

FINANCIAL STATEMENTS

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DIRECTORS' REPORT

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The Company is principally engaged in business of investment holding and provision of management services to subsidiaries. The principal activities of the subsidiaries are mainly involved in the manufacturing, marketing and promotion of cocoa related products.

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

RESULTS

	Group RM	Company RM
Profit for the financial year	429,158,425	20,071,919
Profit attributable to owners of the parent	429,158,425	20,071,919

DIVIDENDS

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

	RM
In respect of financial year ended 31 December 2024:	
First interim single tier dividend of 1.0 sen per ordinary share, paid on 27 December 2024	11,745,149

On 26 February 2025, the Board of Directors declared a special single-tier dividend of 1.5 sen per ordinary share amounting to RM17,617,724 in respect of the financial year ended 31 December 2024. The dividend was paid on 9 April 2025 to shareholders at the close of business on 21 March 2025. The dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2025.

The Directors recommend a final single tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2024, which is subject to the approval of members at the forthcoming Annual General Meeting. Such dividend, if approved by the shareholders, will be accounted for in shareholders' equity as an appropriation of retained earnings in the financial year ending 31 December 2025.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES AND DEBENTURES

There were no new issues of shares or debentures during the financial year.

TREASURY SHARES

As at 31 December 2024, the Company held 400,000 (2023: 400,000) of its ordinary shares as treasury shares out of its total 1,174,914,924 (2023: 1,174,914,924) issued and fully paid-up ordinary shares. Such treasury shares are held at a carrying amount of RM720,042 (2023: RM720,042).

DIRECTORS' REPORT

OPTIONS GRANTED OVER UNISSUED SHARES

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

DIRECTORS

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

Guan Chong Berhad

Tay Hoe Lian*
Tay How Sik @ Tay How Sick*
Hia Cheng*
Nurulhuda Binti Abd Kadir
Ang Nyee Nyee
Ng Kim Hian
Tan Pui Suang

*These Directors of the Company are also the Directors of certain subsidiaries of the Company.

Subsidiaries of Guan Chong Berhad

Tay How Yeh
Tay See Min (f)
Yau Tee Wan
Judith Laudenklos (f)

DIRECTORS' REPORT

DIRECTORS' INTERESTS

The Directors holding office at the end of the financial year and their beneficial interests in ordinary shares of the Company and of its related corporations during the financial year ended 31 December 2024 as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016 in Malaysia were as follows:

	← Number of ordinary shares →			Balance as at 31.12.2024
	Balance as at 1.1.2024	Addition	Sold	
Shares in the Company				
<u>Direct interests:</u>				
Tay Hoe Lian	55,863,857	650,000	-	56,513,857
Tay How Sik @ Tay How Sick	19,458,945	1,740,000	-	21,198,945
Hia Cheng	26,762,417	2,920,000	-	29,682,417
<u>Indirect interests:</u>				
Tay Hoe Lian ^a	720,000	-	-	720,000
Tay How Sik @ Tay How Sick ^b	6,590,000	141,700	(10,000)	6,721,700
Hia Cheng ^c	42,940,042	7,440,000	-	50,380,042
Ang Nyee Nyee ^d	8,000	-	-	8,000
Shares in the ultimate holding company				
Guan Chong Resources Sdn. Bhd. ("GCR")				
<u>Direct interests:</u>				
Tay Hoe Lian	5,130,000	-	-	5,130,000
Tay How Sik @ Tay How Sick	3,762,180	-	-	3,762,180
Hia Cheng	1,350,000	-	-	1,350,000

^a Deemed interest by virtue of his wife, Yap Kim Hong's and his daughter, Tay Jing Ying's shareholding in the Company.

^b Deemed interest by virtue of his daughters, Tay Jing Ye's, and Tay Sing Ye's, and his son, Tay Lian Shi's shareholding in the Company.

^c Deemed interest by virtue of his wife, Wong Saow Lai's and his daughters, Hia Sin Yee's and Hia Sin Che's and his son, Hia Kai Xuan's shareholding in the Company.

^d Deemed interest by virtue of her husband, Leong Chee Foong's shareholding in the Company.

None of the other Directors holding office at the end of the financial year held any interest in the ordinary shares and options over ordinary shares in the Company or ordinary shares, options over ordinary shares and debentures of its related corporations during the financial year.

DIRECTORS' REPORT

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the Directors of the Company have received or become entitled to receive any benefit by reason of a contract made by the Company or a related corporation with the Director, or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest other than the following:

- (a) remuneration received by certain Directors as Directors of the Company and its subsidiaries; and
- (b) by virtue of transactions entered into in the ordinary course of business.

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

DIRECTORS' REMUNERATION

Directors' remuneration of the Group and of the Company for the financial year ended 31 December 2024 were as follows:

	Group RM	Company RM
Salaries and allowances	8,146,280	-
Fees	760,800	220,800
Other emoluments	23,306,733	10,000
	32,213,813	230,800

INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

The Group and the Company effected Directors and officers liability insurance amounted to RM20,650 during the financial year to protect the Directors of the Group and of the Company against potential costs and liabilities arising from claims brought against the Directors.

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

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
 - (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and have satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current assets other than debts, which were unlikely to realise their book values in the ordinary course of business had been written down to their estimated realisable values.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY (CONT'D)

(I) AS AT THE END OF THE FINANCIAL YEAR (CONT'D)

- (b) In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

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

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

(III) AS AT THE DATE OF THIS REPORT

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

SIGNIFICANT EVENT SUBSEQUENT TO THE END OF THE REPORTING PERIOD

On 10 January 2025, GCBCS entered into a share sale agreement with Conseil du Café-Cacao for the acquisition of 500,000 share capital representing 25% of the total registered share capital of Transcao CI, a company incorporated in Ivory Coast, for a total purchase consideration of FCFA18,418,243,221 (equivalent to EUR28,078,431).

ULTIMATE HOLDING COMPANY

The Directors regard Guan Chong Resources Sdn. Bhd., a company incorporated in Malaysia, as the ultimate holding company.

DIRECTORS' REPORT

AUDITORS

The auditors, BDO PLT, have expressed their willingness to continue in office.

Auditors' remuneration of the Group and of the Company for the financial year ended 31 December 2024 were as follows:

	Group RM	Company RM
Statutory audit	1,343,451	140,000
Other services	47,714	5,000
	1,391,165	145,000

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

Tay Hoe Lian

Director

Johor Bahru
14 April 2025

Tay How Sik @ Tay How Sick

Director

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 176 to 251 have been drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting Standards, and the provisions of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and of the financial performance and cash flows of the Group and of the Company for the financial year then ended.

On behalf of the Board,

Tay Hoe Lian

Director

Johor Bahru
14 April 2025

Tay How Sik @ Tay How Sick

Director

STATUTORY DECLARATION

I, Hia Cheng, being the Director primarily responsible for the financial management of Guan Chong Berhad, do solemnly and sincerely declare that the financial statements set out on pages 176 to 251 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly)
declared by the abovenamed at)
Johor Bahru, Johor this)
14 April 2025)

Hia Cheng

Before me:

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GUAN CHONG BERHAD (INCORPORATED IN MALAYSIA)

Report on Audit of the Financial Statements

Opinion

We have audited the financial statements of Guan Chong Berhad, which comprise the statements of financial position as at 31 December 2024 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended and notes to the financial statements, including material accounting policy information, as set out on pages 176 to 251.

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 Malaysian Financial Reporting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

Key Audit Matters of the Group

Carrying amount of inventories at lower of cost and net realisable value

As at 31 December 2024, the inventories of the Group of RM5,483,449,696 that mainly comprised cocoa beans and related cocoa products. Details of the inventories have been disclosed in Note 11 to the financial statements.

We determined this to be a key audit matter because of the valuation of inventories, in particular write down of finished goods to net realisable values is mainly based on management estimates and subject to price volatility, which may result in the carrying amount of inventories not stated at lower of cost and net realisable values.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GUAN CHONG BERHAD (INCORPORATED IN MALAYSIA)

Key Audit Matters (Cont'd)

Key Audit Matters of the Group (Cont'd)

Carrying amount of inventories at lower of cost and net realisable value (Cont'd)

Audit response

Our audit procedures included the following:

- (i) Obtained an understanding of the process implemented by management over the determination of lower of cost and net realisable value used in the valuation of inventories;
- (ii) Analysed the inventories turnover period by comparing that to the assessment of management on the identification of slow moving and obsolete inventories; and
- (iii) Assessed the appropriateness of inventories written down by verifying selling prices subsequent to the end of the reporting period.

Key Audit Matters of the Company

We have determined that there are no key audit matters to communicate in our report in respect of 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.

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

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

Responsibilities of the Directors for the Financial Statements

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

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and of 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.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GUAN CHONG BERHAD (INCORPORATED IN MALAYSIA)

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- (a) Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (d) Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.
- (e) Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- (f) Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GUAN CHONG BERHAD (INCORPORATED IN MALAYSIA)

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

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

Report on Other Legal and Regulatory Requirements

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

Other Matters

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

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

Lee Wee Hoong
03316/07/2025 J
Chartered Accountant

Kuala Lumpur
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	1,404,339,992	1,407,122,789	-	-
Investment properties	7	61,077,534	51,623,835	-	-
Intangible assets	8	79,555,885	86,897,472	-	-
Investments in subsidiaries	9	-	-	716,452,328	716,452,328
Investments in associate	10	5,119,751	4,742,551	5,000,000	5,000,000
Deferred tax assets	19	1,460,785	1,617,975	-	-
Other receivables	12	-	-	391,187,000	395,110,823
		1,551,553,947	1,552,004,622	1,112,639,328	1,116,563,151
Current assets					
Inventories	11	5,483,449,696	2,524,312,939	-	-
Trade and other receivables	12	1,302,682,671	850,027,552	148,614,671	18,179,986
Derivative financial assets	13	1,891,000,439	466,554,022	-	-
Current tax assets		23,146,109	23,924,521	-	-
Cash and bank balances	14	241,689,680	85,094,481	17,101,746	14,277,271
		8,941,968,595	3,949,913,515	165,716,417	32,457,257
TOTAL ASSETS		10,493,522,542	5,501,918,137	1,278,355,745	1,149,020,408
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	15	495,237,253	495,237,253	495,237,253	495,237,253
Treasury shares	16	(720,042)	(720,042)	(720,042)	(720,042)
Reserves	17	1,630,283,056	1,258,257,252	10,692,813	2,366,043
TOTAL EQUITY		2,124,800,267	1,752,774,463	505,210,024	496,883,254

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
LIABILITIES					
Non-current liabilities					
Borrowings	18	798,655,245	647,999,908	600,000,000	600,000,000
Lease liabilities	6	54,789,608	63,131,394	-	-
Deferred tax liabilities	19	67,499,961	80,257,176	-	-
Retirement benefits obligations	20	2,333,208	3,073,841	-	-
		923,278,022	794,462,319	600,000,000	600,000,000
Current liabilities					
Trade and other payables	21	3,116,266,998	1,181,616,204	11,388,865	31,617,353
Derivative financial liabilities	13	816,752,713	211,349,113	11,443,011	19,568,203
Borrowings	18	3,437,028,172	1,533,833,266	150,000,000	-
Lease liabilities	6	11,986,303	13,738,659	-	-
Current tax liabilities		63,410,067	14,144,113	313,845	951,598
		7,445,444,253	2,954,681,355	173,145,721	52,137,154
TOTAL LIABILITIES		8,368,722,275	3,749,143,674	773,145,721	652,137,154
TOTAL EQUITY AND LIABILITIES		10,493,522,542	5,501,918,137	1,278,355,745	1,149,020,408

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Revenue	23	10,442,519,682	5,320,841,248	53,488,003	46,465,364
Cost of sales		(11,026,336,225)	(4,794,585,505)	-	-
Gross (loss)/profit		(583,816,543)	526,255,743	53,488,003	46,465,364
Other income		1,732,499,740	669,957,037	10,793,536	9,868,369
Net impairment reversal/(losses) on trade and other receivables		2,917,995	(669,986)	-	-
Selling and distribution costs		(71,311,670)	(62,020,788)	-	-
Administrative expenses		(141,601,879)	(128,627,237)	(6,572,846)	(3,766,070)
Other expenses		(142,718,679)	(720,491,092)	(4,289,562)	(15,468,947)
Finance costs	24	(282,488,400)	(145,539,583)	(31,537,447)	(25,713,904)
Share of profit of associate, net of tax		331,827	193,792	-	-
Profit before tax	24	513,812,391	139,057,886	21,881,684	11,384,812
Tax expense	25	(84,653,966)	(38,131,969)	(1,809,765)	(2,643,061)
Profit for the financial year		429,158,425	100,925,917	20,071,919	8,741,751
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss					
- hedge of net investments in foreign operations	25(d)	8,103,481	(15,443,611)	-	-
- foreign currency translation	25(d)	(53,548,682)	52,077,066	-	-
- share of other comprehensive profit of associate	25(d)	45,373	59,282	-	-
Items that will not be reclassified subsequently to profit or loss					
- remeasurement of employee benefits liability, net of tax	25(d)	12,356	90,787	-	-
Total other comprehensive (loss)/ income, net of tax		(45,387,472)	36,783,524	-	-
Total comprehensive income		383,770,953	137,709,441	20,071,919	8,741,751
Profit attributable to owners of the parent		429,158,425	100,925,917	20,071,919	8,741,751
Total comprehensive income attributable to owners of the parent		383,770,953	137,709,441	20,071,919	8,741,751
Earnings per ordinary share attributable to owners of the parent (sen):					
- Basic and diluted	26	36.54	8.59		

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Group	Note	Share capital RM	Treasury shares RM	Foreign exchange translation reserve RM	Hedging reserve RM	Retained earnings RM	Total equity RM
At 1 January 2024		495,237,253	(720,042)	112,055,854	(19,669,935)	1,165,871,333	1,752,774,463
Profit for the year		-	-	-	-	429,158,425	429,158,425
Other comprehensive income/(loss) for the year:							
- hedge of net investments in foreign operations	25(d)	-	-	-	8,103,481	-	8,103,481
- foreign currency translation differences	25(d)	-	-	(53,548,682)	-	-	(53,548,682)
- remeasurement of post-employment benefit obligation, net of tax	25(d)	-	-	-	-	12,356	12,356
- share of other comprehensive profit of associate	25(d)	-	-	45,373	-	-	45,373
Total comprehensive (loss)/income, net of tax		-	-	(53,503,309)	8,103,481	429,170,781	383,770,953
Transaction with owners							
Dividend	27	-	-	-	-	(11,745,149)	(11,745,149)
At 31 December 2024		495,237,253	(720,042)	58,552,545	(11,566,454)	1,583,296,965	2,124,800,267

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Group	Note	Share capital RM	Treasury shares RM	Foreign exchange translation reserve RM	Hedging reserve RM	Retained earnings RM	Total equity RM
At 1 January 2023		495,237,253	(720,042)	59,919,506	(4,226,324)	1,088,344,927	1,638,555,320
Profit for the year		-	-	-	-	100,925,917	100,925,917
Other comprehensive (loss)/income for the year:							
- hedge of net investments in foreign operations	25(d)	-	-	-	(15,443,611)	-	(15,443,611)
- foreign currency translation differences	25(d)	-	-	52,077,066	-	-	52,077,066
- remeasurement of post-employment benefit obligation, net of tax	25(d)	-	-	-	-	90,787	90,787
- share of other comprehensive profit of associate	25(d)	-	-	59,282	-	-	59,282
Total comprehensive income/(loss), net of tax		-	-	52,136,348	(15,443,611)	101,016,704	137,709,441
Transaction with owners							
Dividend	27	-	-	-	-	(23,490,298)	(23,490,298)
At 31 December 2023		495,237,253	(720,042)	112,055,854	(19,669,935)	1,165,871,333	1,752,774,463

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Company	Note	Share capital RM	Treasury shares RM	Retained earnings RM	Total RM
At 1 January 2023		495,237,253	(720,042)	17,114,590	511,631,801
Profit for the financial year		-	-	8,741,751	8,741,751
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income, net of tax		-	-	8,741,751	8,741,751
Transaction with owners					
Dividend	27	-	-	(23,490,298)	(23,490,298)
At 31 December 2023/ 1 January 2024		495,237,253	(720,042)	2,366,043	496,883,254
Profit for the financial year		-	-	20,071,919	20,071,919
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive income, net of tax		-	-	20,071,919	20,071,919
Transaction with owners					
Dividend	27	-	-	(11,745,149)	(11,745,149)
At 31 December 2024		495,237,253	(720,042)	10,692,813	505,210,024

The accompanying notes form an integral part of the 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 before tax		513,812,391	139,057,886	21,881,684	11,384,812
Adjustments for:					
Amortisation of intangible assets	8	797,704	796,184	-	-
Bad debts written off/(recovered)	24	529,840	504,942	(1,000,000)	(1,000,000)
Depreciation of:					
- property, plant and equipment	5	82,808,421	75,881,811	-	-
- investment properties	7	1,062,888	1,031,950	-	-
(Gain)/Loss on lease termination		(59,206)	527,627	-	-
(Gain)/Loss on disposals of property, plant and equipment		(346,192)	508,060	-	-
Impairment loss on:					
- intangible assets	8	-	5,548,956	-	-
- trade receivables	12(h)	118,140	498,566	-	-
- other receivables	12(h)	-	1,241,392	-	-
(Decrease)/Increase in defined benefit obligation	20(d)	(285,744)	731,409	-	-
Interest expense		267,000,846	137,742,257	31,537,447	25,713,904
Interest income		(2,111,521)	(2,356,278)	(21,517,174)	(28,407,364)
Inventories written down	11(c)	-	19,956,939	-	-
Net fair value (gain)/loss on derivatives	13(e)	(819,042,817)	(291,727,106)	(8,125,192)	15,468,947
Property, plant and equipment written off	5	11,609,817	2,098	-	-
Reversal of impairment loss on trade receivables	12(h)	(3,036,135)	(1,069,972)	-	-
Share of profit of associate		(331,827)	(193,792)	-	-
Provision for onerous contract		31,009,232	11,674,056	-	-
Net unrealised loss/(gain) on foreign exchange translations		18,455,602	(36,208,517)	4,289,562	(7,438,072)
Operating profit before changes in working capital (carried forward)		101,991,439	64,148,468	27,066,327	15,722,227

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Operating profit before changes in working capital (brought forward)		101,991,439	64,148,468	27,066,327	15,722,227
Inventories		(3,076,515,552)	(925,042,310)	-	-
Trade and other receivables		(635,781,707)	(113,682,247)	(129,800,424)	(272,386,954)
Trade and other payables		2,240,477,318	413,782,163	1,045,596	6,674,452
Net cash used in operations		(1,369,828,502)	(560,793,926)	(101,688,501)	(249,990,275)
Interest paid		(264,524,026)	(135,568,353)	(31,537,447)	(25,713,904)
Interest received		2,111,521	2,356,278	21,517,174	28,407,364
Retirement benefits paid	20(d)	(376,558)	(386,422)	-	-
Tax paid		(45,886,145)	(44,933,806)	(2,447,518)	(913,014)
Tax refunded		2,150,111	2,742,948	-	675,323
Net cash used in operating activities		(1,676,353,599)	(736,583,281)	(114,156,292)	(247,534,506)
CASH FLOWS FROM INVESTING ACTIVITIES					
Investment in a subsidiary		-	-	-	(44,765,000)
Placements of deposits with licensed banks with original maturity of more than three months		(366,589)	(8,340,554)	(420,000)	(7,970,000)
Proceeds from disposals of property, plant and equipment		6,154,965	2,880,636	-	-
Purchase of:					
- property, plant and equipment	5(b)	(149,364,684)	(200,924,711)	-	-
- investment property	7	(10,861,747)	(32,853,663)	-	-
Net cash used in investing activities		(154,438,055)	(239,238,292)	(420,000)	(52,735,000)

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 FINANCING ACTIVITIES					
Dividends paid		(35,235,447)	-	(35,235,447)	-
Net movements in borrowings		2,077,170,684	1,002,772,510	152,216,214	300,000,000
Net placement of fixed deposits pledged		(282,294)	(709,021)	-	-
Repayments of lease liabilities	6	(18,274,718)	(17,971,434)	-	-
Net cash from financing activities		2,023,378,225	984,092,055	116,980,767	300,000,000
Net increase/(decrease) in cash and cash equivalents		192,586,571	8,270,482	2,404,475	(269,506)
Effects of exchange rate changes on cash and cash equivalents		(39,385,771)	(1,336,405)	-	-
Cash and cash equivalents at beginning of financial year		54,197,539	47,263,462	288,471	557,977
Cash and cash equivalents at end of financial year	14(e)	207,398,339	54,197,539	2,692,946	288,471

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Lease liabilities (Note 6)		Borrowings* (Note 18)	
	Group RM	Company RM	Group RM	Company RM
At 1 January 2023	69,989,166	-	1,160,754,376	300,000,000
Cash flows:				
- Payment of lease liabilities	(15,797,530)	-	-	-
- Interest paid	(2,173,904)	-	(135,568,353)	-
- Net drawdown of borrowings	-	-	1,138,340,863	300,000,000
Non-cash flows:				
- Additions	18,416,877	-	-	-
- Effect of foreign exchange	5,683,612	-	18,306,288	-
- Termination	(1,422,072)	-	-	-
- Unwinding of interest	2,173,904	-	-	-
At 31 December 2023/At 1 January 2024	76,870,053	-	2,181,833,174	600,000,000
Cash flows:				
- Payment of lease liabilities	(15,797,898)	-	-	-
- Interest paid	(2,476,820)	-	(264,524,026)	-
- Net drawdown of borrowings	-	-	2,341,694,710	150,000,000
Non-cash flows:				
- Additions	13,720,485	-	-	-
- Effect of foreign exchange	(5,695,692)	-	(26,065,957)	-
- Termination	(2,647,446)	-	-	-
- Lease modification	326,409	-	-	-
- Unwinding of interest	2,476,820	-	-	-
At 31 December 2024	66,775,911	-	4,232,937,901	750,000,000

* Borrowings excluded bank overdraft

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

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of the Bursa Malaysia Securities Berhad.

