



FINANCIAL REPORT 2024



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Registration No. 190701000003 (37-K)

AYER Holdings Berhad

(Incorporated in Malaysia)

Corporate Information

Board of Directors

Lim Kee Choon
Lim Ke Hun
Lim Wan Yee
Chin Yoong Kheong
Tan Sri Arpah Binti Abdul Razak
Dato' Ng Tiong Lip
Raymond Yeoh Cheng Seong
Chang Wee Yon [Alternate Director to Lim Wan Yee]
Edwin Jose Gomes [Alternate Director to Lim Kee Choon]

Secretaries

Tai Yit Chan (MAICSA 7009143)
Tai Yuen Ling (LS 0008513)

Auditors

Khoo Wong & Chan (AF: 0736)
Chartered Accountants
8.06 - 8.08, 8th. Floor,
Plaza First Nationwide,
161, Jalan Tun H.S. Lee,
50000 Kuala Lumpur,
W.P. Kuala Lumpur,
Malaysia.

Share Registrar

Tricor Investor and Issuing House Services Sdn. Bhd.
Unit 32-01, Level 32, Tower A,
Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur,
W.P. Kuala Lumpur,
Malaysia.

Principal bankers

Malayan Banking Berhad
Hong Leong Bank Berhad

Registration No. 190701000003 (37-K)

AYER Holdings Berhad*(Incorporated in Malaysia)***Directors' Report for the year ended
31 December 2024**

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

Principal activities

The principal activities of the Company consist of the cultivation of oil palm and durian, provision of management services and investment in other companies.

The principal activities of the subsidiaries are set out in Note 13 to the financial statements.

Financial results

	Group RM'000	Company RM'000
Profit before taxation	48,967	16,369
Taxation	(12,043)	-
Profit for the year	36,924	16,369
Other comprehensive expense for the year, net of tax	(60)	(60)
Total comprehensive income for the year	36,864	16,309

Dividends

The amounts of dividends paid and proposed since the end of the previous financial year were as follows:-

	RM'000
Paid:	
<i>In respect of financial year ended 31 December 2023:</i>	
• first and final dividend of 20.0 sen per share	14,971
Proposed:	
<i>In respect of financial year ended 31 December 2024:</i>	
• final dividend of 20 sen per share	14,971
• special dividend of 20 sen per share	14,971
	29,942

Movements on reserves and provisions

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

Share capital and debentures

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

There were no issues of debentures by the Company during the financial year.

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Share options

There were no share options granted during the financial year or unissued shares under option at the end of the financial year, in respect of shares in the Company.

Directors

The Directors in office during the financial year and up to the date of the report are:-

Lim Kee Choon
 Lim Ke Hun
 Lim Wan Yee
 Chin Yoong Kheong
 Tan Sri Arpah Binti Abdul Razak
 Dato' Ng Tiong Lip
 Raymond Yeoh Cheng Seong
 Chang Wee Yon [Alternate Director to Lim Wan Yee]
 Edwin Jose Gomes [Alternate Director to Lim Kee Choon]

Pursuant to the Constitution of the Company, Lim Kee Choon and Lim Ke Hun retire and being eligible, offer themselves for re-election.

Directors of subsidiaries

The following are Directors who held office in the subsidiaries of the Company during the financial year and up to the date of this report:-

Chua Seng Yong
 Khoo Poh Gaik
 Ong Chin Teck (Appointed on 1 July 2024)
 Loh Lai Phui (Resigned on 1 July 2024)

Directors' interests

According to the Register of Directors' Shareholdings, particulars of interests of those who held office at the end of the financial year in shares in the Company and its related corporations are as follows: -

Company	Number of ordinary shares			31 December 2024
	1 January 2024	Addition	Disposal	
Direct				
Lim Kee Choon	3,184,815	-	-	3,184,815
Lim Ke Hun	4,014,077	-	-	4,014,077
Lim Wan Yee	26,000	-	-	26,000
Chang Wee Yon	37,000	-	-	37,000

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AYER Holdings Berhad

(Incorporated in Malaysia)

Directors' interests (continued)

	Number of ordinary shares			
Company	1 January 2024	Addition	Disposal	31 December 2024
Indirect				
Lim Kee Choon	14,044,510	1,000,000	-	15,044,510
Lim Ke Hun	28,000	-	-	28,000
Lim Wan Yee	16,609,008	-	-	16,609,008
Chang Wee Yon	16,609,008	-	-	16,609,008

By virtue of their interest in the Company, the following Directors are also deemed to be interested in the shares of the subsidiaries to the extent of the shares held by the Company.

Lim Kee Choon
Lim Ke Hun
Lim Wan Yee
Chang Wee Yon

None of the other Directors in office at the end of the financial year had any interest in shares in the Company and its related corporations during the financial year.

