

# ZHULIAN

ANNUAL REPORT 2025

*Progress With Purpose,  
Driven By Transformation*



# PROGRESS WITH **PURPOSE,** **DRIVEN** BY TRANSFORMATION

Progress is guided by purpose and enabled through continuous transformation, strengthening manufacturing excellence, distribution capabilities, and direct selling to deliver quality products, empower entrepreneurial success, and create sustainable long-term value.

## 29th ANNUAL GENERAL MEETING

**Date:** Wednesday, 20 May 2026

**Time:** 2.30 pm

**Venue:** Ascott Gurney Hotel



SCAN ME

Scan to view full Annual Report 2025 or via  
<https://zhulian.com/investor-relations/annual-reports/>

## THIS IS ZHULIAN CORPORATION BERHAD

### ZHULIAN at a Glance

- 03 Our Corporate Profile
- 07 Our Supply Chain Model
- 09 Corporate Information
- 10 Corporate Structure

### OUR STRATEGIC REVIEW

- 11 Chairman's Statement
- 13 Management Discussion and Analysis
- 19 Key Operational And Strategic Highlights
- 23 Awards & Achievements
- 25 Sustainability Statement
- 29 Stakeholder Engagement
- 30 Materiality Assessment and Key Sustainability Matters
- 33 Short, Medium & Long Term Commitments
- 35 FY2025 Key Sustainability Highlights
- 35 Risks and Opportunities
- 38 Economic
- 41 Environment
- 48 Social
- 54 Governance
- 57 Centralised Sustainability Intelligence Platform (CSIP)

# INSIDE THIS REPORT



## OUR COMMITMENT TO GOOD CORPORATE GOVERNANCE

59	Board at Glance
61	Key Management Profile
63	Corporate Governance Overview Statement
68	Audit Committee Report
71	Risk Management and Sustainability Committee Report
73	Nomination and Remuneration Committee Report
74	Statement on Risk Management and Internal Control
79	Additional Compliance Information

## FINANCIAL STATEMENTS

80	Statement on Directors' Responsibilities
81	Directors' Report
85	Statements of Financial Position
86	Statements of Profit or Loss and Other Comprehensive Income
89	Statement of Changes in Equity
90	Statements of Cash Flows
92	Notes to the Financial Statements
129	Statement by Directors
130	Statutory Declaration
131	Independent Auditors' Report

## OTHER INFORMATION

137	List of Properties
139	Regional Offices, Business Centers And District Agents
145	Analysis on Shareholdings
147	Notice of the Twenty-Ninth Annual General Meeting
	*Proxy Form



ZHULIAN Corporation Berhad (“ZCB”) is an investment holding company based in Malaysia, operating principally in the direct selling industry. Through its subsidiaries, the Group is engaged in the manufacturing, distribution, marketing and sale of jewellery and a diversified portfolio of consumer products.

With over 36 years of experience in Malaysia’s direct selling market, the Group has established a strong and resilient business model supported by an extensive distributor network. Leveraging this foundation, ZCB has progressively expanded its market reach beyond Malaysia and currently exports its products across the ASEAN region.

The Group operates three manufacturing plants and a central warehouse located in Bayan Lepas, Pulau Pinang, supported by a workforce numbering 479 employees. Its manufacturing capabilities span a wide range of product categories, including jewellery, health supplements, food and beverages, home living products, personal care, home care and beauty products.

All products are developed and marketed under the Group’s own proprietary brands, reflecting its commitment to product quality, operational excellence and continuous innovation. Through an integrated value chain encompassing manufacturing, logistics and direct selling, the Group remains focused on delivering value to its distributors, customers and stakeholders while supporting sustainable long-term growth.

## REVENUE

**RM123.6 million**

FY2024 RM 126.2 million

## PROFIT BEFORE TAXATION

**RM19.8 million**

FY2024 RM32.6 million

## PROFIT AFTER TAXATION

**RM14.1 million**

FY2024 RM23.4 million

## EARNINGS SHARE

**3.07 sen**

FY2024 5.1 sen

## NET ASSETS PER SHARE

**RM0.90**

FY2024 RM0.93

## DIVIDEND PER SHARE

**3.5 sen**

FY2024 9 sen

## SHARE PRICE

**RM1.11**

FY2024 RM1.01

## MARKET CAPITALISATION

**RM510.6 million**

FY2024 RM464.6 million

## MANUFACTURING FACILITIES

**3 facilities, 1 warehouse**

FY2024 3 facilities, 1 warehouse

## EMPLOYEES

**479 people**

FY2024 516 people

## Our Products



## Our Presence

Zhulian's ASEAN Distribution & Agent Network  
Connecting ASEAN. Empowering Entrepreneurs.





## VISION

*Empowering better living and entrepreneurial success across communities.*

## MISSION

*To manufacture and deliver quality products while empowering people to build meaningful, sustainable businesses through direct selling.*

## CORE VALUES

### 1. Partnership

**Create meaningful partnerships with stakeholders**

We act with honesty and integrity to build trust and long-term, win-win relationships with our stakeholders, creating shared value and sustainable growth.

### 2. Teamwork

**Build teamwork with family spirit**

We work as one team, caring for and supporting one another, fostering trust, respect, and collaboration to achieve shared goals together.

### 3. Integrity

**Uphold trust, transparency, and ethical conduct**

We conduct our work with discipline, honesty, and accountability, cultivating a culture of trust within the organisation and with all stakeholders.

### 4. Innovation

**Deliver value through creativity and continuous improvement**

We encourage creativity and innovation in our products, services, and processes to deliver meaningful value and differentiate ourselves in a dynamic marketplace.

### 5. Discipline

**Maintain accountability and excellence in execution**

We practise discipline in our work, communication, and decision-making, ensuring consistency, reliability, and professionalism in everything we do.

### 6. Growth

**Grow through learning, adaptability, and resilience**

We embrace continuous learning and positive change to strengthen our capabilities, empower our people, and drive long-term organisational growth.

From sourcing to direct selling, our supply chain is designed to deliver value at every stage.

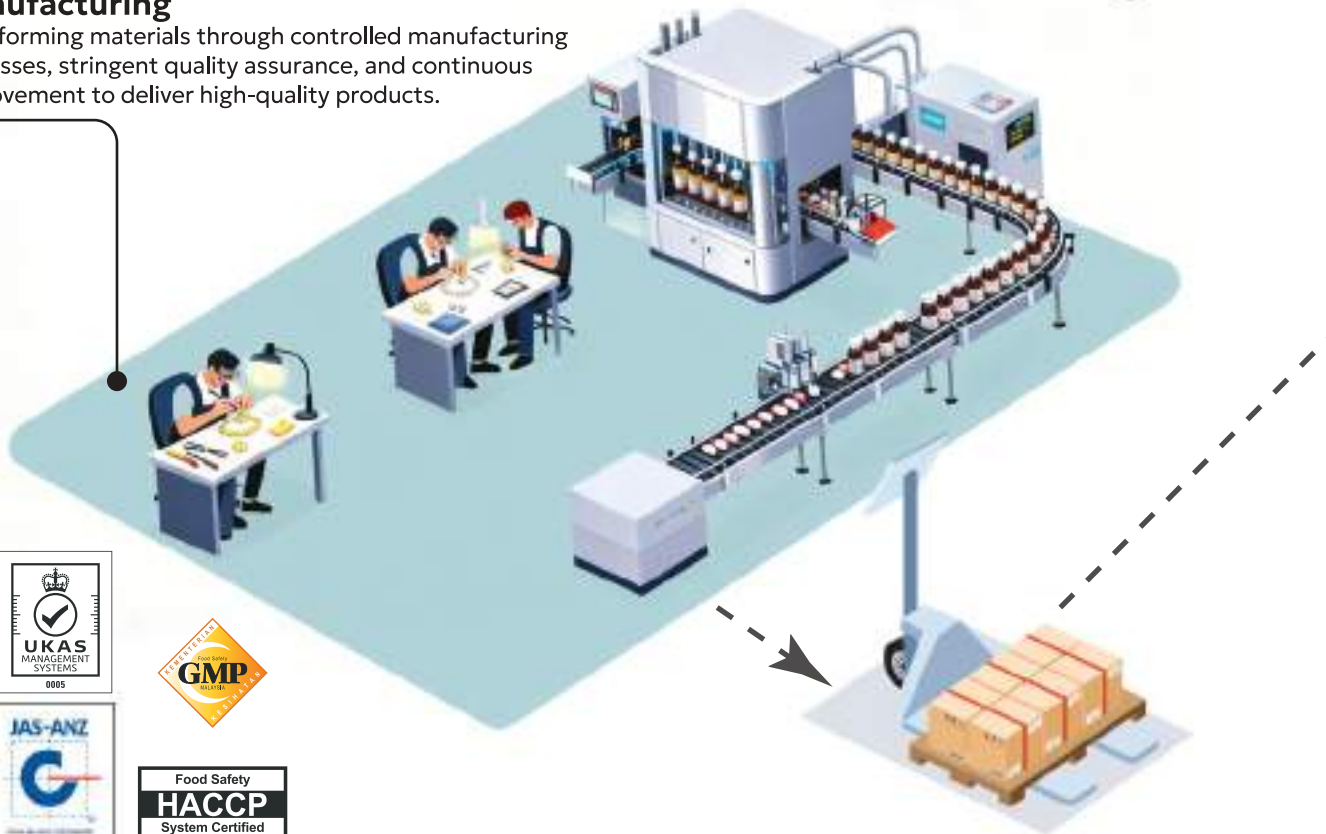
### 1. Raw Materials & Packaging Components

Sourcing responsibly selected raw materials and packaging components to ensure product safety, quality consistency, and regulatory compliance.



### 2. Manufacturing

Transforming materials through controlled manufacturing processes, stringent quality assurance, and continuous improvement to deliver high-quality products.



### 3. Logistics & Distribution

Efficient warehousing and distribution systems ensuring timely delivery, inventory accuracy, and reliable product availability across markets.



### 4. Marketing & Sales via Direct Selling

Leveraging a structured direct selling network to reach consumers, empower entrepreneurs, and deliver products through trusted relationships.



CERTIFIED TO ISO 9001:2015  
CERT. NO: 00245

## BOARD OF DIRECTORS

**Dr. Abdul Malik Bin Md Yusoff**  
(Non-Independent Non-Executive Chairman)

**Teoh Meng Soon**  
(Group Executive Director)

**Oon Hock Chye**  
(Independent Non-Executive Director)

**Tan Gim May**  
(Independent Non-Executive Director)

**Teoh Meng Keat**  
(Chief Executive Officer)

**Teoh Meng Lee**  
(Group Executive Director)

**Rosaline Heah Gaik See**  
(Independent Non-Executive Director)

## AUDIT COMMITTEE

Oon Hock Chye (Chairman)  
Rosaline Heah Gaik See  
Tan Gim May

## RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

Tan Gim May (Chairperson)  
Oon Hock Chye  
Rosaline Heah Gaik See

## NOMINATION AND REMUNERATION COMMITTEE

Rosaline Heah Gaik See (Chairperson)  
Oon Hock Chye  
Tan Gim May

## PRINCIPAL PLACE OF BUSINESS

Plot 42, Bayan Lepas Industrial Estate, Phase IV, 11900 Bayan Lepas, Penang.

Telephone No.: 04-6162020  
Fax No.: 04-6162199

Corporate Website :  
<http://www.zhulian.com>

Ecommerce Website :  
<https://www.zhulian.com.my>  
Email: [info@zhulian.com.my](mailto:info@zhulian.com.my)

## COMPANY SECRETARY

Ch'ng Lay Hoon  
SSM PC No. 201908000494  
MAICSA 0818580

## AUDITORS

Messrs KPMG PLT  
Chartered Accountants  
Level 18, Hunza Tower 163E Jalan Kelawei 10250 Penang.  
Telephone No.: 04-3751800  
Fax No.: 04-2382222

## REGISTERED OFFICE

Suite 12-A, Level 12, Menara Northam No. 55, Jalan Sultan Ahmad Shah 10050 George Town, Penang  
Telephone No.: 04-2280511  
Fax No.: 04-2280518  
Email: [general@enetcorpsb.com.my](mailto:general@enetcorpsb.com.my)

## PRINCIPAL BANKERS

CIMB Bank Berhad  
United Overseas Bank (Malaysia) Bhd

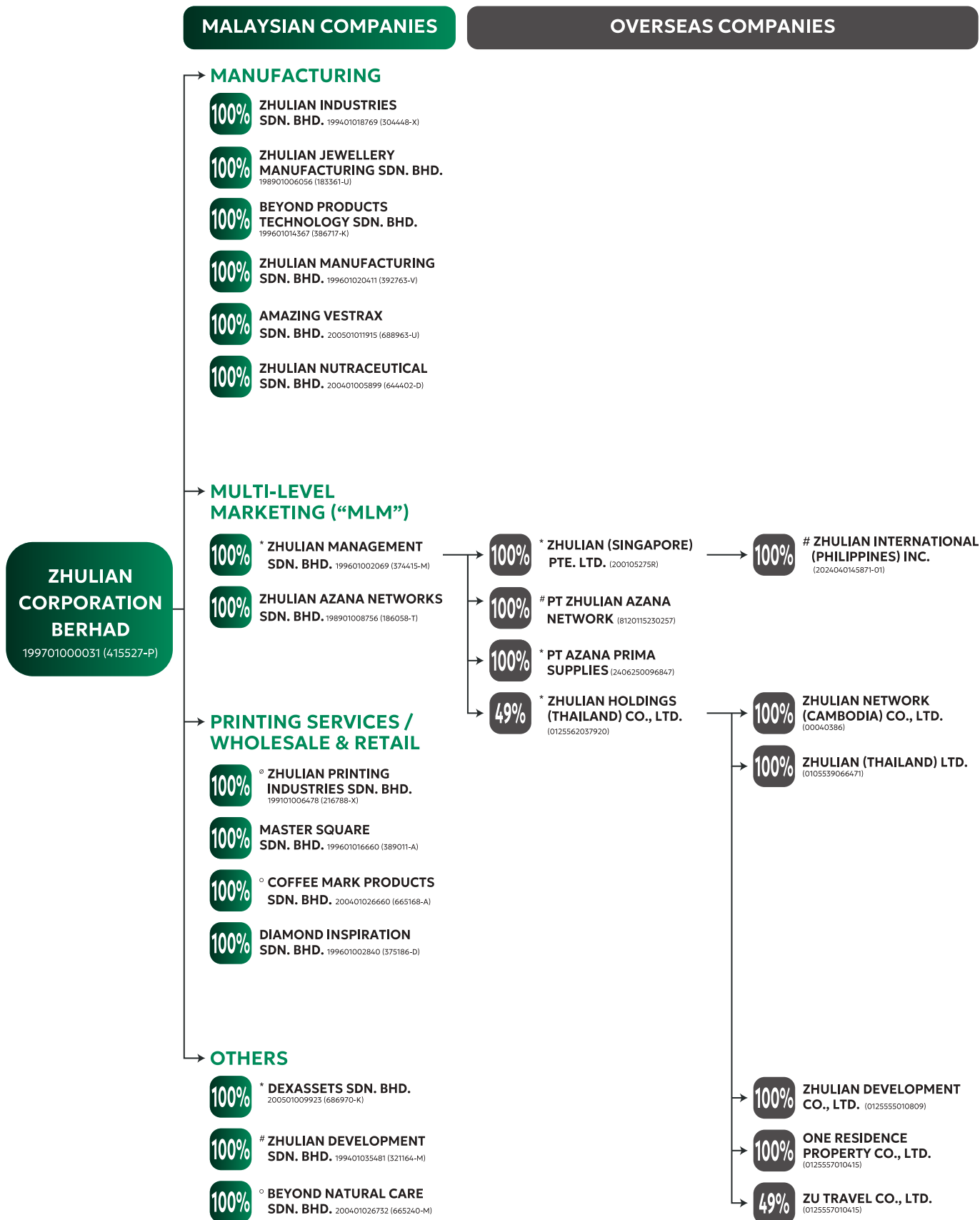
## SHARE REGISTRAR

Securities Services (Holdings) Sdn Bhd  
Suite 18.05, MWE Plaza, No. 8, Lebuhr Farquhar, 10200 Penang  
Telephone No.: 04-2631966 (General)  
Fax No.: 04-2628544  
Email: [info@sshsb.com.my](mailto:info@sshsb.com.my)

## STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad  
(Listed since 27 April 2007)  
Stock Code : 5131  
Stock Name : ZHULIAN  
Syariah Status : Approved by Syariah Advisory Council and Securities Commission





# Dormant \* Investment holding ◦ Ceased operations on 30/6/2025 ◌ Winding-up in progress

## CHAIRMAN'S STATEMENT



**On behalf of the Board of Directors, I am pleased to present the Annual Report of Zhulian Corporation Berhad for the financial year ended 30 November 2025.**

The year under review was one of deliberate transition and governance-led transformation for the Group. Guided by our theme, “Progress with Purpose, Driven by Transformation”, the Board and Management focused on strengthening the Group’s operating foundations, governance framework, and long-term sustainability amid a challenging business environment marked by rising costs and cautious consumer sentiment.

### **Financial Performance and Dividend**

For the financial year ended 30 November 2025, the Group recorded a slight decline in revenue and profitability compared with the preceding year. This was primarily due to higher operating and business-related costs, including targeted investments to strengthen distribution support, operational infrastructure, and market execution capabilities. While these initiatives affected short-term financial performance, the Board views them as strategic investments to reinforce the Group’s resilience and competitiveness.

Despite the softer results, the Group maintained a sound financial position and disciplined cash flow management. In recognition of shareholders’ continued support, the Board declared a total dividend of 3.5 sen per ordinary share for the financial year under review. This reflects the Board’s commitment to balancing sustainable shareholder returns with the need to preserve financial flexibility to support ongoing transformation initiatives.

## Strengthening Governance and Sustainability Oversight

The Board places strong emphasis on robust corporate governance as a key enabler of sustainable growth. During the year, several governance enhancements were implemented to strengthen oversight, accountability, and decision-making effectiveness.

The Board streamlined its committee structure by combining the Nomination Committee and Remuneration Committee into a single Nomination and Remuneration Committee, allowing for more integrated oversight of Board composition, succession planning, leadership development, and remuneration alignment.

In addition, the Board renamed the Risk Management Committee to the Risk Management and Sustainability Committee, underscoring the importance of embedding sustainability considerations within the Group's risk management and strategic planning processes. This expanded mandate enables the Board to more effectively oversee emerging risks, long-term value drivers, and sustainability-related matters that are increasingly relevant to the Group's business environment.

Sustainability considerations are progressively being integrated into business planning, operational processes, and risk assessments, supporting the Group's commitment to responsible business practices and long-term stakeholder value creation.

## Business Transformation and Market Development

The Group's agency-driven distribution model remains fundamental to its business strategy. Transformation initiatives undertaken during the year were deliberately structured to support and complement the existing distributor network, enhance execution capabilities, and strengthen market engagement, without altering the core principles of the Group's long-established business model.

As part of this effort, the Group continued to develop corporately managed business and experience centres in selected strategic locations to improve distributor accessibility, enhance brand visibility, and strengthen operational support. These centres are intended to work in close alignment with the agency network, particularly in areas where additional infrastructure can enhance market reach and effectiveness.

Regionally, the Group maintained a focused and disciplined approach. Preparatory steps were undertaken to reactivate the Indonesia market through a phased strategy, centred on rebuilding distributor engagement, improving operational readiness, and re-establishing brand presence, with the objective of positioning the market for sustainable contribution over the medium term.

## Outlook

Looking ahead, the Board remains cautiously optimistic. While near-term market conditions are expected to remain challenging, the Group enters the new financial year with clear strategic priorities, strengthened governance oversight, and a more resilient operating framework.

The Board believes that the initiatives undertaken during the year—particularly in governance, sustainability integration, market support infrastructure, and regional repositioning—will progressively strengthen execution quality and earnings resilience. As these initiatives mature, the Group is better positioned to pursue sustainable growth opportunities and respond effectively to evolving market dynamics.



Progress, in the Board's view, is defined not only by short-term financial outcomes, but by the strength of governance, quality of execution, and clarity of strategic direction. The Board remains committed to guiding the Group forward with discipline, purpose, and a long-term perspective.

## Appreciation

On behalf of the Board, I wish to extend my sincere appreciation to our management team, employees, distributors, and business partners for their dedication and commitment. I also thank our shareholders for their continued trust and support.

The Board looks ahead with confidence as we continue to advance the Group's transformation journey and build a sustainable future for Zhulian.

On behalf of the Board,

**ZHULIAN CORPORATION BERHAD,**

**Dr. Abdul Malik Bin Md Yusoff**

*Non-Independent Non-Executive Chairman*

# MANAGEMENT DISCUSSION AND ANALYSIS

## REVENUE

→ **RM123.559** MILLION  
(2024 : RM126.164 million)

## PROFIT BEFORE TAXATION

→ **RM19.774** MILLION  
(2024 : RM32.570 million)

## CASH & CASH EQUIVALENTS

→ **RM133.514** MILLION  
(2024 : RM160.118 million)

## REBRANDING FORWARD STRATEGISING FOR GROWTH

During the year under review, the Group embarked on a comprehensive transformation journey to strengthen our market position, enhance organisational agility and unlock new avenues of sustainable growth. Our rebranding and restrategising initiatives reflect a deliberate pivot towards a more future-ready operating model, supported by structural improvements across our distribution network, product portfolio, and customer engagement approach. These initiatives are designed to reinforce the Group's long-term competitiveness while ensuring that our value proposition remains relevant and compelling in an evolving direct-selling landscape.



## OVERVIEW OF BUSINESS AND OPERATIONS

Zhulian Corporation Berhad ("ZCB") is an investment holding company overseeing a diversified group of businesses involved in the manufacturing and trading of a broad range of consumer products, supported by complementary operational functions. Since its founding in 1989, the Group has built its business on a multi-level marketing ("MLM") model, enabling individuals to establish and grow their own businesses through products that proudly carry the Group's brands.

The Group's extensive network of Independent Distributors remains the cornerstone of its business model. These distributors earn incentives based on sales to end consumers as prescribed under the Group's business plan. To support their entrepreneurial development, the Group provides comprehensive training programmes, business tools and continuous engagement initiatives that enhance competency and strengthen sales capability.

The Group's product portfolio encompasses high-quality electroplated jewellery, nutritious food and functional beverages, traditional herbal supplements, home care solutions and home technology products such as water purifiers, air purifiers and therapeutic bedding. Many of these products are manufactured at the Group's own facilities, ensuring stringent control over quality, supply chain efficiency, raw material sourcing and production timelines. The Group also complements its portfolio with a wide range of personal care products sourced from reputable OEM manufacturers, broadening its appeal to various consumer segments.

Headquartered in Penang, Malaysia, the Group's business network spans Malaysia, Thailand and Cambodia. While Malaysian operations are managed directly from the corporate headquarters, operations in Thailand and Cambodia are overseen by the Group's associate company, Zhulian Holding (Thailand) Co., Ltd. ("ZHT"). Accordingly, the Group's consolidated revenue is derived from the operations of its Malaysian subsidiaries and its share of profits from ZHT.

During the financial year, the Group undertook measured steps to modernise certain aspects of its brand presence and strengthen market accessibility. These initiatives aim to refine product communication and distribution channels in ways that support and augment the Group's long-standing agency-driven network, while maintaining its position as the core component of the business model.



## OPERATING ENVIRONMENT

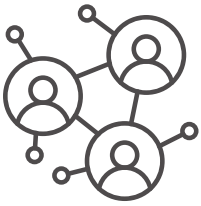


### Consumer Spending and Cost-of-Living Pressures

Persistent cost-of-living pressures have influenced consumer spending behaviour across discretionary and essential product categories. Consumers are prioritising affordability and value-added offerings, resulting in more cautious purchasing patterns. This environment necessitates a balanced approach to pricing, product positioning, and cost management across the Group's businesses.

### Raw Material Price Volatility

Volatility in raw material prices, including gold prices, has impacted cost structures within the gold-plated jewellery segment. Fluctuations in input costs require careful pricing and margin management to remain competitive without compromising product quality or value perception.



### Distributor Network Dynamics

The independent distributor model remains a key channel for market reach and customer engagement. Changes in consumer behaviour, including increased price sensitivity and demand for convenience, have placed greater emphasis on distributor adaptability, service quality, and efficient inventory management. Distributor performance is also influenced by broader economic conditions and local market dynamics.

### Market Expansion and Competitive Landscape

The Group operates in a dynamic consumer landscape shaped by evolving preferences, competitive pressures, and regional differences in purchasing power. Market expansion into untapped areas continues to be influenced by demographic shifts, urbanisation, and increased access to digital channels, while established markets remain sensitive to pricing, value perception, and product differentiation.



### Growing Focus on Health and Wellness

Rising awareness of personal wellbeing has sustained demand for health supplements and functional food and beverage products. Consumers are increasingly attentive to ingredient transparency, product safety, and perceived benefits, while balancing these considerations against affordability. This trend continues to shape purchasing decisions across health-related product categories.



## BUSINESS STRATEGIES

ZCB's business strategies are designed to strengthen long-term competitiveness, enhance distributor support, expand market presence and drive sustainable growth. Guided by our strategic vision, the Group focuses on four key areas:

### 1. Strengthening the Distributor Ecosystem



The Group recognises its Independent Distributors as the cornerstone of its business model. Strategies under this focus include enhancing training programs, providing business tools, and offering continuous support to empower distributors in building sustainable businesses. The introduction of business centers is intended to complement and support the agency network by improving accessibility, facilitating recruitment and providing experiential engagement spaces. These centers serve as additional resources to strengthen distributor capabilities and market reach. As at FY2025, our MLM network has grown to include 188 authorized agencies, stockists and branches, with over 157,449 distributors across Southeast Asia.

### 2. Product Portfolio Optimisation and Innovation

The Group focuses on strengthening and enhancing its core best-selling products across jewellery, wellness, home care, personal care, functional beverages, and lifestyle accessories. Product improvements are guided by market research and consumer insights to ensure continued relevance, quality, and competitiveness. High-quality manufacturing and robust supply chain management underpin product reliability, ensuring timely delivery and consistent customer satisfaction while maximising the performance of the Group's key offerings.



### 3. Market and Channel Development



The Group pursues strategic expansion to strengthen market reach and diversify revenue streams. This includes opening additional business centers in Malaysia to complement the agency network and support distributor engagement. At the same time, the Group is actively pursuing regional growth, including plans to re-enter the Indonesian market and strengthen operations in Thailand and Cambodia through its associate company. The hybrid model balances agency-led channels with business centers to enhance brand visibility, improve customer access, and broaden reach into under-served domestic and regional markets.

#### Market-Specific Strategy: Thailand and Cambodia

Thailand and Cambodia are long-established markets with mature distributor networks and stable core volumes. The Group's focus in these markets is to maintain stability while progressively improving business quality, efficiency and profitability.



Existing additional incentive structures remain an important engagement tool and are maintained to support volume stability and leadership continuity. At the same time, emphasis is placed on productivity-driven growth through active leaders, repeat customer consumption and improved promotion effectiveness.



Key priorities include stronger cost discipline, enhanced operational efficiency, and continued investment in training, leadership development and recognition to sustain distributor performance in these mature markets.



### 4. Digital Enablement and Operational Excellence

The Group invests in digital infrastructure and technology platforms to improve operational efficiency, distributor engagement and data-driven decision-making. Enhanced e-commerce capabilities, distributor management systems and advanced data analytics support better inventory management, performance tracking, and customer engagement. Operational excellence initiatives streamline processes, strengthen scalability, and ensure responsiveness to evolving market conditions.



## GROUP FINANCIAL HIGHLIGHTS

### Sales Revenue

The Group recorded a slight decline in sales revenue, easing from RM126.2 million in FY2024 to RM123.6 million in FY2025. The marginal contraction reflects softer consumer sentiment and normalised purchasing behaviour across several product categories amid prevailing economic conditions. Selling prices were adjusted during the year to align with market dynamics, including more substantial revisions within the jewellery segment. While these adjustments supported average selling prices, overall revenue performance remained moderate as consumer demand continued to be cautious across both domestic and regional markets.

From a geographic perspective, the Group's revenue continued to be anchored by Thailand, where Zhulian (Thailand) Ltd. ("ZTH"), a subsidiary of the Group's associate, Zhulian Holdings (Thailand) Co. Ltd. ("ZHT"), remained the largest contributor, accounting for approximately 73% of total revenue. Malaysia contributed 20% of revenue, while Cambodia accounted for the remaining 7%, reflecting the Group's established regional footprint and continued reliance on its core markets.

Revenue was underpinned by a diversified product portfolio. Food & Beverage ("F&B") products remained the largest revenue contributor, accounting for 47% of total revenue, supported by consistent consumer demand and stable sales performance. Nutritional Health products contributed 17% of revenue, followed by Personal Care products at 14%. Jewellery products represented 12% of total revenue, benefiting from the Group's established market presence and continued consumer interest in accessible luxury offerings, notwithstanding the pricing adjustments implemented during the year. Other product categories, including wellness, home care, functional beverages, and consumer durables, experienced varying levels of steady but measured demand consistent with the prevailing economic environment.

Despite the slight decline in revenue, the Group maintained stable operational performance through disciplined cost management, product mix optimisation, and continuous support for its distributor ecosystem. These measures helped mitigate the impact of softer consumer demand and position the Group to capture growth opportunities as market conditions gradually normalise.

### Earnings

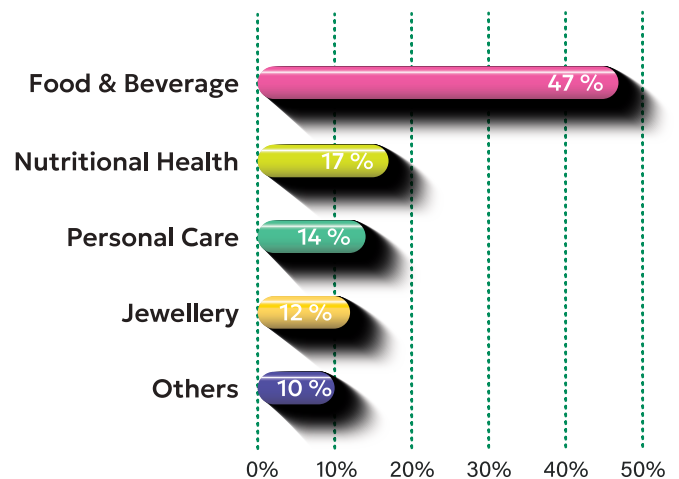
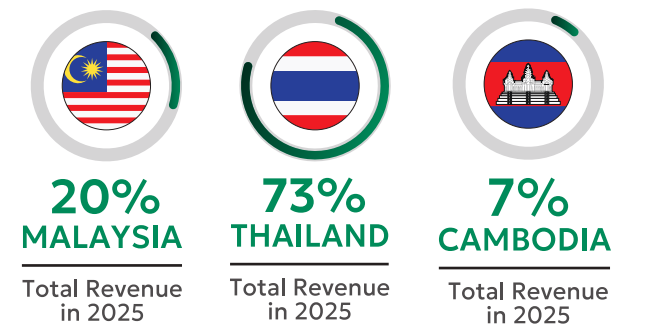
In line with the decline in sales revenue, the Group's profit before tax ("PBT") decreased by 39% to RM19.8 million in FY2025, as compared with RM32.6 million in FY2024. The lower profitability was mainly attributable to higher product costs arising from inflationary pressures and unfavourable foreign exchange resulting from appreciation of the Ringgit against the US Dollar.

Despite the softer financial performance recorded in FY2025, the Group's results demonstrate the resilience of the business model and its ability to navigate a challenging operating environment. Looking ahead to FY2026, the Group anticipates continued challenges in the direct selling industry amid subdued consumer sentiment. In response, the Group will intensify initiatives to strengthen and empower its entrepreneurial business partners, while leveraging growth opportunities within the food and beverage segment to support sustainable long-term value creation.

### Dividends

The Group remains committed to delivering sustainable returns to shareholders, with dividend distributions carefully aligned to the Group's business performance and long-term financial position. While the Group does not have a formal dividend policy, it has consistently declared dividends annually, reflecting the Board's ongoing commitment to rewarding shareholders. In determining the dividend payout for the year, the Board adopts a disciplined and balanced approach, taking into consideration the Group's cash position, retained earnings, operational performance, financial outlook, capital expenditure requirements, and existing obligations.

In appreciation of the continued support and confidence of our shareholders, the Board has declared a total dividend of 3.5 sen per share, amounting to RM16.1 million for the financial year. The dividend reflects the Group's prudent assessment of prevailing operating conditions and its commitment to preserving financial flexibility, while continuing to provide meaningful returns to shareholders and supporting the Group's long-term growth objectives.



## Financial Position and Liquidity

The Group continued to maintain a healthy balance sheet and a solid liquidity position during FY2025, providing sufficient financial resources to support ongoing operations, meet short- and long-term obligations, fund future capital expenditure and strategic initiatives as opportunities arise. As at 30 November 2025, the Group's net assets per share stood at RM0.90, representing a marginal decrease from RM0.93 in FY2024, mainly attributable to dividend distributions during the year.

The Group's liquidity position remained strong, with current assets exceeding current liabilities by RM165.5 million as at the end of FY2025 (FY2024: RM182.7 million). Cash and bank balances amounted to RM133.5 million (FY2024: RM160.1 million), providing a solid liquidity buffer to support operational requirements and planned business initiatives. As at year end, the Group had no bank borrowings, consistent with the previous financial year.

Total assets as at 30 November 2025 amounted to RM466.1 million, a decrease of RM16.5 million compared with RM462.6 million in FY2024. The reduction was mainly attributable to lower cash and cash equivalents arising from working capital utilisation and dividend payments to shareholders.

Total equity stood at RM415.8 million as at FY2025, a decrease of RM9.8 million from RM425.6 million in the previous financial year, mainly due to dividends paid during the year.

Overall, the Group's financial position and liquidity remained sound, underpinned by a strong net asset base and substantial cash reserves. While the Group may consider prudent funding options to support its ongoing rebranding and business restructurising initiatives, its capital structure remains manageable and well-positioned to support future growth while maintaining financial discipline.

## Capital Expenditure Investments

During FY2025, the Group incurred capital expenditure of approximately RM4.0 million, primarily focused on initiatives to enhance operational efficiency and strengthen its supporting infrastructure. The expenditure was mainly directed towards the implementation of productivity-enhancing operational tools, upgrades to computer hardware, software and core systems. These technology-related investments were aligned with the Group's digital enablement and operational excellence agenda, aimed at strengthening system reliability, enhancing process automation, improving data visibility, and supporting more agile and scalable operations. Separately, the Group also invested in the installation of a Solar Photovoltaic ("PV") system under the Net Energy Metering ("NEM") framework, which forms part of its ongoing efforts to promote responsible energy usage and reflects its continued commitment towards environmental sustainability and ESG objectives.

In addition, the Group has approved capital expenditure of approximately RM5.7 million for the acquisition of a double-storey semi-detached factory located in Bandar Elmina, Selangor, of which approximately RM3.7 million will be financed through bank borrowings, with the balance funded internally. The facility is expected to enhance logistics efficiency, improve inventory management, and support faster order fulfilment through improved coordination of warehousing and distribution activities. This strategic investment is aligned with the Group's efforts to strengthen supply chain capabilities, optimise delivery timelines, and support scalable business growth. The acquisition is currently in the process of loan disbursement and is expected to be completed in the forthcoming financial period.

Overall, the Group's capital expenditure strategy remains disciplined and aligned with its operational, strategic and sustainability priorities. The planned investments are expected to be manageable within the Group's financial capacity and are intended to support long-term operational effectiveness and responsible growth.



