offences within the past five (5) years, other than the traffic offences, if any, and has not received any public sanction or penalty imposed by the relevant regulatory bodies during the financial year ended 31 December 2024.

He did not attend any Board of Directors' Meetings held during the financial year ended 31 December 2024 as he was appointed to the Board on 26 November 2024.

PROFILE OF KEY SENIOR MANAGEMENT

TEH SWEE BOON

Acting Chief Financial Officer

AGE	38
NATIONALITY	MALAYSIAN
GENDER	FEMALE
DATE OF APPOINTMENT	28 FEBRUARY 2025



MS. TEH SWEE BOON was appointed as the Acting Chief Financial Officer ("Acting CFO") of the Group on 28 February 2025. Prior to this appointment, she joined OVE as Finance Manager in February 2020, where she has been responsible for financial management, taxation, treasury, and risk management operations.

She is a Member of MIA and a Fellow Member of CPA Australia. She obtained her professional accounting qualification from CPA Australia in 2017.

She has over 10 years of diverse experience in financial reporting, audit, and assurance. She began her career as an Audit Junior at Synergy Business Advisory Sdn. Bhd. from 2009 to 2011, where she gained foundational experience in auditing, accounting, and bookkeeping. She later joined Commerce Cube Sdn. Bhd. as an Audit Senior where she was responsible for financial ratio analysis, business performance evaluation, and mentoring junior team members in the field of auditing.

In 2012, she joined Ernst & Young ("EY") Malaysia as Audit Associate and got promoted as Assurance Senior Manager before she left to join the Group. During her tenure of 7 years in EY, she has extensive audit experience in statutory and consolidated audits in accordance with International Financial Reporting Standards/Malaysian Financial Reporting Standards and Malaysian Private Entities Reporting Standard for private entities and public companies.

She does not hold directorships in any public companies and listed issuers.

She does not have any family relationship with any directors and/or major shareholders of the Company. She has no conflict of interest or potential conflict of interest, including the interest in any competing business with the Company and/or its subsidiaries.

She has not been convicted of any offences within the past five (5) years, other than the traffic offences, if any, and has not received any public sanction or penalty imposed by relevant regulatory bodies during the financial year ended 31 December 2024.

SUSTAINABILITY STATEMENT

INTRODUCTION

The Board is pleased to present our Sustainability Statement for the FYE 2024. This statement outlines our strategies, initiatives, and performance in addressing sustainability-related opportunities and challenges across the Economic, Environmental, Social, and Governance ("ESG") dimensions. This statement highlights the sustainability efforts and performance of OVH for the FYE 2024, with reference to the ESG context across all business segments.

SCOPE AND BASIS OF SCOPE

This statement covers the reporting period from 1 January 2024 to 31 December 2024, in line with the Group's financial year. This scope of this statement encompasses entire operations of the Group and include all entities that the Group holds a controlling interest.

This Sustainability Statement was prepared in a manner as prescribed by Bursa Securities in accordance with the ACE Market Listing Requirements ("ACE LR"), Sustainability Reporting Guide and Toolkits issued by Bursa Securities, and Malaysian Code on Corporate Governance.

LIMITATION AND DISCLAIMER

The Group acknowledges the challenges and limitations involved in compiling sustainability-related data across the organisation. As a result, the accuracy, completeness, or comparability of certain disclosures may vary and are highlighted where applicable.

Any plans, targets and other forward-looking statements discussed herein are made based on reasonable current assumptions and may not be conclusive. Actual plans and results may differ according to changes in the operating scenario. Readers are advised not to place excessive reliance on such statements.

OUR COMMITMENT TO BUSINESS SUSTAINABILITY

OVH is committed to sustainable practices in our Group's strategies and create sustainable value to our customers, employees, investors and other stakeholders. Business sustainability is integral to the way we plan our business activities. Our business strategy focuses on achieving long-term corporate growth and profitability while integrating ESG principles into our decision-making processes and operational model. Notably, as part of our ongoing commitment, we are pleased to report zero environmental incidents for the FYE 2024.

The Group has experienced consistent growth over the years and remains dedicated to providing specialised support services in the O&G industries, both upstream and downstream, as well as in the renewable energy sector. Our commitment to sustainability is ingrained in the Group's mission, vision and core values, creating a strong corporate culture.

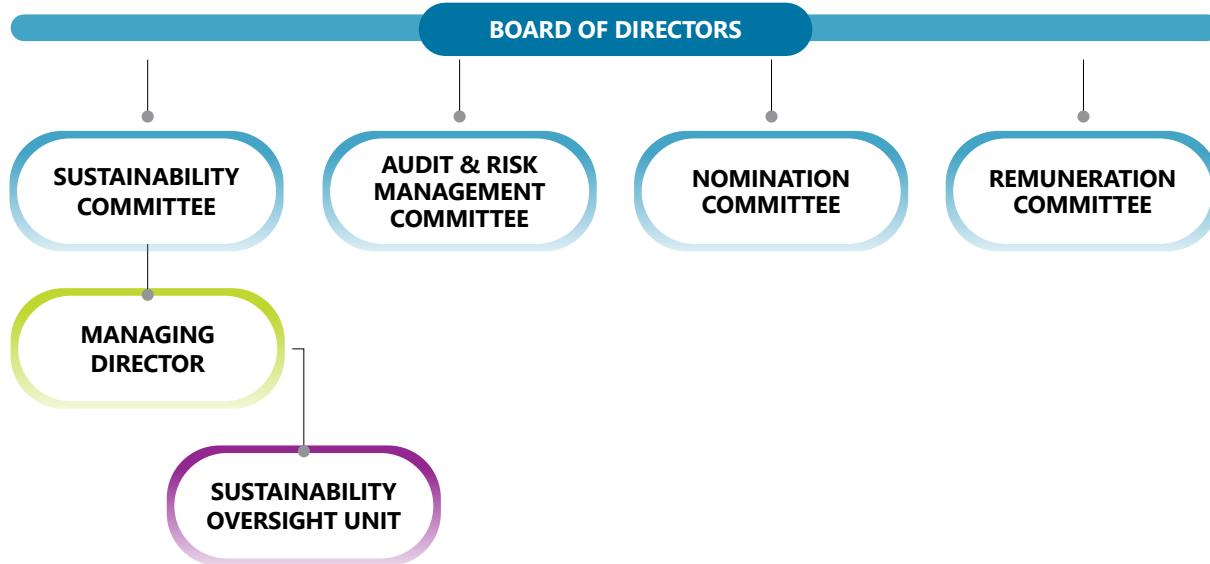
We continuously strive to set industry standards and frameworks, adapting to innovative methods to enhance our sustainability efforts. By doing so, we aim to mitigate risks and capitalise on business opportunities that align with our sustainability goals.

SUSTAINABILITY GOVERNANCE

The responsibility of driving the sustainability culture within the Group is held by our Sustainability Committee. At the forefront of this structure, our Board of Directors serves as the ultimate steward of sustainability, providing strategic oversight and championing sustainable practices across the organisation. The Board's commitment goes beyond supervisory duties; it actively fosters a culture of sustainability and ensures that ESG considerations are integrated into the Group's overall business strategy.

SUSTAINABILITY STATEMENT (CONT'D)

SUSTAINABILITY GOVERNANCE STRUCTURE



The Board of Directors (the “**Board**”) sets the Group’s sustainability directions and oversees the sustainability matters in the organisation. The Board has the following responsibilities:

- Ensure the overall business strategy take into account the sustainability aspects;
- Proactively consider sustainability issues when it oversees the planning, performance and long-term strategy of the company, to ensure the company remains resilient, is able to deliver durable and sustainable value as well as maintain the confidence of its stakeholders;
- Setting and adopting a sustainability policy to oversee, together with the Management, the fulfilment of the Group’s sustainability goals in order to maintain the confidence of stakeholders.

The Sustainability Committee (“**SC**”) comprises a total of four (4) Independent Non-Executive Directors, the Managing Director, and Executive Director and Chief Executive Officer of the Company. The SC is chaired by the Independent Non-Executive Director. The Committee is further assisted by the Sustainability Oversight Unit. The Committee has the following responsibilities:

- Advises the Board and recommending the business strategies in the area of sustainability including but not limited to ESG;
- Monitors the implementation of sustainability roadmap and/or sustainability strategies as approved by the Board;
- Recommend to the Board sustainability-related policies for adoption, and monitors the implementation of the policies;
- Reviews issues relating to sustainability arising from independent audits and assurance reports, if any, and any matters pertaining to sustainability highlighted by regulators or relevant consultants;
- Recommend to the Board for its approval sustainability matters identified as material;
- Overseeing the management of sustainability matters, with particular focus on matters material to the Group; and
- Receives half yearly update from Sustainability Oversight Unit and/or Management on the progress towards achieving the Group’s sustainability targets.

SUSTAINABILITY STATEMENT

(CONT'D)

STAKEHOLDERS' ENGAGEMENT IN SUSTAINABILITY

Engaging with various stakeholders allows us to gain understanding of their needs and expectations. OVH firmly believes that our ongoing business success relies on establishing strong and enduring relationships with our key stakeholders.

The sustainability philosophy of the Group revolves around our shareholders, customers, employees and society as a whole. Their engagement and involvement are of the utmost importance in driving our sustainable growth.

Therefore, OVH places great reliance on the Group's stakeholders and their concerns, as their continued and consistent support is indispensable. OVH will identify and prioritise critical concerns, and the Group will make use of appropriate sustainability approaches.

Throughout the financial year, OVH maintains effective and continuous communication with the Group's key stakeholders in order to promptly address their concerns and meet their expectations.

Our approach to engaging with key stakeholders and our responses to their concerns are outlined as follows:

Stakeholders	Concerns	Engagement Methods	Responses
Internal Stakeholders			
Shareholders and Investors	<ul style="list-style-type: none"> Financial and economic performance Fiduciary duties Timely information disclosure Transparency and ethics 	<ul style="list-style-type: none"> Corporate announcements Annual General Meeting ("AGM") or Extraordinary General Meetings ("EGM") Update information on OVH's website Corporate governance report Annual Reports Quarterly financial results 	<ul style="list-style-type: none"> Compliance with Bursa Malaysia Securities and applicable accounting standards Best practices on good governance OVH's business strategies
Employees	<ul style="list-style-type: none"> Career development and advancement Health and workplace safety Job security and protection 	<ul style="list-style-type: none"> Employment contracts and Employees Handbook Health, Safety and Environment ("HSE") conferences and meetings Daily operations procedures Annual performance reviews 	<ul style="list-style-type: none"> Training and educational programs Compliance with Occupational Safety and Health Administration ("OSHA")
External Stakeholders			
Financiers and Bankers	<ul style="list-style-type: none"> Economic and financial performance Business strategies 	<ul style="list-style-type: none"> Regular meetings Regular insurance and banking needs Annual reviews 	<ul style="list-style-type: none"> Strategic capital management
Government and Enforcement Authorities	<ul style="list-style-type: none"> Legal compliances Compliance to legislations and guidelines for Covid-19 Licenses and permits 	<ul style="list-style-type: none"> Legal submissions and reporting (e.g. annual returns, income tax) Regulatory seminars and local conferences Permits and licenses issuance, renewal and update 	<ul style="list-style-type: none"> Regulatory compliance on local and federal levels

SUSTAINABILITY STATEMENT (CONT'D)

STAKEHOLDERS' ENGAGEMENT IN SUSTAINABILITY (CONT'D)

Stakeholders	Concerns	Engagement Methods	Responses
External Stakeholders (Cont'd)			
Customers	<ul style="list-style-type: none"> Service delivery quality and efficiency Compliance with HSE Technological and product innovation Customers' satisfaction 	<ul style="list-style-type: none"> Quotations and proposals Deliveries Agreements and contracts HSE mentorship, meetings and conferences 	<ul style="list-style-type: none"> HSE objectives HSE performance International Organisation for Standardisation ("ISO") and relevant certifications
Suppliers, Vendors and Contractors	<ul style="list-style-type: none"> Transparency and Ethnics Sustainable business relationship Supplier selection and credit terms Health and safety 	<ul style="list-style-type: none"> Purchase orders Services delivery, shipping and handling awareness training and meetings Awareness of Anti-Bribery and Corruption Policy ("ABC Policy") HSE awareness discussions and training Goods and services supply Agreements and Contracts Supplier evaluation 	<ul style="list-style-type: none"> Compliance to OSHA ABC policy Eliminate or cut down lost-time injuries
Local Communities	<ul style="list-style-type: none"> Engagement and welfare of local communities Jobs creation and economic support Environmental impact to the business 	<ul style="list-style-type: none"> Local hiring and recruitment 	<ul style="list-style-type: none"> Local sourcing, hiring and recruitment

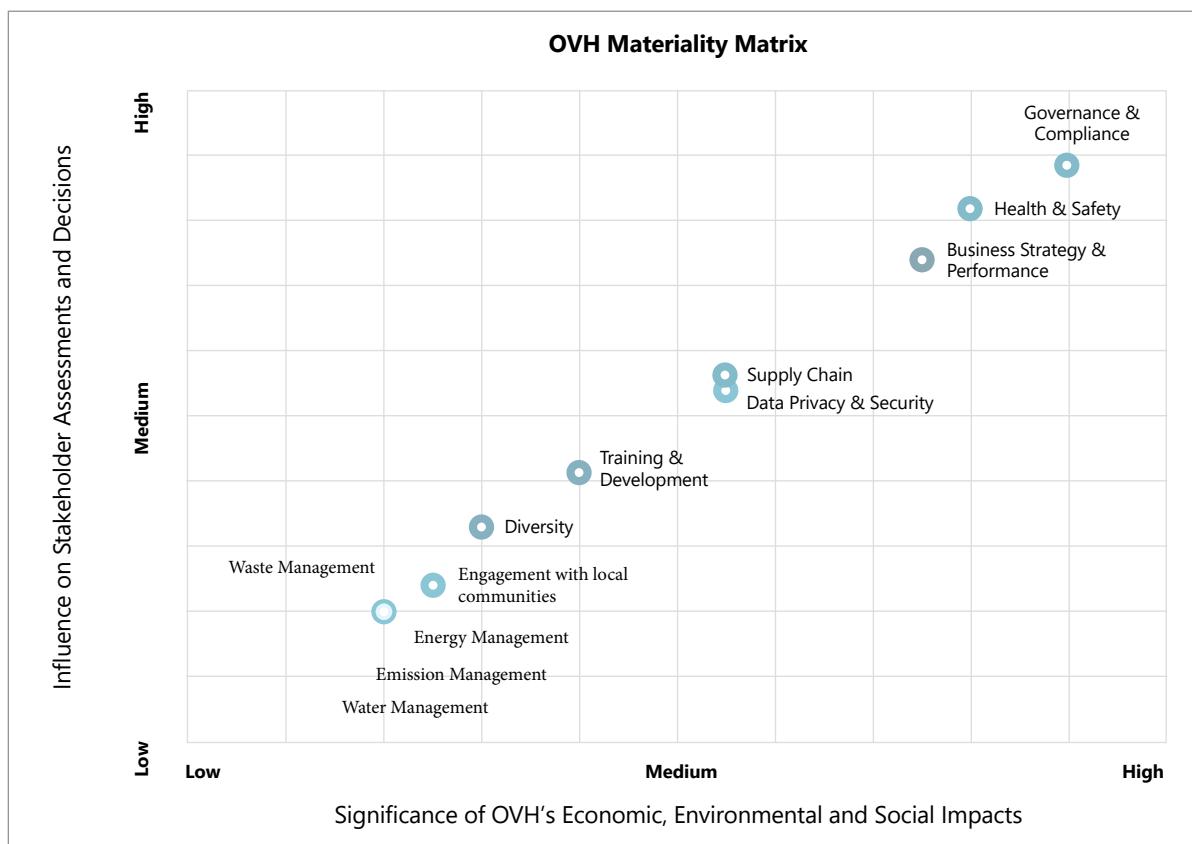
SUSTAINABILITY STATEMENT

(CONT'D)

MATERIALITY MATTERS

Material matters encompass the economic, environmental and social aspects that have an impact on our ability to generate value for our stakeholders. We prioritise sustainability issues that are significant to our stakeholders and relevant to our business and aligning them to meet the interests of our stakeholders.

The accompanying materiality matrix illustrates how each material matter aligns with its corresponding impact on stakeholders' perspectives and its significance for the Group. The insights obtained from the materiality exercise help the Group enhance its economic viability and create value for stakeholders.



ECONOMIC SUSTAINABILITY

OVH recognises that economic sustainability is fundamental to long-term value creation for both our stakeholders and the nation. The economy significantly influences our operations, business resilience, and stakeholder outcomes. OVH remains focused on creating direct and indirect economic value for our stakeholders and contributing to national economic growth through sustainable business solutions and delivering high-quality services that enhance customer satisfaction, loyalty, and long-term business relationships.

Throughout the financial year under review, the Group persevered in sustaining its business performance despite the evolving industry dynamics. Below are OVH's financial performance highlights for the FYE 2024, alongside comparisons to FYE 2023.

Indicator	FYE 2024	FYE 2023
Total Revenue (RM million)	123.64	169.69
Profit After Tax (RM'000)	6.36	3.51
Net Asset Per Share (RM)	0.17	0.15

SUSTAINABILITY STATEMENT (CONT'D)

ECONOMIC SUSTAINABILITY (CONT'D)

For details and analysis of our financial results, please refer to Management Discussion & Analysis on pages 8 to 10 of this Annual Report.

Supplier Management

In line with our commitment to sustainable and responsible business practices, OVH recognizes that an effective and resilient supply chain is vital to our long-term operational success and environmental and social performance. Our ability to deliver high-quality products consistently depends on the strength and integrity of our supplier relationships.

We maintain a strong focus on responsible sourcing by working exclusively with trusted suppliers who comply with our stringent quality standards, including ISO 9001:2015 requirements. We understand that sustainability begins with the materials and services we procure, and we are committed to ensuring that our suppliers uphold the same standards of quality, ethics, and accountability that we expect throughout our operations. We conduct supplier evaluation every two years, assessing key criteria such as pricing, delivery efficiency, product quality, and customer service. Suppliers who do not meet our standards may be subject to exclusion or a follow-up assessment within the next year or prior to future engagements to evaluate any corrective actions and improvements made.

For the FYE 2024, we are pleased to report that 100% of our active suppliers, which we have performed supplier evaluation, have met our established quality and performance criteria. This outcome indicates that our supplier selection and monitoring processes are supporting our efforts to maintain a sustainable and reliable supply chain.

We also strive to engage local suppliers. For the FYE 2024, a total of 96% of our spending are on local suppliers. We believe that procurement practices such as local sourcing contribute to building a more resilient and inclusive supply chain, while also strengthening the communities in which we operate. By prioritizing local suppliers where feasible, we help foster economic opportunities and create a robust marketplace that supports the growth and development of local businesses.

SOCIAL SUSTAINABILITY

Employee Health and Safety

At OVH, we prioritise the health, safety, and well-being of our employees as a fundamental part of our commitment to a responsible and supportive workplace. In addition to comprehensive health and wellness benefits and insurance coverage, we have allocated dedicated funding for bi-weekly sports and wellness activities, including badminton and Zumba sessions. These initiatives aim to promote team spirit, enhance employee engagement, improve communication, and encourage healthier lifestyles.

We also recognise that maintaining a safe working environment is essential for reducing risks to physical health and ensuring swift response to any potential incidents. As part of our ongoing commitment to workplace safety, employees are regularly sent to participate in health and safety training programmes aligned with recognised standards. These efforts help us foster a culture of safety and care across all levels of the organisation.

Workforce Diversity

At OVH, we believe that building a diverse workforce is essential to achieving excellence across all areas of our business. By bringing together individuals with varied backgrounds, experiences, perspectives, and skills, we foster an inclusive workplace where every employee feels valued, respected, and empowered to contribute without fear of bias or prejudice. We are confident that such an environment drives collaboration, encourages innovation, and enhances overall productivity across the Group.

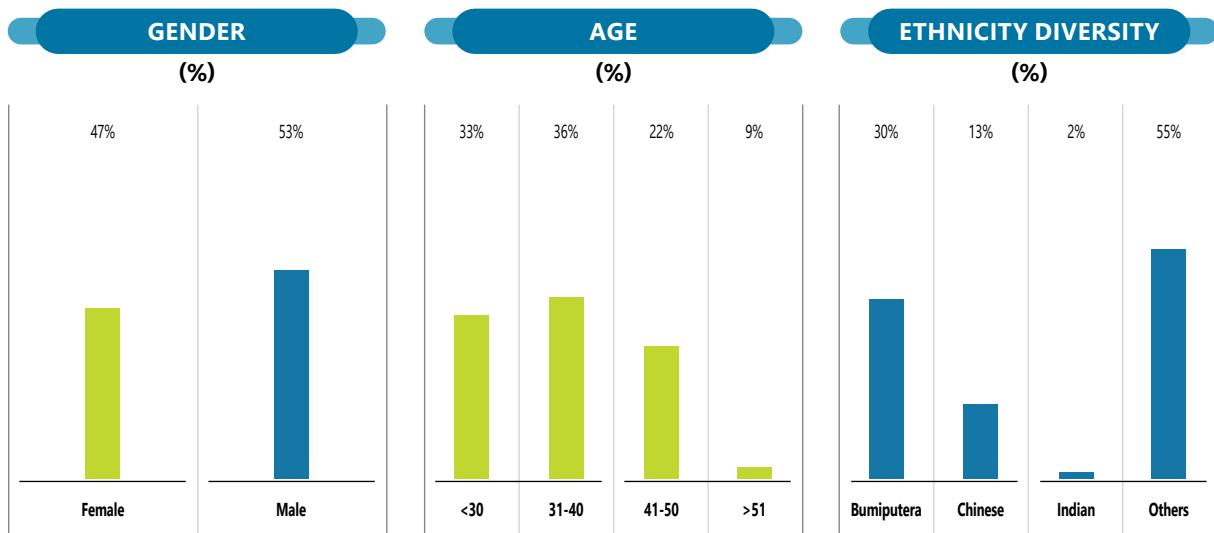
Our recruitment and promotion processes are based on capabilities, experience, performance and attitude. We are committed to providing equal opportunities to all employees, regardless of age, gender, identity, ethnicity, or religion.

SUSTAINABILITY STATEMENT (CONT'D)

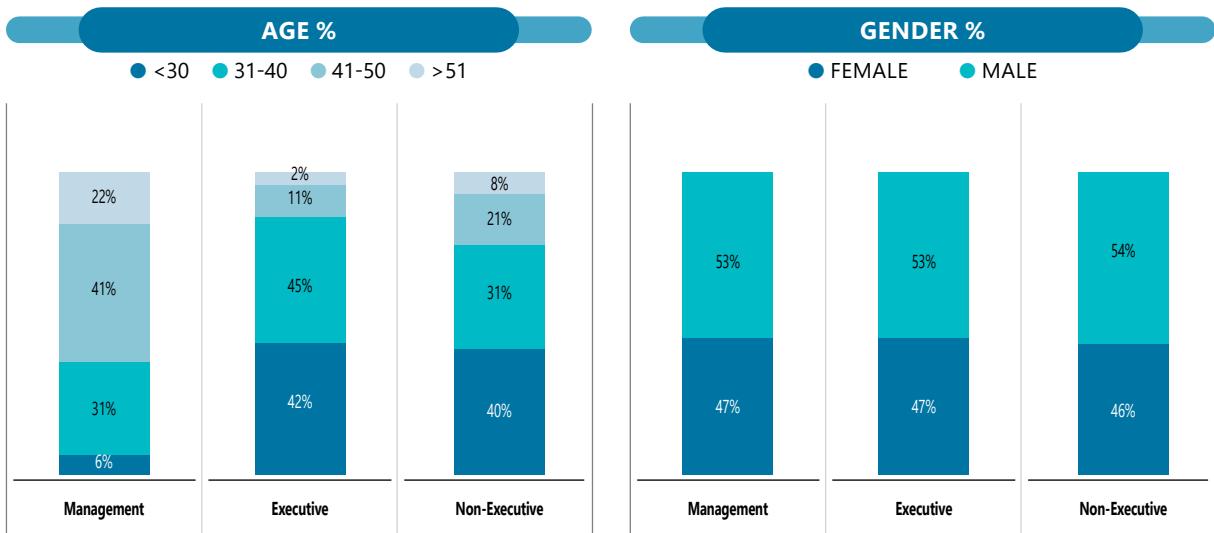
SOCIAL SUSTAINABILITY (CONT'D)

Workforce Diversity (Cont'd)

As at FYE 2024, our workforce consists of 137 employees from diverse backgrounds, detailed as follows:



Diversity by Employee Category



To reinforce our commitment to inclusivity, OVH has implemented a Gender Diversity Policy, which underlines our dedication to fostering a fair and equitable workplace. The policy emphasises the importance of gender balance, supports the advancement of women in the organisation, and ensures that all employees are given equal opportunities to thrive and succeed. The full policy is available on our website at <https://www.ovbhd.com/>.

Workforce Training and Development

At OVH, we firmly believe that investing in our people is an investment in the future of our Group. We recognise that continuous professional development, a growth mindset, and the right attitude are essential in equipping our employees with the skills and knowledge needed to thrive in their careers.

SUSTAINABILITY STATEMENT (CONT'D)

SOCIAL SUSTAINABILITY (CONT'D)

Workforce Training and Development (Cont'd)

In line with our commitment to sustainability and corporate responsibility, this dedication to learning and development extends across all levels of the organisation, including our Board of Directors. Demonstrating leadership in this area, Board members participated in the Mandatory Accreditation Programme Part II: Leading for Impact ("LIP"), a sustainability-focused training designed to strengthen their capacity to guide the Group's sustainability strategy.

For the FYE 2024, we invested approximately RM0.01 million in training and development initiatives. This investment was further supplemented by support from the Human Resources Development Fund, which enabled us to expand access to training opportunities for a wider group of employees.

In addition to structured programmes, on-the-job training remains a key element of our development approach. Junior employees are guided and mentored by their supervisors or senior colleagues, fostering a collaborative environment that encourages knowledge-sharing, continuous learning, and skills transfer across the Group.

Community Investment

At OVH, we believe that creating long-term value goes beyond business performance. It includes contributing meaningfully to the communities in which we operate. Our approach to community investment is guided by a commitment to social responsibility, inclusivity and shared growth.

In FYE 2024, the Group has made Donation of RM19,000 to Pertubuhan Jaringan Kebajikan Anak-Anak Yatim Sabah ("PJKAYS") who is a multi-racial non-governmental organization operating in Sabah, Malaysia. PJKAYS focuses on motivating, inspiring, and encouraging orphaned and disadvantaged children at welfare centres, without differentiating based on race, color, or creed. This donation was aimed to raise funds for PJKAYS to conduct welfare programmes and knowledge sharing session with their registered orphanages centres that they work with.



SUSTAINABILITY STATEMENT (CONT'D)

ENVIRONMENTAL SUSTAINABILITY

The O&G industry, as a prominent sector, has a considerable influence on the environment we inhabit. OVH acknowledges the environmental consequences, especially regarding air and water pollution, industrial waste, and the depletion of natural resources.

OVH's goals on ecological sustainability include:

- Conserving and protecting the environment by minimising the impact of our operational footprint;
- Supporting a gradual transition towards a low-carbon future and mitigating climate change; and
- Continuously staying relevant and securing contracts in the renewable energy industries.