The registered office of the Company is located at No.7 (1st Floor), Jalan Pesta 1/1, Taman Tun Dr. Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim.

The principal place of business is located at PLO 273, Jalan Timah 2, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor Darul Takzim.

The ultimate holding company of the Company is Guan Chong Resources Sdn. Bhd., which is incorporated in Malaysia.

The consolidated financial statements for the financial year ended 31 December 2024 comprise the Company and its subsidiaries and interests of the Group in associate. These financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency.

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

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in business of investment holding and provision of management services to subsidiaries. The principal activities of the subsidiaries are mainly involved in the manufacturing, marketing and promotion of cocoa related products. There have been no significant changes in the nature of these activities of the Group and of the Company during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group and of the Company set out on pages 176 to 251 have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting Standards and the provisions of the Companies Act 2016 in Malaysia.

The accounting policies adopted are consistent with those of the previous financial year except for the effects of adoption of new MFRSs during the financial year. The new MFRSs and Amendments to MFRSs adopted during the financial year are disclosed in Note 4.1 to the financial statements.

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

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

4. ADOPTION OF NEW MFRSs AND AMENDMENTS TO MFRSs

4.1 New MFRSs adopted during the financial year

The Group and the Company adopted the following Standards of the MFRS Framework that were issued by the Malaysian Accounting Standards Board (“MASB”) during the financial year:

Title	Effective Date
Amendments to MFRS 16 <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to MFRS 101 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to MFRS 101 <i>Non-current Liabilities with Covenants</i>	1 January 2024

Adoption of the above Standards did not have any material effect on the financial performance or position of the Group and the Company.

4.2 New MFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2025

Title	Effective Date
Amendments to MFRS 121 <i>Lack of Exchangeability</i>	1 January 2025
Amendments to MFRS 9 and MFRS 7 <i>Amendments to the Classification and Measurement of Financial Instrument</i>	1 January 2026
<i>Annual Improvements to MFRS Accounting Standards - Volume 11</i>	1 January 2026
Amendments to MFRS 9 and MFRS 7 <i>Contracts Referencing Nature-dependent Electricity</i>	1 January 2026
MFRS 18 <i>Presentation and Disclosure in Financial Statements</i>	1 January 2027
MFRS 19 <i>Subsidiaries without Public Accountability. Disclosures</i>	1 January 2027
Amendments to MFRS 10 and MFRS 128 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Deferred

The Group and the Company are in the process of assessing the impact of implementing these Standards and Amendments, since the effects would only be observable for the future financial years.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

5. PROPERTY, PLANT AND EQUIPMENT

Group	At 1.1.2024 RM	Addition RM	Disposals RM	Written off RM	Lease termination RM	Lease modification RM	Reclassification RM	Depreciation charge for the financial year RM	Exchange differences RM	At 31.12.2024 RM
Carrying amount										
Freehold land	77,563,971	-	-	-	-	-	-	-	(3,922,900)	73,641,071
Leasehold land	58,365,998	2,869,472	-	-	-	-	-	(2,299,028)	(2,610,360)	56,326,082
Buildings and renovation										
- Owned	362,241,292	2,416,655	-	-	-	-	149,089,903	(12,355,081)	(21,249,255)	480,143,514
- Rights-of-use assets	29,219,884	3,143,834	-	-	(2,588,240)	326,409	-	(9,523,824)	(684,866)	19,893,197
Plant, machineries, tools and equipment										
- Owned	484,732,138	21,484,246	(985,137)	-	-	-	134,051,145	(47,445,522)	(23,682,512)	568,154,358
- Rights-of-use assets	46,577,462	7,027,718	-	-	-	-	-	(3,792,815)	(3,985,217)	45,827,148
Motor vehicles										
- Owned	6,635,293	4,646,438	(692,062)	-	-	-	105,716	(2,443,325)	(171,471)	8,080,589
- Rights-of-use assets	1,241,625	679,461	-	-	-	-	(105,716)	(569,636)	(88,831)	1,156,903
Furniture, fittings and office equipment										
Capital work in-progress										
	28,769,430	2,248,711	(49,921)	(525)	-	-	3,154,812	(4,379,190)	(1,153,967)	28,589,350
	311,775,696	118,568,634	(4,081,653)	(11,609,292)	-	-	(286,295,860)	-	(5,829,745)	122,527,780
	1,407,122,789	163,085,169	(5,808,773)	(11,609,817)	(2,588,240)	326,409	-	(82,808,421)	(63,379,124)	1,404,339,992

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

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

Group	At 1.1.2023 RM	Addition RM	Disposals RM	Written off RM	Lease termination RM	Reclassification RM	Depreciation charge for the financial year RM	Exchange differences RM	At 31.12.2023 RM
Carrying amount									
Freehold land	65,125,186	7,191,974	-	-	-	341,580	-	4,905,231	77,563,971
Leasehold land	57,953,152	-	-	-	-	-	(2,251,798)	2,664,644	58,365,998
Buildings and renovation									
- Owned	324,575,792	6,219,271	-	-	-	23,591,969	(10,949,508)	18,803,768	362,241,292
- Rights-of-use assets	17,711,320	22,873,328	-	-	(1,949,699)	-	(10,548,710)	1,133,645	29,219,884
Plant, machineries, tools and equipment									
- Owned	445,689,610	31,548,975	(2,714,721)	-	-	33,262,802	(43,035,728)	19,971,200	484,732,138
- Rights-of-use assets	28,579,138	2,126,881	-	-	-	16,166,647	(3,120,073)	2,824,869	46,577,462
Motor vehicles									
- Owned	6,867,796	1,518,324	(426,076)	-	-	503,324	(2,036,324)	208,249	6,635,293
- Rights-of-use assets	2,129,592	210,213	(50,882)	-	-	(503,324)	(651,367)	107,393	1,241,625
Furniture, fittings and office equipment	18,682,887	6,613,277	(71,647)	(2,098)	-	5,713,396	(3,288,303)	1,121,918	28,769,430
Capital work-in-progress	228,743,656	141,039,345	(125,370)	-	-	(79,076,394)	-	21,194,459	311,775,696
	1,196,068,129	219,341,588	(3,388,696)	(2,098)	(1,949,699)	-	(75,881,811)	72,935,376	1,407,122,789

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

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

Group	At 31 December 2024			
	Cost RM	Accumulated depreciation RM	Accumulated Impairment losses RM	Carrying amount RM
Freehold land	73,641,071	-	-	73,641,071
Leasehold land	72,838,211	(16,512,129)	-	56,326,082
Buildings and renovation				
- Owned	571,070,749	(90,927,235)	-	480,143,514
- Rights-of-use assets	42,055,449	(22,162,252)	-	19,893,197
Plant, machineries, tools and equipment				
- Owned	1,008,660,045	(437,962,327)	(2,543,360)	568,154,358
- Rights-of-use assets	59,172,241	(13,345,093)	-	45,827,148
Motor vehicles				
- Owned	23,938,222	(15,857,633)	-	8,080,589
- Rights-of-use assets	2,436,752	(1,279,849)	-	1,156,903
Furniture, fittings and office equipment	66,334,283	(37,744,933)	-	28,589,350
Capital work-in-progress	122,527,780	-	-	122,527,780
	2,042,674,803	(635,791,451)	(2,543,360)	1,404,339,992

Group	At 31 December 2023			
	Cost RM	Accumulated depreciation RM	Accumulated Impairment losses RM	Carrying amount RM
Freehold land	77,563,971	-	-	77,563,971
Leasehold land	73,376,195	(15,010,197)	-	58,365,998
Buildings and renovation				
- Owned	443,470,329	(81,229,037)	-	362,241,292
- Rights-of-use assets	49,014,318	(19,794,434)	-	29,219,884
Plant, machineries, tools and equipment				
- Owned	889,943,379	(402,667,881)	(2,543,360)	484,732,138
- Rights-of-use assets	57,214,627	(10,637,165)	-	46,577,462
Motor vehicles				
- Owned	21,871,545	(15,236,252)	-	6,635,293
- Rights-of-use assets	3,290,500	(2,048,875)	-	1,241,625
Furniture, fittings and office equipment	64,410,719	(35,641,289)	-	28,769,430
Capital work-in-progress	311,775,696	-	-	311,775,696
	1,991,931,279	(582,265,130)	(2,543,360)	1,407,122,789

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

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

- (a) All items of property, plant and equipment (excluding right-of-use assets) are initially measured at cost. After initial recognition, property, plant and equipment (excluding right-of-use assets) are stated at cost less any accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated to write off the cost of the assets to their residual values on a straight line basis over their estimated useful lives. The principal depreciation periods and rates are as follows:

Buildings and renovation	5 years to 50 years
Plant, machineries, tools and equipment	5% - 12.5%
Motor vehicles	16% - 20%
Furniture, fittings and office equipment	5% - 16.7%

Freehold land has unlimited useful life and is not depreciated. Capital work-in-progress represents machineries and software systems under installation and is stated at cost. Capital work-in-progress is not depreciated until such time when the asset is available for use.

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

	Group	
	2024 RM	2023 RM
Addition of property, plant and equipment		
Rented right-of-use assets recognition for:		
- leasehold land	163,085,169	219,341,588
- buildings and renovation	(2,869,472)	-
- plant, machineries, tools and equipment	(3,143,834)	(12,266,683)
- motor vehicles	(7,027,718)	(5,952,243)
	(679,461)	(197,951)
Cash outflow for acquisition of property, plant, and equipment	149,364,684	200,924,711

- (c) The carrying amount of certain property, plant and equipment of the Group charged to financial institutions for credit facilities granted to the Group as disclosed in Note 18 to the financial statements at the end of the reporting period are as follows:

	Group	
	2024 RM	2023 RM
Freehold land	9,306,550	10,133,293
Buildings and renovation - owned	62,384,619	81,092,775
Leasehold land	-	440,000
Plant and machineries - owned	103,055,982	138,476,308
	174,747,151	230,142,376

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Right-of-use assets

Rights-of-use assets related to leased properties, motor vehicles and plant, machinery, tools and equipment that do not meet the definition of investment property are presented as property, plant and equipment in Note 5 to the financial statements.

Right-of-use assets are re-presented and analysed as follows:

Group	At 1.1.2024 RM	Additions RM	Depreciation RM	Modification RM	Reclassification RM	Termination RM	Exchange differences RM	At 31.12.2024 RM
Carrying amount								
Leasehold land	58,365,998	2,869,472	(2,299,028)	-	-	-	(2,610,360)	56,326,082
Buildings and renovation	29,219,884	3,143,834	(9,523,824)	326,409	-	(2,588,240)	(684,866)	19,893,197
Plant, machineries, tools and equipment	46,577,462	7,027,718	(3,792,815)	-	-	-	(3,985,217)	45,827,148
Motor vehicles	1,241,625	679,461	(569,636)	-	(105,716)	-	(88,831)	1,156,903
	135,404,969	13,720,485	(16,185,303)	326,409	(105,716)	(2,588,240)	(7,369,274)	123,203,330
Group	At 1.1.2023 RM	Additions RM	Depreciation RM	Disposals RM	Reclassification RM	Termination RM	Exchange differences RM	At 31.12.2023 RM
Carrying amount								
Leasehold land	57,953,152	-	(2,251,798)	-	-	-	2,664,644	58,365,998
Buildings and renovation	17,711,320	22,873,328	(10,548,710)	-	-	(1,949,699)	1,133,645	29,219,884
Plant, machineries, tools and equipment	28,579,138	2,126,881	(3,120,073)	-	16,166,647	-	2,824,869	46,577,462
Motor vehicles	2,129,592	210,213	(651,367)	(50,882)	(503,324)	-	107,393	1,241,625
	106,373,202	25,210,422	(16,571,948)	(50,882)	15,663,323	(1,949,699)	6,730,551	135,404,969

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONT'D)

Lease liabilities

	Group	
	2024 RM	2023 RM
At beginning of financial year	76,870,053	69,989,166
Additions	13,720,485	18,416,877
Lease payments	(18,274,718)	(17,971,434)
Interest expense	2,476,820	2,173,904
Modification	326,409	-
Termination	(2,647,446)	(1,422,072)
Exchange differences	(5,695,692)	5,683,612
At end of financial year	66,775,911	76,870,053
Represented by:		
Current liabilities	11,986,303	13,738,659
Non-current liabilities	54,789,608	63,131,394
	66,775,911	76,870,053
Lease liabilities owing to financial institutions	22,421,469	28,579,910
Lease liabilities owing to non-financial institutions	44,354,442	48,290,143
	66,775,911	76,870,053

- (a) The right-of-use assets under property, plant and equipment are initially measured at cost, which comprise the initial amount of the lease liabilities adjusted for any lease payments made at or before the commencement date of the leases.

After initial recognition, right-of-use assets are stated at cost less accumulated depreciation and accumulated impairment losses, if any, and adjusted for any re-measurement 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 assets or the end of the lease term, as follows:

Buildings and renovation:

- Rented buildings 2-3 years
- Leasehold warehouse 34 years

Leasehold land 25-60 years

Plant, machineries, tools and equipment 2-4 years

Motor vehicles 3-5 years

- (b) The Group has certain leases of hostel, warehouse and machineries with lease term of 12 months or less. The Group applies the "short-term lease" exemption for these leases.

NOTES TO THE FINANCIAL STATEMENTS

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6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONT'D)

(c) The following are the amounts recognised in profit or loss:

	Group	
	2024 RM	2023 RM
Depreciation charge of right-of-use assets	16,185,303	16,571,948
Interest expense on lease liabilities	2,476,820	2,173,904
Gain/(Loss) on lease termination	59,206	(527,627)
Expense relating to short-term leases (included in cost of sales and administration expenses)	7,405,430	10,644,446
	26,126,759	28,862,671

(d) The following are total cash outflows for leases as a lessee:

	Group	
	2024 RM	2023 RM
Included in net cash from operating activities:		
Payment relating to short-term leases	7,405,430	10,644,446
Included in net cash from financing activities:		
Payment of lease liabilities	18,274,718	17,971,434
Total cash outflow for leases	25,680,148	28,615,880

(e) The Group leases several lease contracts that include extension and termination options. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. Management exercises judgement in determining whether these extension and termination options are reasonably certain to be exercised.

There is no undiscounted potential future rental payments that are not included in the lease term as at the end of each reporting period.

(f) Weighted average incremental borrowing rates of the lease liabilities of the Group as at the end of the reporting period ranged from 3.29% to 8.50% (2023: 1.05% to 8.50%) per annum.

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7. INVESTMENT PROPERTIES

	Group	
	2024 RM	2023 RM
Carrying amount		
At beginning of financial year	51,623,835	19,572,689
Addition	10,861,747	32,853,663
Depreciation charge for the financial year	(1,062,888)	(1,031,950)
Exchange differences	(345,160)	229,433
At end of financial year	61,077,534	51,623,835
Fair value	66,700,000	57,900,000

- (a) Investment properties are initially measured at cost, including transaction costs, less any accumulated depreciation and any accumulated impairment losses.

After initial recognition, investment properties are stated at cost less any accumulated depreciation and any accumulated impairment losses.

Freehold land has indefinite useful life and is not depreciated.

Depreciation is calculated to write off the cost or valuation of the investment properties to their residual values on a straight line basis over their estimated useful lives. The principal depreciation periods for the investments properties are as follows:

Freehold building	30 years
Leasehold buildings	43 years
Leasehold land	13 years
Leasehold office	27-89 years

- (b) The investment properties consist of the following:

	Group	
	2024 RM	2023 RM
Carrying amount		
Freehold land	32,853,663	32,853,663
Freehold building	3,321,573	3,605,840
Leasehold buildings	10,911,628	11,232,558
Leasehold land	2,118,252	2,533,495
Leasehold office	11,872,418	1,398,279
	61,077,534	51,623,835

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7. INVESTMENT PROPERTIES (CONT'D)

- (c) Rental income and direct operating expenses arising from investment properties during the financial year are as follows:

	Group	
	2024 RM	2023 RM
Rental income derived from investment properties	2,396,153	2,280,737
Direct operating expenses		
- income generating investment properties	(126,273)	(102,069)
- non-income generating investment property	(373,026)	-
Profit arising from investment properties carried at fair value net of direct operating expenses	1,896,854	2,178,668

- (d) For disclosure purposes, the fair value of the investment properties of approximately RM66,700,000 (2023: RM57,900,000) at Level 3 was recommended by the Directors at the end of the reporting period based on comparison method that makes reference to recent market value of a similar property in the vicinity on a price per square feet basis. Any changes in the price per square feet will result in a reasonable change in the fair value of the investment properties.
- (e) Freehold building with an aggregate carrying amount of RM3,321,573 (2023: RM3,605,840) are charged to a financial institution for banking facilities granted to the Group as disclosed in Note 18 to the financial statements.
- (f) On 13 August 2024, GCB Cocoa Singapore Pte. Ltd., a subsidiary of the Company, entered into an Option to Purchase Agreement ("OTP") with Woodlands Square Pte. Ltd., to acquire an office unit in Singapore for a total purchase consideration of RM10,259,285. This transaction was completed and has been recognised as part of investment property of the Group.
- (g) In the previous financial year, Guan Chong Trading Sdn. Bhd., a wholly owned subsidiary of the Company, entered into a Sale and Purchase Agreement ("SPA") with Bonanza Resorts Sdn. Bhd., to acquire a piece of freehold vacant land in Mukim Plentong, Johor Bahru, Johor for a total purchase consideration of RM31,473,910. This transaction was completed and has been recognised as part of investment property of the Group in the previous financial year.

The Group as lessor

The Group had entered into non-cancellable lease agreements on certain premises and equipment with third parties. The monthly rental consists of a fixed base rent.