Directors' benefits

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than the benefits shown under Directors' Remuneration) 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, apart from those disclosed in the financial statements.

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

Indemnity and insurance costs

The following disclosure on particulars of indemnity given, or insurance effected for, any Director or officer of the Group is made pursuant to Section 289(7) of the Companies Act 2016:

	Premium paid RM'000	Sum insured RM'000
Directors and officers' liability insurance	25	20,000

The Directors and officers shall not be indemnified by such insurance for any deliberate negligence, fraud, intentional breach of law or breach of trust proven against them.

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

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Other statutory information

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps to:

- (i) ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
- (ii) ensure that any current assets, which were unlikely to be realised in the ordinary course of business including the values of current assets as shown in the accounting records of the Group and of the Company had been written down to an amount which the current assets might be expected so to realise.

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

- (i) would render the amounts written off for bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent; or
- (ii) would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
- (iii) have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

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

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

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

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

In the opinion of the Directors:

- (i) the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature, and
- (ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

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AYER Holdings Berhad
(Incorporated in Malaysia)

Subsidiaries

(i) Details of subsidiaries:

Details of subsidiaries are disclosed in Note 13 to the financial statements.

(ii) Independent auditors’ reports on the financial statements of the subsidiaries:

Independent auditors’ reports on the financial statements of the subsidiaries did not contain any qualifications or any adverse comment made under Section 266(3) of the Companies Act 2016.

(iii) Subsidiaries’ holding of shares in the company and other related corporations:

None of the subsidiaries had any interest in shares in the company and other related corporations during the financial year.

Directors’ remuneration

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

	Group RM'000	Company RM'000
Fees	1,339	1,339
Directors’ other emoluments	405	405
	<u>1,744</u>	<u>1,744</u>

Ultimate holding company

The Company is not a subsidiary of another corporation at the end of the financial year.

Auditors

Auditors’ remunerations of the Group and the Company for the financial year ended 31 December 2024 were as follows:-

	Group RM'000	Company RM'000
Audit fee	152	58
Other services	23	17
	<u>175</u>	<u>75</u>

Messrs. Khoo Wong & Chan have indicated their willingness to continue in office.

On behalf of the Board,

Lim Kee Choon

Raymond Yeoh Cheng Seong

Kuala Lumpur,
24 March 2025

Registration No. 190701000003 (37-K)

AYER Holdings Berhad

(Incorporated in Malaysia)

Statement by Directors

Pursuant to Section 251(2) of the Companies Act 2016

We, Lim Kee Choon and Raymond Yeoh Cheng Seong, being the Directors of AYER Holdings Berhad do hereby state on behalf of the Board of Directors that in our opinion, the financial statements set out on pages 14 to 85 give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and of their financial performance, changes in equity and cash flows for the year ended on that date in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

On behalf of the Board,

Lim Kee Choon

Raymond Yeoh Cheng Seong

Kuala Lumpur,
24 March 2025

Statutory Declaration

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, Tan Kian Whoo, being the Officer primarily responsible for the financial management of AYER Holdings Berhad do solemnly and sincerely declare that the financial statements set out on pages 14 to 85 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the *Statutory Declarations Act 1960*.

Subscribed and solemnly declared by)
Tan Kian Whoo)
at Kuala Lumpur in the)
Federal Territory)
On 24 March 2025)

Tan Kian Whoo
CA 21539

Before me,

Registration No. 190701000003 (37-K)

Khoo Wong & Chan (AF: 0736)

Chartered Accountants

8.06 – 8.08, 8th. Floor,
Plaza First Nationwide,
161, Jalan Tun H. S. Lee,
50000 Kuala Lumpur,
W.P. Kuala Lumpur.

Independent Auditors' Report To The Members of AYER Holdings Berhad

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **AYER Holdings Berhad**, which comprise the statements of financial position as at 31 December 2024 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 14 to 85.

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

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

We have determined the matters described below to be the key audit matters to be communicated in our report:-

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Khoo Wong & Chan (AF: 0736)

Chartered Accountants

8.06 – 8.08, 8th. Floor,
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Independent Auditors' Report To The Members of AYER Holdings Berhad