At OVH, we uphold the highest environmental policy standards, which are fundamental to our business success. The Group executes all the business activities in strict compliance with government rules and regulations.

We recognise the critical role that responsible resource management plays in reducing our environmental footprint and supporting long-term sustainability. As part of our ongoing efforts to operate more efficiently and responsibly, we continue to monitor and manage our energy and water consumption across all operations.

Energy Management

We are committed to improving energy efficiency through conscious operational practices and equipment upgrades. Where feasible, we adopt energy-saving measures such as the use of energy-efficient lighting, automated power systems, and scheduled maintenance to ensure equipment operates at optimal performance levels. We will continuously explore opportunities to integrate renewable energy sources and adopt cleaner technologies that support our transition to a low-carbon economy.

Water Management

Water is a vital resource, and we strive to use it responsibly across our facilities. While water is not a core component of our daily operational processes other than being used primarily for domestic purpose, we remain proactive in promoting conservation and efficient usage across our facilities. Our approach includes raising employee awareness about water-saving practices, conducting regular maintenance to detect and prevent leaks, and installing water-efficient fixtures where applicable. By embedding responsible water management into our day-to-day practices, we aim to minimise our environmental impact and contribute to the broader goal of sustainable resource use.

Moving forward, OVH aims to enhance its resource tracking and data collection capabilities to better measure and report on key environmental indicators. This will enable us to set more targeted goals and strengthen our commitment to environmental stewardship.

SUSTAINABILITY STATEMENT

(CONT'D)

GOVERNANCE

Regulatory Compliance & Business Ethics

OVH is committed to maintain the standard of corporate governance and adhere to all the applicable rules, laws and regulations. Standard Operating Procedures ("SOPs") are established and adopted by the Group to serve as guideline for all employees to execute their duties and functions in a proper manner.

OVH understands the importance of good business practice. Therefore, the Group is committed to carry out responsible, transparent and ethical business activities and actions that conform to our sustainability goals. Code of Conduct and Ethics ("CCE"), Employees Handbook ("Handbook"), ABC Policy have been established to serve as guidance and promote ethical behaviours across the entire business operations so as to maintain and protect the interest and the trust of our stakeholders.

A Whistleblowing Policy has also been established to provide an avenue to various stakeholders a direct channel for reporting instances of misconduct that contradict to our CCE, our ABC Policy and any other non-compliance incidents or offences.

As at FYE 2024, the percentage of employees received training on Anti-Bribery and Corruption training as follow:

Employee Category	% of Employees
Management	100%
Executive	100%
Non-Executive	100%

Our CCE, our ABC Policy and the Whistleblowing Policy are available on our website at <https://www.ovbhd.com/corporategovernance>.

CORPORATE GOVERNANCE

OVERVIEW STATEMENT

The Board recognises the importance of practicing high standards of corporate governance in the best interest of the Company and its stakeholders, and to protect and enhance shareholders' value and the performance of the OVH Group. The Board is pleased to present this Corporate Governance ("CG") Overview Statement ("CG Statement") to provide shareholders and investors with an overview of the CG practices adopted by the Company during the financial year ended 31 December 2024 ("FYE 2024") in achieving the intended outcomes as set out in the Malaysian Code on Corporate Governance 2021 ("MCCG") with reference to the following three (3) key principles, under the stewardship of the Board:

- (a) Principle A: Board Leadership and Effectiveness;
- (b) Principle B: Effective Audit and Risk Management; and
- (c) Principle C: Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders

This statement also serves as in compliance with Rule 15.25 of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("ACE LR of Bursa Securities") and it is to be read together with the CG Report 2024 of the Company ("CG Report") which is available on the Company's website. The CG Report provides the details on how the Company has applied each Practice as set out in the MCCG during FYE 2024. The CG Report is available at <https://www.ovbhd.com/>.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD RESPONSIBILITIES

Intended Outcome 1.0

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

- 1.1 The Board collectively has set clear functions to be held responsible by the Board and Management in the Charter for Board of Directors ("Board Charter"). The Board is collectively responsible to oversee the Group's strategic planning, risk management, financial and operational management to ensure that obligations to shareholders and other stakeholders are met. The Management of the Company is led by the Managing Director ("MD") with the assistance of Executive Directors ("EDs") of the Company. The Board relies on the reports provided by the MD who oversees the entire business and operations of the Group and setting the strategic aims of the Company. Following the resignation of Mr. Martin Philip King Ik Piau and Mr. Yau Kah Tak as Executive Directors of the Company on 1 October 2024 and 1 November 2024 respectively ("former Executive Directors"), Mr. Willie Ho Huat Voon was appointed as Executive Director and Chief Executive Officer ("CEO") of the Company to assume the duties and responsibilities of the former Executive Directors. At each of the Audit and Risk Management Committee ("ARMC") meeting and Board meeting, the MD, EDs and/or CEO have briefed the Directors on the current operations, issues faced and plans of the Group in order for the Board to be kept abreast on the conduct, business activities and developments. The Board to discuss and advise the Management in its formulation of the Company's business strategies, both short term and long-term. The Chief Financial Officer ("CFO") has briefed and updated the Directors on the current financial position including current cashflow and liquidity position of the Group. Discussions would include the deployment of the resources in order to meet the objective of the Company. In making its decisions, the Board would be guided by the Company's values. Our Group's Vision Statement, Corporate Mission Statement, Corporate Values as well as Quality Policy are available at <https://www.ovbhd.com/>.

In the discharge of the Board's duties and responsibilities, the Board has delegated certain duties and authorities to four (4) Board Committees namely, the ARMC, Nomination Committee ("NC"), Remuneration Committee ("RC") and Sustainability Committee ("SC") to assist the Board in discharging its responsibilities, overseeing the Company's affairs and in deliberating of issues within their respective functions and terms of reference ("TOR"), which outlined clearly their objectives, duties and powers. The Chairman of each Committee will report to the Board on the outcome of the Committee's meetings and resolutions, which would also include the key issues deliberated at the Committee's meetings.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

- 1.2 The Board is chaired by Encik Nor Azzam Bin Abdul Jalil, who provides effective leadership, strategic direction and necessary governance to the Group. During Board meetings, the Chairman plays an active role in ensuring that all Directors are given an opportunity and sufficient time to contribute to discussions, encourage active participation and that all matters on the agenda are addressed.
- 1.3 The positions of the Chairman and MD of the Company are held by two (2) different individuals and each has a clear accepted division of responsibilities to ensure a balance of power and authority, such that no one individual has unfettered powers in decision making. The Chairman is primarily responsible for instilling good corporate governance practices, leadership and effectiveness of the Board as a whole, while the MD has overall responsibilities over the business operations and day-to-day management of the Group and the implementation of the Board's policies and decisions. These divisions of responsibilities are set out in the Company's Board Charter.
- 1.4 The Chairman of the Board is not a member of the ARMC, NC, RC and SC of the Company. To uphold the best practice advocated under Practice 1.4 of the MCCG, the Chairman of the Board does not participate in any Board Committee meetings to ensure there is check and balance as well as objective review by the Board.
- 1.5 The Company is supported by two (2) suitably qualified and competent Company Secretaries. Both Company Secretaries are Fellow and Associate Members of The Malaysian Institute of Chartered Secretaries and Administrators and who are experienced and qualified to act as Company Secretaries pursuant to Section 235 of the Companies Act, 2016. The Company Secretaries possess vast knowledge and experience from being in public practice. The Company Secretaries play an active role in assisting Management with the preparation of all required documentation, minutes and updates for Board and Board Committee meetings. During the financial year under review, the Company Secretaries and the representative of the Company Secretaries attended all Board and Board Committee meetings. In addition, the Company Secretaries provided advise, updates and guidance to the Board and Management on matters of a regulatory or company secretarial nature. The Board is satisfied with the performance and support rendered by the Company Secretaries in discharging their functions and duties.
- 1.6 The agenda for the Board Meetings together with relevant reports and information on the Company's business operations, in addition to proposal papers for the Board's consideration, are circulated to all the Directors at least five (5) working days in advance of the Board/Board Committee meetings to enable the Directors have ample time to review the material and to obtain additional information or clarification as needed prior to the meeting. The Board papers comprising of due notice of issues to be discussed and supporting information and documentations are provided to the Board sufficiently in advance. The Minutes of Board and/or Board Committee meetings are circulated to the respective Chairman of the meetings in a timely manner for review before they are confirmed and adopted by members of the Board and/or Board Committee at their respective meetings.

During the FYE 2024, the Board had convened a total of six (6) Board Meetings for the purposes of deliberating on the Company's quarterly financial results, the audited financial statements, business plan and development, change of Directors and discussing other strategic and important matters. During the Board Meetings, the Board reviewed the operations, budget, financial position and performance of the Group and other strategic issues that may affect the Group's business. Relevant senior management members and advisors were invited to attend some of the Board Meetings to provide the Board with their views and clarifications on issues and/or enquiries raised by the Directors. The NC was satisfied that the Directors, have devoted sufficient time and effort to attend Board and/or Board Committee meetings for the FYE 2024 to the best of their ability.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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The attendance of Directors for the Board and Board Committee meetings held during the FYE 2024 is set out below:

Name	Designation	Type of Meeting				
		Board	ARMC	NC	RC	SC
Nor Azzam Bin Abdul Jalil	Independent Non-Executive Chairman	6/6	Not a member	Not a member	Not a member	Not a member
Kenny Ronald Ngalin	Managing Director	6/6	Not a member	Not a member	Not a member	2/2
Martin Philip King Ik Piau <i>(resigned on 1 October 2024)</i>	Executive Director	5/5	Not a member	Not a member	Not a member	Not a member
Yau Kah Tak <i>(resigned on 1 November 2024)</i>	Executive Director	5/5	Not a member	Not a member	Not a member	Not a member
Willie Ho Huat Voon <i>(appointed on 20 September 2024)</i>	Executive Director and Chief Executive Officer	1/1	Not a member	Not a member	Not a member	N/A *
Aida Mosira Binti Mokhtar	Independent Non-Executive Director	6/6	6/6	4/4	3/3	2/2
Ilham Fadilah Binti Sunhaji <i>(resigned on 2 January 2025)</i>	Independent Non-Executive Director	6/6	6/6	4/4	3/3	2/2
Reza-Rizvy Bin Ahmad Rony Assim <i>(retired on 26 June 2024)</i>	Independent Non-Executive Director	3/3	3/3	1/1	1/1	1/1
John Flaner Anak Augustine Gawin <i>(appointed on 28 August 2024)</i>	Independent Non-Executive Director	2/2	2/2	2/2	2/2	N/A*
Ong Sheik Yoong** <i>(appointed on 26 November 2024)</i>	Independent Non-Executive Director	N/A	N/A	N/A	N/A	N/A

Notes:-

- (*) Mr. Willie Ho Huat Voon and Mr. John Flaner Anak Augustine Gawin were appointed as member of SC on 26 November 2024 and there was no SC meeting held following their appointment during the FYE 2024.
- (**) Mr. Ong Sheik Yoong was appointed as Director of the Company on 26 November 2024 and there was no Board and Board Committee meetings since his appointment during the FYE 2024.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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Intended Outcome 2.0

There is demarcation of responsibilities between the board, board committees and management.
There is clarity in the authority of the board, its committees and individual directors.

2.1 The Company has adopted a Board Charter that has included a formal schedule of matters reserved for the Board, which outlines the Board's strategic intent and the Board's roles and responsibilities. The Board Charter serves as a source reference and a primary induction literature provide insights to prospective board members and senior management and to assist the Board in establishing operating procedures for the Board. It is also a policy document that the Board has decided upon to meet its statutory and other responsibilities and serves as a reminder for the Board of the statutory framework within which it operates. The said schedule details the responsibilities of the Board and Board-Management relationship, including management limitations. With this, the respective functions, roles and responsibilities of the Directors and Management are clearly set out in the Board Charter as guidance and clarity to enable them to effectively discharge their duties. The Board Charter also includes an outline on what is expected of Directors in terms of their commitment, roles and responsibilities as Board Members.

The Board Charter would be periodically reviewed as and when necessary to ensure that it remains aligned with the Board's objectives and responsibilities, as well as to be in line with the latest compliance requirements resulting from changes in the ACE LR of Bursa Securities, MCCG and other regulatory framework which will ensure that the Board Charter remain relevant and up-to-date.

The Board Charter was last reviewed by the Board on 26 November 2024 and it remains up to date with no amendments required. The Board Charter is available on the Company's website at <https://www.ovbhd.com/>.

Intended Outcome 3.0

The Board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The Board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the Company.

3.1 The Company has established the Code of Conduct and Ethics ("CCE") sets out the provisions the Code of Conduct and Ethics for Directors and employees of the Group that are applicable to all Directors and employees of the Group, which set forth the general principles and standards of business conduct and ethical behaviour for the Directors and employees of the Group in the performance and exercise of their responsibilities as Directors and employees of the Group or when representing the Group and includes the professionalism and trust expected from the Directors and employees. This includes areas concerning:

- (a) Business conduct; and
- (b) Employee conduct.

The CCE was last reviewed by the Board on 26 November 2024 and it remains up to date with no amendments required. The CCE is available on the Company's website at <https://www.ovbhd.com/>.

In compliance with the Malaysian Anti-Corruption Commission Act, the Company has also established and implemented an Anti-Bribery and Corruption Policy ("ABC Policy") which governs the prevention of corruption and unethical practices within the Company. The said ABC Policy was last reviewed by the Board on 26 November 2024 and in line with the latest regulatory requirements. A copy of the ABC Policy is available on the Company's website at <https://www.ovbhd.com/>.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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3.2 The Board has adopted the Whistleblowing Policy ("WB Policy") aid in detection and prevention of fraud and to facilitate the whistleblower to report or disclose through established channels on any violations or wrongdoings they may observe in the Group without fear of retaliation should they act in good faith when reporting such concerns. Only genuine concerns should be reported under the whistleblowing procedures. The report should be made in good faith with a reasonable belief that the information and any allegations made are substantially true and the report is not made for personal gain. Malicious and false allegations will be viewed seriously and treated as a gross misconduct and may lead to dismissal if proven. The Board shall be apprised of any report which are serious in nature or of grave repercussions.

The WB Policy was last reviewed by the Board on 26 November 2024 and in line with the latest regulatory requirements. A copy of the WB Policy is available on the Company's website at <https://www.ovbhd.com/>.

Intended Outcome 4.0

The Company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

4.1 The Board is ultimately accountable for ensuring that sustainability is integrated into the strategic direction of the Group and its operation.

The SC was formed to assist the Board in fulfilling its responsibilities in overseeing the sustainability related matters of the Group. The SC oversees and discusses the sustainability matters of the Group including propose the sustainability strategy and evaluate overall sustainability risks and opportunities as well as to monitor the progress of the Group in achieving the Group's sustainability milestones and goals. The same would be reported to the Board for consideration and decision so that the Board and the SC would oversee the senior management to drive the management and implementation of sustainability roadmap and/or sustainability strategies across the Group.

The Company has established a sustainability governance structure for clearer roles and responsibilities for each reporting units to support SC and the Board to discharge their duties. To enhance governance, the Board, the SC together with the management of the Company has established a Sustainability Oversight Unit ("SOU"), comprising heads of departments of functions and led by the MD. The MD oversees and monitors sustainability performance, gathers departmental input, and reports to the SC and the Board, ensuring sustainability remains a key focus in corporate decision-making and operational execution.

4.2 The MD leads the management of the Company to review the business operation of the Group and to formulate a transformation plan to further strengthen the sustainability framework within the organisation. The approach duly adopted by the Company to address sustainability are the establishment of the sustainability governance, define the material matters, stakeholders' engagement and establishment of policies, practices and performance.

The Group has conducted a materiality assessment from internal and external stakeholders to identify the material matters that are important to both the organisation and their stakeholders. Based on the assessment of the internal key stakeholders, a total of seven (7) key areas were identified considering the impacts towards the Group and the Company has developed the engagement approaches with key stakeholders and managed material matters, namely Governance, Environment, Economic and Social ("ESG"). The Company views stakeholders' engagement as an integral aspect in our sustainability commitments. Successful stakeholder management is crucial in terms of building relationships and trust to implement corporate sustainability strategies and program. Leveraging expertise from all levels within and outside of the organisation can ensure that the Group understand the perspective views of all stakeholders. Stakeholders' feedback is valuable for our continuous improvement on sustainability measuring and reporting standard. The Group is encouraging all stakeholders to provide their feedback and comment to the Group. The Sustainability Statement in the Company's Annual Report set out the activities of the Group, which demonstrates the Company's strategic approach in addressing risks and opportunities within the ESG contexts with the objective to achieve business sustainability so as to create long-term value to our shareholders and stakeholders.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

In view of the recent amendments to ACE LR of Bursa Securities on Sustainability Reporting, the Company will refer to the enhanced sustainability reporting framework issued by Bursa Securities to prepare their sustainability roadmap for mapping the disclosure in the sustainability statement in annual report for the financial year ending 31 December 2025. The SC and the senior management will look into the sustainability material matters and indicators in accordance to the Bursa Malaysia's common sets of sustainability matters and indicators pursuant to ACE LR of Bursa Securities.

4.3 In order to ensure the Board is kept abreast on sustainability issues which are relevant to the Group's business and operations, the Directors and the Management had attended several training programs to gather more insights. The relevant trainings and programs as shown in the following:

Date Attended	Seminars/Courses/Training Programs
5 February 2024	Workshop with PLCs to bridge Sustainability Talent/Skills Gap
21 June 2024	Sustainability Reporting Masterclass
29 July 2024	Navigating ESG Risk in the Supply Chain
28 August 2024	Training on Sustainability

The Company Secretaries presented to the Board a Gap Analysis. The NC together with the Management will from time to time identify more program and provide update to the Board and the Management regarding the various international standards and best practices to address sustainability risks and opportunities.

4.4 The Board together with the NC had at the meetings held on 26 February 2024, assessed and reviewed the performance of the Board and Board Committee and the evaluation will be conducted on a yearly basis. To promote the Board's accountability towards the Group's sustainability management, the NC has included the Governance of Sustainability as one of the annual performance evaluation criteria for the Board in the financial year end. Such criteria encompass several considerations surrounding sustainability management, including the performance of the Board and Senior Management to oversee and support the implementation of sustainability strategies within ESG context, development of sustainability program, as well as knowledge in relation to the sustainability risks and opportunities that the Group exposes to. The Sustainability Statement in the Company's Annual Report 2024 which demonstrates the strategic approach adopted by the Management in addressing risks and opportunities within Governance, Environment and Social contexts with the objective to achieve business sustainability so as to create long-term value to our shareholders and stakeholders.

4.5 The Board does not appoint any Chief ESG Officer, however, the MD led the management of sustainability during FYE 2024 based on the sustainability governance structure adopted by the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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II. BOARD COMPOSITION

Intended Outcome 5.0

Board decisions are made objectively in the best interests of the Company taking into account diverse perspectives and insights.

5.1 The Board Charter sets out that the NC of the Company is responsible to assist the Board in the development and implementation of the policies on the nomination and appointment of Directors to achieve long-term sustainability of the Group in accordance with the TOR of the NC.

The NC is chaired by an Independent Non-Executive Director ("INED") and the composition of the NC are as follows:

Designation	Name	Directorship
Chairman	John Flaner Anak Augustine Gawin (<i>appointed as member on 28 August 2024 and redesignated as Chairman on 26 November 2024</i>)	Independent Non-Executive Director
Member	Ilham Fadilah Binti Sunhaji (<i>redesignated as member on 26 November 2024 and subsequently resigned on 2 January 2025</i>)	Independent Non-Executive Director
Member	Aida Mosira Binti Mokhtar	Independent Non-Executive Director
Member	Ong Sheik Yoong (<i>appointed on 26 November 2024</i>)	Independent Non-Executive Director

The TOR of NC detailed the roles and responsibilities of the NC is accessible on the Company's website at <https://www.ovbhd.com/>. The TOR of NC was last reviewed on 26 November 2024 as it remains up to date with no amendments required.

Summary activities of the NC

During the FYE 2024, the NC has undertaken the following activities in the discharge of its duties:

- (a) Annually assessment on the length of service and independence of each Independent Non-Executive Directors of the Company;
- (b) Annually assessment on the size, composition of the Board including current women representation in the Board, the contribution of the Board and Board Committees as well as the effectiveness of the Board as a whole and assessment on the contribution of each individual director and the performance of the Board Committees;
- (c) Review the term of office and performance of ARMC and each of its members to determine whether ARMC and its members have carried out their duties in accordance with the terms of reference of ARMC;
- (d) Reviewed and assessed the current composition of the Board Committees, namely ARMC, NC, RC and SC;
- (e) Reviewed and recommended to the Board for consideration, the re-election of the Directors who were due for retirement at the forthcoming Annual General Meeting;
- (f) Reviewed the meeting attendance of the Board and Board Committees, as well as the adequacy of time commitment to fulfilling their roles and responsibilities within the Company during the financial year;
- (g) Reviewed the training programmes attended by the Directors during the financial year;
- (h) Reviewed the Succession Planning for the senior management of the Company;
- (i) Reviewed the additional Directors, including executive and non-executive to fill the vacancy, following the retirement of INED and resignation of two (2) Executive Directors; and
- (j) Assessed and reviewed the candidates for the appointment of Chief Executive Officer.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

There were three (3) directors newly appointed to the Board during the FYE 2024, namely Mr. Willie Ho Huat Voon, Mr. John Flaner Anak Augustine Gawin and Mr. Ong Sheik Yoong ("newly appointed Directors"). Based on the ACE LR, the newly appointed Directors are required to complete Mandatory Accreditation Program Part I ("MAP Part I") within four (4) months from their date of appointment. Both Mr. Willie Ho Huat Voon and Mr. John Flaner Anak Augustine Gawin have attended the MAP Part I during the FYE 2024, whilst, Mr. Ong Sheik Yong attended the MAP Part I on 20 and 21 January 2025.

In addition, all the existing Directors of the Company except the newly appointed Directors have attended the Mandatory Accreditation Program Part II ("MAP Part II") before the prescribed timeline i.e. 1 August 2025 pursuant to ACE LR. The newly appointed Directors are aware of the requirement to attend the MAP Part II within 18 months from their date of appointment.

Also, the Directors are encouraged to attend continuous education programs/ seminars/ conferences and shall as such receive further training from time to time to keep abreast with the latest developments in statutory requirement and regulatory guidelines, where appropriate, in line with the changing business environment and enhance their business acumen and professionalism in discharging their duties to the Group.

In order for the Group to remain competitive, the Board ensures that the Directors continuously enhance their skills and expand their knowledge to meet the challenges of the Board.

Upon assessing the training needs of the Directors, the Board recognised that continuing education would be the way forward in ensuring its members are continually equipped with the necessary skills and knowledge to meet the challenges ahead. During the FYE 2024, each of the Directors has attended at least one (1) training program.

The training programs and seminars attended by the Directors (except for Mr. Ong Sheik Yoong as he was appointed on 26 November 2024) during the FYE 2024 were as follows:

Directors	Seminars/Conferences/Training Programmes Attended	Date Attended
Kenny Ronald Ngalin	Currently pursuing Master of Business Administration (MBA)	September 2021 – 2025 (Ongoing)
	Fiduciary duties of Directors on enhanced Conflict of interest "COI " under Bursa Securities Listing Requirements - Disclosure Obligation of Directors and Key Officers of the Group"	07.02.2024
	ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	06.05.2024 – 07.05.2024
Martin Philip King Ik Piau (resigned on 1 October 2024)	Workshop with PLCs to bridge Sustainability Talent/Skills Gap	05.02.2024
	Fiduciary duties of Directors on enhanced Conflict of interest "COI " under Bursa Securities Listing Requirements - Disclosure Obligation of Directors and Key Officers of the Group"	07.02.2024
	ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	29.05.2024 – 30.05.2024
Yau Kah Tak (resigned on 1 November 2024)	Fiduciary duties of Directors on enhanced Conflict of interest "COI " under Bursa Securities Listing Requirements - Disclosure Obligation of Directors and Key Officers of the Group"	07.02.2024
	ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	29.05.2024 – 30.05.2024

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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Directors	Seminars/Conferences/Training Programmes Attended	Date Attended
Willie Ho Huat Voon	ICDM Mandatory Accreditation Programme (MAP)	16.10.2024 – 17.10.2024
Nor Azzam Bin Abdul Jalil	Fiduciary duties of Directors on enhanced Conflict of interest "COI " under Bursa Securities Listing Requirements - Disclosure Obligation of Directors and Key Officers of the Group"	07.02.2024
	ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	05.06.2024 – 06.06.2024
Ilham Fadilah Binti Sunhaji <i>(resigned on 2 January 2025)</i>	Fiduciary duties of Directors on enhanced Conflict of interest "COI " under Bursa Securities Listing Requirements - Disclosure Obligation of Directors and Key Officers of the Group"	07.02.2024
	Offshore Technology Conference Asia 2024 (OTC Asia)	01.03.2024 – 06.03.2024
	MOSVA "ENERGY TRANSITION IN OSV INDUSTRY - Navigating Decarbonization Through Collaborations" (Panel speaker)	25.04.2024
	ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	29.05.2024 – 30.05.2024
	The National Climate Governance Summit (NCGS)	10.09.2024 – 12.09.2024
	OGA - The 20th Asean Oil, Gas & Petrochemical Engineering Exhibition 2024, Igniting Innovation and Fuelling Sustainable Energy Solutions in ASEAN (Speaker on Sustainability)	25.09.2024 – 27.09.2024
	Clean Energy Transition Asia (CETA)	09.10.2024 – 11.10.2024
Reza-Rizvy Bin Ahmad Rony Assim <i>(retired on 26 June 2024)</i>	Fiduciary duties of Directors on enhanced Conflict of interest "COI " under Bursa Securities Listing Requirements - Disclosure Obligation of Directors and Key Officers of the Group"	07.02.2024
	ICDM Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	29.05.2024 – 30.05.2024

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Directors	Seminars/Conferences/Training Programmes Attended	Date Attended
Aida Mosira Binti Mokhtar	Corporate Innovation through Venture Building : A Capital Efficient & Risk Mitigated Approach	23.02.2024
	Board on Conflict of Interest	20.03.2024
	ESG Training (as a Trainer)	21.03.2024
	Carbon Pricing for Malaysian Steel Industry	30.04.2024
	Board Dynamics and Governance Transformation Masterclass	28.05.2024 – 29.05.2024
	Investment Management (as a Trainer)	23.04.2024 & 05.06.2024
	SBTI & Climate Symposium 2024	11.06.2024
	Global Financial Markets and Instruments (as a Trainer)	25.04.2024 & 24.06.2024
	Directors' Masterclass	13.06.2024
	Generative Artificial Intelligence (AI)	19.06.2024
	Sustainability Reporting Masterclass	21.06.2024
	Cybersecurity	10.07.2024
	Trustee Act	17.07.2024
	Navigating ESG Risk in the Supply Chain	29.07.2024
	Transforming Global Digital Economy with Generative AI	30.07.2024
	Insights Across Borders : Thriving in the Bermuda Triangle of Technology, Risk and Talent	01.08.2024
	Board as Drivers of Corporate Innovation	08.08.2024
	Climate Finance (as a Panelist)	21.08.2024
	Training on Sustainability	28.08.2024
	Audit Committee Conference	05.09.2024
	National Climate Governance Summit 2024	10.09.2024 – 12.09.2024
	Strategic Management	26.09.2024
	Khazanah Megatrend Forum	07.10.2024 – 08.10.2024
	ICDM Board Ethics - Growing concerns from New Tech, SI & Conflict of Interest	16.10.2024
	Board's role in Whistleblowing Oversight	24.10.2024
	Board Strategic Excellence	28.10.2024 – 29.10.2024
John Flaner Anak Augustine Gawin	ICDM Mandatory Accreditation Programme (MAP)	16.10.2024 – 17.10.2024

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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5.2 As at 31 December 2024, the Board comprised five (5) INEDs, representing 71.43% of the Board size. This percentage subsequently decreased to 66.67% on 2 January 2025 following the resignation of Puan Ilham Fadilah Binti Sunhaji as the INED. The current Board composition is in line with the MCGC's recommendation to have at least half of the Board to comprise INEDs. The INEDs has formed a majority of the Board size, make a positive contribution and development of the Company's strategy and policies through their independent, constructive and informed judgement.

