

# Interim Financial Report

THIRD QUARTER  
ENDED 31<sup>ST</sup> MARCH 2026

# NEWTON EMBASSY

KUALA LUMPUR



# INTERIM FINANCIAL REPORT

THIRD QUARTER | ENDED 31<sup>ST</sup> MARCH 2026



## **TITIJAYA LAND BERHAD**

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**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD 31 MARCH 2026 (UNAUDITED) <sup>(1)</sup>**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	01.01.2026 TO 31.03.2026 RM'000	01.01.2025 TO 31.03.2025 RM'000	01.07.2025 TO 31.03.2026 RM'000	01.07.2024 TO 31.03.2025 RM'000
Revenue	59,084	41,743	175,000	128,111
Costs of sales	(43,131)	(31,458)	(127,883)	(98,145)
<b>Gross Profit</b>	<b>15,953</b>	<b>10,285</b>	<b>47,117</b>	<b>29,966</b>
Other Income	1,245	1,425	4,676	9,307
Selling and distribution expenses	(683)	(1,016)	(2,257)	(2,415)
Administrative expenses	(3,924)	(4,190)	(11,622)	(11,497)
Other expenses	(3,468)	(1,024)	(8,547)	(7,084)
<b>Operating Profit</b>	<b>9,123</b>	<b>5,480</b>	<b>29,367</b>	<b>18,277</b>
Finance income	654	180	1,132	1,088
Finance costs	(2,372)	(2,635)	(10,177)	(5,819)
Share of results of associates, net of tax	-	-	-	-
<b>Profit before tax</b>	<b>7,405</b>	<b>3,025</b>	<b>20,322</b>	<b>13,546</b>
Income tax expense	(1,731)	(1,514)	(5,267)	(2,060)
<b>Net profit for the year</b>	<b>5,674</b>	<b>1,511</b>	<b>15,055</b>	<b>11,486</b>
Other comprehensive income for the financial year	-	-	-	-
<b>Total comprehensive income for the financial year</b>	<b>5,674</b>	<b>1,511</b>	<b>15,055</b>	<b>11,486</b>
<b>Profit/(Loss) attributable to:</b>				
- Owners of the Company	5,594	1,564	13,501	10,806
- Non-controlling interests	80	(53)	1,554	680
	<b>5,674</b>	<b>1,511</b>	<b>15,055</b>	<b>11,486</b>
<b>Profit per share (sen) attributable to owners of the Company</b>				
- Basic <sup>(2)</sup>	0.42	0.12	1.01	0.82
- Diluted <sup>(3)</sup>	0.42	0.12	1.01	0.82

**Notes:**

(1) The unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2025 and the accompanying explanatory notes attached to these interim financial statements.

(2) Based on weighted average number of ordinary shares in issue (as detailed in Note B11).

(3) Based on weighted average number of ordinary shares in issue (as detailed in Note B11).

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS 31 MARCH 2026 (UNAUDITED)**  
(1)

	<b>UNAUDITED</b>	<b>AUDITED</b>
	<b>As At</b>	<b>As At</b>
	<b>31.03.2026</b>	<b>30.06.2025</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Non-current assets</b>		
Property, plant and equipment	125,254	127,949
Inventories - Property held for development	1,253,531	1,281,758
Investment properties	204,291	231,431
Goodwill on consolidation	2,063	2,063
Trade receivables	21,072	21,073
Deferred tax assets	4,557	5,262
<b>Total non-current assets</b>	<b>1,610,768</b>	<b>1,669,536</b>
<b>Current assets</b>		
Inventories - Property under development	372,083	377,451
Inventories - Completed properties	52,334	63,124
Trade and other receivables	112,999	122,888
Contract assets	23,977	28,413
Contract costs	2,583	4,920
Current tax assets	5,761	20,120
Cash and short-term deposits	132,145	159,135
<b>Total current assets</b>	<b>701,882</b>	<b>776,051</b>
<b>TOTAL ASSETS</b>	<b>2,312,650</b>	<b>2,445,587</b>

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2026  
(UNAUDITED) (CONTINUED) <sup>(1)</sup>**