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
1. Revenue recognition for property development activities	
<p>For the financial year ended 31 December 2024, property development revenue of RM72,814,000/- and cost of sales of RM34,983,000/- (Note 6) accounted for approximately 68% and 73% of the Group's revenue and cost of sales respectively.</p> <p>The Group recognises property development revenue and cost of sales using the input method. The stage of completion is determined by reference to the property development costs incurred up to the end of the reporting period as a percentage of total estimated costs for the complete satisfaction of the development project.</p> <p>Significant judgment is required in the estimation of total property development costs. Where the actual total property development costs are different from the estimated total property development costs, such a difference could result in a material variance in the amount of profit or loss recognised. Accordingly, we determined this to be a key audit matter.</p> <p><i>(Refer to Note 3.4(ii)(a) for key sources of estimates and judgments.)</i></p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> • Obtained an understanding of the processes and controls over the accuracy and timing of revenue recognized in the financial statements, including controls performed by management in estimating the total property development cost, profit margin, and progress of development projects. • Reviewed sales and purchase agreements entered into with customers to obtain an understanding of the specific terms and conditions. • Evaluated assumptions applied in estimating the total property development costs by examining documentary evidence such as letters of award issued to contractors to support the budgeted gross development cost. • Considered the historical accuracy of management's forecasts for similar property development projects within the Group in evaluating the estimated total property development costs. • Performed sampling tests on actual development costs incurred to documentary evidence such as contractors' progress claims and suppliers' invoices. • Observed the progress of significant ongoing projects by performing site visits.

Continued

Registration No. 190701000003 (37-K)

Khoo Wong & Chan (AF: 0736)*Chartered Accountants*

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Independent Auditors' Report To The Members of AYER Holdings Berhad

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
2. Impairment assessment of goodwill	
<p>As at 31 December 2024, the Group's goodwill amounted to RM27,100,000/- (Note 17) which represents 4% of the Group's total assets.</p> <p>MFRS 136 Impairment of Assets requires an impairment review to be performed on goodwill at least annually and when there is an indicator of impairment.</p> <p>In carrying out the impairment assessment of goodwill the Group estimated the recoverable amount of the CGU containing goodwill based on discounted cash flow projections. The Group has concluded that no impairment is required as the recoverable amount exceeds the carrying amount of goodwill by a significant margin.</p> <p>We determined this to be a key audit matter as the impairment assessment process is highly subjective, and involves significant judgment.</p> <p><i>(Refer to Note 3.4(ii)(c) for key sources of estimates and judgments.)</i></p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> • Obtained an understanding of the process and controls over the estimation of CGU's recoverable amount. • Compared cash flow projections against recent performance and assessed the key assumptions in projections to available external industry sources of data. • Assessed and challenged the reliability of the Group's projection by comparing the actual past financial performance against previous forecast results. • Assessed the appropriateness of sensitivity analysis performed by the Group.

We have determined that there are no key audit matters to be communicated in our auditors' report of the audit of the separate financial statements of the Company.

Information other than the Financial Statements and Auditors' Report thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report but excludes the financial statements of the Group and of the Company and our auditors' report thereon.

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

Continued

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Independent Auditors' Report To The Members of AYER Holdings Berhad

Information other than the Financial Statements and Auditors' Report thereon (continued)

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

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

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgment 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.

Continued

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Independent Auditors' Report To The Members of AYER Holdings Berhad

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for 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 report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Continued

Registration No. 190701000003 (37-K)

Khoo Wong & Chan (AF: 0736)

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Independent Auditors' Report To The Members of AYER Holdings Berhad

Other Matters

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

Khoo Wong & Chan
Chartered Accountants
(AF: 0736)

Teo Kok Khoon
Partner
02135/07/2025 J
Chartered Accountant

Kuala Lumpur,
24 March 2025

Registration No. 190701000003 (37-K)

AYER Holdings Berhad
(Incorporated in Malaysia)
Statements of Comprehensive Income
for the year ended 31 December 2024

		Group		Company	
	Note	2024	2023	2024	2023
		RM'000	RM'000	RM'000	RM'000
Revenue	6	107,749	135,082	29,106	26,080
Cost of sales	6	(47,821)	(64,428)	(2,305)	(1,876)
Gross profit		59,928	70,654	26,801	24,204
Other operating income		13,013	10,262	1,867	1,781
Administration expenses		(23,967)	(22,507)	(12,292)	(9,882)
Finance cost		(7)	(12)	(7)	(12)
Profit before taxation	7	48,967	58,397	16,369	16,091
Taxation	8	(12,043)	(14,830)	-	-
Profit for the year		36,924	43,567	16,369	16,091
Other comprehensive expense					
for the year, net of tax:					
<i>Item that will not be subsequently reclassified to profit or loss:</i>					
• Net loss on financial assets at fair value through other comprehensive income	14	(60)	(108)	(60)	(108)
Total comprehensive income for the year		36,864	43,459	16,309	15,983
Attributable to owners of the Company:					
• profit for the year		36,924	43,567		
• total comprehensive income for the year		36,864	43,459		
		sen	sen		
Basic and diluted earnings per share	9	49.33	58.20		

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

Registration No. 190701000003 (37-K)

AYER Holdings Berhad

(Incorporated in Malaysia)