5.3 The tenure of INEDs of the Company for FYE 2024 are as follows and none of the INEDs has served beyond 9 years:

Directors	Date of Appointment	Tenure
Nor Azzam Bin Abdul Jalil	14 August 2019	5 years 4 months
Ilham Fadilah Binti Sunhaji (resigned on 2 January 2025)	1 April 2019	5 years 8 months
Aida Mosira Binti Mokhtar	6 September 2021	3 years 3 months
John Flaner Anak Augustine Gawin	28 August 2024	4 months
Ong Sheik Yoong	26 November 2024	1 month

The NC has conducted an annual assessment of the independence status of the Independent Directors, inter-alia their skills, experience and contributions, and whether the Independent Directors were able to discharge their duties with fair judgment. Pursuant to the Board Charter, an independent Director may continue to serve on the Board as a non-independent director upon completion of the nine (9) years. If the Board intends to retain an independent director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process as recommended in the MCGC.

5.4 The Board has set a policy which limits the tenure of its independent directors to nine (9) years with further extension. If the Board intends to retain an independent director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process pursuant to the MCGC. The tenure of an Independent Director on the Board of the Company shall be limited to twelve (12) years in the Company and its subsidiaries pursuant to ACE LR of Bursa Securities. If any Independent Director had cumulatively served as an Independent Director of the Company or any one or more of the subsidiaries of the Company for more than twelve (12) years, such Independent Director may continue to serve on the Board as non-independent director.

5.5 The Company practices a formal and transparent procedure for the appointment and re-election of directors and the board diversity. The Board is supportive of diversity on the Board and Senior Management. The appointment and re-election of directors and senior management and the board diversity is done in accordance with the Board Charter and also the TOR of the NC of the Company governing the Board of Directors, both of which are available on the Company's website. During the year, the Board has achieved the representation of approximately 29% women Directors in the Board composition having combination of skills, experience and strength in qualities which are relevant to the Company. The detailed of diversity in the age, gender, race/ethnicity and nationality of the existing Board and Key Senior Management as at 31 December 2024 are:

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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The Board Diversity FYE 2024

	Age Group					Gender	
	35-40	41-45	46 - 50	51-55	56- 60	Male	Female
Number of Directors	1	3	1	1	1	5	2

	Race/Ethnicity			Nationality	
	Malay/ Bumiputera	Chinese	Others	Malaysian	Foreigner
Number of Directors	5	2	–	7	–

The Key Senior Management ("KSM") Diversity FYE 2024

Below are the diversity in terms of age, gender, race/ethnicity and nationality of the existing Key Senior Management as at 31 December 2024:

	Age Group			Gender	
	40 - 45	46-50	51- 55	Male	Female
Number of KSM	–	1	–	1	–

	Race/Ethnicity			Nationality	
	Malay/ Bumiputera	Chinese	Others	Malaysian	Foreigner
Number of KSM	–	1	–	1	–

5.6 The TOR of the NC provides that the Board does not solely rely on recommendations from the existing Board members, management or shareholders of the Company in identifying candidates for appointment of Directors. The Board shall endeavor to utilise independent sources or any other sources to identify suitably qualified candidate to fulfil Board positions. The NC would assess their suitability based on the relevant criteria and skills matrix as may be set by the NC from time to time. During the FYE 2024, the Management actively sought for potential and qualified candidates to fill the vacancies for Executive Directors and INEDs through hiring platform, internal sourcing, and market research, focusing on candidates with relevant professional qualifications.

5.7 Pursuant to the provisions of the Constitution of the Company, the following Directors who are due for retirement and being eligible, have offered themselves for re-election in accordance with the Company's Constitution at the Seventh Annual General Meeting ("7th AGM") of the Company pursuant to Clause 84 and Clause 91 of the Constitution of the Company:

- (a) Puan Aida Mosira Binti Mokhtar (Clause 84);
- (b) En. Azzam Bin Abdul Jalil (Clause 84);
- (c) Mr. John Flaner Anak Augustine Gawn (Clause 91);
- (d) Mr. Willie Ho Huat Voon (Clause 91); and
- (e) Mr. Ong Sheik Yoong (Clause 91).

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

The Board has established an annual performance evaluation process to assess the performance of each director. Each Director conducts the self and peer assessment of the other Directors. Taking into consideration the Director's Fit and Proper assessment, the Declaration of Conflict of Interest ("COI") and/or Potential COI and Directors' Self and Peer Assessment results of the abovementioned Directors were satisfactory, the Board of Directors upon recommended by the NC resolved to approve and support the re-election and re-appointment of the aforesaid Directors and submitted its recommendation to the shareholders for approval at the 7th AGM.

- 5.8 The NC is chaired by Puan Ilham Fadilah Binti Sunhaji, an INED and redesignated as member of NC and Mr. John Flaner Anak Augustine Gawin was redesignated as Chairman of NC on 26 November 2024.
- 5.9 The Board comprises approximately 29% women directors for FYE 2024.
- 5.10 The Gender Diversity Policy was last reviewed by the Board on 26 November 2024 and it remains up to date with no amendments required. The Gender Diversity Policy is made available at the Company's website at <https://www.ovbhd.com/>.

Intended Outcome 6.0

Stakeholders are able to form an opinion on the overall effectiveness of the Board and individual Directors.

- 6.1 The Board through NC had on 28 February 2025 conducted the following annual assessments and evaluation of the performance to determine the effectiveness of the Board and Board Committees as well as each individual Director for the FYE 2024. The process was carried out via digital assessment forms sent to Directors pertaining to the following evaluation:
 - (a) Performance Evaluation for the Board and Board Committees
All Directors had participated the assessment on the performance of the Board and Board Committees of the Company for the FYE 2024 comprising the following areas:
 - (i) Board mix and composition;
 - (ii) Board's relationship with the Management;
 - (iii) Quality of information and decision making;
 - (iv) Boardroom activities;
 - (v) Board Committee evaluation; and
 - (vi) Governance of Sustainability.
 - (b) Performance Evaluation for Individual Director
Each Director of the Company, and the scope of assessment comprising the Directors' contribution to interaction, knowledge, quality of input, their understanding of role and Sustainability Governance. In addition, the performance of the Board Chairman and the MD were also assessed by all Directors in terms of their roles and responsibilities;
 - (c) reviewed the size and composition of the Board and made recommendation to the Board in regards to any changes that may, in their view, be beneficial to the Company and Group;
 - (d) reviewed the effectiveness of the Board as a whole, Board Committees and the contribution of individual Directors;
 - (e) reviewed the terms of office and effectiveness of the ARMC as a whole and the performance of individual ARMC Members;

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

- (f) reviewed and assessed the length of service and independence of INED;
- (g) reviewed and recommended the re-election of retiring Directors at the forthcoming Annual General Meeting;
- (h) reviewed the meeting attendance of the Board and sufficiency of time commitment in performing their roles and responsibilities; and
- (i) reviewed the training programmes attended by the Directors for FYE 2024 and the training needs of Directors for the financial year ending 31 December 2025.

Based on the aforesaid evaluations conducted, NC and the Board were satisfied with the performance of each Director, the Board as a whole, and Board Committees for the FYE 2024.

III. REMUNERATION

Intended Outcome 7.0

The level and composition of remuneration of Directors and Senior Management take into account the Company's desire to attract and retain the right talent in the Board and Senior Management to drive the Company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

7.1 The Board has in place policies and procedures to determine the remuneration of Directors and Senior Management that sets out the criteria to be used in recommending remuneration packages for the Executive Directors, Non-Executive Directors and any senior management personnel. The said policy is available on the Company's website at <https://www.ovbhd.com/>.

The RC is chaired by an INED and the composition of the RC are as follows:

Designation	Name	Directorship
Chairman	Ong Sheik Yoong (appointed as Chairman on 26 November 2024)	Independent Non-Executive Director
Member	Ilham Fadilah Binti Sunhaji (resigned on 2 January 2025)	Independent Non-Executive Director
Member	Aida Mosira Binti Mokhtar	Independent Non-Executive Director
Member	John Flaner Anak Augustine Gawin (appointed on 28 August 2024)	Independent Non-Executive Director

7.2 The RC has written TOR which deals with its authority and duties and is accessible at the Company's website at <https://www.ovbhd.com/>. The TOR of RC was last reviewed on 26 November 2024 and is sufficient to meet the relevant regulatory requirements and/or best practice of MCGC.

For the FYE 2024, three (3) RC meetings were conducted, during which the RC undertook the following activities:-

- reviewed and recommended the Directors' fees and benefits payable to the Non-Executive Directors, including the additional INEDs namely, Mr. John Flaner Anak Augustine Gawin and Mr. Ong Sheik Yoong; and
- reviewed and recommended the remuneration package of the Executive Directors and KSM, including the appointment of Mr. Willie Ho Huat Voon, the Executive Director and Chief Executive Officer of the Company.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

Intended Outcome 8.0

Stakeholders are able to assess whether the remuneration of Directors and Senior Management commensurate with their individual performance, taking into consideration the Company's performance.

- 8.1 The Board has in place policies and procedures to determine the remuneration of Directors and Senior Management ("Remuneration Policy") that sets out the criteria to be used in recommending remuneration packages for the MD, EDs, INEDs and any senior management personnel. The Remuneration Policy was regularly reviewed which is sufficient and adequate to meet the current industry norms. A copy of the said policy is available on the Company's website at <https://www.ovbhd.com/>. The detailed disclosure on named basis of the remuneration of individual Directors and the breakdown of the remuneration of each individual Directors from the Company for FYE 2024 is disclosed in the CG Report of the Company for FYE 2024.
- 8.2 The Company has disclosed the senior management's remuneration component in bands of RM50,000 but not on named basis as the Board considers the information sensitive and proprietary since the Group's business operates in a competitive market. Besides, the issue of personal security is also taken into consideration and may be wrongly used or quoted by certain parties. The top five senior management's remuneration in bands of RM50,000 is set out in the CG Report of the Company.
- 8.3 The detailed remuneration of each member of senior management on a named basis will not be disclosed for confidentiality purposes.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. AUDIT COMMITTEE ("AC")

Intended Outcome 9.0

There is an effective and independent AC.

The Board is able to objectively review the AC's findings and recommendations.

The Company's financial statement is a reliable source of information.

- 9.1 The ARMC is chaired by Puan Aida Mosira Binti Mokhtar, who is an INED, while the Chairman of the Board is Encik Nor Azzam Bin Abdul Jalil, the Independent Non-Executive Chairman. This ensured that the objectivity of the Board's review of ARMC's findings and recommendations is not impaired.
- 9.2 The ARMC has adopted a policy that requires a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as an ARMC member. The policy had been codified in TOR of ARMC of the Company by the Board. The TOR of ARMC is available at the Company's website. During the financial year under review, Mr. John Flaner Anak Augustine Gawin and Mr. Ong Sheik Yoong who were appointed as the ARMC members were not the former key audit partner of the Company.
- 9.3 The ARMC has in place procedures to continuously monitor and undertake an annual assessment of the suitability, objectivity and independence of the external auditors as well as to make subsequent recommendations to the Board on the appointment, re-appointment or termination of the external auditors in compliance with its TORs. During the FYE 2024, the ARMC has conducted an assessment on the suitability, objectivity and independence of the external auditors, Messrs. Baker Tilly Monteiro Heng PLT ("Auditors") and the Auditors had sought for re-appointment at the 6th AGM.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

The ARMC has adopted performance evaluation form ("Form") which is used to review and assess the effectiveness, performance, suitability and independence of the External Auditors on annual basis. During the FYE 2024, the ARMC had carried out an annual performance assessment of the External Auditors and satisfied with the performance of the External Auditors. The ARMC has received assurance from the External Auditors confirming that they are and have been independent throughout the conduct of the audit engagement in accordance with the By-Laws of the Malaysian Institute of Accountants and terms of all other relevant professional and regulatory requirements. Accordingly, the ARMC had recommended the re-appointment of Messrs. Baker Tilly Monteiro Heng PLT as the External Auditors for FYE 2024 and approved by the shareholders at the 6th AGM of the Company.

The ARMC also reviewed the nature and extent of non-audit services rendered by the External Auditors during the financial year and concluded that the provision of these services did not compromise their independence and objectivity.

- 9.4 The ARMC comprises of four (4) INEDs as at 31 December 2024 and reduced to three (3) INEDs, following the resignation of Puan Ilham Fadilah Binti Sunhaji as INED of the Company on 2 January 2025.
- 9.5 The NC conducted the following reviews of ARMC for FYE 2024 to determine whether the ARMC members have carried out their duties in accordance with its TOR of AC:
 - (a) its composition in accordance with ACE LR of Bursa Securities;
 - (b) the terms of office of the ARMC members; and
 - (c) the performance of the ARMC and its members.

Puan Aida Mosira Binti Mokhtar and Mr. Ong Sheik Yoong is a fellow members of the Malaysian Institute of Accountants. The remaining two (2) members of ARMC are not members of any professional accounting bodies. The ARMC members kept abreast of developments in accounting and auditing standards, practices and rules through updates from the Auditors of changes in accounting and auditing standards. All ARMC members have also undertaken and will continue to undertake continuous professional development to stay updated on relevant developments in accounting and auditing standards, practices and rules.

Based on the outcome of the annual assessment, the Board is satisfied that the Chairperson of ARMC and all members of ARMC possess the relevant skills, competencies and also comprehend to effectively perform the assigned responsibilities and duties. The ARMC has reviewed and provided advice on the financial statements which provide a true and fair view of the Company's financial position and performance.

II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Intended Outcome 10.0

Company makes informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The Board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the Company's objectives is mitigated and managed.

- 10.1 The Board Charter sets out that the Board is responsible for the system internal control and risk management of the Group. The Board, through SC and ARMC, monitors risks and internal control. The Board has established an Enterprise Risk Management Framework.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

10.2 The Board has established an Enterprise Risk Management Framework ("ERM Framework"). The Board, through the SC and the ARMC, monitors risks and internal control via an ERM Framework, which is a comprehensive report tabling the current status, action taken and conclusion of the key risks identified in twice a year. The Board has also received assurance from the MD and EDs that the Group's risk management and internal control systems are operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group during the FYE 2024.

The ERM Framework was last reviewed on 26 November 2024 which is sufficient and adequate for the business operations and structure of the Group.

10.3 During the FYE 2024, the ARMC comprises four (4) members comprising of a majority of INEDs. Below is the composition of ARMC:

Designation	Name	Directorship
Chairperson	Aida Mosira Binti Mokhtar	Independent Non-Executive Director
Member	Ilham Fadilah Binti Sunhaji (resigned on 2 January 2025)	Independent Non-Executive Director
Member	John Flaner Anak Augustine Gawin (appointed on 28 August 2024)	Independent Non-Executive Director
Member	Ong Sheik Yoong (appointed on 26 November 2024)	Independent Non-Executive Director

Intended Outcome 11.0

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

11.1 The internal audit function of the Group is carried out by an outsourced independent service provider, Wensen Consulting Asia (M) Sdn Bhd ("Wensen" or "Internal Auditors"). The Internal Auditors report directly to the ARMC and provide the Board with a reasonable assurance of adequacy of the scope, functions and resources of the internal audit function. The internal audit function is independent and the internal audit assignments are performed with impartiality and due professional care. The internal audit review of the Group's operations encompasses an independent assessment of the Company's compliance with its internal controls and recommendations are made for further improvement. During the FYE 2024, the ARMC has reviewed and assessed the adequacy of the scope, functions, competency and resources of the Internal Auditors and that they have the necessary authority to carry out their work.

11.2 The internal audit function is led by Mr. Edward Yap who is assisted by an audit team comprising of an engagement Director, Assistant Managers and Consultants in FYE 2024. Mr. Edward Yap is the Managing Director of Wensen and a member of Malaysian Institute of Accountants (MIA), member of Institute of Singapore Chartered Accountants (ISCA), Fellow Member of The Association of Certified Chartered Accountants (FCCA) and Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA). The audit team of Wensen (including junior executive/ fresh graduates) possess at least a degree (BSc Hons) in Accounting and Finance from local or overseas universities. All the internal audit personnel involved are free from any relationships or conflicts of interest, which could impair their objectivity and independence. All the internal audit personnel are guided by International Professional Practices Framework issued by the Institute of Internal Auditors Malaysia in carrying out the internal audit function.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

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

I. COMMUNICATION WITH STAKEHOLDERS

Intended Outcome 12.0

There is continuous communication between the Company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the Company, its policies on governance, the environment and social responsibility.

12.1 The Board recognises the need for transparency and accountability to the Company's shareholders and regular communication with its shareholders, stakeholders and investors on the performance and major developments in the Company. The Board ensures that there is effective, transparent and regular communication with its stakeholders through a variety of communication channels as follows:

(a) Annual General Meeting ("AGM")

The AGM is used as the main forum of dialogue for shareholders to make known their views and raise any matters of concern pertaining to the Group. The shareholders will be given the opportunity to speak and seek clarifications during the AGM for effective and transparent communications. The Management shall ensure all information disclosed remains succinct, current, relevant and accurate.

(b) Extraordinary General Meeting ("EGM")

The EGM is also another avenue for the Board of the Company to engage with stakeholders such as shareholders and gain insights on the Company's latest development and business activities. The circular to shareholders together with the notice of the EGM will be issued and circulated to all the shareholders of the Company informed of the Company's strategies, business activities, business and financial performance, including the sustainability of its performance prior to the EGM.

(c) Periodic and Continuous Disclosures

Shareholders and investors can obtain our Group's latest announcements such as material information, updates and periodic financial reports in the dedicated website of the Company. The Company's key channel of shareholder communication includes the Company's annual report, corporate governance report and quarterly group financial results. The Company's annual report and corporate governance report provide comprehensive and up-to-date information about our Group. The scope and extent of the information disclosed in the annual report and corporate governance report are in compliance with the ACE LR of Bursa Securities.

(d) The Company's corporate website

The Company's corporate website <https://www.ovbhd.com/> is a platform to provide convenient access to the latest as well as historical information about the Company and the Group. Once relevant information is disclosed to the public and available to investors, it is also published on the corporate website.

The corporate website will dedicate Investor Relations section and Corporate Governance section that provide relevant investor-related information. The information available on the corporate website includes corporate and financial information, annual reports, press releases and regulatory announcements made to Bursa Securities.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

(e) Email and face-to-face communications

Email and face-to-face communications are the main communication channel in our day-to-day operations with various customers and suppliers.

The Company will provide an email address which all shareholders can send their queries to and make any inquiry.

(f) Minutes of the General Meeting

Minutes of the general meeting including issues/concerns raised and responses by the Company (*summary of the key matters discussed at the AGM*) should be made available at the Company's website no later than 30 business days after the general meeting.

12.2 The Company has not implemented integrated reporting due to lack of internal resources needed to develop and implement the necessary reporting processes and tools. The Company recognises the value of integrated reporting, but has determined that they need to focus their current resources on other strategic priorities at this time.

II. CONDUCT OF GENERAL MEETINGS

Intended Outcome 13.0

Shareholders are able to participate, engage the Board and Senior Management effectively and make informed voting decisions at general meetings.

13.1 The AGM provides an opportunity for the shareholders to seek and clarify any issues pertaining to the Group and to have a better understanding of the Group's activities and performance. Both individuals and institutional shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions.

The Annual Report, which contains the Notice of 6th AGM, was provided to shareholders at least twenty-eight (28) days prior to the date of the meeting to give sufficient time to shareholders to consider the resolutions that will be discussed and decided at the AGM. The Notice of AGM, which sets out the businesses to be transacted at the AGM, was also published in a major local newspaper. The notes to the Notice of AGM also provide the necessary explanation for each resolution proposed to enable shareholders to make informed decisions in exercising their voting rights.

13.2 All Directors of the Company had attended the 6th AGM of the Company which was held on 26 June 2024 on a fully virtual basis through live streaming and online remote voting from the online meeting platform provided by recognised service provider to engage with the shareholders proactively. All Directors of the Company had attended the 6th AGM in compliance with the MCCG. The Chairperson of the ARMC and Key Senior Management personnel were present at the 6th AGM to allow shareholders to raise questions and concerns directly to them if required.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

13.3 Shareholders who wish to attend AGM are given at least twenty-eight (28) days, to ensure that shareholders are able to make the necessary arrangements to attend general meetings, review agenda items, and formulate questions, if any. Where they are not able to attend, they may appoint proxies to attend on their behalf to vote and represent them. At its fully virtual 6th AGM, the Company has leveraged on technology to facilitate remote shareholders' participation and electronic voting for the conduct of poll on the resolution. A short video by the Poll Administrator has been played to demonstrate to the members, corporate representatives or proxies who has presented at the 6th AGM on the process for online voting through the Remote Participation and Voting ("RPV") facilities. The online voting session has commenced from the time as announced by the Chairman until the close of the voting session as announced by the Chairman later. The scrutineers have verified and announced the poll results for each resolution with the details of votes for in favour and against. The Chairman thereafter declared the poll results and the same has been made available at the Company's website for the benefit of all shareholders.

13.4 The Chairman of the Board, all the Directors and Chairperson of the Board Committees have attended the 6th AGM of the Company, which was held on a fully virtual basis through live streaming and online remote participation and voting facilities from the broadcast venue on 26 June 2024 to engage with the shareholders virtually and proactively during the Question and Answer (Q&A) session.

The Administrative Guide for the 6th AGM has been circulated to all shareholders of the Company and made available at the Company's website for the procedures to register, participate and vote remotely at the 6th AGM through the RPV facilities. Shareholders can raise their questions or issues or seek explanation from the Board or the Management at the 6th AGM.

13.5 The 6th AGM of the Company was held on 26 June 2024 on a fully virtual basis through live streaming and online remote voting from the broadcast venue to ensure safe distancing requirement is observed. The Board has appointed a Poll Administrator to verify the eligibility of shareholders/corporate representatives/proxies to attend the 6th AGM based on the Annual General Meeting's Record of Depositors and upon the cut-off date and time for proxy form submission. The shareholders who are not able to attend the 6th AGM can appoint their proxy or appoint the Chairman as their proxy to attend and vote on his/her behalf provided that the relevant proxy form is lodged at the Company's Share Registrar's office at least forty-eight (48) hours before the 6th AGM. Shareholders who participated at the 6th AGM virtually, were able to speak (including posing questions to the Board via real time submission of typed texts) and also voted remotely via the RPV facilities.

13.6 Upon the conclusion of 6th AGM, the Company has uploaded the Minutes of the 6th AGM and a list of questions posed by shareholders via the RPV facilities together with the answers responded by the Board and Management on the Company's website within thirty (30) business days.

The Corporate Governance Overview Statement and the Corporate Governance Report are made in accordance with a resolution of the Board of Directors passed on 14 April 2025.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

The Board of OVH is pleased to present the ARMC Report for the FYE 2024.

The ARMC was established to assist the Board in fulfilling its responsibilities on the oversight of the integrity of the Group's accounting and financial reporting matters as well as lead our strategic direction in the management of our business risks, including oversight on the establishment and implementation of a risk management framework and reviewing the effectiveness of the risk management framework in identifying and managing risk and internal process which include but not limited to ensuring the adequacy of risk management policy and infrastructure to facilitate the implementation of action plans for risk management.

COMPOSITION OF AUDIT & RISK MANAGEMENT COMMITTEE

The composition of the ARMC as at the date of this report is as follows:

Committee Members	Designation	Directorship
Puan Aida Mosira Binti Mokhtar	Chairperson	Independent Non-Executive Director
Mr. John Flaner Anak Augustine Gawin (appointed on 28 August 2024)	Member	Independent Non-Executive Director
Mr. Ong Sheik Yoong (appointed on 26 November 2024)	Member	Independent Non-Executive Director

Based on the composition, the Chairperson and all members of the ARMC are Independent Non-Executive Directors and all of them had satisfied the independence test as prescribed under the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"). The Chairperson of the ARMC, Puan Aida Mosira Binti Mokhtar is not the Chairman of the Board of the Company and she holds several professional qualifications i.e. Chartered Accountant (FCCA), Chartered member of The Malaysian Institute of Accountants (MIA), Chartered Islamic Finance Professional (CIFP) and certified Islamic Financial Planner (IFP). In addition, the other ARMC members possess a wide range of necessary skills and they are also financially literate and competent by leveraging on their past experience and on-going training and development programme to discharge their duties as ARMC members.

Hence, the Company has complied with Rules 15.09 and 15.10 of the ACE LR of Bursa Securities as well as Practices 9.1 and 9.4 of the Malaysian Code on Corporate Governance ("MCCG") respectively. The Company also complies with Rule 15.09(2) of the ACE LR of Bursa Securities as there is no alternate director is appointed as a member of the ARMC.

MEETINGS AND ATTENDANCE

During the financial year under review, the ARMC convened six (6) meetings and the attendance of the members of the ARMC is set out as below:

Committee Members	Number of Meetings Attended
Puan Aida Mosira Binti Mokhtar	6/6
Mr. John Flaner Anak Augustine Gawin (appointed on 28 August 2024)	2/2
Mr. Ong Sheik Yoong (appointed on 26 November 2024)	N/A*
Puan Ilham Fadilah Binti Sunhaji (resigned on 2 January 2025)	6/6
Encik Reza-Rizvy Bin Ahmad Rony Assim (retired on 26 June 2024)	3/3

* Mr. Ong Sheik Yoong was appointed at the meeting of the Company held on 26 November 2024. There is no subsequent meeting held upon his appointment as Director of the Company during the financial year end.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

(CONT'D)

TERMS OF REFERENCE

The ARMC operates under a written Terms of Reference ("TOR") containing provisions that address requirements imposed by Bursa Securities. The TOR of the ARMC was regularly reviewed as it remains up to date with no amendments required, which is in line with the ACE LR of Bursa Securities and MCCG.

A copy of the latest TOR of the ARMC is available for viewing under "**Corporate Governance**" section of the Company's website at <https://www.ovbhd.com/>.