	<b>UNAUDITED</b>	<b>AUDITED</b>
	<b>As At</b>	<b>As At</b>
	<b>31.03.2026</b>	<b>30.06.2025</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share capital	790,019	790,019
Other reserves	(47,426)	(47,426)
Treasury Shares	(3,786)	(2,940)
Retained earnings	518,685	505,184
<b>Equity attributable to equity holders of the Company</b>	<b>1,257,492</b>	<b>1,244,837</b>
Non-controlling interests	92,145	90,591
<b>Total equity</b>	<b>1,349,637</b>	<b>1,335,428</b>
<b>Non-current liabilities</b>		
Trade and other payables	159,883	159,884
Loans and borrowings	158,808	159,579
Deferred tax liabilities	78,220	80,559
<b>Total non-current liabilities</b>	<b>396,911</b>	<b>400,022</b>
<b>Current liabilities</b>		
Trade and other payables	421,337	494,805
Contract liabilities	79,043	75,793
Loans and borrowings	61,488	139,436
Current tax liabilities	4,234	103
<b>Total current liabilities</b>	<b>566,102</b>	<b>710,137</b>
<b>Total liabilities</b>	<b>963,013</b>	<b>1,110,159</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>2,312,650</b>	<b>2,445,587</b>
<b>Net assets per share attributable to owners of the Company (RM)</b>	<b>0.95<sup>(1)</sup></b>	<b>0.94</b>

**Notes:**

- (1) The unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2025 and the accompanying explanatory notes attached to these interim financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR 31 MARCH 2026 (UNAUDITED) <sup>(1)</sup>

	Share Capital RM'000	Treasury Shares RM'000	Reserve arising from Reverse Acquisition RM'000	Retained Earnings RM'000	Sub-total RM'000	Non- Controlling Interest RM'000	Total Equity RM'000
<b>Group</b>							
As at 30 June 2024	790,019	(1,079)	(47,426)	489,361	1,230,875	90,431	1,321,306
Purchase of treasury shares during the year	-	(1,861)	-	-	(1,861)	-	(1,861)
Profit for the financial year, representing comprehensive income	-	-	-	15,823	15,823	160	15,983
Balance at 30 June 2025	790,019	(2,940)	(47,426)	505,184	1,244,837	90,591	1,335,428
Purchase of treasury shares during the period	-	(846)	-	-	(846)	-	(846)
Profit for the financial period, representing comprehensive income	-	-	-	13,501	13,501	1,554	15,055
<b>Balance at 31 March 2026</b>	<b>790,019</b>	<b>(3,786)</b>	<b>(47,426)</b>	<b>518,685</b>	<b>1,257,492</b>	<b>92,145</b>	<b>1,349,637</b>

**Notes:**

(1) The unaudited Condensed Consolidated Statement of Changes In Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2025 and the accompanying explanatory notes attached to these interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR FINANCIAL YEAR 31 MARCH 2026  
(UNAUDITED) <sup>(1)</sup>**

	<b>01.07.2025 TO 31.03.2026 RM'000</b>	<b>01.07.2024 TO 31.03.2025 RM'000</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	20,322	13,546
Adjustments for:		
Non cash item	13,288	3,316
Operating Profit Before Working Capital Changes	<u>33,610</u>	<u>16,862</u>
Net changes in working capital		
Inventories - property under development and held for development	33,596	(14,667)
Inventories - completed properties	10,791	13,260
Contract liabilities	3,251	(12,787)
Receivables and others	16,662	82,103
Payables	(48,579)	(65,047)
Net Cash Generated from Operations	<u>49,331</u>	<u>19,724</u>
Net tax refund/(paid)	11,588	(10,654)
Net Operating Cash Flows	<u>60,919</u>	<u>9,070</u>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(64)	(1,657)
Proceed from disposal of investment properties	-	16,895
Interest received	1,132	1,088
Investment properties costs incurred	(76)	(21,433)
Acquisition of a subsidiary, net of cash required	-	-
Net Investing Cash Flows	<u>992</u>	<u>(5,107)</u>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Changes in hire purchase payables	(82)	(346)
Purchase of treasury shares	(846)	(1,449)
Changes in bank borrowings	(78,638)	(47,566)
Interest paid	(9,336)	(5,819)
Placement of fixed deposits	(710)	(3,620)
Net Financing Cash Flows	<u>(89,612)</u>	<u>(58,800)</u>

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR FINANCIAL YEAR 31 MARCH 2026  
(UNAUDITED) (CONTINUED) <sup>(1)</sup>**

	<b>01.07.2025 TO 31.03.2026 RM'000</b>	<b>01.07.2024 TO 31.03.2025 RM'000</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	(27,701)	(54,837)
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE FINANCIAL YEAR</b>	145,057	150,957
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL PERIOD</b>	<u>117,356</u>	<u>96,120</u>
<b>Cash and cash equivalents at end of financial period comprises:</b>		
Cash and bank balances	115,006	101,363
Short term deposits	17,139	12,726
	<u>132,145</u>	<u>114,089</u>
Less: Fixed deposit pledged to licensed banks	(14,789)	(16,517)
Less: Deposits with maturity more than 3 months	-	(1,452)
	<u>117,356</u>	<u>96,120</u>