## FIVE-YEAR FINANCIAL PERFORMANCE OVERVIEW

### Income Statement (RM '000)

	2021	2022	2023	2024	2025
<b>Revenue</b>	149,616	136,167	132,368	126,164	<b>123,559</b>
Profit Before Tax	51,524	53,887	37,030	32,570	<b>19,774</b>
Taxation	9,887	15,574	7,794	9,128	<b>5,641</b>
Profit After Tax	41,637	38,313	29,236	23,442	<b>14,133</b>
Non-Controlling interests	–	–	–	–	–
Dividends	78,200	78,200	78,200	50,600	<b>23,000</b>
Retained Earnings (opening)	302,206	265,642	225,755	176,792	<b>149,634</b>
Retained Earnings (closing)	265,642	225,755	176,792	149,634	<b>140,767</b>

### Statement of Financial Position (RM '000)

	2021	2022	2023	2024	2025
Issued and Paid-up Share Capital	230,000	230,000	230,000	230,000	<b>230,000</b>
Share Option Reserve	–	–	–	–	–
Treasury Shares	–	–	–	–	–
Non-Distributable Reserve	46,115	48,792	55,201	45,949	<b>45,045</b>
Retained Earnings	265,642	225,755	176,792	149,634	<b>140,767</b>
<b>Shareholders' Fund</b>	<b>541,757</b>	<b>504,547</b>	<b>461,993</b>	<b>425,583</b>	<b>415,812</b>
Deferred Taxation	2,100	4,758	3,690	4,160	<b>4,817</b>
<b>Total Liabilities</b>	<b>38,268</b>	<b>40,364</b>	<b>37,592</b>	<b>32,811</b>	<b>25,497</b>
	<b>582,125</b>	<b>549,669</b>	<b>503,275</b>	<b>462,554</b>	<b>446,126</b>
<b>Total Non-Current Assets</b>	<b>275,381</b>	<b>280,070</b>	<b>282,877</b>	<b>243,167</b>	<b>252,575</b>
Deferred Taxation	8,782	7,086	5,946	4,021	<b>4,161</b>
<b>Total Current Assets</b>	<b>297,962</b>	<b>262,513</b>	<b>214,452</b>	<b>215,366</b>	<b>189,390</b>
	<b>582,125</b>	<b>549,669</b>	<b>503,275</b>	<b>462,554</b>	<b>446,126</b>

Viewed over a five-year horizon, the Group's financial performance reflects a period of stable scale supported by its established distributor network, followed by a phase of margin normalisation amid rising operating costs and more cautious consumer sentiment. Revenue has remained broadly resilient over the period, underpinned by recurring demand across core product categories and sustained contributions from the Group's regional markets.

Profitability peaked in earlier financial years before moderating in FY2025, consistent with the factors discussed above, including higher product costs, foreign exchange movements and increased incentive spending to support distributor engagement and volume stability. Throughout the period, the Group maintained a strong balance sheet and healthy cash reserves, supporting consistent dividend distributions while preserving financial flexibility for strategic initiatives.

## KEY OPERATIONAL AND STRATEGIC HIGHLIGHTS

### Zhulian Grand Convention

On 11 January 2025, the Group hosted the Zhulian Grand Convention, its annual flagship recognition event to honour top-performing distributors and qualified agencies. The convention reinforces the Group's values, recognises outstanding achievements, and serves as a platform to align the distributor network with the Group's strategic direction, while strengthening motivation and community engagement across markets.



### Zhulian Action Alliance and Development Seminars

The Group continued to organise Zhulian Action Alliance programmes and seminars aimed at nurturing and empowering emerging leaders, particularly younger and newly recruited distributors. These initiatives focus on enhancing business skills, leadership capabilities and product knowledge, supporting distributor retention and building a sustainable talent pipeline for long-term growth.



### Business Center Launch and Rebranding Initiative

In line with its rebranding and strategic repositioning, the Group officially opened its first business centre in Tanjung Tokong, Penang on 20 November 2025. The centre serves as a hub for distribution, engagement and support activities, improving logistical efficiency, customer accessibility and service delivery, while strengthening the Group's market presence and distributor support infrastructure. As at 28 February 2026, the Group has officially opened 5 business centres and is targeting a total of 13 centres by the end of November 2026 as part of its nationwide expansion strategy.

### Regional Engagement

On 19 July 2025, the Group hosted a delegation comprising representatives and qualified distributors from Zhulian (Thailand) Ltd., part of the Group’s associate company in Thailand, at its Penang headquarters. The visit involved a total of 1,000 qualified distributors, providing them with first-hand exposure to the Group’s in-house manufacturing facilities, providing visibility into production processes and quality assurance practices.

The engagement was aimed at reinforcing distributor confidence in the Group’s manufacturing capabilities, product quality and supply reliability, while strengthening relationships and mutual understanding across regional markets.



### Reactivation of the Indonesia Market

The Group is actively working to reactivate its presence in the Indonesia market, focusing on rebuilding distributor networks, enhancing brand visibility, and strengthening operational support.

The Group’s headquarters in Medan, together with a newly established warehouse serving the Sumatra region, will form the foundation of its initial market re-entry and operational setup. In addition, plans are underway to establish an additional warehouse in Jakarta by mid-2026 to further enhance market coverage and logistical efficiency. This measured and phased approach enables management to allocate resources effectively while retaining strategic flexibility to scale operations in line with market readiness and growth opportunities.



## PRODUCT AND PORTFOLIO REFRESH

During the financial year under review, the Group undertook selected product introductions across key categories to refresh its offerings and support distributor engagement in both domestic and overseas markets.

In the local market, new jewellery collections comprising 33 new designs were introduced to enhance design variety. The Group also launched selected food and beverage products in mini pack formats, together with the introduction of Xtra Wash Laundry Detergent (450gm) under the home care category, aimed at improving product accessibility and meeting varied consumer preferences.

In overseas markets, similar initiatives were implemented, including the introduction of mini pack formats for selected food and beverage products, additions to the NUTRILEX vitamin range within the wellness and nutritional segment, and the rollout of Xtra Wash Laundry Detergent (450gm) aligned with local market requirements.

Overall market response remained measured amid cautious consumer sentiment and competitive conditions. Management continues to monitor product performance and refine rollout and support strategies to enhance effectiveness over time.



## KEY RISKS AND MITIGATION STRATEGIES

### PRINCIPAL RISKS AND MITIGATION STRATEGIES

The Group operates in a dynamic business environment and is exposed to a range of risks that could affect its operations, financial performance, and strategic objectives. The Board, through the Risk Management and Sustainability Committee, regularly reviews the Group’s risk profile periodically, considering market developments, operational conditions and strategic initiatives.

The principal risks identified during the financial year, together with the corresponding mitigation measures, are summarised below. These risks are monitored on an ongoing basis and are aligned with the Group’s overall risk management framework.

Principal Risk	Risk Description	Potential Impact	Mitigation Strategy
<b>Market Concentration Risk</b>	A significant portion of the Group’s revenue is derived from selected key markets, exposing performance to economic conditions, regulatory changes, or shifts in consumer sentiment within those markets.	Revenue volatility, margin pressure, and earnings fluctuations if adverse developments occur in key markets.	Monitor market performance on an ongoing basis; strengthen engagement across existing markets; optimise product mix and channel strategies to reduce reliance on any single market or category.
<b>Technology and Data Management Risk</b>	The Group’s operations are increasingly reliant on IT systems and data to support distributor activities, order processing, business reporting, and operational decision-making.	Operational disruptions, data inaccuracies, or cybersecurity incidents.	Upgrade IT infrastructure; implement appropriate access controls and data governance practices; conduct periodic system reviews, testing and monitoring.
<b>Product Development and Innovation Challenges</b>	The Group operates in a competitive consumer products environment where evolving customer preferences and market trends require continuous product enhancement and innovation.	Reduced product relevance, weaker customer demand and slower sales momentum.	Prioritise enhancement of established product lines; guide product initiatives using through market analysis and consumer feedback; maintain strong manufacturing quality control and supply chain disciplines to ensure consistent quality and availability.
<b>Brand and Channel Engagement Risk</b>	The Group’s direct selling model dependent on sustained brand strength and effective engagement with its distributor network.	Weaker distributor recruitment, retention, or productivity, which may affect sales performance.	Strengthen brand positioning; enhance distributor communication, training, and support and leverage digital tools to improve channel engagement and operational efficiency.
<b>Cultural and Market Alignment Challenges</b>	Differences in consumer behaviour, cultural norms, and market practices across regions may affect the effectiveness of product positioning, marketing strategies and approaches. distributor programmes.	Lower market penetration, weaker customer acceptance and suboptimal sales performance.	Adapt products, marketing strategies, and distributor programmes to local market conditions; leverage local insights and incorporate ongoing market feedback into decision-making.

## FORWARD LOOKING STATEMENT

As the Group enters FY2026, it remains mindful of the evolving economic and business landscape across Southeast Asia and the global economy. According to the World Bank, Malaysia's GDP is projected to grow by 4.3%, Cambodia by 5.5%, Indonesia by 4.8-5.0%, while Thailand is expected to expand 2.7%. These growth projections coexist with global uncertainties, inflationary pressures, regulatory adjustments, and competitive intensity, which could influence operational costs, distribution expenses, and consumer behaviour.

The Group continues to prioritise business resilience and financial sustainability, emphasising prudent spending, disciplined cost management, robust cash reserves, and close monitoring of operational efficiency. On the overseas front, the Group is reactivating its presence in Indonesia while strengthening its established operations in Thailand and Cambodia, where market familiarity and distributor networks provide near-term opportunities. Engagement in the Philippines is temporarily halted, with resources focused on markets offering clearer growth potential.

Domestically, the Group is expanding its network of business centers to improve customer accessibility, enhance distributor support, and strengthen service delivery. Investments in digital capabilities continue to support operational agility, data-driven decision-making, and distributor engagement. Core product offerings are refined through market insights and distributor feedback, ensuring continued relevance and competitiveness.

The Group remains committed to integrating Environmental, Social and Governance (ESG) principles into its operations, embedding sustainable practices in strategic decisions, and fostering long-term stakeholder value.

While challenges such as economic uncertainty, inflationary pressures and regulatory changes persist, the Group is confident that its strategic focus, operational discipline, and financial resilience will enable it to navigate market complexities, capitalise on emerging opportunities, and sustain growth across its core domestic and regional markets.



# AWARDS AND ACHIEVEMENTS

ZHULIAN Group has amassed 23 key awards and achievements since 1998, underscoring sustained excellence in direct selling, manufacturing, exports, and innovation. These milestones reflect the Group's dedication to quality and ethical practices across its divisions.

## 2024

Zhulian Jewellery Manufacturing Sdn Bhd entered The Malaysia Book of Records - Oldest Costume Jewellery Manufacturer in Malaysia.



## 2023

Zhulian Industries Sdn Bhd was awarded Anugerah Majikan Terbaik 2023 Best Employer Award 2023 - Penang EPF.



## 2022 - 2023

Zhulian Marketing (M) Sdn Bhd received the Human Resource Development (HRD) Corporation Awards 2022 - HRD Corp Award SME Employer Category.



## 2022

Zhulian Industries Sdn Bhd won the Export Excellence Award (EEA) 2022 - Certificate of Merit and Most Promising Award.



## 2021

Zhulian Corporation Berhad earned the BrandLaureate World Halal Best Brands E-Branding Awards 2021 - Consumer General Health Supplement.



## 2020

Zhulian Industries Sdn Bhd received the Golden Bull Award 2020 - Outstanding SME.



## 2019

Zhulian Corporation Berhad ranked 84th in the Direct Selling News (DSN) Global 100 list 2019.



## 2019

Zhulian Corporation Berhad received The Asia Halal Brand Awards 2019 Heritage Brand - Best Innovation Beverages Nutritional Supplement.



## 2018

Zhulian Corporation Berhad won the BrandLaureate Brand Icon Award 2018 - Industry Champion of Fashion Jewellery, Health Wellness Products.



## 2014

Zhulian Corporation Berhad ranked 81st in the Direct Selling News (DSN) Global 100 list 2014.



## 2013

Zhulian Corporation Berhad ranked 74th in the Direct Selling News (DSN) Global 100 list 2013.



## 2013

Zhulian Corporation Berhad was cited in Forbes Asia's 200 Best Under a Billion List.



## 2012

Zhulian Marketing (M) Sdn Bhd received the 1 Malaysia Enterprise Award 2012 - 1 Malaysia Master Leader National Category, 2nd International Standard Quality Award 2012 - Masterclass Company Multi-level Marketing, and 3rd International Standard Quality Award 2012 - Quality Multi-Level Marketing Company.



## 2010

Zhulian Manufacturing Sdn Bhd won the 6th Asia Pacific Super Excellent Brand 2010 - Product Excellence Award. Zhulian Corporation Berhad earned the 2nd Malaysia Independence Award 1957 Anugerah Merdeka 2010 - Malaysia's Prominent Multi-Level Marketing Company and Malaysia's Prominent Products/Services.



## 2009

Zhulian Marketing (M) Sdn Bhd secured the 8th Asia Pacific International Honesty Enterprise - Keris Award 2009 and



8th Asia Pacific International Entrepreneur Excellence Award 2009 - Excellent Brand. Zhulian Corporation Berhad received the 6th Asia Super Excellence Master Award of Direct Sales 2009 - Grand Master Company.



## 2008

Beyond Product brand received the 4th Asia Pacific Super Excellent Brand 2008 Award.

Zhulian Marketing (M) Sdn Bhd won the 5th Asia Super Excellence Master Award of Direct Sales 2008 - Grand Master Company and 7th Asia Pacific International Honesty Enterprise - Keris Award 2008.



## 2007

Business of the Year 2007 Award ~ Superior Company



## 2000

Zhulian Corporation Berhad earned the Excellence Award for Invention and Innovation Product Excellence Award.



## 1998

Zhulian Marketing (M) Sdn Bhd received the Enterprise 50 Award 1998 for business excellence and growth.



# SUSTAINABILITY STATEMENT

Zhulian Corporation Berhad and its subsidiaries (the Group) are committed to responsibly managing their Environmental, Social, and Governance (ESG) as well as economic impacts, risks and opportunities across operations in Malaysia. We envision ourselves as a company dedicated to providing products that create value and enhance our customers' lifestyles. We also recognise the significant role we play in shaping the environment and contributing to society.

This Sustainability Statement (the Statement) aims to provide a clear and balanced overview of the Group's ongoing commitment to sustainable practices across our operations. Our objective is to make a positive and meaningful contribution to the communities we serve, supporting long-term value creation for the Group.



## REPORTING STANDARDS

This Statement was prepared in accordance with the following regulatory guidelines:

- Practice Note 9 and 9A of the Main Market Listing Requirements.
- Sustainability Reporting Guide, 3rd Edition ("SGR") issued by Bursa Malaysia Securities Berhad ("Bursa Malaysia"), 2022.
- The United Nations' Sustainable Development Goals ("UNSDGs").
- Malaysia Code of Corporate Governance, updated April 2021.

**Note:** We apply these references in a manner proportionate to our current maturity level.

## REPORTING SCOPE AND BOUNDARY

This report covers the financial year ended 30 November 2025 (FY2025), spanning the period from 1 December 2024 to 30 November 2025.

This statement encompasses Zhulian Corporation Berhad and its Malaysian incorporated active subsidiaries.

## ASSURANCE STATEMENT

*This Statement has not been subjected to external assurance. However, the performance data presented have been reviewed and validated by our internal operations and management teams.*



## SUSTAINABILITY GOVERNANCE

Sustainability at ZHULIAN is governed by the Board of Directors, which provides strategic direction, approves the Group’s sustainability agenda, and oversees ESG performance as well as sustainability-related and climate-related risks and opportunities to ensure alignment with long-term business objectives, stakeholder expectations, and regulatory requirements.

### Oversight Structure and Responsibilities

Oversight Level	Roles and Responsibilities
<p><b>Board of Directors</b></p>	<p>Holds overall accountability for the Group’s sustainability strategy and ESG oversight. Approves key sustainability policies, reviews ESG performance, and ensures integration of sustainability into corporate strategy and long-term value creation.</p>
<p><b>Risk Management and Sustainability Committee (RMSC)</b></p>	<p>Oversees sustainability-related policies, climate and ESG risks, disclosures, and reporting. Ensures adequate resources, governance rigour, and alignment with regulatory expectations, including IFRS S1 and S2.</p>
<p><b>Executive Management Committee (EMC)</b></p>	<p>Reviews ESG risks and opportunities, endorses KPIs, frameworks, and action plans, and promotes a sustainability-led culture across the organisation.</p>
<p><b>Sustainability Working Group (SWG)</b></p>	<p>Comprises senior representatives from key functions including Production, Administration, Purchasing, Sales, Marketing, IT, Finance, and Human Resources. Responsible for developing sustainability roadmaps, monitoring implementation progress, and resolving cross-functional ESG matters.</p>
<ul style="list-style-type: none"> <li>• <b>Functional Committees</b></li> <li>• <b>Sustainability Unit (SU)</b></li> <li>• <b>Risk Management &amp; Sustainability (RMS) Department</b></li> </ul>	<p>Support operational implementation, ESG data collection, reporting and integration of sustainability-related risks into the Group’s risk management framework.</p>

## CLIMATE GOVERNANCE

### Board Competency and Continuous Education

Recognising the growing importance of climate-related issues, the Group is progressively strengthening the ESG and climate-related competencies at the Board and senior management levels. This includes participating in ongoing learning programmes covering emerging regulatory requirements, IFRS S1 and S2 disclosure requirements, greenhouse gas (GHG) emissions management, transition risks, physical climate risk assessment, and sector-specific ESG developments.

These continuous learning initiatives enhance the Board’s ability to assess climate-related risks and opportunities, support informed decision-making, and reinforce long-term organizational resilience as the Group advances its sustainability practices.



## ESG and Risk Management

ZHULIAN has established a structured governance framework to oversee risks associated with its material ESG matters. This includes risks linked to environmental impact, labour and human rights, occupational health and safety, data protection, and anti-corruption — areas essential to safeguarding business continuity, reputation, and long-term value creation.

The Board reviews and approves relevant sustainability policies, frameworks, and targets, ensuring that ESG considerations are incorporated into strategic planning, capital allocation, and major business decisions. Operational responsibility for the identification and mitigation of ESG-related risks lies with the Sustainability Working Group (SWG) and the Risk Management and Sustainability (RMS) Department, under the leadership of the Chief Executive Officer. Any material changes to the Group’s risk profile, including emerging climate-related and regulatory risks, are escalated to the Executive Management Committee (EMC) for timely review and action.

Risk mitigation measures are embedded within the Group’s ESG framework, to support gradual progress and strengthen organisational resilience as ZHULIAN continues to build its sustainability capabilities.



The Group has determined a sustainability policy and framework that addresses environmental, social, and governance elements across manufacturing and direct selling operations. As shown in the attached chart, this framework provides practical guidance for early-stage activities, including climate considerations, resource use, labour practices, community relations and governance oversight. It serves as an initial step toward embedding responsible practices across our operations in a measured way.

## SUSTAINABILITY PURPOSE AND STRATEGIC OBJECTIVES

### ESG Purpose

The Group's ESG purpose serves as an overarching framework to identify material environmental, social, and governance aspects across our manufacturing and multi-level marketing operations. This framework supports the Group's early-stage efforts to promote responsible and practical practices across its business activities.

### Strategic Objectives

ZHULIAN Group's strategic objectives reflect the Group's key focus in the effort to strengthen sustainability across our operations for FY2025 and the years ahead. These objectives outline the gradual introduction of Environmental, Social and Governance (ESG) considerations into decision-making and governance processes as the Group continues to build its ESG foundation. Our planned objectives include:



### Sustainability Policy

The Group's Sustainability Policy forms an integral part of its corporate governance framework and is aligned with core policies, values and ethical standards. It reinforces the Group's belief that sustainability is part of its overall business strategy, rather than a standalone initiative. These policies collectively support the Group's commitment to responsible, ethical, and transparent practices across its direct-selling and manufacturing operations.

In line with its early-stage sustainability journey, the Group adopts the following principles:

- ESG considerations are progressively integrated into the Group's strategy, business planning, and operations.
- Focus on sustainability issues most relevant to business performance and key stakeholders.
- Accountability is maintained through timely and accurate disclosures.
- Committed to enhancing stakeholder engagement to help shape the Group's sustainability priorities.
- Endeavour to drive sustainable value creation through responsible and forward-looking planning and strategies.
- Sustainability practices are reviewed periodically and improved over time.

We encourage customers, employees, suppliers, and contractors to familiarise themselves with our Policies and support the Group's commitment to sustainability across direct-selling and manufacturing operations. Our Sustainability Policy is available at <https://zhulian.com/investor-relations/corporate-governance/>.



# STAKEHOLDER ENGAGEMENT

ZHULIAN Group values engagement with stakeholders who have an interest in, or influence over the Group’s business activities. This engagement helps us understand stakeholder concerns, identify relevant sustainability matters, and incorporate these considerations into decision-making.

## Key Stakeholders and Approach

Stakeholders	Engagement Platforms	Frequency	Areas of Interest / Concerns	Our Approach
<b>Customers / Consumers</b>	Product launches	Periodic	Product quality, safety, Halal compliance, sustainable practices	Provide clear product information; uphold quality and compliance standards; consider feedback where appropriate
	Exhibitions	Periodic		
	Customer service channels	Daily		
	Digital platforms	Daily / Ongoing		
<b>Distributors &amp; Agents</b>	Online meetings	Ongoing / Regular	Product availability, business support and Business opportunity	Share timely information and guidance to support business operations; promote understanding of business practices and product offerings
	Promotional events	Periodic		
	Training programs	As needed		
	Digital portals	Ongoing		
<b>Employees</b>	Management dialogues	Regular	Career development, workplace safety, wellbeing	Communicate employment, safety, and development; support initiatives for workplace safety and staff welfare
	Meetings	Regular		
	Internal communications	Daily / Ongoing		
	Training programs	Periodic / As required		
	Feedback mechanisms	Ongoing		
<b>Suppliers / Business Partners</b>	Supplier meetings	Regular	Ethical sourcing, quality standards, ESG and Halal compliance	Maintain communication on expectations; provide guidance on compliance and operational matters
	Joint programs	Periodic		
	Performance reviews	Annually		
	Compliance checks	As required		
<b>Government &amp; Regulators</b>	Regulatory meetings	Ad-hoc	Legal and regulatory compliance, ESG considerations	Ensure compliance with applicable laws and regulations; provide information as required; engage through consultations and forums
	Compliance submissions	As required		
	Industry forums	Periodic		
<b>Investors &amp; Shareholders</b>	Corporate website	Ongoing	Financial performance, governance, ESG considerations	Provide relevant information on business, governance, and ESG matters; maintain transparency in reporting
	Press releases	Ad-hoc		
	Meetings	Regular / Ad-hoc		
	General meetings	Annual		
	Financial reports	Quarterly / Annually		
<b>Local Communities</b>	Community forums	Annually / Periodic	Social development, education, environmental awareness	Engage through initiatives supporting welfare, and environmental awareness; respond to relevant feedback
	Social outreach	Periodic		
	CSR initiatives	Annually / Periodic		

ZHULIAN’s approach ensures the Group remains informed about stakeholder perspectives and expectations, while maintaining a structured process for integrating sustainability into operations and governance.

# MATERIALITY ASSESSMENT AND KEY SUSTAINABILITY MATTERS

## Material Matters and Materiality Assessment

ZHULIAN’s material matters represent the key environmental, social, and governance (ESG) as well as economic topics that influence the Group’s strategic priorities, risk management, and resource allocation. These matters reflect significant issues relevant to the Group and its stakeholders and are aligned with Bursa Malaysia’s ESG reporting requirements.

The Sustainability Materiality Matrix guides the Group in evaluating emerging risks and opportunities, refining focus areas, and supporting regulatory alignment. The matrix is reviewed periodically to maintain relevance and was progressively updated between 2023 and 2025 in response to evolving regulatory expectations and business. Future reviews will also consider relevant SASB topics and financial materiality.

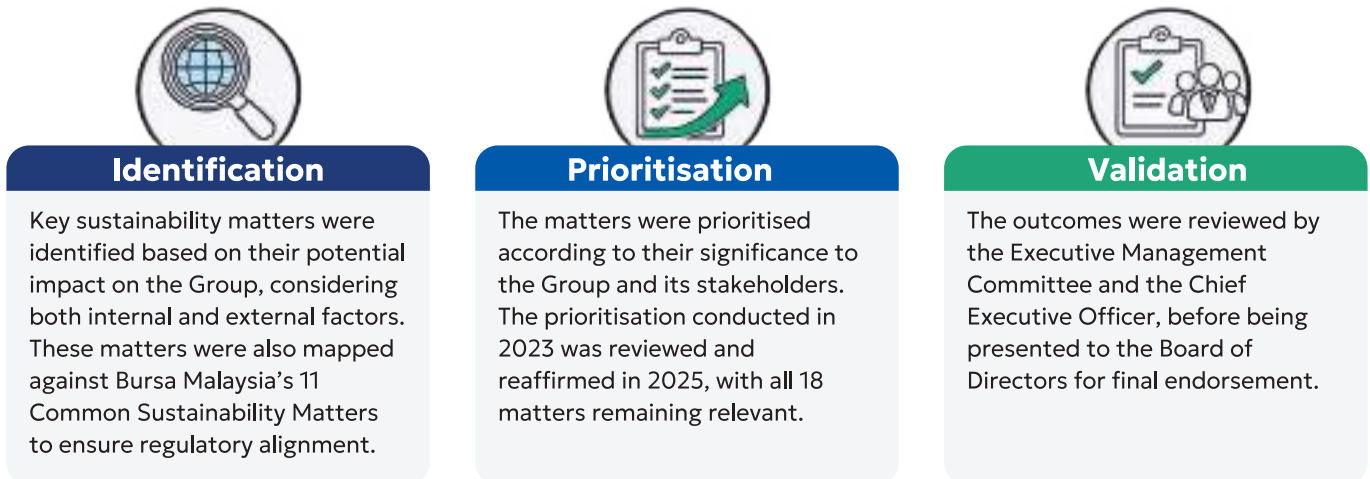
To strengthen strategic focus, the Group’s 18 material matters are categorised into four pillars: Economic, Environmental, Social, and Governance. This approach enables more effective management of risks and opportunities, clearer target-setting, better resource allocation, and the implementation of practical sustainability initiatives.

### ZHULIAN Group's Material Matters



### Materiality Assessment Process

The materiality assessment process comprises the following steps:



ECONOMIC		
Sustainability Matters		UNSDG Reference
<b>Supply Chain Management</b>	Management of supplier sourcing practices, including the proportion of locally procured products and services, to enhance supply chain resilience, cost efficiency, and socio-economic contributions.	SDG 8, 12
<b>Digitalisation</b>	Adoption of digital systems and technologies to enhance operational efficiency, data security, business continuity, and customer experience.	SDG 9
<b>Business Innovation &amp; Model</b>	Development of innovative business models, platforms, and processes to support long-term growth, adaptability, and competitiveness.	SDG 9
<b>Production Technology &amp; Innovation</b>	Enhancement of production processes through technology and innovation to improve efficiency, reduce environmental footprint, and optimise resource use.	SDG 7, 9, 13
<b>Economic Contribution to Society</b>	Contribution to economic growth and development through wages, procurement, business transactions, and community support initiatives.	SDG 11, 17

ENVIRONMENT		
Sustainability Matters		UNSDG Reference
<b>Energy and Water Management</b>	Management of water and energy usage across operations, including efficiency measures and the adoption of renewable energy, to reduce resource intensity and environmental impact.	SDG 6, 7, 13
<b>Waste and Material Management</b>	Management of solid and liquid waste from operations, including waste reduction, landfill diversion, and responsible material use to minimise environmental footprint.	SDG 12, 13
<b>Climate Change</b>	Management of greenhouse gas emissions, climate-related risks, regulatory compliance, and carbon footprint measurement to support the transition towards low-carbon operations.	SDG 12, 13, 16
<b>Sustainable Packaging</b>	Minimising the environmental impact of packaging through the use of recyclable, reusable, or sustainable materials across the product lifecycle.	SDG 12



SOCIAL		
Sustainability Matters		UNSDG Reference
<b>Health and Safety and Well-Being</b>	Providing a safe, healthy, and supportive working environment, with emphasis on injury prevention, employee well-being, and occupational health management.	SDG 3, 8
<b>Learning and Development, Succession Planning</b>	Empowering employees through continuous learning, leadership development, and succession planning to enhance skills, capability, and long-term workforce sustainability.	SDG 4, 8
<b>Labour Practices and Standards</b>	Upholding fair labour practices, human rights, and ethical employment standards across operations and the supply chain.	SDG 8, 16
<b>Diversity, Equity &amp; Inclusion</b>	Promoting diversity, equal opportunities, and inclusive workplace practices to foster a respectful and equitable work environment.	SDG 5, 10
<b>Community Contribution, Support &amp; Engagement</b>	Supporting local communities through engagement, charitable contributions, and social programmes that promote inclusive and sustainable development.	SDG 11, 17
<b>Product Quality, Safety and Responsibility</b>	Ensuring that products meet quality, safety, Halal, and regulatory requirements while safeguarding consumer trust and well-being.	SDG 13, 12

GOVERNANCE		
Sustainability Matters		UNSDG Reference
<b>Ethical Business Practices</b>	Management of ethical issues such as corruption, bribery, conflicts of interest, and fair business conduct across operations and the supply chain.	SDG 16
<b>Intellectual Properties, Data Privacy &amp; Security</b>	Protection of intellectual assets, customer data, and business information through robust data privacy, cybersecurity, and information security practices.	SDG 9, 16
<b>Halal Commitment</b>	Ensuring continued compliance with Halal requirements through a robust Halal Assurance System, safeguarding product integrity and consumer trust.	SDG 12



## SHORT, MEDIUM & LONG-TERM COMMITMENTS

The Group is committed to achieving its sustainability objectives toward FY2030 through defined strategies and key performance indicators (KPIs). Our approach focuses on continuous monitoring and periodic evaluation of sustainability performance to ensure steady and measurable progress. In line with the three ESG pillars, we have identified and begun implementing initiatives that support consistent progress toward achieving these KPIs over time.



Short-term Commitments (2022 – 2025)	2025 Progress	Status
<b>Maintain zero incidents of corruption</b> <ul style="list-style-type: none"> <li>Conduct risk assessment for corruption in operations, including existing and new business partners</li> </ul>	Zero incidents of corruption recorded	
<b>Maintain HALAL certification</b> <ul style="list-style-type: none"> <li>Ensure robust HALAL Assurance System</li> </ul>	Halal Assurance System effectively maintained	
<b>Achieve zero workplace accidents</b> <ul style="list-style-type: none"> <li>Reduce lost time injury (LTI) by 30%</li> </ul>	LTI increased to 0.14% in FY2025 from 0.04% in FY2024, reflecting a rise in incidents	
<b>Achieve zero environmental legal non-compliance</b>	Maintained full compliance with all applicable environmental laws and regulations, with zero cases of environmental non-compliance recorded during the year	
<b>Increase locally procured products and services</b>	Local sourcing increased by 12% from FY2024, with 83.7% of total products and services procured locally in FY2025	
<b>Conduct annual sustainability-focused engagements and community programmes</b>	The Group contributed RM15,000 to non-profit organisations in support of various community development initiatives	
<b>Increase the use of renewable energy for electricity at production facilities</b>	The solar PV installation contributed 593.95 MWh of renewable energy, resulting in RM206,000 in electricity cost avoidance	



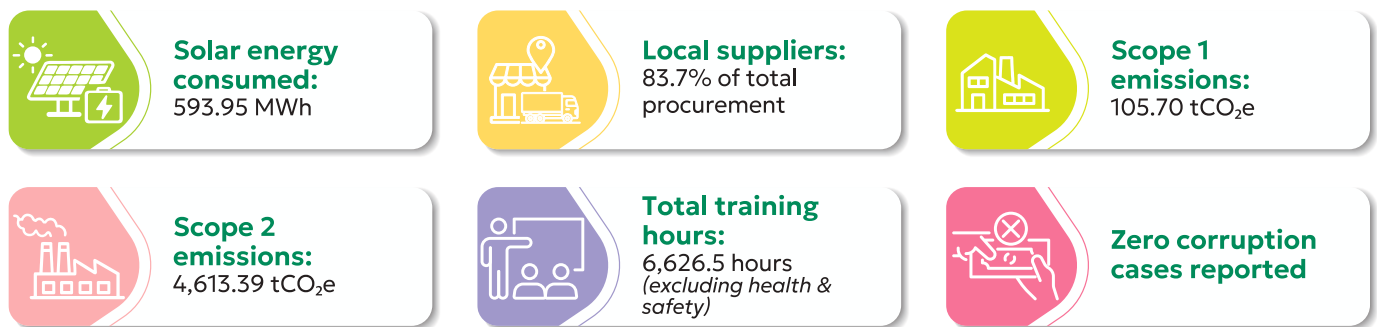


Medium Term Commitments (2025 – 2027)	2025 Progress	Status
<b>Establish sustainability-related learning in employees' competence development</b> <ul style="list-style-type: none"> <li>Minimum of two training hours on sustainability topics</li> </ul>	A total of 714 hours of ESG-related training was provided to Directors, Heads of Departments, Managers, and Persons-in-Charge	
<b>Reduce non-hazardous waste to landfills from production facilities by 10%</b>	FY2025 established the baseline for non-hazardous waste. Waste volumes reflected production levels; improvement measures were initiated to support future reduction	
<b>Establish a water monitoring and management system and reduce water use</b>	A continuous water consumption monitoring process was implemented to prevent equipment-related wastage. Water consumption increased by 7.38% to 55.3 ML compared to FY2024, primarily due to higher production levels in FY2025	
<b>Establish policies on stakeholder engagement and human rights</b>	Policies on human rights and labour standards, sustainable supply chain and procurement, were established in FY2025. Additional policies, including the Environmental policy, Energy Management Policy and Water Policy, are scheduled for FY2026	
<b>Reduce absolute GHG emissions and intensity</b>	A total of 412.50 tCO <sub>2</sub> e emissions avoided to date through energy efficiency initiatives and the increased use of renewable energy	
<b>Obtain ISO 14001 Certification</b> <ul style="list-style-type: none"> <li>Establish environmental management system framework and implementation roadmap</li> </ul>	Preliminary planning and internal readiness assessments completed; formal implementation scheduled for mid-2026	
<b>Upgrade IT System and Cybersecurity Awareness</b> <ul style="list-style-type: none"> <li>Strengthen IT infrastructure and enhance cybersecurity awareness</li> </ul>	IT system upgrade in progress, including system enhancements and basic cybersecurity awareness initiatives for employees	

Long Term Commitments (2028 – 2030)	2025 Progress	Status
<b>Determine product carbon footprint</b> <ul style="list-style-type: none"> <li>Conducting Life Cycle Assessment (LCA) for selected products</li> </ul>	Management is evaluating the applicability of LCA for selected products	
<b>Improve the sustainability performance of packaging materials</b> <ul style="list-style-type: none"> <li>Increase the use of recycled or sustainable materials</li> </ul>	Sourcing sustainable packaging options to reduce the plastic usage, including recyclable packaging	
<b>Establish an in-house platform for idea generation and product development</b>	Management is in the planning stage to evaluate alternative platforms for idea generation, product development, and commercialisation	

## FY2025 KEY SUSTAINABILITY HIGHLIGHTS

The following are the key highlights in sustainability performance and initiatives at ZHULIAN in FY2025:



## RISKS AND OPPORTUNITIES

The identification of key material matters supports more informed decision-making across the Group. By addressing these matters, ZHULIAN is able to take gradual steps to respond to changes in the economic environment, market expectations, and operational landscape. This approach helps the Group manage potential risks while identifying opportunities that can strengthen resilience and support long-term business sustainability.

The following section summarises the key risks and opportunities associated with the Group’s material matters.