SUMMARY OF ACTIVITIES OF ARMC DURING THE FINANCIAL YEAR

During the financial year under review, the ARMC carried out its duties and functions as set out in its Terms of Reference and the ARMC discharged its oversight role by carrying out the following activities during the financial year:

Areas	Activities
Oversight of the Financial Reporting	<ul style="list-style-type: none"> Reviewed the Group's unaudited quarterly financial results and annual audited financial statements, as well as the audit findings and issues arising from the audits with the external auditors of the Company and the Group including the announcements pertaining thereto before recommending to the Board for approval and release to Bursa Securities. The Managing Director, Executive Directors, Chief Executive Officer and Chief Financial Officer were invited to the meetings to facilitate direct communication and to provide unaudited quarterly financial statements, audit issues and the operations of the Group. From time to time, other Directors and senior employees may also be invited by the ARMC to attend the ARMC meetings. Reviewed any changes in or implementation of major accounting policies, significant matters highlighted during financial reporting and/ or significant judgments made by management, as well as significant and unusual events. Reviewed the financial reporting issues and impact due to the introduction of new accounting standards, as well as additional statutory, legal and regulatory disclosure requirements.
Oversight of Internal Control and Risk Management Audit Function	<ul style="list-style-type: none"> Reviewed and assessed the performance of the internal auditors who undertake the internal audit function of the Group. Reviewed and assessed the scope of works of the internal auditors. Reviewed and assessed the resources, experience, and competency of the outsourced internal audit function in term of adequateness. Met with internal auditors during the financial year for discussion on internal audit related matters.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

(CONT'D)

SUMMARY OF ACTIVITIES OF ARMC DURING THE FINANCIAL YEAR (CONT'D)

During the financial year under review, the ARMC carried out its duties and functions as set out in its Terms of Reference and the ARMC discharged its oversight role by carrying out the following activities during the financial year: (Cont'd)

Areas	Activities
Oversight of Internal Control and Risk Management Audit Function (Cont'd)	<ul style="list-style-type: none"> Reviewed the internal audit plan and Internal Audit Reports issued by the internal auditors, considered the findings and recommendations of internal auditors, as well as management's response thereon, and monitored the implementation of agreed recommendations and action plans. Oversaw the review of the Statement on Risk Management and Internal Control conducted by the External Auditors. Prior to the conclusion of the external audit, the external auditors reviewed the Internal Audit Report and followed up on the status of the recommendations therein in the course of the audit fieldwork.
Oversight of the External Audit Function	<ul style="list-style-type: none"> Reviewed the Audit Committee Memorandum of the Company and it was presented to the ARMC by the External Auditors on 26 February 2024. Reviewed and discussed with the External Auditors on the Audit Planning Memorandum covering the audit objectives and approach, audit plan, key audit areas and relevant technical pronouncements and accounting standards issued by the Malaysian Accounting Standard Board ("MASB"), and regulatory requirements applicable to the Group and the processes and controls in place to ensure effective and efficient financial reporting and disclosures under the financial reporting standards. Reviewed the Group's Audit Planning Memorandum for the financial year under review prior to the commencement of the annual audit and the same was presented to the ARMC by the External Auditors on 26 November 2024. Reviewed and assessed the independence and competency of the External Auditors on yearly basis. Reviewed and discussed the draft Key Audit Matters ("KAM") with the External Auditors to ensure that issues that are most significant in the audit are disclosed and to address the issues highlighted by the External Auditors with the Management, if any and determine whether such issues should be addressed in the ARMC report to the shareholders. Met with the External Auditors three (3) times during the FYE 2024 without the presence of Executive Directors and Management to ensure there were no restriction to the scope of audit and to discuss on significant matters or any issues arose during the course of audit. The External Auditors had been receiving full cooperation from the Management throughout the audit process. Reviewed the audit and non-audit service provided by the External Auditors.

AUDIT & RISK MANAGEMENT COMMITTEE REPORT (CONT'D)

SUMMARY OF ACTIVITIES OF ARMC DURING THE FINANCIAL YEAR (CONT'D)

During the financial year under review, the ARMC carried out its duties and functions as set out in its Terms of Reference and the ARMC discharged its oversight role by carrying out the following activities during the financial year: (Cont'd)

Areas	Activities
Oversight the Related Party Transactions	<ul style="list-style-type: none"> Reviewed the inter-company transactions and any related/interested party transactions that arose within the Company and the Group to ensure compliance with MASB and ACE LR of Bursa Securities. Reviewed the related party transactions ("RPT") were carried out on arm's length in line with the Transfer Pricing Guidelines 2012 of Inland Revenue Board and ensure the RPT is properly disclosed. The RPT and/or recurrent related party transactions ("RRPT") are monitored closely and subject to ARMC's review on a quarterly basis by taking into consideration that such transactions should be reasonable and in the best interest of the Company.
Evaluation and Assessment of the ARMC	<ul style="list-style-type: none"> Self-appraised the performance of the ARMC for the FYE 2024 and submit the evaluation to the NC for assessment. Also, the NC will review the performance and effectiveness of ARMC as a whole and individual ARMC members as well as the term of office of the ARMC annually. During the financial year, the NC and the Board is satisfied that the ARMC and its members have been able to discharge their functions, duties and responsibilities in accordance with the terms of reference of the ARMC.
Others	<ul style="list-style-type: none"> Reviewed and recommended to the Board the following for approval and inclusion in the Company's Annual Report: <ul style="list-style-type: none"> i) ARMC report; and ii) Statement on Risk Management and Internal Control. Reviewed the conflict of interest ("COI") and/or potential COI situations that may arise or persist with the Board by reviewing all Directors' confirmation and declaration on their COI and/or potential COI via Letter of Declaration on quarterly basis. <p>As of FYE 2024, the ARMC concluded that none of the Directors has any COI and/or potential COI with the Company and/or its subsidiaries.</p>

AUDIT & RISK MANAGEMENT COMMITTEE REPORT

(CONT'D)

AUDIT AND NON-AUDIT FEES

The fees paid/payable for services rendered by the External Auditors during FYE 2024 are as below:

Description	Audit Fee (RM)	Non-Audit Fee (RM)	Total (RM)
The Company	55,500	5,500	61,000
The Group	169,100	9,900	179,000

INTERNAL AUDIT FUNCTION

The internal audit function which reports directly to the ARMC is outsourced to Wensen Consulting Asia (M) Sdn. Bhd. ("Wensen"), an independent professional service provider which provide a reasonable assurance on the effectiveness of the system of internal control in the Group.

The internal audit function is independent and performs audit assignments with impartiality, proficiency and due professional care.

The profile of the Engagement Team from Wensen is set out as follows:

Principal Engagement Lead	1. Mr. Edward Yap, Group Managing Director 2. Mr. Shawn Lee, Associate Director
Qualifications and experiences	The Managing Director, Mr. Edward Yap is a member of Malaysian Institute of Accountants (MIA), member of Institute of Singapore Chartered Accountants (ISCA), Fellow Member of the Association of Certified Chartered Accountants (FCCA) and Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA). The Engagement Director is Mr. Shawn Lee. He has more than 12 years of experience in risk management and risk-based internal audit services. He has a Bachelor Degree in Accounting (Honours).
Number of resources	The number of staff deployed for the internal audit reviews is ranging from 2 to 3 consultants per visit.

For the FYE 2024, the engagement team personnel have affirmed to the ARMC that in relation to the Company and the Group, they were free from any relationships or conflicts of interest, which could impair their objectivity and independency.

Internal auditors had conducted two (2) internal audit review on the Group during the financial year under review.

During the FYE 2024, the summary of works undertaken by the internal auditors comprised the following:

- (a) Reviewed compliance with policies, procedures and standards, relevant external rules and regulations;
- (b) Assessed the adequacy and effectiveness of the existing internal control implementation within the business processes of Ocean Vantage Integrated Solutions Sdn. Bhd. i.e. project tendering management, project planning and execution management, and occupational health and safety and where necessary, recommended appropriate actions to be taken;

AUDIT & RISK MANAGEMENT COMMITTEE REPORT (CONT'D)

INTERNAL AUDIT FUNCTION (CONT'D)

During the FYE 2024, the summary of works undertaken by the internal auditors comprised the following: (Cont'd)

- (c) Assessed the adequacy and effectiveness of the existing internal control implementation within the business processes of Ocean Vantage Holdings Berhad. i.e. Human Resource and Payroll Management, Anti-Bribery and Corruption Review and Information Technology Management and where necessary, recommended appropriate actions to be taken;
- (d) Assessed the adequacy and effectiveness of the Company's business processes under centralised function system i.e. human resource and payroll management, information technology management and anti-bribery and corruption review and where necessary, recommended appropriate actions to be taken;
- (e) Submitted the Internal Audit Reports with audit findings and recommendations on areas of concern to the ARMC for its review and deliberation; and
- (f) Presentation of audit findings and actions to be taken by Management in the ARMC Meetings.

To ensure an efficient and effective conduct of internal audit, the ARMC has full and unrestricted access to all information and resources in the Group which are required by the internal auditor. In addition, the internal auditors are authorised to report directly to the ARMC in an effort to uphold the highest level of independence and integrity.

Both the ARMC and the Board are satisfied with the performance of the internal auditor for the financial year ended 31 December 2024. In the interest of preserving greater independence and ensuring continuity in the internal audit function, the ARMC has decided to continue managing the internal audit function on an outsourcing basis.

TOTAL COSTS INCURRED FOR OUTSOURCED INTERNAL AUDIT FUNCTION

The total costs incurred for the outsourced internal audit function of the Group in respect of FYE 2024 amounted to RM30,800.00.

TRAINING

During the financial year, all ARMC members have attended various seminars, training programme and conferences. The list of trainings attended were disclosed in Corporate Governance Overview Statement enclosed in this Annual Report.

REVIEW OF THE PERFORMANCE OF THE AUDIT & RISK MANAGEMENT COMMITTEE

The performance of the ARMC was reviewed once during the financial year by the NC.

This Report is made in accordance with a resolution of the Board of Directors passed on 14 April 2025.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of OVH is pleased to report on its Statement on Risk Management and Internal Control, which provides an overview of the nature and state of risk management and internal controls of the Group for the FYE 2024 and up to the date of the approval of this statement. This statement is prepared in accordance with the Rule 15.26(b) of ACE LR of Bursa Securities guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers which is issued by the Taskforce on Internal Control with the support and endorsed by Bursa Securities.

BOARD RESPONSIBILITY

The Board acknowledge its role and responsibility for the Group's system of internal control and for reviewing its adequacy and integrity. The Board's responsibility in relation to the system of internal control extends to all the subsidiaries of the Group.

The responsibility to review the adequacy and integrity of the Group's system of internal control and risk management is delegated to the ARMC through its Terms of Reference approved by the Board, in order to provide assurance to the Board on the adequacy and effectiveness of the internal control system and risk management system of the Group. Through the ARMC, the Board is kept informed of the significant control issues brought to the attention of the ARMC by the Management, the outsourced Internal Auditors and External Auditors.

In view of the limitations that are inherent in any risk management and internal control system, the Group's internal control system is designed to manage the risk that may impede the achievement of the Group's business objectives rather than to eliminate these risks. As such, the risk management and internal control system can only provide reasonable and not absolute assurance against fraud, material misstatement or loss.

The Board's primary objective and direction in managing the Group's principal business risks are to enhance the Group's ability to achieve its business objectives. In order to achieve these objectives, the Board has identified, evaluated and managed the significant risks being faced by the Group by monitoring the Group's performance and profitability at its Board meetings. The Board has received assurance from the Managing Director and Executive Director and is of the view that the Group's risk management and internal control systems are operating adequately and effectively, in all material aspects.

RISK MANAGEMENT SYSTEM

The Board has established an ongoing risk management process cycle anchored in the five steps of identify, analyse, respond, monitor and report as shown below. Within each step of the process, regular and meaningful communication is essential to improve the likelihood of success. By viewing this cycle as a continual loop, managers are reminded of the need for thoughtful and regular feedback, as improvement is critical for successful risk management.

The Group has conducted discussions during the year involving different levels of management to identify and address risks faced by the Group. These risks were summarised and included in the Group's Risk Management Report. The continuous risk management process is to ensure that all high risks are adequately addressed at various levels within the Group. The duties to identify, analyse, response and monitor the business risk are delegated to the Risk Management Working Group comprising Managing Director, Executive Director and Chief Financial Officer established by the Company. Risk Management Working Group would report the same to the ARMC.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

(CONT'D)

RISK MANAGEMENT SYSTEM (CONT'D)



The roles and responsibilities of the ARMC in the implementation and execution of risk management are as follows:

- to provide advice to the Board on risk strategies and to promote a healthy risk culture;
- to maintain oversight of the implementation and maintain a sound risk management framework inclusive of risk identification, assessment, monitoring and management of the Group's business risk;
- to review the internal audit programme, process and results of internal audit programme;
- to review the effectiveness of internal audit function.

INTERNAL AUDIT FUNCTION

The Group outsourced the internal audit function to a professional consulting firm, Wensen Consulting Asia (M) Sdn. Bhd. ("Wensen"), which shall assist the Board and ARMC in providing independent assessments on the adequacy, efficiency and effectiveness of the internal controls system and risk management system of the Group. Wensen reports directly to the ARMC and is free from any relationship of conflict of interest, which could impair its independence and objectivity of the internal audit function. The ARMC meets on the scheduled basis to review issues identified by Wensen and evaluates the effectiveness and adequacy of the Group's Internal Control System and Risk Management System.

The internal audit for FYE 2024 has been carried out based on the approved audit plan to review the business unit or division of the Group in areas such as sales and project tendering management, project planning and execution management, occupational health and safety management, human resources and payroll management, anti-bribery and corruption review as well as information technology management. The findings of the internal audit together with feedback by management and recommendations were presented to the ARMC.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

(CONT'D)

INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT

- The Group has formalised an organisational structure which defines the lines of reporting, as well as the accountabilities and responsibilities of the respective functions within the Group.
- In addition, the Board and its various Board Committees are all governed by clearly defined terms of reference. The following Committees have been established to assist the Board in discharging its duties:
 - ARMC
 - NC
 - RC
 - Sustainability Committee
- An Integrated Management System consisting of ISO 9001:2015 has been established and implemented since July 2016.
- Documented policies, procedures and standard operating procedures are in place to guide employees in their day-to-day work. These policies and procedures are reviewed and revised regularly to meet changing business and operational needs and regulatory requirements.
- Regular management and operation meetings are conducted by key senior management which comprises the Managing Director, Executive Directors and respective head of departments.
- Board meetings are held quarterly with a formal agenda on matters for discussion. The Board monitors the Group's performance by reviewing the quarterly results and examines the announcement to be released to Bursa Securities.

WHISTLEBLOWING POLICY

The Group has established a Whistleblowing Policy which provides an avenue for all employees and members of the public to voice or raises genuine concerns, improper conduct or wrongdoing in a responsible and appropriate manner without fear of any form of victimisation, harassment, retribution or retaliation. The Whistleblowing Policy is available on OVH's website at <https://www.ovbhd.com/corporategovernance>.

REVIEW BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the ACE LR of Bursa Securities, the External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in the Annual Report for the financial year ended 31 December 2024. Their review was carried out in accordance with the Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information and Audit and Assurance Practice Guide 3 (AAPG3) – Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report. Based on their review, nothing has come to their attention that causes them to believe that this Statement is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Controls: Guidelines for Directors of Listed Issuers, nor is factually inaccurate.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

ASSURANCE

The Board has received assurance from the Managing Director and Executive Director of the Company that the Group's risk management and internal control systems are operating adequately and effectively in all material aspects. There was no major internal control weaknesses identified that may result in any material loss or uncertainty that would require disclosure in this Annual Report. Taking into consideration the assurance from the Managing Director and Executive Director of the Company, nothing has come to their attention which may render the financial results presented and information provided to be false and misleading in any material respect.

CONCLUSION

The Board is of the view that the Group's internal control and risk management systems in place for the financial year under review and up to the date of the approval of this statement, are adequate to safeguard shareholders' investment and the Group's assets. However, the Board recognises that the development of risk management and internal control systems is an on-going process. Therefore, the Board is committed to continuously strengthen the Group's system of internal control and risk management.

This statement is made in accordance with a resolution of the Board of Directors passed on 14 April 2025.

STATEMENT OF DIRECTORS' RESPONSIBILITY IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements and to take reasonable steps to ensure that the financial statements of Ocean Vantage Holdings Berhad ("OVH" or the "Company") and its subsidiaries (the "Group") are drawn up in accordance with applicable Malaysian Financial Reporting Standards, International Financial Reporting Standards, and the requirements of the Companies Act 2016, so as to give a true and fair view of the state of affairs of the Company and the Group at the end of the financial year, and of the financial performance and the cash flows of the Company and the Group for the financial year.

In preparing the financial statements for the financial year ended 31 December 2024, the Directors had:

- adopted appropriate accounting policies which were consistently applied;
- made reasonable and prudent judgments and estimates;
- ensured that all applicable approved accounting standards have been followed, subject to any material departure and explained in the financial statements; and
- prepared financial statements on a going concern basis, having made enquiries that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future.

The Directors are also responsible for ensuring that the Company and the Group maintain proper accounting records which disclose the financial position of the Company and the Group with reasonable accuracy, enabling them to ensure that the financial statements comply with the Companies Act 2016.

The Directors have general responsibilities to take such steps as are necessary to ensure that appropriate systems are reasonably available to them to safeguard the assets of the Company and the Group, and to prevent and detect fraud and other irregularities and material misstatements. Such systems, by their nature, can only provide reasonable and not absolute assurance against material misstatement, loss or fraud.

This statement is made in accordance with a resolution of the Board of Directors passed on 14 April 2025.

FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

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DIRECTORS' REPORT

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are as follows:

- (i) Provision of offshore and onshore project management, engineering, procurement and construction, supply of manpower, materials, tools and equipment and drilling rig charter services;
- (ii) Provision of renewable energy and related services for the purpose of minimising the degradation of environment or reducing greenhouse emission;
- (iii) Provision of mechanical and electrical engineering for plant/equipment, repair and overhaul of equipment and mechanical engineering;
- (iv) Provision of non-destructive testing services;
- (v) Provision of electrical and instrumentation services in oil and gas, green and renewable industries and other related industries as well as supply electrical and instrumentation products to all industries;
- (vi) Provision of well completion equipment, rigless well intervention, production enhancement, innovative equipment supply and services and telecommunications, integrated technology solutions and safety and technical training provider; and
- (vii) Provision of specialised training, rental of equipment and related services.

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

RESULTS

	Group RM	Company RM
Profit/(Loss) for the financial year, net of tax	883,115	(1,782,766)
Attributable to:		
Owners of the Company	6,357,039	(1,782,766)
Non-controlling interests	(5,473,924)	–
	<hr/> 883,115	<hr/> (1,782,766)

DIVIDENDS

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

The directors do not recommend the payment of any dividends in respect of the financial year ended 31 December 2024.

RESERVES OR PROVISIONS

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

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were prepared, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and had satisfied themselves that there were no known bad debts and that adequate allowance had been made for doubtful debts.

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

CURRENT ASSETS

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

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

VALUATION METHODS

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

CONTINGENT AND OTHER LIABILITIES

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

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

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

DIRECTORS' REPORT (CONT'D)

CHANGE OF CIRCUMSTANCES

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

ITEMS OF MATERIAL AND UNUSUAL NATURE

In the opinion of the directors,

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

AUDITORS' REMUNERATION AND INDEMNITY

The auditors' remuneration of the Group and of the Company during the financial year were RM169,100 and RM55,500 respectively.

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

ISSUE OF SHARES AND DEBENTURES

During the financial year, no new issue of share or debentures were issued by the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

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

DIRECTORS' REPORT (CONT'D)

DIRECTORS

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

Kenny Ronald Ngalin *	
Nor Azzam Bin Abdul Jalil	
Aida Mosira Binti Mokhtar	
John Flaner Anak Augustine Gawin	(Appointed on 28 August 2024)
Willie Ho Huat Voon *	(Appointed on 20 September 2024)
Ong Sheik Yoong	(Appointed on 26 November 2024)
Martin Philip King Ik Piau	(Resigned on 1 October 2024)
Yau Kah Tak	(Resigned on 1 November 2024)
Ilham Fadilah Binti Sunhaji	(Resigned on 2 January 2025)
Reza-Rizvy Bin Ahmad Rony Assim	(Retired on 26 June 2024)

* Directors of the Company and certain subsidiaries

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

Noraziah Binti Abu Zarin
Roxanna Binti Rodzaidi

DIRECTORS' INTERESTS

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

Interest in the Company

	At 1 January 2024/ Date of Appointment	Number of ordinary shares		
		Bought	Sold	At 31 December 2024
Direct interests:				
Kenny Ronald Ngalin	24,221,646	16,425,900	(23,415,300)	17,232,246
Ilham Fadilah Binti Sunhaji	100,000	-	-	100,000
Indirect interests:				
Willie Ho Huat Voon *	41,993,956	-	-	41,993,956

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

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

DIRECTORS' REPORT

(CONT'D)

DIRECTORS' BENEFITS

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

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

	Group 2024 RM	Company 2024 RM
Directors of the Company		
Executive directors		
- Salaries, allowances and bonuses	2,197,421	1,906,116
- Defined contribution plans	263,630	228,734
- Other staff related expenses	5,076	3,420
	<hr/>	<hr/>
	2,466,127	2,138,270
Non-executive directors		
- Directors' fees	245,207	245,207
	<hr/>	<hr/>
	2,711,334	2,383,477

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

INDEMNITY TO DIRECTORS AND OFFICERS

During the financial year, the total amount of indemnity insurance coverage and insurance premium paid for the directors and officers of the Company were RM4,000,000 and RM17,000 respectively.

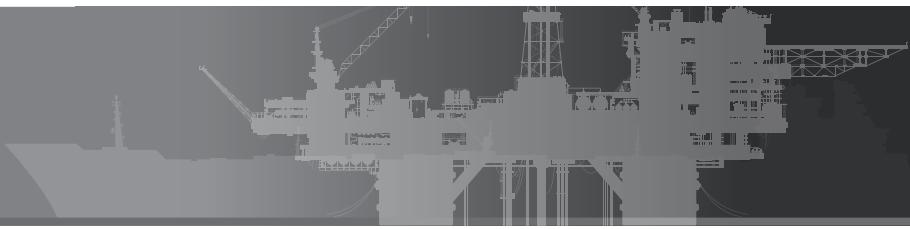
SUBSIDIARIES

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

Name of company	Principal place of business/ country of incorporation	Ownership interest 2024 %	2023 %	Principal activities
Ocean Vantage Engineering Sdn. Bhd.	Malaysia	100	100	Provision of offshore and onshore project management, engineering, procurement and construction, supply of manpower, materials, tools and equipment and drilling rig charter services.
				Provision of renewable energy and related services for the purpose of minimising the degradation of environment or reducing greenhouse emission.
				Provision of mechanical and electrical engineering for plant or equipment, repair and overhaul of equipment and mechanical engineering.
Ocean Vantage Inspection Testing Sdn. Bhd.	Malaysia	100	100	Provision of non-destructive testing services.
Indirect subsidiaries held through Ocean Vantage Engineering Sdn. Bhd.				
Ocean Vantage Electrical & Instrumentation Sdn. Bhd.	Malaysia	70	70	Provision of electrical and instrumentation services in oil and gas, green and renewable industries and other related industries and supply of electrical and instrumentation products to all industries.
Stellar Star Engineering & Construction Sdn. Bhd.	Malaysia	–	70	Provision of engineering and construction services in oil and gas, infrastructure and any other industries in civil and mechanical.
Ocean Vantage Integrated Solutions Sdn. Bhd.	Malaysia	70	70	Provision of well completion equipment, rigless well intervention, production enhancement, innovative equipment supply and services and telecommunications, integrated technology solutions and safety and technical training provider.
Esprat Sdn. Bhd.	Malaysia	70	70	Provision of specialised training, rental of equipment and related services.

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

DIRECTORS' REPORT (CONT'D)



SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

On 30 December 2024, Ocean Vantage Engineering Sdn. Bhd., a 100% owned subsidiary, has entered into a Share Sales Agreement to dispose off its 70% equity interest in Stellar Star Engineering & Construction Sdn. Bhd. ("SSEC") for a cash consideration of RM70. Following the completion of the disposal, SSEC ceased to be a subsidiary of the Group.

AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng PLT, have expressed their willingness to continue in office.

This report was approved and signed on behalf of the Board of Directors in accordance with a resolution of the directors.