**Notes:**

- (1) *The unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2025 and the accompanying explanatory notes attached to these interim financial statements*

## A EXPLANATORY NOTES

### A1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with Malaysian Financial Reporting Standards (“MFRSs”) 134: *Interim Financial Reporting* issued by the Malaysian Accounting Standard Board, and paragraph 9.22 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The interim financial statements should be read in conjunction with the Group’s annual audited financial statements for the year ended 30 June 2025 and the explanatory notes attached therein.

These explanatory notes attached to these interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 30 June 2025.

### A2. Accounting Policies

The significant accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the annual financial statements of the Group for the financial year ended 30 June 2025.

The Group has also adopted the following new standard/amendments/improvements to MFRSs which are mandatory for the financial periods beginning on or after 1 January 2026:

- Amendments to MFRS 1 First-time Adoption of Malaysian Financial Reporting Standards
- Amendments to MFRS 7 Financial Instruments: Disclosures
- Amendments to MFRS 9 Financial Instruments
- Amendments to MFRS 10 Consolidated Financial Statements
- Amendments to MFRS 107 Statement of Cash Flows

The adoption of the new MFRSs, amendments to MFRSs and IC Interpretations did not have any material impact on the financial position and results of the Group.

### A3. Auditors’ Report on Preceding Annual Financial Statements

There was no audit qualification reported in the Auditors’ Report on the financial statements for the financial year ended 30 June 2025.

### A4. Seasonality or Cyclicity of Operations

The Group’s operations were not significantly affected by any seasonal or cyclical factors.

### A5. Unusual Items

There were no significant items affecting the assets, liabilities, equity, net income or cash flows for the current financial year-to-date.

### A6. Changes in Estimates

There were no changes in the estimates that have had a material effect in the current quarter and current financial year-to-date results.

### A7. Debt and Equity Securities

Save for the following, there was no issuance, cancellation, resale or repayment of debt and equity securities during the current financial period under review.

#### Repurchase of shares

During the financial period, the Company has repurchased 1,598,600 of its ordinary shares from the open market price at average RM 0.2113 per shares.

As at 31 March 2026, the Company held a total of 15,845,200 or RM 3,786,050 treasury shares at average price of RM 0.2389 per share.

**A EXPLANATORY NOTES (CONTINUED)****A8. Dividend Paid**

There was no dividend paid in the current quarter under review.

**A9. Valuation of Property, Plant and Equipment**

The valuation of property, plant and equipment has been brought forward, without amendment from the previous audited financial statements.

**A10. Material Events subsequent to the End of the Interim Year**

There were no material events subsequent to the end of the financial period reported that have not been reflected in the financial statement.

**A11. Changes in Composition of the Group**

On 17 October 2025, Titijaya Land Berhad, had acquired 70,000 ordinary shares, representing 70% of the issued and paid-up share capital of Titijaya Synergy Sdn. Bhd., for a total consideration of RM70,000.

Other than this, there was no change in the Composition of the Group.

**A12. Changes in Contingent Liabilities and Contingent Assets****Contingent Liabilities**

	As At 31.03.2026 RM'000	As At 30.06.2025 RM'000
Corporate guarantees for credit facilities granted to subsidiaries	215,172	246,771

**Contingent Assets**

The Group does not have any material contingent assets to be disclosed as at 31 March 2026.

**A13. Significant Related Party Transactions**

There was no significant related party transaction in the current quarter under review.

**A EXPLANATORY NOTES (CONTINUED)****A14. Segmental Information**

The segmental analysis for the financial period ended 31 March 2026 was as follows.