The Group has aggregate future minimum lease receivable under the above non-cancellable operating leases as at the end of each reporting period as follows:

	Group	
	2024 RM	2023 RM
Less than one (1) year	1,083,363	2,726,996
One (1) to two (2) years	401,071	1,228,874
Two (2) to three (3) years	356,741	608,610
Three (3) to four (4) years	26,665	88,643
Four (4) to five (5) years	26,665	-
	1,894,505	4,653,123

NOTES TO THE FINANCIAL STATEMENTS

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8. INTANGIBLE ASSETS

Group	At 1.1.2024 RM	Amortisation RM	Exchange differences RM	At 31.12.2024 RM
Carrying amount				
Goodwill	62,446,405	-	(4,570,938)	57,875,467
Trademark	11,603,166	(968)	(1,063,281)	10,538,917
Non-contractual customer relationship	12,847,901	(796,736)	(909,664)	11,141,501
	86,897,472	(797,704)	(6,543,883)	79,555,885

Group	At 1.1.2023 RM	Amortisation RM	Exchange differences RM	At 31.12.2023 RM
Carrying amount				
Goodwill	57,579,696	-	4,866,709	62,446,405
Trademark	10,546,513	(967)	1,057,620	11,603,166
Non-contractual customer relationship	12,742,891	(795,217)	900,227	12,847,901
	80,869,100	(796,184)	6,824,556	86,897,472

← At 31 December 2024 →				
Group	Cost RM	Accumulated amortisation RM	Accumulated impairment losses RM	Carrying amount RM
Goodwill	66,000,143	-	(8,124,676)	57,875,467
Trademark	10,546,888	(7,971)	-	10,538,917
Non-contractual customer relationship	15,168,904	(4,027,403)	-	11,141,501
	91,715,935	(4,035,374)	(8,124,676)	79,555,885

← At 31 December 2023 →				
Group	Cost RM	Accumulated amortisation RM	Accumulated impairment losses RM	Carrying amount RM
Goodwill	70,571,081	-	(8,124,676)	62,446,405
Trademark	11,610,369	(7,203)	-	11,603,166
Non-contractual customer relationship	16,124,159	(3,276,258)	-	12,847,901
	98,305,609	(3,283,461)	(8,124,676)	86,897,472

NOTES TO THE FINANCIAL STATEMENTS

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8. INTANGIBLE ASSETS (CONT'D)

- (a) Goodwill recognised in a business combination is an asset at the acquisition date and is initially measured at cost. After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any.

Goodwill is not amortised but instead tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount could be impaired.

- (b) Other intangible assets

Intangible assets are initially measured at cost. The cost of intangible assets recognised in a business combination is their fair values as at the date of acquisition.

After initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Trademark

Acquired trademark with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is calculated using the straight line method to allocate the cost of trademark over its estimated useful lives of fifteen (15) years.

Acquired trademark with indefinite useful lives are carried at cost less any accumulated impairment losses.

Non-contractual customer relationships

Acquired non-contractual customer relationships have finite useful lives and are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is calculated using the straight line method to allocate the cost of non-contractual customer relationships over its estimated useful lives of twenty (20) years.

- (c) Goodwill and intangible asset with indefinite useful lives has been allocated to the identified cash generating units ("CGU") according to relevant operating segments based on the geographical location of customers as follows:

	Group	
	2024 RM	2023 RM
Goodwill		
Germany	48,857,352	53,197,573
Indonesia	9,018,115	9,248,832
	57,875,467	62,446,405
Trademark		
Germany	10,532,522	11,595,627
	68,407,989	74,042,032

- (d) For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions, which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

NOTES TO THE FINANCIAL STATEMENTS

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8. INTANGIBLE ASSETS (CONT'D)

- (e) The recoverable amounts of the CGUs have been determined based on value in use calculations using cash flow projections from financial budgets approved by management covering a five-year period with various inputs, assumptions and terminal value. The following key assumptions are used to generate the financial budgets:

	Group	
	2024 %	2023 %
Sales growth rates		
Germany	3	3
Indonesia	1	1
United States of America	N/A	2
Pre-tax discount rate		
Germany	11.6	10.6
Indonesia	18.1	18.1
United States of America	N/A	9.1

Germany and Indonesia CGUs

Based on the annual impairment testing undertaken by the Group, no impairment losses were required for the carrying amounts of goodwill and intangible asset with indefinite useful lives as at 31 December 2024 as their recoverable amounts were in excess of their carrying amounts.

Management is not aware of any reasonable possible changes in the key assumptions that would cause the carrying amount of the media CGU to materially exceed its recoverable amount.

United States of America CGU

In the previous financial year, impairment loss of RM5,548,956 was recognised to reduce the carrying amount to their recoverable amount due to decline in operations. The impairment loss was allocated fully to goodwill, and is recorded in the statements of profit or loss and other comprehensive income of the Group.

- (f) The calculations of value in use for the CGUs are most sensitive to the following assumptions:

- (i) Sales growth rate

The forecasted sale growth rate has considered business past performance and management's expectations of market development.

- (ii) Pre-tax discount rate

Discount rate reflects the current market assessment of the risks specific to each CGU. This is the benchmark used by management to assess the operating performance of the CGUs.

NOTES TO THE FINANCIAL STATEMENTS

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9. INVESTMENTS IN SUBSIDIARIES

	Note	Company	
		2024 RM	2023 RM
Cost			
Unquoted equity shares			
Balance as at beginning of financial year		262,558,614	217,793,614
Additions	(e)	-	44,765,000
Balance as at end of financial year		262,558,614	262,558,614
Accumulated impairment loss			
Balance as at beginning/end of financial year		(4,870,001)	(4,870,001)
Unquoted equity shares, at cost		257,688,613	257,688,613
Equity loan		458,763,715	458,763,715
		716,452,328	716,452,328

(a) Investment in subsidiaries, which are eliminated on consolidation, are stated in the separate financial statements of the Company at cost less impairment loss, if any.

(b) Equity loan

Equity loans to subsidiaries, which are unsecured, interest-free and the subsidiary has the unconditional right to avoid settlement of the loan in cash, and are considered to be part of the investments of the Company in providing the subsidiaries with a long term source of additional capital.

Impairment for equity loans to subsidiaries are recognised based on the general approach within MFRS 9 using the forward looking expected credit loss model.

No expected credit loss is recognised arising from equity loans to subsidiaries of the Company as it is negligible.

The Directors of the Company have reassessed the nature of the amounts owing by subsidiaries and determined that an outstanding balance amounting to RM458,763,715 (2023: RM458,763,715) shall constitute an equity loan to subsidiaries as these amounts are unsecured, interest free and settlement is neither planned nor likely to occur in the foreseeable future and are considered to be part of the investment of the Company providing the subsidiaries with a long term source of additional capital.

(c) The details of the subsidiaries are as follows:

Name of companies	Country of incorporation/ Principal place of business	Effective interest in equity		Principal activities
		2024 %	2023 %	
Guan Chong Cocoa Manufacturer Sdn. Bhd.#	Malaysia	100	100	Producing cocoa-derived food ingredients.
Guan Chong Trading Sdn. Bhd.#	Malaysia	100	100	Dormant.
GCB Foods Sdn. Bhd.#	Malaysia	100	100	Manufacture, marketing and promotion of cocoa related products.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

9. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(c) The details of the subsidiaries are as follows (Cont'd):

Name of companies	Country of incorporation/ Principal place of business	Effective interest in equity		Principal activities
		2024 %	2023 %	
GCB Cocoa Malaysia Sdn. Bhd.#	Malaysia	100	100	Manufacture of cocoa cake, cocoa butter, cocoa powder, cocoa mass and other related cocoa products.
GCB America, Inc ("GCBA")*	United States of America	100	100	Investment holding.
Cocoarich Sdn. Bhd.#	Malaysia	100	100	Investment holding.
GCB Oversea Holdings Corporation ("GCB OHC")^	Federal Territory of Labuan, Malaysia	100	100	Investment holding.
GCB Cocoa Singapore Pte. Ltd. ("GCB CS")#	Singapore	100 ⁵	100 ⁵	Trading of cocoa beans, cocoa-derived food ingredients and cocoa products.
Subsidiaries of GCB OHC				
GCB Cacao GmbH*	Germany	100	100	Dormant.
Subsidiaries of GCB CS				
PT Asia Cocoa Indonesia^	Indonesia	100 ^a	100 ^a	Manufacture of cocoa butter, cocoa cake and cocoa liquor.
PT GCB Cocoa Indonesia^	Indonesia	100 ^a	100 ^a	Trading of cocoa products.
GCB Cocoa Cote D'Ivoire ("GCB CCI")#	Ivory Coast	100	100	Processing of cocoa into semi-finished and finished products.
Schokinag Holding GmbH ("SCHOKINAG")#	Germany	100	100	Investment holding.
GCB Cocoa UK Limited ("GCB CUK")^	United Kingdom	100	100	Trading of cocoa powder and chocolate and manufacturing of chocolate.
GCB Cocoa Trading Cote D'Ivoire#	Ivory Coast	100	100	Dormant.
GCB Cocoa Europe B.V.*	Netherlands	100	100	Trading of cocoa products.
Subsidiary of GCBA				
Carlyle Cocoa Co., LLC*	United States of America	100	100	Manufacture of cocoa ingredients.
Subsidiaries of SCHOKINAG				
Schokinag Verwaltungs GmbH#	Germany	100	100	Property holding company.
Schokinag- Schokolade-Industrie GmbH#	Germany	100	100	Production and sales of chocolate products.
Subsidiary of GCB CUK				
GCB UK Property Limited ("GCB UKP")^	United Kingdom	100	100	Property management company.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

9. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(c) The details of the subsidiaries are as follows (Cont'd):

- # Audited by BDO PLT, BDO Member Firms or BDO Alliance Firm.
- ^ Audited by firms other than BDO PLT and BDO Member Firms.
- * Not a legal requirement to be audited, consolidated based on unaudited management accounts.
- ° 10.00% indirect interest held through Cocoarich Sdn. Bhd.
- δ 26.14% indirect interest held through GCBOHC.

(d) During the financial year, the Group subscribed for an additional 20,000,000 ordinary shares in a wholly owned subsidiary, GCBCUK converting from inter-company loan with value of RM112,370,000 (equivalent to GBP20,000,000). Consequently, there was no change in the effective equity interest held by the Group.

(e) In the previous financial year, the Company inject RM44,765,000 (equivalent to USD10,000,000) additional capital into GCBCS, thereby acquiring 73.86% equity interest. Ultimately, there is no change in equity interest held by the Group, whereby 26.14% owned indirectly through GCBOHC.

(f) The Group does not have any subsidiary that has non-controlling interests, which is individually material to the Group for both financial years ended 31 December 2024 and 31 December 2023.

10. INVESTMENTS IN ASSOCIATE

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Unquoted equity shares, at cost	5,000,000	5,000,000	5,000,000	5,000,000
Share of post-acquisition reserves, net of dividends received	119,751	(257,449)	-	-
	5,119,751	4,742,551	5,000,000	5,000,000

(a) In the separate financial statements of the Company, an investment in associate is stated at cost less any impairment losses.

An investment in associate is accounted for in the consolidated financial statements using the equity method of accounting.

(b) The details of the associate is as follows:

Name of Company	Country of incorporation/ Principal place of business	Effective interest in equity		Principal activities
		2024 %	2023 %	
SMC Food21 Malaysia Sdn. Bhd. ("SMC") [^]	Malaysia	20	20	Production of blended cocoa-derived food ingredients

[^] Audited by firms other than BDO PLT.

(c) The Group does not have any associate, which is individually material to the Group for both financial years ended 31 December 2024 and 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

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10. INVESTMENTS IN ASSOCIATE (CONT'D)

- (d) The Group recognised its share of results in SMC based on unaudited financial statements as at 31 December 2024. The summarised unaudited financial information for the associate is as follows:

	2024 RM	2023 RM
Assets and liabilities		
Current assets	84,351,031	53,200,465
Non-current assets	54,097,390	58,233,741
Total assets	138,448,421	111,434,206
Current liabilities	111,014,494	84,368,129
Non-current liabilities	4,863,554	6,381,698
Total liabilities	115,878,048	90,749,827
Results		
Revenue	282,691,321	173,125,347
Profit for the financial year	1,659,135	968,960
Other comprehensive income	226,865	296,410
	1,886,000	1,265,370

- (e) The reconciliation of net assets of the associate to the carrying amount of the investments in associate is as follows:

	2024 RM	2023 RM
Share of net assets of the Group	4,514,076	4,136,876
Goodwill	605,675	605,675
Carrying amount in the statements of financial position	5,119,751	4,742,551
Share of results for the financial year		
Share of profit	331,827	193,792
Share of other comprehensive income	45,373	59,282
Share of total comprehensive income	377,200	253,074

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

11. INVENTORIES

Group	2024 RM	2023 RM
At cost		
Raw materials	2,929,705,453	1,169,749,916
Work-in-progress	25,551,304	19,939,528
Finished goods	1,362,032,919	1,112,837,602
Packaging materials	9,033,054	9,868,574
Stores and supplies	40,580,636	33,405,265
	4,366,903,366	2,345,800,885
At net realisable value		
Finished goods	1,048,730,509	172,338,566
Work-in-progress	67,815,821	6,173,488
	5,483,449,696	2,524,312,939

- (a) Inventories are valued at the lower of cost and net realisable value.

Cost is determined using the first-in, first-out formula. The cost of raw materials comprises all cost of purchase plus other costs incurred in bringing the inventories to their present location and condition. Cost of work-in-progress and finished goods includes the cost of raw materials, direct labour, other direct cost and a proportion of production overheads based on normal operating capacity of the production facilities.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

- (b) During the financial year, inventories of the Group recognised as cost of sales amounted to RM10,147,000,869 (2023: RM4,451,774,701).
- (c) During the financial year, the Group had written down inventories amounted to RMnil (2023: RM19,956,939) in cost of sales.
- (d) Inventories with carrying amounts of RM977,398,130 (2023: RM138,039,183) are held as security by way of floating charge for the Group's banking facilities as disclosed in Note 18 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

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12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Non-current				
Other receivables				
Amounts owing by:				
- a subsidiary (interest bearing)	-	-	383,921,534	388,240,401
- a subsidiary (non-interest bearing)	-	-	7,265,466	6,870,422
	-	-	391,187,000	395,110,823
Current				
Trade receivables				
Third parties	932,747,152	488,281,123	-	-
Amounts owing by:				
- holding company	-	-	48,500	2,500
- an associate	1,195,244	141,946	-	-
- a related party	1,163,990	363,528	-	-
- a subsidiary	-	-	2,000	12,000
	935,106,386	488,786,597	50,500	14,500
Less: Allowance for impairment losses	(10,788,895)	(14,293,221)	-	-
	924,317,491	474,493,376	50,500	14,500
Other receivables				
Sundry receivables	329,114,298	353,850,433	-	-
Amounts owing by:				
- a related party	190,253	190,253	-	-
- subsidiaries (dividend receivable)	-	-	-	18,000,000
- a subsidiary (interest bearing)	-	-	146,713,025	-
- subsidiaries (non-interest bearing)	-	-	1,844,146	153,486
	329,304,551	354,040,686	148,557,171	18,153,486
Less: Allowance for impairment losses	(1,241,392)	(5,190,339)	-	-
	328,063,159	348,850,347	148,557,171	18,153,486
Subtotal	1,252,380,650	823,343,723	148,607,671	18,167,986
Deposits and prepayments				
Deposits	19,068,093	10,594,016	7,000	12,000
Prepayments	31,233,928	16,089,813	-	-
	50,302,021	26,683,829	7,000	12,000
	1,302,682,671	850,027,552	148,614,671	18,179,986
Grand total	1,302,682,671	850,027,552	539,801,671	413,290,809

NOTES TO THE FINANCIAL STATEMENTS

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12. TRADE AND OTHER RECEIVABLES (CONT'D)

- (a) Trade and other receivables net of prepayments are classified as financial assets and are measured at amortised cost.
- (b) Trade receivables are non-interest bearing and the normal trade credit terms granted by the Group ranged from 30 days to 180 days (2023: 30 days to 180 days). They are recognised at their original invoice amounts which represent their fair value on initial recognition.
- (c) Non-current and non-trade amounts owing by a subsidiary amounted to RM383,921,534 (2023: RM388,240,401) are unsecured and analysed as follows:
- (i) RM168,812,996 (2023: RM173,131,863) that bears interest at rate of 3.1% (2023: 3.1%) per annum.
 - (ii) RM115,108,538 that bears interest at rate of 5.13% (2023:5.13%) per annum.
 - (iii) RM100,000,000 that bears interest at rate of 5.3% (2023:5.3%) per annum.
- (d) Non-interest bearing current and non-trade amounts owing by subsidiaries are unsecured and interest-free and receivable within the next twelve (12) months. Interest bearing current and non-trade amounts owing by a subsidiary is unsecured and analysed as follow:
- (i) RM146,713,025 that bears interest at rate of 5.63% (2023: nil) per annum.
- (e) The currency exposure profile of trade and other receivables (excluding deposits and prepayments) is as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
British Pound	435,343,774	217,799,419	-	-
United States Dollar	347,725,949	317,187,875	171,289,187	174,481,899
CFA Franc	181,574,960	139,293,008	-	-
Euro	167,626,205	89,183,880	-	-
Indonesian Rupiah	79,005,684	45,998,487	-	-
Ringgit Malaysia	37,297,082	13,435,354	368,505,484	238,796,910
Singapore Dollar	24,033	26,260	-	-
Others	3,782,963	419,440	-	-
	1,252,380,650	823,343,723	539,794,671	413,278,809

- (f) Recognition and measurement of impairment loss

Impairment for trade receivables that do not contain a significant financing component are recognised based on the simplified approach using the lifetime expected credit losses ("ECL"). Loss rates are based on actual credit loss experience over past years.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

The Group assesses the expected credit losses of trade receivables using the flow-rate methods based on customer segments and terms of payment. Individual assessment of impairment of trade receivables are separately assessed when it is probable that cash due will not be received in full.

NOTES TO THE FINANCIAL STATEMENTS

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12. TRADE AND OTHER RECEIVABLES (CONT'D)

(f) Recognition and measurement of impairment loss (Cont'd)

During this process, the probability of non-payment by the trade receivables is adjusted by forward looking information on macroeconomic factors affecting the ability of customers to settle the receivables and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables.

For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised in the statements of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectible, the gross carrying value of the asset would be written off against the associated impairment.

It requires management to exercise significant judgement in determining the probability of default by trade receivables and appropriate forward looking information.

Lifetime expected loss provision for trade receivables of the Group and of the Company are as follows:

Group	Gross carrying amount RM	Lifetime ECL RM	Net carrying amount RM
At 31 December 2024			
Collective assessment			
Not past due	707,852,833	(11,661)	707,841,172
Past due:			
1 to 30 days	106,364,663	(9,657)	106,355,006
31 to 60 days	38,252,374	(49,083)	38,203,291
61 to 90 days	14,701,611	(7,249)	14,694,362
Over 90 days	57,231,078	(7,418)	57,223,660
	216,549,726	(73,407)	216,476,319
Individual assessment	10,703,827	(10,703,827)	-
	935,106,386	(10,788,895)	924,317,491
At 31 December 2023			
Collective assessment			
Not past due	355,542,865	(12,256)	355,530,609
Past due:			
1 to 30 days	95,296,198	(1,147)	95,295,051
31 to 60 days	16,824,655	(129,199)	16,695,456
61 to 90 days	4,357,852	(41,689)	4,316,163
Over 90 days	2,656,097	-	2,656,097
	119,134,802	(172,035)	118,962,767
Individual assessment	14,108,930	(14,108,930)	-
	488,786,597	(14,293,221)	474,493,376

NOTES TO THE FINANCIAL STATEMENTS

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12. TRADE AND OTHER RECEIVABLES (CONT'D)

- (f) Recognition and measurement of impairment loss (Cont'd)

Lifetime expected loss provision for trade receivables of the Group and of the Company are as follows:
(Cont'd)

Company	Gross carrying amount RM	Lifetime ECL RM	Net carrying amount RM
At 31 December 2024			
Collective Assessment			
Not past due	50,500	-	50,500
Individual assessment	-	-	-
	50,500	-	50,500
At 31 December 2023			
Collective Assessment			
Not past due	14,500	-	14,500
Individual assessment	-	-	-
	14,500	-	14,500

During the financial year, the Group and the Company did not renegotiate the terms of any trade receivables. These receivables are not secured by any collateral.

- (g) Impairment for other receivables are recognised based on the general approach within MFRS 9 using the forward-looking expected credit loss model. The methodology used to determine the amount of the impairment is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset by comparing the risk of default occurring over the expected life with the risk of default since initial recognition. For those in which the credit risk has not increased significantly since initial recognition of the financial asset, twelve-month expected credit losses along with gross interest income are recognised. For those in which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while twelve-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the twelve (12) months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

The Group and the Company defined significant increase in credit risk based on operating performance of the other receivables, changes to contractual terms, payment delays and past due information.