KENNY RONALD NGALIN
Director

WILLIE HO HUAT VOON
Director

Date: 14 April 2025

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
ASSETS				
Non-current assets				
Property, plant and equipment	5	12,120,707	11,890,394	466,512
Investment in subsidiaries	6	—	—	16,840,090
Deferred tax assets	7	5,133,232	—	—
Trade and other receivables	8	2,869,974	—	—
Total non-current assets		20,123,913	11,890,394	17,306,602
				16,923,562
Current assets				
Inventories	9	358,442	330,574	—
Current tax assets		145,519	3,222,622	78,625
Trade and other receivables	8	50,640,768	60,595,539	8,338,836
Contract assets	10	11,779,590	23,228,836	—
Cash and short-term deposits	11	61,905,058	20,226,830	4,114,787
Total current assets		124,829,377	107,604,401	12,532,248
TOTAL ASSETS		144,953,290	119,494,795	29,838,850
				32,261,466
EQUITY AND LIABILITIES				
Equity attributable to owners of the Company				
Share capital	12	39,187,557	39,187,557	39,187,557
Reserves	13	(12,694,589)	(12,694,589)	—
Retained earnings/ (Accumulated losses)		44,217,161	37,860,122	(10,032,570)
Non-controlling interests		70,710,129	64,353,090	29,154,987
		325,713	204,288	—
TOTAL EQUITY		71,035,842	64,557,378	29,154,987
				30,937,753

STATEMENTS OF FINANCIAL POSITION

(CONT'D)

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Non-current liabilities					
Loans and borrowings	14	1,092,529	1,379,152	291,341	—
Deferred tax liabilities	7	101,034	914,984	—	—
Total non-current liabilities		1,193,563	2,294,136	291,341	—
Current liabilities					
Loans and borrowings	14	2,279,597	4,484,250	105,196	—
Provision	15	80,172	1,455,640	—	—
Current tax liabilities		1,957,640	89,319	—	—
Trade and other payables	16	68,306,916	46,614,072	287,326	1,323,713
Contract liabilities	10	99,560	—	—	—
Total current liabilities		72,723,885	52,643,281	392,522	1,323,713
TOTAL LIABILITIES		73,917,448	54,937,417	683,863	1,323,713
TOTAL EQUITY AND LIABILITIES		144,953,290	119,494,795	29,838,850	32,261,466

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

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 RM	Group 2023 RM	2024 RM	Company 2023 RM
Revenue	17	123,635,744	169,691,585	4,363,243	3,850,670
Cost of sales	18	(113,141,819)	(151,336,833)	–	–
Gross profit		10,493,925	18,354,752	4,363,243	3,850,670
Other income	19	13,763,605	532,812	109,251	94,576
Administrative expenses		(19,741,288)	(17,177,177)	(6,229,090)	(6,227,946)
Net reversal of impairment losses on financial instruments		–	51,881	–	–
Other expenses		(476,232)	–	–	–
Operating profit/(loss)		4,040,010	1,762,268	(1,756,596)	(2,282,700)
Finance costs	20	(576,567)	(749,734)	(26,170)	–
Profit/(Loss) before tax	21	3,463,443	1,012,534	(1,782,766)	(2,282,700)
Income tax (expense)/credit	23	(2,580,328)	2,498,865	–	–
Profit/(Loss) for the financial year		883,115	3,511,399	(1,782,766)	(2,282,700)
Other comprehensive income/(loss), net of tax <i>Item that may be reclassified subsequently to profit or loss</i>					
Exchange differences on translation of foreign operations		–	934	–	–
Total comprehensive income/(loss) for the financial year		883,115	3,512,333	(1,782,766)	(2,282,700)

STATEMENTS OF COMPREHENSIVE INCOME

(CONT'D)

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit/(Loss) attributable to:				
Owners of the Company	6,357,039	3,501,359	(1,782,766)	(2,282,700)
Non-controlling interests	(5,473,924)	10,040	—	—
	883,115	3,511,399	(1,782,766)	(2,282,700)
Total comprehensive income/(loss) attributable to:				
Owners of the Company	6,357,039	3,502,293	(1,782,766)	(2,282,700)
Non-controlling interests	(5,473,924)	10,040	—	—
	883,115	3,512,333	(1,782,766)	(2,282,700)
Earnings per share attributable to owners of the Company (sen)				
- Basic	24	1.51	0.83	
- Diluted	24	1.51	0.83	

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Group	Note	Attributable to owners of the Company						Non-controlling interests RM	Total equity RM
		Share capital RM	Foreign currency translation reserve RM	Other reserve RM	Reorganisation deficit RM	Retained earnings RM	Sub-total RM		
At 1 January 2024		39,187,557	–	2,335,967	(15,030,556)	37,860,122	64,353,090	204,288	64,557,378
Total comprehensive income / (loss) for the financial year Profit/(loss) for the financial year, representing total comprehensive income/(loss)		–	–	–	–	6,357,039	6,357,039	(5,473,924)	88,115
At 31 December 2024		39,187,557	–	2,335,967	(15,030,556)	44,217,161	70,710,129	325,713	71,035,842
At 1 January 2023		39,187,557	(162)	2,335,967	(15,030,556)	34,357,991	60,850,797	194,248	61,045,045
Total comprehensive income for the financial year Profit for the financial year Other comprehensive income for the financial year		–	–	–	–	3,501,359	3,501,359	10,040	3,511,399
At 31 December 2023		39,187,557	–	2,335,967	(15,030,556)	37,860,122	64,353,090	204,288	64,557,378

Transaction with owners

Non-controlling interests arising from disposal of a subsidiary

6	–	–	–	–	–	–	–	5,595,349	5,595,349
	–	–	–	–	–	–	–	5,595,349	5,595,349
	39,187,557	–	2,335,967	(15,030,556)	44,217,161	70,710,129	325,713	71,035,842	

Total transaction with owners

6	–	–	–	–	–	–	–	5,595,349	5,595,349
	–	–	–	–	–	–	–	5,595,349	5,595,349
	39,187,557	–	2,335,967	(15,030,556)	44,217,161	70,710,129	325,713	71,035,842	
	39,187,557	(162)	2,335,967	(15,030,556)	34,357,991	60,850,797	194,248	61,045,045	

Total comprehensive income

–	–	–	–	–	3,502,131	3,502,293	10,040	3,512,333
	162	–	–	–	772	934	–	934
	39,187,557	–	2,335,967	(15,030,556)	37,860,122	64,353,090	204,288	64,557,378

STATEMENTS OF CHANGES IN EQUITY

(CONT'D)

Company	Share capital RM	Accumulated losses RM	Total equity RM
At 1 January 2023	39,187,557	(5,967,104)	33,220,453
Total comprehensive loss for the financial year			
Loss for the financial year, representing total comprehensive loss	–	(2,282,700)	(2,282,700)
At 31 December 2023	39,187,557	(8,249,804)	30,937,753
Total comprehensive loss for the financial year			
Loss for the financial year, representing total comprehensive loss	–	(1,782,766)	(1,782,766)
At 31 December 2024	39,187,557	(10,032,570)	29,154,987

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from operating activities				
Profit/(Loss) before tax	3,463,443	1,012,534	(1,782,766)	(2,282,700)
Adjustments for:				
Depreciation of property, plant and equipment	5 2,221,171	2,331,468	131,827	18,541
Deposit written off	27,500	—	—	—
Gain on disposal of a subsidiary	6 (13,055,885)	—	—	—
Interest expenses	20 576,567	749,734	26,170	—
Interest income	19 (216,974)	(209,076)	(106,136)	(94,384)
Net unrealised loss/(gain) on foreign exchange	938,783	(232,496)	—	455
Reversal of impairment losses on trade receivables	—	(51,881)	—	—
Gain from disposal of property, plant and equipment	—	(25,598)	—	—
Gain on lease modification	19 (23,192)	(7,738)	(3,115)	—
Property, plant and equipment written off	—	9,200	—	—
Fair value adjustment on receivable measured at amortised cost	476,232	—	—	—
(Utilisation)/Provision for foreseeable losses	(1,375,468)	1,455,640	—	—
Operating (loss)/profit before changes in working capital	(6,967,823)	5,031,787	(1,734,020)	(2,358,088)
<u>Changes in working capital:</u>				
Inventories	(27,868)	56,765	—	—
Trade and other receivables	19,459,059	(3,914,936)	94,508	(492,259)
Contract assets	11,449,246	(10,764,645)	—	—
Trade and other payables	27,134,059	20,362,069	(1,036,387)	449,030
Contract liabilities	99,560	(143,816)	—	—
Net cash generated from/(used in) operations	51,146,233	10,627,224	(2,675,899)	(2,401,317)
Income tax (paid)/refunded	(3,582,086)	(1,697,234)	13,875	53,326
Net cash from/(used in) operating activities	47,564,147	8,929,990	(2,662,024)	(2,347,991)

STATEMENTS OF CASH FLOWS

(CONT'D)

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash flows from investing activities				
Proceeds from disposal of a subsidiary, net of cash disposed	6	(217,501)	–	–
Purchase of property, plant and equipment	(a)	(2,037,958)	(1,275,150)	(20,384)
Changes in pledged deposits		(219,279)	7,135,559	(175,470)
Interest received		216,974	209,076	106,136
Proceeds from disposal of property, plant and equipment		–	26,017	–
Net changes in amount owing by subsidiaries		–	–	1,739,926
Net cash (used in)/ from investing activities		(2,257,764)	6,095,502	1,650,208
				3,210,688
Cash flows from financing activities				
Interest paid		(576,567)	(749,734)	(26,170)
Net (repayment)/drawdown of short term loan	(b)	(19,262)	1,535,493	–
Net repayment of invoice financing	(b)	(1,903,309)	(1,725,033)	–
Repayment of term loan	(b)	–	(1,257,444)	–
Payment of lease liabilities	(b)	(628,408)	(653,529)	(94,831)
Repayment of hire purchase payables	(b)	(354,297)	(322,663)	–
Changes in DCA and ESCROW Account		(12,828)	(5,613,977)	–
Net cash used in financing activities		(3,494,671)	(8,786,887)	(121,001)
				–

STATEMENTS OF CASH FLOWS

(CONT'D)

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Net increase/(decrease) in cash and cash equivalents	41,811,712	6,238,605	(1,132,817)	862,697
Cash and cash equivalents at the beginning of the financial year	9,299,406	3,175,877	1,329,239	466,542
Effect of exchange rate changes on cash and cash equivalents	(365,591)	(115,076)	—	—
Cash and cash equivalents at the end of the financial year	11	50,745,527	9,299,406	196,422
				1,329,239

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

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Purchase of property, plant and equipment	5	3,294,030	2,596,483	756,748
Financed by way of lease arrangements		(1,256,072)	(771,465)	(736,364)
Financed by way of hire purchase arrangements		—	(549,868)	—
Cash payments on purchase of property, plant and equipment		2,037,958	1,275,150	20,384
				35,447

STATEMENTS OF CASH FLOWS

(CONT'D)

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

	1 January 2024 RM	Cash flows RM	Non-cash Addition RM	Lease modification RM	31 December 2024 RM
Group					
Lease liabilities	1,095,839	(628,408)	1,256,072	(842,072)	881,431
Hire purchase payables	1,328,761	(354,297)	—	—	974,464
Invoice financing	1,903,309	(1,903,309)	—	—	—
Short term loan	1,535,493	(19,262)	—	—	1,516,231
	5,863,402	(2,905,276)	1,256,072	(842,072)	3,372,126
	1 January 2023 RM	Cash flows RM	Non-cash Addition RM	Lease modification RM	31 December 2023 RM
Group					
Term loan	1,257,444	(1,257,444)	—	—	—
Lease liabilities	1,355,789	(653,529)	771,465	(377,886)	1,095,839
Hire purchase payables	1,101,556	(322,663)	549,868	—	1,328,761
Invoice financing	3,628,342	(1,725,033)	—	—	1,903,309
Short term loan	—	1,535,493	—	—	1,535,493
	7,343,131	(2,423,176)	1,321,333	(377,886)	5,863,402
	1 January 2024 RM	Cash flows RM	Non-cash Addition RM	Lease modification RM	31 December 2024 RM
Company					
Lease liabilities	—	(94,831)	736,364	(244,996)	396,537
	—	(94,831)	736,364	(244,996)	396,537

(c) Total cash outflow for leases

During the financial year, the Group and the Company had total cash outflows for leases of RM8,329,965 (2023: RM12,601,540) and RM121,000 (2023: RM Nil) respectively.

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

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Ocean Vantage Holdings Berhad ("the Company") is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the ACE Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at No. D-09-02, Level 9, Exsim Tower, Millerz Square @ Old Klang Road, Megan Legasi, No. 357, Jalan Kelang Lama, 58000 Kuala Lumpur. The principal place of business of the Company is located at Lot 6073 & 6074, 1st & 2nd Floor, Block 11, Kuala Baram Land District, Jalan Tudan, Bandar Baru Permyjaya, 98000 Miri, Sarawak.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are disclosed in Note 6.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 14 April 2025.

2. BASIS OF PREPARATION

2.1 Statement of Compliance

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

2.2 Adoption of amendments to MFRSs

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

Amendments to MFRSs

MFRS 7	Financial Instruments
MFRS 16	Leases
MFRS 101	Presentation of Financial Statements
MFRS 107	Statement of Cash Flows

The adoption of the above amendments to MFRSs did not have any significant effect on the financial statements of the Group and of the Company and did not result in significant changes to the Group's and the Company's existing accounting policies.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

2. BASIS OF PREPARATION (CONT'D)

2.3 New MFRSs and amendments to MFRSs that have been issued, but yet to be effective

(a) The Group and the Company have not adopted the following new MFRSs and amendments to MFRSs that have been issued, but yet to be effective:

<u>New MFRSs</u>	Effective for financial periods beginning on or after
MFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to MFRSs	
MFRS 1 First-time Adoption of Malaysian Financial Reporting Standards	1 January 2026
MFRS 7 Financial Instruments: Disclosures	1 January 2026
MFRS 9 Financial Instruments	1 January 2026
MFRS 10 Consolidated Financial Statements	1 January 2026/ Deferred
MFRS 107 Statement of Cash Flows	1 January 2026
MFRS 121 The Effects of Changes in Foreign Exchange Rate	1 January 2025
MFRS 128 Investments in Associates and Joint Ventures	Deferred

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

MFRS 18 Presentation and Disclosure in Financial Statements

MFRS 18 replaces MFRS 101 Presentation of Financial Statements. It retains many requirements from MFRS 101 without modification.

MFRS 18 introduces two subtotals which are to be presented in the statement of profit or loss – including “operating profit”, which has been specifically defined. Income and expenses shall be presented in five categories: operating, investing, financing, income taxes and discontinued operations.

MFRS 18 requires disclosure of explanations of the entity’s company-specific measures that are related to the statement of profit or loss, referred to as management-defined performance measures (“MPMs”). The entity is required to reconcile MPMs to a total or subtotal required by MFRS 18 or another MFRS Accounting Standards. MFRS 18 also requires other disclosures, including how each MPM is calculated, what the MPM communication about the entity’s financial performance, and any changes made to the MPMs in the year.

MFRS 18 adds new principles for aggregation and disaggregation of information. It requires the entity to classify the expenses in the “operating” category in the profit or loss by nature or function, or both. The entity that classifies operating expenses by functions are required to disclose in the notes to the financial statements, the amount of depreciation, amortisation, employee benefits, impairment losses and write-downs of inventories included in each line in the operating category. Subject to materiality, MFRS 18 requires items presented or disclosed as “other” to be labelled and/or described in as faithfully representative and precise a way as possible.



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

2. BASIS OF PREPARATION (CONT'D)

2.3 New MFRSs and amendments to MFRSs that have been issued, but yet to be effective (Cont'd)

(b) The Group and the Company plan to adopt the above applicable new MFRSs and amendments to MFRSs when they become effective. A brief discussion on the above significant new MFRSs and amendments to MFRSs that may be applicable to the Group and the Company are summarised below. (Cont'd)

Amendments to MFRS 9 Financial Instruments and MFRS 7 Financial Instruments: Disclosures

These narrow scope amendments to MFRS 9 clarify the requirements, including:

- clarify the classification of financial assets, particularly those with environmental, social and corporate governance and similar features. The Amendments clarify how the contractual cash flows on such financial assets should be assessed, specifically the assessment of interest focuses on what an entity is being compensated for, rather than how much compensation it receives. Nonetheless, the amount of compensation the entity receives may indicate that it is being compensated for something other than basic lending risks and costs.
- clarify the date on which a financial asset or a financial liability settled via electronic payment systems is derecognised. The Amendments permit an entity to derecognise a financial liability before it delivers cash on the settlement date if specified criteria are met.

Amendments to MFRS 7 introduces new disclosure requirements relating to investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features that do not relate directly to basic lending risks and costs.

2.4 Functional and presentation currency

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

2.5 Basis of measurement

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

3. MATERIAL ACCOUNTING POLICY INFORMATION

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

3.1 Basis of consolidation

(a) Subsidiaries and business combination

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

In connection with the Group's reorganisation scheme as a result of the initial public offering exercise, the Company acquired the entire share capital of Ocean Vantage Engineering Sdn. Bhd. and Ocean Vantage Inspection Testing Sdn. Bhd..

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.1 Basis of consolidation (Cont'd)

(a) Subsidiaries and business combination (Cont'd)

Acquisition of entities under a reorganisation scheme does not result in any change in economic substance. Accordingly, the consolidated financial statements of the Company are a continuation of the acquired entity and is accounted for as follows:

- the assets and liabilities of the acquired entity are recognised and measured in the consolidated financial statements at the pre-combination carrying amounts, without restatement to fair value;
- the retained earnings and other equity balances of acquired entity immediately before the business combination are those of the Group; and
- the equity structure, however, reflects the equity structure of the Company and the differences arising from the change in equity structure of the Group will be accounted for in other reserves.

(b) Non-controlling interests

At the acquisition date, components of non-controlling interests of the Group are measured at their acquisition-date fair values.

3.2 Separate financial statements

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

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

3.3 Financial instruments

Financial assets - subsequent measurements and gains and loss

Debt instruments at amortised cost

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

Financial liabilities - subsequent measurements and gains and loss

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

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



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.4 Property, plant and equipment

Property, plant and equipment other than right-of-use assets are measured at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated. Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

All other property, plant and equipment (other than right-of-use assets as disclosed in Note 3.5) are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

	Useful lives (years)
Building	50
Computer and software	5
Furniture and fittings	10
Machineries	10
Motor vehicles	5
Office equipment	10
Renovation	10
Signboard	10
Tools and equipment	10
Solar Photovoltaic System	21

3.5 Leases

Lessee accounting

The Group and the Company presents right-of-use assets that do not meet the definition of investment property as property, plant and equipment in Note 5 and lease liabilities as loans and borrowings in Note 14.

Short-term leases and leases of low value assets

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

Right-of-use asset

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

Lease liabilities

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

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

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

3.6 Inventories

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

- finished goods: purchase costs on a weighted average cost basis.

3.7 Revenue and other income

(a) Sales of goods

Revenue from sales of goods is recognised at the point in time when the control of goods and products is transferred to the customer, generally on the delivery of goods.

Sales are made with a credit term of 30 days, which is consistent with market practice, therefore, no element of financing is deemed present.

(b) Rendering of services

The Group provides offshore and onshore project management, engineering, procurement and construction, supply of manpower, drilling rig charter services and non-destructive testing services to contract customers.

Under the terms of the contracts, control of the works performed is transferred over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. The progress towards complete satisfaction of a performance obligation is determined by the proportion of construction costs incurred for work performed to date bear to the estimated total construction costs (an input method).

Billings are made with a credit term of 30 days, which is consistent with market practice, therefore, no element of financing is deemed present. The Company become entitled to invoice customers for contract services works based on achieving a series of performance-related milestones.

The Group recognise a contract asset for any excess of revenue recognised to date over the billings-to-date. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point when invoice is issued or timing for billing is due to passage of time. If the milestone billing exceeds the revenue recognised to date and any deposit or advances received from customers then the Company recognise a contract liability for the difference.

(c) Management fees

Management fees are recognised over time as services are rendered based on time elapsed. Credit term of the management fee billed is 30 days.

(d) Interest income

Interest income is recognised using the effective interest method.

(e) Rental income

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

3.8 Provision

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

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

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

4.1 Revenue recognition for contract customers

The Group recognised rendering of services revenue in profit or loss by using the progress towards complete satisfaction of performance obligation. The progress towards complete satisfaction of performance obligation is determined by the costs incurred for work performed to date bear to the estimated total costs.

Significant judgement is required in determining the progress towards complete satisfaction of performance obligation, the extent of the costs incurred, the estimated total revenue and expenses, as well as the recoverability of the projects. In making the judgement, the Group evaluates based on past experience and by relying on the work of internal and external specialists.

The carrying amounts of contract assets and contract liabilities are disclosed in Note 10.

4.2 Impairment of financial assets and contract assets

The impairment provisions for financial assets and contract assets are based on assumptions about risk of default and expected loss rate. The Group uses judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

The assessment of the correlation between historical observed default rates, forward-looking estimates and expected credit losses is a significant estimate. The amount of expected credit losses is sensitive to changes in circumstances and forecast of economic conditions over the expected lives of the financial assets and contract assets. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The information about the impairment losses on the Group's financial assets and contract assets are disclosed in Note 25(b)(i).

4.3 Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences, unused tax losses and unabsorbed capital allowances based on the projected future profits of the subsidiary to the extent that is probable that taxable profit will be available against which the temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the future performance and taxable profits of the subsidiary.

The carrying amount of the Group's recognised deferred tax assets is disclosed in Note 7.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

5. PROPERTY, PLANT AND EQUIPMENT

Group 2024	Freehold land Note	Building RM	Computer and software RM	Furniture and fittings RM	Machinery RM	Motor vehicles RM	Office equipment RM	Renovation RM	Signboard RM	Tools and equipment RM	Assets in progress RM	Right-of- use assets RM	Solar Photovoltaic System RM	Total RM
Cost														
At 1 January 2024	1,000,000	1,258,948	944,207	162,296	7,145,558	1,311,687	292,746	531,889	26,054	5,272,757	324,271	1,903,254	265,263	20,438,930
Additions	-	-	36,189	4,518	106,932	-	9,338	-	240	277,999	1,602,142	1,256,072	-	3,294,030
Lease modification	-	-	-	-	-	-	-	-	-	-	-	(2,012,749)	-	(2,012,749)
Reclassification	-	-	-	-	-	(9,383)	-	(22,255)	-	-	(1,272)	-	(327,695)	-
Disposal of a subsidiary	6(a)	-	-	-	-	-	-	-	-	-	-	-	-	(329,0)
At 31 December 2024	1,000,000	1,258,948	980,396	166,814	7,243,107	1,311,687	280,429	531,889	25,022	5,550,756	1,598,718	1,146,577	592,958	21,687,301
<hr/>														
Accumulated depreciation														
At 1 January 2024	-	251,790	594,873	102,743	4,066,974	902,777	154,507	360,404	14,449	1,221,850	-	870,804	7,365	8,548,536
Depreciation charge for the financial year	-	25,179	123,448	10,392	707,917	116,056	23,190	23,640	1,350	553,218	-	618,948	17,833	2,221,171
Lease modification	-	-	-	-	-	(3,961)	-	(4,848)	-	-	(435)	-	(1,193,669)	-
Disposal of a subsidiary	6(a)	-	-	-	-	-	-	-	-	-	-	-	-	(9,244)
At 31 December 2024	-	276,969	718,321	113,135	4,770,930	1,018,833	172,849	384,044	15,364	1,775,068	-	295,883	25,198	9,566,594
<hr/>														
Carrying amount														
At 31 December 2024	1,000,000	981,979	262,075	53,679	2,472,177	292,854	107,580	147,845	9,658	3,775,688	1,598,718	850,694	567,760	12,120,707

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

5. PROPERTY, PLANT AND EQUIPMENT

Group 2023	Freehold land RM	Building RM	Computer and software RM	Furniture and fittings RM	Machinery RM	Motor vehicles RM	Office equipment RM	Renovation RM	Signboard RM	Tools and equipment RM	Assets in progress RM	Right-of- use assets RM	Solar Photovoltaic System RM	Total RM
Cost														
At 1 January 2023	1,000,000	1,258,948	849,975	146,674	7,179,428	1,283,737	263,958	531,889	21,654	3,758,176	525,055	1,964,071	-	18,783,565
Additions	-	-	94,232	15,622	2,966	99,950	28,788	-	4,400	1,514,581	64,479	771,465	-	2,964,483
Disposal	-	-	-	-	(836)	(72,000)	-	-	-	-	-	-	-	(72,836)
Lease modification	-	-	-	-	-	-	-	-	-	-	-	(832,282)	-	(832,282)
Reclassification	-	-	-	-	-	-	-	-	-	(265,263)	-	265,263	-	-
Written off	-	-	-	-	(36,000)	-	-	-	-	-	-	-	-	(36,000)
At 31 December 2023	1,000,000	1,258,948	944,207	162,296	7,145,558	1,311,687	292,746	531,889	26,054	5,272,757	324,271	1,903,254	265,263	20,438,930
Accumulated depreciation														
At 1 January 2023	-	226,611	468,869	89,868	3,314,239	874,309	127,415	326,915	13,226	697,957	-	639,010	-	6,778,419
Depreciation charge for the financial year	-	25,179	126,004	12875	779,953	100,467	27,092	33,489	1,223	523,693	-	693,928	7,365	2,331,468
Disposals	-	-	-	-	(418)	(71,999)	-	-	-	-	-	-	-	(72,417)
Lease modification	-	-	-	-	-	-	-	-	-	-	-	(462,134)	-	(462,134)
Written off	-	-	-	-	(26,800)	-	-	-	-	-	-	-	-	(26,800)
At 31 December 2023	-	251,790	594,873	102,743	4,066,974	902,777	154,507	360,404	14,449	1,221,850	-	870,804	7,365	8,948,536
Carrying amount														
At 31 December 2023	1,000,000	1,007,158	349,334	59,553	3,078,584	408,910	138,239	171,485	11,605	4,050,907	324,271	1,032,450	257,998	11,890,394

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Computer and software RM	Furniture and fittings RM	Right-of- use assets RM	Total RM
Company				
2024				
Cost				
At 1 January 2024	114,855	2,100	–	116,955
Additions	20,384	–	736,364	756,748
Lease modification	–	–	(282,194)	(282,194)
At 31 December 2024	135,239	2,100	454,170	591,509
Accumulated depreciation				
At 1 January 2024	33,466	17	–	33,483
Depreciation charge for the financial year	25,071	210	106,546	131,827
Lease modification	–	–	(40,313)	(40,313)
At 31 December 2024	58,537	227	66,233	124,997
Carrying amount				
At 31 December 2024	76,702	1,873	387,937	466,512
2023				
Cost				
At 1 January 2023	81,508	–	–	81,508
Additions	33,347	2,100	–	35,447
At 31 December 2023	114,855	2,100	–	116,955
Accumulated depreciation				
At 1 January 2023	14,942	–	–	14,942
Depreciation charge for the financial year	18,524	17	–	18,541
At 31 December 2023	33,466	17	–	33,483
Carrying amount				
At 31 December 2023	81,389	2,083	–	83,472



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(a) Assets under hire purchase arrangements

The carrying amount of assets under hire purchase arrangements are as follows:

	Group	2024	2023
	RM	RM	RM
Motor vehicles		217,289	313,356
Tools and equipment		1,187,512	1,347,115
		<hr/> 1,404,801	<hr/> 1,660,471

The hire purchase assets are pledged as security for the related hire purchase payables as disclosed in Note 14(a).

(b) Assets pledged as security

	Group	2024	2023
	RM	RM	RM
Freehold land and building		1,981,979	2,007,158
		<hr/>	<hr/>

Freehold land and building have been pledged as security to secure banking facility of the Group as disclosed in Note 14(c) and 14(d).

(c) Right-of-use assets

The Group leases offices for their office space and operation site. The leases for office space and operation site generally have lease term between 1 to 3 years with options to renew every 1 to 3 years.

Information about leases for which the Group and the Company are lessees are presented below:

Group	Buildings
Carrying Amount	RM
At 1 January 2023	1,325,061
Additions	771,465
Depreciation	(693,928)
Lease modification	(370,148)
	<hr/>
At 31 December 2023	1,032,450
Additions	1,256,072
Depreciation	(618,948)
Lease modification	(818,880)
	<hr/>
At 31 December 2024	850,694

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

(c) Right-of-use assets (Cont'd)

Information about leases for which the Group and the Company are lessees are presented below: (cont'd)

	Buildings RM
Company	
Carrying Amount	
At 1 January 2023/31 December 2023	—
Additions	736,364
Depreciation	(106,546)
Lease modification	(241,881)
At 31 December 2024	<u>387,937</u>

6. INVESTMENT IN SUBSIDIARIES

	Company	
	2024 RM	2023 RM
At cost		
Unquoted shares	<u>16,840,090</u>	<u>16,840,090</u>

Details of the subsidiaries are as follows:

Name of company	Principal place of business/ country of incorporation	Ownership interest		Principal activities
		2024 %	2023 %	
Ocean Vantage Engineering Sdn. Bhd.	Malaysia	100	100	Provision of offshore and onshore project management, engineering, procurement and construction, supply of manpower, materials, tools and equipment and drilling rig charter services.
				Provision of renewable energy and related services for the purpose of minimising the degradation of environment or reducing greenhouse emission.
				Provision of mechanical and electrical engineering for plant or equipment, repair and overhaul of equipment and mechanical engineering.

NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)

6. INVESTMENT IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (Cont'd)

Name of company	Principal place of business/ country of incorporation	Ownership interest		Principal activities
		2024	2023	
Ocean Vantage Inspection Testing Sdn. Bhd.	Malaysia	100	100	Provision of non-destructive testing services.
Indirect subsidiaries held through Ocean Vantage Engineering Sdn. Bhd.				
Ocean Vantage Electrical & Instrumentation Sdn. Bhd.	Malaysia	70	70	Provision of electrical and instrumentation services in oil and gas, green and renewable industries and other related industries and supply of electrical and instrumentation products to all industries.
Stellar Star Engineering & Construction Sdn. Bhd.	Malaysia	–	70	Provision of engineering and construction services in oil and gas, infrastructure and any other industries in civil and mechanical.
Ocean Vantage Integrated Solutions Sdn. Bhd.	Malaysia	70	70	Provision of well completion equipment, rigless well intervention, production enhancement, innovative equipment supply and services and telecommunications, integrated technology solutions and safety and technical training provider.
Esprat Sdn. Bhd.	Malaysia	70	70	Provision of specialised training, rental of equipment and related services.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

6. INVESTMENT IN SUBSIDIARIES (CONT'D)

(a) Disposal of Stellar Star Engineering & Construction Sdn. Bhd.