Analysis by Operating Divisions:-

	<b>Property Development RM'000</b>	<b>Hospitality, Property Investment &amp; others RM'000</b>	<b>Total RM'000</b>
<b>Segment Profit/(Loss)</b>	21,849	(1,527)	20,322
Included in the measure of segment profit are:-			
Revenue from external customers	143,166	31,834	175,000
Inter-segment revenue	1,306	34,424	35,730
Elimination	(1,306)	(34,424)	(35,730)
Total revenue	143,166	31,834	175,000
Finance income	752	380	1,132
Finance costs	(2,237)	(7,940)	(10,177)
Not included on the measure of segment profit but provided to the Management :-			
Tax expense	(4,922)	(345)	(5,267)
<b>Segment assets</b>	1,861,161	451,489	2,312,650
<b>Segment liabilities</b>	1,089,286	(126,273)	963,013

## B ADDITIONAL INFORMATION REQUIRED BY THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES

### B1. Review of Group Performance

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	01.01.2026 TO 31.03.2026	01.01.2025 TO 31.03.2025	01.07.2025 TO 31.03.2026	01.07.2024 TO 31.03.2025
	RM'000	RM'000	RM'000	RM'000
<b>Revenue</b>				
Property Development	49,597	33,449	143,166	108,537
Hospitality & Other Operations	9,487	8,294	31,834	19,574
	59,084	41,743	175,000	128,111
<b>Profit / (Loss) before tax</b>				
Property Development	9,574	4,311	21,849	11,115
Hospitality & Other Operations	(2,169)	(1,286)	(1,527)	2,431
	7,405	3,025	20,322	13,546

#### Performance of the third quarter against the same quarter in the preceding year (Q3 FY2026 vs Q3 FY2025)

##### (a) Property Development

The Group recorded revenue of RM49.6 million for the current quarter, representing a significant increase of 48% or RM16.1 million compared to the RM33.4 million recognised in the corresponding quarter of the previous financial year. It was mainly derived from ongoing projects, namely The Shore @ Sabah, The Ria @ KL Sentral, Seiring @ Bukit Subang, and Zone Innovation Park 2 @ Klang. In line with the higher revenue contribution from these projects, the Group reported a better profit before tax compared to the preceding quarter.

##### (b) Hospitality & Other Operations

Revenue for the quarter was primarily derived from the operations of the hotel at Citadines Waterfront @ Kota Kinabalu and from the lease of the logistics facility at Bayan Lepas Waterfront, Pulau Pinang. With the hotel reaching near full operational commencement, revenue for the current quarter increased compared to the corresponding quarter of the preceding financial year. Profit before tax was reported after accounting for operating expenses, staff payroll, and other staff-related costs.

#### Performance of the third quarter cumulative year against the same year in the preceding year (Q3 YTD FY2026 vs Q3 YTD FY2025)

##### (a) Property Development

The Group's recorded revenue of RM143.2 million for the current financial period which increased significantly by 32% or RM34.6 million as compared to the revenue of RM108.5 million registered in the previous year's primarily mainly attributable by the on-going projects namely The Shore @ Sabah, Seiring @ Bukit Subang, Dahlia & Daniel @ Klang and Zone Innovation Park 2 @ Klang. In tandem with a higher revenue generated from respective projects, this has resulted in a better profit before tax compared to the previous year's preceding cumulative quarter.

##### (b) Hospitality & Other Operations

Revenue was primarily generated by both the hotel at Citadines Waterfront @ Kota Kinabalu and commencement of the lease for the logistics facility at Bayan Lepas Waterfront, Pulau Pinang. With the hotel reaching near full operational commencement, revenue for the current financial period increased compared to the preceding financial period. Profit before tax was reported after accounting for operating expenses, staff payroll, and other staff-related costs.

**B ADDITIONAL INFORMATION REQUIRED BY THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (CONTINUED)****B2. Material Changes in the Quarterly Results compared to the Results of the Preceding Quarter**

	INDIVIDUAL QUARTER		CHANGES
	01.01.2026 TO 31.03.2026 RM'000	01.10.2025 TO 31.12.2025 RM'000	
Revenue	59,084	78,022	(18,938)
Gross Profit	15,953	19,056	(3,103)
Profit before interest and tax	9,123	14,270	(5,147)
Profit before tax	7,405	9,545	(2,140)
Profit after tax	5,674	6,831	(1,157)
Profit attributable to owners of the Company	5,594	6,749	(1,155)

The Group's performance is deteriorated in the current quarter compared to the preceding quarter. The was affected by both sales and the progress of ongoing projects which contributed lower revenue in the current quarter. In tandem with the lower revenue, the Group's performance declined slightly.

**B3. Prospects and progress on previously announced financial estimate****(a) Prospects**

As of March 2026, the Group's four initial and ongoing active projects, with a combined Gross Development Value of approximately RM967 million, have achieved an average take-up rate of 29%. Additionally, the Group has RM192 million in unbilled sales, which are expected to contribute positively to its earnings.