ECONOMIC		
Sustainability Matters	Risks	Opportunities
<b>Supply Chain Management</b>	• Overreliance on limited suppliers may disrupt operations	• Diversifying suppliers enhances resilience
	• Rising procurement costs may affect margins	• Local sourcing reduces logistics costs and emissions
	• Supply chain disruptions may impact product availability	• Strong supplier partnerships improve quality and reliability
<b>Digitalisation</b>	• Cybersecurity breaches may cause data loss and reputational damage	• Automation improves efficiency and reduces manual errors
	• System failures may disrupt operations	• Data-driven decision-making enhances competitiveness
	• High implementation costs may affect short-term profitability	• Digital platforms improve customer and distributor experience
<b>Business Innovation &amp; Model</b>	• Failure to adapt to changing market needs may reduce competitiveness	• New business models enable additional revenue streams
	• High R&D costs with uncertain returns	• Innovation improves customer engagement
	• Slow innovation cycles may lead to market share erosion	• Faster response to market trends strengthens positioning
<b>Production Technology &amp; Innovation</b>	• Outdated technology increases operating costs and inefficiencies	• Advanced technologies enhance productivity and quality
	• High capital investment risks	• Energy-efficient equipment reduces long-term costs
	• Technical failures may disrupt production	• Innovation supports sustainable production practices
<b>Economic Contribution to Society</b>	• Weak economic performance may reduce community trust	• Strong socio-economic contributions enhance brand loyalty
	• Inadequate stakeholder engagement may harm reputation	• Job creation supports long-term growth
	• Workforce instability may affect productivity	• Community investment strengthens social licence to operate

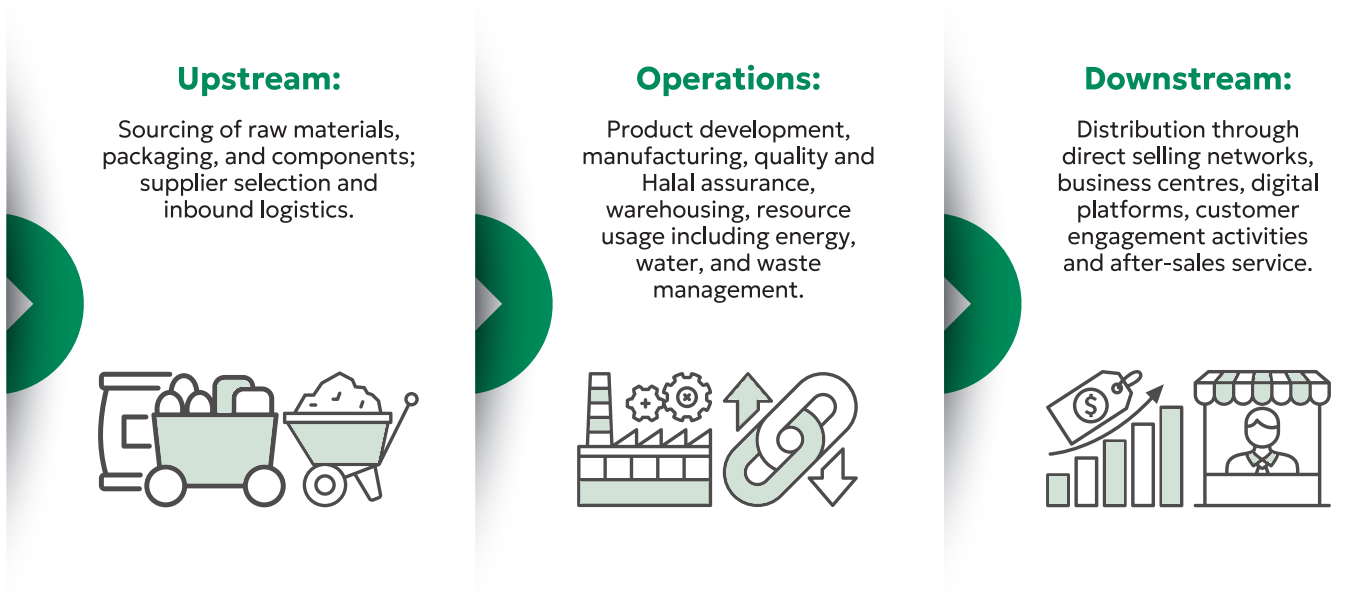
ENVIRONMENTAL		
Sustainability Matters	Risks	Opportunities
<b>Water Usage and Energy Consumption</b>	• Resource scarcity may disrupt operations	• Efficiency initiatives reduce operating costs
	• Rising utility costs affect profitability	• Renewable energy adoption lowers carbon footprint
	• Inefficient usage increases environmental footprint	• Water-saving practices improve resilience
<b>Waste and Material Management</b>	• Poor waste handling may result in fines and reputational damage	• Recycling and waste reduction reduce costs
	• Rising waste disposal costs	• Circular practices enhance brand reputation
	• Regulatory non-compliance risks	• Resource optimisation improves sustainability performance
<b>Climate Change</b>	• Physical climate risks may disrupt supply chains	• Early climate adaptation improves resilience
	• Transition risks from regulatory changes	• Low-carbon initiatives attract ESG-focused investors
	• Carbon pricing may increase costs	• Energy efficiency reduces long-term expenses
<b>Sustainable Packaging</b>	• Unsustainable packaging may reduce customer trust	• Eco-friendly packaging attracts conscious consumers
	• Rising costs of compliant materials	• Reduced material use lowers costs
	• Increased regulatory scrutiny	• Innovation in packaging enhances differentiation

SOCIAL		
Sustainability Matters	Risks	Opportunities
<b>Health and Safety and Well-Being</b>	• Workplace accidents may cause downtime and legal exposure	• Safe workplaces improve employee retention
	• Rising insurance and compensation costs	• Reduced lost-time injuries enhance efficiency
	• Low morale affects productivity	• Strong safety culture builds employer brand
<b>Learning and Development, Succession Planning</b>	• Skills gaps may reduce productivity	• Skilled workforce drives innovation
	• High turnover due to limited career growth	• Succession planning ensures business continuity
	• Leadership continuity risks	• Strong learning culture improves engagement
<b>Labour Practices and Standards</b>	• Non-compliance may lead to legal penalties	• Fair practices improve loyalty and productivity
	• Labour disputes disrupt operations	• Strong employer reputation attracts talent
	• Negative publicity affects brand	• Stable workforce supports long-term growth
<b>Diversity, Equity &amp; Inclusion</b>	• Workplace discrimination may harm morale	• Diverse teams improve creativity and decision-making
	• Limited diversity reduces innovation	• Inclusive culture strengthens employer branding
	• Reputational risks	• Wider talent pool access
<b>Community Contribution, Support &amp; Engagement</b>	• Weak engagement may reduce social trust	• Strong community ties enhance brand value
	• Misaligned initiatives may waste resources	• Social investment builds long-term goodwill
	• Reputation risk	• Improved stakeholder relationships
<b>Product Quality, Safety and Responsibility</b>	• Product failures may lead to recalls and legal action	• High-quality products build loyalty
	• Loss of customer trust	• Safety leadership differentiates the brand
	• Regulatory non-compliance	• Trust strengthens long-term demand

GOVERNANCE		
Sustainability Matters	Risks	Opportunities
<b>Ethical Business Practices</b>	• Corruption may lead to legal penalties and reputational damage	• Transparent practices enhance credibility
	• Loss of stakeholder trust	• Strong ethics culture improves loyalty
	• Lower employee morale	• Lower regulatory risk
<b>Intellectual Properties, Data Privacy &amp; Security</b>	• Data breaches may result in financial losses	• Strong cybersecurity builds confidence
	• Regulatory non-compliance penalties	• IP protection safeguards competitive advantage
	• Loss of customer trust	• Digital trust enhances brand value
<b>Halal Commitment</b>	• Certification lapses may affect customer trust	• Strong Halal governance enhances brand credibility
	• Non-compliance risks product recalls	• Expands access to Muslim markets
	• Market access limitations	• Builds long-term consumer trust

## Overview of the Group’s Business Model and Value Chain

ZHULIAN operates a diversified business model encompassing the manufacturing and direct selling of jewellery, health supplements, food and beverage, personal care, home care, and beauty products. The Group’s value chain spans:



# ECONOMIC

## Economic Contribution to Society

As a diversified group engaged in the manufacturing and direct selling of jewellery, health supplements, food and beverage products, personal care, home care, and beauty products, ZHULIAN remains committed to creating sustainable value for stakeholders. This commitment goes beyond financial performance to include responsible business practices, ethical conduct, market accessibility, and continuous value creation.

The Group contributes to the economy through the employment opportunities, support for local suppliers and service providers, payment of taxes and statutory contributions and the empowerment of independent distributors to build livelihoods. Through our distribution network, we help promote entrepreneurship, enable income generation and foster inclusive economic participation.

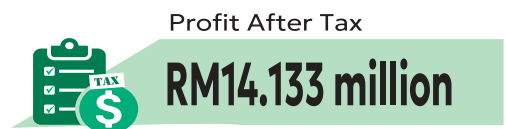
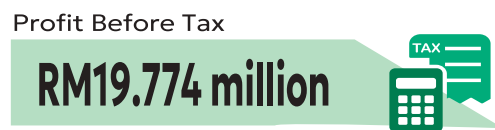
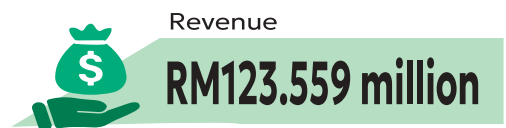
ZHULIAN also focuses on resilience by maintaining prudent financial management, improving operational efficiency, and adapting its business model to meet changing consumer preferences and market conditions. These efforts support economic value creation that is balanced with social responsibility and environmental stewardship.



### Direct Economic Impact: Building Sustainable Economic Value

In response to the growing importance of responsible business conduct in building sustainable economic value, the Group has progressively integrated sustainability considerations into strategic planning, investment decisions and operational processes. This includes improving resource efficiency, strengthening governance practices, enhancing supply chain resilience, and maintaining a disciplined cost structure to support long-term financial stability.

For FY2025, the Group recorded total revenue of RM123.559 million, profit before tax of RM19.774 million, and profit after tax of RM14.133 million. This performance reflects the Group’s ability to remain profitable amid a challenging economic environment, while continuing to invest in strategic priorities that support value creation.



Beyond financial performance, the Group’s direct economic impact is reflected in its broader contribution to the economy through:

- Creating employment and income opportunities across operations and distributor network;
- Prioritising local procurement where feasible, to support domestic businesses and reduce supply chain vulnerabilities;
- Leveraging digitalisation, information system improving operational efficiency to enhance productivity and service quality;
- Reinvesting into product development, marketing, and infrastructure to strengthen market competitiveness; and
- Supporting community development initiatives that promote social well-being, wherever it aligns with our priorities and resources.

## Total Revenue

### Financial Performance

	FY2023	FY2024	FY2025
Total Revenue (RM million)	132.368	126.164	<b>123.559</b>
Profit Before Tax (RM million)	37.030	32.570	<b>19.774</b>
Profit After Tax (RM million)	29.236	23.442	<b>14.133</b>

## Market Revenue

### Export VS Domestic Revenue

	FY2023	FY2024	FY2025
Export Revenue (RM million)	101.533	101.279	<b>99.667</b>
Domestic Revenue (RM million)	30.835	24.885	<b>23.892</b>

## Production Technology and Innovation

ZHULIAN invests in advanced technologies, process automation, and operational improvements to strengthen production capabilities. Capital expenditure is allocated towards upgrading machinery, enhancing workflows, and modernising facilities to improve efficiency, consistency, and scalability. These initiatives aim to maintain competitiveness while managing costs and resources responsibly.

Innovation also extends to product development, with emphasis on functionality, quality and sustainability. Through research and formulation enhancements, the Group seeks to meet evolving consumer expectations and regulatory requirements. Looking ahead, ZHULIAN plans to introduce new and enhanced products in FY2026 – FY2027. These efforts aim are intended to strengthen product value, improve customer satisfaction and reinforce market positioning.



## Digitalisation

Digitalisation plays a key role in supporting operational efficiency, business continuity, and organisational resilience. ZHULIAN continues to enhance its information systems to improve processes, data accuracy, reporting capabilities and connectivity across business functions, distributors and partners. The Group prioritises safeguarding its digital assets through cybersecurity measures guided by Incident Response Procedures. System upgrades, access controls, and data management practices are implemented to reduce the risk of unauthorised access, disruptions, and data breaches.

Infrastructure upgrades, including updated hardware and software solutions, support a high-performance and secure IT environment. Enhancements to data backup and recovery systems minimise downtime and ensure operational stability. To foster digital awareness, ZHULIAN provides basic cybersecurity and system usage training for employees. These initiatives strengthen organisational preparedness against emerging digital threats while reinforcing accountability for information security.

## Supply Chain Management

ZHULIAN is committed to ethical, transparent and responsible supply chain practices that support product quality, business continuity and sustainability. Our procurement approach emphasises fairness, accountability and sustainability, guiding our engagement with suppliers across the value chain.

In FY2025, 83.7% of our suppliers were locally based, while 16.3% were international. This sourcing strategy supports local industries, reduces logistics-related environmental impact and maintains access to specialised materials and technologies where required.

### Percentage of Local vs Foreign Suppliers

	FY2023	FY2024	FY2025
Proportion of spending on local suppliers	77.8%	74.5%	<b>83.7%</b>
Proportion of spending on foreign suppliers	22.2%	25.5%	<b>16.3%</b>

Periodic reviews and assessments of key suppliers are conducted to ensure compliance with quality, safety, and ethical standards. To strengthen resilience, the Group continues to broaden its supplier base, reducing dependency on single sources and improving flexibility in securing high-quality materials.

## Business Innovation and Model

ZHULIAN continues to strengthen its business model through innovation, adaptability and operational agility. The Group refines business processes, distribution strategies and customer engagement approaches to remain relevant in a dynamic market environment.

Innovation focuses on enhancing efficiency, improving customer experience and supporting distributors through process improvements, digital enablement and scalable operating models. In line with its rebranding and strategic repositioning, ZHULIAN officially opened its first business centre in Tanjung Tokong, Penang, on 20 November 2025. This centre serves as a hub for distribution, engagement and support activities, improving logistical efficiency, customer accessibility and service delivery. As of 28 February 2026, the Group has opened 5 business centres and targets a total of 13 centres by November 2026 as part of its nationwide expansion strategy.



# ENVIRONMENT

## Climate Change

Malaysia has committed to reducing its greenhouse gas (“GHG”) emissions intensity by 45% by 2030 relative to 2005 levels, in line with its Nationally Determined Contribution under the Paris Agreement. The country has also outlined its aspiration to achieve net-zero GHG emissions by 2050, supported by national climate policies and development frameworks such as the Twelfth Malaysia Plan and the National Policy on Climate Change. These policies encourage the transition towards renewable energy, greater energy efficiency, and better emission management across key sectors.

As a diversified group engaged in the manufacturing and direct selling of ZHULIAN products, the Group recognises that its operations contribute to environmental impacts, including energy consumption, water usage, waste generation and emissions arising from production, warehousing and distribution activities. ZHULIAN remains committed to managing these impacts through responsible operational practices, ongoing improvements and the gradual integration of environmental considerations into its business operations.



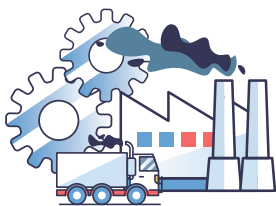
The Group’s efforts to reduce its environmental footprint and improve climate resilience include:

- Implementing environmentally responsible operating practices
- Enhancing energy and water efficiency across facilities
- Minimising waste and promoting responsible material management
- Incorporating energy-efficient technologies within production and warehousing operations

These efforts support environmental protection while contributing to operational efficiency, cost management and business resilience.

## Carbon Emissions and Scope

Energy consumption is a key component of ZHULIAN’s manufacturing, warehousing and distribution activities. In line with the Greenhouse Gas Protocol, the Group’s greenhouse gas (GHG) emissions are categorised into three scopes:



### Scope 1

Direct emissions from sources owned or controlled by the Group, including fuel usage from company vehicles, generators and on-site equipment as well as refrigerant used.



### Scope 2

Indirect emissions from purchased electricity supplied by Tenaga Nasional Berhad (TNB), which powers manufacturing facilities, offices, warehouses and business centres.



### Scope 3

Other indirect emissions that occur across the value chain but are not owned or directly controlled by the Group. These include emissions from upstream activities, waste generated, business travel, employee commuting, use of our products by our customers and emissions from our investment in associates.

ZHULIAN is progressively strengthening its data collection and internal monitoring processes to better measure and manage its carbon emissions over time.

**Emissions**

In line with global climate ambitions and increasing calls to adopt lower-emission technologies, ZHULIAN is committed to taking gradual steps to reduce its greenhouse gas (GHG) emissions across its operations and value chain. The installation of solar panels at the Group’s Plot 3 and Plot 42 facilities in Bayan Lepas has contributed to the avoidance of approximately 412.50 tonnes of CO<sub>2</sub>e, marking a meaningful milestone in its decarbonisation efforts.



As the Group begins to develop its emissions reporting framework, FY2025 efforts focused on capturing initial data for material Scope 1 and Scope 2 emission sources, relevant to its operations. Current tracking covers fuel usage and refrigerant-related activities under Scope 1, and electricity usage under Scope 2. These preliminary steps provide a starting point for ZHULIAN to gradually improve the scope, quality, and completeness of its emissions data in the coming years. Scope 3 emissions are not yet reported for FY2025. The Group is progressively developing its internal systems to improve data completeness for Scope 1 and Scope 2 before expanding into value chain emissions. As data governance and monitoring processes strengthen over time, Scope 3 categories will be assessed and reported in phases in alignment with regulatory expectations and operational readiness. In the final quarter of the year, climate-related risks across all Malaysian manufacturing sites were identified and assessed. Both physical and transition risks were incorporated into the Group’s Enterprise Risk Management (ERM) platform to support ongoing monitoring and mitigation planning.

Looking ahead, ZHULIAN intends to begin aligning its climate risk assessment and reporting processes with IFRS S2 in FY2026. This transition is expected to gradually enhance the quality and consistency of its climate-related disclosures in line with evolving regulatory and stakeholder expectations.

**Total Emission Generated**

	FY2025
Scope 1 Emission (tCO <sub>2</sub> e)	<b>105.70</b>
Scope 2 Emission (tCO <sub>2</sub> e)	<b>4613.39</b>
Total Scope 1 and 2 GHG Emissions (tCO <sub>2</sub> e)	<b>4719.09</b>

In FY2025, Scope 1 emissions amounted to 105.70 tCO<sub>2</sub>e, while Scope 2 emissions totalled 4613.39 tCO<sub>2</sub>e. These figures form the Group’s initial emissions baseline as part of its broader sustainability efforts. Establishing this baseline enables structured trend analysis, performance tracking and future target-setting.

**Emission Intensity**

	FY2025
Scope 1 and 2 Emission Intensity (tCO <sub>2</sub> /RM million revenue)	<b>38.19</b>

In FY2024, the Group began tracking the intensity of its emission intensity. For FY2025, Scope 1 and 2 emissions intensity was 38.19 tCO<sub>2</sub>/RM million revenue. This indicator will support performance monitoring and help identify improvement opportunities in line with national climate objectives.

**Climate and Strategic Resilience Across Our Value Chain**

As ZHULIAN continues to strengthen its environmental and climate-related practices, the following assessment of climate risks, opportunities, and value chain impacts represents an early-stage internal review. These insights are preliminary and intended to support future planning as the Group gradually strengthens its climate management processes, including enhanced data collection, scenario analysis, and governance oversight. While the Group is not yet fully aligned with advanced climate disclosure frameworks such as IFRS S2 - Climate-related Disclosures, this initial mapping provides a foundation for understanding potential areas of exposure and future resilience-building efforts. The information presented below reflects forward-looking considerations and does not imply the full implementation of related strategies at this stage.

## Climate Related Risks and Opportunities

### Physical Climate Risks

Physical Risk	Area Impacted	Potential Financial Effects
Flooding and extreme rainfall	Manufacturing facilities, warehouses, logistics operations	Production disruptions, inventory damage, repair costs, higher insurance premiums
Heatwaves and rising temperatures	Worker health and safety, manufacturing efficiency	Increased OSH costs, reduced productivity, higher energy consumption for cooling
Water scarcity and drought	Production processes, cleaning, ingredient processing	Higher water procurement costs, operational interruptions, potential quality issues
Supply chain disruptions due to extreme weather	Raw material sourcing, packaging supply	Delays in procurement, increased input costs, risk of stock-outs
Power outages and grid instability	Manufacturing lines, cold storage, IT systems	Production downtime, spoilage of temperature-sensitive products, revenue loss
Changes in agricultural yields (for plant-based or natural ingredients)	Health supplements, food & beverage inputs	Raw material price volatility, reformulation costs, margin pressure

### Transition Climate Risks

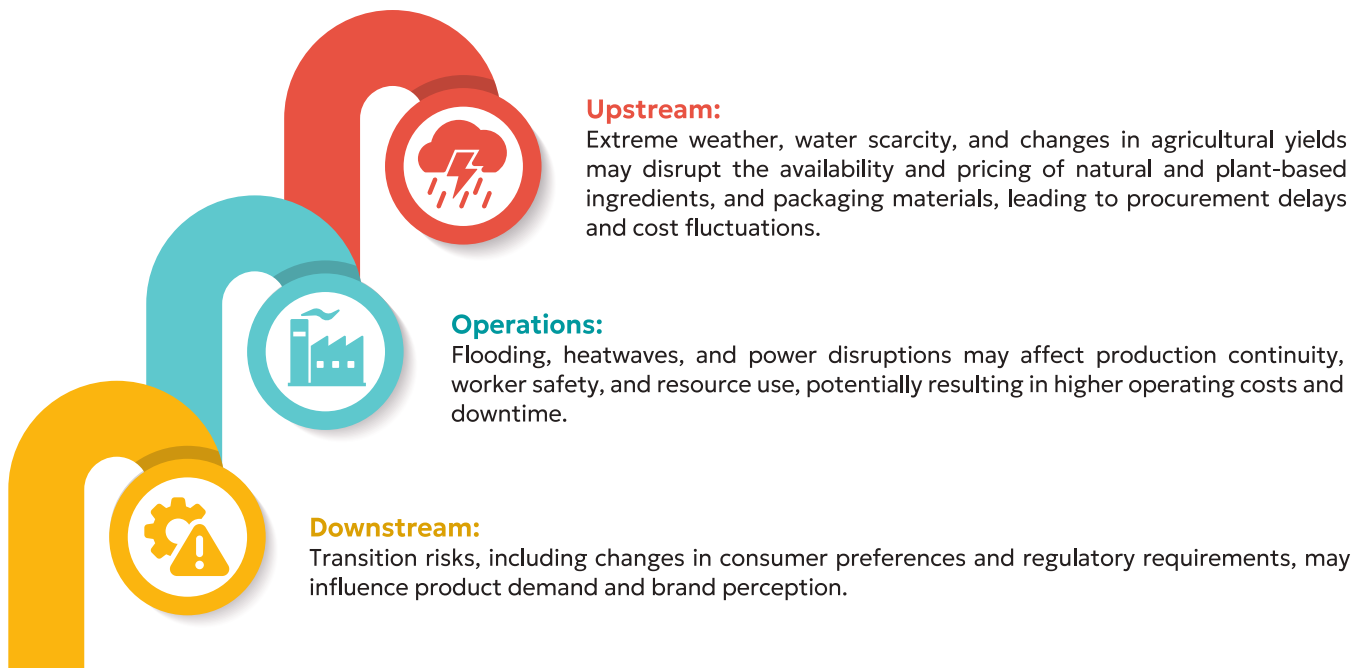
Transition Risk	Area Impacted	Potential Financial Effects
Carbon pricing and energy taxes	Manufacturing operations, transportation	Higher operating expenses, margin compression
Stricter environmental regulations (waste, water, emissions)	Production, packaging, wastewater treatment	Higher compliance costs, capex for upgrades
Mandatory climate disclosures (IFRS S2, Bursa requirements)	Reporting systems, governance	Increased compliance and reporting costs
Shift in consumer preference toward sustainable products	Product portfolio, brand positioning	Revenue risk for non-compliant products; upside for green products
Rising cost of energy	Production facilities, cold chain, logistics	Increased utility expenses
Supplier decarbonisation requirements	Supply chain	Higher procurement costs; need for supplier replacement

**Climate-Related Opportunities**

Opportunity	Area Impacted	Potential Financial Benefits
Adoption of renewable energy (e.g., solar)	Manufacturing facilities	Long-term energy cost savings, reduced exposure to energy price volatility
Energy-efficient machinery and automation	Production lines	Lower energy bills, improved productivity
Sustainable packaging solutions	Product design, branding	Higher brand appeal, increased customer loyalty
Eco-labelled and low-carbon products	Health, beauty, and wellness segments	Revenue growth from environmentally conscious consumers
Waste reduction and circular economy practices	Manufacturing, packaging	Lower waste disposal costs, material savings
Digitalisation to optimise logistics and forecasting	Supply chain, distribution	Reduced fuel use, lower emissions, cost efficiency
Climate-resilient supply chain diversification	Procurement	Reduced disruption risks, improved continuity

**Impact of Climate Risks on the Value Chain**

Climate-related risks have the potential to affect multiple stages of ZHULIAN’s value chain.



## Impact of Climate Opportunities on the Value Chain

Climate-related opportunities may also shape how the Group strengthens its business model over time.



### Upstream:

Working with suppliers that adopt sustainable practices can improve traceability and support supply resilience.

### Operations:

Renewable energy, energy-efficient machinery, automation, and water optimisation systems may support cost savings, productivity, and operational resilience.

### Downstream:

Offering eco-friendly products, sustainable packaging, and transparent sustainability messaging can support brand differentiation and appeal to environmentally conscious consumers.

## Strategic Implications

Climate-related risks and opportunities have the potential to influence ZHULIAN's cost structure, operational resilience, supplier relationships, product development priorities, and customer engagement. As the Group progresses on its sustainability journey, climate considerations will gradually inform business planning, capital decisions, and risk management to support long-term value creation.

## Energy and Water Management

### Energy Management

Electricity continues to form a substantial share of ZHULIAN's overall energy consumption, with most supply currently derived from grid electricity. Total energy use increased from FY2024 to FY2025 in line with production activity, reflecting higher energy utilisation relative to output.

In FY2025, our solar electricity consumption increased, reflecting the full-year positive impact of the solar panels installed at the Group's jewellery and home care products manufacturing plant, which began generating in July 2024. This builds on the Group's initial solar installation completed in 2020. These gradual steps toward renewable energy support emissions reduction efforts and contribute to a more resilient energy mix over time.

### Total Electricity Consumption

	FY2023	FY2024	FY2025
Total electricity consumption (MWh)	6678.81	6738.37	<b>6554.40</b>
• Grid electricity consumption (MWh)	6309.23	6226.65	<b>5960.45</b>
• Solar electricity consumption (MWh)	369.58	511.72	<b>593.95</b>
Renewable energy as a percentage of total electricity used (%)	5.53	7.59	<b>9.06</b>

Note: \*The prior year numbers have been restated to reflect the latest data

### Energy Consumption

	FY2025
Total Energy Consumption (GJ)	<b>24256.74</b>
• Electricity Consumption (GJ)	<b>23595.84</b>
• Fuel Consumption (GJ) - LPG (GJ)	<b>242.75</b> <b>418.15</b>
Energy intensity (GJ/RM million)	<b>196.32</b>

### Water Management

ZHULIAN is committed to responsible and efficient water management across its operations. Planned initiatives include implementing a water monitoring system and exploring suitable water-saving initiatives to help improve long-term resource efficiency.

Water consumption increased from 51.5ML in FY2024 to 55.3ML in FY2025, in line with higher production volumes. The Group continues to assess opportunities to improve water efficiency through process enhancements and good operational practices.

Looking ahead, ZHULIAN will progressively strengthen its monitoring processes and evaluate practical conservation measures as part of its early-stage sustainability journey.

### Total Water Usage

	FY2023	FY2024	FY2025
Total water consumption (ML)	51.9	51.5	<b>55.3</b>
Water intensity (ML/RM million revenue)	0.392	0.408	<b>0.448</b>

### Water Intensity

Water intensity is measured as total water used (ML) per RM million revenue, indicating how efficiently water is utilised relative to business activity. In FY2025, water intensity was 0.448 ML/RM million, compared to 0.408 in FY2024. This provides a baseline to support future monitoring and efficiency improvements.

## Waste and Material Management

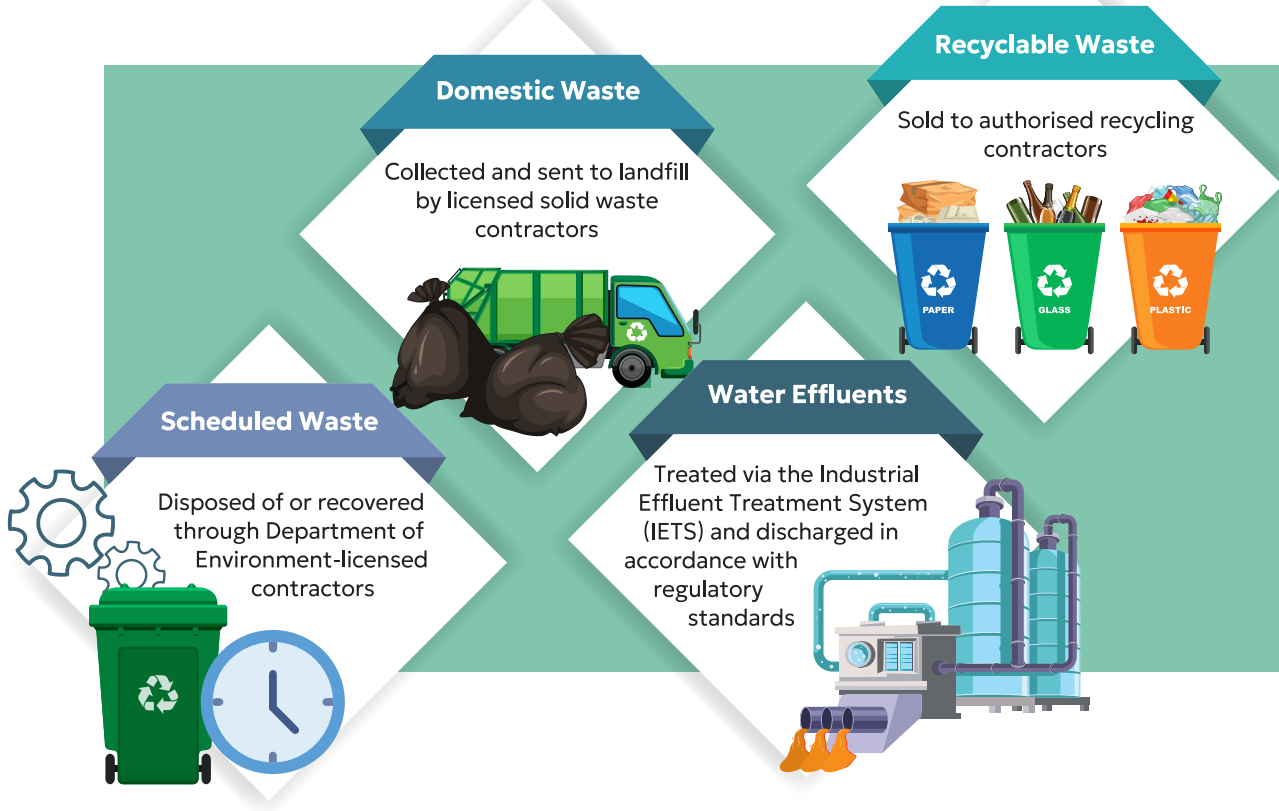
ZHULIAN recognises that ineffective waste handling and improper disposal of chemical-containing effluents can pose risks to water quality, ecosystems and environmental health. Responsible waste and material management remains a key focus area as the Group progresses on its early-stage sustainability journey.



Recycling initiatives also resulted in the recovery of recyclable materials, with proceeds from scrap sales used to partially offset waste management costs. Waste is managed using appropriate methods based on waste type, including disposal by licensed contractors, recycling through authorised recyclers, and regulated handling of scheduled waste in accordance with applicable requirements.

**Waste Management Practices**

ZHULIAN adopts differentiated waste handling methods based on waste type:



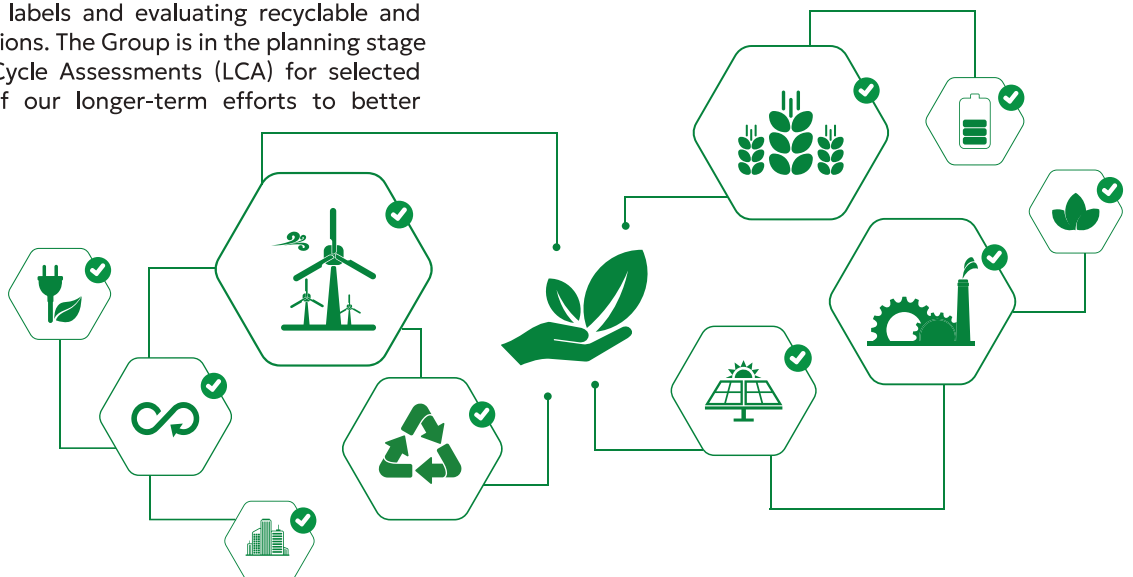
**Hazardous and Non-Hazardous Waste Management**

Our operations generate both hazardous (scheduled) and non-hazardous waste. Hazardous waste is managed in accordance with applicable environmental regulations and handled by licensed contractors, while non-hazardous waste is managed through a combination of recycling initiatives and disposal by authorised service providers. Non-hazardous waste data was tracked in aggregate in prior years and formally disaggregated in FY2025 to establish a specific baseline for targeted reduction efforts.

**Sustainable Packaging**

ZHULIAN continues to take steps to minimise packaging-related impacts by reducing unnecessary materials and exploring the use of more sustainable alternatives. These planned initiatives include phasing out non-essential sticker labels and evaluating recyclable and reusable material options. The Group is in the planning stage of considering Life Cycle Assessments (LCA) for selected products, as part of our longer-term efforts to better

understand environmental impacts across the product lifecycle. Through these ongoing efforts, ZHULIAN aims to support circular economy practices and reduce its overall environmental footprint over time.



# SOCIAL

## Health and Safety and Well-Being

ZHULIAN is committed to providing a safe, healthy, and supportive working environment for all employees and individuals within its business ecosystem. The Group recognises that employee well-being is fundamental to operational continuity, productivity, and long-term organisational resilience.

The Group adopts a structured approach to occupational health and safety management, with a focus on injury prevention, workplace hazard identification, and the promotion of safe work practices. Through regular monitoring, incident reporting mechanisms, and continuous improvement efforts, ZHULIAN seeks to minimise workplace risks and enhance overall safety performance.

By embedding health and safety considerations into daily operations and management practices, ZHULIAN aims to protect its workforce, minimise operational disruptions, and build a resilient organisation that supports sustainable growth and long-term value creation.

Oversight of OHS matters is provided by the Occupational Safety and Health Committee, chaired by the Chairman and comprising both management and employee representatives. The Committee meets quarterly to review



safety performance, emerging risks, and improvement measures, reinforcing accountable and a safety-conscious culture throughout the organisation.

### Emergency Preparedness and Safety Drills

As part of its ongoing commitment to workplace safety, ZHULIAN conducted internal fire safety drills in February FY2025. These drills enhanced emergency preparedness by educating employees on evacuation procedures, proper use of fire extinguishers, and emergency response protocols. Such exercises help strengthen coordinated and effective responses during emergency situations.