Statements of Financial Position as at 31 December 2024

	Note	Group		Company	
		2024	2023	2024	2023
		RM'000	RM'000	RM'000	RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	11	175,383	177,417	22,099	18,909
Right-of-use assets	12	411	168	411	168
Subsidiaries	13	-	-	247,640	246,640
Investments	14	205	265	205	265
Investment properties	15	11,025	7,221	1,206	1,222
Inventories	16	152,180	165,574	-	-
Goodwill	17	27,100	27,100	-	-
Deferred tax assets	18	1,726	860	-	-
		368,030	378,605	271,561	267,204
Current assets					
Inventories	16	44,112	27,416	66	136
Biological assets	19	1,413	864	204	130
Contract costs	20	1,060	769	-	-
Receivables	21	15,192	10,226	449	324
Contract assets	22	19,839	34,873	-	-
Current tax assets		4,421	1,939	-	-
Short-term investments	23	125,971	133,712	35,846	36,886
Deposits, cash & bank balances	24	122,639	81,158	2,951	5,145
		334,647	290,957	39,516	42,621
TOTAL ASSETS		702,677	669,562	311,077	309,825
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	25	74,945	74,945	74,945	74,945
Reserves	26	542,226	520,333	233,266	231,928
TOTAL EQUITY		617,171	595,278	308,211	306,873
Non-current liabilities					
Lease liabilities	27	193	-	193	-
Deferred tax liabilities	18	40,061	40,379	-	-
		40,254	40,379	193	-
Current liabilities					
Contract liabilities	22	-	520	-	-
Current tax liabilities		15	174	-	-
Lease liabilities	27	220	172	220	172
Payables and provisions	28	45,017	33,039	2,453	2,780
		45,252	33,905	2,673	2,952
TOTAL LIABILITIES		85,506	74,284	2,866	2,952
TOTAL EQUITY AND LIABILITIES		702,677	669,562	311,077	309,825

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

Registration No. 190701000003 (37-K)

AYER Holdings Berhad
(Incorporated in Malaysia)
Statements of Changes in Equity
for the year ended 31 December 2024

Group 2024	Note	<u>Attributable to owners of the Company</u>				
		Share capital RM'000	Non- distributable	Distributable		Total equity RM'000
			Fair value reserves RM'000	General reserves RM'000	Accumulated profits RM'000	
At 1 January 2024		74,945	25,235	250	494,848	595,278
Profit for the year		-	-	-	36,924	36,924
Other comprehensive expense for the year		-	(60)	-	-	(60)
Total comprehensive income/ (expense) for the year		-	(60)	-	36,924	36,864
Transfer within reserves:						
• transfer to accumulated profits upon disposal of property		-	(223)	-	223	-
Transaction with owners:						
• dividends	10	-	-	-	(14,971)	(14,971)
At 31 December 2024		74,945	24,952	250	517,024	617,171

2023

At 1 January 2023		74,945	29,583	250	462,012	566,790
Profit for the year		-	-	-	43,567	43,567
Other comprehensive expense for the year		-	(108)	-	-	(108)
Total comprehensive income/ (expense) for the year		-	(108)	-	43,567	43,459
Transfer within reserves:						
• transfer to accumulated profits upon disposal of:						
○ property		-	(259)	-	259	-
○ investments		-	(3,981)	-	3,981	-
		-	(4,240)	-	4,240	-
Transaction with owners:						
• dividends	10	-	-	-	(14,971)	(14,971)
At 31 December 2023		74,945	25,235	250	494,848	595,278

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

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Statements of Changes in Equity for the year ended 31 December 2024

<u>Attributable to owners of the Company</u>						
Company 2024	Note	Non- distributable		Distributable		Total equity RM'000
		Share capital	Fair value reserves	General reserves	Accumulated profits	
		RM'000	RM'000	RM'000	RM'000	
At 1 January 2024		74,945	204	250	231,474	306,873
Profit for the year		-	-	-	16,369	16,369
Other comprehensive expense for the year		-	(60)	-	-	(60)
Total comprehensive income/ (expense) for the year		-	(60)	-	16,369	16,309
Transaction with owners:						
• dividends	10	-	-	-	(14,971)	(14,971)
At 31 December 2024		74,945	144	250	232,872	308,211
2023						
At 1 January 2023		74,945	4,293	250	226,373	305,861
Profit for the year		-	-	-	16,091	16,091
Other comprehensive expense for the year		-	(108)	-	-	(108)
Total comprehensive income/ (expense) for the year		-	(108)	-	16,091	15,983
Transfer within reserves:						
• transfer to accumulated profits upon disposal of investments		-	(3,981)	-	3,981	-
Transaction with owners:						
• dividends	10	-	-	-	(14,971)	(14,971)
At 31 December 2023		74,945	204	250	231,474	306,873

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

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AYER Holdings Berhad*(Incorporated in Malaysia)***Statements of Cash Flows
for the year ended 31 December 2024**