On 30 December 2024, Ocean Vantage Engineering Sdn. Bhd., a 100% owned subsidiary, has entered into a Share Sales Agreement to dispose off its 70% equity interest in Stellar Star Engineering & Construction Sdn. Bhd. ("SSEC") for a cash consideration of RM70. Following the completion of the disposal, SSEC ceased to be a subsidiary of the Group.

(i) Summary of the effects of disposal of SSEC:

	RM	RM
Recognised:		
Cash consideration received		70
Derecognised:		
Fair value of identifiable net assets at disposal date		
Property, plant and equipment (Note 5)	(23,666)	
Trade and other receivables	(390,608)	
Cash and cash equivalents	(217,571)	
Trade and other payables	19,283,009	
	18,651,164	
Non-controlling interest at fair value	(5,595,349)	
Gain on disposal of Stellar Star Engineering Sdn. Bhd.	<hr/> 13,055,885	<hr/>

	RM
Fair value of consideration received	70
Less: Cash and cash equivalents of subsidiary disposed	(217,571)
Net cash outflow on disposal	<hr/> (217,501)

(ii) Effects of disposal on cash flows:

	RM
Fair value of consideration received	70
Less: Cash and cash equivalents of subsidiary disposed	(217,571)
Net cash outflow on disposal	<hr/> (217,501)



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

6. INVESTMENT IN SUBSIDIARIES (CONT'D)

(a) Disposal of Stellar Star Engineering & Construction Sdn. Bhd. (Cont'd)

On 30 December 2024, Ocean Vantage Engineering Sdn. Bhd., a 100% owned subsidiary, has entered into a Share Sales Agreement to dispose off its 70% equity interest in Stellar Star Engineering & Construction Sdn. Bhd. ("SSEC") for a cash consideration of RM70. Following the completion of the disposal, SSEC ceased to be a subsidiary of the Group. (Cont'd)

(iii) Effects of disposal in statements of comprehensive income:

From 1 January 2024 to the date of disposal, the subsidiary's contributed revenue and loss net of tax are as follows:

	RM
Revenue	11,737,526
Loss for the financial year	<u>(18,658,573)</u>

(b) Non-controlling interests in subsidiaries

The financial information of the Group's subsidiaries that have non-controlling interests are as follows:

Equity interest held by non-controlling interests:

Name of company	Principal place of business/ Country of Incorporation	Ownership interest 2024 %	Ownership interest 2023 %
Ocean Vantage Electrical & Instrumentation Sdn. Bhd. ("OVEI")	Malaysia	30	30
Stellar Star Engineering & Construction Sdn. Bhd. ("SSEC")	Malaysia	–	30
Ocean Vantage Integrated Solutions Sdn. Bhd. ("OVIS")	Malaysia	30	30
Esprat Sdn. Bhd. ("ESPRAT")	Malaysia	30	30

Carrying amount of non-controlling interests:

Name of company	2024 RM	2023 RM
OVEI	(239,494)	(222,760)
SSEC	–	2,223
OVIS	8,125	141,370
ESPRAT	557,082	283,455
	<hr style="border-top: 1px solid black;"/>	<hr style="border-top: 1px solid black;"/>
	325,713	204,288
	<hr style="border-top: 1px solid black;"/>	<hr style="border-top: 1px solid black;"/>

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

6. INVESTMENT IN SUBSIDIARIES (CONT'D)

(b) Non-controlling interests in subsidiaries (Cont'd)

Profit or loss allocated to non-controlling interests:

Name of company	2024 RM	2023 RM
OVEI	(16,734)	(171,736)
SSEC	(5,597,572)	223,368
OVIS	(133,245)	46,615
ESPRAT	273,627	(88,207)
	<hr/>	<hr/>
	(5,473,924)	10,040
	<hr/>	<hr/>

(c) Summarised financial information of non-controlling interests

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

	OVEI RM	OVIS RM	ESPRAT RM
Summarised statement of financial position			
As at 31 December 2024			
Non-current assets	2,998	59,216	333,825
Current assets	293,657	1,913,751	2,571,353
Non-current liabilities	(719)	(26,346)	–
Current liabilities	(1,094,250)	(1,919,536)	(1,047,466)
Net (liabilities)/assets	<hr/> (798,314)	<hr/> 27,085	<hr/> 1,857,712
Summarised statement of comprehensive income			
Financial year ended 31 December 2024			
Revenue	(22,767)	1,453,284	4,577,449
(Loss)/Profit for the financial year	(55,781)	(444,150)	912,091
Total comprehensive (loss)/income	<hr/> (55,781)	<hr/> (444,150)	<hr/> 912,091
Summarised cash flow information			
Financial year ended 31 December 2024			
Cash flows from operating activities	239,529	279,488	811,014
Cash flows used in investing activities	–	–	(114,762)
Cash flows (used in)/from financing activities	<hr/> (200,000)	<hr/> 47,001	<hr/> (759,595)
Net increase/(decrease) in cash and cash equivalents	<hr/> 39,529	<hr/> 326,489	<hr/> (63,343)


**NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**
6. INVESTMENT IN SUBSIDIARIES (CONT'D)
(c) Summarised financial information of non-controlling interests (Cont'd)

The summarised financial information (before intra-group elimination) of the Group's subsidiaries that have non-controlling interests are as follows: (Cont'd)

	OVEI RM	SSEC RM	OVIS RM	ESPRAT RM
Summarised statement of financial position				
As at 31 December 2023				
Non-current assets	5,751	62,453	9,325	483,014
Current assets	563,781	4,899,662	2,725,571	1,268,186
Non-current liabilities	(1,380)	(11,103)	–	–
Current liabilities	(1,310,685)	(4,943,603)	(2,263,661)	(805,579)
Net (liabilities)/assets	<u>(742,533)</u>	<u>7,409</u>	<u>471,235</u>	<u>945,621</u>
Summarised statement of comprehensive income				
Financial year ended 31 December 2023				
Revenue	1,844,870	34,445,948	3,505,999	2,280,053
(Loss)/Profit for the financial year	(572,453)	744,561	155,383	(294,025)
Total comprehensive (loss)/income	<u>(572,453)</u>	<u>744,561</u>	<u>155,383</u>	<u>(293,091)</u>
Summarised cash flow information				
Financial year ended 31 December 2023				
Cash flows used in operating activities	(389,945)	(1,108)	(809,969)	(400,691)
Cash flows used in investing activities	–	(10,668)	–	(44,408)
Cash flows (used in)/from financing activities	(127,968)	359,438	559,971	429,250
Net (decrease)/increase in cash and cash equivalents	<u>(517,913)</u>	<u>347,662</u>	<u>(249,998)</u>	<u>(15,849)</u>

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

7. DEFERRED TAX ASSETS/(LIABILITIES)

Deferred tax relates to the following:

Group	As at 1 January 2023 RM	Recognised in profit or loss (Note 23) RM	As at 31 December 2023 RM	Recognised in profit or loss (Note 23) RM	As at 31 December 2024 RM
Deferred tax assets:					
Lease liabilities	227,144	(219,500)	7,644	(2,331)	5,313
Provision	—	—	—	19,241	19,241
Progressive loss of on-going project	—	—	—	5,763,649	5,763,649
Unused tax losses	4	(4)	—	—	—
Deferred tax liabilities:					
Property, plant and equipment	(1,034,492)	167,953	(866,539)	(126,216)	(992,755)
Unrealised foreign exchange	74,028	(130,117)	(56,089)	292,839	236,750
	(733,316)	(181,668)	(914,984)	5,947,182	5,032,198

	Group	
	2024 RM	2023 RM
Presented after appropriate offsetting as follows:		
Deferred tax assets	5,133,232	—
Deferred tax liabilities	(101,034)	(914,984)
	5,032,198	(914,984)

Unrecognised deferred tax assets

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

	Group	Company
	2024 RM	2023 RM
Deferred tax assets:		
Unused tax losses*	28,645,721	8,306,380
Unabsorbed capital allowances	110,505	900,132
Unrealised foreign exchange gain	(49,493)	(12,574)
Lease liabilities	8,600	29,027
	28,715,333	9,222,965
	7,072,824	5,611,199


**NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**
7. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)
Unrecognised deferred tax assets (Cont'd)

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

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Deferred tax liability:				
Property, plant and equipment	(266,704)	(380,356)	(46,158)	(47,622)
	<u>28,448,629</u>	<u>8,842,609</u>	<u>7,026,666</u>	<u>5,563,577</u>
Potential deferred tax asset not recognised @24%				
	6,827,671	2,122,226	1,686,399	1,335,258

* The unused tax losses include an amount of RM18,657,860 related to a disposed subsidiary.

The availability of unused losses and unabsorbed capital allowances for offsetting against future taxable profits of the Company and of the respective subsidiaries are subject to requirements under the Income Tax Act, 1967 and guidelines issued by the tax authority.

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

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
2030	448,990	448,990	448,990	448,990
2031	2,218,653	2,409,320	1,586,698	1,586,698
2032	2,689,127	2,689,127	1,432,338	1,432,338
2033	2,807,470	2,758,943	2,060,268	2,060,268
2034	1,823,621	-	1,429,663	-
	<u>9,987,861</u>	<u>8,306,380</u>	<u>6,957,957</u>	<u>5,528,294</u>

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

8. TRADE AND OTHER RECEIVABLES

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Non-current:				
Non-trade				
Amount owing by a former subsidiary	(a)	2,869,974	—	—
Current:				
Trade				
Third parties	(b)	55,344,880	65,291,242	—
Amount owing by corporate shareholder	(b)	228,009	53,062	—
Amounts owing by subsidiaries	(b)	—	—	1,194,119
Amount owing by a former subsidiary	(a)	2,316,147	—	559,447
Retention sum	(b)	50,148	6,035,028	—
Unbilled revenue	(b)	—	548,156	—
		57,939,184	71,927,488	1,753,566
Less: Accumulated impairment losses - Third parties	(b)	(17,635,953)	(17,958,478)	—
		40,303,231	53,969,010	1,753,566
				1,999,643
Non-trade				
Other receivables		440,282	920,624	119,010
Amounts owing by subsidiaries	(c)	—	—	31,512
Amount owing by a former subsidiary	(a)	7,127,484	—	6,301,000
Advance payment made to suppliers		1,182,717	3,650,639	100
Deposits		394,612	452,652	27,000
Prepayments		1,192,442	1,602,614	138,160
		10,337,537	6,626,529	6,585,270
Total trade and other receivables (current)		50,640,768	60,595,539	8,338,836
				10,173,270
Total trade and other receivables (non-current and current)		53,510,742	60,595,539	8,338,836
				10,173,270



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

8. TRADE AND OTHER RECEIVABLES (CONT'D)

(a) Amount owing by a former subsidiary

Included in the Group's and the Company's trade and other receivable are amount owing by a former subsidiary amounting to RM12,313,605 and RM559,447 respectively, which are unsecured and non-interest bearing. The Group has entered into a repayment plan with the former subsidiary, of which an amount of RM2,869,974 is not expected to be settled within 12 months after the reporting date.

(b) Trade receivables

Trade receivables are non-interest bearing and normal credit terms offered by the Group is 30 days (2023: 30 days) from the date of invoices. Other credit terms are assessed and approved on a case by case basis.

The retention sum which is receivable upon the expiry of defect liability period as provided in the contracts with customers, is expected to be collected as follows:

	Group	
	2024 RM	2023 RM
Within a year	50,148	6,035,028

Receivables that are impaired

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

	Group	
	2024 RM	2023 RM
At 1 January	17,958,478	18,070,389
Reversal of impairment losses	–	(51,881)
Written off	–	(60,030)
Disposal of a subsidiary	(322,525)	–
At 31 December	17,635,953	17,958,478

The information about the credit exposures are disclosed in Note 25(b)(i).

(c) Amounts owing by subsidiaries

Amounts owing by subsidiaries are unsecured, non-interest bearing, repayable on demand and are expected to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

9. INVENTORIES

	Group	
	2024 RM	2023 RM
At cost:		
Consumables and spare parts	2,800	3,700
Finished goods	355,642	326,874
	<hr/>	<hr/>
	358,442	330,574
	<hr/>	<hr/>

The cost of inventories of the Group recognised as expense in cost of sales during the financial year was RM5,143,472 (2023: RM5,079,055).

10. CONTRACT ASSETS/(LIABILITIES)

	Group	
	2024 RM	2023 RM
Contract assets relating to contract service works with customers		
	11,779,590	23,228,836
<hr/>		
Contract liabilities relating to contract service works with customers	(99,560)	—
	<hr/>	<hr/>

(a) Contract assets

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

(b) Contract liabilities

The contract liabilities represent progress billings and deposits received for contract services works for which performance obligations have not been satisfied. The contract liabilities are expected to be recognised as revenue over a period of one year.


NOTES TO THE FINANCIAL STATEMENTS
 (CONT'D)

10. CONTRACT ASSETS/(LIABILITIES) (CONT'D)
(c) Significant changes in contract balances

	2024		2023	
	Contract assets	Contract liabilities (Increase)/decrease	Contract assets	Contract liabilities (Increase)/decrease
	Increase/(decrease) RM	RM	Increase/(decrease) RM	RM
Increases due to revenue recognised for unbilled goods or services transferred to customers	11,779,590	–	23,228,836	–
Transfer from contract assets recognised at the beginning of the period to receivables	(23,228,836)	–	(12,464,191)	–
Revenue recognised that were included in contract liabilities at the beginning of the financial year	–	–	–	143,816
Increases due to consideration received/receivable from customer, but revenue not recognised	–	(99,560)	–	–
	<hr/>	<hr/>	<hr/>	<hr/>

(d) Revenue recognised in relation to contract balances

	Group		Group	
	2024 RM		2023 RM	
Revenue recognised that was included in contract liabilities at the beginning of the financial year	–		143,816	
	<hr/>		<hr/>	

Revenue recognised that was included in the contract liability balance at the beginning of the year represented primarily revenue from the contract services works when percentage of completion increases.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

11. CASH AND SHORT-TERM DEPOSITS

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash in hand	160,137	177,883	10	10
Cash at banks	(c) 56,212,195	14,735,500	196,412	1,329,229
Deposits placed with licensed banks	(a) 5,532,726	5,313,447	3,918,365	3,742,895
Cash and bank balances	61,905,058	20,226,830	4,114,787	5,072,134
Less: Deposits pledged to licensed banks	(a) (5,532,726)	(5,313,447)	(3,918,365)	(3,742,895)
Less: Cash maintain in DCA and Escrow Account	(b) (5,626,805)	(5,613,977)	—	—
	50,745,527	9,299,406	196,422	1,329,239

- (a) The effective interest rates of the short-term deposits at the end of the reporting date ranged from 2.50% to 2.80% (2023: 2.75% to 3.10%) per annum. The deposits placed with licensed banks have maturity period of 12 months and have been pledged as security to secure bank facility of the Group as disclosed in Note 14(c).
- (b) Cash maintain in Designated Collection Account ("DCA") and Escrow Account have been pledged as security to secure bank facility of the Group as disclosed in Note 14(c) and 14(d).
- (c) Included in cash at banks of the Group is an amount of RM42,449,901, representing payments collected on behalf of a trade creditor in relation to a contract.

12. SHARE CAPITAL

	Group and Company			
	Number of ordinary shares		Amount	
	2024 Unit	2023 Unit	2024 RM	2023 RM
Issued and fully paid up (no par value):				
At 1 January/ 31 December	419,939,564	419,939,564	39,187,557	39,187,557

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

13. RESERVES

		Group	2024 RM	2023 RM
Reorganisation deficit	(a)	(15,030,556)	(15,030,556)	(15,030,556)
Other reserve	(b)	2,335,967	2,335,967	2,335,967
		<hr/>	<hr/>	<hr/>
		(12,694,589)	(12,694,589)	(12,694,589)

(a) Reorganisation deficit

The reorganisation reserves were resulted from the difference between the carrying value of the investment in subsidiaries and the nominal value of the shares of the Company's subsidiaries upon consolidation under the reorganisation scheme.

(b) Other reserve

The other reserve comprises the cumulative fair value of services contributed to the Group by certain employees of the Group through issuance of share options by the owners of the Group. The share option is recognised at grant date and subsequently transfer to other reserve upon exercised.

14. LOANS AND BORROWINGS

	Note	Group 2024 RM	Group 2023 RM	Company 2024 RM	Company 2023 RM
Non-current:					
Hire purchase payables	(a)	603,763	974,465	–	–
Lease liabilities	(b)	488,766	404,687	291,341	–
		<hr/>	<hr/>	<hr/>	<hr/>
		1,092,529	1,379,152	291,341	–
Current:					
Hire purchase payables	(a)	370,701	354,296	–	–
Lease liabilities	(b)	392,665	691,152	105,196	–
Invoice financing	(c)	–	1,903,309	–	–
Short term loan	(d)	1,516,231	1,535,493	–	–
		<hr/>	<hr/>	<hr/>	<hr/>
		2,279,597	4,484,250	105,196	–
Total loans and borrowings:					
Hire purchase payables	(a)	974,464	1,328,761	–	–
Lease liabilities	(b)	881,431	1,095,839	396,537	–
Invoice financing	(c)	–	1,903,309	–	–
Short term loan	(d)	1,516,231	1,535,493	–	–
		<hr/>	<hr/>	<hr/>	<hr/>
		3,372,126	5,863,402	396,537	–

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

14. LOANS AND BORROWINGS (CONT'D)

(a) Hire purchase payables

Hire purchase payables of the Group of RM974,464 (2023: RM1,328,761) bears interest at rates ranging from 3.25% to 7.01% (2023: 3.25% to 7.01%) per annum and are secured by Group's tools and equipment and motor vehicles under hire purchase arrangements as disclosed in Note 5(a).

Future minimum hire purchase payments together with the present value of net minimum hire purchase payments are as follows:

	Group	
	2024 RM	2023 RM
Minimum lease payments:		
Not later than one year	419,896	427,788
Later than one year and not later than five years	622,772	1,015,071
Later than five years	22,275	49,872
	<hr/>	<hr/>
Less: Future finance charges	1,064,943	1,492,731
	(90,479)	(163,970)
	<hr/>	<hr/>
Present value of minimum lease payments	<hr/>	<hr/>
	974,464	1,328,761
	<hr/>	<hr/>
Present value of minimum lease payments:		
Not later than one year	370,701	354,296
Later than one year and not later than five years	582,430	927,125
Later than five years	21,333	47,340
	<hr/>	<hr/>
Less: Amount due within twelve months	974,464	1,328,761
	(370,701)	(354,296)
	<hr/>	<hr/>
Amount due after twelve months	603,763	974,465
	<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

14. LOANS AND BORROWINGS (CONT'D)

(b) Lease liabilities

Future minimum lease payments together with the present value of net minimum lease payments are as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Minimum lease payments:				
Not later than one year	443,400	731,100	132,000	–
Later than one year and not later than five years	523,450	419,700	319,000	–
	<hr/> 966,850	<hr/> 1,150,800	<hr/> 451,000	<hr/> –
Less: Future finance charges	(85,419)	(54,961)	(54,463)	–
	<hr/> 881,431	<hr/> 1,095,839	<hr/> 396,537	<hr/> –
Present value of minimum lease payment				
Present value of minimum lease payments:				
Not later than one year	392,665	691,152	105,196	–
Later than one year and not later than five years	488,766	404,687	291,341	–
	<hr/> 881,431	<hr/> 1,095,839	<hr/> 396,537	<hr/> –
Less: Amount due within twelve months	(392,665)	(691,152)	(105,196)	–
Amount due after twelve months	<hr/> 488,766	<hr/> 404,687	<hr/> 291,341	<hr/> –

(c) Invoice financing

In the previous financial year, the effective interest rate was ranging from 4.71% to 6.31% per annum. It was secured and supported as follows:

- (i) Registered first party first legal charged over the freehold land and building of the Group as disclosed in Note 5;
- (ii) Assignment and charge over Escrow Account and DCA with upfront deposit;
- (iii) Corporate guarantee by the Company; and
- (iv) Pledge of deposits with licensed bank by the Company and a subsidiary of the Company.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

14. LOANS AND BORROWINGS (CONT'D)

(d) Short term loan

The effective interest rate is 6.59% (2023: 6.04%) per annum. It is secured and supported as follows:

- (i) Registered first party first legal charged over the freehold land and building of the Group as disclosed in Note 5;
- (ii) Assignment and charge over Escrow Account with upfront deposit; and
- (iii) Corporate guarantee by the Company.

15. PROVISION

	Group	
	2024 RM	2023 RM
Foreseeable loss		
At 1 January	1,455,640	–
Recognised in profit or loss	–	1,455,640
Utilised during the financial year	(1,375,468)	–
At 31 December	<u>80,172</u>	<u>1,455,640</u>

The provision for foreseeable loss represents the Group's unavoidable costs to complete its project in which such cost exceeds the economic benefits expected to be received under the contract.

16. TRADE AND OTHER PAYABLES

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Trade				
Third parties	(a) 66,149,532	34,666,590	–	–
Accrued costs	506,385	5,840,982	–	–
	<u>66,655,917</u>	<u>40,507,572</u>	<u>–</u>	<u>–</u>
Non-trade				
Other payables	887,813	1,054,383	61,232	353,615
Accruals	736,901	5,035,615	226,094	970,098
Deposit received	10,000	–	–	–
Corporate credit card	16,285	16,502	–	–
	<u>1,650,999</u>	<u>6,106,500</u>	<u>287,326</u>	<u>1,323,713</u>
Total trade and other payables	<u>68,306,916</u>	<u>46,614,072</u>	<u>287,326</u>	<u>1,323,713</u>

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

16. TRADE AND OTHER PAYABLES (CONT'D)

(a) Trade payables

Trade payables are non-interest bearing and the normal credit terms granted to the Group ranging from 30 to 60 days (2023: 30 to 60 days).

Included in trade payables of the Group is an amount of RM42,449,901, representing payments collected on behalf of a trade creditor in relation to a contract.

For explanations on the Group's and the Company's liquidity risk management processes, refer to Note 25(b)(ii).

17. REVENUE

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Revenue from contract customers:				
Construction contract				
Construction contract	12,709,097	60,425,247	–	–
Services	104,364,867	100,831,577	–	–
Sales of goods	6,561,780	8,434,761	–	–
Management fees	–	–	4,363,243	3,850,670
	<hr/> 123,635,744	<hr/> 169,691,585	<hr/> 4,363,243	<hr/> 3,850,670
Timing of revenue recognition from contract customers:				
At a point in time				
At a point in time	9,235,371	8,434,761	–	–
Over time	114,400,373	161,256,824	4,363,243	3,850,670
	<hr/> 123,635,744	<hr/> 169,691,585	<hr/> 4,363,243	<hr/> 3,850,670

Transaction price allocated to the remaining performance obligations

The Group applies the practical expedient in Paragraph 121(a) of MFRS 15 and does not disclose information about the remaining performance obligations that have original expected durations of one year or less.

Disaggregation of revenue

The Group reports the following major segments: EPC and project management, supply of manpower, supply of materials, tools and equipment and provision of drilling rig charter services in accordance with MFRS 8 *Operating Segments*. For the purpose of disclosure for disaggregation of revenue, it disaggregates revenue into primary geographical markets, major goods or services, timing of revenue recognition (i.e. goods transferred at a point in time or services transferred over time).

The information on disaggregation of revenue into primary geographical markets is disclosed in Note 30.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

18. COST OF SALES

	Group	2024	2023
		RM	RM
Construction contract		37,688,268	71,907,115
Services		70,310,079	74,350,663
Sales of goods		5,143,472	5,079,055
		<hr/>	<hr/>
		113,141,819	151,336,833

19. OTHER INCOME

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Interest income	216,974	209,076	106,136	94,384
Net realised foreign exchange gain	445,945	–	–	–
Net unrealised foreign exchange gain	–	232,496	–	–
Miscellaneous	21,609	57,904	–	192
Gain on disposal of a subsidiary	13,055,885	–	–	–
Gain from disposal of property, plant and equipment	–	25,598	–	–
Gain on lease modification	23,192	7,738	3,115	–
	13,763,605	532,812	109,251	94,576

20. FINANCE COSTS

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Interest expenses on:				
- Invoice financing	121,602	140,916	–	–
- Short term loan	99,309	35,493	–	–
- Hire purchase payables	73,490	95,980	–	–
- Lease liabilities	69,544	64,571	26,170	–
- Term loan	–	11,088	–	–
- Bank commitment	11,971	6,127	–	–
- Bank guarantee	195,850	311,421	–	–
- Bank overdraft	4,801	84,138	–	–
	576,567	749,734	26,170	–

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

21. PROFIT /(LOSS) BEFORE TAX

Other than disclosed elsewhere in the financial statements, the following items have been charged in arriving at profit/(loss) before tax:

	Note	2024 RM	Group 2023 RM	2024 RM	Company 2023 RM
Auditors' remuneration:					
- statutory audit:					
- Baker Tilly Monteiro Heng PLT		169,100	164,500	55,000	53,500
Other services:					
- Baker Tilly Monteiro Heng PLT		5,500	5,500	5,500	5,500
- Member firm of Baker Tilly International		4,400	3,000	–	–
Depreciation of property, plant and equipment	5	2,221,171	2,331,468	131,827	18,541
Deposit written off		27,500	–	–	–
Property, plant and equipment written off		–	9,200	–	–
Net unrealised foreign exchange loss		938,783	–	–	455
Net realised foreign exchange loss		–	63,777	3,931	1,032
Employee benefits expense	22	18,229,879	18,903,037	5,157,722	5,208,376
Subcontractors' fees		49,989,735	45,764,288	–	–
Expenses relating to lease of low value assets		240	1,440	–	–
Expenses relating to short-term lease		7,631,773	11,882,000	–	–
Fair value adjustment on receivable measured at amortised cost		476,232	–	–	–

22. EMPLOYEE BENEFITS EXPENSE

		2024 RM	Group 2023 RM	2024 RM	Company 2023 RM
Salaries, allowances and bonuses		15,718,756	16,479,573	4,417,471	4,531,866
Defined contribution plans		1,624,838	1,786,473	501,508	517,853
Other staff related expenses		886,285	636,991	238,743	158,657
		18,229,879	18,903,037	5,157,722	5,208,376

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

22. EMPLOYEE BENEFITS EXPENSE (CONT'D)

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Included in employee benefits expenses are:				
Directors of the Company				
Executive directors				
- Salaries, allowances and bonuses	2,197,421	3,211,784	1,906,116	2,464,500
- Defined contribution plans	263,630	385,316	228,734	295,740
- Other staff related expenses	5,076	8,273	3,420	3,476
	<hr/> 2,466,127	<hr/> 3,605,373	<hr/> 2,138,270	<hr/> 2,763,716
Non-executive directors				
- Directors' fees	245,207	246,000	245,207	246,000
	<hr/> 2,711,334	<hr/> 3,851,373	<hr/> 2,383,477	<hr/> 3,009,716

23. INCOME TAX EXPENSE/(CREDIT)

The major components of income tax expense/(credit) for the financial years ended 31 December 2024 and 31 December 2023 are as follows:

	Group	
	2024 RM	2023 RM
Statements of comprehensive income		
Current income tax:		
- Current income tax charge	5,380,970	1,002,072
- Adjustment in respect of prior years	3,146,540	(3,682,605)
	<hr/> 8,527,510	<hr/> (2,680,533)
Deferred tax (Note 7):		
- (Reversal)/Origination of temporary differences	(2,371,986)	221,010
- Adjustment in respect of prior years	(3,575,196)	(39,342)
	<hr/> (5,947,182)	<hr/> 181,668
Income tax expense/(credit) recognised in profit or loss	<hr/> 2,580,328	<hr/> (2,498,865)

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

23. INCOME TAX EXPENSE/(CREDIT) (CONT'D)

Domestic income tax is calculated at the Malaysian statutory income tax rate of 24% (2023: 24%) of the estimated assessable profit for the financial year.