### Safety Performance and Continuous Improvement

In FY2025, the Group recorded an increase in its lost time incident rate from 0.04% to 0.14%, reflecting a rise in the severity of workplace incidents. One of the contributing cases involved an employee who fell down the stairs and required hospitalisation, resulting in additional lost workdays.

The Group acknowledges this outcome and remains committed to strengthening its safety controls, enhancing employee awareness, and reviewing existing procedures to help prevent recurrence. Lessons learned from incidents are incorporated into basic training, risk assessments, and gradual operational improvements to support the continuous enhancement of workplace safety.

#### Health and Safety Performance

	FY2023	FY2024	FY2025
Employee trained on OHS	340	377	454
Total Reported Industrial Accident	4	1	5
Total Reported Road Accident	6	3	3
Number of work-related fatalities	0	0	0
<b>Lost Time Incident Rate</b>	0.44%	0.04%	<b>0.14%</b>

## Labour Practices and Standards

ZHULIAN is committed to upholding fair labour practices, respecting human rights, and maintaining ethical employment standards across its operations. The Group recognises that a responsible and respectful workplace supports employee engagement, business continuity, and long-term organisational sustainability.

The Group's approach is guided by applicable labour laws and internal policies. These policies cover key areas such as non-discrimination, equal opportunity, fair remuneration, regulated working hours, freedom of association, and safe and healthy working conditions.

### Fair Employment Practices and Workforce Well-Being

ZHULIAN promotes a positive and supportive work environment through regular engagement activities, open communication, and awareness of workplace rights and responsibilities. These efforts help foster accountability, trust, and continuous improvement.



Recognising the diversity of its workforce, including multiracial workers, the Group provides dedicated representatives to support their integration and well-being, ensuring access to guidance and fair treatment. The Group maintains fair compensation practices through regular salary benchmarking and annual reviews, in line with legal requirements and market conditions supporting equitable treatment and workforce stability.

#### Total Number of Employees by Employee Category

	FY2023	FY2024	FY2025
Executives	120	117	<b>118</b>
Non-Executives	421	399	<b>361</b>
TOTAL	551	516	<b>479</b>

#### Total Percentage (%) Yearly Contract Staff

	FY2023	FY2024	FY2025
Yearly Contract Staff	5	8	<b>8</b>
Percentage %	0.92%	1.55%	<b>1.67%</b>

#### Total Number of Employees Turnover

	FY2023	FY2024	FY2025
Executives	5	8	<b>10</b>
Non-Executives	27	28	<b>46</b>
Total number of employee turnover	32	36	<b>56</b>

### Benefits and Employee Support

ZHULIAN provides a range of benefits designed to support well-being and work-life balance, including medical and hospitalisation leave, maternity and paternity leave, compassionate leave, and shift allowances. Employees also have access to outpatient medical consultations at panel clinics, hospital and surgical insurance, personal accident coverage, and travel insurance. Additional benefits include sales incentives, annual bonuses, an in-house cafeteria, and staff purchase privileges for ZHULIAN products.

**Human Rights Commitment**

ZHULIAN is committed to respecting and protecting human rights across its operations and supply chain. This commitment is formalised in the Human Rights and Labour Standards Policy, which applies to all employees, directors, management, and business associates.

The Group prohibits child labour, forced or involuntary labour, and workplace harassment. Employment is freely chosen, workers are treated with dignity and respect, and work environments are kept safe and healthy. The Group also upholds employees’ rights to freedom of association and collective bargaining in accordance with applicable laws.

To support accountability, confidential grievance and whistleblowing channels are available, for employees and stakeholders to report concerns without fear of retaliation. All grievances are reviewed and addressed with appropriate corrective measures where necessary.

	FY2023	FY2024	FY2025
Number of substantial complaints concerning human rights violations/discriminations	0	0	0



**Diversity, Equity and Inclusion**

ZHULIAN is committed to promoting diversity, ensuring equal opportunities, and fostering an inclusive workplace culture where all individuals are treated with dignity, fairness, and respect. The Group recognises that a diverse workforce supports creativity, strengthens decision-making, and contributes to long-term organisational resilience.

The Group’s people management practices are guided by the principles of non-discrimination and equal opportunity. Employment-related decisions, including recruitment, training, promotion, and remuneration, are based on merit, competence, and business needs. ZHULIAN does not tolerate discrimination, harassment, or unfair treatment and aims to provide a safe, supportive, and respectful working environment for all employees.

**Inclusive Workforce and Equal Opportunity**

ZHULIAN values the diversity within its workforce, including differences in gender, age, ethnicity, and experience. We aim to build an inclusive workplace where employees feel respected, supported, and encouraged to contribute meaningfully to the organisation. This includes providing appropriate support mechanisms, clear communication channels, and opportunities for participation, learning, and development.

The Group is committed to equal employment opportunities and ensures that factors such as race, religion, age, nationality, or disability do not become barriers to employment. These principles are applied throughout the employment lifecycle, from recruitment to career progression.

**Workforce Breakdown by Gender, Age Group and Ethnicity for Each Employee Category**

GENDER	FY2023		FY2024		FY2025	
	Exec	Non-Exec	Exec	Non-Exec	Exec	Non-Exec
Male	44.2%	48.2%	46.2%	47.6%	43.2%	47.6%
Female	55.8%	51.8%	53.8%	52.4%	56.8%	52.4%

ETHNICITY	FY2023		FY2024		FY2025	
	Exec	Non-Exec	Exec	Non-Exec	Exec	Non-Exec
Bumiputra	10.0%	34.4%	11.1%	35.6%	<b>13.6%</b>	<b>37.7%</b>
Chinese	88.3%	65.1%	87.2%	63.9%	<b>83.1%</b>	<b>61.8%</b>
Indian	1.7%	0%	1.7%	0%	<b>1.7%</b>	<b>0%</b>
Others	0%	0.5%	0%	0.5%	<b>1.7%</b>	<b>0.6%</b>

AGE	FY2023		FY2024		FY2025	
	Exec	Non-Exec	Exec	Non-Exec	Exec	Non-Exec
<30	11.7%	11.0%	10.3%	6.0%	<b>10.2%</b>	<b>5.5%</b>
30-50	43.3%	71.0%	38.5%	66.7%	<b>39.0%</b>	<b>70.1%</b>
≥50	45.0%	18.1%	51.3%	27.3%	<b>50.8%</b>	<b>24.4%</b>

### BOARD OF DIRECTORS DIVERSITY

#### Breakdown of Directors by Gender, Age Group, and Ethnicity

GENDER	FY2023	FY2024	FY2025
Male	71.4%	71.4%	<b>71.4%</b>
Female	28.6%	28.6%	<b>28.6%</b>

AGE	FY2023	FY2024	FY2025
<30	0.0%	0.0%	<b>0.0%</b>
30-50	14.3%	14.3%	<b>14.3%</b>
≥50	85.7%	85.7%	<b>85.7%</b>

ETHNICITY	FY2023	FY2024	FY2025
Bumiputra	14.3%	14.3%	<b>14.3%</b>
Chinese	85.7%	85.7%	<b>85.7%</b>
Indian	0.0%	0.0%	<b>0.0%</b>
Others	0.0%	0.0%	<b>0.0%</b>

### Local Employment and Community Inclusion

ZHULIAN strictly complies with local labour laws in its recruitment and employment practices. The Group's entire workforce is made up of Malaysian employees, reflecting our commitment to supporting local employment and contributing to national economic participation. This approach also strengthens community ties and supports a sustainable operational footprint.

In line with our diversity and inclusion principles, the Group also seeks to support underprivileged and vulnerable groups through relevant initiatives where feasible. These efforts reflect the Group's belief that diversity and inclusion contribute to sustainable development and long-term business success.

### Commitment to Long-Term Value Creation

By embedding diversity, equity, and inclusion into its organisational culture and people management practices, ZHULIAN aims to cultivate a positive and respectful workplace that attracts and retains talent, enhances employee engagement, and supports sustainable growth. More information on our workforce profile and social performance indicators is available in the Sustainability Performance Data section of this Report.

## Learning and Development, Succession Planning

ZHULIAN is committed to supporting employee growth through continuous learning, capability building, and structured succession planning to strengthen long-term workforce sustainability. The Group recognises that a skilled and adaptable workforce contributes to operational resilience, business continuity, and sustainable growth.

### Employee Development and Capability Building

The Group places emphasis on providing relevant training and development opportunities to enhance employees' technical, managerial, and leadership competencies. These efforts support career progression, improve job performance, and help employees respond to evolving business and market needs.

ZHULIAN provides both internal and external training programmes to support employee development. In FY2025, employees completed a total of 6,626.5 training hours across internal and external sessions, equivalent to an average of 13.8 hours per employee. Of this total, 2,126 hours were conducted through externally facilitated programmes, representing an average of 4.4 hours per employee and an investment of RM151,010.15 by the Group. These efforts reflect the Group's gradual progress in strengthening employee competencies as part of its early-stage sustainability journey.

#### Training Development Summary (Exclude Health & Safety Training)

	FY2025
Internal Training	4500.5 hours
External Training	2126 hours

	FY2023	FY2024	FY2025
Executives	3387.9 hours	4884.5 hours	2693.5 hours
Non-Executives	3811.8 hours	8204 hours	3933 hours
Total hours of training	7199.7 hours	13088.5 hours	6626.5 hours

### Succession Planning and Leadership Continuity

In parallel, ZHULIAN adopts a structured approach to succession planning by identifying and developing employees with the potential to take on key roles. This supports leadership continuity, operational stability, and long-term organisational resilience.

Through development plans, mentorship, job rotation, and opportunities for broader exposure, the Group aims to strengthen its internal talent pipeline. These efforts help facilitate smoother leadership transitions while maintaining institutional knowledge.



**Commitment to Long-Term Workforce Sustainability**

By embedding learning, development, and succession planning into its people management practices, ZHULIAN aims to cultivate a motivated, capable, and resilient workforce. These efforts support long-term value creation and contribute to the Group’s sustainable organisational success. As a company with an entirely local workforce, the Group remains committed to providing employees with opportunities to grow and adapt as part of its continuous improvement journey.

	NO. OF TRAINING	TRAINING HOURS	NO. OF PARTICIPANTS
Compulsory (HR Training)	14	666 hours	248
Food Safety	41	2742 hours	172
Health & Safety	72	2509 hours	454
ESG	4	714 hours	51



**Product Quality, Safety and Responsibility**

ZHULIAN is committed to ensuring that its products meet quality, safety, Halal, and regulatory requirements, while safeguarding consumer trust and well-being. The Group recognises that responsible product stewardship supports brand credibility, customer loyalty, and long-term business sustainability.

**Quality Management and Regulatory Compliance**

ZHULIAN maintains product quality and safety through recognised management systems and certifications, including Halal Certification, ISO 9001 (Quality Management System), and ISO 22000 (Food Safety Management System). These frameworks guide quality assurance processes and help ensure compliance with relevant regulatory standards. The Group also applies the Hazard Analysis and Critical Control Point (HACCP) system to identify, monitor, and manage food safety risks across key production stages.

The Group extends its commitment to food safety and quality to its supply chain through periodic and annual reviews to ensure alignment with Halal, quality, and safety requirements.



	FY2023	FY2024	FY2025
Product Recall	0	0	0
Number of Customer Complaints on Products	11	6	4

## Community Contribution, Support and Engagement

As a responsible corporate citizen, ZHULIAN contributes to national economic development through revenue generation, tax payments, and international trade. This financial strength allows the Group to reinvest in the communities where it operates, supporting meaningful social impact. During the year, the Group conducted community-focused activities that enabled customers and stakeholders to participate in charitable causes, while extending support to individuals and communities in need. In FY2025, ZHULIAN contributed RM15,000 towards various community initiatives.

These efforts reflect the Group’s mission to enrich lives and support long-term social and economic development. Through ongoing engagement and targeted support, ZHULIAN aims to strengthen the well-being of the communities it serves.

	FY2023	FY2024	FY2025
Total amount invested in the community where the target beneficiaries are external to the listed issuer	RM158,000	RM65,000	<b>RM15,000</b>
Total number of beneficiaries of the investment in communities	7	2	<b>2</b>

## GOVERNANCE

### Ethical Business Practices

ZHULIAN is committed to conducting its business in an ethical, responsible, and sustainable manner. The Group recognises that its actions influence stakeholders and the communities it serves, and aims to uphold integrity, transparency, and accountability across its operations.

reinforcing the Group’s commitment to responsible business practices.



### Code of Conduct and Ethics

The Group upholds a Code of Ethical Conduct and Conflict of Interest, as outlined in the Employee Handbook, which applies to all employees, directors, and management, including permanent, part-time, contract, and temporary staff. This framework provides guidance on appropriate behaviour, decision-making, and professional conduct,

### Anti-Bribery and Anti-Corruption

ZHULIAN maintains a zero-tolerance approach towards bribery and corruption, as outlined in the Group’s Anti-Bribery and Anti-Corruption (ABC) Policy & Guidelines, which are aligned with applicable laws, including the Malaysian Anti-Corruption Commission Act (MACC).

Oversight of anti-corruption practices is provided by the Board of Directors. Relevant personnel undergo ABC training as part of the induction process. As of 30 November 2025, a total of 103 employees — comprising 64 Executive and 39 Non-Executives — have received Anti-Bribery & Anti-Corruption (ABC) training, representing a 21.5% completion rate. The ABC Policy is available on the Group’s corporate website.

Across FY2023, FY2024 and FY2025, the Group recorded zero corruption or bribery incidents and zero substantiated complaints concerning breaches of customer privacy or data loss.

### Employees Who Received Anti-Corruption Training

	FY2025
Executives	<b>64</b>
Non-Executives	<b>39</b>
Employees who have received anti-corruption training (%)	<b>21.5%</b>

**Reported Incidents**

	FY2023	FY2024	FY2025
Number of corruption or bribery incidents	0	0	0
Number of substantiated complaints concerning breaches of customer privacy or data loss	0	0	0

**Whistleblowing and Reporting Mechanisms**

The Group has established a Whistleblowing Policy to enable stakeholders to report concerns related to unethical conduct, fraud, corruption, or misuse of company resources. The Policy provides confidentiality safeguards and outlines protection against retaliation for whistleblowers.

In FY2025, no whistleblowing cases were reported. Reports can be submitted through designated channels, including directly to the Chairman of the Audit Committee. Details of the Whistleblowing Policy and reporting procedures are available on the corporate website.

**Commitment to Integrity**

Through these governance frameworks, ZHULIAN aims to prevent misconduct, promote responsible business practices, and uphold its record of zero bribery and corruption cases. The Group remains committed to gradually strengthening its ethical culture and governance practices.

**Intellectual Properties, Data Privacy and Security**

ZHULIAN is committed to protecting its intellectual property, customer data, and business information through responsible data privacy, and information security practices. The Group recognises that effective information governance is essential to maintaining stakeholder trust, business continuity, and long-term organisational resilience.

We The Group prioritises the privacy of its customers, employees, and stakeholders by implementing practices designed to safeguard information assets. Guided by the Board of Directors, ZHULIAN adheres to an IT Policy that outlines clear guidelines for responsible data management, access controls, and information handling.

By embedding data protection principles into its daily operations, the Group seeks to minimise the risk of data breaches, prevent unauthorised access, and support a secure business environment. During FY2025, no complaints concerning breaches of customer privacy or data loss were reported.



Through ongoing system enhancements, employee awareness initiatives, and proactive risk management, ZHULIAN aims to strengthen its digital resilience and protect the integrity of its information assets and intellectual property.

	FY2023	FY2024	FY2025
Number of substantial complaints concerning breaches of customer privacy or data loss	0	0	0

## Halal Commitment

Halal assurance forms an important part of our governance and product quality framework. As of FY2025, 16 food products and 8 selected non-food products are Halal-certified. Halal requirements are applied at our Bayan Lepas facilities, in accordance with JAKIM-approved standards and MS 1500:2019, covering ingredient verification, production segregation, hygiene and labelling. These are implemented alongside ISO 9001:2015 and ISO 22000:2018 quality and food-safety systems. During FY2025, Halal certification was maintained through routine audits and periodic reviews, supporting both domestic and export operations.



## GOING FORWARD

Through continuous innovation, strategic collaboration, and responsible sourcing, we are committed to building a more sustainable and inclusive future for generations to come. Our efforts will focus on reducing waste, optimising energy and resource consumption, and strengthening support for local communities, while consistently delivering high-quality and trusted products to our customers.

By integrating sustainability considerations into its manufacturing and entrepreneurial ecosystems, the Group aims to enhance operational resilience, support its distributors and partners, and create long-term value for stakeholders. The Group will continue progressing towards a more sustainable, adaptive, and future-ready business.



# CENTRALISED SUSTAINABILITY INTELLIGENCE PLATFORM (CSIP) *for the year ended 30 November 2025*

## BMLR Transition Period

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Energy Management	Total electricity consumption	MWh	6,554.40 MWh	Increase renewable energy usage; ongoing solar expansion (Short-term commitment)	Internal
Water Management	Total water consumption	ML	55.3 ML	Establish water monitoring system and reduce water intensity (Medium-term commitment)	Internal
Waste Management	Non-hazardous waste generated (baseline established FY2025)	tonnes	Baseline established; data disaggregated for the first time in FY2025	Reduce non-hazardous waste to landfill by 10% (Medium-term commitment)	Internal
GHG Emissions (Climate Change)	Scope 1 & 2 emissions	tCO <sub>2</sub> e	Scope 1: 105.70 tCO <sub>2</sub> e Scope 2: 4,613.39 tCO <sub>2</sub> e Total: 4,719.09 tCO <sub>2</sub> e	Reduce absolute GHG emissions & intensity; expand tracking and IFRS S2 alignment (Medium-term commitment)	Internal
Sustainable Packaging	Qualitative – % sustainable or recyclable packaging	—	In planning stage; evaluating sustainable & recycled materials; stickers reduction initiative	Increase sustainable materials; conduct Life Cycle Assessment (Long-term commitment)	Internal
Occupational Safety & Health (OSH)	Lost Time Injury Rate (LTIR)	% or rate	LTIR 0.14% (increase from 0.04%)	Achieve zero workplace accidents; reduce LTI by 30% (Short-term commitment)	Internal
Labour Practices & Standards	Total employee turnover	Number of employees	56 employees (10 exec, 46 non-exec)	Maintain fair labour standards and human rights policies (Medium-term commitment)	Internal
Diversity, Equity & Inclusion (DEI)	% female employees	Percentage (%)	Executives: 56.8% female Non-executives: 52.4% female	Uphold equal opportunity and diversity commitment (Ongoing)	Internal
Training & Development	Average training hours per employee	Hours	13.8 hours/employee; total 6,626.5 hours	Minimum 2 hours of sustainability training; ongoing capability development (Medium-term commitment)	Internal
Community Contribution & Social Impact	Total community investment	RM	RM15,000.00; 2 beneficiaries	Conduct yearly community & sustainability-related programmes (Short-term commitment)	Internal
Ethical Business Practices / Anti-Corruption	Number of corruption incidents	Number	Zero corruption incidents; 21.5% staff trained in ABC policy	Maintain zero corruption; annual ABC training (Short-term commitment)	Internal

## IFRS S1

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
Governance – Board Oversight of Sustainability	Number of sustainability/ ESG agenda items reviewed by Board	Count	Board oversees ESG, climate risk, approves policies, and reviews performance (qualitative)	Strengthen Board ESG competencies & oversight	Internal
Governance – Anti-Corruption & Ethics Oversight	Number of corruption incidents	Number	0 incidents; 103 employees trained (21.5%) in ABC policy	Maintain zero corruption; expand ABC training coverage	Internal
Strategy – Climate-Related Risks & Opportunities	Climate risks identified & assessed	Qualitative	Physical & transition risks mapped across value chain; added into ERM	Align climate disclosures with IFRS S2 starting 2026	Internal
Strategy – Materiality Assessment	Number of material sustainability matters	Count	18 material matters confirmed & updated in 2025 review	Periodic review to maintain relevance	Internal
Risk Management – ESG Risk Integration	Integration of ESG risks into ERM	Qualitative	ESG & climate risks embedded in ERM; escalation via EMC to Board	Enhance climate risk assessment capability	Internal
GHG Emissions (Climate-related Metric)	Scope 1 & 2 GHG emissions	tCO <sub>2</sub> e	4,719.09 tCO <sub>2</sub> e (Scope 1: 105.70 tCO <sub>2</sub> e; Scope 2: 4,613.39 tCO <sub>2</sub> e)	Reduce absolute and intensity emissions (Medium-term commitment)	Internal
Energy Consumption	Total electricity consumption	MWh	6,554.40 MWh solar share 593.95 MWh (9.06%)	Increase renewable energy share year-on-year	Internal
Water Consumption	Total water used	ML	55.3 ML (increase due to higher production)	Reduce water intensity; improve monitoring (Medium-term commitment)	Internal
Waste Management	Non-hazardous waste (baseline established)	Tonnes (or baseline qualitative)	Baseline established; improved data disaggregation in 2025	Reduce non-hazardous waste to landfill by 10%	Internal
Occupational Health & Safety	Lost Time Injury Rate (LTIR)	% / rate	0.14% LTIR (increase from 0.04%)	Zero workplace accidents; 30% reduction in LTI cases	Internal
Training & Development	Average training hours per employee	Hours	13.8 hours/employee; total 6,626.5 hours	Minimum 2 hours of sustainability training annually	Internal
Supply Chain (Local Sourcing)	% local suppliers	Percentage (%)	83.7% local sourcing (increase vs FY2024)	Increase locally procured goods and services	Internal

## IFRS S2

Sustainability Matter	Metric	Measurement Unit	2025	Target	Assurance
GHG emissions	Scope 1	Metric tonnes of carbon dioxide equivalents (tCO <sub>2</sub> e)	105.70 tCO <sub>2</sub> e	Reduce absolute & intensity emissions; enhance data for IFRS S2 by FY2026	Internal
GHG emissions	Scope 2 Location-based	Metric tonnes of carbon dioxide equivalents (tCO <sub>2</sub> e)	4,613.39 tCO <sub>2</sub> e	Reduce absolute & intensity emissions; enhance data for IFRS S2 by FY2026	Internal

## BOARD AT GLANCE

### DR. ABDUL MALIK BIN MD YUSOFF

Non-Independent  
Non-Executive Chairman

Age  
71

DR. ABDUL MALIK BIN MD YUSOFF, a 71-year-old Malaysian, was appointed as Non-Independent Non-Executive Chairman of the Board on 1 December 2024.

A Doctor of Medicine graduate from Universiti Kebangsaan Malaysia, Dr. Abdul Malik holds specialised certifications in Chemical Health Risk Assessment. He previously operated his own group of clinics as a General Practitioner, dedicating over four decades to medical consultation and public health improvement. His commitment to community service traces back to his early involvement with St. John Ambulance, later serving as Deputy Area Commander (2010–2016) and Area Commander (2017–2021) for the Southwest District of Penang—a testament to his steadfast leadership. With deep expertise in ergonomics and chemical health risk assessment, Dr. Abdul Malik has provided valuable insights across industries, enhancing risk management and health optimisation. Throughout his career, he has actively shared knowledge through lectures, seminars, and workshops, fostering education in both professional and community spheres.

Dr. Abdul Malik’s extensive health and safety experience will be invaluable as the Group advances its innovation in health and wellness solutions, offering a fresh perspective on integrating medical insight into our mission of promoting healthier living.

### Teoh Meng Soon

Group Executive Director

Age  
56

TEOH MENG SOON, a 56-year-old Malaysian, was appointed to the Board as an Executive Director on 15 July 2009 and elevated to Group Executive Director on 21 June 2012. He oversees the operations of Zhulian Industries Sdn. Bhd. and Zhulian Nutraceutical Sdn. Bhd.

A certified environmental professional by the Department of Environment Malaysia accredited in Industrial Effluent Treatment System (Biological Process) since 2010 and Scheduled Waste Management since 2011, he brings deep expertise in R&D and manufacturing processes for food products and traditional supplements. He leads the food division’s R&D team and ensures rigorous quality control procedures meet ISO and GMP standards.

Mr. Teoh joined Zhulian Jewellery Manufacturing Sdn. Bhd. in 1993 as a Plating Operator, rising to Plating Process Manager in 1996 and Production Director in 2003. He played a key role in establishing the nutraceutical products division in 2010.

### Teoh Meng Keat

Chief Executive Officer

Age  
59

TEOH MENG KEAT, a 59-year-old Malaysian, serves as the Chief Executive Officer of the Group. Originally appointed as Group Managing Director on 29 April 2006, he assumed his current role and stewardship of the Group on 14 December 2018.

Mr. Teoh began his journey with the Group in 1990 as Administrative and Finance Manager of Zhulian Jewellery Manufacturing Sdn. Bhd. His rapid progression saw him become Executive Director in 1992 and Group Managing Director in 1998. Leveraging his broad experience in IT, finance, corporate management, eCommerce, and strategic planning, he has been instrumental in coordinating business development, driving operational excellence, and shaping the Group’s systems, procedures, and policies.

Today, he is responsible for crafting business strategies, making key corporate decisions, and setting the Group’s direction. While leading the management team to achieve strategic goals across diverse operations in Malaysia, he also collaborates closely with the Group’s associate on major decisions regarding overseas ventures.

### Teoh Meng Lee

Group Executive Director

Age  
56

TEOH MENG LEE, a 56-year-old Malaysian, was appointed to the Board as an Executive Director on 15 July 2009 and promoted to Group Executive Director on 21 June 2012. He manages the operations of Beyond Products Technology Sdn. Bhd., Zhulian Manufacturing Sdn. Bhd., and Amazing Vestrax Sdn. Bhd.

Responsible for production planning, material scheduling, and inventory management across manufacturing plants, Mr. Teoh joined Zhulian Jewellery Manufacturing Sdn. Bhd. in 1996 as a Coordinator. He advanced swiftly to Production Control Manager later that year, followed by roles as Operations Director in 2003, Executive Director in 2009, and his current Board position.

As head of the R&D team for home technology products, he continuously enhances products through innovation and new production technologies. His extensive manufacturing experience has significantly contributed to the establishment of robust production planning and inventory control systems.

## Oon Hock Chye

*Independent*

*Non-Executive Director*

Age  
58

OON HOCK CHYE, a 58-year-old Malaysian, was appointed to our Board as an Independent Non-Executive Director on 17 October 2018. He is a member of Malaysian Institute of Accountants (MIA), a fellow member of the Association of Chartered Certified Accountants (ACCA), a fellow member of the Chartered Tax Institute of Malaysia (CTIM) and a Certified Financial Planner (CFP). He also holds a tax agent license, issued by the Ministry of Finance.

Mr. Oon Hock Chye started his taxation career with Deloitte Touche Tohmatsu, a 'Big-4' Accounting Firm before starting his own practice under the name of Consulnet Tax Services Sdn. Bhd. in the year 1996. With more than 30 years' experience in the field of taxation, he is the National Tax Director of ShineWing TY Teoh Malaysia, one of the leading and fastest-growing consulting service providers in Malaysia with branches in Johor, Kuala Lumpur, Penang, Perak and Labuan and a member firm of ShineWing International ("SWI"), a global network of independent accounting and consulting firms which is consistently ranked as Top 20 largest accounting network by the World Survey of International Accounting Bulletin (IAB).

## ROSALINE HEAH GAIK SEE

*Independent*

*Non-Executive Director*

Age  
56

ROSALINE HEAH GAIK SEE, a 56-year-old Malaysian, was appointed to our Board as an Independent Non-Executive Director on 1 December 2022. She graduated from the University of Essex, United Kingdom with a Bachelor of Laws degree. She is a member of the Honourable Society of Lincoln's Inn since 1989. She completed the Bar Vocational Course at the University of Westminster, United Kingdom and was called to the Bar of England and Wales in 1992. She then pursued further study and was awarded a Master of Laws degree with merit by King's College, University of London.

Ms Heah was admitted as an Advocate and Solicitor of the High Court of Malaya in 1994. Having commenced practice at Murad & Foo as a legal assistant, she is now a Senior Partner of the firm.

As an active participant of community services, she renders pro-bono legal services to charitable organisations and presently serves as Vice-Chairman of the Malaysian Red Crescent Society, Penang Chapter and as legal adviser for the Penang Women Chamber of Commerce.

## Tan Gim May

*Independent Non-Executive Director*

Age  
44

TAN GIM MAY, a 44-year-old Malaysian, was appointed to our Board as an Independent Non-Executive Director on 1 December 2022. Ms. Tan who holds a Bachelor of Arts in Accounting & Finance from Sheffield Hallam University, has become a fellow member of the Association of Chartered Certified Accountants (ACCA) since 2008 and has been accredited as a Chartered Accountant by the Malaysian Institute of Accountant (MIA) since 2012.

She started her career in auditing as an audit associate with PricewaterhouseCoopers, Penang office once she graduated in 2004 and progressed to Audit Manager position in 2010. She then joined Kiat & Associates Penang in 2013 and obtained her Practising Certificate as a Chartered Accountant in 2017. She also oversees the taxation entity, KAMC (Penang) Sdn Bhd as the Director of the company. In 2019, she was appointed as Partner of Kiat & Associates.

With over 15 years working in the industry, she has acquired vast experience in accounting, auditing and taxation matters, working closely with other partners of the firm in Kuala Lumpur and Alor Setar. She has also assisted clients in adopting and converting to new accounting policies. Her clients come from various industries, ranging from small trading and investment holding companies to large manufacturing entities. Currently, she is also an Independent Non-Executive Director in Salutica Berhad.

### Notes:

Teoh Meng Keat, Teoh Meng Soon and Teoh Meng Lee are siblings. Save as disclosed, Haji Wan Mansoor Bin Wan Omar, Dr. Abdul Malik Bin Md Yusoff, Oon Hock Chye, Rosaline Heah Gaik See and Tan Gim May have no family relationship with any Director and/or major shareholder of the Company.

None of the Directors has:

- any other directorship in public companies. (except for Tan Gim May)
- any conflict of interest with the Company.
- any conviction for offences within the past five (5) years other than traffic offences, public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

## KEY MANAGEMENT PROFILE

**TEOH MENG KEAT**, Chief Executive Officer

**TEOH MENG SOON**, Group Executive Director

**TEOH MENG LEE**, Group Executive Director

Details of the Directors' profiles are provided in the 'Board at Glance' section of this Annual Report. The above Directors are referred to as the Executive Team.

**CHEAH CHING HEE**  
*Marketing Director*

Age  
55

Cheah Ching Hee, a Malaysian male aged 55, is the Marketing Director. He began his career with the Group in 1993, progressing through operational and marketing roles over the years. He was promoted to General Supervisor in 1997, Assistant Manager in 2002, Production Manager in 2006, Assistant Marketing Manager in 2013, Marketing Manager in 2016, Senior Marketing Manager in 2023, and appointed Marketing Director in 2025. He is responsible for leading the Group's marketing strategies, brand positioning, and promotional initiatives.

**LIM TEH POH**  
*Operations Director*

Age  
59

Lim Teh Poh, a Malaysian male aged 59, is the Operations Director. He joined the Group in 1996 as Advertising & Promotion Manager and rejoined in 2013 after gaining broader professional experience. He was promoted to Operation Director in January 2026. Mr. Lim oversees the alignment of creative initiatives with business objectives and manages operational processes that support product and marketing strategies.

**MOLLY CHAN SOOK PING**  
*Business Development Director*

Age  
52

Molly Chan Sook Ping, a Malaysian female aged 52, is the Business Development Director. She began her career with the Group in 1996 as a Clerk and gained experience across Product Development, Sales & Marketing, Purchasing and Sales Support functions. She progressed through roles including Officer, Executive, Senior Executive, Assistant Manager, and Manager. In 2025, she became Senior Business Development Manager and was promoted to her current position in January 2026. Ms. Chan is responsible for market and channel development, distributor engagement, and cross-functional business development initiatives.

**LAI BOON HIN**

Senior Production Manager



Lai Boon Hin, a Malaysian male aged 59, is the Senior Production Manager. He joined the Group in 1989, progressing to Manager in 2000 and assuming his current position in 2013. He is responsible for planning and managing production operations within the food & beverage and traditional health supplement segments.

**TAN GUAN LEONG**

Senior Technical Manager



Tan Guan Leong, a Malaysian male aged 58, is the Senior Technical Manager. He joined the Group in 1989 and was promoted to Assistant Manager in 2003, Manager in 2005, and Senior Technical Manager in 2013. He oversees all technical operations relating to the Group's food and beverage manufacturing facilities.

**YEW GUAT HOON**

Senior IT Manager



Yew Guat Hoon, a Malaysian female aged 60, is the Senior IT Manager. She joined the Group in 1992, became System Analyst in 1997, IT Assistant Manager in 2000, IT Manager in 2010 and Senior IT Manager in 2013. She is responsible for overseeing the Group's information systems and management of IT operations.

**WONG KENG MENG**

Senior Operation Manager



Wong Keng Meng, a Malaysian male aged 62, is the Senior Operation Manager. He joined the Group in 1993, progressing to Technical Manager in the same year and promoted to Senior Operation Manager in 2010. He is responsible for the design and development of fashion jewellery products and the oversight of related manufacturing operations.

**LOH YEE SING**

Senior Finance Manager



Loh Yee Sing, a Malaysian female aged 51, is the Senior Finance Manager. She oversees the Group's financial and accounting functions relating to marketing activities and jewellery production, including taxation, treasury management and regulatory compliance. Ms. Loh has over five years of experience in corporate planning prior to joining the Group as an Accountant in 2006 and was promoted to her current position in 2011. She is a member of the Malaysian Institute of Accountants (MIA) and Chartered Accountants Australia & New Zealand (CA ANZ).

**PHUAH LAY THENG**

Senior Finance Manager



Phuah Lay Theng, a Malaysian female aged 57, is the Senior Finance Manager. She oversees the Group's financial and accounting functions relating to manufacturing operations, particularly within the food & beverage and nutritional product segments, with responsibilities covering taxation, treasury management, and compliance with internal processes. Ms. Phuah has 9 years of external audit experience prior to joining the Group as an Accountant in 2006 and was promoted to her current position in 2011.

**Notes:**

Save and except for the Executive Team, the other Key Senior Management members have no family relationship with any Director and/or major shareholder of the Company.

None of the other Key Senior Management has:

- any directorship in the Company and other public companies.
- any conflict of interest with the Company.
- any conviction for offences within the past five (5) years other than traffic offences, public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## INTRODUCTION

The Board of Directors (“the Board”) of ZHULIAN remains steadfast in upholding strong corporate governance as the foundation of responsible leadership, ethical conduct and sustainable long-term performance. This Statement describes how the Group has applied the principles of the Malaysian Code on Corporate Governance (“MCCG 2021”) throughout the financial year ended 30 November 2025 (“FY2025”), in compliance with the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad.

The accompanying Corporate Governance Report (CGR) provides detailed disclosures and is available on the Company’s corporate website at [www.zhulian.com](http://www.zhulian.com)

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### 1. Board Responsibilities

The Board provides entrepreneurial leadership, strategic direction and effective oversight of the Group’s affairs. Core responsibilities include:

- Reviewing and approving long-term strategies, business plans and annual CAPEX;
- Monitoring operational and financial performance against set targets;
- Ensuring the adequacy of internal controls and a sound risk management framework;
- Overseeing succession planning for Directors and Senior Management;
- Promoting an ethical corporate culture grounded in integrity, accountability and transparency;
- Ensuring sustainability considerations, including ESG factors, are embedded into business decisions;
- Ensuring timely, accurate and transparent disclosures to shareholders and stakeholders.

The Chairman leads the Board in ensuring robust governance, while the Group CEO is responsible for executing approved strategies. The separation of both roles promotes independence, accountability and effective oversight.

### 2. Governance Framework

The Group’s governance ecosystem is supported by a comprehensive suite of policies, including:

- Board Charter
- Code of Conduct and Ethics
- Directors’ Fit and Proper Policy
- Anti-Bribery & Corruption Policy
- Whistleblower Policy
- Diversity Policy
- Remuneration Policy
- Enterprise Risk Management Policy
- Sustainability Policy
- Sustainable Supply Chain & Procurement Policy
- Conflict of Interest Policy
- Human Rights and Labour Standard Policy
- Occupational Health and Safety Policy

Policies are reviewed periodically to ensure continued relevance with evolving regulatory expectations, business dynamics and stakeholder demands.