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Cash flows from operating activities				
Profit before taxation	48,967	58,397	16,369	16,091
Adjustments for:				
Depreciation and amortisation	3,867	3,752	486	404
Gain on disposal of property, plant, and equipment	-	(22)	-	-
Fair value (gain)/loss on biological assets	(549)	109	(74)	24
Dividend income	(12)	(127)	(15,524)	(15,127)
Interest expenses	7	12	7	12
Interest and distribution income	(5,682)	(4,890)	(944)	(399)
Operating profit before working capital changes	46,598	57,231	320	1,005
(Increase)/decrease in inventories and contract costs	(2,390)	9,332	70	(27)
Decrease/(increase) in receivables and contract assets	10,120	(10,289)	(73)	58
Increase/(decrease) in payables and contract liabilities	11,757	3,595	(327)	31
Cash generated from/(absorbed by) operations	66,085	59,869	(10)	1,067
Interest and distribution income received	5,630	4,845	892	354
Tax paid	(15,881)	(17,951)	-	-
Tax refunded	13	-	-	-
Net cash generated from operating activities	55,847	46,763	882	1,421
Cash flows from investing activities				
Purchase of property, plant, and equipment (Note A)	(5,731)	(7,808)	(3,455)	(2,650)
Purchase of investment properties (Note B)	-	(1,001)	-	-
Payment for land held for property development	(1,203)	(12,680)	-	-
Placement of short-term deposits	(3,359)	(1,117)	-	-
Investment in subsidiary company	-	-	(1,000)	-
Proceeds from disposal of property, plant and equipment	-	22	-	-
Proceeds from disposal of investments	-	4,214	-	4,214
Dividend received from:				
• subsidiaries	-	-	15,512	15,000
• quoted equity securities in Malaysia	12	127	12	127
Net cash (used in)/generated from investing activities	(10,281)	(18,243)	11,069	16,691

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

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Statements of Cash Flows for the year ended 31 December 2024

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Cash flows from financing activities				
Repayments of lease liabilities	(207)	(198)	(207)	(198)
Dividend paid	(14,971)	(14,971)	(14,971)	(14,971)
Interest paid	(7)	(12)	(7)	(12)
Net cash used in financing activities	(15,185)	(15,181)	(15,185)	(15,181)
Net increase/(decrease) in cash and cash equivalents	30,381	13,339	(3,234)	2,931
Cash and cash equivalents at beginning of the year	213,441	200,102	42,031	39,100
Cash and cash equivalents at end of the year	243,822	213,441	38,797	42,031

Analysis of cash and cash equivalents

Short-term investments	125,971	133,712	35,846	36,886
Deposits, cash & bank balances	122,639	81,158	2,951	5,145
	248,610	214,870	38,797	42,031
Pledged short-term deposits	(4,788)	(1,429)	-	-
Cash and cash equivalents	243,822	213,441	38,797	42,031

Note A

Analysis of purchase of property, plant and equipment:

Current outlay	(5,432)	(7,824)	(3,455)	(2,650)
Other payables	(299)	16	-	-
Cash payment	(5,731)	(7,808)	(3,455)	(2,650)

Note B

Analysis of purchase of investment properties:

Current outlay	-	(1)	-	-
Other payables	-	(1,000)	-	-
Cash payment	-	(1,001)	-	-

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

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Notes to the Financial Statements **31 December 2024**

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General information

1.1 Principal activities

The principal activities of the Company consist of the cultivation of oil palm and durian, provision of management services and investment in other companies.

The principal activities of the subsidiaries are set out in Note 13 to the financial statements.

1.2 Legal form and domicile

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

1.3 Registered office and principal place of business

The addresses of the registered office and principal place of business are as follows: -

Registered office

12th Floor, Menara Symphony,
No. 5, Jalan Prof. Khoo Kay Kim,
Seksyen 13,
46200 Petaling Jaya,
Selangor Darul Ehsan.

Principal place of business

5th Floor, Bangunan Yee Seng,
No. 15, Jalan Raja Chulan,
50200 Kuala Lumpur,
W.P. Kuala Lumpur.

1.4 Authorisation for issue

The financial statements were authorised for issue by the Directors on 24 March 2025.

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2. Financial risk management policies

The Group and the Company's financial risk management policies seek to ensure that adequate financial resources are available for the development of the Group and of the Company's businesses whilst managing their risks. The Group and the Company operate within clearly defined guidelines that are approved by the Board and the Group and the Company's policies are to forbid speculative transactions.

The main areas of financial risks faced by the Group and by the Company and the policies in respect of the major areas of treasury activity are set out as follows: -

2.1 Interest rate risk

The Group and the Company's primary interest rate risk relates to short-term deposits with financial institutions in Malaysia. Short-term deposits generate interest income based on prevailing market rates. The Group and the Company manage their interest rate risk by placing and investing such deposits on short tenures of less than one year.