The reconciliations from the tax amount at the statutory income tax rate to the Group's and the Company's tax expense/(credit) are as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit/(Loss) before tax	3,463,443	1,012,534	(1,782,766)	(2,282,700)
Tax at Malaysian statutory income tax rate of 24% (2023: 24%)	831,226	243,008	(427,864)	(547,848)
Adjustments:				
Income not subject to tax	(3,133,412)	–	–	–
Non-deductible expenses	605,725	449,732	76,723	101,677
Deferred tax not recognised on tax losses and temporary differences	4,705,445	530,342	351,141	446,171
Adjustment in respect of current income tax of prior years	3,146,540	(3,682,605)	–	–
Adjustment in respect of deferred tax of prior years	(3,575,196)	(39,342)	–	–
Income tax expense/(credit)	<u>2,580,328</u>	<u>(2,498,865)</u>	<u>–</u>	<u>–</u>

24. EARNINGS PER SHARE

Basic earnings per ordinary share

Basic earnings per share are based on the profit for the financial year attributable to owners of the Company and the weighted average number of ordinary shares outstanding during the financial year, calculated as follows:

	2024 RM	2023 RM
Profit attributable to ordinary equity holders of the Company	<u>6,357,039</u>	<u>3,501,359</u>
	2024 Units	2023 Units
Weighted average number of ordinary shares for basic earnings per share	<u>419,939,564</u>	<u>419,939,564</u>
	2024 sen	2023 sen
Basic earnings per share attributable to ordinary equity holders of the Company	<u>1.51</u>	<u>0.83</u>

The basic and diluted earnings per ordinary share are equal as the Group does not have dilutive potential ordinary shares as at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned:

	Carrying amount RM	Amortised cost RM
At 31 December 2024		
Financial assets		
Group		
Trade and other receivables *	51,135,583	51,135,583
Cash and short-term deposits	61,905,058	61,905,058
	<hr/> 113,040,641	<hr/> 113,040,641
Company		
Trade and other receivables *	8,200,576	8,200,576
Cash and short-term deposits	4,114,787	4,114,787
	<hr/> 12,315,363	<hr/> 12,315,363
Financial liabilities		
Group		
Loans and borrowings #	2,490,695	2,490,695
Trade and other payables	68,306,916	68,306,916
	<hr/> 70,797,611	<hr/> 70,797,611
Company		
Trade and other payables	<hr/> 287,326	<hr/> 287,326

* Excluded prepayments and advance payment made to suppliers

Excluded lease liabilities


NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)
25. FINANCIAL INSTRUMENTS (CONT'D)
(a) Categories of financial instruments (Cont'd)

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned: (Cont'd)

	Carrying amount RM	Amortised cost RM
At 31 December 2023		
Financial assets		
Group		
Trade and other receivables *	55,342,286	55,342,286
Cash and short-term deposits	20,226,830	20,226,830
	<hr/> 75,569,116	<hr/> 75,569,116
Company		
Trade and other receivables *	10,073,081	10,073,081
Cash and short-term deposits	5,072,134	5,072,134
	<hr/> 15,145,215	<hr/> 15,145,215
Financial liabilities		
Group		
Loans and borrowings #	4,767,563	4,767,563
Trade and other payables	46,614,072	46,614,072
	<hr/> 51,381,635	<hr/> 51,381,635
Company		
Trade and other payables	<hr/> 1,323,713	<hr/> 1,323,713

* Excluded prepayments and advance payment made to suppliers

Excluded lease liabilities

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management

The Group's and the Company's activities are exposed to a variety of financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group's and the Company's overall financial risk management objective is to optimise value for their shareholders. The Group and the Company do not use derivative financial instruments to hedge certain exposures and do not trade in financial instruments.

The Board of Directors reviews and agrees to policies and procedures for the management of these risks, which are executed by the Group's senior management. The audit committee provides independent oversight to the effectiveness of the risk management process.

(i) Credit risk

Credit risk is the risk of financial loss to the Group and the Company that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group and the Company are exposed to credit risk from their operating activities (primarily trade receivables) and from their investing activities, including deposits with banks and other financial instruments. The Group and the Company have a credit policy in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring procedures. Credit worthiness of a customer is assessed based on a set of evaluation criteria and credit limits are defined in accordance with this assessment.

The Group and the Company consider a financial asset to be in default when:

- the counterparty is unable to pay its credit obligations to the Group and the Company in full, without taking into account any credit enhancements held by the Group and the Company; or
- the contractual payment of the financial asset is more than 90 days past due unless the Group and the Company have reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

At the end of the reporting period, the Group and the Company assess whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Those events evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the counterparty;
- a breach of contract, including a default event;
- a concession or restructuring of loans granted by the lender of the counterparty relating to the counterparty's financial difficulty; or
- it is probable that the counterparty will enter bankruptcy or other financial reorganisation.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group and the Company determine that the debtor does not have assets or source of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's and the Company's procedure for recovery of amounts due.


**NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**
25. FINANCIAL INSTRUMENTS (CONT'D)
(b) Financial risk management (Cont'd)
(i) Credit risk (Cont'd)
Trade receivables and contract assets

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables and contract assets are represented by the carrying amounts in the statements of financial position.

The carrying amount of trade receivables and contract assets are not secured by any collateral or supported by any other credit enhancements. The Group and the Company have adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group and the Company use ageing analysis to monitor the credit quality of trade receivables. In managing credit risks of trade receivables, the Company also take appropriate actions (including but not limited to legal actions) to recover long past due balances.

Credit risk concentration profile

At the end of the reporting period, the Group has a significant concentration of credit risk in the form of four (4) (2023: 5) trade receivables, representing approximately 55% (2023: 63%) of the Group's total trade receivables.

The Group and the Company apply the simplified approach to provide for impairment losses prescribed by MFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The Group and the Company use a provision matrix to measure expected credit losses for trade receivables. To measure the impairment losses, trade receivables have been grouped based on shared credit characteristics and the days past due. The impairment losses also incorporate forward-looking information.

The information about the credit risk exposure on the Group's and the Company's trade receivables and contract assets using provision matrix are as follows:

	Gross carrying amount RM	Impairment loss RM	Net balance RM
At 31 December 2024			
Group			
Contract assets	11,779,590	–	11,779,590
Trade receivables			
Current (not past due)	27,775,636	–	27,775,636
1 - 30 days past due	6,787,347	–	6,787,347
31 - 60 days past due	2,622,935	–	2,622,935
61 - 90 days past due	1,148,927	–	1,148,927
91 - 120 days past due	311,679	–	311,679
More than 120 days past due	19,292,660	(17,635,953)	1,656,707
	57,939,184	(17,635,953)	40,303,231
	69,718,774	(17,635,953)	52,082,821

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

Trade receivables and contract assets (Cont'd)

Credit risk concentration profile (Cont'd)

The information about the credit risk exposure on the Group's and the Company's trade receivables and contract assets using provision matrix are as follows: (Cont'd)

	Gross carrying amount RM	Impairment loss RM	Net balance RM
At 31 December 2023			
Group			
Contract assets	23,228,836	–	23,228,836
Trade receivables			
Current (not past due)	33,503,165	–	33,503,165
1 - 30 days past due	7,532,758	–	7,532,758
31 - 60 days past due	7,408,974	–	7,408,974
61 - 90 days past due	1,588,415	–	1,588,415
91 - 120 days past due	1,874,768	–	1,874,768
More than 120 days past due	20,019,408	(17,958,478)	2,060,930
	71,927,488	(17,958,478)	53,969,010
	95,156,324	(17,958,478)	77,197,846
At 31 December 2024			
Company			
Trade receivables			
Current (not past due)	1,079,965	–	1,079,965
1 - 30 days past due	–	–	–
31 - 60 days past due	–	–	–
61 - 90 days past due	–	–	–
91 - 120 days past due	217,892	–	217,892
More than 120 days past due	455,709	–	455,709
	1,753,566	–	1,753,566


**NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**
25. FINANCIAL INSTRUMENTS (CONT'D)
(b) Financial risk management (Cont'd)
(i) Credit risk (Cont'd)
Trade receivables and contract assets (Cont'd)
Credit risk concentration profile (Cont'd)

The information about the credit risk exposure on the Group's and the Company's trade receivables and contract assets using provision matrix are as follows: (Cont'd)

	Gross carrying amount RM	Impairment loss RM	Net balance RM
At 31 December 2023			
Company			
Trade receivables			
Current (not past due)	900,762	–	900,762
1 - 30 days past due	–	–	–
31 - 60 days past due	–	–	–
61 - 90 days past due	–	–	–
91 - 120 days past due	780,090	–	780,090
More than 120 days past due	318,791	–	318,791
	<hr/> 1,999,643	<hr/> –	<hr/> 1,999,643

Other receivables and other financial assets

For other receivables and other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's and the Company's maximum exposure to credit risk arising from other receivables and other financial assets are represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group and the Company consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 120 days past due in making a contractual payment.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(i) Credit risk (Cont'd)

Other receivables and other financial assets (Cont'd)

Some intercompany balances between entities within the Group comprise loans or advances which are repayable on demand. The Company regularly monitors the financial performance and position of these entities on an individual basis. When these entities' financial performance and position deteriorates significantly, the Company assumes that there is a significant increase in credit risk, and thereby a lifetime expected credit loss assessment is necessary. As the Company is able to determine the timing of repayment of the loans or advances, the Company will consider the loans or advances to be in default when these entities are unable to pay based on the expected manner of recovery and recovery period. The Company determines the probability of default for these loans or advances using internally available information. The Company considers the loans or advances to be credit-impaired when the entities are unlikely to repay their debts.

As at the end of the reporting date, the Group and the Company consider the other receivables and other financial assets as low credit risk and any loss allowance would be negligible.

Financial guarantee contracts

The Company is exposed to credit risk in relation to financial guarantees given to banks in respect of bank facilities granted to a subsidiary. The Company monitors the results of the subsidiary and its repayment on an on-going basis. The maximum exposure to credit risks amounts to RM1,516,231 (2023: RM3,438,802) representing the maximum amount the Company could pay if the guarantee is called on as disclosed in Note 25(b)(ii). As at the reporting date, there was no loss allowance for impairment as determined by the Company for the financial guarantee.

The financial guarantees have not been recognised since the fair value on initial recognition was not material as the guarantee is provided as credit enhancement to subsidiary's secured borrowings.

(ii) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations when they fall due. The Group's and the Company's exposure to liquidity risk arise primarily from mismatches of the maturities between financial assets and liabilities. The Group's and the Company's exposure to liquidity risk arise principally from trade and other payables, loans and borrowings.

The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by facilities. The Group and the Company maintain sufficient liquidity and available funds to meet daily cash needs, while maintaining controls and security over cash movements. The Group and the Company use a series of processes to obtain maximum benefits from its flow of funds, such that they are efficiently managed to maximise income from investment and minimise cost on borrowed funds. The Group's and the Company's treasury department also ensure that there are sufficient unutilised stand-by facilities, funding and liquid assets available to meet both short-term and long-term funding requirements.


**NOTES TO THE FINANCIAL STATEMENTS
(CONT'D)**
25. FINANCIAL INSTRUMENTS (CONT'D)
(b) Financial risk management (Cont'd)
(ii) Liquidity risk (Cont'd)
Maturity analysis

The maturity analysis of the Group's and the Company's financial liabilities by their relevant maturity at the reporting date based on contractual undiscounted repayment obligations are as follows:

	Carrying amount RM	Contractual cash flows			Total RM		
		On demand or within 1 year RM	Between 1 and 5 years RM	More than 5 years RM			
Group							
At 31 December 2024							
Trade and other payables	68,306,916	68,306,916	–	–	68,306,916		
Hire purchase payables	974,464	419,896	622,772	22,275	1,064,943		
Lease liabilities	881,431	443,400	523,450	–	966,850		
Short term loan	1,516,231	1,539,766	–	–	1,539,766		
	71,679,042	70,709,978	1,146,222	22,275	71,878,475		
Group							
At 31 December 2023							
Trade and other payables	46,614,072	46,614,072	–	–	46,614,072		
Hire purchase payables	1,328,761	427,788	1,015,071	49,872	1,492,731		
Lease liabilities	1,095,839	731,100	419,700	–	1,150,800		
Invoice financing	1,903,309	1,923,415	–	–	1,923,415		
Short term loan	1,535,493	1,536,734	–	–	1,536,734		
	52,477,474	51,233,109	1,434,771	49,872	52,717,752		
Company							
At 31 December 2024							
Trade and other payables	287,326	287,326	–	–	287,326		
Lease liabilities	396,537	132,000	319,000	–	451,000		
Financial guarantee contracts	–	1,516,231	–	–	1,516,231		
	683,863	1,935,557	319,000	–	2,254,557		
Company							
At 31 December 2023							
Trade and other payables	1,323,713	1,323,713	–	–	1,323,713		
Financial guarantee contracts	–	3,438,802	–	–	3,438,802		
	1,323,713	4,762,515	–	–	4,762,515		

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Foreign currency risk

Foreign currency risk is the risk of fluctuation in fair value or future cash flows of a financial instrument as a result of changes in foreign exchange rates. The Group's exposures to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when sales and purchases that are denominated in a foreign currency).

Management has set up a policy that requires all companies within the Group to manage their treasury activities and exposures. The Group's do not hedge their foreign currency exposures. In addition, the Group's also take advantage of any natural effects of its foreign currencies revenues and expenses by maintaining current accounts in foreign currencies.

The Group's unhedged financial assets and liabilities that are not denominated in their functional currencies are as follows:

	Group	
	2024 RM	2023 RM
Financial assets and (liabilities) not held in functional currencies:		
Trade and other receivables		
United States Dollar ("USD")	17,862,259	26,453,297
Brunei Dollar ("BND")	-	39,725
	<hr/> 17,862,259	<hr/> 26,493,022
Cash and bank balances		
USD	142,909	434,449
Euro ("EUR")	-	52
British Pound Sterling ("GBP")	21	463
BND	156	156
Philippine Peso ("PHP")	2,328	2,328
Thai Bhat ("THB")	1,459	1,459
	<hr/> 146,873	<hr/> 438,907
Trade and other payables		
USD	(56,108,763)	(19,459,028)
EUR	-	(11,369)
GBP	(3,231)	(5,567)
BND	(55,962)	(33,206)
Australian Dollar ("AUD")	(529,374)	(21,322)
	<hr/> (56,697,330)	<hr/> (19,530,492)



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Foreign currency risk (Cont'd)

Sensitivity analysis on foreign currency risk

The Group's principal foreign currency exposure relates mainly to United States Dollar ("USD"), British Pound Sterling ("GBP"), Euro ("EUR"), Brunei Dollar ("BND"), Philippine Peso ("PHP"), Thai Bhat ("THB") and Australian Dollar ("AUD").

The following table demonstrates the sensitivity to a reasonably possible change in the USD, GBP, EUR, BND, PHP, THB and AUD with all other variables held constant on the Group's total equity and profit/(loss) for the financial year.

Group: 31 December 2024	Change in rate	Effect on profit/ (loss) for the financial years/ equity RM
- USD	+15% -15%	(4,343,810) 4,343,810
- GBP	+15% -15%	(366) 366
- BND	+15% -15%	(6,362) 6,362
- PHP	+15% -15%	265 (265)
- THB	+15% -15%	166 (166)
- AUD	+15% -15%	(60,349) 60,349

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iii) Foreign currency risk (Cont'd)

Sensitivity analysis on foreign currency risk (Cont'd)

Group: 31 December 2023	Change in rate	Effect on profit/ (loss) for the financial years/ equity RM	
		+15%	-15%
- USD	+15%	846,874	(846,874)
	-15%		
- GBP	+15%	(582)	582
	-15%		
- EUR	+15%	(1,290)	1,290
	-15%		
- BND	+15%	761	(761)
	-15%		
- PHP	+15%	265	(265)
	-15%		
- THB	+15%	166	(166)
	-15%		
- AUD	+15%	(2,431)	2,431
	-15%		



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (Cont'd)

(iv) Interest rate risk

Interest rate risk is the risk of fluctuation in fair value or future cash flows of the Group's financial instruments as a result of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its long-term loans and borrowings with floating interest rates.

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant on the Group's total equity and profit/(loss) for the financial year:

	Carrying amount RM	Change in basis point	Effect on profit/(loss) for the financial years/equity RM
Group			
31 December 2024	1,516,231	+ 50 - 50	(5,762) 5,762
31 December 2023	3,438,802	+ 50 - 50	(13,067) 13,067

(c) Fair value measurement

The carrying amounts of cash and cash equivalents, short-term receivables and payables and short-term borrowings reasonably approximate to its fair values due to the relatively short-term nature of these financial instruments.

There have been no transfers between Level 1 and Level 2 during the financial period (2023: no transfer in either direction).

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair value measurement (Cont'd)

The following table provides the fair value measurement hierarchy of the Group's financial instruments:

Group	Carrying amount RM	Fair value of financial instruments not carried at fair value				Total RM		
		Level 1 RM	Level 2 RM	Level 3 RM	Fair Value			
At 31 December 2024								
Financial asset								
Non-current asset								
Trade and other receivables	2,869,974	—	—	2,869,974	2,869,974			
Financial liabilities								
Hire purchase payables	974,464	—	—	1,030,538	1,030,538			
At 31 December 2023								
Financial liabilities								
Hire purchase payables	1,328,761	—	—	1,425,030	1,425,030			

Level 3 fair value

Fair value of financial instruments not carried at fair value

The fair value of the non-current portion of trade and other receivables based on the present value of the projected repayment of the loans. The discount rate used reflects the issuers borrowing rate as at the end of the reporting period.

The fair value of hire purchase payables are determined using the discounted cash flows method based on discount rates that reflects the issuer's borrowing rate as at the end of the reporting period.

26. RELATED PARTIES

(a) Identity of related parties

Parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operational decisions, or vice versa, or where the Group and the party are subject to common control. Related parties may be individuals or other entities.



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

26. RELATED PARTIES (CONT'D)

(a) Identity of related parties (Cont'd)

Related parties of the Group include:

- (i) Subsidiaries;
- (ii) Entities in which certain directors of the Group and the Company have substantial financial interests; and
- (iii) Key management personnel of the Group and the Company, comprise persons (including directors) having the authority and responsibility for planning, directing and controlling the activities or indirectly.

(b) Significant related party transactions

Significant related party transactions other than disclosed elsewhere in the financial statements are as follows:

	Group	
	2024 RM	2023 RM
Rental paid to:		
- Related parties	132,000	132,000
Legal consultancy services charged by:		
- A related party	174,000	180,000
<hr/>		
	Company	
	2024 RM	2023 RM
Management fee charged to:		
- Subsidiaries	4,363,243	3,850,670
Legal consultancy services charged by:		
- A related party	174,000	180,000
Rental paid to:		
- A related party	121,000	-
<hr/>		

Significant outstanding balances with related parties at the end of the reporting period are as disclosed in Note 8.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

26. RELATED PARTIES (CONT'D)

(c) Compensation of key management personnel

	Group and Company	
	2024	2023
	RM	RM
Short-term employee benefits:		
- Salaries, allowances and bonuses	409,365	416,000
- Defined contribution plans	48,240	49,201
- Other staff related expenses	1,217	1,159
	<hr/>	<hr/>
	458,822	466,360
	<hr/>	<hr/>

27. COMMITMENTS

The Group has made commitments for the following capital expenditures:

	Group	
	2024	2023
	RM	RM
Property, plant and equipment		
- Approved and contracted for	261,307	-
- Approved but not contracted for	996,899	-
	<hr/>	<hr/>
	1,258,206	-
	<hr/>	<hr/>

28. CAPITAL MANAGEMENT

The primary objective of the Group's and the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratio in order to support their business and maximise shareholder value. The Group and the Company manage their capital structure and make adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group and the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies and processes during the financial year ended 31 December 2024 and 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

28. CAPITAL MANAGEMENT (CONT'D)

The Group and the Company monitor capital using gearing ratio. The gearing ratio is calculated as total debts divided by equity attributable to the owners of the Group. The gearing ratio as at the reporting date are as follows:

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Loans and borrowings	14	3,372,126	5,863,402	396,537	–
Trade and other payables	16	68,306,916	46,614,072	287,326	1,323,713
Total debts		71,679,042	52,477,474	683,863	1,323,713
Total equity		71,035,842	64,557,378	29,154,987	30,937,753
Gearing ratio (times)		1.01	0.81	*	*

* Not meaningful

A subsidiary of the Company is required to maintain positive tangible net worth to comply with a bank covenant.

29. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

On 30 December 2024, Ocean Vantage Engineering Sdn. Bhd., a 100% owned subsidiary, has entered into a Share Sales Agreement to dispose off its 70% equity interest in SSEC for a cash consideration of RM70. Following the completion of the disposal, SSEC ceased to be a subsidiary of the Group.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

30. SEGMENT INFORMATION

The Group prepared the following segment information in accordance with MFRS 8 *Operating Segments* based on the internal reports of the Group's strategic business units which are regularly reviewed by directors for the purpose of making decisions about resource allocation and performance assessment.

The four reportable operating segments are as follows:

Segments	Products and services
EPC and project management	Project management and engineering services
Supply of manpower	Manpower supply services
Supply of materials, tools and equipment	Trading of materials, tools and equipment
Drilling rig charter	Drilling rig charter services

Inter-segment pricing is determined on negotiated basis.

Segments profit

Segment performance is used to measure performance as Group's Managing Director and Executive Director believe that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Segments assets

Segments assets information is neither included in the internal management reports nor provided regularly to the Managing Director and Executive Director. Hence no disclosure is made on segment assets.

Segments liabilities

Segments liabilities information is neither included in the internal management reports nor provided regularly to the Managing Director and Executive Director. Hence no disclosure is made on segment liabilities.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

30. SEGMENT INFORMATION (CONT'D)

		EPC and project management	Supply of manpower	Supply of materials, tools and equipment	Drilling rig charter	Management fees	Adjustments and eliminations	Total
	Note	RM	RM	RM	RM	RM	RM	RM
31 December 2024								
Revenue:								
Revenue from external customers	A	36,264,138 18,503,477	78,136,235 -	6,561,780 -	2,673,591 120,000	4,363,243 -	(22,986,720) -	123,635,744 -
Inter-segment revenue		54,767,615	78,136,235	6,561,780	2,793,591	4,363,243	(22,986,720)	123,635,744
Segment profit								
Other income		(14,037,981)	20,440,007	1,418,308	2,673,591	4,363,243	(4,363,243)	10,493,925
Unallocated expenses								13,763,605
Finance costs								(20,217,520)
Income tax expense								(576,567)
Profit for the financial year								(2,580,328)
								883,115
Results								
<i>Included in the measure of segments profit are:</i>								
Employee benefits expense		4,241,503	1,316,922	-	-	-	-	5,558,425
Depreciation		1,111,978	-	-	-	-	-	1,111,978

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

30. SEGMENT INFORMATION (CONT'D)

	Note	EPC and project management	Supply of manpower	Supply of materials, tools and equipment	Drilling rig charter	Management fees	Adjustments and eliminations	Total
		RM	RM	RM	RM	RM	RM	RM
31 December 2023								
Revenue:								
Revenue from external customers	A	84,624,593 33,829,014	77,268,432 –	6,495,833 –	1,302,727 50,000	3,850,670 –	(37,729,684) –	169,691,585 –
Inter-segment revenue		118,453,607	77,268,432	6,495,833	1,352,727	3,850,670	(37,729,684)	169,691,585
Segment profit								
Other income		(3,043,378)	18,678,624	1,416,779	1,302,727	3,850,670	(3,850,670)	18,354,752
Unallocated expenses								584,693
Finance costs								(17,177,177)
Income tax credit								(749,734)
Profit for the financial year								2,498,865
								<u>3,511,399</u>
Results								
<i>Included in the measure of segments profit are:</i>								
Employee benefits expense		5,314,339	1,555,508	–	–	–	–	6,869,847
Depreciation		1,152,331	–	–	–	–	–	1,152,331



NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

30. SEGMENT INFORMATION (CONT'D)

A Inter segment revenue

Inter-segment revenues are eliminated on consolidation.

Disaggregation of revenue by geographical information

Revenue and non-current assets information based on the geographical location of customers are as follows:

	Revenue RM	Non-current assets RM
2024		
Local	106,694,715	12,120,707
Overseas	16,941,029	-
	<hr/> 123,635,744	<hr/> 12,120,707
2023		
Local	140,360,823	11,890,394
Overseas	29,330,762	-
	<hr/> 169,691,585	<hr/> 11,890,394

The Group operates predominantly in Malaysia and hence, non-current assets are all held in Malaysia.

Information about major customers

For EPC and project management, supply of manpower, supply of materials, tools and equipment, and drilling rig charter, revenue from three customers (2023: one) represented approximately RM49,861,323 (2023: RM58,727,913) of the Group's total revenue.

STATEMENT BY DIRECTORS

(PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016)

We, **KENNY RONALD NGALIN** and **WILLIE HO HUAT VOON**, being two of the directors of **OCEAN VANTAGE HOLDINGS BERHAD**, do hereby state that in the opinion of the directors, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and of their financial performance and cash flows for the financial year then ended.

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

KENNY RONALD NGALIN

Director

WILLIE HO HUAT VOON

Director

Date: 14 April 2025

**STATUTORY
DECLARATION**
(PURSUANT TO SECTION 251(1) OF THE COMPANIES ACT 2016)

I, **TEH SWEE BOON**, being the officer primarily responsible for the financial management of **OCEAN VANTAGE HOLDINGS BERHAD**, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements are correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

TEH SWEE BOON
(MIA Membership No.: 45651)

Subscribed and solemnly declared by the abovenamed at Kuala Lumpur in the Federal Territory on 14 April 2025.

Before me,

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF OCEAN VANTAGE HOLDINGS BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Ocean Vantage Holdings Berhad, which comprise the statements of financial position as at 31 December 2024 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 69 to 131.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024, and of their financial performance and their cash flows for the financial year then ended in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

Group

Revenue and cost from contracts (Notes 4.1, 10 and 17 to the financial statements)

We focused on this area because significant Group's judgement is required, in particular, the identification and separation of different performance obligations, the allocation of transaction price to separate performance obligations, the determination of progress towards satisfaction of performance obligations, as well as the recoverability of identified contracts with customers.

Our response:

Our audit procedures included, among others:

- reading the terms and conditions of agreements with selected contracts;
- understanding the design and implementation of controls over the Group's process in recording project costs, preparing project budget and calculating the progress towards anticipated satisfaction of a performance obligation;
- assessing the appropriateness of the allocation of transaction price to the separate performance obligations of the contract customers towards complete satisfaction of performance obligation for identified projects; and
- testing the mathematical computation of the recognised revenue for the projects during the financial year.