The probabilities of non-payment by other receivables are adjusted by forward looking information and multiplied by the amount of the expected loss arising from default to determine the twelve-month or lifetime expected credit loss.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

12. TRADE AND OTHER RECEIVABLES (CONT'D)

- (h) Trade and other receivables that are past due and impaired at the end of the reporting period and the reconciliation of movements in allowance for impairment accounts is as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Trade receivables				
At 1 January	14,293,221	14,229,612	-	-
Charge for the financial year	118,140	498,566	-	-
Reversal	(3,036,135)	(1,069,972)	-	-
Exchange differences	(586,331)	635,015	-	-
At 31 December	10,788,895	14,293,221	-	-
Other receivables (individually impaired)				
At 1 January	5,190,339	3,776,879	-	-
Addition	-	1,241,392	-	-
Written off	(3,932,686)	-	-	-
Exchange differences	(16,261)	172,068	-	-
At 31 December	1,241,392	5,190,339	-	-

- (i) The Group sold certain trade receivables to a financial institution with non-recourse conditions for cash proceeds. These trade receivables have been derecognised from the statements of financial position because the Group transferred substantially all the risks and rewards - primarily credit risk.

The following information shows the carrying amount of trade receivables at the reporting date that have been sold with non-recourse arrangement and derecognised from trade receivables:

	Group	
	2024 RM	2023 RM
Carrying amount of trade receivables sold with non-recourse arrangement	258,242,693	140,521,819

- (j) Included in other receivables of the Group is an amount due from brokers of RM88,690,120 (2023: RM162,251,093) includes margin accounts which represents cash deposits held with brokers as collateral against open future contracts.
- (k) Information on financial risks of trade and other receivables is disclosed in Note 34 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

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13. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES)

	Note	Contract/ Notional amount net (short)/long RM	Assets RM	Liabilities RM
2024				
Group				
Commodity futures contracts	(b)	849,330,413	248,002,242	(405,954,448)
Commodity option contracts	(b)	(1,325,705,372)	433,995,519	(398,798,437)
Cross currency swap contracts	(c)	308,222,221	-	(11,443,011)
Foreign currency forward contracts	(d)	300,149,081	10,078,200	(556,817)
Firm purchase commitments denominated in foreign currency	(b)	2,378,759,238	1,198,924,478	-
		2,510,755,581	1,891,000,439	(816,752,713)
2023				
Group				
Commodity futures contracts	(b)	(661,436,442)	50,556,339	(122,863,220)
Commodity option contracts	(b)	232,205,484	31,325,396	(67,922,563)
Cross currency swap contracts	(c)	316,058,557	-	(19,568,203)
Foreign currency forward contracts	(d)	195,773,386	820,162	(995,127)
Firm purchase commitments denominated in foreign currency	(b)	1,544,567,320	383,852,125	-
		1,627,168,305	466,554,022	(211,349,113)
2024				
Company				
Cross currency swap contracts	(c)	308,222,221	-	(11,443,011)
2023				
Company				
Cross currency swap contracts	(c)	316,058,557	-	(19,568,203)

(a) Derivative financial assets/(liabilities) are classified as financial assets/(liabilities) measured at fair value through profit or loss.

(b) Commodity futures or option contracts and firm purchase commitments denominated in foreign currency

The Group uses commodity futures contracts, commodity options contracts and firm purchase commitments denominated in foreign currency to manage open sales and purchase commitments and movements in cocoa bean prices in the respective commodity markets. These contracts are not designated as cash flow or fair value hedges and are entered into for periods consistent with fair value changes exposure.

The realised fair value changes of completed purchase commitments recognised as purchase cost in cost of sales in statement of profit or loss for the financial year ended 31 December 2024 amounted to RM1,033,613,996 (2023: RM233,392,336).

NOTES TO THE FINANCIAL STATEMENTS

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13. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) (CONT'D)

(c) Cross currency swap contracts

The cross currency swap contracts of the Group and of the Company are as follows:

- (i) Cross currency swap contract, which swapped a fixed rate of RM200,000,000 liability to a fixed rate of USD49,140,049 liability ("USDRM CCS1"). The effective period for this cross currency swap is from December 2020 to December 2027. The carrying amount of derivative liabilities in respect of the USDRM CCS1 as at the end of the financial year is RM7,884,668 (2023: derivative liabilities of RM13,978,230); and
- (ii) Cross currency swap contract, which swapped a fixed rate of RM80,000,000 liability to a fixed rate of USD19,728,730 liability ("USDRM CCS2"). The effective period for this cross currency swap is from December 2020 to December 2027. The carrying amount of derivative liabilities in respect of the USDRM CCS2 as at the end of the financial year is RM3,558,343 (2023: derivative liabilities of RM5,589,973).

The Group entered into cross currency swap contracts to serve as a net investment hedge against the Group's USD denominated assets arising from its investments in foreign subsidiaries whose net assets are exposed to currency translation risks and which are held for long term investment purposes.

(d) Foreign currency forward or option contracts

The Group uses forward currency contracts and forward currency option contracts to hedge the Group's sales and purchases denominated in foreign currencies for which firm commitments existed at the reporting period. The forward currency contracts have maturity dates that coincide with the expected occurrence of these transactions. The fair value of these components has been determined based on the difference between the contracted rate and the forward exchange rate as applicable to a contract of similar amount and maturity profile at the end of the reporting period.

As at the end of the reporting period, the settlements dates for foreign currency forward contracts range from 1 to 6 months (2023: 1 to 6 months).

- (e) During the financial year, the Group recognised a total net fair value gain of RM819,042,817 (2023: net fair value gain of RM291,727,106) and the Company recognised a total fair value gain of RM8,125,192 (2023: fair value loss of RM15,468,947) arising from fair value changes of derivative financial instruments. The fair value changes are attributable to changes in foreign exchange spot and forward rates, and difference between cocoa bean contracted price and market price. The method and assumptions applied in determining the fair value of derivatives are disclosed in Note 33(c) to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

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13. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES) (CONT'D)

(f) The currency exposure profile of derivative financial assets/(liabilities) is as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Derivative financial assets				
United States Dollar	60,957,112	66,768,129	-	-
British Pound	631,118,849	15,927,570	-	-
Euro	1,198,924,478	383,852,125	-	-
Others	-	6,198	-	-
	1,891,000,439	466,554,022	-	-
Derivative financial liabilities				
United States Dollar	(289,740,124)	(147,847,985)	(11,443,011)	(19,568,203)
British Pound	(526,601,520)	(63,491,157)	-	-
Others	(411,069)	(9,971)	-	-
	(816,752,713)	(211,349,113)	(11,443,011)	(19,568,203)

(g) Information on financial risks of derivative financial assets/(liabilities) is disclosed in Note 34 to the financial statements.

14. CASH AND BANK BALANCES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash and bank balances	210,143,855	54,197,539	2,692,946	288,471
Deposits with licensed banks	31,545,825	30,896,942	14,408,800	13,988,800
	241,689,680	85,094,481	17,101,746	14,277,271

(a) Cash and bank balances and deposits with licensed banks are classified as financial assets measured at amortised cost.

(b) Deposits with licensed banks of the Group have maturity period ranging from six months to twelve months, except for deposits pledged to licensed banks which have maturity period of twelve months (2023: twelve months).

(c) As at the end of the reporting period, the deposits placed with licensed banks of the Group amounting to RM15,290,116 (2023: RM15,007,822) has been charged to financial institutions as security for credit facilities granted to the Group as disclosed in Note 18 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

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14. CASH AND BANK BALANCES (CONT'D)

(d) The currency exposure profile of cash and bank balances is as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
United States Dollar	85,551,972	23,225,136	30,932	32,830
British Pound	46,833,103	21,330,643	-	-
Euro	38,221,843	11,004,701	-	-
Ringgit Malaysia	27,998,611	17,950,804	17,070,814	14,244,441
CFA Franc	19,883,173	3,339,113	-	-
Indonesian Rupiah	19,646,563	7,525,278	-	-
Singapore Dollar	3,510,980	669,023	-	-
Others	43,435	49,783	-	-
	241,689,680	85,094,481	17,101,746	14,277,271

(e) For the purpose of the statements of cash flows, cash and cash equivalents comprise the following as at the end of the reporting period:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Cash and bank balances	210,143,855	54,197,539	2,692,946	288,471
Deposits with licensed banks	31,545,825	30,896,942	14,408,800	13,988,800
	241,689,680	85,094,481	17,101,746	14,277,271
Less:				
Deposits pledged	(15,290,116)	(15,007,822)	-	-
Bank overdrafts	(2,745,516)	-	-	-
Deposits tenure more than three (3) months	(16,255,709)	(15,889,120)	(14,408,800)	(13,988,800)
	207,398,339	54,197,539	2,692,946	288,471

(f) No expected credit losses are recognised arising from the deposits with financial institutions because the probability of default by these financial institutions are negligible.

(g) Information on financial risks of cash and bank balances is disclosed in Note 34 to the financial statements.

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15. SHARE CAPITAL

	Group and Company			
	2024		2023	
	Number of shares	RM	Number of shares	RM
Issued and fully paid up ordinary shares with no par value				
At beginning/end of financial year	1,174,914,924	495,237,253	1,174,914,924	495,237,253

The owners of the parent are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the residual assets of the Company.

16. TREASURY SHARES

	Group and Company			
	2024		2023	
	Number of shares	RM	Number of shares	RM
Ordinary shares				
At beginning/end of financial year	400,000	720,042	400,000	720,042

The shareholders of the Company have approved the Company's plan to repurchase up to 10% of the issued and paid-up share capital of the Company ("Share Buy Back"). The Directors of the Company are committed to enhance the value of the Company to its shareholders and believe that the Share Buy Back can be applied in the best interests of the Company and its shareholders.

17. RESERVES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Foreign currency translation reserve	58,552,545	112,055,854	-	-
Hedging reserve	(11,566,454)	(19,669,935)	-	-
Retained earnings	1,583,296,965	1,165,871,333	10,692,813	2,366,043
	1,630,283,056	1,258,257,252	10,692,813	2,366,043

- (a) The movements in each category of reserves are disclosed in the statements of changes in equity.
- (b) Foreign currency translation reserve

The foreign currency translation reserve is used to record foreign currency exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the presentation currency of the Group. It is also used to record the exchange differences arising from monetary items, which form part of the net investment of the Group in foreign operations, where the monetary item is denominated in either the functional currency of the reporting entity or the foreign operation.

NOTES TO THE FINANCIAL STATEMENTS

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17. RESERVES (CONT'D)

(c) Hedging reserve

The hedging reserve arising from changes in the fair value relating to the effective portion on the hedge of net investments in foreign operations.

18. BORROWINGS

Note	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Short term borrowings				
Secured:				
Bank overdrafts	2,745,516	-	-	-
Revolving credits	149,595,450	179,834,266	-	-
Term loans	187,286,604	21,430,643	150,000,000	-
Trade loans	3,097,400,602	1,332,568,357	-	-
	3,437,028,172	1,533,833,266	150,000,000	-
Long term borrowings				
Secured:				
Term loans	198,655,245	47,999,908	-	-
Unsecured:				
Sukuk Wakalah (c)	600,000,000	600,000,000	600,000,000	600,000,000
	798,655,245	647,999,908	600,000,000	600,000,000
Total borrowings				
Bank overdrafts	2,745,516	-	-	-
Revolving credits	149,595,450	179,834,266	-	-
Sukuk Wakalah (c)	600,000,000	600,000,000	600,000,000	600,000,000
Term loans	385,941,849	69,430,551	150,000,000	-
Trade loans	3,097,400,602	1,332,568,357	-	-
	4,235,683,417	2,181,833,174	750,000,000	600,000,000

(a) Borrowings are classified as financial liabilities and measured at amortised cost.

(b) The revolving credits, term loans and trade loans of the Group are secured by:

- (i) Corporate guarantee from the Company;
- (ii) A legal charges over certain property, plant and equipment (Note 5(c)), and investment properties (Note 7(e)) of the Group;
- (iii) A floating charge over a subsidiary's inventories (Note 11(d));

NOTES TO THE FINANCIAL STATEMENTS

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18. BORROWINGS (CONT'D)

- (b) The revolving credits, term loans and trade loans of the Group are secured by: (Cont'd)
- (iv) A fixed and floating charge over a subsidiary's assets;
 - (v) Deposits pledged with licensed banks of the Group (Note 14(c)); and
 - (vi) Negative pledge by certain subsidiaries.
- (c) The Sukuk Wakalah are issued under Islamic medium term notes ("Sukuk Wakalah") programme of up to RM800,000,000 in nominal value under the Shariah principle of Wakalah Bi Al-Istithmar ("Sukuk Wakalah Programme"). The Sukuk Wakalah Programme has a tenure of twenty (20) years from 3 December 2020. The tenure of each issuance of Sukuk Wakalah shall be more than one (1) year and up to twenty (20) years, provided that the Sukuk Wakalah matures on or prior to the expiry of the Sukuk Wakalah Programme.

The proceeds raised from the issuance of the Sukuk Wakalah shall be utilised to finance its general working capital, capital expenditure, refinancing of existing financing/borrowings and/or future financing and other general corporate purposes and/or to provide advance via Shariah-compliant manner to its subsidiaries for general working capital, capital expenditure, refinancing of existing financing/borrowings and/or future financing and other general corporate purposes.

On 3 December 2020, the Company completed an issuance of Sukuk Wakalah of RM300,000,000 in notional value ("First Issuance") with a tenure of seven (7) years from the date of issuance and due for repayment in December 2027. The Sukuk Wakalah under the First Issuance bears a profit rate of 3.84% per annum and payable semi-annually.

On 30 January 2023, the Company completed an issuance of Sukuk Wakalah of RM300,000,000 in notional value ("Second Issuance") with a tenure of five (5) and seven (7) years from the date of issuance and due for repayment in January 2028 and January 2030. The Sukuk Wakalah under the Second Issuance bears a profit rate of 5.07% and 5.24% per annum and payable semi-annually.

- (d) The currency exposure profile of borrowings is as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
United States Dollar	2,058,245,444	905,018,094	-	-
British Pound	999,989,636	463,615,217	-	-
Ringgit Malaysia	759,435,410	600,958,904	750,000,000	600,000,000
Euro	418,012,927	212,240,959	-	-
	4,235,683,417	2,181,833,174	750,000,000	600,000,000

- (e) Information on financial risks of borrowings and their remaining maturity is disclosed in Note 34 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

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19. DEFERRED TAX LIABILITIES/(ASSETS)

(a) The deferred tax (assets) and liabilities are made up of the following:

	Note	Group	
		2024 RM	2023 RM
At beginning of financial year		78,639,201	73,378,956
Recognised in profit or loss	25	(10,246,257)	2,400,657
Recognised in other comprehensive income		3,479	25,605
Translation differences		(2,357,247)	2,833,983
At end of financial year		66,039,176	78,639,201
Reflected in the statements of financial position as follow:			
Deferred tax liabilities		67,499,961	80,257,176
Deferred tax assets		(1,460,785)	(1,617,975)
At 31 December		66,039,176	78,639,201

(b) The components and movements of deferred tax (assets) and liabilities during the financial year prior to offsetting are as follows:

Group	Property, plant and equipment RM	Other temporary differences RM	Total RM
At beginning of financial year	100,337,451	(21,698,250)	78,639,201
Recognised in profit or loss	16,345,359	(26,591,616)	(10,246,257)
Recognised in other comprehensive income	-	3,479	3,479
Translation differences	(4,073,414)	1,716,167	(2,357,247)
At end of financial year	112,609,396	(46,570,220)	66,039,176
At 1 January 2023	91,163,354	(17,784,398)	73,378,956
Recognised in profit or loss	5,594,067	(3,193,410)	2,400,657
Recognised in other comprehensive income	-	25,605	25,605
Translation differences	3,580,030	(746,047)	2,833,983
At 31 December 2023	100,337,451	(21,698,250)	78,639,201

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

19. DEFERRED TAX LIABILITIES/(ASSETS) (CONT'D)

- (c) The amount of temporary differences for which no deferred tax asset has been recognised in the statements of financial position are as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Unused tax losses:				
- No expiry date	53,058,000	39,568,000	-	-
- Expires by 31 December 2028	1,574,000	1,483,000	1,067,000	1,155,000
- Expires by 31 December 2033	473,000	11,000	-	-
Unabsorbed capital allowances:				
- No expiry date	18,961,000	20,675,000	-	-
	74,066,000	61,737,000	1,067,000	1,155,000

Deferred tax assets of the Company and certain subsidiaries have not been recognised in respect of these items as it is not probable that taxable profits would be available against which the deductible temporary differences could be utilised.

The amount and availability of these items to be carried forward up to the periods as disclosed above are subject to the agreement of the respective local and foreign tax authorities.

During the 2024 Budget Announcement on 13 October 2023, the Minister of Finance announced that the Global Minimum Tax ("GMT") would be implemented in Malaysia. On 29 December 2023, the parliament has gazetted the GMT legislation via the Finance Act (No. 2) 2023 and the said rules will come into effect from financial years beginning on or after 1 January 2025. GMT shall apply if a group has annual revenue of seven hundred and fifty million euro or more as specified in the consolidated financial statements of the Ultimate Parent Entity ("UPE") in at least two of the four consecutive financial years immediately preceding tested financial year. The assessment need to be carried out for each tested financial year to determine whether the group is within the scope or not. Based on the past years annual revenue recorded in the consolidated financial statements of the UPE, the Group is within the scope of the enacted GMT legislation for financial year 2025. However, the Group applies the exception to recognise and disclose information about deferred tax assets and liabilities related to GMT.

Under the GMT legislation, the Group is liable to pay top-up tax for the difference between the minimum rate of 15% and the Group's jurisdictional effective tax rate determined under the GMT rules (GloBE ETR) for each jurisdiction where the Group has operation therein. Following the completion of the assessment, the Group has determined that no further tax provisions are required for FY2024 in relation to the GMT legislation.

20. RETIREMENT BENEFITS OBLIGATIONS

- (a) Certain foreign subsidiaries of the Group in Indonesia operate an unfunded defined benefits retirement plan required under the Labour Laws of that country in which they operate. The Group is required to pay their employees termination, appreciation and compensation benefits in case of employment dismissal based on the employees' number of years of services provided.
- (b) Under the plan, all of the eligible permanent employees of the certain foreign subsidiaries of the Group are entitled to retirement benefits based on last drawn final salary and length of service attainment of the retirement age of 55.

NOTES TO THE FINANCIAL STATEMENTS

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20. RETIREMENT BENEFITS OBLIGATIONS (CONT'D)

(c) The amounts recognised in the statements of financial position are determined as follows:

Group	2024 RM	2023 RM
Present value of defined benefit obligations	2,333,208	3,073,841
Analysed as follows:		
Non-current liabilities	2,333,208	3,073,841

(d) The following table sets out the reconciliation of defined benefit plan:

Group	2024 RM	2023 RM
At beginning of financial year	3,073,841	2,720,110
Current service costs	454,715	506,973
Interest costs	143,871	196,685
Past service costs - vested	(748,499)	(34,435)
Translation differences	(135,831)	62,186
Included in profit or loss	(285,744)	731,409
Remeasurement:		
Effects of experience adjustment	(15,835)	(116,392)
Translation differences	(62,496)	125,136
	(78,331)	8,744
Benefits paid	(376,558)	(386,422)
At end of financial year	2,333,208	3,073,841

(e) The principal actuarial assumptions used were as follows:

Group	2024	2023
Retirement age	55 years	55 years
Discount rate	7.12%	6.66%
Expected rate of salary increases	8.00%	8.00%

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20. RETIREMENT BENEFITS OBLIGATIONS (CONT'D)

- (f) The following table demonstrates the sensitivity analysis of the Group if the significant actuarial assumptions at the end of each reporting period changed by one hundred (100) basis points with all other variables held constant:

Group	2024		2023	
	Increase RM	Decrease RM	Increase RM	Decrease RM
Discount rate:				
Present value of defined benefit obligation	(232,140)	268,758	(255,663)	295,499
Current service cost	(38,545)	44,072	(41,265)	49,172
Salary increment rate:				
Present value of defined benefit obligation	273,069	(239,873)	288,724	(254,938)
Current service cost	45,255	(40,298)	48,034	(41,142)

21. TRADE AND OTHER PAYABLES

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Trade payables				
Third parties	2,793,026,866	975,373,331	-	-
Other payables				
Other payables	139,607,840	87,021,150	-	-
Accruals	137,782,028	81,485,257	8,911,176	7,865,580
Deposits received	3,166,976	2,572,112	-	-
Dividend payable	-	23,490,298	-	23,490,298
Amount owing to a subsidiary	-	-	2,477,689	261,475
	280,556,844	194,568,817	11,388,865	31,617,353
Provision for onerous contract	42,683,288	11,674,056	-	-
Grand total	3,116,266,998	1,181,616,204	11,388,865	31,617,353

- (a) Trade and other payables are classified as financial liabilities and measured at amortised cost.
- (b) Trade payables are non-interest bearing and the normal trade credit terms granted to the Group ranged from 30 days to 90 days (2023: 30 days to 60 days).