The Group has pipelines of development projects, including;

- i) Landed residential development known as Emilia @ Kemensah;
- ii) Zone Innovation Park 3 (ZIP 3), a commercial development at Bukit Raja, Klang;
- iii) Subsequent phases of Seiring @ Bukit Subang; and

The Group anticipates that the acquisition of properties adjacent to Universiti Malaysia Sabah (UMS) will be completed by the end of this year. This acquisition is expected to generate recurring income and contribute positively to the Group's overall performance.

The Group remains cautious and resilient in managing its current development projects and continues to be nimble in responding to the changes of market conditions and new opportunities.

**(b) Progress and steps to achieve financial estimate, forecast, projection and internal targets**

There was no financial estimate previously announced by the Group.

**B ADDITIONAL INFORMATION REQUIRED BY THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (CONTINUED)****B4. Statement of the Board of Directors' opinion on achievability of financial estimate, forecast, projection and internal targets previously announced**

Not applicable.

**B5. Financial estimate, forecast or projection**

No profit forecast has been issued by the Group previously in any public document.

**B6. Dividend**

The Board of Directors does not recommend any interim dividend for the current financial period 31 March 2026.

**B7. Notes to the Condensed Consolidated Statement of Profit and Other Comprehensive Income**

The profit before tax has been arrived at after charging / (crediting):-

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	01.01.2026 TO 31.03.2026	01.01.2025 TO 31.03.2025	01.07.2025 TO 31.03.2026	01.07.2024 TO 31.03.2025
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>After charging:</b>				
Depreciation of property, plant and equipment	701	929	2,759	2,794
Depreciation of investment properties	775	1,129	2,326	1,619
Directors' remuneration	594	618	1,552	1,550
Interest expenses	2,372	2,635	10,177	5,819
Staff costs	3,003	2,795	7,256	6,873
<b>After crediting:</b>				
Interest income on short-term deposits	(600)	-	(1,018)	(1,158)
Other interest income	(54)	(180)	(114)	70
Gain on disposal of an investment property	-	-	-	(5,829)
Rental income	(1,600)	(4,120)	(4,210)	(8,941)

There is no exception item for the current financial quarter under review.

**B ADDITIONAL INFORMATION REQUIRED BY THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (CONTINUED)****B8. Income tax expense**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	01.01.2026 TO 31.03.2026	01.01.2025 TO 31.03.2025	01.07.2025 TO 31.03.2026	01.07.2024 TO 31.03.2025
	RM'000	RM'000	RM'000	RM'000
Current tax expense	1,667	(1,944)	6,497	2,253
Deferred taxation	64	1,179	(1,230)	(1,682)
Real property gain tax	-	2,279	-	1,489
	1,731	1,514	5,267	2,060

The Group's effective tax rate for the current financial period is higher than the statutory tax rate of 24% by the Inland Revenue Board mainly due to certain expenses are not tax deductible, non-recognition of deferred tax on tax losses in preceding quarter.

**B9. Status of Corporate Proposal**

There were no material transactions or events subsequent to the current quarter ended 31 March 2026 until 15 May 2026 (the latest practicable date which is not earlier than 7 calendar days from the date of issue of this quarterly report).

**B10. Group Loans and Borrowings and Debt Securities**

The Group's total loans and borrowings and debt securities as were as follows:-

	31.03.2026 RM'000	30.06.2025 RM'000
<b>Non-current:</b>		
Bank borrowings	157,947	158,695
Finance lease liabilities	861	884
	<u>158,808</u>	<u>159,579</u>
<b>Current:</b>		
Bank borrowings	61,186	139,076
Finance lease liabilities	302	360
	<u>61,488</u>	<u>139,436</u>
<b>Total loans and borrowings</b>	<u>220,296</u>	<u>299,015</u>

All borrowings were denominated in Ringgit Malaysia.

**B ADDITIONAL INFORMATION REQUIRED BY THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES (CONTINUED)****B11. Earnings per Share**

## Basic Earnings Per Share

The basic earnings per share for the current quarter and financial year-to-date are computed as follows:

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	01.01.2026 TO 31.03.2026	01.01.2025 TO 31.03.2025	01.07.2025 TO 31.03.2026	01.07.2024 TO 31.03.2025
Profit attributable to owners of the company (RM'000)	5,594	1,564	13,501	10,806
Weighted average number of ordinary shares in issue ('000)	1,335,692	1,316,204	1,335,692	1,317,721
Basic earning per share (sen)	0.42	0.12	1.01	0.82

Diluted earnings per ordinary share is not applicable as the Company does not have any convertible instruments.