INDEPENDENT AUDITORS' REPORT (CONT'D)

Key Audit Matters (Cont'd)

Group (Cont'd)

Trade receivables (Notes 4.2 and 8 to the financial statements)

The Group has significant trade receivables as at 31 December 2024 which include certain amounts which are long outstanding. We focused on this area because the Group made significant judgements over assumptions about risk of default and impairment losses provided. In making the assumptions, the Group selected inputs to the impairment calculation, based on the Group's past history and existing condition at the end of the reporting period.

Our response:

Our audit procedures included, among others:

- understanding of any significant credit exposures which were significantly overdue or deemed to be in default through discussion with the Group of their ageing reports and any other collection reports;
- obtaining confirmation of balances from selected receivables;
- checking subsequent receipts, customer correspondence, and considering level of activities with the customers and the directors' explanation on recoverability with significantly past due balances; and
- assessing the reasonableness and calculation of impairment losses provided as at the end of the reporting period.

Deferred Tax Assets (Notes 4.3 and 7 to the financial statements)

As at 31 December 2024, the Group has recognised deferred tax assets for unused tax losses and deductible temporary differences that it believes are recoverable. The recoverability of recognised deferred tax assets is dependent on the directors' assessment on the Group's ability to generate future taxable profits sufficient to be utilised against the unused tax losses and the deductible temporary differences.

We focused on this area because the realisation of these deferred tax assets is often dependent on future taxable profits and there are inherent uncertainties involved in projecting the amount.

Our response:

Our audit procedures included, among others:

- comparing the directors' key assumptions in profit projection to externally derived data, if any;
- discussing with the Group on their assessment and consideration of the current economic and business environment in relation to key inputs such as forecast growth rates, inflation rates and gross profit margin;
- testing the mathematical computation of the profit projection calculation; and
- performing the sensitivity analysis of key assumptions and the impacts of these key assumptions and inputs that are expected to be most sensitive to the future taxable profits.

Company

We have determined that there are no key audit matters to communicate in our report which arose from the audit of the financial statements of the Company.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

INDEPENDENT AUDITORS' REPORT (CONT'D)

Information Other than the Financial Statements and Auditors' Report Thereon (Cont'd)

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

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

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITORS' REPORT (CONT'D)

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

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

- evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the contents of this report.

Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountant

Ng Jou Yin
No. 03460/11/2025 J
Chartered Accountants

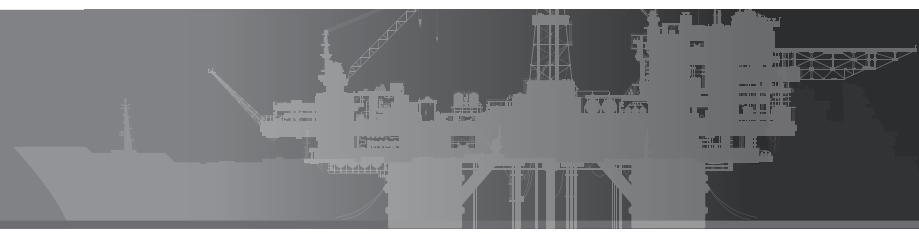
Kuala Lumpur

Date: 14 April 2025

LIST OF PROPERTIES

AS AT 31 DECEMBER 2024

Location	Tenure	Size	Description	Existing Use	Estimated Age of Building	Date of Acquisition	Net Carrying Amount (RM'000)
GRN 339818, Lot 39815 Mukim of Senai District of Kulajaya Johor	Freehold	2,471 sq m	Land with 1 ½ storey detached factory	Operation site	18 years	23.10.2013	1,982



ANALYSIS OF SHAREHOLDINGS

AS AT 28 MARCH 2025

Total Number of Issued Shares : 419,939,564
 Class of Shares : Ordinary Shares
 Voting Rights : One (1) Vote per Ordinary Share

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Less than 100	235	5.907	1,408	—
100 - 1,000	532	13.374	203,023	0.048
1,001 - 10,000	1,357	34.113	8,578,500	2.043
10,001 - 100,000	1,529	38.436	59,003,817	14.051
100,001 – 20,996,977 (*)	321	8.069	224,766,762	53.524
20,996,978 and above (**)	4	0.101	127,386,054	30.334
	3,978	100.000	419,939,564	100.000

Remarks:-

(*) Less than 5% of the total number of issued shares

(**) 5% and above the total number of issued shares

SUBSTANTIAL SHAREHOLDERS (BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS)

Name	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Chai Ming Yung	15,317,800	3.647	23,388,700 ⁽¹⁾	5.569
Willie Ho Huat Voon	—	—	41,993,956 ⁽²⁾	10.000
Abang Izzatur Rafiq Abang Rosslan	—	—	32,542,644 ⁽³⁾	7.749
Pertanian Teguh Jaya Sdn. Bhd.	32,542,644	7.749	—	—
Chang Vun Lung	29,460,754	7.015	—	—
Majuco Motor Sdn. Bhd.	41,993,956	10.000	—	—
Resources Hub Logistics Sdn. Bhd.	23,388,700	5.569	—	—
Sharifah Nur Faresha Binti Wan Abdul Khaleg	—	—	41,993,956 ⁽²⁾	10.00
Lee Liang Chiat	—	—	32,542,644 ⁽³⁾	7.749

Notes:-

(1) Deemed interest by virtue of his shareholdings in Resources Hub Logistics Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.

(2) Deemed interest by virtue of his/her shareholdings in Majuco Motor Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.

(3) Deemed interest by virtue of his shareholdings in Pertanian Teguh Jaya Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.

ANALYSIS OF SHAREHOLDINGS (CONT'D)

DIRECTORS' SHAREHOLDINGS (BASED ON THE REGISTER OF DIRECTORS' SHAREHOLDING)

Name	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Nor Azzam Bin Abdul Jalil	—	—	—	—
Kenny Ronald Ngalin	13,761,146	3.277	—	—
Willie Ho Huat Voon	—	—	41,993,956 ⁽¹⁾	10.000
Aida Mosira Binti Mokhtar	—	—	—	—
John Flaner Anak Augustine Gawin	—	—	—	—
Ong Sheik Yoong	—	—	—	—

Notes:-

(1) Deemed interest by virtue of his shareholdings in Majuco Motor Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.

LIST OF TOP THIRTY (30) LARGEST SHAREHOLDERS (BASED ON RECORD OF DEPOSITORS)

No.	Name of Shareholders	Total No. of Shares Held	%
1.	MAJUCO MOTOR SDN BHD	41,993,956	10.000
2.	PERTANIAN TEGUH JAYA SDN BHD	32,542,644	7.749
3.	CHANG VUN LUNG	29,460,754	7.015
4.	RESOURCES HUB LOGISTICS SDN BHD	23,388,700	5.569
5.	CHAI MING YUNG	15,317,800	3.647
6.	KENNY RONALD NGALIN	13,383,500	3.187
7.	TEO CHEE WAH	12,500,000	2.977
8.	KENYALANG ENERGY SDN. BHD.	9,935,000	2.366
9.	GOH YUAN SHEN	9,890,400	2.355
10.	MOOMOO NOMINEES (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR TAN KIANG MENG</i>	6,631,000	1.580
11.	PM NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR KONG KOK CHOY (B)</i>	6,600,000	1.572
12.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR VATHIVALOO A/L A.S RAMAIAH</i>	6,585,000	1.568
13.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR KONG KOK CHOY (8092812)</i>	4,400,000	1.048
14.	MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR MICHAEL SEN KWANG YEW</i>	3,902,100	0.929
15.	HOO WAN FATT	3,683,100	0.877


**ANALYSIS OF SHAREHOLDINGS
(CONT'D)**
**LIST OF TOP THIRTY (30) LARGEST SHAREHOLDERS (BASED ON RECORD OF DEPOSITORS)
(CONT'D)**

No.	Name of Shareholders	Total No. of Shares Held	%
16.	CGS INTERNATIONAL NOMINEES MALAYSIA (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR ANDREW LEONG (MY3516)</i>	3,150,000	0.750
17.	FONG SIEW SIAN	2,500,000	0.595
18.	MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>YAP CHEE WAI</i>	2,189,000	0.521
19.	MOOMOO NOMINEES (TEMPATAN) SDN. BHD. <i>PLEDGED SECURITIES ACCOUNT FOR NGU CHING KUI</i>	2,160,000	0.514
20.	PUBLIC NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR NGEA CHAI (E-MLB/BCG)</i>	2,000,000	0.476
21.	LIM BOON SENG	1,930,000	0.460
22.	LOH KOK WAI	1,917,100	0.457
23.	ADDEEN TRADING SDN BHD	1,888,900	0.450
24.	MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR HENG CHEE HONG</i>	1,870,000	0.445
25.	MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>NGU CHING KUI</i>	1,800,000	0.429
26.	YAU SEE HING	1,720,900	0.410
27.	ANG WEE LEE	1,651,800	0.393
28.	CHOO TEONG ANN	1,616,000	0.385
29.	TEO KAI BOON	1,609,000	0.383
30.	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR MOHD DOM BIN AHMAD (6000797)</i>	1,550,000	0.369

OTHER COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS

Proceeds from the INITIAL PUBLIC OFFERING ("IPO")

On 30 June 2020, the Company issued its prospectus in relation to the public issue of 82,200,000 new Ordinary Shares at IPO Price in conjunction with the IPO.

The Company was listed on ACE Market on 22 July 2020 and raised gross proceeds of RM21.37 million from its IPO.

On 21 July 2022, the Board had decided to extend the timeframe for the utilisation of IPO proceeds for an additional of 24 months from the initial timeframe ("First Extension Timeframe") for the utilisation of the IPO proceeds.

On 19 July 2024, the Board had further extended the timeframe for the utilisation of IPO proceeds for an additional of 24 months from the First Extension Timeframe of up to 72 months from the date of listing.

As at 31 March 2025, the utilisation of proceeds amounting to RM21.37 million raised from the IPO are summarised as follows:

Purposes	Details of the Utilisation of Proceeds			Estimated Timeframe for Utilisation from the Listing Date
	Proposed RM'000	Actual RM'000	Unutilised Amount RM'000	
Broadening the range of support services	3,236	1,942	1,294	within 72 months
Capital expenditure for the downstream O&G segment	8,592	3,861	4,731	within 72 months
General Working Capital	6,544	6,005	539	within 72 months
Listing expenses	3,000	3,000	–	Immediately
	21,372	14,808	6,564	

The utilisation of proceeds as disclosed above should be read in conjunction with the prospectus of the Company dated 30 June 2020.

2. AUDIT AND NON-AUDIT SERVICES

For the financial year ended 31 December 2024, Messrs. Baker Tilly Monteiro Heng PLT, the External Auditors of the Company and its member firm of Baker Tilly International had rendered audit and non-audit services to the Company and its subsidiaries, as follows:

	Group RM	Company RM
Audit services rendered		
Statutory audit	169,100	55,500
Non-audit services rendered	9,900	5,500
Total	179,000	61,000



OTHER COMPLIANCE INFORMATION (CONT'D)

3. MATERIAL CONTRACTS

There were no material contracts entered into by the Company and its subsidiaries involving the interests of the Directors, major shareholders and any chief executive who is not a Director, either still subsisting at the end of the financial year ended 31 December 2024 or entered into since the end of the previous financial year.

4. EMPLOYEE SHARE OPTION SCHEME ("ESOS")

During the financial year ended 31 December 2024, the Group did not grant any employee share scheme to any person.

5. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

There were no material recurrent related party transactions of a revenue or trading nature during the financial year ended 31 December 2024 other than those disclosed in Note 26 to the Financial Statements of the Group. Those recurrent related party transactions did not exceed the threshold prescribed under Rule 10.09(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting ("7th AGM") of Ocean Vantage Holdings Berhad ("the Company") will be held at Puteri Ballroom 2, Level 1, Four Points by Sheraton Puchong, 1201, Tower 3, Puchong Financial Corporate Centre, Jalan Puteri 1/2, Bandar Puteri Puchong, 47100 Puchong, Selangor ("Main Venue") on Tuesday, 24 June 2025 at 10:00 a.m. to transact the following businesses: -

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
2. To approve the following payment of Non-Executive Directors' fees for an amount of up to RM216,900.00 payable to the Non-Executive Directors on a monthly basis for the period from 25 June 2025 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows: -

*[Please refer to
Explanatory Note 1]*

*[Please refer to
Explanatory Note 2]
[Ordinary Resolution 1]*

No.	Type of Director	The Company
1	Chairman of the Board	RM88,200.00
2	Independent Non-Executive Directors	RM128,700.00
Total		RM216,900.00

AND THAT to approve the Non-Executive Directors' benefits (excluding Directors' fees) for an amount of up to RM12,000.00 payable to Non-Executive Directors for the period from 25 June 2025 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows:-

No.	Type of Director	The Company
1	Chairman of the Board	RM3,000.00
2	Independent Non-Executive Directors	RM9,000.00
Total		RM12,000.00

3. To re-elect the following Directors, who retire pursuant to the Company's Constitution and being eligible, have offered themselves for re-election: -

- (i) Nor Azzam Bin Abdul Jalil (Clause 84)
- (ii) Aida Mosira Binti Mokhtar (Clause 84)
- (iii) John Flaner Anak Augustine Gawin (Clause 91)
- (iv) Willie Ho Huat Voon (Clause 91)
- (v) Ong Sheik Yoong (Clause 91)

*[Please refer to
Explanatory Note 3]*

*[Ordinary Resolution 2]
[Ordinary Resolution 3]
[Ordinary Resolution 4]
[Ordinary Resolution 5]
[Ordinary Resolution 6]*

4. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

[Ordinary Resolution 7]

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

(CONT'D)

AS SPECIAL BUSINESS

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

5. **ORDINARY RESOLUTION**

- **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

[Please refer to
Explanatory Note 4]
[Ordinary Resolution 8]

THAT subject always to the Companies Act 2016 (the "Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed General Mandate").

THAT the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Rule 7.08 of the ACE Market Listing Requirements of Bursa Securities and the Company's Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued shares in the Company;

THAT such approval on the Proposed General Mandate shall continue to be in force until:-

- a) the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

NOTICE OF SEVENTH ANNUAL GENERAL MEETING (CONT'D)

THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation for such new Shares on Bursa Securities;

AND THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

6. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and/or the Companies Act 2016.

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)

LIM JIA HUEY (SSM PC No. 201908000929) (MAICSA 7073258)

Company Secretaries

Kuala Lumpur

Dated: 29 April 2025

Explanatory Notes on Ordinary and Special Businesses:-

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.

2. Items 2 of the Agenda

Section 230(1) of the Act provides that the fees of the directors and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

NOTICE OF SEVENTH ANNUAL GENERAL MEETING (CONT'D)

The Company had, at its Sixth Annual General Meeting ("AGM") ("6th AGM") held on 26 June 2024, obtained approval from the shareholders in respect of the following of the Directors' fees and benefits for the period from 27 June 2024 until the next AGM of the Company to be held in 2025: -

Approved limit granted by the shareholders at the 6th AGM		
	Directors' Fee (RM)	Directors' Benefits (RM)
Chairman of the Board	88,200.00	3,000.00
Independent Non-Executive Directors	170,100.00	9,000.00
Total for Non-Executive Directors ("Column I")	258,300.00	12,000.00

The Directors' fees and benefits payable to the Chairman of the Board and Independent Non-Executive Directors of the Company for the financial year ended 31 December 2024 had not exceeded the amount as set out in Column I that were approved by the shareholders at the 6th AGM of the Company in 2024. Details of the Directors' Remuneration for the financial year ended 31 December 2024 are enumerated in the Corporate Governance Report of the Company for the financial year ended 31 December 2024.

The Company is seeking shareholders' approval for the following payment to Non-Executive Directors for the period from 25 June 2025 until the 7th AGM under Ordinary Resolution 1 of: -

- a) Non-Executive Directors' fees for an amount up to RM216,900.00 on a monthly basis; and
- b) Non-Executive Directors' benefits (excluding Directors' fees) for an amount up to RM12,000.00.

The estimated Directors' fees and benefits proposed for the period from 25 June 2025 until the next Annual General Meeting of the Company are derived based on the current Board size and number of scheduled Board and Board Committees meetings to be held. The benefits payable to the Directors comprising of meetings allowances based on actual attendance of meetings by the Directors. The payment of benefits to the Directors will be made by the Company as and when incurred.

These Resolutions are to facilitate payment of Directors' fees and benefits for the financial year 2025/2026.

In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size and other factors, the Company will seek shareholders' approval at the next Annual General Meeting of the Company for the additional Directors' fees and benefits, if any, payable to meet the shortfall.

3. Item 3 of the Agenda

Encik Nor Azzam Bin Abdul Jalil and Puan Aida Mosira Binti Mokhtar, both Directors of the Company are seeking re-election at the 7th AGM pursuant to Clause 84 of the Company's Constitution and being eligible, have offered themselves for re-election under Ordinary Resolutions 2 and 3 respectively.

Mr. John Flaner Anak Augustine Gawin, Mr. Willie Ho Huat Voon, and Mr. Ong Sheik Yoong, who were appointed during the financial year are seeking re-election at the 7th AGM pursuant to Clause 91 of the Company's Constitution, and have offered themselves for re-election under Ordinary Resolutions No. 4 to 6 respectively.

Pursuant to Paragraph 8.29 (2) of the ACE Market Listing Requirements ("ACE LR") of Bursa Securities, the details of the abovenamed Directors are as set out in their respective Directors' Profile of the Company's 2024 Annual Report. The details of their interest in the securities of the Company can be found in the Company's 2024 Annual Report.

NOTICE OF SEVENTH ANNUAL GENERAL MEETING (CONT'D)

The Nomination Committee ("NC") has reviewed the performance and contribution of the abovementioned Directors after considering their declaration of conflicts of interest and based on the Board Effectiveness Evaluation conducted, which encompassed several factors outlined in the Company's Fit and Proper Policy:-

- (a) Fit and proper assessment
- (b) Contribution to interaction
- (c) Knowledge and caliber
- (d) Provision of quality of input to the Board
- (e) Understanding of role

The NC and Board of Directors ("Board") have also evaluated the tenure of the Directors and the Board's composition to ensure that it has an appropriate mix of skills and experience to meet the business requirements. Additionally, the NC and Board have assessed the abovenamed Directors' compliance with Rule 2.20A of the ACE LR of Bursa Securities in terms of their quality and integrity.

Based on the results of the Board's annual assessment and the fit and proper assessment conducted for financial year ended 31 December 2024, it was found that the Retiring Directors' performance and fit and proper status were satisfactory.

The abovenamed Directors except for Mr. Willie Ho Huat Voon, who are Independent Non-Executive Directors, have confirmed that they have fulfilled the independence criteria prescribed by the ACE LR of Bursa Securities. They have also confirmed that they do not have any existing or potential conflict of interest, including interests in any competing business with the Company and/or its subsidiaries or family interests that could affect the execution of their role as Directors.

4. **Item 5 of the Agenda**

Ordinary Resolution 8 is to seek a renewal of the general mandate for allotment and issuance of shares by the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed the prescribed limit under the ACE LR of Bursa Securities ("Renewed General Mandate").

However, pursuant to Section 85(1) of the Act, Clause 53 of the Company's Constitution and Rule 7.08 of ACE LR of Bursa Securities, the New Shares will have to be offered to the existing shareholders of the Company unless there is a direction to the contrary given in the general meeting of the Company. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 8, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, which then would allow the Directors to issue New Shares to any person without having to offer the said New Shares equally to all existing shareholders of the Company prior to the issuance. This will result in a dilution to the shareholding percentage of the existing shareholders of the Company.

The purpose of this Renewed General Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or such other purposes as the Directors may deem fit in the best interest of the Company, provided that the aggregate number of shares or convertible securities issued must not be more than 10% of the total number of issued shares. This Renewed General Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.

NOTICE OF SEVENTH ANNUAL GENERAL MEETING (CONT'D)

The Board of Directors of the Company is of the view that the Renewed General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last Annual General Meeting of the Company held on 26 June 2024 and which will lapse at the conclusion of the 7th AGM.

Notes:-

- (1) *The 7th AGM will be held at Main Venue. Members and proxies will have to attend physically in person at the Main Venue.*
- (2) *A member who is entitled to attend and vote at the 7th AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 7th AGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the 7th AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- (3) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (4) *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (5) *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.*
- (6) *The Company shall be entitled to reject any instrument of proxy lodged if the member is not shown to have any shares entered against his name in the Register and/or subject to the Constitution of the Company in relation to the Record of Depositors made available to the Company.*
- (7) *The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company **not less than forty-eight (48) hours before the time appointed for holding the 7th AGM or at any adjournment thereof.** -*

NOTICE OF SEVENTH ANNUAL GENERAL MEETING (CONT'D)

(i) **In Hardcopy Form (applicable to all shareholders)**

*The Form of Proxy or the Power of Attorney or other authority, if any, under which it is signed or notarially certified shall be deposited at the Share Registrar's office, **Tricor Investor & Issuing House Services Sdn. Bhd. [Registration Number: 197101000970 (11324-H)] at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Tricor Drop-in Box located at Unit G-2, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.***

(ii) **By Electronic Means (only applicable to Individual Shareholder)**

The Form of Proxy shall be electronically submitted via <https://web.vote2u.my/> or email to v2u@agmostudio.com.

You may refer to the Administrative Guide of the 7th AGM for guidance and further details.

- (8) *In respect of deposited securities, only members whose names appear in the Record of Depositors on **17 June 2025** (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 7th AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.*
- (9) *Pursuant to Rule 8.31A(1) of the ACE LR of Bursa Securities, all the resolutions set out in this Notice of Meeting will be put to vote by poll.*
- (10) *Those Forms of Proxy which are indicated with "V" in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the Form of Proxy must be initialled.*

Personal data privacy

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 7th AGM and/or any adjournment thereof, a member of the Company: -

- (i) *consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 7th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 7th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");*
- (ii) *warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and*
- (iii) *agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.*



NOTICE OF SEVENTH ANNUAL GENERAL MEETING (CONT'D)

STATEMENT ACCOMPANYING THE NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING ("7TH AGM")

1. **STATEMENT RELATING TO THE RE-ELECTION OF DIRECTORS**

(Pursuant to Rule 8.29 (2) of the ACE Market Listing Requirements ("ACE LR") of Bursa Securities)

Director standing for election or appointment

Please refer to the Explanatory Note 3 of the Notice of the 7th AGM detailing the Directors standing for election or appointment in accordance to the Company's Constitution.

2. **STATEMENT RELATING TO A PROPOSED GENERAL MANDATE FOR THE ISSUE OF SECURITIES**

Ordinary Resolution 8 on the Proposed General Mandate for the issuance of securities

Statement relating to a general mandate for the issuance of securities in accordance with Rule 6.04(3) of the ACE LR of Bursa Securities.

Please refer to the Explanatory Note 4 of the Notice of the 7th AGM.

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OCEAN VANTAGE
OCEAN VANTAGE HOLDINGS BERHAD
[Registration No.: 201801036887 (1298917-H)]
(I Incorporated in Malaysia)
("the Company")

FORM OF PROXY

(before completing this Form of Proxy, please refer to the notes below)

Number of Shares Held		CDS Account No.	
------------------------------	--	------------------------	--

*I/We _____ NRIC/Passport/Registration No. _____
(FULL NAME IN BLOCK LETTER)
of _____
(FULL ADDRESS)
with email _____ and mobile phone no. _____

being a *member/members of **OCEAN VANTAGE HOLDINGS BERHAD**, do hereby appoint(s):-

Full Name (in Block) [Proxy 1]	NRIC/Passport No.	Proportion of shareholding	
		No. of shares	%
Address:			
Email Address:			
Mobile Phone No.:			

and (if appoint more than 1 proxy)/or failing *him/her,

Full Name (in Block) [Proxy 2]	NRIC/Passport No.	Proportion of shareholding	
		No. of shares	%
Address:			
Email Address:			
Mobile Phone No.:			

or failing whom, the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Seventh Annual General Meeting ("7th AGM") of the Company to be held at Puteri Ballroom 2, Level 1, Four Points by Sheraton Puchong, 1201, Tower 3, Puchong Financial Corporate Centre, Jalan Puteri 1/2, Bandar Puteri Puchong, 47100 Puchong, Selangor ("Main Venue") on Tuesday, 24 June 2025 at 10:00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the spaces provided below how you wish your votes to be casted. If no specific direction as to voting is given, the proxy(ies) will vote or abstain for voting at his/her discretion.

ORDINARY RESOLUTIONS			FOR	AGAINST
A) ORDINARY BUSINESS				
1.	Approval of the following payment of Non-Executive Directors' fees for an amount of up to RM216,900.00 payable to the Non-Executive Directors on a monthly basis for the period from 25 June 2025 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows: -			
	No.	Type of Director	The Company	
1	Chairman of the Board		RM88,200.00	
2	Independent Non-Executive Directors		RM128,700.00	
		Total	RM216,900.00	
AND THAT to approve the Non-Executive Directors' benefits (excluding Directors' fees) for an amount of up to RM12,000.00 payable to Non-Executive Directors for the period from 25 June 2025 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows:-				
	No.	Type of Director	The Company	
1	Chairman of the Board		RM3,000.00	
2	Independent Non-Executive Directors		RM9,000.00	
		Total	RM12,000.00	



ORDINARY RESOLUTIONS (CONT'D)		FOR	AGAINST
A) ORDINARY BUSINESS (CONT'D)			
2.	Re-election of Encik Nor Azzam Bin Abdul Jalil, the retiring Director of the Company who retires pursuant to Clause 84 of the Company's Constitution and being eligible, has offered himself for re-election.		
3.	Re-election of Puan Aida Mosira Binti Mokhtar, the retiring Director of the Company who retires pursuant to Clause 84 of the Company's Constitution and being eligible, has offered herself for re-election.		
4.	Re-election of Mr. John Flaner Anak Augustine Gawin, the retiring Director of the Company who retires pursuant to Clause 91 of the Company's Constitution and being eligible, has offered himself for re-election.		
5.	Re-election of Mr. Willie Ho Huat Voon, the retiring Director of the Company who retires pursuant to Clause 91 of the Company's Constitution and being eligible, has offered himself for re-election.		
6.	Re-election of Mr. Ong Sheik Yoong, the retiring Director of the Company who retires pursuant to Clause 91 of the Company's Constitution and being eligible, has offered himself for re-election.		
7.	Re-appointment of Messrs. Baker Tilly Monteiro Heng PLT as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.		
B) SPECIAL BUSINESS			
8.	Authority to allot and issue shares pursuant to the Companies Act 2016.		

Dated this _____ day of _____ 2025

Signature of Member/Common Seal of Member

**Strike out whichever is not desired.*

Notes:-

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Personal data privacy:

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AFFIX
STAMP

The Share Registrar of

OCEAN VANTAGE HOLDINGS BERHAD
[Registration No.: 201801036887 (1298917-H)]
c/o: TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD.

Unit 32-01, Level 32, Tower A,
Vertical Business Suite, Avenue 3,
Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur,
Malaysia.

2nd Fold Here

Fold This Flap For Sealing



OCEAN VANTAGE

OCEAN VANTAGE HOLDINGS BERHAD

Registration No.: 201801036887 (1298917-H)

📍 Lot 6073 & 6074, 1st & 2nd Floor,
Block 11, Kuala Baram Land District,
Jalan Tudan, Bandar Baru Permyjaya,
98000 Miri, Sarawak.

📞 +6085-491 780

📠 +6085-491 785

✉️ info@ovgroups.com