NOTES TO THE FINANCIAL STATEMENTS

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21. TRADE AND OTHER PAYABLES (CONT'D)

(c) The currency exposure profile of trade and other payables (excluding provision) is as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
United States Dollar	1,686,633,198	552,891,709	-	-
British Pound	833,058,494	321,096,260	-	-
Euro	356,048,483	127,846,002	-	-
Ringgit Malaysia	119,932,977	77,450,541	11,388,865	31,617,353
CFA Franc	49,303,097	71,382,811	-	-
Singapore Dollar	20,901,923	8,356,175	-	-
Indonesian Rupiah	7,705,538	6,599,806	-	-
Others	-	4,318,844	-	-
	3,073,583,710	1,169,942,148	11,388,865	31,617,353

(d) The Group participates in a supply chain financing arrangement ("SCF"), for which its suppliers may elect to receive early payment of their invoice from a bank by factoring their receivable from the Group. Under the arrangement, a bank agrees to pay amounts to a participating supplier in respect of invoices owed by the Group and receives settlement from the Group at a later date. The principal purpose of this arrangement is to facilitate efficient payment processing and enable the willing suppliers to sell their receivables due from the Group to a bank before their due date.

The Group has not derecognised the original liabilities to which the arrangement applies because neither a legal release was obtained nor the original liability was substantially modified on entering into the arrangement. From the perspective of the Group, the arrangement does not significantly extend payment terms beyond the normal terms agreed with other suppliers that are not participating. The Group does not incur any additional interest towards the bank on the amounts due to the suppliers. The Group therefore discloses the amounts factored by suppliers within trade payables because the nature and function of the financial liability remain the same as those of other trade payables but discloses disaggregated amounts in the notes. All payables under the SCF are classified as current as at 31 December 2024 and 2023.

Group	Total SCF trade payables RM	Not yet paid by finance provider RM	Paid by finance provider RM
At 31 December 2024	217,856,082	-	217,856,082
At 31 December 2023	225,954,533	24,692,287	201,262,246

Range of payment due dates (after invoice date)	Trade payables that are part of the SCF	Comparable trade payables that are not part of the SCF
At 31 December 2024	180 days	30 - 90 days
At 31 December 2023	150 days	30 - 60 days

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21. TRADE AND OTHER PAYABLES (CONT'D)

(d) (cont'd)

The payments to the bank are included within operating cash flows because they continue to be part of the normal operating cycle of the Group and their principal nature remains operating - i.e. payments for the purchased goods and services. The payments to a supplier by the bank are considered non-cash transactions and amount to RM217,856,082 (2023: RM201,262,246).

(e) Information on financial risks of trade and other payables is disclosed in Note 34 to the financial statements.

22. CAPITAL COMMITMENTS

	Group	
	2024 RM	2023 RM
Capital expenditure in respect of purchase of property, plant and equipment:		
Contracted but not provided for	91,446,000	78,346,000

23. REVENUE

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Revenue from contracts with customers				
- Sale of goods	10,442,062,501	5,319,605,094	-	-
Other revenue				
- Dividend income from subsidiaries	-	-	31,876,830	18,000,000
- Interest income	457,181	1,236,154	21,517,173	28,407,364
- Management fees	-	-	94,000	58,000
	10,442,519,682	5,320,841,248	53,488,003	46,465,364

23. REVENUE (CONT'D)

Disaggregation of revenue from contracts with customers

Revenue from contracts with customers is disaggregated in the table below by primary geographical market and timing of revenue recognition.

	Malaysia RM	Singapore RM	Indonesia RM	Germany RM	Ivory Coast RM	Others RM	Total RM
Sale of goods							
Recognised at point in time:							
31 December 2024	3,208,974,930	4,675,649,516	649,360,284	1,753,774,038	9,891	154,751,023	10,442,519,682
31 December 2023	1,494,284,440	2,128,126,241	311,682,938	1,294,773,727	49,130	91,924,772	5,320,841,248

(a) Revenue is measured at the fair value of consideration received or receivable. Revenue from sale of products is recognised at a point in time when the products has been transferred to the customer and coincides with the delivery of products and acceptance by customers.

There is no significant financing component in the revenue arising from sale of goods as the sales are made on the normal credit terms not exceeding twelve months.

(b) Revenue recognition not in relation to performance obligations is described below:

- (i) Dividend income
Dividend income is recognised when the shareholder's right to receive payment is established.
- (ii) Management fee
Management fee from rendering of services is recognised when the services are rendered.
- (iii) Interest income
Interest income is recognised as it accrues, using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

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24. PROFIT BEFORE TAX

Other than those disclosed elsewhere in the financial statements, profit before tax is arrived at:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
After charging:				
Auditors' remuneration				
- statutory audit fees	1,343,451	1,170,924	140,000	119,000
- under provision in prior year	17,523	11,539	-	-
- non-audit fees	47,714	656,880	5,000	5,000
Bad debt written off	529,840	504,942	-	-
Bank commission	15,487,554	7,797,326	-	-
Interest expense:				
- bank overdraft	44,567	19,870	-	-
- hire purchase	4,000	11,687	-	-
- lease liabilities	2,472,820	2,831,496	-	-
- receivable financing	30,721,575	14,024,213	-	-
- revolving credit	6,330,018	1,283,800	-	-
- term loans	16,284,619	5,416,483	4,478,516	-
- trade loans	184,084,316	88,440,804	-	-
- Sukuk Wakalah	27,058,931	25,713,904	27,058,931	25,713,904
	282,488,400	145,539,583	31,537,447	25,713,904
Loss on disposal of property plant and equipment	-	508,060	-	-
and after crediting:				
Bad debt recovered	-	-	(1,000,000)	(1,000,000)
Insurance claim income	(9,610,940)	(936,693)	-	-
Interest income	(2,111,521)	(2,356,278)	(21,517,173)	(28,407,364)
Gain on disposal of property plant and equipment	(346,192)	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

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25. TAX EXPENSE

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Current tax expense:					
- Malaysia income tax		31,829,181	12,908,062	1,941,578	2,569,331
- Foreign income tax		58,893,999	22,023,343	-	-
		90,723,180	34,931,405	1,941,578	2,569,331
Under/(Over) provision in prior years					
- Malaysia income tax		1,304,343	392,120	(131,813)	73,730
- Foreign income tax		2,872,700	407,787	-	-
		4,177,043	799,907	(131,813)	73,730
		94,900,223	35,731,312	1,809,765	2,643,061
Deferred tax:					
- Relating to origination and reversal of temporary differences		(6,163,655)	1,218,920	-	-
- (Over)/Under provision in prior years		(4,082,602)	1,181,737	-	-
	19	(10,246,257)	2,400,657	-	-
		84,653,966	38,131,969	1,809,765	2,643,061

- (a) The Malaysian income tax is calculated at the statutory tax rate of 24% (2023: 24%) of the estimated taxable profits for the fiscal year.
- (b) Tax expense for other taxation authorities are calculated at the rates prevailing in the respective jurisdictions.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

25. TAX EXPENSE (CONT'D)

- (c) The numerical reconciliation between the tax expense and the product of accounting profit multiplied by the applicable tax rates of the Group and of the Company are as follows:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit before tax	513,812,391	139,057,886	21,881,684	11,384,812
Tax expense at the applicable tax rate of 24% (2023: 24%)	123,314,974	33,373,893	5,251,604	2,732,355
Tax effects in respect of:				
Different tax rate in foreign subsidiaries	(27,024,728)	2,510,388	-	-
Non-taxable income	(7,744,124)	(13,473,593)	(10,240,888)	(6,688,408)
Non-deductible expenses	22,035,126	6,668,245	6,951,982	6,538,738
Tax concessions	(28,980,683)	-	-	-
Deferred tax assets not recognised / (Utilisation of deferred tax assets previously not recognised)	2,958,960	7,071,392	(21,120)	(13,354)
	84,559,525	36,150,325	1,941,578	2,569,331
Under/(Over) provision in prior years				
- income tax	4,177,043	799,907	(131,813)	73,730
- deferred tax	(4,082,602)	1,181,737	-	-
	84,653,966	38,131,969	1,809,765	2,643,061

Included in tax concessions amounted to RM27,980,530 is tax concession granted to GCBCS. GCBCS has been approved as an approved global trading company ("AGTC") by a Singapore government agency. As a result, with effect from 1 January 2011, the Company enjoys a concessionary tax rate of 10% on qualifying transaction from trading of cocoa bean and cocoa ingredient products. The concession will expire on 31 December 2028.

- (d) Tax on each component of other comprehensive income is as follows:

Group 2024	Before tax RM	Tax effect RM	After tax RM
Items that may be reclassified subsequently to profit or loss			
Hedge of net investments in foreign operations	8,103,481	-	8,103,481
Foreign currency translation	(53,548,682)	-	(53,548,682)
Share of other comprehensive income of an associate	45,373	-	45,373
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of post-employment benefit obligation	15,835	(3,479)	12,356
	(45,383,993)	(3,479)	(45,387,472)

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

25. TAX EXPENSE (CONT'D)

(d) Tax on each component of other comprehensive income is as follows: (Cont'd)

Group 2023	Before tax RM	Tax effect RM	After tax RM
Items that may be reclassified subsequently to profit or loss			
Hedge of net investments in foreign operations	(15,443,611)	-	(15,443,611)
Foreign currency translation	52,077,066	-	52,077,066
Share of other comprehensive income of an associate	59,282	-	59,282
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of post-employment benefit obligation	116,392	(25,605)	90,787
	36,809,129	(25,605)	36,783,524

26. EARNINGS PER ORDINARY SHARE

(a) Basic

Basic earnings per ordinary share for the financial year is calculated by dividing the profit for the financial year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2024	2023
Profit attributable to equity holders of the parent ("RM")	429,158,425	100,925,917
Weighted average number of ordinary shares in issue	1,174,514,924	1,174,514,924
Basic earnings per ordinary share (sen)	36.54	8.59

(b) Diluted

Diluted earnings per ordinary share for the current and previous financial years is equal to the basic earnings per ordinary share for the respective financial year as there were no outstanding dilutive potential ordinary shares at the end of each reporting period.

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27. DIVIDENDS

	Group	
	2024	2023
In respect of financial year ended 31 December 2024: First interim single tier dividend of 1.0 sen per ordinary share, paid on 27 December 2024	11,745,149	-
In respect of financial year ended 31 December 2023: First interim single tier dividend of 2.0 sen per ordinary share, paid on 19 January 2024	-	23,490,298
	11,745,149	23,490,298

On 26 February 2025, the Board of Directors declared a special single-tier dividend of 1.5 sen per ordinary share amounting to RM17,617,724 in respect of the financial year ended 31 December 2024. The dividend was paid on 9 April 2025 to shareholders at the close of business on 21 March 2025. The dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 December 2025.

The Directors recommend a final single tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2024, which is subject to the approval of members at the forthcoming Annual General Meeting. Such dividend, if approved by the shareholders, will be accounted for in shareholders' equity as an appropriation of retained earnings in the financial year ending 31 December 2025.

28. EMPLOYEE BENEFITS

	Group	
	2024 RM	2023 RM
Salaries, wages and bonuses	178,598,419	156,844,923
Defined contribution plan	9,013,665	6,847,673
Social security contribution	12,171,203	11,156,110
Defined benefit plan	575,447	683,459
Other benefits	11,300,480	9,271,351
	211,659,214	184,803,516

Included in the employee benefits of the Group are Executive Directors' remuneration amounting to RM31,289,722 (2023: RM20,608,432).

NOTES TO THE FINANCIAL STATEMENTS

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29. DIRECTORS' REMUNERATION

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Executive Directors of the Company:				
- Fees	540,000	540,000	-	-
- Other emoluments	19,138,423	15,411,968	-	-
	19,678,423	15,951,968	-	-
Estimated money value of benefits-in-kind	128,212	107,400	-	-
	19,806,635	16,059,368	-	-
Executive Directors of the subsidiaries:				
- Other emoluments	12,151,299	5,196,464	-	-
- Estimated money value of benefits-in-kind	25,079	17,400	-	-
	12,176,378	5,213,864	-	-
Total Executive Directors' remuneration	31,983,013	21,273,232	-	-
Non-Executive Directors of the Company:				
- Fees	220,800	225,257	220,800	225,257
- Other emoluments	10,000	11,100	10,000	11,100
	230,800	236,357	230,800	236,357
Total Directors' remuneration including benefits-in-kind	32,213,813	21,509,589	230,800	236,357

NOTES TO THE FINANCIAL STATEMENTS

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30. FINANCIAL GUARANTEE CONTRACTS

	Company	
	2024 RM	2023 RM
Corporate guarantees – unsecured		
Issued to banks for banking facilities granted to subsidiaries		
- limit of guarantee	4,503,543,239	2,519,304,428
- amount utilised	(3,619,976,330)	(1,569,600,819)

Financial guarantee contracts issued by the Company are those contracts that require payments to be made to reimburse the holders for losses they incur because the specified debtors fail to make payments when due in accordance with the terms of debt instruments.

Financial guarantee contracts are recognised as financial liabilities at the time the guarantees are issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with the expected loss model under MFRS 9 (using the similar approach as disclosed in Note 12(g) to the financial statements) and the amount initially recognised less amortisation.

Financial guarantee have not been recognised since the fair value was not material on initial recognition. As at the of the reporting period, there was no indication that any subsidiary would default on repayment.

31. RELATED PARTY DISCLOSURES

(a) Identities of related parties

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

The Company has related party relationships with its direct, indirect subsidiaries, associates and ultimate holding company. In addition, the Company also has related party relationships with the following party:

Related party	Relationship with the Group
Enrich Mix Sdn. Bhd.	A related party by virtue of the directorship of certain Directors of the Company, Tay Hoe Lian and his alternate director, Hia Cheng.

NOTES TO THE FINANCIAL STATEMENTS

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31. RELATED PARTY DISCLOSURES (CONT'D)

- (b) In addition to the transactions and balances detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year:

	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Holding Company				
- Management fee income	-	-	56,000	10,000
Subsidiaries				
- Management fee income	-	-	38,000	48,000
- Interest income	-	-	21,059,992	27,171,210
Related party				
- Sale of goods	9,654,162	4,266,742	-	-
Associate				
- Sale of goods	7,901,193	3,447,097	-	-

Material balances of the above related parties are disclosed in Note 12 and Note 21 to the financial statements.

The related party transactions described above were carried out based on negotiated terms and conditions and mutually agreed with the related parties.

- (c) Compensation of key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director (whether executive or otherwise) and any other members of key management personnel of the Group and the Company.

	Note	Group		Company	
		2024 RM	2023 RM	2024 RM	2023 RM
Directors' remuneration including estimated money value of benefits-in-kind	29	32,213,813	21,509,589	230,800	236,357
Other key management personnel's remuneration		4,476,676	4,085,620	-	-
		36,690,489	25,595,209	230,800	236,357

NOTES TO THE FINANCIAL STATEMENTS

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32. OPERATING SEGMENTS

Guan Chong Berhad and its subsidiaries are principally engaged in investment holding, manufacturing, distributing and trading in cocoa butter, cocoa cake, cocoa powder and cocoa-derived food ingredients.

Guan Chong Berhad has arrived at five (5) reportable segments that are Malaysia, Singapore, Indonesia, Germany and Ivory Coast.

Other operating segments that do not constitute reportable segments comprise operations related to investment holding and provision of management services.

The accounting policies of operating segments are the same as those described in the notes to financial statements.

Inter-segment revenue is priced along the same lines as sales to external customers and conditions and is eliminated on the consolidated financial statements. These policies have been applied constantly throughout the current and previous financial years.

The respective subsidiaries' chief operating decision maker monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on segment profit or loss before tax, interest, depreciation and amortisation.

Segment assets

The amounts provided to the chief operating decision maker with respect to total assets are based on all assets allocated to each reportable segment other than deferred income tax assets and tax recoverable.

Segment liabilities

The amounts provided to the chief operating decision maker with respect to total liabilities are based on all liabilities allocated to each reportable segment other than income tax liabilities and borrowings.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

32. OPERATING SEGMENTS (CONT'D)

The following tables provide an analysis of the Group's revenue, results, assets, liabilities and other information by geographical segments:

2024	Malaysia RM	Singapore RM	Indonesia RM	Germany RM	Ivory Coast RM	Others RM	Eliminations RM	Consolidated RM
Revenue								
Total external revenue	3,208,974,930	4,675,649,516	649,360,284	1,753,774,038	9,891	154,751,023	-	10,442,519,682
Inter-segment revenue	5,675,584,936	9,266,782,974	3,348,428,560	3,253,898	1,038,415,496	63,297,087	(19,395,762,951)	-
Total revenue	8,884,559,866	13,942,432,490	3,997,788,844	1,757,027,936	1,038,425,387	218,048,110	(19,395,762,951)	10,442,519,682
Segment results								
Interest income	270,086,667	482,646,907	68,256,133	22,485,512	71,589,888	74,430,448	(110,637,272)	878,858,283
Finance cost	632,602	789,082	232,386	-	-	457,451	-	2,111,521
Depreciation and amortisation	(143,344,920)	(118,305,860)	(2,748,250)	(9,864,598)	(29,990,593)	(38,369,853)	60,135,674	(282,488,400)
	(23,796,646)	(1,005,574)	(19,425,700)	(22,967,080)	(11,329,301)	(6,144,712)	-	(84,669,013)
Segment profit before tax								
Tax expense								513,812,391
Profit for the financial year								(84,653,966)
								429,158,425

NOTES TO THE FINANCIAL STATEMENTS

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32. OPERATING SEGMENTS (CONT'D)

The following tables provide an analysis of the Group's revenue, results, assets, liabilities and other information by geographical segments: (Cont'd)

2024	Malaysia RM	Singapore RM	Indonesia RM	Germany RM	Ivory Coast RM	Others RM	Eliminations RM	Consolidated RM
Segment assets								
Current tax assets	3,435,159,362	3,804,971,339	1,434,071,625	499,005,070	805,799,055	489,909,197	-	10,468,915,648
Deferred tax assets								23,146,109
								1,460,785
Total assets								10,493,522,542
Segment liabilities								
Current tax liabilities	590,870,874	2,842,859,302	233,235,182	183,053,373	53,800,772	31,533,416	-	3,935,352,919
Deferred tax liabilities								63,410,067
Borrowings								67,499,961
Lease liabilities								4,235,683,417
								66,775,911
Total liabilities								8,368,722,275
Other information:								
Capital expenditure	37,839,413	-	14,916,796	6,039,602	49,953,280	40,615,593	-	149,364,684
Net fair value (gain)/loss on derivatives	(7,474,122)	(804,115,059)	-	671,556	-	(8,125,192)	-	(819,042,817)
Non-cash expenses (other than depreciation and amortisation)	37,093,345	4,948,503	4,531,497	8,440,903	820,638	828,641	-	56,663,527

NOTES TO THE FINANCIAL STATEMENTS

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32. OPERATING SEGMENTS (CONT'D)

The following tables provide an analysis of the Group's revenue, results, assets, liabilities and other information by geographical segments: (Cont'd)