2.2 Market risk

Market price risk is the risk that the fair value or future cash flows of the Group and the Company's financial instruments will fluctuate because of changes in market prices. The Group and the Company are exposed to market price risk as follows: -

(i) Commodity price risk

The Group and the Company are exposed to market price risk arising from price fluctuations in crude palm oil ("CPO"), palm kernel ("PK") and durian in the commodity market. Management reviews these risks and takes proactive measures to mitigate their effects by monitoring the market condition and maximising production and operational efficiencies on a regular basis.

(ii) Equity price risk

The Group and the Company's investment in quoted shares and short-term investments are subject to fluctuation in market prices of equity instruments and net asset values of the unit trust funds. The Group and the Company manage the risk of unfavourable changes by cautious review of the investments before investing and continuous monitoring of their performance and risk profiles.

2.3 Credit risk

The credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits, and monitoring procedures. Credit risk is minimised and monitored by strictly limiting the Group and the Company's associations to business partners with high creditworthiness. Trade receivables are monitored on an ongoing basis based on Group management reporting procedures.

2.4 Liquidity and cash flow risks

The Group and the Company practice prudent liquidity risk management to minimise the mismatch of financial assets and liabilities and to maintain sufficient cash and cash equivalents for contingent funding requirement of working capital.

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3. Basis of preparation

3.1 Statement of compliance

The financial statements of the Group and the Company comply with Malaysian Financial Reporting Standards (MFRSs), International Financial Reporting Standards (IFRSs) and the requirements of the Companies Act 2016 in Malaysia. These financial statements also comply with the applicable disclosure provisions of the Listing Requirements of Bursa Malaysia Securities Berhad.

3.2 Basis of measurement

The financial statements of the Group and of the Company have been prepared under the historical cost basis unless otherwise indicated.

3.3 Functional and presentation currency

The financial statements are presented in Ringgit Malaysia (RM), which is the Group and the Company's functional currency. All financial information presented in RM had been rounded to the nearest thousand.

3.4 Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The 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.

Estimates and judgments

The following are the estimates and judgments made by management in the process of applying the Group and the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements:

(i) **Critical judgment made in applying accounting policies**

(a) Classification between investment properties and property, plant and equipment

The Group and the Company have developed on certain criteria based on MFRS 140 Investment Property in making judgment on whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both. Judgment is made on an individual property basis to determine whether the property qualifies as an investment property.

(b) Classification between investment properties and inventories

The Group has temporarily sub-let some completed unsold properties which are held for sale. It is not the Group's intention to hold these properties for long-term capital appreciation or rental income. Accordingly, these properties remain as inventories.

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3.4 Use of estimates and judgments (continued)

(ii) Key sources of estimation uncertainty

(a) Revenue recognition from property development activities

Revenue is recognised as and when the control of the asset is transferred to customer and it is probable that the Group will collect the consideration to which it will be entitled in exchange for the asset that will be transferred to the customer. Depending on the terms of the contract and the applicable laws governing the contract, control of the asset may transfer over time or at a point in time.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation based on the Group's efforts or inputs to the satisfaction of the performance obligation (e.g. by reference to the property development costs incurred up to the end of the reporting period as a percentage of total estimated costs for the complete satisfaction of the development project).

Significant judgment is required in determining the percentage of completion, the extent of property development costs incurred, the total estimated property development revenue and costs, as well as the recoverability of the development projects. In making the judgment, the Group evaluates them by relying on past experiences and the work of specialists.

If the Group is unable to make a reasonably dependable estimate, the Group would not recognise any profit before a contract is completed, but would recognise a loss as soon as the loss becomes evident.

The carrying amounts of the Group's property development costs and contract assets/(liabilities) as at the reporting date are disclosed in Note 16(c) & Note 22 to the financial statements respectively.

(b) Valuation of inventories

The Group assesses the expected selling price and costs to sell each of the plots or units that constitute the Group's land bank and completed development units. Cost includes the cost of acquisition of land, the cost of infrastructure and construction works, and legal and professional fees incurred during development prior to sale. Estimation of the selling price is subject to significant inherent uncertainties, in particular the prediction of future trends in the market value of land.

Whilst the Group exercises due care and attention to make reasonable estimates, taking into account all available information in estimating the future selling price, the estimates will, in all likelihood, differ from the actual selling prices achieved in future periods and these differences may, in certain circumstances, be very significant.

The carrying amount of inventories as at the reporting date is disclosed in Note 16 to the financial statements.

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(ii) Key sources of estimation uncertainty (continued)

(c) Goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units (“CGU”) to which the goodwill is allocated. Estimating the recoverable amount requires management to estimate the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The recoverable amounts of CGUs were determined on the higher of fair value less costs to sell and value in use calculations.

The carrying amount of goodwill as at the reporting date and details of impairment test are disclosed in Note 17 to the financial statements.

(d) Biological assets

The Group and the Company measure biological assets at fair value, with changes in fair value being recognised in profit or loss. The fair value determination of biological assets requires the use of estimates on the projected harvest quantities and market price of FFB as at the reporting date.