### 3. Access to Management, Information & Advice

All Directors have unrestricted access to timely and comprehensive information to enable informed decision-making. Senior Management provides regular briefings and clarifications, while the qualified Company Secretary ensures full compliance with governance rules, meeting procedures and statutory responsibilities.

## BOARD COMPOSITION & COMMITTEE STRUCTURE

### 1. Board Composition

The Board consists of seven (7) members, three (3) of whom are Executive Directors, three (3) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director.

This composition complies with Paragraph 15.02 of the MMLR of Bursa Securities that at least two (2) Directors or one-third (1/3) of the Board, whichever is the higher are Independent Directors. All the Independent Directors are independent of management and are free from any business or other relationships that could materially interfere with the exercise of their independent judgements.

The Board embraces gender, skills and experience diversity, with representation from business leadership, finance, operations and industry expertise.

The profile of each Director is presented in this Annual Report.

### 2. Board Committees

To enhance effectiveness, the Board is supported by three (3) Committees, each with clearly defined Terms of Reference and reporting lines:

#### a. Audit Committee (AC)

Composed entirely of Independent Directors, the AC oversees financial reporting integrity, internal and external audits, and related party transactions.

#### b. Risk Management & Sustainability Committee (RMSC)

The renamed RMSC, comprising solely Independent Directors, assists the Board in overseeing:

- Enterprise-wide risk identification, evaluation and mitigation;
- Internal control effectiveness;
- Sustainability governance, strategies and reporting;
- Alignment with ESG principles and stakeholder expectations.

#### c. Nomination & Remuneration Committee (NRC)

The amalgamated Nomination Committee and Remuneration Committee, NRC, comprising only Independent Directors, is responsible for Board appointments, succession planning, annual performance evaluations, Fit & Proper assessments, and remuneration policies for Directors and Senior Management.

Each Committee met regularly during FY2025 and reported key matters to the Board.

## NOMINATION & REMUNERATION COMMITTEE (NRC)

### 1. Appointment, Diversity & Succession Planning

The NRC adopts a structured and merit-based approach to the appointment of Directors, taking into account:

- Required competencies;
- Leadership experience;
- Diversity of gender, skills and perspectives;
- Independence and integrity;
- The Group's evolving strategic needs.

The Committee also reviews talent pipelines for Senior Management succession to support business continuity.

### 2. Annual Board and Committee Evaluation

During FY2025, the NRC undertook its annual evaluation covering:

- Board mix, structure, dynamics and effectiveness;
- Directors' contributions, competencies and time commitment;
- Independence of Independent Directors;
- Independence and integrity;
- Effectiveness of Board's Committees and alignment with their mandates.

The outcomes confirmed that the Board and its Committees functioned efficiently and that all Independent Directors met the independence criteria under the MMLR and MCCG.

### 3. Re-Election of Directors

In accordance with the Company's Constitution, one-third of the Board retires at each AGM. Retiring Directors who are eligible and willing to serve are recommended for re-election based on performance, attendance, integrity and independence of judgment.

### 4. Remuneration Governance

The NRC ensures remuneration structures remain fair, competitive and aligned with the Group's long-term goals.

#### Executive Directors

Receive a remuneration package comprising basic salary, benefits-in-kind, allowances and performance-linked bonuses, which are aligned to both Group and individual performance targets.

#### Non-Executive Directors

Receive fees and allowances commensurate with their responsibilities, experience and the expected level of commitment. They do not receive performance-linked benefits.

#### Transparency

The aggregate Directors' remuneration paid or payable to all Directors of the Company for the financial year ended 30 November 2025 as categorised into appropriate components are as follows:

Category	Fees (RM'000)	Salaries (RM'000)	Bonuses (RM'000)	Allowances (RM'000)	EPF- Employer Contributions (RM'000)	Benefits in Kind & Others (RM'000)	Total (RM'000)
<b>Executive Directors</b>							
Mr Teoh Meng Keat	–	1,128	118	–	150	4	1,400
Mr Teoh Meng Soon	–	440	40	–	58	1	539
Mr Teoh Meng Lee	–	440	40	–	58	1	539
<b>Non- Executive Directors</b>							
Dr. Abdul Malik Bin Md Yusoff	50	–	–	4	–	–	54
Mr Oon Hock Chye	50	–	–	4	–	–	54
Ms Rosaline Heah Gaik See	50	–	–	4	–	–	54
Ms Tan Gim May	50	–	–	4	–	–	54

Bonuses payable to Executive Directors are performance based and relate to individual and Company's achievement of specific goals. The Non-Executive Directors do not receive any performance related remuneration.

Detailed remuneration of each member of senior management on a named basis was not adopted as the Board /Management views such disclosure to be commercially sensitive in the context of talent retention and industry competition.

## BOARD MEETINGS & PROFESSIONAL DEVELOPMENT

### 1. Board Meetings

Board meetings follow a structured agenda to ensure adequate discussion time for strategic, operational, financial and governance matters.

All Directors attended the meetings held during the financial year, reflecting strong commitment to their fiduciary responsibilities.

During the financial year ended 30 November 2025, four (4) Board meetings were held and details of the Directors' attendance are as follows:-

Directors	Attendance
<b>Executive Directors</b>	
<b>Mr. Teoh Meng Keat</b> ( <i>Chief Executive Officer</i> )	4/4
<b>Mr. Teoh Meng Soon</b>	4/4
<b>Mr. Teoh Meng Lee</b>	4/4
<b>Non-Executive Directors</b>	
<b>Dr. Abdul Malik Bin Md Yusoff</b>	4/4
<b>Mr. Oon Hock Chye</b>	4/4
<b>Ms Rosaline Heah Gaik See</b>	4/4
<b>Ms Tan Gim May</b>	4/4

### 2. Directors' Training & Continuous Development

The Board recognises the importance of continuous learning.

During FY2025, Directors attended the programmes as follows:

- Malaysian Business Reporting System (MBRS) 2.0: Annual Return
- E-Invoicing Implementation: A Comprehensive Guide and Practical Insights
- Steering Climate Risk and ESG Roadmap for Corporates
- MPERS and SME Financial Reporting Conference 2025 - Recent Updates and best Practices
- Preparing to transit from existing MPERS to the new MPERS based on 3rd Edition of IFRS for SMEs
- Taxability and Deductibility of Interest - Latest Updates
- National Tax Conference 2025
- Critical Budget 2026 : Important Tax Updates
- 2026 Budget Seminar
- Leadership at the Helm: The Chair's Role in Reshaping Board Leadership
- Governance vs Innovation
- IFRS S2 Climate-related Disclosures and Greenhouse Gas Emissions Scope 1 & 2
- Environmental, Social and Governance Fundamentals and Advanced

The Board reviews training needs annually to ensure skills remain current and aligned with governance expectations.

All Directors are mindful of the Mandatory Accreditation Programmes and will ensure completion (for those who are yet to attend) in accordance with the MMLR of Bursa Securities.

## PRINCIPLE B: AUDIT, RISK MANAGEMENT & SUSTAINABILITY

### 1. Audit Committee (AC)

The AC safeguards the integrity of the Group's financial reporting and ensures the independence of internal and external auditors.

Key responsibilities include:

- Reviewing quarterly and annual financial statements;
- Overseeing the Internal Audit function;
- Assessing External Auditors' suitability, independence and performance;
- Reviewing related party transactions;
- Monitoring corrective actions arising from audit findings.

### 2. Risk Management & Sustainability Committee (RMSC)

The RMSC oversees the Group's holistic approach to risk and sustainability.

Key areas of responsibility include:

- Ensuring a robust Enterprise Risk Management (ERM) framework;
- Reviewing key risks and mitigation plans;
- Overseeing sustainability strategies, disclosures and performance indicators;
- Monitoring ESG risks including climate, supply chain and regulatory risks;
- Ensuring alignment to national and international sustainability standards.

Management provides regular updates on risk exposures and mitigation actions to support informed oversight.

### 3. Internal Control Environment

The Board confirms that the Group has in place an effective internal control system that provides reasonable assurance against material misstatements, operational failures or financial losses.

The Internal Audit function performs independent reviews and reports directly to the AC.

Further details are provided in the Statement on Risk Management and Internal Control.

## PRINCIPLE C: INTEGRITY IN REPORTING & RELATIONSHIPS WITH SHAREHOLDERS

### Transparency & Disclosure

The Board ensures timely, accurate and transparent disclosure of material information through Bursa Malaysia announcements, investor engagements, the corporate website and the Annual Report. Financial statements are prepared in accordance with MFRS and the Companies Act 2016.

### Engagement with Shareholders

The Annual General Meeting ("AGM") serves as an important platform for direct interaction with shareholders. In line with best practice, notice of meeting is issued at least 28 days prior to the AGM.

All Board members, Senior Management and the External Auditors attend the AGM to address queries.

Voting is conducted by poll, with results validated by an independent scrutineer and announced to Bursa Malaysia on the same day.

## CONCLUSION

The Board remains committed to strengthening corporate governance practices aligned with evolving regulations, stakeholder expectations and the Group's long-term strategic goals.

This Corporate Governance Overview Statement was approved by the Board on 19 March 2026.

# AUDIT COMMITTEE REPORT

The Audit Committee is tasked to assist the Board of Directors of the Company (“the Board”) to ensure the effective discharge of fiduciary duties for financial reporting, corporate governance as well as internal control.

## Composition of the Audit Committee

The Audit Committee comprises three (3) members, all of whom are Independent Non-Executive Directors. As at the date of this report, the Audit Committee members are as follows:

Name of Members	Position
Mr Oon Hock Chye	Chairman
Ms Rosaline Heah Gaik See	Member
Ms Tan Gim May	Member

The Chairman of the Audit Committee, Mr. Oon Hock Chye is a member of the Malaysian Institute of Accountants (“MIA”), a fellow member of the Association of Chartered Certified Accountants (ACCA), a fellow member of the Chartered Tax Institute of Malaysia (CTIM) and also a Certified Financial Planner (CFP).

Accordingly, the Company complies with the MMLR of Bursa Securities which requires at least one (1) member of the Audit Committee to be a qualified accountant.

The above composition of Audit Committee meets the requirements of paragraph 15.09 (1)(a) and (b) of the MMLR of Bursa Securities.

## Terms of Reference

The Audit Committee has revised and reviewed the terms of reference, in line with Malaysia Code of Corporate Governance. By incorporated a new provision prescribing a mandatory three-year cooling-off period for any former key audit partner of the Company’s external auditor prior to appointment to the Audit Committee, in alignment with MCCG Practice 9. The revised Terms of Reference of the Audit Committee can be viewed on the Company’s corporate website at [www.zhulian.com](http://www.zhulian.com).

This section of the Annual Report describes the work of the Audit Committee in discharging its responsibilities during the financial year.

## Attendance for Meetings

The Audit Committee had convened four (4) meetings during the financial year ended 30 November 2025. The meetings were structured through the use of agendas, which were distributed to members with sufficient notification.

The details of attendance of each member are as follows:

Name of Members	Attendance
Mr Oon Hock Chye	4/4
Ms Rosaline Heah Gaik See	4/4
Ms Tan Gim May	4/4

The Company Secretary or her representatives were present at all the meetings. Representatives of the External Auditors, Messrs KPMG PLT, the Senior Management and the Internal Auditor had been invited to attend the meetings during the financial year. Minutes of the Audit Committee Meetings had been circulated to the members and were recorded and tabled for confirmation at the next Audit Committee meeting.

The Executive Directors, Senior Management, External and Internal Auditors were in attendance at the meetings, upon invitation by the Committee, to brief the members on specific issues. The Chairman of Audit Committee reports on the main findings and deliberations of the Audit Committee Meeting to the Board.

The Committee had also met with the External Auditors separately once without the presence of the Executive Directors and Senior Management to discuss the audit findings and any other concerns or observations they had during the audit.

Nothing has come to the attention of the Audit Committee that causes it to believe that the financial reporting is inconsistent with the accounting standards and other legal requirements.

## Summary of Activities of the Audit Committee

During the financial year ended 30 November 2025, the Audit Committee discharged its functions and carried out its duties in accordance with the Terms of Reference of the Audit Committee. The summary of principal activities undertaken by the Audit Committee is as follows:

- Reviewed the unaudited quarterly financial results and performance of the Group before recommending to the Board for approval and releasing the results to Bursa Securities;
- Reviewed the audited financial statements of the Group for the financial year ended 30 November 2025 before recommending to the Board for approval and releasing the same to Bursa Securities;
- Reviewed and discussed with the External Auditors on the scope of their audit work, the result of their findings arising from audits and the auditors' report;
- Reviewed the re-appointment and audit fees of External Auditors for the ensuing year prior to the Board's approval;
- Reviewed and evaluated the performance and effectiveness of the External Auditors. The Audit Committee was satisfied with the External Auditors' performance and made its recommendations to the Board on their re-appointment as auditors at the forthcoming AGM;
- Reviewed the nature of non-audit services and the related fee levels in relation to external audit fees of the Company which included review of the Statement of Risk Management and Internal Control;
- Reviewed and approved the annual audit plan of the Company and the Group prepared and submitted by the External Auditors and Internal Auditors for the financial year ended 30 November 2025;
- Reviewed the risk management and internal control systems, processes, procedures or results of activities undertaken by the Internal Auditors to ensure that all high and critical risk areas are being addressed;
- Reviewed the risk management and internal audit reports, audit recommendations, and Management's responses to ensure that appropriate actions have been taken by the Group's subsidiary companies;
- Reviewed the state of internal control of the Company to ensure that the Group is in compliance with any legislative and reporting requirements;
- Reviewed and noted that there was no significant related party transactions or recurrent related party transactions within the Company or the Group including any transaction, procedure or code of conduct that may raise concern or question of Management's integrity;
- Reviewed and reported to the Board any conflicts of interest that arose, persisted or may arise together with the measures taken to resolve, eliminate or mitigate such conflicts;
- Reviewed the Statement on Risk Management and Internal Control and Audit Committee Report prior to the Board's approval for inclusion in the Company's Annual Report 2025; and
- Met once with the External Auditors without the presence of Executive Directors and Management staff to discuss on issues of concerns to the auditors.

## Internal Audit Function

The internal audit function is performed in-house by the Group's Internal Audit Department. The Internal Audit Department reporting directly to the Audit Committee, assists the Audit Committee to undertake independent, regular and systematic reviews of the Group's business operations and activities to ensure that a proper system of risk management and internal control is satisfactorily and effectively administered within the Group.

During the financial year, the Internal Audit Department had performed audits in accordance to the approved internal audit plan. The internal audit function adopts a risk-based audit methodology, which is aligned with the risks of the Group to ensure that relevant controls addressing those risks are reviewed on a rotational basis.

The Internal Audit Department conducted audit programmes across various business units and undertook ISO audit assessments for the main subsidiaries. Follow-up audits were also performed to ensure that Management had appropriately addressed the identified control weaknesses.

The following internal audit activities were carried out by the Internal Auditors during the financial year under review:

- Formulation of an agreement with the Audit Committee on the risk-based internal audit plan that is consistent with the Company's objectives and goals; and
- Conducted various internal audit engagements in accordance with the audit plan.

The risk management and internal audit reports were presented to the Audit Committee for deliberation and then to the Board after the Management had taken its appropriate actions.

The internal audits conducted during the financial period did not reveal any significant control deficiencies which would result in material losses, contingencies or uncertainties that would require disclosure in the Annual Report.

The total costs incurred for the internal audit function of the Group for the financial year ended 30 November 2025 amounted to approximately RM752,000.

This Report is made in accordance with the resolution of the Board dated 19 March 2026.

# RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE REPORT

During the financial year, the Board approved the renaming of the Risk Management Committee to the Risk Management and Sustainability Committee (RMSC) and the corresponding enhancements to its Terms of Reference to reflect its expanded responsibilities. This change reflects the Group’s commitment to strengthening the governance of both risk and sustainability, and to ensuring that ESG considerations are incorporated into decision-making at strategic and operational levels. The enhanced mandate aligns the Committee’s responsibilities with current regulatory developments, market expectations and best-practice principles.

The RMSC is charged with overseeing the Group’s risk management framework, policies and related activities, and providing governance oversight of sustainability matters, including the implementation of the Group’s ESG priorities and initiatives.

## Composition of the Risk Management and Sustainability Committee

The RMSC is chaired by an Independent Non-Executive Directors (INED) who is not the Chairperson of the Board. The Committee comprises three (3) members, all of whom are INED, in line with the “independence” requirements set out in Bursa Malaysia’s Listing Requirements.

At the date of this report, the RMSC members are as follows:

Name of Members	Position
Ms. Tan Gim May	Chairperson
Mr. Oon Hock Chye	Member
Ms. Rosaline Heah Gaik See	Member

## Terms of Reference

The RMSC has made available the revised Terms of Reference (TOR) explaining its role and the authority delegated to it by the Board. The TOR of the RMSC can be viewed on the Company’s corporate website at [www.zhulian.com](http://www.zhulian.com).

This section of the Annual Report describes the work of the RMSC in discharging its responsibilities during the financial year.

## Attendance for Meetings

The Committee convened one (1) meeting during FY2025. Details of each meeting and attendance by Committee members are set out below.

Name of Members	Attendance
Ms. Tan Gim May	1/1
Mr. Oon Hock Chye	1/1
Ms. Rosaline Heah Gaik See	1/1

## Key Activities in FY2025

During the year under review, the RMSC undertook the following key activities:

### 1. Review of Risk Management Framework and Policies

- Assessed the Group's Risk Management Framework and related policies and recommended them to the Board for approval and adoption.
- Strengthened the ERM governance structure, ensuring clearer oversight mechanisms, escalation pathways, and stronger integration of sustainability into risk-management processes.
- Conducted periodic reviews to ensure the framework and policies remain effective, relevant and responsive to the Group's evolving risk profile and operating environment.

### 2. Periodic Monitoring of Principal Risks

- Evaluated risk reports and provided recommendations to the Board on the monitoring of the Group's principal risks and the adequacy of mitigation measures.
- Performed continuous assessments to identify new and emerging risks that may impact the Group's performance or sustainability.

### 3. Recommendations on Risk Appetite and Tolerance

- Advised the Board on risk appetite and tolerance thresholds.
- Ensured that key risks were appropriately monitored and managed within limits acceptable to the Board.

### 4. Review of Significant Risk Issues

- Reviewed and escalated significant matters arising from the Group's risk management activities, including the corresponding mitigation actions undertaken.
- Key areas addressed during the year included:
  - a) Market Concentration Risk
  - b) Operational and Scalability Constraints
  - c) Technology and Data Management Risk
  - d) Product Development and Innovation Challenges
  - e) Brand and Channel Engagement Risk
  - f) Cultural and Market Alignment Challenges

### 5. Oversight of Sustainability and ESG Strategy

- Provided governance oversight over the implementation of the sustainability framework, policies and strategic roadmap, ensuring alignment with global best practices and market expectations.
- Reviewed major ESG developments and progress of ESG integration into the Group's operations and business principles, with the aim of developing a resilient and future-ready business model.
- Formalised the appointment of a designated sustainability lead to coordinate sustainability efforts, drive implementation, and ensure cross-functional alignment across the Group.

### 6. Monitoring of ESG Targets and KPIs

- Performed an evaluation and gap analysis to support the formulation of ESG targets and KPIs.
- Defined timeframes and frameworks for the establishment of ESG targets and KPIs.
- Ensured that comprehensive ESG training programmes were conducted organisation-wide from Board and senior leadership to operational teams to enhance understanding of ESG risks, reporting requirements, climate-related expectations and best-practice governance.
- Provided timely reporting to the Board on key developments and emerging ESG matters with potential impact on the Group's business or reputation.

### 7. Oversight of Anti-Bribery and Anti-Corruption (ABAC) Compliance

- As part of its commitment to compliance and ethical standards, RMSC has rolled out a refresher course on anti-money laundering and anti-corruption for personnel at different levels of the organization.

# NOMINATION AND REMUNERATION COMMITTEE REPORT

The Nomination and Remuneration Committee (NRC) supports the Board in promoting strong governance by overseeing Board composition, succession planning, and remuneration policies, ensuring leadership effectiveness and alignment with the Group’s long-term sustainability and strategic objectives.

## Composition of the Nomination and Remuneration Committee

The NRC is chaired by an Independent Non-Executive Directors (INED) who is not the Chairperson of the Board. The Committee comprises three (3) members, all of whom are INED, in line with the “independence” requirements set out in Bursa Malaysia’s Listing Requirements.

At the date of this report, the NRC members are as follows:

Name of Members	Position
Ms. Rosaline Heah Gaik See	Chairperson
Mr. Oon Hock Chye	Member
Ms. Tan Gim May	Member

## Terms of Reference

The NRC has made available the terms of reference explaining its role and the authority delegated to it by the Board. The Terms of Reference of the NRC can be viewed on the Company’s corporate website at [www.zhulian.com](http://www.zhulian.com).

This section of the Annual Report describes the work of the NRC in discharging its responsibilities during the financial year.

## Attendance for Meeting

The Committee convened one (1) meeting during FY2025. Details of each meeting and attendance by Committee members are set out below:

Name of Members	Attendance
Ms. Rosaline Heah Gaik See	1/1
Mr. Oon Hock Chye	1/1
Ms Tan Gim May	1/1

## Key Activities in FY2025

During the year under review, the NRC undertook the following key activities:

### 1. Nomination Matters

- Developed and recommended Diversity Policy for the Board and Senior Management, in line with Bursa Malaysia’s Listing Requirements and the Malaysian Code on Corporate Governance.
- Reviewed the Board’s composition in terms of size, structure, independence, diversity and competencies.
- Assessed the performance and effectiveness of the Board, its committees and individual Directors.
- Reviewed and recommended Directors retiring in accordance with the Company’s Constitution ahead of the AGM.
- Reviewed and assessed the effectiveness of the Audit Committee in carrying out its duties as set out in its terms of reference.

### 2. Remuneration Matters

- Formulated Remuneration Policy for Directors and Senior Management, taking into consideration the Company’s objectives, performance measures, and market benchmarking.
- Proposed remuneration packages for the Executive Directors to the Board.
- Recommended Directors’ fees and benefits for financial year ending 2026 to be approved during the upcoming AGM.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## INTRODUCTION

The MCGG stipulates that listed companies must establish and maintain a robust system of risk management and internal control to protect shareholders' interests and safeguard the Group's assets.

In line with Paragraph 15.26(b) of the MMLR of Bursa Securities, the *Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, and the requirements of the Bursa Sustainability Reporting Guide*, the Board is pleased to present the following Statement on Risk Management and Internal Control.

This Statement describes the Group's risk management and internal control framework, outlining its nature, scope, and application across all operations during the financial year under review. The Group's associated company is excluded from this Statement for the purpose of applying the relevant guidelines.

## A. BOARD AND MANAGEMENT RESPONSIBILITY

The Board is responsible for establishing a sound risk management framework and internal control system for Zhulian Corporation Berhad and its subsidiaries, as well as for reviewing their adequacy and effectiveness. These systems encompass financial, operational, strategic, environmental, compliance and risk management functions. In setting the tone for effective governance, the Board promotes a culture of accountability, transparency and sustainability, guided by the Group's core values of Partnership, Teamwork, Integrity, Innovation, Discipline and Growth.

The Board recognises that a robust risk management and internal control framework is designed to manage, rather than eliminate, the risk of failure to achieve the Group's objectives, and that such systems provide reasonable, but not absolute, assurance against material misstatements, losses, fraud or unforeseen circumstances. In discharging its oversight responsibilities, the Board is supported by the Risk Management and Sustainability Committee ("RMSC") and the Audit Committee ("AC"), which oversee matters relating to risk, compliance and internal controls within their respective mandates. All material matters are escalated to the Board for deliberation and approval, and the Board remains accountable for the actions of its committees.

The risk management and internal control processes established by the Board are implemented by Management under the leadership of the Chief Executive Officer ("CEO"). The CEO is responsible for overall risk management, while Management is collectively accountable for maintaining sound governance practices, including keeping risk registers up to date, assessing inherent and residual risks, evaluating control effectiveness, and monitoring the implementation of risk treatment plans in accordance with the Group's ERM Manual & Guidelines.

## B. RISK MANAGEMENT FUNCTION

The Group has strengthened its Enterprise Risk Management ("ERM") Framework to align with MCGG Recommendation 6.1 and the Bursa Sustainability Reporting Guide, integrating ESG and sustainability considerations into risk identification, evaluation, and monitoring.

The Risk Management and Sustainability Committee ("RMSC") assists the Board in maintaining a sound risk management system and to review the Group Risk Profile, monitor emerging and ESG-related risks, assess mitigation progress, and ensure alignment with the Group's risk appetite and the ERM Manual & Guidelines. It also provides oversight of investment, integrity and whistleblowing practices across the Group and its subsidiaries. Deliberations and key decisions of the RMSC are minuted and tabled to the Board. The terms of reference of the RMSC are incorporated into the Board Charter, which is available on the Company's website.

The RMSC is supported by the Group Risk Management and Sustainability Department ("GRMSD"), which provides risk advisory support, maintains the consolidated Group Risk Register, prepares yearly risk management reports, and ensures that risk reporting templates and processes remain consistent with the ERM Manual & Guidelines.

### Risk Management

The Group's Enterprise Risk Management Manual and Guidelines provide a standardised and systematic framework for the identification, assessment, monitoring and reporting of key risks and controls, as well as the implementation, tracking and review of mitigation action plans. The Group's Enterprise Risk Management ("ERM") process is aligned with the ISO 31000:2018 Risk Management Principles and Guidelines, establishing its risk management policy, objectives and reporting structure. The framework incorporates risk profiling of historical and current risks, as well as the identification of emerging risks, future opportunities and associated mitigation strategies, with the aim of safeguarding value creation for stakeholders. The ERM process is embedded within the Group's governance structure through deliberations at various Board and management-level committees, and is applied across key risk categories, including strategic, operational, financial, project, technology, compliance and cybersecurity risks as set out in the Group's Risk Taxonomy.

The Risk Management and Sustainability Committee (“RMSC”) receives consolidated risk reports, comprising updated risk registers, risk profiles, risk parameters and the status of mitigation action plans from the Executive Management Committee (“EMC”) and the Risk Management Working Group (“RMWG”). Chaired by the Chief Executive Officer, the RMWG comprises Heads of Department and senior management and is responsible for consolidating departmental risk registers, coordinating Group-wide risk activities, facilitating risk awareness programmes and monitoring mitigation progress. Risk owners are appointed within departments to further embed risk management practices across the Group. This structure reflects the Group’s adoption of the three lines of defence model, ensuring appropriate segregation of duties and accountability.

Under this model, employees and risk owners form the first line of defence, managing day-to-day risks through established controls, policies and procedures. The RMWG and RMSC constitute the second line of defence, providing oversight, coordination and monitoring of risk management and sustainability integration. Internal Audit and the Audit Committee serve as the third line of defence, providing independent assurance on the effectiveness of the risk management and internal control systems.

The Group’s risk management process focuses on identifying and managing events or uncertainties that may materially affect the achievement of its objectives. The process encompasses risk identification, analysis and evaluation of inherent and residual risks, as well as the development of appropriate mitigation measures. This is supported by ongoing monitoring, review, communication and consultation across relevant functions. The Group continues to enhance its risk management practices through the development of supporting tools such as risk parameters, risk heatmaps and periodic control effectiveness reviews to strengthen consistency in risk monitoring across the Group. Significant or urgent risks are escalated promptly through monthly management meetings in accordance with the ERM Manual. The ERM framework also integrates ESG and climate-related risks, in line with the RMSC’s sustainability oversight responsibilities and the Group’s long-term strategic direction.

## C. KEY DEVELOPMENTS IN FINANCIAL YEAR 2025

### Internal Control Environment

During the financial year, Internal Audit reviews covered key operational areas relevant to the Group’s direct selling and manufacturing operations, including product knowledge, social media engagement, IT systems, market competition, inventory management, product positioning and launches, product concentration, and data management.

The Group’s internal control framework comprises several core components. These include ongoing monitoring and review through regular management and financial performance meetings, quarterly Audit Committee (“AC”) reviews of financial results, and continuous enhancements to reporting systems to support timely and reliable decision-making.

### Effectiveness of Internal Controls

The Board, after considering reports from the AC and Internal Audit, is satisfied that the Group’s risk management and internal control system remained adequate and effective throughout the financial year, with no significant weaknesses or material losses requiring disclosure. Continuous improvements will be undertaken to strengthen the control environment in line with evolving operating conditions and sustainability considerations.

### Key Internal Control Processes

Executive Directors oversee day to day operations to ensure alignment with the Group’s strategic objectives, policies, and procedures across its direct selling and manufacturing activities. The AC reviews the adequacy and integrity of the Group’s internal control and risk management systems, considers findings from Internal Audit, and evaluates the performance and independence of the Internal Audit function. Internal Audit carries out risk-based reviews approved by the AC and reports quarterly on identified control gaps and recommended remedial actions.

## D. INTERNAL CONTROL SYSTEM

### Key Elements of the Group’s System of Internal Controls

#### (i) Oversight by the Audit Committee

The Audit Committee (“AC”) oversees the Group’s financial reporting, external and internal audit processes, and ad-hoc advisory, consulting and investigative matters, excluding whistleblowing-related issues. Minutes of AC meetings are tabled to the Board on a quarterly basis.

While the Board retains overall responsibility for the effectiveness of the Group’s internal control system, Management is accountable for establishing and maintaining an appropriate internal control framework that provides reasonable assurance over the achievement of control objectives. The AC reviews and approves the annual internal audit plan, with audit frequency determined based on risk assessments. The Group Internal Audit Department evaluates the adequacy and effectiveness of internal controls in managing key risks and reports its findings to the AC quarterly, including recommendations for improvement and follow-up reviews on priority areas. The AC also reviews the Internal Auditor’s scope of work, authority and access as set out in the Annual Internal Audit Plan and Internal Audit Charter. The AC’s terms of reference are incorporated into the Board Charter, which is available on the Company’s website.

## **(ii) Oversight by Board Committees**

The delegation of responsibilities to the Board Committees is clearly defined in their respective terms of reference (“TOR”). During the year under review, the Board reviewed the TOR of the Audit Committee (“AC”), Nomination and Remuneration Committee (“NRC”), and Risk Management and Sustainability Committee (“RMSC”), as well as the Board Charter, and approved amendments on 22 October 2025.

The Board has established the AC, NRC and RMSC to support the discharge of its duties. Each committee is delegated with specific responsibilities within its defined scope of authority, as set out in its TOR. The Board Charter outlines the roles, responsibilities and functions of the Board and its supporting Board Committees.

## **(iii) Review of Compliance with the MCCG 2021 and Recurrent Related Party Transactions (“RRPT”) for the Financial Year Ended 30 November 2025**

The Company’s Group Internal Auditor conducts an annual review of the Company’s compliance with the MCCG 2021 and RRPT requirements. The review for the financial year ended 30 November 2025 was conducted on 13 January 2026 and the outcome was reported to the AC.

## **(iv) Adoption of Conflict of Interest Policy**

Pursuant to the amendment to Bursa Malaysia Securities Berhad’s Main Market Listing Requirements that imposed the obligation on the AC to review and report to the Board any conflict of interest situation that arose, persist or may arise together with the measures taken to resolve, eliminate or mitigate such conflicts, the Board had on 22 October 2025 approved the adoption of a Conflict of Interest Policy with the objective to ensure that COI situations are handled appropriately, promoting transparency and foster a culture of honesty, accountability and good governance within the Group. Such COI situations (if any) together with the measures taken to resolve, eliminate or mitigate such conflicts would be disclosed in the AC report in the Company’s annual report.

## **(v) Assignment of Authority and Responsibility**

The Board has approved Limits of Authority, delineating responsibilities and authorisation levels across the Board, its committees and Management. The LOA is embedded into the Sage 300 ERP and In-house System. The latest LOA, sanctioned in FY2025, aims to tackle operational challenges and respond to evolving risks within Zhulian Group.

Major investments and capital expenditure are reviewed and approved by the Board. All other procurements and payments are approved by the various levels of Management in accordance with their authorisation limits. The LOA is reviewed and updated periodically to reflect any changes.

## **(vi) Insurance and Physical Safeguards**

Appropriate safeguards and adequate annual insurance assessments are in place covering the Group’s significant assets and operating facilities to minimise losses from any mishap including natural or environmental hazards, and unauthorised intrusion.

## **(vii) Planning, Monitoring and Reporting**

The Group undertakes a strategic budget planning process annually to establish plans and targets against which performance is monitored. This process is linked to the Corporate Strategy on which the Board is updated quarterly. This business plan and budgets are subject to evaluation and assessment by the Management and the Board. The RMSC deliberates on the risks and mitigation plans for the strategy and business plan before these are recommended to the Board for approval. Monthly reviews are carried out by the Management to ensure the businesses are operating according to the plans, as well as to monitor adherence to internal control procedures established. Management reports are presented to the Board every quarter providing financial information including key performance and risk indicators. The financial information is reviewed by the Management before it is presented to the Board for consideration and approval.

## **(viii) Policies & Procedures**

Internal policies and procedures are in place to ensure compliance with internal controls. These policies and procedures are formalised and integral to the electronic Quality Management Systems. Periodic reviews ensure these policies remain relevant and compliant with laws and regulations.

There is extensive documentation of policies, procedures and guidelines in the form of operational manuals on key business processes and supporting functions which include financial reporting, human capital, procurement and information technology systems. These policies and manuals are reviewed and updated periodically to meet changing business, operational and statutory reporting requirements.

The Group has implemented an Integrated Management System that incorporates internationally recognised certifications, including ISO, GMP, FSMS, HACCP and HALAL, to uphold best practices in quality management and operational excellence.

Annual assurance is provided by the CEO and Senior Finance Manager to the Board on the adequacy and effectiveness of controls in the business processes. The Management team likewise provides annual assurance to the CEO on the said matters.

### **(ix) Human Resource Management**

The Group's Performance Management System provides a structured framework for fair and consistent performance evaluation across all levels of the Group. Employees are assessed based on clearly defined responsibilities and performance expectations relevant to their roles. The Group continues to strengthen workforce capabilities through structured learning programmes, equipping employees with the skills required to support the Group's long-term objectives. To remain competitive in attracting and retaining talent, the Group regularly reviews its salary bands and benefits framework.

Clear guidelines are in place to address underperformance and workplace issues through Performance Improvement Plans and disciplinary procedures, including matters relating to breaches of integrity or non-compliance with employment terms. Employee engagement is actively promoted through various programmes, activities and competitions that encourage participation and foster a positive workplace culture.

### **(x) System and Information Security**

The Group Information Technology Department is responsible for the continuous monitoring and resolution of internal and external security threats. The Group is guided by an IT Security Policy that governs the use of information technology resources and system data, supported by enhancements in cloud disaster recovery capabilities and IT platform upgrades implemented in 2025.

Zhulian proactively manages IT-related risks through its Enterprise Risk Management framework, which aligns with industry best practices and regulatory requirements. This framework facilitates the identification, assessment and mitigation of risks relating to technology, systems and data, including cyber threats, system failures and operational disruptions. Continuous monitoring, periodic risk assessments and targeted mitigation measures are applied to safeguard the security, availability and integrity of IT resources while minimising business disruption.

The Group's internal control systems further support this objective by ensuring the confidentiality, integrity and availability of information assets through measures such as access management, system monitoring, change controls, data integrity checks and regular audits. These controls are continuously reviewed and enhanced to address emerging threats and technological developments.

In 2025, the Group also made strategic investments in technology, infrastructure and cybersecurity to strengthen system resilience, enhance operational efficiency and support productivity improvements.

## **1. Operational Efficiency and System Enablement**

To enhance efficiency and productivity, the Group implemented automation initiatives to streamline operations and reduce manual workloads, including the automation of key routine tasks within its SAGE 300 ERP system. Notably, this includes the integration of e-Invoicing with the Inland Revenue Board of Malaysia, enabling automated submissions for both B2B and B2C transactions and ensuring real-time compliance with prevailing tax regulations.