2023	Malaysia RM	Singapore RM	Indonesia RM	Germany RM	Ivory Coast RM	Others RM	Eliminations RM	Consolidated RM
Revenue								
Total external revenue	1,494,284,440	2,128,126,241	311,682,938	1,294,773,727	49,130	91,924,772	-	5,320,841,248
Inter segment revenue	2,475,316,509	3,767,851,654	1,263,652,740	1,889,699	691,168,753	109,876,398	(8,309,755,753)	-
Total revenue	3,969,600,949	5,895,977,895	1,575,335,678	1,296,663,426	691,217,883	201,801,170	(8,309,755,753)	5,320,841,248
Segment results								
Interest income	152,931,124	63,862,163	39,052,592	78,382,255	47,339,782	15,485,448	(37,102,228)	359,951,136
Finance cost	245,068	672,405	96,978	39	-	1,341,788	-	2,356,278
Depreciation and amortisation	(83,137,297)	(53,490,164)	(410,410)	(10,122,685)	(16,562,274)	(26,933,475)	45,116,722	(145,539,563)
	(21,822,926)	(802,416)	(20,189,509)	(21,414,627)	(10,443,128)	(3,037,339)	-	(77,709,945)
Segment profit before tax								
Tax expense								139,057,886
								(38,131,969)
Profit for the financial year								100,925,917

NOTES TO THE FINANCIAL STATEMENTS

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32. OPERATING SEGMENTS (CONT'D)

The following tables provide an analysis of the Group's revenue, results, assets, liabilities and other information by geographical segments: (Cont'd)

2023	Malaysia RM	Singapore RM	Indonesia RM	Germany RM	Ivory Coast RM	Others RM	Eliminations RM	Consolidated RM
Segment assets	1,910,222,718	1,236,119,144	920,803,679	430,753,346	565,529,316	412,947,438	-	5,476,375,641
Current tax assets								23,924,521
Deferred tax assets								1,617,975
Total assets								5,501,918,137
Segment liabilities	401,518,320	714,063,197	58,128,994	90,091,791	72,555,621	59,681,235	-	1,396,039,158
Current tax liabilities								14,144,113
Deferred tax liabilities								80,257,176
Borrowings								2,181,833,174
Lease liabilities								76,870,053
Total liabilities								3,794,143,674
Other information								
Capital expenditure	50,776,435	8,780	9,307,219	22,940,389	36,532,673	81,359,215	-	200,924,711
Net fair value loss/(gain) on derivatives	5,877,342	(313,525,125)	-	451,730	-	15,468,947	-	(291,727,106)
Non-cash expenses/(income) (other than depreciation and amortisation)	16,438,871	(9,595,513)	(137,127)	1,305,382	69,432	(4,359,282)	-	3,721,763

NOTES TO THE FINANCIAL STATEMENTS

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33. FINANCIAL INSTRUMENTS

(a) Capital management

The Group manages its capital to ensure that entities within the Group would be able to maintain an optimal capital structure so as to support its businesses and maximise shareholders' value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group manages its capital based on debt-to-equity ratio that complies with debt covenants and regulatory, if any. The debt-to-equity ratio is calculated as net debt divided by total equity. The Group includes within net debt, loans and borrowings and lease liabilities from financial institutions less cash and bank balances. Capital includes equity attributable to the owners of the parent.

As it is common in the cocoa industry for manufacturers or processors to carry cocoa beans inventory that are sufficient to mitigate the impact of seasonality and varieties of crops, and normally the bean inventory is financed through trade finance facilities. The interest cost of this is recouped and imputed through cocoa product pricing. In order to reflect better Group's gearing position, the net debt is adjusted to exclude trade finance facilities which are used to finance cocoa bean or raw material. There was no change in the Group's approach to capital management during the reporting period.

The debt-to-equity ratio of the Group at the end of the reporting period was as follows:

	Note	Group	
		2024 RM	2023 RM
Borrowings	18	4,235,683,417	2,181,833,174
Lease liabilities owing to financial institutions	6	22,421,469	28,579,910
Less: Cash and bank balances	14	(241,689,680)	(85,094,481)
Net debt		4,016,415,206	2,125,318,603
Total equity		2,124,800,267	1,752,774,463
Debt-to-equity ratio (time)		1.89	1.21

The Group is not subject to any other externally imposed capital requirements.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (CONT'D)

(b) Methods and assumptions used to estimate fair value

The fair values of financial assets and financial liabilities are determined as follows:

(i) Financial instruments that are not carried at fair value and whose carrying amounts are at reasonable approximation of fair value

The carrying amounts of financial assets and financial liabilities, such as trade and other receivables, trade and other payables and floating rate borrowings, are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

The carrying amounts of the current position of borrowings are reasonable approximation of fair values due to the insignificant impact of discounting.

(ii) Derivatives

The fair values of commodity futures contracts and firm purchase commitments denominated in foreign currency are determined based on the quoted closing price on the relevant commodity markets at the end of the reporting period.

The fair value of a forward foreign exchange contract is the amount that would be payable or receivable upon termination of the outstanding position arising and is determined by reference to the difference between the contracted rate and the forward exchange rate as at the end of each reporting period applied to a contract of similar amount and maturity profile.

The fair value of the interest rate swap contracts is the amount that would be payable or receivable upon termination of the position at the end of each reporting period, and is calculated as the difference between the present value of the estimated future cash flows at the contracted rate compared to that calculated at the spot rate as at the end of each reporting period.

(c) Fair value hierarchy

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

(i) The fair value of forward exchange contracts is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest.

(ii) Fair value of non-derivative financial liabilities, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period. For other borrowings, the market rate of interest is determined by reference to similar borrowing arrangements.

Level 3 fair value measurements are those derived from inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair value hierarchy (Cont'd)

The following tables set out the financial instruments carried at fair value, together with their fair values and carrying amounts shown in the statements of financial position.

Group 2024	Fair value of financial instruments carried at fair value			Fair value of financial instruments not carried at fair value			Total fair value RM	Carrying amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
Financial assets								
Fair value through profit or loss								
Derivative financial assets								
- Commodity futures contracts	-	248,002,242	-	-	-	-	248,002,242	248,002,242
- Commodity option contracts	-	433,995,519	-	-	-	-	433,995,519	433,995,519
- Foreign currency forward contracts	-	10,078,200	-	-	-	-	10,078,200	10,078,200
- Firm purchase commitments denominated in foreign currency	-	1,198,924,478	-	-	-	-	1,198,924,478	1,198,924,478
	-	1,891,000,439	-	-	-	-	1,891,000,439	1,891,000,439
Financial liabilities								
Fair value through profit or loss								
Derivative financial liabilities								
- Commodity futures contracts	-	405,954,448	-	-	-	-	405,954,448	405,954,448
- Commodity option contracts	-	398,798,437	-	-	-	-	398,798,437	398,798,437
- Cross currency swap contracts	-	11,443,011	-	-	-	-	11,443,011	11,443,011
- Foreign currency forward contracts	-	556,817	-	-	-	-	556,817	556,817
	-	816,752,713	-	-	-	-	816,752,713	816,752,713

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair value hierarchy (Cont'd)

The following tables set out the financial instruments carried at fair value, together with their fair values and carrying amounts shown in the statements of financial position. (Cont'd)

Group 2023	Fair value of financial instruments carried at fair value			Fair value of financial instruments not carried at fair value			Total fair value RM	Carrying amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
Financial assets								
Fair value through profit or loss								
Derivative financial assets								
- Commodity futures contracts	-	50,556,339	-	-	-	-	50,556,339	50,556,339
- Commodity option contracts	-	31,325,396	-	-	-	-	31,325,396	31,325,396
- Foreign currency forward contracts	-	820,162	-	-	-	-	820,162	820,162
- Firm purchase commitments denominated in foreign currency	-	383,852,125	-	-	-	-	383,852,125	383,852,125
	-	466,554,022	-	-	-	-	466,554,022	466,554,022
Financial liabilities								
Fair value through profit or loss								
Derivative financial liabilities								
- Commodity futures contracts	-	122,863,220	-	-	-	-	122,863,220	122,863,220
- Commodity option contracts	-	67,922,563	-	-	-	-	67,922,563	67,922,563
- Cross currency swap contracts	-	19,568,203	-	-	-	-	19,568,203	19,568,203
- Foreign currency forward contracts	-	995,127	-	-	-	-	995,127	995,127
	-	211,349,113	-	-	-	-	211,349,113	211,349,113

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

33. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair value hierarchy (Cont'd)

The following tables set out the financial instruments carried at fair value, together with their fair values and carrying amounts shown in the statements of financial position. (Cont'd)

Company	Fair value of financial instruments carried at fair value			Fair value of financial instruments not carried at fair value			Total fair value RM	Carrying amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
2024								
Financial liabilities								
Fair value through profit or loss								
Derivative financial liabilities								
- Cross currency swap contracts	-	11,443,011	-	-	-	-	11,443,011	11,443,011
2023								
Financial liabilities								
Fair value through profit or loss								
Derivative financial liabilities								
- Cross currency swap contracts	-	19,568,203	-	-	-	-	19,568,203	19,568,203

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management objective is to optimise value creation for its shareholders whilst minimising the potential adverse impact arising from fluctuations in foreign currency exchange, interest rates and unpredictably of the financial markets.

The Group operates within an established risk management framework and clearly defined guidelines that are regularly reviewed by the Board of Directors. Financial risk management is carried out through risk review, internal control systems and adherence to the Group financial risk management policies. The Group is exposed mainly to credit risk, foreign currency risk, interest rate risk, commodity price risk as well as liquidity and cash flow risk. Information on the management of the related exposures is detailed below.

(i) Credit risk

Cash deposits and trade receivables could give rise to credit risk which requires the loss to be recognised if a counter party fails to perform as contracted. The counter parties are major international institutions and reputable multinational organisations. It is the policy of the Group to monitor the financial standing of these counter parties on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

The Group's primary exposure to credit risk arises through its trade and other receivables. The Group's trading terms with its customers are mainly on credit. The credit period is generally for a period of 30 days to 180 days (2023: 30 days to 180 days). Each customer has a maximum credit limit and the Group seeks to maintain strict control over its outstanding receivables via a credit control officer to minimise credit risk. Overdue balances are reviewed regularly by senior management.

The Company provides financial guarantee to financial institutions for credit facilities granted to certain subsidiaries. The Company monitors the results of these subsidiaries regularly and repayments made by the subsidiaries.

Credit risk concentration profile

The Group's major concentration of credit risk relates to the amounts owing by two (2) customers (2023: two (2) customers) which constituted approximately 23% (2023: 14%) of its trade receivables at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(i) Credit risk (Cont'd)

Credit risk concentration profile (Cont'd)

The Group determines concentration of credit risk by monitoring the country and industry sector profiles of its trade receivables (including amounts owing by a related party and associate) on an ongoing basis. The credit risk concentration profile of the trade receivables of the Group at the end of each reporting period are as follows:

	Group		Group	
	2024 RM	2024 % of total	2023 RM	2023 % of total
By Country				
United States of America	128,912,979	13.9	27,033,893	5.7
Netherlands	104,695,725	11.3	12,278,415	2.6
Switzerland	93,930,756	10.2	25,346,176	5.3
Malaysia	88,964,257	9.6	43,654,582	9.2
Indonesia	81,854,178	8.9	82,882,190	17.5
China	61,523,795	6.7	60,315,032	12.7
Singapore	55,571,987	6.0	33,785,329	7.1
India	49,341,505	5.3	20,381,812	4.3
Japan	31,491,856	3.4	18,567,990	3.9
Russia	28,934,573	3.1	3,970,329	0.9
Italy	11,936,848	1.3	6,216,003	1.3
Brazil	11,549,924	1.2	19,858,732	4.2
Germany	11,294,342	1.2	27,676,277	5.8
Other countries	164,314,766	17.9	92,526,616	19.5
	924,317,491	100.0	474,493,376	100.0

The maximum exposure to credit risk in relation to financial guarantee contracts provided as credit enhancements to the secured loans of subsidiaries amounts to RM3,619,976,330 (2023:RM1,569,600,819) representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument would fluctuate because of changes in foreign exchange rates.

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than the respective functional currencies of entities within the Group. The currencies giving rise to this risk are primarily United States Dollar ("USD"), British Pound ("GBP"), Euro ("EUR") and CFA Franc ("FCFA"). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level. On occasion, the Group enters into forward currency contracts to hedge against its foreign currency risk. The Group also holds cash and bank balances denominated in foreign currencies for working capital purposes.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(ii) Foreign currency risk (Cont'd)

The majority of the Group transactional currency risk arises from its foreign currency based forward sales and purchase of commodity items, contracted along the cocoa bean price chain. These non-financial forward contracts denominated in foreign currency are exposed to economic risk due to currency fluctuations and accounted as financial instruments with fair value impact to its financial statements. These forward contracts on fulfillment at maturity will result in book receivables or payables in foreign currency.

The Group entity's currency exposure and corresponding foreign currency contract are mark-to-market and fair value quarterly for operational hedge effectiveness testing and for management reporting and oversight. Monthly long-short positions on foreign currencies and foreign currency derivatives are also produced for timely control and intervention.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity analysis of the Group and the Company to a reasonably possible change in USD, GBP, EUR and FCFA against the respective functional currencies of the Group entities, with all other variables held constant, comparatives have been restated to conform with current year's presentation:

Effect of 5.0% (2023: 5.0%) changes to RM against foreign currencies	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit after tax and equity:				
USD/RM - Strengthen	(134,534,600)	(45,545,900)	6,075,300	5,888,000
- Weaken	134,534,600	45,545,900	(6,075,300)	(5,888,000)
GBP/RM - Strengthen	(47,361,400)	(22,539,500)	-	-
- Weaken	47,361,400	22,539,500	-	-
EUR/RM - Strengthen	23,967,000	5,470,200	-	-
- Weaken	(23,967,000)	(5,470,200)	-	-
FCFA/RM - Strengthen	5,781,900	2,707,500	-	-
- Weaken	(5,781,900)	(2,707,500)	-	-

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the financial instruments of the Group would fluctuate because of changes in market interest rates. The exposures to market risk of the Group for changes in interest rates relates primarily to the deposits placed with licensed banks and interest bearing borrowings of the Group. There is no formal hedging policy with respect to interest rate exposure.

The following table sets out the carrying amounts, the weighted average effective interest rates as at the end of the reporting period and the remaining maturities of the financial instruments of the Group that are exposed to interest rate risk:

Group	Note	Weighted average effective interest rate %	Within 1 year RM	1-5 years RM	More than 5 years RM	Total RM
At 31 December 2024						
Fixed rates						
Deposits with licensed banks	14	3.95	31,545,825	-	-	31,545,825
Revolving credits	18	5.37	(149,595,450)	-	-	(149,595,450)
Sukuk Wakalah	18	4.50	-	(450,000,000)	(150,000,000)	(600,000,000)
Trade loans	18	6.04	(3,097,400,602)	-	-	(3,097,400,602)
Floating rates						
Bank overdrafts	18	3.57	(2,745,516)	-	-	(2,745,516)
Term loans	18	6.57	(187,286,604)	(163,029,086)	(35,626,159)	(385,941,849)
At 31 December 2023						
Fixed rates						
Deposits with licensed banks	14	3.85	30,896,942	-	-	30,896,942
Revolving credits	18	6.08	(179,834,266)	-	-	(179,834,266)
Sukuk Wakalah	18	4.50	-	(450,000,000)	(150,000,000)	(600,000,000)
Trade loans	18	6.42	(1,332,568,357)	-	-	(1,332,568,357)
Floating rate						
Term loans	18	3.21	(21,430,643)	(47,999,908)	-	(69,430,551)

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(iii) Interest rate risk (Cont'd)

The following table sets out the carrying amounts, the weighted average effective interest rates as at the end of the reporting period and the remaining maturities of the financial instruments of the Company that are exposed to interest rate risk: (Cont'd)

Company	Note	Weighted average effective interest rate %	Within 1 year RM	1–5 years RM	More than 5 years RM	Total RM
At 31 December 2024						
Fixed rates						
Amounts owing by a subsidiary	12	4.65	146,713,025	383,921,534	-	530,634,559
Deposits with licensed banks	14	3.00	14,408,800	-	-	14,408,800
Sukuk Wakalah	18	4.50	-	(450,000,000)	(150,000,000)	(600,000,000)
Floating rate						
Term loan	18	5.51	(150,000,000)	-	-	(150,000,000)
At 31 December 2023						
Fixed rates						
Amounts owing by a subsidiary	12	4.27	-	388,240,401	-	388,240,401
Deposits with licensed banks	14	3.00	13,988,800	-	-	13,988,800
Sukuk Wakalah	18	4.50	-	(450,000,000)	(150,000,000)	(600,000,000)

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(iii) Interest rate risk (Cont'd)

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity analysis of the Group and of the Company if interest rates at the end of the reporting period changed by 100 basis points with all other variables held constant.

Effect of 1.0% (2023: 1.0%) changes to interest rate	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit after tax and equity:				
- Increase	(2,954,000)	(528,000)	1,140,000	-
- Decrease	2,954,000	528,000	(1,140,000)	-

The assumed movement in basis points for interest rate sensitivity analysis is based on current observable market environment.

(iv) Commodity price risk

Commodity traded by the Group is subject to fluctuations due to a number of factors that result in price risk. The Group enters into commodity derivatives for trading purposes with the purpose of managing market exposure to adverse price movement in this commodity. The Group's trading market risk appetite is determined by the Board of Directors.

Sensitivity analysis for commodity price risk

The following table demonstrates the sensitivity analysis of the Group if commodity price index at the end of reporting date changed by 1% with all other variables held constant.

Effect of 1.0% (2023: 1.0%) changes to commodity price	Group		Company	
	2024 RM	2023 RM	2024 RM	2023 RM
Profit after tax and equity:				
- Increase	(2,536,000)	7,459,000	-	-
- Decrease	2,536,000	(7,459,000)	-	-

(v) Liquidity and cash flow risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group would encounter difficulty in meeting its financial obligations when due.

The Group monitors and maintains a level of cash and bank balances deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(v) Liquidity and cash flow risk (Cont'd)

The table below summarises the maturity profile of the liabilities of the Group and of the Company at the end of each reporting period based on contractual undiscounted repayment obligations.

At 31 December 2024	On demand or within one year RM	One to five years RM	Over five years RM	Total RM
Group				
Trade and other payables	3,116,266,998	-	-	3,116,266,998
Borrowings	3,503,957,429	716,264,721	190,315,792	4,410,537,942
Derivative financial liabilities	816,752,713	-	-	816,752,713
Lease liabilities	17,065,916	43,702,507	38,226,485	98,994,908
	7,454,043,056	759,967,228	228,542,277	8,442,552,561
Company				
Trade and other payables	11,388,865	-	-	11,388,865
Derivative financial liabilities	11,443,011	-	-	11,443,011
Borrowings	180,409,315	520,294,932	150,646,027	851,350,274
Financial guarantee contracts	3,619,976,330	-	-	3,619,976,330
	3,823,217,521	520,294,932	150,646,027	4,494,158,480

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(v) Liquidity and cash flow risk (Cont'd)

The table below summarises the maturity profile of the liabilities of the Group and of the Company at the end of each reporting period based on contractual undiscounted repayment obligations. (Cont'd)

At 31 December 2023	On demand or within one year RM	One to five years RM	Over five years RM	Total RM
Group				
Trade and other payables	1,181,616,204	-	-	1,181,616,204
Borrowings	1,574,219,545	579,030,511	158,506,027	2,311,756,083
Derivative financial liabilities	211,349,113	-	-	211,349,113
Lease liabilities	20,646,829	46,790,902	41,259,844	108,697,575
	2,987,831,691	625,821,413	199,765,871	3,813,418,975
Company				
Trade and other payables	31,617,353	-	-	31,617,353
Derivative financial liabilities	19,568,203	-	-	19,568,203
Borrowings	27,058,932	538,095,041	158,506,027	723,660,000
Financial guarantee contracts	1,569,600,819	-	-	1,569,600,819
	1,647,845,307	538,095,041	158,506,027	2,344,446,375

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2024

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(vi) Net investment hedge

The Group's foreign operations of various functional currencies when translated into its parent's reporting currency based on closing rates (for assets and liabilities) and average transaction rates (for income and expenses) at consolidation, gives rise to foreign currency translation gain or loss that will be recognised in other comprehensive income.