The carrying amount of biological assets as at the reporting date and key assumptions used to determine the fair value of biological assets are disclosed in Note 19 to the financial statements.

(e) Deferred tax assets

Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the temporary differences can be utilised. Significant judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The carrying amount of unrecognised deductible temporary differences as at the reporting date is disclosed in Note 18 to the financial statements.

(f) Provisions for property development expenditure

The Group recognises provisions when the Group has a present or past legal or constructive obligation, and an outflow of economic benefits will probably be required to settle the obligation and a reliable estimate can be made. The recognition of provisions involves the application of judgments about the ultimate resolution of these obligations. As a result, provisions are reviewed at each reporting date and adjusted to reflect the Group’s current best estimate.

The carrying amount of provisions as at the reporting date is disclosed in Note 28(b) to the financial statements.

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4. Material accounting policy information

4.1 Amendments to MFRSs that are effective for current financial year

The following amendments to MFRSs are applicable to the Group and the Company, which are effective for current financial year:-

Effective for financial periods beginning on or after 1 January 2024

- Amendments to MFRS 7 and MFRS 107 Supplier Finance Arrangements
- Amendments to MFRS 16 Lease Liability in a Sale and Leaseback
- Amendments to MFRS 101 Non-current Liabilities with Covenants

The initial application of these amendments has an immaterial impact on the Group and the Company's financial statements.

4.2 New MFRSs and Amendments to MFRSs ('Standards') that are yet to be effective for current financial year

No early adoption is made by the Group and the Company on the following Standards that are expected to have an application to the Group and the Company's operations. These standards have been issued by the Malaysian Accounting Standards Board ("MASB"), but are yet to be effective:-

Effective for financial periods beginning on or after 1 January 2026

- Amendments to MFRS 7 & 9 Amendments to the Classification and Measurement of Financial Instruments
- Amendments to MFRS 7 & 9 Contracts Referencing Nature-dependent Electricity
- Annual improvements to MFRS Accounting Standards – Volume 11

Effective for financial periods beginning on or after 1 January 2027

- MFRS 18 Presentation and Disclosure in Financial Statements

Effective date to be announced

- Amendments to MFRS 10 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The initial application of these standards is expected to have an immaterial impact on the Group and the Company's financial statements except the following:

MFRS 18 Presentation and Disclosure of Financial Statements

MFRS 18 '*Presentation and Disclosure in Financial Statements*' replaces MFRS 101 '*Presentation of Financial Statements*' upon its adoption. The new standard sets out new requirements for presentation and disclosures such as:

- introduces new categories and subtotals in the statement of profit or loss;
- requires disclosures of management-defined performance measures; and
- includes new requirements for the location, aggregation, and disaggregation of financial information.

The amendments will change the presentation and disclosure of the Group and the Company's primary financial statements and notes. The Group and the Company are assessing the effects on presentation and disclosure ensuing from the initial application of MFRS 18.

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4.3 Consolidated financial statements

(i) Subsidiaries

Subsidiaries are those entities controlled by the Company. Control is achieved when the Company:-

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Subsidiaries are consolidated using the acquisition method of accounting.

Under the acquisition method of accounting, the consideration transferred is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Contingent consideration is measured at fair value as part of the consideration transferred with subsequent adjustment resulting from events after the acquisition date recognised in profit or loss. Acquisition-related costs are recognised as expenses in profit or loss in the period in which they are incurred.

If a business combination is achieved in stages, the previously held equity interest in the acquiree is remeasured to the acquisition-date fair value. Any resulting gain or loss is recognised in profit or loss.

Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at acquisition-date fair value.

Goodwill is initially measured as the excess of the aggregate of the fair value of the consideration transferred, the fair value of non-controlling interest and the fair value of any previously held equity interest over the identifiable assets acquired and liabilities assumed. If the consideration is lower than the fair value of the net assets of the subsidiary acquired, the gain is recognised in profit or loss.

All intragroup transactions, balances and unrealised gains and losses are eliminated in full. Intragroup unrealised losses may indicate an impairment that requires recognition in the consolidated financial statements.

(ii) Loss of control

Upon a loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any gain or loss arising from the loss of control of a subsidiary is recognised in profit or loss and measured as the difference between:

- an aggregate of the fair value of the consideration received and the fair value of any retained interest; and
- the previous carrying amount of the assets (including goodwill), liabilities of the subsidiary and any non-controlling interests.

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(ii) Loss of control (continued)

If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity-accounted investee or as a financial asset categorised at fair value through profit or loss depending on the level of influence retained.

Changes in the Group's ownership interest in a subsidiary without loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of consideration paid or received is recognised directly in equity and attributed to the Group.