User training programmes were conducted on in-house systems, namely ZIS and ADS, for employees and agents to reduce the risk of human error and enhance overall operational efficiency.

## **2. Infrastructure Upgrades**

The Group undertook infrastructure upgrades through investments in the latest hardware and software to maintain a high-performance, scalable and secure IT environment, alongside enhancements to its data backup and recovery systems to ensure business continuity and minimise downtime in the event of data loss or system failures.

## **3. Cybersecurity Enhancements**

Aligned with Guidance 10.2 of MCCG 2021, the Zhulian Group has implemented a series of cybersecurity enhancements, including regular security audits to identify vulnerabilities and strengthen defences against evolving threats, data leak protection measures with real-time alerts to Heads of Department to flag sensitive information transmitted to external parties, the enforcement of role-based access controls, multi-factor authentication and periodic reviews of user access logs, as well as regular operating system upgrades to the latest versions of Windows and other platforms, together with the application of necessary patches and firmware updates to enhance overall system security.

These initiatives undertaken in 2025 were aimed at enhancing operational efficiency, strengthening cybersecurity resilience and supporting data-driven decision-making, reflecting Zhulian's continued commitment to delivering secure and reliable IT services while mitigating emerging risks. The Group remains focused on continuous system improvement, stronger security and higher productivity, and welcomes stakeholder feedback on its IT initiatives.

#### **(xi) Sustainability Management**

Zhulian is committed to becoming a responsible direct selling company that delivers sustained long-term value to its stakeholders. Sustainability governance is overseen by the Board of Directors, supported by the Risk Management and Sustainability Committee, which plays a key role in monitoring the implementation and effectiveness of the Group's sustainability strategy. At the operational level, the Sustainability Department coordinates the implementation of the ESG strategy and works collaboratively with all departments to monitor progress and performance.

#### **(xii) Internal Audit Function**

The Internal Audit function provides independent and objective assurance on the adequacy and effectiveness of the Group's governance, risk management, and internal control processes. Operating in-house and independently from the activities it audits, Internal Audit conducts risk-based reviews and reports its findings, together with the status of follow-up actions, to the Audit Committee ("AC"), which subsequently updates the Board.

Management is responsible for implementing the agreed corrective actions, while significant control issues and key risk matters are escalated to the Risk Management and Sustainability Committee ("RMSC") and, where necessary, to the Board for further deliberation and oversight.

## **E. BOARD ASSESSMENT**

The Board is of the view that the Group's risk management and internal control system operated adequately and effectively in all material aspects throughout the financial year 2025 up to the date of approval of this statement. The Board has also received assurance from the Chief Executive Officer and Senior Finance Manager in this regard.

For the financial year 2025, the Board confirms that the internal control system was adequate and effective, and that it did not give rise to any material losses, contingencies or uncertainties requiring disclosure in the Annual Report 2025.

### **Reviews by the Audit Committee and External Auditors**

The AC has reviewed this Statement and noted no evidence of significant deficiencies. The External Auditors, having reviewed this Statement in accordance with Paragraph 15.23 of the MMLR and AAPG 3, reported that nothing has come to their attention that causes them to believe the Statement is not prepared in accordance with required disclosures or is factually inaccurate.

### **Board Conclusion**

The Board is satisfied that the Group maintains a sound system of risk management and internal control appropriate for its direct selling operations and in-house manufacturing facilities. Enterprise risk management will continue to be strengthened to ensure ongoing resilience and alignment with the Group's long-term objectives.

This Statement is made in accordance with a resolution of the Board dated 19 March 2026.

## ADDITIONAL COMPLIANCE INFORMATION

In compliance with the Main Market Listing Requirements of Bursa Securities, the following information is provided:

### UTILISATION OF PROCEEDS

There were no proceeds raised from any corporate proposals during the financial year ended 30 November 2025.

### AUDIT AND NON-AUDIT SERVICE

The amount of audit and non-audit fees paid or payable to the External Auditors or a firm or corporation affiliated to the External Auditors by the Company and the Group for the financial year ended 30 November 2025 are as follows:

	Group RM'000	Company RM'000
Fees paid or payable to the External Auditors:		
Audit fees	345	75
Non-audit fees paid or payable to the listed issuer's auditors, or a firm or corporation affiliated to the auditors' firm	224	12
<b>Total</b>	<b>569</b>	<b>87</b>

### MATERIAL CONTRACTS

There were no material contracts entered into by the Company or its subsidiaries involving the interests of Directors or major shareholders (as defined under the Listing Requirements), which were either subsisting at the end of the financial year ended 30 November 2025 or entered into since the end of the previous financial year.

### CONTRACTS RELATING TO LOANS

During the financial year, there were no contracts relating to loans entered by the Company involving interests of Directors and major shareholders.

### RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

There were no recurrent related party transactions during the financial year ended 30 November 2025.

## STATEMENT ON DIRECTORS RESPONSIBILITIES

The Board of Zhulian Corporation Berhad acknowledges its collective responsibility for ensuring the accuracy, integrity and adequacy of the Group's annual financial statements. The financial statements for FY2025 have been prepared in compliance with the Main Market Listing Requirements of Bursa Malaysia, Malaysian Financial Reporting Standards (MFRS) and the provisions of the Companies Act 2016.

### The Board affirms that:

- Proper accounting records have been kept to accurately reflect the Group's financial position;
- Appropriate and consistent accounting policies have been applied, supported by reasonable and prudent judgements and estimates; and
- The financial statements present a true and fair view of the Group's financial position as at the end of FY2025 and of its financial performance and cash flows for the financial year.

In discharging its fiduciary duties under the Company's Constitution, the Companies Act 2016, Bursa Malaysia's Listing Requirements, the MCGG 2021, the Board Charter and other applicable regulations, the Board assumes full responsibility for the overall leadership, oversight and strategic direction of the Group.

The Directors also have in place a system of risk management and internal control that will provide reasonable assurance that:

- assets of the Group are safeguarded against loss from unauthorised use or disposition or other irregularities; and
- all transactions are properly authorised and they are recorded timely to facilitate preparation of true and fair financial statements.

This Statement is made in accordance with a resolution of the Board dated 19 March 2026.

## DIRECTORS' REPORT

for the year ended 30 November 2025

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

### Principal activities

The Company is principally engaged in investment holding whilst the principal activities of the subsidiaries are as stated in Note 5 to the financial statements.

There has been no significant change in the nature of these activities during the financial year.

### Subsidiaries

The details of the Company's subsidiaries are disclosed in Note 5 to the financial statements.

### Results

	Group RM'000	Company RM'000
Profit for the year attributable to owners of the Company	14,133	20,376

### Reserves and provisions

There were no material transfers to or from reserves and provisions during the financial year under review.

### Dividends

Since the end of the previous financial year, the amount of dividends paid by the Company were as follows:

- i) In respect of the financial year ended 30 November 2024:
  - a first interim dividend of 3 sen per ordinary share totalling RM13.8 million declared on 17 April 2024 and paid on 5 June 2024;
  - a second interim dividend of 2 sen per ordinary share totalling RM9.2 million declared on 17 July 2024 and paid on 11 September 2024;
  - a third interim dividend of 2 sen per ordinary share totalling RM9.2 million declared on 24 October 2024 and paid on 11 December 2024; and
  - a fourth interim dividend of 2 sen per ordinary share totalling RM9.2 million declared on 22 January 2025 and paid on 12 March 2025.
- ii) In respect of the financial year ended 30 November 2025:
  - a first interim dividend of 1 sen per ordinary share totalling RM4.6 million declared on 16 April 2025 and paid on 4 June 2025;
  - a second interim dividend of 1 sen per ordinary share totalling RM4.6 million declared on 16 July 2025 and paid on 10 September 2025;
  - a third interim dividend of 1 sen per ordinary share totalling RM4.6 million declared on 22 October 2025 and paid on 10 December 2025; and
  - a fourth interim dividend of 0.5 sen per ordinary share totalling RM2.3 million declared on 21 January 2026 and paid on 4 March 2026.

The Directors do not recommend any other dividends to be paid for the financial year ended 30 November 2025.

### Directors of the Company

Directors who served during the financial year until the date of this report are:

Teoh Meng Keat	Oon Hock Chye	Dr. Abdul Malik Bin Md Yusoff (Appointed on 1 December 2024)
Teoh Meng Soon	Tan Gim May	Haji Wan Mansoor Bin Wan Omar (Resigned on 1 December 2024)
Teoh Meng Lee	Rosaline Heah Gaik See	

## Directors of the subsidiaries

Directors of the subsidiaries who served during the financial year until the date of this report are as follows:

Teoh Beng Seng  
Teoh Meng Keat  
Teoh Meng Soon  
Teoh Meng Lee  
Mimi Njoto  
Wong Keng Meng  
Cheah Ching Hee (Appointed on 21 November 2025)

## Directors' interests in shares

The interests and deemed interests in the ordinary shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial year end (including the interests of the spouses and/or children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows :

	Number of ordinary shares			
	At 1.12.2024	Bought	(Sold)	At 30.11.2025
<b>Teoh Meng Keat:</b>				
Interest in the Company:				
- own	26,869,600	-	-	26,869,600
- others #	2,666,666	-	-	2,666,666
<b>Teoh Meng Soon:</b>				
Interest in the Company:				
- own	9,306,666	122,500	-	9,429,166
<b>Teoh Meng Lee:</b>				
Interest in the Company:				
- own	9,375,999	-	-	9,375,999
<b>Oon Hock Chye:</b>				
Interest in the Company:				
- own	20,000	-	-	20,000
<b>Rosaline Heah Gaik See:</b>				
Interest in the Company:				
- own	69,800	-	-	69,800
- others #	20,000	-	-	20,000

# These are shares held in the name of the spouse and are treated as the interests of the Director in accordance with the Companies Act 2016.

## Directors' benefits

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than those shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest other than those transactions entered in the ordinary course of business between certain related companies with an associate as disclosed in Note 27 to the financial statements.

The Directors' benefits paid to or receivable by Directors in respect of the financial year ended 30 November 2025 are as follows:

	From the Company RM'000	From subsidiary companies RM'000
Directors of the Company:		
Fees	200	–
Remuneration	16	2,478
	216	2,478

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

## Issue of shares and debentures

There were no changes in the issued and paid-up capital of the Company and no debentures were in issue during the financial year.

## Options granted over unissued shares

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

## Indemnity and insurance costs

There was no indemnity given to or insurance effected for any Director, officer or auditors of the Company during the financial year.

## Other statutory information

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that :

- i) all known bad debts have been written off and adequate provision made for doubtful debts, and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

- i) that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- iv) not otherwise dealt with in this report or the financial statements that would render any amount stated in the financial statements of the Group and of the Company misleading.

## Other statutory information (continued)

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

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

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

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 30 November 2025 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

## Auditors

The auditors, KPMG PLT, have indicated their willingness to accept re-appointment.

The auditors' remuneration of the Group and of the Company during the year are as follows:

	Group RM'000	Company RM'000
Audit fees		
- KPMG PLT Malaysia	326	75
- Other auditors	19	-
	345	75
Non-audit fees		
- KPMG PLT and affiliates	183	12
- Other auditors	41	-
	224	12
	569	87

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

.....  
**Teoh Meng Keat**  
Director

.....  
**Teoh Meng Lee**  
Director

Penang,

Date : 19 March 2026

# STATEMENTS OF FINANCIAL POSITION

as at 30 November 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Assets</b>					
Property, plant and equipment	2	67,984	69,459	–	–
Right-of-use assets	3	10,607	9,170	–	–
Investment properties	4	29,158	30,160	–	–
Investments in subsidiaries	5	–	–	189,240	185,999
Investment in an associate	6	140,909	133,103	–	–
Deferred tax assets	7	4,161	4,021	–	–
Prepayment	9	3,917	1,275	–	–
<b>Total non-current assets</b>		<b>256,736</b>	<b>247,188</b>	<b>189,240</b>	<b>185,999</b>
<hr/>					
Inventories	8	38,293	31,226	–	–
Trade and other receivables	9	16,218	23,226	11,708	23,815
Current tax assets		1,365	796	–	–
Cash and cash equivalents	10	133,514	160,118	41,090	39,361
<b>Total current assets</b>		<b>189,390</b>	<b>215,366</b>	<b>52,798</b>	<b>63,176</b>
<b>Total assets</b>		<b>446,126</b>	<b>462,554</b>	<b>242,038</b>	<b>249,175</b>
<hr/>					
<b>Equity</b>					
Share capital	11	230,000	230,000	230,000	230,000
Reserves	12	185,812	195,583	7,013	9,637
<b>Total equity attributable to owners of the Company</b>		<b>415,812</b>	<b>425,583</b>	<b>237,013</b>	<b>239,637</b>
<hr/>					
<b>Liabilities</b>					
Lease liabilities		1,504	176	–	–
Provision	13	75	–	–	–
Deferred tax liabilities	7	4,817	4,160	–	–
<b>Total non-current liabilities</b>		<b>6,396</b>	<b>4,336</b>	<b>–</b>	<b>–</b>
<hr/>					
Lease liabilities		556	128	–	–
Trade and other payables	14	23,165	31,889	4,978	9,491
Contract liabilities	15	150	117	–	–
Current tax liabilities		47	501	47	47
<b>Total current liabilities</b>		<b>23,918</b>	<b>32,635</b>	<b>5,025</b>	<b>9,538</b>
<b>Total liabilities</b>		<b>30,314</b>	<b>36,971</b>	<b>5,025</b>	<b>9,538</b>
<b>Total equity and liabilities</b>		<b>446,126</b>	<b>462,554</b>	<b>242,038</b>	<b>249,175</b>

The notes on pages 92 to 128 are an integral part of these financial statements.

# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 November 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Revenue	16	123,559	126,164	20,800	46,400
Changes in manufactured inventories and work-in-progress		1,603	(732)	–	–
Raw materials, consumables and trading goods used/sold		(50,159)	(57,002)	–	–
Employee benefits expenses		(31,461)	(29,080)	–	–
Depreciation		(5,782)	(5,557)	–	–
Net loss on impairment of financial instruments	17	–	(181)	–	–
Other operating expenses		(32,289)	(19,206)	(1,374)	(6,062)
Other operating income		2,573	2,476	38	–
<b>Results from operating activities</b>	17	8,044	16,882	19,464	40,338
Finance income	18	3,880	3,958	1,197	1,260
Finance costs	19	(44)	(8)	–	–
<b>Net finance income</b>		3,836	3,950	1,197	1,260
Share of profit of equity-accounted associate, net of tax		7,894	11,738	–	–
<b>Profit before tax</b>		19,774	32,570	20,661	41,598
Tax expense	21	(5,641)	(9,128)	(285)	(301)
<b>Profit for the year attributable to owners of the Company</b>		14,133	23,442	20,376	41,297
<b>Other comprehensive income/(expense), net of tax</b>					
<b>Items that are or may be reclassified subsequently to profit or loss</b>					
Foreign currency translation differences for foreign operations		389	305	–	–
Share of other comprehensive expense of equity-accounted associate		(1,293)	(9,557)	–	–
		(904)	(9,252)	–	–
<b>Total comprehensive income for the year attributable to owners of the Company</b>		13,229	14,190	20,376	41,297
<b>Basic/Diluted earnings per ordinary share (sen)</b>	22	3.07	5.10	–	–

The notes on pages 92 to 128 are an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 November 2025

	Attributable to owners of the Company				Total equity RM'000
	Share capital RM'000	Translation reserve RM'000	Capital reserve RM'000	Retained earnings RM'000	
<b>Group</b>					
<b>At 1 December 2023</b>	230,000	53,201	2,000	176,792	461,993
Foreign currency translation differences for foreign operations	-	305	-	-	305
Share of other comprehensive expenses of equity-accounted associate	-	(9,557)	-	-	(9,557)
Total other comprehensive expenses for the year	-	(9,252)	-	-	(9,252)
Profit for the year	-	-	-	23,442	23,442
<b>Total comprehensive (expenses)/income for the year</b>	-	(9,252)	-	23,442	14,190
<i>Distribution to owners of the Company</i>					
- Dividends to owners of the Company (Note 23)	-	-	-	(50,600)	(50,600)
<b>Total transaction with owners of the Company</b>	-	-	-	(50,600)	(50,600)
<b>At 30 November 2024</b>	230,000	43,949	2,000	149,634	425,583

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 November 2025 (continued)

	Attributable to owners of the Company				Total equity RM'000
	Share capital RM'000	Translation reserve RM'000	Capital reserve RM'000	Retained earnings RM'000	
<b>Group</b>					
<b>At 1 December 2024</b>	230,000	43,949	2,000	149,634	425,583
Foreign currency translation differences for foreign operations	–	389	–	–	389
Share of other comprehensive expenses of equity-accounted associate	–	(1,293)	–	–	(1,293)
Total other comprehensive expenses for the year	–	(904)	–	–	(904)
Profit for the year	–	–	–	14,133	14,133
<b>Total comprehensive (expenses)/income for the year</b>	–	(904)	–	14,133	13,229
<i>Distribution to owners of the Company</i>					
- Dividends to owners of the Company (Note 23)	–	–	–	(23,000)	(23,000)
<b>Total transaction with owners of the Company</b>	–	–	–	(23,000)	(23,000)
<b>At 30 November 2025</b>	230,000	43,045	2,000	140,767	415,812

The notes on pages 92 to 128 are an integral part of these financial statements.

## STATEMENT OF CHANGES IN EQUITY

for the year ended 30 November 2025

	Attributable to owners of the Company		
	Non-distributable	Distributable	Total
	Share capital RM'000	Retained earnings RM'000	equity RM'000
<b>Company</b>			
<b>At 1 December 2023</b>	230,000	18,940	248,940
Profit for the year representing total comprehensive income for the year	–	41,297	41,297
<i>Distributions to owners of the Company</i>			
- Dividends to owners of the Company (Note 23)	–	(50,600)	(50,600)
<b>At 30 November 2024/1 December 2024</b>	230,000	9,637	239,637
Profit for the year representing total comprehensive income for the year	–	20,376	20,376
<i>Distributions to owners of the Company</i>			
- Dividends to owners of the Company (Note 23)	–	(23,000)	(23,000)
<b>At 30 November 2025</b>	230,000	7,013	237,013

The notes on pages 92 to 128 are an integral part of these financial statements.

# STATEMENTS OF CASH FLOWS

for the year ended 30 November 2025

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Cash flows from operating activities</b>					
Profit before tax		19,774	32,570	20,661	41,598
Adjustments for:					
Depreciation of:					
- property, plant and equipment	2	4,379	4,364	-	-
- right-of-use assets	3	701	481	-	-
- investment properties	4	702	712	-	-
Impairment loss on property, plant and equipment	17	1,080	-	-	-
Impairment loss on investments in subsidiaries	17	-	-	582	5,524
Plant and equipment written off	17	24	27	-	-
Dividend income from subsidiaries	17	-	-	(20,800)	(46,400)
Finance income	18	(3,880)	(3,958)	(1,197)	(1,260)
Finance costs	19	44	8	-	-
Gain on liquidation of a subsidiary	17	(38)	-	(38)	-
Gain on disposals of plant and equipment	17	(1,796)	(670)	-	-
Share of profit of equity-accounted associate, net of tax		(7,894)	(11,738)	-	-
Others		27	(1,096)	-	-
Net impairment loss on financial assets	17	-	181	-	-
<b>Operating profit/(loss) before changes in working capital</b>					
		13,123	20,881	(792)	(538)
Change in inventories		(7,067)	3,628	-	-
Change in trade and other receivables		4,366	471	7	3
Change in trade and other payables		(4,049)	144	87	(15)
Change in contract liabilities		33	(110)	-	-
<b>Cash generated from/(used in) operations</b>					
		6,406	25,014	(698)	(550)
Dividends received from:					
- an associate	6	-	38,706	-	-
- subsidiaries		-	-	32,900	55,300
Interest paid		(44)	(8)	-	-
Tax paid		(6,149)	(7,280)	(285)	(300)
<b>Net cash from operating activities</b>					
		213	56,432	31,917	54,450
<b>Cash flows from investing activities</b>					
Additional investment in subsidiaries		-	-	(6,000)	(2,100)
Capital redemption from subsidiaries		-	-	2,177	-
Interest received		3,880	3,958	1,197	1,260
Purchase of plant and equipment	2	(4,047)	(935)	-	-
Proceeds from disposals of plant and equipment		1,806	845	-	-
Proceeds from liquidation of a subsidiary		38	-	38	-
<b>Net cash from/(used in) investing activities</b>					
		1,677	3,868	(2,588)	(840)
<b>Cash flows from financing activities</b>					
Dividends paid to owners of the Company	23	(27,600)	(55,200)	(27,600)	(55,200)
Payment of lease liabilities	A	(309)	(130)	-	-
<b>Net cash used in financing activities</b>					
		(27,909)	(55,330)	(27,600)	(55,200)
Net (decrease)/increase in cash and cash equivalents		(26,019)	4,970	1,729	(1,590)
Effect of exchange rate fluctuations on cash held		(585)	(97)	-	-
Cash and cash equivalents at 1 December 2024/2023		160,118	155,245	39,361	40,951
<b>Cash and cash equivalents at 30 November</b>					
	10	133,514	160,118	41,090	39,361

The notes on pages 92 to 128 are an integral part of these financial statements.



## NOTES TO THE FINANCIAL STATEMENTS

Zhulian Corporation Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are as follows :

### Principal place of business

Plot 42  
Bayan Lepas Industrial Estate  
Phase IV  
11900 Bayan Lepas, Penang

### Registered office

Suite 12-A Level 12  
Menara Northam  
No. 55, Jalan Sultan Ahmad Shah  
10050 George Town, Penang

The consolidated financial statements of the Company as at and for the financial year ended 30 November 2025 comprise the Company and its subsidiaries (together referred to as the “Group” and individually referred to as “Group entities”) and the Group’s interest in an associate. The financial statements of the Company as at and for the financial year ended 30 November 2025 do not include other entities.

The Company is principally engaged in investment holding whilst the principal activities of the subsidiaries are as stated in Note 5 to the financial statements.

These financial statements were authorised for issue by the Board of Directors on 19 March 2026.

## 1. Basis of preparation

### (a) Statement of compliance

The financial statements of the Group and the Company have been prepared in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board (“MFRS Accounting Standards”), IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) and the requirements of the Companies Act 2016 in Malaysia.

The following are accounting standards, interpretations and amendments MFRS Accounting Standards that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been adopted by the Group and the Company :

#### *MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2025*

- Amendments to MFRS 121, *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability*

#### *MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2026*

- Amendments to MFRS 9, *Financial Instruments* and MFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments*
- Amendments that are part of Annual Improvements - Volume 11:
  - Amendments to MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards*
  - Amendments to MFRS 7, *Financial Instruments: Disclosures*
  - Amendments to MFRS 9, *Financial Instruments*
  - Amendments to MFRS 10, *Consolidated Financial Statements*
  - Amendments to MFRS 107, *Statement of Cash Flows*
- Amendments to MFRS 9, *Financial Instruments* and MFRS 7, *Financial Instruments: Disclosures – Contracts Referencing Nature-dependent Electricity*

#### *MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2027*

- MFRS 18, *Presentation and Disclosure in Financial Statements*
- MFRS 19, *Subsidiaries without Public Accountability: Disclosures*
- Amendments to MFRS 121, *The Effects of Changes in Foreign Exchange Rates – Translation to a Hyperinflationary Presentation Currency*

#### *MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed*

- Amendments to MFRS 10, *Consolidated Financial Statements* and MFRS 128, *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

## 1. Basis of preparation (continued)

### (a) Statement of compliance (continued)

The Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments in the respective financial years when the abovementioned accounting standards, interpretations and amendments become effective.

The initial application of the accounting standards, interpretations and amendments are not expected to have any material financial impacts to the current period and prior period financial statements of the Group and the Company.

### (b) Basis of measurement

The financial statements have been prepared on the historical cost basis.

### (c) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM and has been rounded to the nearest thousand, unless otherwise stated.

### (d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRS Accounting Standards and IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than those disclosed in the following notes :

- Note 2.1 - Property, plant and equipment (impairment loss)
- Note 3.3 - Right-of-use assets (impairment loss)
- Note 5.1 - Investments in subsidiaries (impairment loss)

## 2. Property, plant and equipment - Group

	Buildings RM'000	Freehold shoplots RM'000	Building improvements RM'000	Plant and machinery, moulds, tools and equipment RM'000	Furniture, fittings and office equipment RM'000	Motor vehicles RM'000	Capital work-in- progress RM'000	Total RM'000
<b>Cost</b>								
At 1 December 2023	94,884	1,612	1,221	45,351	55,696	1,799	169	200,732
Additions	-	-	-	218	617	100	-	935
Written off	-	-	-	(60)	(225)	-	-	(285)
Disposals	(392)	-	-	(8)	(59)	(93)	-	(552)
Effect of movements in exchange rates	(74)	-	-	-	-	-	-	(74)
At 30 November 2024/ 1 December 2024	94,418	1,612	1,221	45,501	56,029	1,806	169	200,756
Additions	67	-	374	2,232	1,316	58	-	4,047
Written off	-	-	-	(677)	(170)	-	-	(847)
Disposals	-	-	-	(5,239)	(9)	(107)	-	(5,355)
Effect of movements in exchange rates	(67)	-	-	-	-	-	-	(67)
At 30 November 2025	94,418	1,612	1,595	41,817	57,166	1,757	169	198,534

## 2. Property, plant and equipment - Group (continued)

	Buildings RM'000	Freehold shoplots RM'000	Building improvements RM'000	Plant and machinery, moulds, tools and equipment RM'000	Furniture, fittings and office equipment RM'000	Motor vehicles RM'000	Capital work-in- progress RM'000	Total RM'000
<b>Depreciation and impairment loss</b>								
At 1 December 2023								
Accumulated depreciation	29,552	295	474	40,482	52,372	1,796	–	124,971
Accumulated impairment loss	499	–	–	1,894	73	–	169	2,635
	30,051	295	474	42,376	52,445	1,796	169	127,606
At 30 November 2024								
Depreciation for the year	2,225	32	103	880	1,104	20	–	4,364
Written off	–	–	–	(59)	(199)	–	–	(258)
Disposals	(217)	–	–	(8)	(59)	(93)	–	(377)
Effect of movements in exchange rates	(38)	–	–	–	–	–	–	(38)
	31,522	327	577	41,295	53,222	1,723	–	128,666
Accumulated depreciation	499	–	–	1,894	69	–	169	2,631
Accumulated impairment loss	–	–	–	–	–	–	–	–
	32,021	327	577	43,189	53,291	1,723	169	131,297

**2. Property, plant and equipment - Group (continued)**

	Buildings RM'000	Freehold shoplots RM'000	Building improvements RM'000	Plant and machinery, moulds, tools and equipment RM'000	Furniture, fittings and office equipment RM'000	Motor vehicles RM'000	Capital work-in- progress RM'000	Total RM'000
<b>Depreciation and impairment loss (continued)</b>								
Depreciation for the year	2,205	32	112	925	1,080	25	-	4,379
Written off	-	-	-	(655)	(168)	-	-	(823)
Disposals	-	-	-	(5,233)	(5)	(107)	-	(5,345)
Effect of movements in exchange rates	(38)	-	-	-	-	-	-	(38)
Impairment loss	-	-	-	1,080	-	-	-	1,080
At 30 November 2025	33,689	359	689	36,332	54,129	1,641	-	126,839
Accumulated depreciation	499	-	-	2,974	69	-	169	3,711
At 30 November 2025	34,188	359	689	39,306	54,198	1,641	169	130,550
<b>Carrying amounts</b>								
At 1 December 2023	64,833	1,317	747	2,975	3,251	3	-	73,126
At 30 November 2024/ 1 December 2024	62,397	1,285	644	2,312	2,738	83	-	69,459
At 30 November 2025	60,230	1,253	906	2,511	2,968	116	-	67,984

## 2. Property, plant and equipment - Group (continued)

### 2.1 Impairment loss

During the financial year ended 30 November 2025, a new project of the Group was suspended amid market uncertainty. The Group tested the related plant and equipment for impairment and recognised an impairment loss of RM1.1 million as other expenses in profit or loss.

As at 30 November 2025, certain property, plant and equipment were also tested for impairment where impairment indicators exist as a result of the current business sentiment and weak demand in certain markets which caused certain subsidiaries to make losses.

#### *Estimation uncertainty and key assumptions*

In the current financial year, the fair value of the Group's properties is determined using comparison method by external, independent property valuer, having appropriate recognised professional qualifications and recent experience in the location and category of properties being valued. In the previous financial year, the Directors estimated the fair value of the Group's properties by comparing the value of the Group's properties with the similar property of a subsidiary within the same locality of which the fair value is determined by external independent property valuer, having appropriate recognised professional qualifications and recent experience in the location. The properties' fair value is classified as level 3 fair value. The most significant input in this approach is the price per square feet which ranged from RM119 to RM131 (2024: amounted to RM153) which would increase/(decrease) the estimated fair value if the price per square feet is higher/(lower).

Premised on the above, the said carrying amounts of property, plant and equipment were determined to be lower than the recoverable amount and accordingly, no impairment loss was recognised.

### 2.2 Material accounting policy information

#### (a) Recognition and measurement

Items of property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

#### (b) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

The depreciation rates for the current and comparative periods based on their estimated useful lives are as follows:

	%
Buildings	2
Freehold shoplots	2
Building improvements	10
Plant and machinery, moulds, tools and equipment	10 - 50
Furniture, fittings and office equipment	10 - 50
Motor vehicles	20

Depreciation methods, useful lives and residual values are reviewed at the end of the reporting period, and adjusted as appropriate.

### 3. Right-of-use assets - Group

	Leasehold land RM'000	Shoplots RM'000	Total RM'000
At 1 December 2023	9,222	288	9,510
Addition	–	141	141
Depreciation	(353)	(128)	(481)
At 30 November 2024/1 December 2024	8,869	301	9,170
Addition	–	2,110	2,110
Remeasurement	–	171	171
Derecognition	–	(143)	(143)
Depreciation	(353)	(348)	(701)
At 30 November 2025	8,516	2,091	10,607

The Group leases leasehold lands for a period from 44 to 60 years.

The Group also leases a number of shoplots that run for a period from 2 to 3 years, with an option to renew these leases after that date. Lease payments are reviewed every 2 to 3 years to reflect current market rentals.

#### 3.1 Extension options

Certain leases of shoplots contain extension options exercisable by the Group up to three years before the end of the non-cancellable contract period. Where applicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

Group	Lease liabilities recognised (discounted) RM'000	Potential future lease payments not included in lease liabilities (discounted) RM'000	Historical rate of exercise of extension options %
<b>2025</b>			
Buildings	842	–	100
<b>2024</b>			
Buildings	286	–	100

### 3. Right-of-use assets - Group (continued)

#### 3.2 Judgements and assumptions in relation to lease

The Group assesses at lease commencement by applying significant judgement whether it is reasonably certain to exercise the extension options. The Group entities consider all facts and circumstances including their past practice and any cost that will be incurred to change the asset if an option to extend is not taken, to help them determine the lease term.

The Group also applies judgement and assumptions in determining the incremental borrowing rate of the respective leases. The Group entities first determine the closest available borrowing rates before using significant judgement to determine the adjustments required to reflect the term, security, value or economic environment of the respective leases.

#### 3.3 Impairment loss

As at 30 November 2025, certain leasehold land was tested for impairment where impairment indicators exist as a result of the current business sentiment and weak demand in certain markets which caused certain subsidiaries to make losses.

##### *Estimation uncertainty and key assumptions*

In the current financial year, the fair value of the Group's leasehold land is determined using comparison method by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the lands being valued. In the previous financial year, the Directors estimated the fair value of the Group's leasehold land by comparing the value of the Group's leasehold land with the similar property of a subsidiary within the same locality of which the fair value is determined by external independent experience in the location. The properties' fair value is classified as level 3 fair value. The most significant input in this approach is the price per square feet which ranged from RM135 to RM205 (2024: amounted to RM135) which would increase/(decrease) the estimated fair value if the price per square feet is higher/(lower).

Premised on the above, the said carrying amount of leasehold land was determined to be lower than the recoverable amount and accordingly, no impairment loss was recognised.

#### 3.4 Material accounting policy information

##### (a) Recognition and measurement

All right-of-use assets are measured at cost less any accumulated depreciation and any accumulated impairment losses.

##### (b) Recognition exemption

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## 4. Investment properties - Group

	Note	Land RM'000	Building RM'000	Freehold shoplots RM'000	Capital work-in- progress RM'000	Total RM'000
<b>Cost</b>						
At 1 December 2023		23,822	1,212	13,318	2,569	40,921
Effect of movements in exchange rates		–	–	(674)	–	(674)
At 30 November 2024/ 1 December 2024		23,822	1,212	12,644	2,569	40,247
Effect of movements in exchange rates		–	–	(468)	–	(468)
At 30 November 2025		23,822	1,212	12,176	2,569	39,779
<b>Accumulated depreciation</b>						
At 1 December 2023		4,695	271	4,637	–	9,603
Depreciation for the year	17	420	39	253	–	712
Effect of movements in exchange rates		–	–	(228)	–	(228)
At 30 November 2024/ 1 December 2024		5,115	310	4,662	–	10,087
Depreciation for the year	17	420	39	243	–	702
Effect of movements in exchange rates		–	–	(168)	–	(168)
At 30 November 2025		5,535	349	4,737	–	10,621
<b>Carrying amounts</b>						
At 1 December 2023		19,127	941	8,681	2,569	31,318
At 30 November 2024/1 December 2024		18,707	902	7,982	2,569	30,160
At 30 November 2025		18,287	863	7,439	2,569	29,158

### 4.1 Nature of leasing activities

Investment properties of the Group comprise a number of commercial properties and vacant land that are leased out or held for capital appreciation. The leases contain an initial non-cancellable lease period ranging from 0.5 to 2 years. Subsequent renewals will be negotiated with the lessee upon the expiry of the initial lease period.

The Group holds leasehold lands of RM12,197,242 (2024 : RM12,617,161) over the lease terms of 60 years. The lease payments were fully paid at the commencement of lease.

## 4. Investment properties - Group (continued)

### 4.2 Other income/expenses recognised in profit or loss in relation to investment properties:

	2025 RM'000	2024 RM'000
Lease income	1,458	1,366
Direct operating expenses:		
- Income generating investment properties	891	1,057
- Non-income generating investment properties	299	298

### 4.3 Maturity analysis of operating lease payments

The operating lease payments to be received are as follows:

Group	2025 RM'000	2024 RM'000
Less than one year	915	560
One to two years	216	-
Total undiscounted lease payments	1,131	560

### 4.4 Fair value information

Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the investment property.

The fair values are derived based on valuations carried out by external, independent property valuers using the comparison method with relevant adjustments being made to key attributes such as timing of the transaction, land size and shape, accessibility of the location, zoning and etc.

Fair value of investment properties is categorised as follows :

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
<b>2025</b>				
Land	-	-	71,124	71,124
Building	-	-	3,300	3,300
Freehold shoplots	-	-	42,365	42,365
Capital work-in-progress	-	-	2,569	2,569
	-	-	119,358	119,358
<b>2024</b>				
Land	-	-	44,547	44,547
Building	-	-	3,300	3,300
Freehold shoplots	-	-	46,492	46,492
Capital work-in-progress	-	-	2,569	2,569
	-	-	96,908	96,908

#### Estimation uncertainty and key assumptions

In the current financial year, the fair values of investment properties were determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the properties being valued. In the previous financial year, the directors estimated the fair value of the Group's investment properties by comparing the value of the Group's investment properties with similar properties that were published for sale within the same locality or other comparable localities. The most significant input in this approach is the price per square feet which ranged from RM46 to RM6,996 (2024 : ranged from RM23 to RM7,402) which would increase/(decrease) the estimated fair value if the price per square feet is higher/(lower).

#### 4.5 Material accounting policy information

##### (a) Recognition and measurement

Investment properties are measured at cost less any accumulated depreciation and any accumulated impairment losses.

##### (b) Depreciation

Depreciation is based on the cost of an asset less its residual value. Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of investment properties from the date that they are available for use.