A foreign currency exposure arises from the Group's net investment in its Singapore subsidiary that has a USD functional currency. The risk arises from the fluctuation in spot exchange rates between USD and RM, which causes the amount of the net investment to vary. The hedged risk in the net investment hedge is the risk of a weakening USD against the RM that will result in a reduction in the carrying amount of the Group's net investment in the Singapore subsidiary.

Part of the Group's net investment in its Singapore subsidiary is hedged by cross currency swap contracts, which mitigates the foreign currency risk arising from the subsidiary's net assets. The swap contracts are designated as a hedging instrument for the changes in the value of the net investment that is attributable to changes in the RM/USD spot rate. The Group applies a hedge ratio 1:1.

To assess hedge effectiveness, the Group determines the economic relationship between the hedging instrument and the hedged item by comparing changes in the carrying amount of the swap contracts that is attributable to a change in the mark-to-market with changes in the investment in the foreign operation due to movements in the spot rate. The Group's policy is to hedge the net investment only to the extent of the swap contracts principal.

The amount related to items designated as hedged items of the Group were as follows:

	Group	
	2024 RM	2023 RM
Overseas subsidiary		
Changes in value used for calculating hedge effectiveness	(11,566,454)	(19,669,935)
Foreign currency translation reserve	(11,566,454)	(19,669,935)
Balance remaining in the foreign currency translation reserve from hedging relationship for which hedge accounting is no longer applied	-	-

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(vi) Net investment hedge (Cont'd)

The amounts related to items designated as hedging instruments of the Group were as follows:

	Notional amount RM	Carrying amount of liabilities RM	Line item in the statement of financial position where the hedging instrument is included	Hedging gain or loss recognised in OCI RM	Hedge ineffectiveness recognised in profit or loss RM	Line item in the statement of comprehensive income that includes hedge ineffectiveness
Cross currency swap contracts						
2024	308,222,221	(11,443,011)	Derivative financial liabilities	(11,566,454)	-	Other expenses
2023	316,058,557	(19,568,203)	Derivative financial liabilities	(19,669,935)	-	Other expenses

35. SIGNIFICANT EVENT SUBSEQUENT TO THE END OF THE REPORTING PERIOD

On 10 January 2025, GCBCS entered into a share sale agreement with Conseil du Café-Cacao for the acquisition of 500,000 share capital representing 25% of the total registered share capital of Transcao Côte D'Ivoire, a company incorporated in Ivory Coast, for a total purchase consideration of FCFA18,418,243,221 (equivalent to EUR28,078,431).

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LIST OF PROPERTIES

Location	Tenure/Term of lease	Approx. Land Area (sq m)	Approx. Age of Building	Existing Use	Date of Acquisition	Net Book Values @ 31 December 2024
Malaysia						
PLO273 Jalan Timah 2, 81700 Pasir Gudang, Johor	60 years (expiring on 8 May 2043)	7,976	34 years (Main factory and office) 28 years (second factory)	Industrial premises / factory consists of GCCM main office, production area for GCCM and temporary warehouse	7 December 1989	5,796,590
No. 49 Jalan 10/9, Perjiranan 10, Pasir Gudang, Johor	99 years (expiring on 6 May 2082)	143	41 years	Hostel	28 July 1994	41,112
PLO725, Jalan Keluli 9, 81700 Pasir Gudang, Johor	60 years (expiring on 17 February 2068)	27,523	18 years	Factory / warehouse	9 January 2006	16,819,187
Lot 4-0104(P) Mukim of Plentong, Johor	Freehold	3,502	N/A	Industrial land	1 July 2013	2,032,207
Lot 4-0117 Mukim of Plentong, Johor	Freehold	4,073	N/A	Industrial land	1 July 2013	2,364,104
Lot 4-0118 Mukim of Plentong, Johor	Freehold	4,073	N/A	Industrial land	1 July 2013	2,364,104
Lot 4-0119 Mukim of Plentong, Johor	Freehold	4,073	N/A	Industrial land	1 July 2013	2,364,104
Lot 4-0120 Mukim of Plentong, Johor	Freehold	5,565	7 years (Warehouse)	Warehouse	1 July 2013	7,056,534
Lot D30 & D31, Distripark B, Pelepas Free Zone, Johor	13 years (expiring on 23 March 2025)	16,107	14 years	Rental	2 July 2014	13,029,880
PLO81, Jalan Timah 3, 81700 Pasir Gudang, Johor	60 years (expiring on 21 July 2036)	12,747	2 years	Industrial land	4 January 2019	11,274,921
PLO207, Jalan Tembaga Satu, 81700 Pasir Gudang, Johor	60 years (expiring on 30 September 2045)	8,093.71	7 years (Main office and factory)	Industrial premises / factory consists of GCBCM main office, production area for GCBCM and temporary warehouse	26 December 1990	14,847,429
PLO233, Jalan Tembaga Satu, 81700 Pasir Gudang, Johor	60 years (expiring on 16 January 2049)	8,044	38 years	Industrial premises with a two storey office, a single storey factory and warehouse	15 October 2020	14,094,156

LIST OF PROPERTIES

Location	Tenure/Term of lease	Approx. Land Area (sq m)	Approx. Age of Building	Existing Use	Date of Acquisition	Net Book Values @ 31 December 2024
PLO308, Jalan Tembaga Dua, 81700 Pasir Gudang, Johor	60 years (expiring on 22 September 2045)	8,093	38 years	Industrial premises/ factory / warehouse	15 October 2020	14,192,120
PLO480, Jalan Keluli Tiga, 81700 Pasir Gudang, Johor	60 years (expiring on 17 October 2053)	20,234	13 years	Warehouse	30 June 2021	9,854,570
PLO546, Jalan Keluli Sepuluh, 81700 Pasir Gudang, Johor	60 years (expiring on 7 October 2057)	20,166	16 years	Warehouse	30 June 2021	8,200,532
Lot 211016 Mukim of Plentong, Johor	Freehold	25,750	N/A	Commercial land	7 August 2023	32,853,663
Singapore						
The Cascadia 943 Bukit Timah Road #05-47 Singapore 589659	Freehold	111	15 years	Residential	17 January 2011	3,321,567
1 Commonwealth Lane #08-04 One Commonwealth Singapore 149544	30 years (expiring on 28 February 2038)	111	17 years	Rental	19 January 2011	1,267,793
12 Woodlands Square #03-68 Woods Square Singapore 737715	89 years (expiring on 14 July 2113)	145	1 year	Rental	9 October 2024	10,604,632
United States						
400, Eagle Court Swedesboro, Logan Township, Gloucester County, NJ 08085	Freehold	6,113.02	N/A	Industrial premises / Factory consists of CCC main office, production area for CCC	10 April 2017	8,398,192
Côte d'Ivoire						
Zone Industrielle de San Pédro Bardot 18, Lot 208 TF No. 1138 Bas-Cavally, Côte d'Ivoire	Leasehold	63,566	3 years	Industrial premises / factory consists of GCBCCI main office and production area for GCBCCI	28 January 2019	149,488,613
Indonesia						
Komplek Tunas Industrial Estate Type 7 No. A-F, Batam, Indonesia	30 years (expiring on 24 August 2030)	33,181	15 years	Industrial premises / Factory consists of PT Asia main office, production area for PT Asia	21 June 2010	33,570,968
Komplek Tunas Industrial Estate Type 7 No. 7-G, Batam, Indonesia	Leasehold (expiring on 24 August 2030)	6,985	19 years	Industrial premises and warehouse	17 March 2011	3,495,807

LIST OF PROPERTIES

Location	Tenure/Term of lease	Approx. Land Area (sq m)	Approx. Age of Building	Existing Use	Date of Acquisition	Net Book Values @ 31 December 2024
Komplek Tunas Industrial Estate Type 6 No. 6-D, Batam, Indonesia	Leasehold (expiring on 24 August 2030)	1,257	19 years	Industrial premises and warehouse	17 March 2011	864,678
Komplek Tunas Industrial Estate Type 7 No. 7-H, Batam, Indonesia	Leasehold (expiring on 24 August 2030)	4,388	18 years	Industrial premises and warehouse	4 August 2020	6,414,076
Komplek Tunas Industrial Estate Type 7 No. 7-I, Batam, Indonesia	Leasehold (expiring on 24 August 2030)	4,513	18 years	Industrial premises and warehouse	11 January 2021	6,963,643
Komplek Perumahan Diamond Palace Blok B No. 26, Batam, Indonesia	Leasehold (expiring on 13 August 2030)	170	20 years	Hostel	23 September 2011	439,745
Komplek Perumahan Purimas Residence Blok B3 No. 11, Batam, Indonesia	Leasehold (expiring on 28 May 2030)	132	19 years	Hostel	6 May 2011	157,272
Komplek Perumahan Purimas Residence Blok B3 No. 15, Batam, Indonesia	Leasehold (expiring on 28 May 2030)	132	19 years	Hostel	6 May 2011	157,272
Komplek Perumahan Purimas Residence Blok B5 No. 23, Batam, Indonesia	Leasehold (expiring on 28 May 2030)	132	21 years	Hostel	6 May 2011	157,272
Kawasan Industri Kelurahan IV, Blok 5 Kelurahan Belian Kecamatan Batam Kota, Batam, Indonesia	Leasehold (expiring on 8 August 2031)	30,000	12 years	Industrial premises and warehouse	10 January 2012	33,575,673
Komplek Tunas Industrial Estate Type 6 No. 6-C, Batam, Indonesia	Leasehold (expiring on 24 August 2030)	942	19 years	Industrial premises and warehouse	8 June 2012	853,547
Kawasan Daan Mogot Arcadia, Rukan Daan Mogot Permai Blok G15 No.5 & 6, Jl Raya Daan Mogot KM 21, Batu Ceper, Tangerang 15122, Indonesia.	Leasehold (expiring on 4 August 2035)	864	12 years	Industrial premises	2 October 2012	2,794,191
Palu warehouse Jalan Trans Sulawesi, Kelurahan Taipa, Kecamatan Palu Utara, Kota Palu 94147, Sulawesi Tengah.	Leasehold (expiring on 22 January 2027)	15,551	18 years	Warehouse	13 December 2013	6,707,472
Makassar Warehouse Jl. Kima 10 Kav A/5-a Makassar 90241, Sulawesi Selatan	Leasehold (expiring on 29 October 2028)	10,890	26 years	Warehouse	10 December 2013	4,454,619

LIST OF PROPERTIES

Location	Tenure/Term of lease	Approx. Land Area (sq m)	Approx. Age of Building	Existing Use	Date of Acquisition	Net Book Values @ 31 December 2024
Komplek Villa Bukit Indah Blok H3 No.1, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	174	9 years	Hostel	29 December 2015	523,947
Komplek Villa Bukit Indah Blok H3 No.2, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.3, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.3A, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.5, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.6, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.9, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.10, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.11, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.12, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.12A, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	112	9 years	Hostel	29 December 2015	338,759
Komplek Villa Bukit Indah Blok H3 No.12B, Batam, Indonesia	Leasehold (expiring on 03 October 2031)	174	9 years	Hostel	29 December 2015	523,947
Rukan Daan Mogot Permai Blok G15 No.1 Jalan Raya Daan Mogot KM 21 Batu Ceper, Tangerang 15122, Indonesia	Leasehold (expiring on 21 August 2039)	605	6 years	Warehouse	22 August 2019	2,021,708

LIST OF PROPERTIES

Location	Tenure/Term of lease	Approx. Land Area (sq m)	Approx. Age of Building	Existing Use	Date of Acquisition	Net Book Values @ 31 December 2024
Germany						
Neckarvorlandstraße 21-25, 68159 Mannheim, Germany	Freehold	13,044	54 years	Industrial premises / factory consists of SVG main office, production area for SVG and residential building	1 January 2020	28,860,133
Fruchtbahnhofstraße 35-41, 68159 Mannheim, Germany	Leasehold (expiring on 30 September 2050)	20,840	N/A	Industrial premises	1 October 2020	27,132,079
Am Salzkai, 68159 Mannheim Germany	Leasehold (expiring on 30 June 2028)	703	N/A	Car Park	1 June 2020	211,555
United Kingdom						
Lower Road, Glemsford, Sudbury, Suffolk	Freehold	71,872	74 years (Building One) 24 years (Building Two)	Industrial premises / factory consists of GCBCUK main office and production area for GCBCUK	25 September 2020	165,406,639
Plot 34 Long Melford, 5 Siskin Close Long Melford Sudbury Suffolk CO10 9FZ	Freehold	85	2 years	Residential	28 February 2023	1,926,893
Plot 29 Long Melford, 3 Robin Close Long Melford Sudbury Suffolk CO10 9GE	Freehold	87	2 years	Residential	31 March 2023	2,112,854
Plot 46 Long Melford, 7 Dunnock Close Long Melford Sudbury Suffolk CO10 9GF	Freehold	144	2 years	Residential	29 June 2023	3,366,358
Plot 22 Fawcett Road, 24 Fawcett Road, Sudbury Suffolk CO10 0WX	Freehold	144	2 years	Residential	17 November 2023	2,710,037

OTHER COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS

There were no proceeds raised from any corporate proposal during the financial year ended 31 December 2024.

2. AUDIT AND NON-AUDIT FEES

The fees payable to the external auditors in relation to the audit and non-audit services rendered to the Company and its subsidiaries for the financial year ended 31 December 2024 are as follows:

	Company RM	Group RM
Audit fees	140,000	1,343,451
Non audit fees	5,000	47,714

3. MATERIAL CONTRACTS

There were no material contracts entered into by the Group involving the interest of Directors and major shareholders, either still subsisting at the end of the financial year under review or entered into since the end of the previous financial year.

ANALYSIS OF SHAREHOLDINGS

AS AT 28 MARCH 2025

Issued Share Capital	1,174,914,924 ordinary shares (including treasury shares) 1,174,514,924 ordinary shares (excluding treasury shares)
Voting Right	One vote per ordinary share
Number of Shareholders	4,402

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%* of Shareholders	No. of Shares held	%* of Issued Share Capital
Less than 100 shares	114	2.59	4,999	Neg
100 to 1,000 shares	1,039	23.60	643,469	0.05
1,001 to 10,000 shares	2,025	46.00	9,013,371	0.77
10,001 to 100,000 shares	896	20.36	28,254,395	2.41
100,001 to less than 5% of issued shares	325	7.38	551,033,201	46.91
5% and above of issued shares	3	0.07	585,565,489	49.86
TOTAL	4,402	100.00	1,174,514,924	100.00

Notes:

Neg Negligible

* Excluding 400,000 shares held as treasury shares

LIST OF SUBSTANTIAL SHAREHOLDERS

Name	No. of Shares held			
	Direct	%*	Indirect	%*
Guan Chong Resources Sdn. Bhd.	585,565,489	49.86	-	-
Hia Cheng	29,682,417	2.53	50,407,442	4.29

Notes:

* Excluding 400,000 shares held as treasury shares

DIRECTORS' SHAREHOLDINGS

Name	No. of Shares held			
	Direct	%*	Indirect	%*
Tay Hoe Lian	56,551,957	4.82	720,000 ⁽¹⁾	0.06
Tay How Sik @ Tay How Sick	21,198,945	1.81	6,811,700 ⁽²⁾	0.58
Hia Cheng	29,682,417	2.53	50,407,442 ⁽³⁾	4.29
Ang Nyee Nyee	-	-	8,000 ⁽⁴⁾	Neg
Nurulhuda Binti Abd Kadir	-	-	-	-
Ng Kim Hian	-	-	-	-
Tan Pui Suang	-	-	-	-

ANALYSIS OF SHAREHOLDINGS

AS AT 28 MARCH 2025

HOLDING COMPANY – GUAN CHONG RESOURCES SDN. BHD.

Name	No. of Ordinary Shares			
	Direct	%*	Indirect	%*
Tay Hoe Lian	5,130,000	19.00	-	-
Tay How Sik @ Tay How Sick	3,762,180	13.93	-	-
Hia Cheng	1,350,000	5.00	-	-

Other than as disclosed above, the Directors of the Company did not have any other interest in the shares of the Company and its related corporations as at the date of the Analysis of Shareholdings.

Notes:

* Excluding 400,000 shares held as treasury shares

- (1) Deemed interest by virtue of his spouse, Yap Kim Hong's and his daughter, Tay Jing Ying's shareholding in the Company
- (2) Deemed interest by virtue of his daughters, son and daughter-in-law, Tay Jing Ye's, Tay Sing Ye's, Tay Lian Shi's and Lee Ping's shareholding in the Company
- (3) Deemed interest by virtue of his spouse, Wong Saow Lai's and his daughters and son, Hia Sin Yee's, Hia Sin Che's and Hia Kai Xuan's shareholding in the Company
- (4) Deemed interest by virtue of her spouse, Leong Chee Foong's shareholding in the Company

ANALYSIS OF SHAREHOLDINGS

AS AT 28 MARCH 2025

GUAN CHONG BERHAD – ORDINARY SHARES THIRTY (30) LARGEST SHAREHOLDERS

No.	Name of Shareholders	No. of Shares held	%*
1.	Guan Chong Resources Sdn. Bhd.	418,121,000	35.60
2.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Guan Chong Resources Sdn Bhd	92,500,000	7.88
3.	AMSEC Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad for Guan Chong Resources Sdn. Bhd. (SMART)	74,944,489	6.38
4.	Tay Hoe Lian	53,596,893	4.56
5.	Wong Saow Lai	32,106,709	2.73
6.	Citigroup Nominees (Asing) Sdn Bhd Exempt An for Citibank New York (Norges Bank 22)	32,077,200	2.73
7.	Kumpulan Wang Persaraan (Diperbadankan)	31,304,671	2.67
8.	Hia Cheng	22,466,358	1.91
9.	Citigroup Nominees (Tempatan) Sdn Bhd Great Eastern Life Assurance (Malaysia) Berhad (LEEF)	20,746,600	1.77
10.	iFAST Nominees (Tempatan) Sdn Bhd Tay How Sik @ Tay How Sick	20,082,981	1.71
11.	Syarikat PJ Enterprise Sdn Bhd	19,738,000	1.68
12.	Tay Hoe Chin	15,000,000	1.28
13.	Tay How Yeh	13,095,671	1.12
14.	Citigroup Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board (RHB INV)	10,830,000	0.92
15.	HSBC Nominees (Tempatan) Sdn Bhd HSBC (M) Trustee Bhd for Allianz Life Insurance Malaysia Berhad (MEF)	9,246,200	0.79
16.	Tay See Min	8,260,000	0.70
17.	Tan Bak Keng @ Tang Ka Guek	8,000,000	0.68
18.	Lembaga Tabung Haji	7,217,100	0.61
19.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Hia Cheng	7,216,059	0.61
20.	Chan Lee Yin	6,359,595	0.54
21.	Citigroup Nominees (Tempatan) Sdn Bhd Urusharta Jamaah Sdn. Bhd. (2)	6,227,900	0.53
22.	iFAST Nominees (Tempatan) Sdn Bhd Tay Lee Goh	6,021,207	0.51
23.	Maybank Investment Bank Berhad IVT (9) ECD SW-H	5,913,500	0.50
24.	Tay Lee Shein	5,890,839	0.50

ANALYSIS OF SHAREHOLDINGS

AS AT 28 MARCH 2025

GUAN CHONG BERHAD – ORDINARY SHARES THIRTY (30) LARGEST SHAREHOLDERS (CONT'D)

No.	Name of Shareholders	No. of Shares held	%*
25.	DB (Malaysia) Nominee (Asing) Sdn Bhd SSBT Fund J724 for SPDR Portfolio Emerging Markets ETF	5,292,466	0.45
26.	DB (Malaysia) Nominee (Tempatan) Sendirian Berhad Deutsche Trustees Malaysia Berhad for Hong Leong Dividend Fund	5,100,000	0.43
27.	T & T Family Sdn Bhd	5,050,000	0.43
28.	Citigroup Nominees (Tempatan) Sdn Bhd Great Eastern Life Assurance (Malaysia) Berhad (LSF)	4,970,000	0.42
29.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chua Ray-Men	4,878,000	0.42
30.	Hia Sin Yee	4,833,333	0.41
Total		957,086,771	81.47

Notes:

* Excluding 400,000 shares held as treasury shares

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First Annual General Meeting of GUAN CHONG BERHAD (“GCB” or “the Company”) will be held at Praline & Truffle, ibis Styles Johor Iskandar Puteri, 1 Nusa Sentrum Complex, Jalan SiLC 2/9, SiLC Industrial Park, 79200 Iskandar Puteri, Johor on Wednesday, 28 May 2025 at 10.00 a.m. for the transaction of 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 Directors’ and Auditors’ Reports thereon.
2. To approve the payment of Directors’ fees and benefits up to RM500,000 for the financial year ending 31 December 2025 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **Ordinary Resolution 1**
3. To declare a final single-tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2024. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with Clause 91 of the Company’s Constitution:
 - i) Hia Cheng **Ordinary Resolution 3**
 - ii) Tay How Sik @ Tay How Sick **Ordinary Resolution 4**
5. To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business

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

6. **Proposed renewal of authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 6**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant regulatory authorities (where applicable), the Directors of the Company be hereby authorised 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(s) or option(s) or offer(s) (“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 and expedient in the interest of the Company without first offer to holders of existing issued shares of the Company, 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 twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being (“Proposed General Mandate”).

NOTICE OF ANNUAL GENERAL MEETING

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

- i) the conclusion of the next Annual General Meeting (“AGM”) of the Company held after the approval was given;
- ii) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

THAT the Directors of the Company be hereby also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for such New Shares on the Main Market of Bursa Malaysia Securities Berhad.

AND THAT authority be hereby given to the Directors of the Company, 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 thereto as 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.”

7. Proposed renewal of and new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature (“RRPT”)

Ordinary Resolution 7

“THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be hereby given for the Company and its subsidiaries (“GCB Group”) to enter into and to give effect to specified RRPT and with the related parties as stated in Section 4.3 of the Circular to Shareholders dated 29 April 2025, which are necessary for the day-to-day operations, to be entered into by GCB Group on the basis that these transactions are or to be entered into on terms which are not more favorable to the related parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company” (“Proposed Shareholders’ Mandate”);

THAT the Proposed Shareholders’ Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders’ Mandate shall only continue to be in force until:

- i) the conclusion of the next AGM of the Company following the general meeting at which the Proposed Shareholders’ Mandate has been passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- iii) revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier;

AND THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders’ Mandate.”

NOTICE OF ANNUAL GENERAL MEETING

8. **Proposed renewal of authority for the Company to purchase its own ordinary shares up to ten percent (10%) of its issued share capital** **Ordinary Resolution 8**

“THAT subject to compliance with the Companies Act 2016, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, regulations, guidelines, the approvals of all relevant governmental and/or regulatory authorities, the Company be hereby given full authority, to seek shareholders’ approval for the renewal of authority for the Company to purchase such amount of ordinary shares in the Company (“Shares”) through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- i) the aggregate number of Shares so purchased and/or held pursuant to this ordinary resolution (“Purchased Shares”) does not exceed ten percent (10%) of the total issued share capital of the Company; and
- ii) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits of the Company;

THAT the Directors be hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Companies Act 2016) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Malaysia Securities Berhad in accordance with the relevant rules of Bursa Malaysia Securities Berhad and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Companies Act 2016, rules, regulations, guidelines, requirements and/or orders of Bursa Malaysia Securities Berhad and any other relevant authorities for the time being in force;

AND THAT such approval and authorisation shall only continue to be in force until:

- i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate.”

9. To transact any other business of the Company of which due notice shall have been given.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Twenty-First Annual General Meeting, the proposed final single-tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2024, will be paid on 9 June 2025 to depositors registered in the Record of Depositors of the Company at the close of business on 15 May 2025.

A depositor shall qualify for entitlement only in respect of:-

- i) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 15 May 2025 in respect of ordinary transfers; or
- ii) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By order of the Board,

NG MEI WAN
(SSM Practising Certificate No.: 201908000801) (MIA 28862)
TAN HUI KHIM
(SSM Practising Certificate No.: 201908000859) (LS 0009936)
Company Secretaries

Muar, Johor
29 April 2025

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 21 May 2025 shall be regarded as members and be entitled to attend, participate, speak and vote at the Twenty-First Annual General Meeting.
2. A member shall be entitled to appoint person as his/her proxy to attend and vote instead of the Member at the Twenty-First Annual General Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at Twenty-First Annual General Meeting shall have the same rights as the Member to speak at Twenty-First Annual General Meeting.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
4. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company. In the event member appoint more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
6. In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrars of the Company, Boardroom Share Registrars Sdn. Bhd. situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor or by email to bsr.helpdesk@boardroomlimited.com or by fax +603-7890 4670 or lodged electronically via Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of Twenty-First Annual General Meeting to vote by way of poll. For electronic lodgement please refer to the Administrative Details of Twenty-First Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes to the Agenda:

8. Item 1 of the Agenda Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.

9. Item 2 of the Agenda – Ordinary Resolution 1 Approval of Directors' fees and benefits for the financial year ending 31 December 2025

Directors' fees and benefits approved for the financial year ended 31 December 2024 were RM500,000. The Directors' fees and benefits proposed for the financial year ending 31 December 2025 are calculated based on the number of scheduled Board and Committee Meetings for financial year ending 31 December 2025 and assuming that all Non-Executive Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees and benefits on current financial year basis. In the event the Directors' fees and benefits proposed are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for additional fees and benefits to meet the shortfall.

10. Item 4 of the Agenda – Ordinary Resolutions 3 and 4 Re-election of Hia Cheng and Tay How Sik @ Tay How Sick, who retire in accordance with Clause 91 of the Company's Constitution as Directors

Leveraging the annual evaluation of the Board's contribution and performance and an Independent assessment of the Directors, the Nomination Committee had on 14 April 2025 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.

Based on this annual assessment conducted, the Nomination Committee was of the view that the existing Board and each of its members has the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the GCB Group in terms of time and participation at meetings during the year under review. Each of these retiring Directors has confirmed to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect his ability to act in the best interest of the Company, save for Hia Cheng, the Executive Director who is one of the interested parties in the Proposed Shareholders' Mandate as set out under the proposed Ordinary Resolution 7 of the Twenty-First Annual General Meeting.

Accordingly, the Nomination Committee unanimously recommended to the Board the re-election of all the retiring Directors, at the Twenty-First Annual General Meeting. Based on the recommendation of the Nomination Committee, the Board (with the exception of the Directors who abstained in respect of their individual retirement) supports the re-election of the retiring Directors at the Twenty-First Annual General Meeting.

The profile of the Directors standing for re-election is set out in the Directors' Profile in the Annual Report 2024.

11. Item 6 of the Agenda – Ordinary Resolution 6 Proposed renewal of authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Act

i) The proposed Ordinary Resolution 6, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Twenty-First Annual General Meeting 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(s) or option(s) or offer(s) ("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 and expedient in the interest of the Company up to an amount not exceeding ten percent (10%) of the total number of issued shares capital of the Company. This authority, unless revoked or varied at a general meeting shall continue to be in full force until the conclusion of the next AGM of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- ii) The General Mandate is a renewal of the previous mandate obtained at the last AGM held on 27 May 2024 which will expire at the conclusion of the forthcoming AGM.
- iii) As at the date of this Notice, the Company did not issue any new ordinary shares based on the previous mandate obtained at the last AGM.
- iv) The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.
- v) In accordance with Clause 9 of the Company's Constitution, the passing of the Ordinary Resolution 6, the shareholders of the Company shall be taken as agree for the New Shares to be issued to such person(s) as the Directors may deem fit and expedient in the interest of the Company without first offer the New Shares to holders of existing issued shares of the Company prior to issuance of the New Shares.

12. **Item 7 of the Agenda – Ordinary Resolution 7** **Proposed renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("RRPT") ("Proposed Shareholders' Mandate")**

The proposed Ordinary Resolution 7, if passed, will authorise GCB Group to enter into RRPT which are necessary for the GCB Group's day-to-day operations to be entered into by the Company and its subsidiaries with the respective related parties from the forthcoming AGM to the next AGM; subject to the condition that the transactions are entered into on terms which are not more favorable to the related parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company.

Further details on the Proposed Shareholders' Mandate are provided in the Circular to Shareholders dated 29 April 2025.

13. **Item 8 of the Agenda – Ordinary Resolution 8** **Proposed renewal of authority for the Company to purchase its own ordinary shares up to ten percent (10%) of its issued share capital**

The proposed Ordinary Resolution 8, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total issued share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Circular to Shareholders dated 29 April 2025.

14. **ANNUAL REPORT**

The Annual Report for the financial year ended 31 December 2024 is now available at the Company's corporate website, www.gcbcocoa.com. Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholders who wish to receive the printed Annual Report may email your request to Boardroom Share Registrars Sdn. Bhd. [199601006647 (378993-D)] at bsr.helpdesk@boardroomlimited.com.

NOTICE OF ANNUAL GENERAL MEETING

STATEMENT ACCOMPANYING NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

1. Details of Individuals Standing for Election as Directors

No individual is seeking election as a Director at the Twenty-First Annual General Meeting of the Company.

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Please refer to item 11 – Explanatory Notes to the Agenda for Ordinary Resolution 6 on Proposed renewal of authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.

ADMINISTRATIVE DETAILS

Dear Shareholders

Greeting from GUAN CHONG BERHAD

(A) Details of the Twenty-First Annual General Meeting (“21st AGM”)

Date	: Wednesday, 28 May 2025
Time	: 10:00 a.m. or any adjournment thereof
Venue	: Praline & Truffle, ibis Styles Johor Iskandar Puteri 1 Nusa Sentrum Complex Jalan SiLC 2/9 SiLC Industrial Park 79200 Iskandar Puteri Johor

(B) Registration

1. Registration will start at 9.00 a.m. on Wednesday, 28 May 2025.
2. Kindly produce your original MyKad/Passport (for foreigners) to the registration staff at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.
3. Upon verification, you are required to sign on the Attendance list prepared by the registration staff.
4. After registration, a polling slip will be issued to the respective shareholders and/or proxy holders and will only be given a wristband as identification in order to vote.
5. No person will be allowed to register on behalf of another person, even with the original MyKad/Passport of that person.
6. The registration counter will handle only the verification of identity and registration.
7. Please vacate the registration area immediately after registration and proceed to the meeting hall.
8. For any clarification or enquiry, please proceed to the Company's Helpdesk at the registration counter.
9. Poll Administrator's Helpdesk will handle the revocation of a proxy's appointment.

(C) Entitlement to Participate in the AGM

Only members whose names appear on the Record of Depositors as at 21 May 2025 shall be entitled to attend the 21st AGM or appoint proxy(ies)/corporate representative(s)/attorney to attend and to vote in his/her stead. A proxy must be 18 years and above and need not be a member of the Company.

(D) Proxy

1. A member entitled to attend and vote is entitled to appoint proxy/proxies, to attend and vote instead of him/her. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions printed therein.
2. You may submit your Form of Proxy to the office of the Share Registrar of our Company, Boardroom Share Registrars Sdn. Bhd. (“BSR”) or by email to bsr.helpdesk@boardroomlimited.com or by fax +603-7890 4670. We do not acknowledge receipt of the form(s) of proxy.
3. The proxy appointment may also be lodged electronically via Boardroom Smart Investor Portal (“BSIP”) at <https://investor.boardroomlimited.com> or email to bsr.helpdesk@boardroomlimited.com which is free and available to all shareholders. For further information, kindly refer to Table 1 below for proxy appointment via BSIP.

ADMINISTRATIVE DETAILS

(D) Proxy (Cont'd)

Table 1 – Proxy Appointment via Boardroom Smart Investor Portal (“BSIP”)

<p>Step 1 – Register Online with Boardroom Smart Investor Portal</p> <p>(For first time registration only)</p>	<p><i>Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.</i></p> <ul style="list-style-type: none"> • Access the website https://investor.boardroomlimited.com • Click “Register” to sign up as a user. • Please select the correct account type i.e. sign up as “Shareholder” or “Corporate Holder”. • Complete registration with all the required information. Upload and attach a softcopy of your Identity Card (NRIC) (front and back) or Passport. Click “Register”. • For Corporate Holder, kindly upload the authorisation letter as well, Click “Sign Up”. • You will receive an email from BSIP Online for email address verification. Click on “Verify Email Address” from the email received to continue with the registration. • Once your email address is verified, you will be re-direct to BSIP Online for verification of mobile number. • Click on “Request OTP Code” and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click “Enter” to complete the process. • Once your mobile number is verified, registration of your new BSIP account will be pending for final verification. • An email will be sent to you to inform the approval of your BSIP account within one (1) business day. Subsequently, you can login at https://investor.boardroomlimited.com with the email address and password filled up by you during the registration to proceed.
<p>Step 2 – Appointment of Proxy</p>	<ul style="list-style-type: none"> • Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. • Click “Meeting Event(s)” and select from list of companies “GUAN CHONG BERHAD 21ST ANNUAL GENERAL MEETING” and click “Enter”. • Click “Submit eProxy Form”. • Select the company you would like to represent (if you represent more than one company, for Corporate Shareholder). • Enter your CDS Account Number and number of Securities held. • Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). • Read and accept the General Terms and Conditions and click “Next”. • Enter the required particulars of your proxy(ies). • Indicate your voting instructions – “FOR” or “AGAINST” or “ABSTAIN”. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate “DISCRETIONARY”. • Click “Apply”. Download or print the eProxy Form as acknowledgement. <p><i>Note for Corporate Shareholders: if you are representing more than (1) company, kindly click the home button and select “Edit Profile” in order to add Company.</i></p>

ADMINISTRATIVE DETAILS

(D) Proxy (Cont'd)

Table 1 – Proxy Appointment via Boardroom Smart Investor Portal (“BSIP”)(Cont'd)

Step 2 – Appointment of Proxy (Cont'd)	<p>Corporate Shareholders (via email)</p> <ul style="list-style-type: none"> • Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be) to submit the request latest by 26 May 2025 at 10:00 a.m. • Please provide a copy of Corporate Representative’s or Proxy’s Identity Card (front and back) or Passport as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <p>Via BSIP</p> <ul style="list-style-type: none"> • Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. • Select “GUAN CHONG BERHAD 21ST ANNUAL GENERAL MEETING” from the list of Meeting Event(s) and click “Enter”. • Click on “Submit eProxy Form”. • Select the company you would like to represent (if you represent more than one company). • Proceed to download the file format for “Submission of Proxy Form” from BSIP. • Prepare the file for the appointment of proxies by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Review and confirm your proxy appointment and click “Submit”. • Download or print the eProxy form as acknowledgement. <p><i>Note: if you are representing more than (1) company, kindly click the home button and select “Edit Profile” in order to add Company.</i></p> <p>Via email</p> <ul style="list-style-type: none"> • To submit the request, Authorised Nominee and Exempt Authorised Nominee need to deposit the original hardcopy Form of Proxy to BSR and write in to BSR at bsr.helpdesk@boardroomlimited.com by providing softcopy of the Form of Proxy, the name of shareholders and CDS Account Number. • Please provide a copy of the proxy holder’s MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address.
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4. If you wish to attend the Meeting yourself, please do not submit any Form of Proxy. You will not be allowed to attend the Meeting together with a proxy appointed by you.
5. If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting yourself, please proceed to the Poll Administrator’s Helpdesk to revoke the appointment of your proxy.

ADMINISTRATIVE DETAILS

(E) **Poll Voting**

1. In accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 21st AGM will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
2. The Poll Administrator will be available to brief and/or guide all 21st AGM Attendees before the commencement of and during the voting process.
3. Upon completion of the voting session for the 21st AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration of whether the resolutions are duly passed.

(F) **Annual Report 2024**

1. The Company's Annual Report 2024, Form of Proxy, Corporate Governance Report and Administrative Details are available on the following websites:
 - <https://www.bursamalaysia.com>
 - <https://www.gcbcocoa.com/content/annual-reports>
2. If you wish to request a printed copy of the Annual Report 2024, please complete and send the Requisition Form which can be downloaded from the Company's website at <https://www.gcbcocoa.com/content/annual-reports> and email the same to the Share Registrar or login to Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> and select "Request Annual Report" under "Investor service" to submit your request.
3. Kindly think of the environment before you decide to print the Annual Report 2024. We would appreciate your support by joining us to promote "Act Green" initiative to achieve environmentally responsible and paperless.

(G) **Enquiry**

If you have any queries prior to the meeting, please contact the following officers during office hours:

Boardroom Share Registrars Sdn. Bhd.

[199601006647 (378993-D)]

11th Floor, Menara Symphony

No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13,

46200 Petaling Jaya Selangor

Tel No. : +603-7890 4700 / 4716 / 4704

Fax No. : +603-7890 4670

Email Address : bsr.helpdesk@boardroomlimited.com
mohamed.sophiee@boardroomlimited.com
nuratiqah.arif@boardroomlimited.com

Contact Person : Encik Mohamed Sophiee Ahmad Nawawi
Cik Nur Atiqah Mohd Arif

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No. of Shares held	
CDS Account No.	

I/We _____ NRIC/Passport/Registration No. _____
(full name in capital letters)

of _____
(full address)

being a member/members of GUAN CHONG BERHAD, hereby appoint _____

_____ NRIC/Passport No. _____
(full name in capital letters)

of _____
(full address)

and/or _____ NRIC/Passport No. _____
(full name in capital letters)

of _____
(full address)

or failing him/her*, the CHAIRMAN OF THE MEETING as my/our* proxy to vote for me/us* on my/our* behalf at the Twenty-First Annual General Meeting of the Company at Praline & Truffle, ibis Styles Johor Iskandar Puteri, 1 Nusa Sentrum Complex, Jalan SILC 2/9, SILC Industrial Park, 79200 Iskandar Puteri, Johor on Wednesday, 28 May 2025 at 10.00 a.m. and at any adjournment thereof in respect of my/our* shareholding in the manner indicated below:-

No.	Ordinary Resolution	For	Against
1	Approval of Directors' fees and benefits for the financial year ending 31 December 2025		
2	Declaration of a final single-tier dividend of 1.5 sen per ordinary share in respect of the financial year ended 31 December 2024		
3	Re-election of Hia Cheng as Director		
4	Re-election of Tay How Sik @ Tay How Sick as Director		
5	Re-appointment of Messrs BDO PLT as Auditors		
6	Renewal of authority for Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016		
7	Renewal of and new shareholders' mandate for recurrent related party transactions of a revenue or trading nature		
8	Renewal of authority for the Company to purchase its own ordinary shares up to ten percent (10%) of its issued share capital		

[Please indicate with a "X" in the spaces provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific instructions, your proxy will vote or abstain as he/she thinks fit]

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

Proxy	No. of Shares	Percentage
1		
2		
Total		100%

Signature of Shareholder or Common Seal

Dated this _____ day of _____, 2025

Fold this flap for sealing

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 21 May 2025 shall be regarded as members and be entitled to attend, participate, speak and vote at the 21st AGM.
2. A member shall be entitled to appoint any person as his/her proxy to attend and vote instead of the Member at the 21st AGM. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at 21st AGM shall have the same rights as the Member to speak at 21st AGM.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
4. Where a Member is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company. In the event member appoint more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The Directors may but shall not be bound to require evidence of the authority of any such attorney or officer. A proxy may but need not be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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AFFIX
STAMP

The Share Registrar
Boardroom Share Registrars Sdn. Bhd.
Registration No.: 199601006647 (378993-D)

11th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya, Selangor

1st fold here

6. In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Share Registrars of the Company, Boardroom Share Registrars Sdn. Bhd. situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor or by email to bsr.helpdesk@boardroomlimited.com or by fax +603-7890 4670 or lodged electronically via Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 21st AGM to vote by way of poll. For electronic lodgement please refer to the Administrative Details of 21st AGM.

Personal Data Privacy

By submitting the duly executed Proxy Form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the Twenty-First Annual General Meeting and any adjournment thereof.

BERHAD
GUANCHONG
200401007722 (646226-K)

PLO 273, Jalan Timah 2,
Kawasan Perindustrian Pasir Gudang,
81700 Pasir Gudang, Johor Darul Takzim, Malaysia.

Tel : +6 07 254 8888
Email : info@gcbcocoa.com

www.gcbcocoa.com