The depreciation rates for the current and comparative periods based on their estimated useful lives are as follows:

	%
Land	2
Buildings	2
Freehold shoplots	2

### 5. Investments in subsidiaries - Company

	2025 RM'000	2024 RM'000
Cost of investment	237,734	233,911
Less : Impairment loss	(48,494)	(47,912)
	189,240	185,999

Details of subsidiaries are as follows:

Name of subsidiaries	Effective ownership interest and voting interest		Principal place of business/ Country of incorporation	Principal activities
	2025	2024		
Zhulian Jewellery Manufacturing Sdn. Bhd.	100%	100%	Malaysia	Manufacturing of costume/fine jewellery and accessories and therapeutic belts
Zhulian Azana Networks Sdn. Bhd.(Formerly known as Zhulian Marketing (M) Sdn. Bhd.)	100%	100%	Malaysia	Direct marketing of jewellery and consumer products
Zhulian Industries Sdn. Bhd.	100%	100%	Malaysia	Manufacturing of consumer products
Beyond Products Technology Sdn. Bhd.	100%	100%	Malaysia	Manufacturing of home technology products
Zhulian Manufacturing Sdn. Bhd.	100%	100%	Malaysia	Manufacturing of bedroom apparels and therapeutic products and trading of consumer products
Master Square Sdn. Bhd.	100%	100%	Malaysia	Trading of consumer products
Zhulian Printing Industries Sdn. Bhd.	100%	100%	Malaysia	Printing of brochures, leaflets, catalogues, name cards and other related documents
Zhulian Management Sdn. Bhd.	100%	100%	Malaysia	Provision of management services and investment holding

## 5. Investments in subsidiaries - Company (continued)

Details of subsidiaries are as follows: (continued)

Name of subsidiaries	Effective ownership interest and voting interest		Principal place of business/ Country of incorporation	Principal activities
	2025	2024		
Amazing Vestrax Sdn. Bhd.	100%	100%	Malaysia	Manufacturing of personal and home care products
Zhulian Nutraceutical Sdn. Bhd.	100%	100%	Malaysia	Manufacturing of traditional herbal products
Coffee Mark Products Sdn. Bhd.	100%	100%	Malaysia	Trading of consumer products
Diamond Inspiration Sdn. Bhd.	100%	100%	Malaysia	Trading of costume jewellery
Dexassets Sdn. Bhd.	100%	100%	Malaysia	Investment holding
Zhulian Development Sdn. Bhd.	100%	100%	Malaysia	Dormant
Beyond Natural Care Sdn. Bhd.	100%	100%	Malaysia	Dormant
Zhulian International Private Limited*#	–	100%	Malaysia	Dormant
<i>Subsidiaries of Zhulian Management Sdn. Bhd.</i>				
PT. Zhulian Azana Network (Formerly known as PT. Zhulian Indonesia)*	100%	100%	Indonesia	Direct marketing of jewellery and consumer products
PT. Azana Prima Supplies*	100%	–	Indonesia	Importation and trading of Jewellery and consumer products
Zhulian (Singapore) Pte. Ltd.*	100%	100%	Singapore	Investment holding
Zhulian International (Philippines) Inc.*	100%	100%	Philippines	Importation and distribution in wholesale

\* Not audited by KPMG PLT

# Liquidated during the year

## 5. Investment in subsidiaries - Company (continued)

### 5.1 Impairment loss for investment in subsidiaries

During the financial year, impairment indicators existed as a result of the current business sentiment and weak demand in certain markets which caused certain subsidiaries to make losses. The Company assessed the estimated recoverable amount of its investment in certain loss-making subsidiaries at various best and worst case scenarios against the carrying amount of its investment in these subsidiaries.

The carrying amounts of investment in a subsidiary relating to the Group's investment in the manufacturing of traditional herbal products was higher than its recoverable amounts of RM7.1 million (2024: RM11.5 million) determined using value in use ("VIU") method.

The carrying amounts of investment in a subsidiary relating to the Group's investment in the direct marketing of jewellery and consumer products was lower (2024: higher) than its recoverable amounts of RM28.5 million (2024: RM26.9 million) determined using VIU method.

During the financial year, the Company also received capital redemption from Zhulian Printing Industries Sdn. Bhd. and Zhulian International Private Limited amounting to RM2.0 million and RM0.2 million respectively. Part of previously recognised impairment relating to investments in these subsidiaries, which corresponded to the amounts redeemed, were reversed in profit or loss.

Accordingly, a net impairment loss of RM0.6 million (2024 : RM5.5 million) was recognised.

VIU was determined by discounting the future cash flows generated from the continuing use of the cash-generating unit and the projected cash flows were prepared based on a 5-year financial budget and projections prepared by the management and approved by the Board of Directors. The sales growth and margins represent management assessment of future trends of the business and are based on past business performance and management's expectations on market development. The cash flow projections were discounted using a pre-tax discount rate of 10% (2024: 10%) after considering the risks and uncertainties of the cashflows. There are inherent uncertainties and significant Directors' judgement involved in arriving at the recoverable amounts. The inherent uncertainties, amongst others, include the key assumptions, including revenue, gross profit margin and discount rates used.

### 5.2 Material accounting policy information

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses.

## 6. Investment in an associate - Group

	2025 RM'000	2024 RM'000
Investment in shares	5,292	5,292
Share of post-acquisition reserve	135,617	127,811
	140,909	133,103

The financial year end of the associate is 30 November.

Details of the material associates are as follows :

Name of entity	Effective ownership interest and voting interest		Principal place of business/ Country of incorporation	Nature of the relationship
	2025	2024		
Zhulian Holdings (Thailand) Co., Ltd.	49%	49%	Thailand	Investment holding and master agent in Thailand

## 6. Investment in an associate - Group (continued)

The following table summarises the information of the Group's material associate, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associate.

	2025 RM'000	2024 RM'000
<b>Zhulian Holdings (Thailand) Co., Ltd., its subsidiaries and an associate</b>		
<b>Summarised financial information</b>		
<b>As at 30 November</b>		
Non-current assets	199,800	205,289
Current assets	165,725	161,106
Non-current liabilities	(29,695)	(29,957)
Current liabilities	(41,032)	(55,033)
<b>Net assets</b>	<b>294,798</b>	<b>281,405</b>
<b>Year ended 30 November</b>		
Profit for the year	16,111	23,955
Other comprehensive expense	(2,640)	(19,504)
<b>Total comprehensive income</b>	<b>13,471</b>	<b>4,451</b>
<b>Included in the total comprehensive income is:</b>		
Revenue	296,947	275,646
<b>Reconciliation of net assets to carrying amount as at 30 November</b>		
Group's share of net assets	144,451	137,888
Elimination of unrealised profits	(3,542)	(4,785)
<b>Carrying amount in the statement of financial position</b>	<b>140,909</b>	<b>133,103</b>
<b>Group's share of results for the year ended 30 November</b>		
Group's share of profit for the year, net of tax	7,894	11,738
Share of other comprehensive expense of equity-accounted associate	(1,293)	(9,557)
<b>Total</b>	<b>6,601</b>	<b>2,181</b>
<b>Other information</b>		
Dividends received by the Group (net of withholding tax)	-	38,706

### 6.1 Material accounting policy information

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses.

## 7. Deferred tax assets/(liabilities) - Group

### 7.1 Recognised deferred tax assets/(liabilities)

Deferred tax assets and liabilities are attributable to the following :

	Assets		Liabilities		Net	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Property, plant and equipment - capital allowances	593	475	(1,911)	(1,959)	(1,318)	(1,484)
Tax loss carry-forwards	1,331	891	-	-	1,331	891
Others	-	454	(669)	-	(669)	454
Set off of tax	1,924	1,820	(2,580)	(1,959)	(656)	(139)
	2,237	2,201	(2,237)	(2,201)	-	-
Net deferred tax assets/(liabilities)	4,161	4,021	(4,817)	(4,160)	(656)	(139)

## 7. Deferred tax assets/(liabilities) - Group (continued)

### 7.2 Unrecognised deferred tax assets

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

	2025 RM'000	2024 RM'000
Tax losses carry-forwards		
- Expiring not more than 5 years (Note (a))	2,650	3,119
- Expiring not more than 10 years (Note (b))	45,569	40,661
- No expiry period (Note (c))	–	4,616
	48,219	48,396
Property, plant and equipment		
- unutilised capital allowances (Note (d))	4,869	7,026
Others	17,308	16,878
	70,396	72,300

- (a) Tax losses carry-forwards of the Indonesian subsidiary are subject to a 5-year time limit under the tax legislations of Indonesia.

Tax losses for which no deferred tax asset was recognised expire under the tax legislations of Indonesia as follow :

	2025 RM'000	2024 RM'000
Expire in YA2025	–	876
Expire in YA2026	592	666
Expire in YA2027	1,048	1,179
Expire in YA2029	352	398
Expire in YA2030	658	–
	2,650	3,119

- (b) Tax losses carry-forwards of the Malaysian subsidiaries are subject to a 10-year time limit under the tax legislations of Malaysia.

Tax losses for which no deferred tax asset was recognised expire under the tax legislations of Malaysia as follow :

	2025 RM'000	2024 RM'000
Expire in YA2028	15,347	15,023
Expire in YA2029	2,989	2,551
Expire in YA2030	1,155	1,155
Expire in YA2031	2,896	2,896
Expire in YA2032	3,568	3,568
Expire in YA2033	4,418	7,178
Expire in YA2034	8,290	8,290
Expire in YA2035	6,906	–
	45,569	40,661

## 7. Deferred tax assets/(liabilities) - Group (continued)

### 7.2 Unrecognised deferred tax assets (continued)

(c) Unutilised tax losses in certain countries are not subject to expiry limit.

(d) Unutilised capital allowances do not expire under the tax legislations of respective countries.

Deferred tax assets have not been recognised as it is not probable that future taxable profits will be available against which the Group entities can utilise the benefits therefrom.

The comparative figures have been restated to reflect the revised property, plant and equipment - unutilised capital allowances, tax loss carry-forwards and others available to the Group.

### 7.3 Movements in temporary differences during the year

	At 1.12.2023 RM'000	Recognised in profit or loss (Note 21) RM'000	At 30.11.2024/ 1.12.2024 RM'000	Recognised in profit or loss (Note 21) RM'000	At 30.11.2025 RM'000
Property, plant and equipment - capital allowances	(1,606)	122	(1,484)	166	(1,318)
Tax loss carry-forwards	2,290	(1,399)	891	440	1,331
Others	1,572	(1,118)	454	(1,123)	(669)
Net deferred tax assets	2,256	(2,395)	(139)	(517)	(656)

Deferred tax assets and liabilities are offset when there are legally enforceable rights to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxation authority. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

## 7. Deferred tax assets/(liabilities) - Group (continued)

### 7.4 Material accounting policy information

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

## 8. Inventories - Group

	2025 RM'000	2024 RM'000
Raw materials	25,065	19,809
Work-in-progress	6,072	4,504
Manufactured inventories	4,173	4,138
Consumables	2,946	2,738
Trading inventories	37	37
	38,293	31,226

### 8.1 Material accounting policy information

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is calculated using the weighted average method.

## 9. Trade and other receivables

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Non-current</b>					
Prepayments	9.1	3,917	1,275	–	–
<b>Current</b>					
<b>Trade</b>					
<b>Trade receivables from contracts with customer</b>					
Amount due from an associate	9.2	11,282	19,495	–	–
Others		1,140	1,362	–	–
		12,422	20,857	–	–
<b>Non-trade</b>					
Other receivables		257	211	99	106
Deposits		843	578	5	5
Prepayments	9.1	2,696	1,580	4	4
Dividends receivable		–	–	11,600	23,700
		3,796	2,369	11,708	23,815
		16,218	23,226	11,708	23,815

## 9. Trade and other receivables (continued)

### 9.1 Prepayments

The non-current prepayments were paid for the purchase of plant and equipment.

Included in current prepayments are advances paid to suppliers amounting to RM1,337,267 (2024 : RM627,206) for the purchase of raw materials.

### 9.2 Amount due from an associate

The trade amount due from an associate is subject to the normal trade terms.

## 10. Cash and cash equivalents

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Short-term deposits with licensed banks	49,130	53,157	31,200	31,200
Cash and bank balances	84,384	106,961	9,890	8,161
	133,514	160,118	41,090	39,361

## 11. Share capital - Group/Company

	2025		2024	
	Amount RM'000	Number of shares '000	Amount RM'000	Number of shares '000
Issued and fully paid ordinary shares with no par value classified as equity instruments	230,000	460,000	230,000	460,000

### 11.1 Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

## 12. Reserves

	Note	Group		Company	
		2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Non-distributable</b>					
Translation reserve	12.1	43,045	43,949	–	–
Capital reserve	12.2	2,000	2,000	–	–
<b>Distributable</b>					
Retained earnings		140,767	149,634	7,013	9,637
		185,812	195,583	7,013	9,637

The movements in reserves are shown in the statements of changes in equity.

## 12. Reserves (continued)

### 12.1 Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

### 12.2 Capital reserve

Capital reserve of the Group represents the Group's interest in subsidiaries' capital redemption reserve which represents a transfer from the retained earnings arising from the redemption of redeemable preference shares by subsidiaries of the Company.

## 13. Provision - Group

*Provision for site restoration costs*

	2025 RM'000	2024 RM'000
At 1 December	–	–
Provision during the year	75	–
At 30 November	75	–
Non-current amount at 30 November	75	–

The site restoration costs for the rented premises are provided based on historical experience of expenses incurred. The Group expects to incur the liability when the leases expire or when they are terminated.

The amount provided for restoration costs is reviewed and updated annually based on the current cost of restoring the premises and for any leases terminated or extended.

Provision for restoration costs is classified as current liabilities if it is expected to be utilised within 12 months after the reporting date when the leases are expected to be terminated.

## 14. Trade and other payables

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Trade payables	2,840	6,056	–	–
<b>Non-trade</b>				
Other payables	975	1,680	3	2
Security deposits received from agents	5,840	6,049	–	–
Accrued expenses	8,910	8,904	375	289
Dividend payable	4,600	9,200	4,600	9,200
	20,325	25,833	4,978	9,491
	23,165	31,889	4,978	9,491

## 15. Contract liabilities - Group

	2025 RM'000	2024 RM'000
Contract liabilities	150	117

The contract liabilities primarily relate to the distributorship subscription fee received for which revenue is recognised over time across the subscription period.

Changes to contract liabilities balance during the year are as follows :

	2025 RM'000	2024 RM'000
At the beginning of the year	117	227
Contract liabilities balance at the beginning of the year recognised as revenue	(117)	(227)
Increases due to cash received, excluding amounts recognised as revenue during the year	150	117
At the end of the year	150	117

## 16. Revenue

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Revenue from contracts with customers</b>				
<i>Recognised at point in time</i>				
- Sale of goods - wholesale	94,402	96,089	-	-
- Sale of goods - direct sales	23,522	24,918	-	-
<i>Recognised over time</i>				
- Direct sales distributorship subscription fee	370	390	-	-
- Management services rendered	4,437	4,013	-	-
<b>Other revenue</b>				
- Rental income	828	754	-	-
- Dividend income	-	-	20,800	46,400
<b>Total revenue</b>	<b>123,559</b>	<b>126,164</b>	<b>20,800</b>	<b>46,400</b>

## 16. Revenue (continued)

### 16.1 Disaggregation of revenue

	Group	
	2025 RM'000	2024 RM'000
<b>Primary geographical markets</b>		
Thailand	90,552	92,353
Malaysia	23,892	24,885
Cambodia	8,176	7,621
Others	939	1,305
	123,559	126,164

### 16.2 Nature of goods and services

The following information reflects the typical transactions of the Group:

Nature of goods or services	Timing of recognition or method used to recognised revenue	Significant payment terms	Variable element in consideration
Sale of goods - wholesale	Revenue is recognised at point in time when the goods are delivered to the customers.	Credit period of 30 - 90 days from invoice date.	Not applicable.
Sale of goods - direct sales	Revenue is recognised at point in time when the goods are delivered to the customers.	Cash term.	Incentives given to distributors of which the amounts are dependent on level of sales.
Direct sales distributorship subscription fee	Revenue is recognised over time across the subscription period.	No credit period given.	Not applicable.
Management services rendered	Revenue is recognised over time when services are rendered.	Credit period of 30 days from invoice date.	Not applicable.

There are no obligations for returns or refunds and warranty attached to the goods sold by the Group, other than those goods sold on direct sales basis in Malaysia which are allowed to be returned subject to a cooling off period of 10 working days pursuant to Section 23(i)(b) of the Direct Sales and Anti Pyramid Scheme Act 1983.

### 16.3 Transaction price allocated to the remaining obligations

The Group applies the practical expedient exemption in paragraph 121(a) of MFRS 15 and does not disclose the transaction price allocated to unsatisfied (or partially satisfied) performance obligations where the contract has original expected duration of 1 year or less.

## 17. Results from operating activities

Results from operating activities are arrived at after charging/(crediting):

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Auditors' remuneration				
- Audit fees				
KPMG PLT Malaysia	326	311	75	68
Other auditors	19	18	-	-
- Non-audit fees				
KPMG PLT Malaysia	6	6	6	6
Local affiliates of KPMG PLT Malaysia	177	230	6	6
Other auditors	41	14	-	-

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Material expenses/(income)</b>				
Inventories written off	162	243	-	-
Inventories written down	549	202	-	-
Personnel expenses (including key management personnel)				
- Wages, salaries and others	26,117	26,034	-	-
- Contributions to state plans	3,038	3,046	-	-
- Employees separation benefit	2,306	-	-	-
Depreciation of:				
- Property, plant and equipment (Note 2)	4,379	4,364	-	-
- Right-of-use assets (Note 3)	701	481	-	-
- Investment properties (Note 4)	702	712	-	-
Impairment loss on property, plant and equipment	1,080	-	-	-
Impairment loss on investment in subsidiaries	-	-	582	5,524
Plant and equipment written off	24	27	-	-
Research and development expenditure	8	21	-	-
Dividend income from subsidiaries	-	-	(20,800)	(46,400)
Net foreign exchange loss/(gain)				
- Realised	1,155	1,190	-	-
- Unrealised	554	(518)	-	-
Gain on disposal of plant and equipment	(1,796)	(670)	-	-
Gain on liquidation of a subsidiary	(38)	-	(38)	-
<b>Net loss on impairment of financial instruments</b>				
Impairment loss on trade receivables	-	181	-	-
<b>Expenses/(Income) arising from leases:</b>				
Expenses relating to short-term leases (Note a)	9	3	-	-
Lease income from properties (Note 4.2)	(1,458)	(1,366)	-	-

### Note a

The Group leases office building with contract terms of 1 year or less. These leases are short-term. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

## 18. Finance income

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Interest income of financial assets calculated using the effective interest method that are:				
- at amortised cost	3,880	3,958	1,197	1,260

## 19. Finance costs - Group

	Group	
	2025 RM'000	2024 RM'000
Interest expense on lease liabilities	44	8

## 20. Key management personnel compensations

The key management personnel compensations are as follows:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Directors of the Company				
- Fees	200	200	200	200
- Remuneration	2,494	2,903	16	15
Other Directors				
- Remuneration	855	1,122	-	-
	3,549	4,225	216	215

There were no other key management personnel apart from the Directors of the Group entities, having authority and responsibility for planning, directing and controlling the activities of the Group entities either directly or indirectly.

## 21. Tax expense

### Recognised in profit or loss

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Income tax expense	5,641	9,128	285	301
Share of tax of equity-accounted associate	5,706	5,636	-	-
Total income tax expense	11,347	14,764	285	301

## 21. Tax expense (continued)

Major components of income tax expense include :

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Current tax expense</b>				
- Current year	5,433	6,744	285	301
- Prior year	(309)	(11)	-	-
Total current tax recognised in profit or loss	5,124	6,733	285	301
<b>Deferred tax expense</b>				
- Current year	3,546	4,374	-	-
- Prior year	(3,029)	(1,979)	-	-
Total deferred tax recognised in profit or loss	517	2,395	-	-
<b>Share of tax of equity-accounted associate</b>				
	5,706	5,636	-	-
Total income tax expense	11,347	14,764	285	301

### Reconciliation of tax expense

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Profit for the year	14,133	23,442	20,376	41,297
Total income tax expense	11,347	14,764	285	301
Profit excluding tax	25,480	38,206	20,661	41,598
Income tax calculated at Malaysian tax rate of 24%	6,115	9,169	4,959	9,983
Effect of tax rates in foreign jurisdictions*	(344)	(462)	-	-
Effect of tax on foreign source income	5,353	2,365	-	-
Effect of withholding tax on equity-accounted associate	15	14	-	-
Non-deductible expenses	4,041	2,648	318	1,454
Income not subject to tax	-	-	(4,992)	(11,136)
Tax incentives	(38)	(19)	-	-
Changes in unrecognised temporary differences	(457)	3,039	-	-
Over provision in prior year	(3,338)	(1,990)	-	-
Income tax expense	11,347	14,764	285	301

\* The associate and a subsidiary operate in the tax jurisdictions with lower tax rates.

## 22. Earnings per ordinary share - Group

### *Basic earnings per ordinary share*

The calculation of basic earnings per ordinary share was based on the profit attributable to ordinary shareholders of RM14,133,000 (2024 : RM23,442,000) and a weighted average number of ordinary shares outstanding during the financial year of 460,000,000 (2024 : 460,000,000).

### *Diluted earnings per ordinary share*

The diluted earnings per ordinary share is the same as basic earnings per ordinary share as there are no potential dilutive ordinary shares.

## 23. Dividends - Group/Company

Dividends recognised in the current year by the Company are :

	sen per share	Amount RM'000	Date of payment
<b>2025</b>			
Fourth interim 2024 ordinary	2	9,200	12 March 2025
First interim 2025 ordinary	1	4,600	4 June 2025
Second interim 2025 ordinary	1	4,600	10 September 2025
Third interim 2025 ordinary	1	4,600	10 December 2025
		23,000	
<b>2024</b>			
Fourth interim 2023 ordinary	3	13,800	13 March 2024
Special 2023 ordinary	1	4,600	13 March 2024
First interim 2024 ordinary	3	13,800	5 June 2024
Second interim 2024 ordinary	2	9,200	11 September 2024
Third interim 2024 ordinary	2	9,200	11 December 2024
		50,600	

The Directors declared a fourth interim dividend of 0.5 sen per ordinary share, totalling RM2.3 million in respect of the year ended 30 November 2025 on 21 January 2026 and payable on 4 March 2026.

The financial statements do not reflect these dividends declared after 30 November 2025, which will be accounted for as an appropriation of retained earnings in the year ending 30 November 2025.

## 24. Commitments - Group

### Capital commitments

	2025 RM'000	2024 RM'000
Property, plant and equipment Contracted but not provided for	4,569	528

## 25. Capital management

The Group's objectives when managing capital are to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders' returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected strategic investment opportunities. The Group adopts a formal dividend policy to distribute at least 60% of the Group's net profit to owners of the Company after taking into consideration the following factors and the financial position of the Group in recommending and determining the level of dividend payments, if any, in any particular financial year or period:

- the Group's level of cash, gearing, return on equity and retained earnings;
- the Group's projected level of capital expenditure;
- the Group's investment plans; and
- the Group's working capital requirements.

The Group did not have any bank borrowings during the financial year ended 30 November 2025.

There were no changes in the Group's approach to capital management during the financial year.

## 26. Operating segments

The Group's operations are principally confined to the manufacture and sale of jewellery and consumer products on a direct sales basis which are primarily carried out in Malaysia, Thailand and Cambodia. The operations in Thailand and Cambodia are principally carried out by an associate of the Group. Accordingly, information by operating segments on the Group's operations as required by MFRS 8 is not presented.

### Geographical information

In presenting information on the geographical basis, the revenue is based on the geographical location of customers while non-current assets are based on the geographical location of assets. The amounts of non-current assets do not include financial instruments, investment in an associate and deferred tax assets.

## 26. Operating segments (continued)

### Geographical information (continued)

	Malaysia RM'000	Thailand RM'000	Cambodia RM'000	Other countries RM'000	Consolidated RM'000
<b>2025</b>					
Revenue	23,892	90,552	8,176	939	123,559
Non-current assets	102,544	–	–	9,122	111,666
<b>2024</b>					
Revenue	24,885	92,353	7,621	1,305	126,164
Non-current assets	102,035	–	–	8,029	110,064

### Major customers

The following is the major customer with revenue equal to or more than 10% of the Group's revenue:

	Revenue	
	2025 RM'000	2024 RM'000
Customer A	98,728	99,974

## 27. Related parties

### Significant related party transactions

Related party transactions have been entered into in the normal course of business under normal trade terms. The significant related party transactions of the Group and of the Company, other than key management personnel compensation (see Note 20), are shown below. The balances related to the new transactions are shown in Note 9 to the financial statements.

	Amount transacted for the year ended 30 November	
	2025 RM'000	2024 RM'000
<b>Group</b>		
<b>Associate</b>		
Sales	94,318	95,961
Management fee income	4,411	4,013
Dividend income	–	43,007
<b>Company</b>		
<b>Subsidiaries</b>		
Dividend income	20,800	46,400
Increase in investment in subsidiaries	6,000	2,100
Capital redemption in a subsidiary	(2,000)	–

Significant related party balances are disclosed in Note 9 to the financial statements.

## 28. Financial instruments

### 28.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as amortised cost.

	Carrying amount RM'000	Amortised cost RM'000
<b>2025</b>		
<b>Financial assets</b>		
<b>Group</b>		
Trade and other receivables, excluding prepayments	13,522	13,522
Cash and cash equivalents	133,514	133,514
	147,036	147,036
<b>Company</b>		
Other receivables, excluding prepayments	11,704	11,704
Cash and cash equivalents	41,090	41,090
	52,794	52,794
<b>Financial liabilities</b>		
<b>Group</b>		
Trade and other payables	(23,165)	(23,165)
<b>Company</b>		
Other payables	(4,978)	(4,978)
<b>2024</b>		
<b>Financial assets</b>		
<b>Group</b>		
Trade and other receivables, excluding prepayments	21,646	21,646
Cash and cash equivalents	160,118	160,118
	181,764	181,764
<b>Company</b>		
Other receivables, excluding prepayments	23,811	23,811
Cash and cash equivalents	39,361	39,361
	63,172	63,172
<b>Financial liabilities</b>		
<b>Group</b>		
Trade and other payables	(31,889)	(31,889)
<b>Company</b>		
Other payables	(9,491)	(9,491)

## 28. Financial instruments (continued)

### 28.2 Net gains arising from financial instruments

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
Net gains arising on:				
<b>Financial assets measured at amortised cost</b>				
- Interest income	3,880	3,958	1,197	1,260
- Net foreign exchange loss	(1,693)	(585)	-	-
- Net loss on impairment of financial instrument	-	(181)	-	-
	2,187	3,192	1,197	1,260
<b>Financial liabilities measured at amortised cost</b>				
- Net foreign exchange loss	(16)	(87)	-	-
	2,171	3,105	1,197	1,260

### 28.3 Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

### 28.4 Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers. The Company's exposure to credit risk arises principally from financial guarantees given to banks for credit facilities granted to subsidiaries. There are no significant changes as compared to prior periods.

#### Trade receivables

##### *Risk management objectives, policies and processes for managing the risk*

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Normally security deposits are obtained, and credit evaluations are performed on customers required credit over a certain amount.

At each reporting date, the Group or the Company assesses whether any of the trade receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

##### *Exposure to credit risk, credit quality and collateral*

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

## 28. Financial instruments (continued)

### 28.4 Credit risk (continued)

#### Trade receivables (continued)

##### Concentration of credit risk

The exposure of credit risk for trade receivables as at the end of the reporting period by geographic region was:

	2025 RM'000	2024 RM'000
Thailand	10,425	18,132
Malaysia	1,138	1,348
Cambodia	858	1,363
Others	1	14
	12,422	20,857

##### Recognition and measurement of impairment losses

The Group manages credit risk of trade receivables by taking appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within credit period granted.

The Group uses an allowance matrix to measure expected credit losses ("ECLs") of trade receivables. Invoices which are past due 30 days will be considered as credit impaired.

Loss rates are based on actual credit loss experience over the past three years and forward-looking information. The Group believes that the financial impacts to the forward-looking information are inconsequential for the purpose of impairment calculation of trade receivables due to their relatively short term nature.

The following table provides information about the exposure to credit risk and ECLs for trade receivables.

	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
<b>Group</b>			
<b>2025</b>			
Not past due	12,421	–	12,421
Past due 1 - 30 days	1	–	1
	12,422	–	12,422
<b>Credit impaired</b>			
More than 30 days past due	375	(375)	–
	12,797	(375)	12,422
<b>2024</b>			
Not past due	20,818	–	20,818
Past due 1 - 30 days	32	–	32
More than 30 days past due	7	–	7
	20,857	–	20,857
<b>Credit impaired</b>			
More than 30 days past due	412	(412)	–
	21,269	(412)	20,857

## 28. Financial instruments (continued)

### 28.4 Credit risk (continued)

#### Trade receivables (continued)

##### Recognition and measurement of impairment losses (continued)

There are trade receivables which have already past due but the Group has not recognised any loss allowance as the trade receivables are supported by subsequent collection after the reporting period and historical collection trend from these customers.

The movements in the allowance for impairment losses in respect of trade receivables during the year are shown below.

	Credit impaired RM'000
<b>Group</b>	
Balance at 1 December 2023	231
Net remeasurement of loss allowance	181
Balance at 30 November 2024/1 December 2024	412
Amounts written off	(37)
Balance at 30 November 2025	375

The allowance account in respect of trade receivables is used to record impairment losses. Unless the Group is satisfied that the recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.

#### Other receivables

Credit risk on other receivables is mainly arising from the amounts due from non-trade receivables and local authorities.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

As at the end of the reporting period, the Group and the Company are of the view that loss allowance is not material and hence did not recognise any allowance for impairment losses.

#### Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

These banks and financial institutions have low credit risks. The Group and the Company are of the view that loss allowance is not material and hence did not recognise any allowance for impairment losses.

## 28. Financial instruments (continued)

### 28.4 Credit risk (continued)

#### *Financial guarantees*

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at higher of:

- the amount of the loss allowance; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance to the principles of MFRS 15, *Revenue from Contracts with Customers*.

#### *Risk management objectives, policies and processes for managing the risk*

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries.

#### *Exposure to credit risk, credit quality and collateral*

The maximum exposure to credit risk amounts to RM1.15 million (2024: RM1.14 million) representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period.

The financial guarantees are provided as credit enhancements for the subsidiaries to secure loans.

#### *Recognition and measurement of impairment loss*

The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. The Company considers a financial guarantee to be credit impaired when:

- The subsidiary is unlikely to repay its credit obligation to the bank in full; or
- The subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default of the guaranteed loans individually using internal information available.

As at the end of the reporting period, the Company did not recognise any allowance for impairment loss as it is not material.

### 28.5 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

## 28. Financial instruments (continued)

### 28.5 Liquidity risk (continued)

#### Maturity analysis

The table below summarises the maturity profile of the Group's and of the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

	Carrying amount RM'000	Contractual interest rates/ Discount rate per annum %	Contractual cash flows RM'000	Under 1 year RM'000	1 - 2 year RM'000	2-5 year RM'000	More than 5 years RM'000
<b>Group</b>							
<i>Non-derivative financial liabilities</i>							
<b>2025</b>							
Lease liabilities	2,060	3.8	2,223	629	630	926	38
Trade and other payables	23,165	–	23,165	23,165	–	–	–
	25,225		25,388	23,794	630	926	38
<b>2024</b>							
Lease liabilities	304	5.0	321	138	138	45	–
Trade and other payables	31,889	–	31,889	31,889	–	–	–
	32,193		32,210	32,027	138	45	–
<b>Company</b>							
<i>Non-derivative financial liabilities</i>							
<b>2025</b>							
Other payables	4,978	–	4,978	4,978	–	–	–
Financial guarantee	–	–	1,150	1,150	–	–	–
	4,978		6,128	6,128	–	–	–
<b>2024</b>							
Other payables	9,491	–	9,491	9,491	–	–	–
Financial guarantee	–	–	1,140	1,140	–	–	–
	9,491		10,631	10,631	–	–	–

## 28. Financial instruments (continued)

### 28.6 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates that will affect the Group's financial position or cash flows.

#### 28.6.1 Currency risk

The Group is exposed to foreign currency risk on sales, purchases and dividend income that are denominated in a currency other than the respective functional currencies of the Group entities. The currency giving rise to this risk is primarily United States Dollar ("USD").

##### *Exposure to foreign currency risk*

The Group's exposure to foreign currency (a currency which is other than the functional currency of the Group entities) risk, based on carrying amounts as at the end of the reporting period was:

	Denominated in USD
	RM'000
<b>Group</b>	
<b>2025</b>	
Trade and other receivable	11,284
Cash and cash equivalents	4,300
Trade and other payables	(9)
<b>Net exposure</b>	<b>15,575</b>
<b>2024</b>	
Trade and other receivable	19,509
Cash and cash equivalents	4,549
Trade and other payables	(114)
<b>Net exposure</b>	<b>23,944</b>

##### *Currency risk sensitivity analysis*

A 10% (2024 : 10%) strengthening of RM against USD at the end of the reporting period would have decreased post-tax profit or loss by the amount shown below. This analysis is based on foreign currency exchange rate variances, that the Group considered to be reasonably possible at the end of the reporting period. This analysis assumes that all other variables, in particular interest rates, remained constant and ignores any impact of forecasted sales and purchases.

	Profit or loss	Equity
	RM'000	RM'000
<b>Group</b>		
<b>2025</b>		
USD	1,184	-
<b>2024</b>		
USD	1,820	-

A 10% (2024 : 10%) weakening of RM against USD at the end of the reporting period would have had equal but opposite effect to the amount shown above, on the basis that all other variables remained constant.

## 28. Financial instruments (continued)

### 28.6 Market risk (continued)

#### 28.6.2 Interest rate risk

Short term receivables and payables are not significantly exposed to interest rate risk.

#### *Risk management objectives, policies and processes for managing the risk*

The Group's interest-earning financial assets are mainly short term in nature and are mostly placed in short term deposits.

#### *Exposure to interest rate risk*

The interest rate profile of the Group's and the Company's significant interest-earning and interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2025 RM'000	2024 RM'000	2025 RM'000	2024 RM'000
<b>Fixed rate instruments</b>				
<b>Financial assets</b>				
- Short-term deposits	49,130	53,157	31,200	31,200
- Cash at banks	82,466	105,001	9,890	8,161
	131,596	158,158	41,090	39,361
<b>Financial liabilities</b>				
- Lease liabilities	(2,060)	(304)	-	-

#### *Interest rate risk sensitivity analysis*

#### *Fair value sensitivity analysis for fixed rate instruments*

The Group does not account for any fixed rate financial assets at fair value through profit or loss, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

### 28.7 Fair value information

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

The Company provides guarantees to financial institutions for credit facilities extended to certain subsidiaries. The fair value of such financial guarantees is negligible as the probability of the subsidiaries defaulting on the credit lines is remote.

#### **Policy on transfer between levels**

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

#### **Level 1 fair value**

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical financial assets or liabilities that the entity can access at the measurement date.

#### **Level 2 fair value**

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

#### **Transfers between Level 1 and Level 2 fair values**

There has been no transfer between Level 1 and 2 fair values during the financial year (2024 : no transfer in either directions).

## STATEMENT BY DIRECTORS

pursuant to Section 251(2) of the Companies Act 2016

In the opinion of the Directors, the financial statements set out on pages 85 to 128 are drawn up in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board, IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 30 November 2025 and of their financial performance and cash flows for the financial year then ended.

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

.....  
**Teoh Meng Keat**  
Director

.....  
**Teoh Meng Lee**  
Director

Penang,

Date : 19 March 2026

## STATUTORY DECLARATION

pursuant to Section 251(1)(b) of the Companies Act 2016

I, **Teoh Meng Keat**, the Director primarily responsible for the financial management of Zhulian Corporation Berhad, do solemnly and sincerely declare that the financial statements set out on pages 85 to 128 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed **Teoh Meng Keat**, NRIC: 670612-07-5613, at George Town in the State of Penang on 19 March 2026.

.....  
**Teoh Meng Keat**

Before me :

**Goh Suan Bee**  
(No. P125)  
Commissioner for Oaths  
Penang

# INDEPENDENT AUDITORS' REPORT

to the members of ZHULIAN CORPORATION BERHAD

(Registration No. 199701000031 (415527 - P))

(Incorporated in Malaysia)

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Zhulian Corporation Berhad, which comprise the statements of financial position as at 30 November 2025 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 85 to 128.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 November 2025, and of their financial performance and their cash flows for the year then ended in accordance with MFRS Accounting Standards as issued by the Malaysian Accounting Standards Board ("MFRS Accounting Standards"), IFRS Accounting Standards as issued by the International Accounting Standards Board ("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 auditors' 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 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.

### Investments in subsidiaries - Company

Refer to Note 1(d) Basis of preparation - Use of estimates and judgements and Note 5.1 Impairment loss for investments in subsidiaries.

### The key audit matter

There was a risk of impairment on the Company's investments in subsidiaries due to the current business sentiment and weak demand in certain markets where certain subsidiaries made losses during the year. The Company assessed the recoverable amounts of investments in subsidiaries whenever there were indicators of impairment.

The Company estimated the recoverable amounts of the investments in certain subsidiaries concerned either by deriving their value in use ("VIU") or fair value less costs of disposal ("FVLCD") in order to determine the amount of impairment loss which should be recognised for the year, if any. There were inherent uncertainties and significant Directors' judgement involved in arriving at the recoverable amounts. The inherent uncertainties, amongst others, include the key assumptions, including revenue, gross profit margin and discount rates used.

We identified this as a key audit matter because of the inherent uncertainties and significant Directors' judgement involved which may affect both the carrying value of the Company's investments in subsidiaries as well as any impairment charge for the year.

### How the matter was addressed in our audit

Our audit procedures, amongst others, include:

- Assessed the performance of the subsidiaries against the carrying value of the investments in identifying any potential impairment loss indicator, and
- Compared the carrying amount of investment against its recoverable amount determined based on VIU or FVLCD, where applicable at year end for any impairment loss needed.

#### For recoverable amount determined using the VIU

- Assessed the reasonableness of the Directors' forecasts and projections against actual results and challenged the key assumptions on the revenue growth and gross profit margin by comparing them against historical;
- Assessed the discount rates used by comparing them with our expectations based on our knowledge of the industry in which the subsidiaries operate in; and
- Performed sensitivity analyses on assumptions that are key to the value-in-use.

#### For recoverable amount determined using the FVLCD

- Obtained published prices for similar properties to compare with the Directors' estimation of their fair values and made enquiries with the Directors as to the reasons for any significant variation; and
- Considered the adequacy of disclosures of the key assumptions that are highly judgmental and sensitive.

We have determined that there is no key audit matter in the audit of the financial statements of the Group to communicate in our auditors' report.

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

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

Our opinion on the financial statements of the Group and of the Company does not cover the annual report 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 annual report and, in doing so, consider whether the annual report 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 the annual report, 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 MFRS Accounting Standards, IFRS Accounting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

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

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current 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 auditors' 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 6 to the financial statements.

### Other Matter

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.

**KPMG PLT**  
(LLP0010081-LCA & AF 0758)  
Chartered Accountants

Penang

Date: 19 March 2026

**Lee Yee Keng**  
Approval Number: 02880/04/2027 J  
Chartered Accountant

## LIST OF PROPERTIES

Location	Description/ Existing use	(i) Land area (ii) Built-up area (m <sup>2</sup> )	Tenure/Age of building	Carrying amount at 30 Nov 2024 (RM'000)	Date of Acquisition
Plot 42, Bayan Lepas Industrial Estate, Phase IV, 11900 Penang.	The property comprises a parcel of industrial land and a 4-storey factory and office	(i) 0.8304 hectares (2.052 acres) (ii) 15,276.90 sq. metres	Leasehold (60 years expiring 2 Feb 2055) / 27 years	12,690	10 Mar 1994
Plot 41, Bayan Lepas Industrial Estate, Phase IV, 11900 Penang.	The property comprises a parcel of industrial land and a 3-storey factory and office	(i) 0.8659 hectares (2.140 acres) (ii) 12,609.72 sq. metres	Leasehold (60 years expiring 30 Dec 2053) / 29 years	15,197	27 Feb 1993
Unit 26-B and 26-C, Jalan Tun Dr Awang, Sungai Nibong Kecil, 11900 Bayan Lepas, Penang	Two commercial units located on 2 <sup>nd</sup> and 3 <sup>rd</sup> floor of a 4 ½ -storey complex	(i) n/a (ii) 100.614 sq. metres on each floor	Freehold / 32 years	205	27 Dec 1994
Lot 2428-2584, 2587- 2589, 2592-2593, Keladi, Bandar Kulim, Daerah Kulim. (formerly known as Geran No.HSM861 to HSM1022 and No. Lot PT5081 to PT5244)	Land <sup>(a)</sup>	(i) 28,918 sq.metres (ii) n/a	Freehold	6,092	13 Mar 1996
Plot 3, Bayan Lepas Free Industrial Zone, Phase IV, 11900 Penang.	5 Storey factory bulding	(i) 4.314 acres (17,458 sq. metres) (ii) 30,098.56 sq. metres	Leasehold (60 years expiring 29 May 2051) / 18 years	31,879	25 July 2005
5, Jalan Masjid, #01-09, Kembangan Court, Singapore 418924.	Residential with commercial at 1 storey only	(i) n/a (ii) 410 sq. metres	Freehold / 30 years	5,303	14 Nov 2006
5, Jalan Masjid, #01-08, Kembangan Court, Singapore 418924.	Residential with commercial at 1 storey only	(i) n/a (ii) 123 sq. metres	Freehold / 30 years	1,929	14 Dec 2006
Lot No. 12414, Mukim 12, Daerah Barat Daya, Negeri Pulau Pinang.	Land	(i) 16,244 sq. metres	Leasehold (60 years expiring 18 Oct 2055)	7,155	29 July 2010

<sup>(a)</sup> These properties are currently vacant.

Location	Description/ Existing use	(i) Land area (ii) Built-up area (m2)	Tenure/Age of building	Carrying amount at 30 Nov 2024 (RM'000)	Date of Acquisition
Ruko Sumber Baru Square 1 KAV.Q JI Ring Road Utara Ngemplak Nganti Sendangadi, Mlati, Sleman Daerah Istimewa Yogyakarta.	3-storey shophot <sup>(a)</sup>	(i) 132 sq. metres (ii) 236 sq. metres	Leasehold (30 years expiring 20 Apr 2040) / 14 years	103	2 May 2013
Ruko Sumber Baru Square 1 KAV.R JI Ring Road Utara Ngemplak Nganti Sendangadi, Mlati, Sleman Daerah Istimewa Yogyakarta.	3-storey shophot <sup>(a)</sup>	(i) 138 sq. metres (ii) 236 sq. metres	Leasehold (30 years expiring 20 Apr 2040) / 14 years	104	2 May 2013
Plot 38, Hilir Sungai Keluang Dua, Phase IV, Bayan Lepas Industrial Park, 11900 Pulau Pinang.	Single-storey factory building	(i) 4,277 sq. metres (ii) 2,004.42 sq. metres	Leasehold (60 years expiring 24 Nov 2053) / 31 years	5,832	6 Dec 2013
Geran 20899, Lot 60060, Mukim Lubuk Kawah, Daerah Besut, Negeri Terengganu.	3-storey shop-office <sup>(a)</sup>	(i) n/a (ii) 369 sq. metres	Freehold / 13 years	625	4 Aug 2014
Geran 20900, Lot 60061, Mukim Lubuk Kawah, Daerah Besut, Negeri Terengganu.	3-storey shop-office <sup>(a)</sup>	(i) n/a (ii) 369 sq. metres	Freehold / 13 years	625	4 Aug 2014
Plot 53, Hilir Sungai Keluang 2, Bayan Lepas Industrial Zone, Phase IV, 11900 Bayan Lepas, Penang.	Double-storey office block with an annexed single-storey factory	(i) 6,064 sq.metres (ii) 3,220 sq.metres	Leasehold (60 years expiring 12 Jun 2055) / 28 years	8,771	20 Oct 2015

<sup>(a)</sup> These properties are currently vacant.

# REGIONAL OFFICES, BUSINESS CENTERS AND DISTRICT AGENTS

(as at 28 February 2026)

## Regional Offices

Country	Company	Address	Tel	Fax
THAILAND	ZHULIAN (THAILAND) LTD.	88 Moo 9, Bangbuathong - Supanburi Road, Tambol La-Han, Ampure Bangbuathong, Nontaburi 11110, Thailand.	662-9833984	662-9833916 662-9833917 662-9833918
THAILAND	ZHULIAN (THAILAND) LTD.	KORAT WAREHOUSE 499 Moo 8, Jorhor Sub-district, Mueang Nakhon Ratchasima District, Nakhon Ratchasima Province 30310, Thailand.	664-4756700	–
CAMBODIA	ZHULIAN NETWORK (CAMBODIA) CO., LTD.	Warehouse No. 1, Street 108, Phoum Samrong Sangkat Khmounh, Khan Sen Sok, Phnom Penh, Cambodia.	086601539	–
INDONESIA	PT ZHULIAN AZANA NETWORK	Ruko Centre Point Blok D No. 4, 5, 6, dan 7, Gang Buntu, Kecamatan Medan Timur, Kota Medan, Sumatera Utara 20231, Indonesia.	061-43001010 061-43001039	–
INDONESIA	PT AZANA PRIMA SUPPLIES	Komplek MMTC Logistics Jl. Selamat Ketaren D26, Kenangan Baru, Percut Sei Tuan Kabupaten Deli Serdang, Sumatera Utara, Indonesia.	061-44032428	–

## Business Centers

Azana Business Centers	Address	Tel	Fax
KOTA KINABALU	Unit No. 116, Block M, Alamesra Plaza Permai, Jalan Sulaiman, Kuala Menggatal, 88400 Kota Kinabalu, Sabah.	088-484930	088-484920
MIRI	Lot 1447, Block 1 MCLD, Off Jalan Pasar, Lutong, 98000 Miri, Sarawak.	085-654871	085-655934
TG.TOKONG	A1-1-6, Vantage Desiran Tanjung Jalan Seri Tanjung Pinang 1 Seri Tanjung Pinang 10470 Penang.	04-6052039	–
BUKIT MERTAJAM	G-09, Pangsapuri Servis Metro Jalan Perda Utara 1, 14000 Bukit Mertajam Penang.	04-3772039	–
ALOR SETAR	No. 2226B, Pekan Simpang Kuala 05400 Alor Setar, Kedah.	04-4701616	–
CHERAS	First Floor Of 59-1, Jalan Temenggung 3/9, Bandar Mahkota Cheras, Cheras 43200, Selangor.	03-76202039	–
PUTRAJAYA	No.30-A (1st Floor), Jalan Perak P15, Presint 15, 62050 Putrajaya.	03-42178466	–

## District Agents

### PENANG

Location	Authorised Agent(s)	Address	Tel	Fax
BERTAM	MOHD RIDZUAN BIN GHASALI RUHIZA BT ABDULLAH	No.79, Jalan Dagangan 4, Pusat Bandar Bertam Perdana 1, 13200 Kepala Batas, Penang.	04-5767125 012-5652039 011-63302039	04-5767125
BAYAN BARU	ARIBAH BINTI MOHAMED	12D-1, Jalan Rumbia, Sungai Nibong Kecil, 11920 Bayan Lepas, Penang.	04-6370111 012-4083615 017-4037704	04-6887385

### KEDAH

Location	Authorised Agent(s)	Address	Tel	Fax
SUNGAI PETANI	FOO YAU GEEM LOOI KONG YOKE	18, Jalan Cempaka 1/1, Bandar Amanjaya, 08000 Sungai Petani, Kedah Darul Aman.	04-4404899 012-4949300	04-4420618
KULIM	KEE AH BA	No. 15, Jalan Kempas 1, Taman Kempas Indah, 09000 Kulim, Kedah Darul Aman.	04-4918466 012-4210690	04-4918466
GUAR CHEMPEDAK	IBRAHIM BIN ISMAIL ROSLINDA BT KAMIS	No. 35, Taman Chempedak Indah, Bandar Guar Chempedak, 08800 Gurun, Kedah Darul Aman.	04-4615303 016-4196719	–
PENDANG	SEAH BOON CHIN	No. 130, Rumah Kedai, Jalan Sukamari, 06700 Pendang, Kedah Darul Aman.	04-7596219 019-5752219 016-4196720	04-7596219

### PERAK

Location	Authorised Agent(s)	Address	Tel	Fax
IPOH	SHARIFAH SALWAH BT MOHD JIPLUS	No. 59A, Jalan Pengkalan Utama 1, Taman Pengkalan Utama, 31650 Ipoh, Perak Darul Ridzuan.	05-3221194 012-5881194	05-3221194
SITIAWAN	LAU SHENG MING WONG YEAK MEI	127, Pusat Perniagaan Sri Manjung, 32040 Bandar Sri Manjung, Sitiawan, Perak Darul Ridzuan.	05-6125420 016-4198899	–
TELUK INTAN	ZAKIAH BT YAHYA LAU SHENG MING	No. 8B, Lorong 1, Taman Mewah, 36000 Teluk Intan, Perak Darul Ridzuan.	05-6227453 019-5757336	05-6227454

### WILAYAH PERSEKUTUAN

Location	Authorised Agent(s)	Address	Tel	Fax
SETAPAK	ROSLINA BT SAMAT	No. 6A-1, Jalan 46/26, Taman Sri Rampai, 53300 Setapak, Kuala Lumpur.	03-41431545 019-3803659	03-41431545
AMPANG	DING MOY NGUK	G-18, Jalan Pandan Prima 2, Dataran Pandan Prima, 55100 Kuala Lumpur.	03-92012668 012-3938112	03-92012668

## District Agents

### SELANGOR

Location	Authorised Agent(s)	Address	Tel	Fax
SERI KEMBANGAN	IR. ANIS BIN MD. SALLEH	No. 3, Jalan BPP 5/8, Pusat Bandar Putra Permai, 43300 Seri Kembangan, Selangor Darul Ehsan.	03-89582265 012-3352912	03-89592264
SUNGAI BESAR	AZURA BT HAMIDIN	No. 6, PT 1476, Jalan SBBC 4, Sungai Besar Business Centre, 45300 Selangor Darul Ehsan.	03-32243413 011-14336508	03-32245958
SHAH ALAM	SHAIDA NAFISHA BT AZIZAN AIMAN SHAFIQ BIN AZIZAN NURUL NAJIHAH BT CHE RAZALI	26G, Jalan Renang 13/26, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan.	03-55242244 03-55238722 019-3338848	–
BANTING	AZMI BIN ABDUL MANAF	G26-G27, Bazar Banting, Jalan Suasa, 42700 Banting, Selangor Darul Ehsan.	03-31812253 013-3951552 019-2743953	03-31812253
SUNGAI BULOH	SALINA BT IBRAHIM SUHANA BT SAMAT LISA MUDIANA BT MUDIN	No. 28, Lorong Elmina 3, Fasa 6A, Sungai Buloh Country Resort, 47000 Sungai Buloh, Selangor Darul Ehsan.	03-60394470 016-6431607 012-3747018	–
RAWANG	NURUL ASHIKIN BT SAHRI	No. 83, Jalan Bandar Rawang 2, Pusat Bandar Rawang, 48000 Selangor Darul Ehsan.	03-60910085 017-3310606 017-6403506 012-6237471	03-60910085
KUALA SELANGOR	SANIAH BT SAYUTI ANIZAH BT SYED ALWEE	21, Jalan Raja Lumu, Bandar Kuala Selangor, 45000 Kuala Selangor, Selangor Darul Ehsan.	03-32896036 019-7285626	03-32896027
BANDAR BARU BANGI	AMIR REDZA BIN ROSLAN	No. 2-1-1, Jalan Medan Pusat Bandar 4A, Seksyen 9, 43650 Bandar Baru Bangi, Selangor Darul Ehsan.	03-89201594 012-3668474 013-3661505	03-89222214
BANDAR TASIK SELATAN	TUAN LIZA BT TUAN DAUD	59G, Metro Centre, Jalan Tasik Selatan 8 (Jalan 8/146), Bandar Tasik Selatan, Sungai Besi, 57000 Kuala Lumpur.	019-6641975	–
KLANG	SALINA BT SELAMAT SERI HARYANI BT KAMARUDIN	No. 4-G, Jalan Makyong 5D/KU5, Bandar Bukit Raja, 41050 Klang, Selangor Darul Ehsan.	019-3338848 016-2208579	–
PUCHONG	NOORFATINAH BT FAUZI	No. 19-1, Jalan Denai Utama, Taman Denai Puchong, 47100 Puchong, Selangor Darul Ehsan.	017-2736084	–

### NEGERI SEMBILAN

Location	Authorised Agent(s)	Address	Tel	Fax
SENAWANG	SITI NORBAYA BT ABD. KADIR	No. 222 Tingkat 1, Jalan Lavender Height 2, Senawang, 70450 Seremban, Negeri Sembilan.	06-6717707 019-2246271	06-6717707

## District Agents

### MELAKA

Location	Authorised Agent(s)	Address	Tel	Fax
MASJID TANAH	GAN CHIN KEONG	MT 1408, Pusat Perdagangan Masjid Tanah, 78300 Masjid Tanah, Melaka.	06-3848128 016-5207128	06-3848127
BATU BERENDAM	MOHAMED SHAMSHIR BIN MOHD ZAINON BT MOHAMED SITI MADIAH BT MOHAMED SHAMSHIR	No. 17, Jalan Mutiara Melaka 5, Taman Mutiara Melaka, 75350 Batu Berendam, Melaka.	06-3178607 019-6288639 012-6358639 011-16523414	06-3178609
AYER MOLEK	ROсна BT IBRAHIM	No. 24, Jalan Desa Molek 2, Taman Desa Molek, Ayer Molek, 75460 Melaka.	06-2693668 012-6353752	–

### JOHOR

Location	Authorised Agent(s)	Address	Tel	Fax
BATU PAHAT	TAN TIONG WI @ TAN TIONG HUI LIM CHWEE CHOO TAN CHIAT MING	No. 16, Jalan Rotan Cucur, Taman Sri Jaya, 83000 Batu Pahat, Johor Darul Takzim.	07-4334331 07-4337331 012-7079385	07-4338331
JOHOR BAHRU	AZAHARI BIN BAHARUM	No. 12, Jalan Rebana, Taman Perbadanan Islam, Kebun Teh, 80250 Johor Bahru, Johor Darul Takzim.	07-3322020 07-3340958 016-7102257	07-3323020
MUAR	SIMON TEW KAM HOCK	No. 37, Jalan Pesta 1-2, Taman Tun Dr Ismail-1, 84000 Muar, Johor Darul Takzim.	06-9547996 012-6237996 012-6287996	06-9547996
KULAI	PUA YEE LING	No. 4960, Jalan Merbau 2, Bandar Putra Kulai, 81000 Johor Darul Takzim.	07-5908899 013-7098899	07-5908899
SKUDAI	JAMALIAH BT ESA JAMILAH BT MOHAMMAD	No. 22, Jalan Pendidikan 3, Taman Universiti, 81300 Skudai, Johor Darul Takzim.	07-5203976 019-7788848 019-7521771	–
SEGAMAT	NGOI MEE CHIN TAN KIAN SAI	No. 1, Jalan Nagasari 14, Bandar Segamat Baru, 85000 Segamat, Johor Darul Takzim.	07-9437168 019-7587289	07-9437168

## District Agents

### KELANTAN

Location	Authorised Agent(s)	Address	Tel	Fax
PASIR TUMBOH	WAN YAHYA @ WAN AHMAD BIN WAN IDRIS LONG HABSAH BT ISMAIL	Lot 8115, Tingkat Bawah, Bandar Satelit Islam, Pasir Tumboh, 16150 Kota Bharu, Kelantan Darul Naim.	09-7656588 013-9805020 016-9236937	09-7647588
TANAH MERAH	CHE RUHANA BT CHE MOHD AMIN MUHAMMAD HANNAN FATHAN BIN RASDI RASDI BIN MAMAT	PT 6329 Taman Kota Harmoni, Jalan Cempaka Merah, 17500 Tanah Merah, Kelantan Darul Naim.	09-9552752 010-5550461 019-9390173	09-9552752
JELI	NOR AEISAH BT MOHD NOOR	1-6, Bangunan Arked MARA Jeli, 17600 Jeli, Kelantan Darul Naim.	012-9504575	–
GUA MUSANG	ASLELA WANI BT MAT ZAIN	PT 2765, Jalan Chengal, Bandar Utama Gua Musang, 18300 Gua Musang, Kelantan Darul Naim.	019-2070248	–
KOTA BHARU	HAMIAH BT WAN OMAR CHE SUHAIMI BIN CHE HAMID SITI ELIDA BT CHE SUHAIMI	Lot 223, Tingkat Bawah Sek.24, Jalan Sultan Yahya Petra, 15200 Kota Bharu, Kelantan Darul Naim.	09-7486866 017-9812102	09-7487866
PASIR MAS	FUDZIAH BT A. HALIM	PT9644, Tingkat 1, Wisma Nawar, 17070 Lubok Jong, Pasir Mas, Kelantan Darul Naim.	09-7916095 016-9257029 011-10957029	09-7916095

### TERENGGANU

Location	Authorised Agent(s)	Address	Tel	Fax
KUALA TERENGGANU	ZAWIAH @ ZAHARAH BT SHAFIE	PT35436, Dataran Austin Jalan Gong Badak, Kampung Wakaf Tembusu, 21300 Kuala Terengganu, Terengganu Darul Iman.	09-6673919 013-5434094 013-2482825	09-6673919
SETIU	NOR IRDAWANI BT CHE RAZALI	Lot 4189, Bangunan PMINT Fasa 11, Kampung Guntong Luar, 22100 Setiu, Terengganu Darul Iman.	09-6097076 013-9997107	09-6097076
KEMAMAN	FARIDAH BT MD. ISA	Lot 3998-2, Tingkat Satu, Bangunan Majlis Perbandaran Dungun, Simpang Balai Polis, 23000 Dungun, Terengganu Darul Iman.	09-8266831 011-12165922 011-63030311	–
JERTEH	ZAILANI BT YAACOB AHMAD FAHMI BIN ZULKIFLI AHMAD FARID BIN ZULKIFLI	Lot 5068, Tingkat Bawah, Tepi Hospital Besut, Jalan Pasir Akar, 22000 Jerteh, Terengganu Darul Iman.	09-6974848 019-9348599 014-8388032	09-6979858 09-6974848

## District Agents

### PAHANG

Location	Authorised Agent(s)	Address	Tel	Fax
KUANTAN	VICTOR KEOW WUN LIONG CHONG CHIU HIONG	No. 94B, Jalan Wong Ah Jang, 25100 Kuantan, Pahang Darul Makmur.	09-5094833 019-9159967	–

### SABAH

Location	Authorised Agent(s)	Address	Tel	Fax
SANDAKAN	NORMIA BT MANYSUI @ MANSOR	Blok B, Lot 8, 1st Floor, Bandar Melrose, 90000 Sandakan, Sabah.	016-3226245 012-8616245	–

### SARAWAK

Location	Authorised Agent(s)	Address	Tel	Fax
TABUAN STUTONG	DAVID LAM TAH WI	1st Floor, Lot 153, Jalan Haji Taha, 93400 Kuching, Sarawak.	082-232022 014-7090039	–

## ANALYSIS OF SHAREHOLDINGS

as at 13 February 2026

TOTAL NUMBER OF ISSUED SHARES : 460,000,000  
CLASS OF SHARE : Ordinary shares  
VOTING RIGHT : One vote for every ordinary share held

### DISTRIBUTION SCHEDULE OF SHAREHOLDINGS

No. of Holders	Size of Holdings	Total Holdings	%
271	less than 100 shares	9,681	0.00
1,304	100 to 1,000 shares	837,059	0.18
3,619	1,001 to 10,000 shares	16,653,908	3.62
1,421	10,001 to 100,000 shares	42,234,318	9.18
149	100,001 to less than 5% of issued shares	99,901,699	21.72
4	5% and above of issued shares	300,363,335	65.30
6,768		460,000,000	100.00

### DIRECTORS' SHAREHOLDINGS IN THE COMPANY

No.	Name	Direct		Indirect	
		No. of Shares	%	No. of Shares	%
1	Dr. Abdul Malik Bin Md Yusoff	–	–	–	–
2	Teoh Meng Keat	26,869,600	5.84	2,666,666 <sup>(a)</sup>	0.58
3	Teoh Meng Lee	9,375,999	2.04	–	–
4	Teoh Meng Soon	9,429,166	2.05	–	–
5	Oon Hock Chye	20,000	0.00	–	–
6	Rosaline Heah Gaik See	69,800	0.02	20,000 <sup>(a)</sup>	0.00
7	Tan Gim May	–	–	–	–

Notes: -

(a) Shares held in the name of the spouse and are treated as interest of the Director as in accordance with Section 59(11)(c) of the Companies Act 2016 ("Act")

### SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

No.	Name	Direct	%	Indirect	%
1	Teoh Beng Seng	47,900,280 <sup>(a)</sup>	10.41	225,593,455 <sup>(b)</sup>	49.05
2	Teoh Meng Keat	26,869,600	5.84	2,666,666 <sup>(e)</sup>	0.58
3	The Best Source Holdings Pte. Ltd.	70,546,789 <sup>(c)</sup>	15.34	–	–
4	Zhulian Holdings Sdn. Bhd.	155,046,666 <sup>(d)</sup>	33.71	–	–

Notes: -

(a) Beneficial interest held via Citigroup Nominees (Tempatan) Sdn. Bhd. exempt an for Bank of Singapore Limited (Local).

(b) Deemed interest via Zhulian Holdings Sdn. Bhd. and The Best Source Holdings Pte Ltd. pursuant to Section 8(4) of the Act.

(c) Beneficial interest held via UOBM Nominee (Asing) Sdn. Bhd. United Overseas Bank Nominees (Pte) Ltd for The Best Source Holdings Pte Ltd.

(d) Beneficial interest held via UOBM Nominee (Tempatan) Sdn. Bhd. United Overseas Bank Nominees (Pte) Ltd for Zhulian Holdings Sdn. Bhd.

(e) Shares held in the name of the spouse and are treated as interest of the Director pursuant to Section 59(11)(c) of the Act.

## THIRTY (30) LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES HELD	%
1	UOBM Nominees (Tempatan) Sdn. Bhd. United Overseas Bank Nominees (Pte.) Ltd. for Zhulian Holdings Sdn. Bhd.	155,046,666	33.71
2	UOBM Nominees (Asing) Sdn. Bhd. United Overseas Bank Nominees (Pte.) Ltd for The Best Source Holdings Pte Ltd.	70,546,789	15.34
3	UOBM Nominees (Tempatan) Sdn. Bhd. United Overseas Bank Nominees (Pte.) Ltd for Teoh Beng Seng	47,900,280	10.41
4	Teoh Meng Keat	26,869,600	5.84
5	Chong Siew Kam	21,850,000	4.75
6	Teoh Meng Lee	8,666,666	1.88
7	Teoh Meng Soon	8,666,666	1.88
8	Chia Kim Lan	3,420,646	0.74
9	Yeap Kim Siew	3,201,900	0.70
10	Yayasan Terengganu	2,679,478	0.58
11	Khoo Lay Boon	2,666,666	0.58
12	Sin Poh Seah	2,035,366	0.44
13	Teoh Siew Choo	1,707,600	0.37
14	Teoh Siew Hong	1,532,469	0.33
15	Mohd Munir Bin Abdul Majid	1,504,666	0.33
16	Ng Gaik Hua	1,400,000	0.30
17	Khoor Ah Siew	1,224,000	0.27
18	Yeap Mong Sie	1,221,500	0.27
19	Teoh Shin Yi	1,165,900	0.25
20	Koo Guat Ean	1,146,753	0.25
21	TC Holdings Sendirian Berhad	1,100,000	0.24
22	Yeap Hooi Hooi	1,071,900	0.23
23	Perbadanan Kemajuan Negeri Kedah	1,007,593	0.22
24	Ong Yoke Chee	893,800	0.19
25	CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. Pledged Securities Account for Tan Hwee Loong (SECT 17 PJ-CL)	826,000	0.18
26	Butterfish Sdn. Bhd.	800,000	0.17
27	Teoh Meng Soon	762,500	0.17
28	Public Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Chong Khong Shoong (E-IMO/JSI)	750,000	0.16
29	Teoh Meng Lee	709,333	0.15
30	Soon Bee Ai	680,000	0.15
		373,054,737	81.10

# NOTICE OF TWENTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting (“AGM”) of ZHULIAN CORPORATION BERHAD (“Company”) will be held at Plenitude Ballroom 1, Level 3, Ascott Gurney Penang, No. 18, Gurney Drive, 10250 George Town, Penang on Wednesday, 20 May 2026 at 2.30 p.m. for the following purposes: -

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 30 November 2025 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Article 88 of the Company’s Constitution, and who, being eligible, offered themselves for re-election: -
  - a) Teoh Meng Keat Resolution 1
  - b) Tan Gim May Resolution 2
3. To approve the payment of Directors’ fees and benefits payable up to an aggregate amount of RM216,000 for the financial year ending 30 November 2026. Resolution 3
4. To re-appoint Messrs KPMG PLT, the retiring Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. Resolution 4

### AS SPECIAL BUSINESS:

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

5. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016** Resolution 5

“THAT subject always to the Companies Act 2016 (“Act”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the provision of the Constitution of the Company and the approval of any relevant governmental/ regulatory authorities, the Board of Directors (“Board”) be and is hereby empowered pursuant to Section 76 of the Act, to allot and issue shares in the capital of the Company at any time until the conclusion of the next AGM and to such person or persons, upon such terms and conditions for such purpose as the Board may, in its absolute discretion deem fit, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10%) per centum of the issued share capital of the Company for the time being and THAT the Board be and is also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued (“Mandate”).

THAT pursuant to Section 85 of the Act to be read together with Article 10 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company in respect of the allotment and issuance of new shares pursuant to the Mandate AND THAT such new shares when allotted shall rank pari passu in all respects with the existing class of ordinary shares;

AND FURTHER THAT the Board is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the allotment and issuance of new shares pursuant to the Mandate.”

6. To transact any other ordinary business for which due notice has been given.

**NOTICE IS HEREBY GIVEN** that for purpose of determining a member who shall be entitled to attend this Twenty-Ninth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 13 May 2026. Only a depositor whose name appears on the Record of Depositors as at 13 May 2026 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

By Order of the Board

Ch’ng Lay Hoon  
SSM PC No. 201908000494  
MAICSA 0818580  
Company Secretary  
Penang

27 March 2026

**NOTES:****1. Proxy**

- 1.1 A member entitled to attend, speak and vote at the AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote in his stead.
- 1.2 (a) Where a member is an authorised nominee (“AN”) as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company.
- (b) Where a member of the Company is an exempt authorised nominee (“EAN”) as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), the EAN may appoint proxy(ies) in respect of each omnibus account it holds.
- 1.3 Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- 1.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, under its common seal or in such other manner approved by its directors. Any alteration to the instrument appointing a proxy must be initialed.
- 1.5 The instrument appointing a proxy must be deposited at the Company’s registered office at Suite 12-A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 George Town, Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.
- 1.6 Pursuant to Paragraph 8.29A of the Bursa Securities Main Market Listing Requirements, all resolutions set out in the Notice of Twenty-Ninth AGM will be put to vote on a poll.

**2. Audited Financial Statements for financial year ended 30 November 2025**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.

**3. Explanatory Notes:****On Ordinary Business**

Under the proposed Ordinary Resolution 3, the Directors’ fees and benefits payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the Directors’ fees and benefits payable is in the best interest of the Company. The benefits comprised solely of meeting allowance. In determining the estimated total amount of Directors’ fees and benefits, the Board considered various factors including the number of scheduled meetings as well as the number of Directors involved in these meetings.

**On Special Business**

The proposed Ordinary Resolution 5, if passed, will give a renewed mandate to the Board, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten (10%) per centum of the issued share capital of the Company for the time being, for such purposes as the Board would consider in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the Twenty-Eighth AGM held on 21 May 2025. The renewal of the general mandate is to provide flexibility to the Company for any possible fundraising activities, including but not limiting to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is obtained, the Company would make an announcement in respect of the purpose and utilisation of the proceeds arising from such issue.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

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

Save for re-election as Directors of the Company, no individual is standing for election as a Director at the forthcoming Twenty-Ninth AGM of the Company.

The retiring Directors have confirmed that they do not have any conflict of interest or potential conflict of interest that arise, or might arise, where they have interest, whether direct or indirect financial interest as well as non-financial interest or competing loyalties or interests which are in conflict with the Company or its subsidiaries.

The proposed Ordinary Resolution 5 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at last AGM held on 21 May 2025.

**This page is Intentionally left blank**

**ZHULIAN CORPORATION BERHAD** 199701000031 (415527-P)  
(Incorporated in Malaysia)

## PROXY FORM

CDS ACCOUNT NO.	NO. OF SHARES HELD

I/We, .....  
(Full name of a member in BLOCK LETTERS as per Identity Card("MYKAD")/Passport/Certificate of Incorporation)

MYKAD/PassportNo./CompanyNo. .... of .....  
.....  
(Address in full)

telephone no. & email address ..... , being a member  
of **ZHULIAN CORPORATION BERHAD** ("Company") hereby appoint .....

.....  
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD / Passport No. .... of .....  
.....  
(Address in full, telephone no. & email address)

and/or failing him .....  
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD / Passport No. .... of .....  
.....  
(Address in full, telephone no. & email address)

or failing the abovenamed proxies, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Twenty-Ninth Annual General Meeting of the Company, to be held at **Plenitude Ballroom 1, Level 3, Ascott Gurney Penang, No. 18, Gurney Drive 10250 George Town, Penang on Wednesday, 20 May 2026 at 2.30 p.m.** and at any adjournment thereof in the manner indicated below:

Resolutions	For	Against
1. Re-election of Teoh Meng Keat as Director		
2. Re-election of Tan Gim May as Director		
3. Approval of Directors' Fees & Other Benefits for the financial year ending 30 November 2026		
4. Re-appointment of Auditors		
5. Approval to issue and allot shares pursuant to Section 76 of the Companies Act 2016		

(Please indicate with "X" in the spaces on how you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.)

Dated this ..... day of ..... 2026

.....  
Signature(s)/Common Seal of Member(s)

The proportions of my/our holding to be represented by my/our proxies are as follows: -		
	No. of Shares	Percentage
First Proxy		
Second Proxy		
<b>Total</b>		<b>100%</b>

**Notes:**

1. A member entitled to attend, speak and vote at the AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote in his stead.
2. Where a member is an authorised nominee ("AN") as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company.
3. Where a member of the Company is an exempt authorised nominee ("EAN") as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), the EAN may appoint proxy(ies) in respect of each omnibus account it holds.
4. Where a member appoints more than one (1) Proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, under its common seal or in such other manner approved by its directors. Any alteration to the instrument appointing a proxy must be initialed.
6. The instrument appointing a proxy must be deposited at the Company's registered office at Suite 12-A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 George Town Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend this Twenty-Ninth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 13 May 2026. Only a depositor whose name appears on the Record of Depositors as at 13 May 2026 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**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 to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM of the Company and any adjournment thereof.

Please fold here

(STAMP)

**TO,**  
The Company Secretary  
**ZHULIAN CORPORATION BERHAD** 199701000031 (415527-P)  
Suite 12-A, Level 12, Menara Northam  
No. 55, Jalan Sultan Ahmad Shah  
10050 George Town, Penang

Please fold here

Fold this flap for sealing



**ZHULIAN CORPORATION BERHAD** 199701000031 (415527-P)

Plot 42, Bayan Lepas Industrial Estate, Phase IV, 11900 Bayan Lepas, Penang, Malaysia.

Tel: 604-616 2020 Fax: 604-616 2199 Website: [www.zhulian.com](http://www.zhulian.com)