4.4 Revenue and income recognition

(i) Revenue from property development

Contracts with customers may include multiple promises to customers and are therefore accounted for as separate performance obligations. In this case, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. When these are not directly observable, they are estimated based on the expected cost plus margin.

The revenue from property development is measured at the fixed transaction price agreed under the sale and purchase agreement.

Revenue from property development is recognised as and when the control of the asset is transferred to the customer and it is probable that the Group will collect the consideration to which it will be entitled in exchange for the asset that will be transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if:-

- the Group's performance does not create an asset with an alternative use to the entity; and
- the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The Group recognises revenue over time using the input method, which is based on the Group's effort to satisfaction of the performance obligations (i.e. by reference to the property development costs incurred up to the end of the reporting period as a percentage of total estimated costs for the complete satisfaction of the development project).

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(i) Revenue from property development (continued)

The promised properties are specifically identified by their plot, lot and parcel number and their attributes (such as their size and location) in the sale and purchase agreements and the attached layout plan. Purchasers could enforce their rights to the promised properties if the Group seeks to sell the unit to another purchaser. The contractual restriction on the Group's ability to direct the promised residential property for another use is substantive and the promised properties sold to the purchasers do not have an alternative use to the Group.

The Group has the right to payment for performance completed to date according to the Housing Development Act. The Group is entitled to continue to transfer to the customer the development units promised and has the rights to complete the construction of the properties and enforce its rights to full payment.

The Group recognises sales at a point in time for the sale of completed properties, when the control of the properties has been transferred to the purchasers, being when the properties have been completed and delivered to the customers and it is probable that the Group will collect the considerations to which it will be entitled to in exchange for the assets sold.

(ii) Revenue from sale of agricultural produce

Revenue from sales of agricultural produce is recognised net of discounts and taxes at the point in time when control of the goods has transferred to the customer. Depending on the terms of the contract with the customer, control transfers upon delivery of the goods to a location specified by the customer and acceptance of the goods by the customer.

There is no element of financing present as the Group and the Company's sale of goods are either on cash terms or on credit terms of up to 30 days.

(iii) Rental income

Rental income is recognised on an accrual basis in accordance with the substance of the relevant agreements. Other rent-related income is recognised in the financial period in which the service is being rendered.

(iv) Interest income

Interest income is recognised on an accrual basis, using the effective interest method, unless collectability is in doubt, in which case it is recognised on a cash receipt basis.

(v) Dividend income

Dividend income is recognised when the right to receive payment is established.

(vi) Management fees

Management fees from the provision of management services are recognised over time when the counter parties simultaneously receive and consume the benefits.

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4.5 Employee benefits

(i) Short-term benefits

Wages, salaries, bonuses and social security contributions are recognised as expenses in the period in which the associated services are rendered by employees of the Group and of the Company. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short-term non-accumulating compensated absences such as sick leaves are recognised when the absences occur.

(ii) Defined contribution plans

As required by law, the Group and the Company make contributions to the state pension scheme, the Employees Provident Fund (“EPF”). Such contributions are recognised as expenses in profit or loss as incurred.

4.6 Borrowings costs

Borrowing costs are recognised as expenses in profit or loss using the effective interest method.

4.7 Income taxes

Income tax expense represents the sum of the current tax and deferred tax.

Current tax and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

The current tax is the amount of income taxes payable in respect of the taxable profit for a period. The Group and the Company’s liabilities for current tax are calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax is recognised in full, using the liability method, on temporary differences arising between the carrying amounts of assets and liabilities in the financial statements and their tax bases. No deferred tax is recognised for the temporary differences arising from:

- the initial recognition of goodwill; and
- the initial recognition of assets or liabilities in a transaction (other than a business combination) that affects neither accounting nor taxable profit or loss.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

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AYER Holdings Berhad*(Incorporated in Malaysia)***4.7 Income taxes (continued)**

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group and the Company intend to settle their current tax assets and liabilities on a net basis.

4.8 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	Inputs are unadjusted quoted prices in active markets for identical assets or liabilities
Level 2	Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities either directly or indirectly
Level 3	Inputs that are unobservable for the assets or liabilities

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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4.9 Impairment of assets

(i) **Non-financial assets**

The carrying amounts of non-financial assets are assessed for impairment when there is an indication that the assets might be impaired. For goodwill with an indefinite useful life, the recoverable amount is estimated at each reporting date.

Impairment is measured by comparing the carrying amounts of the assets with their recoverable amounts. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Recoverable amounts are estimated for individual assets, or if it is impossible, for the cash-generating unit (CGU). For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the CGU). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised in profit or loss immediately.

Impairment loss recognised in respect of CGU is allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a *pro rata* basis.

In respect of goodwill, no reversal is made for impairment loss previously recognised. In respect of other assets, subsequent increase in the recoverable amount of an asset is treated as reversal of the previous impairment loss. It is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in profit or loss immediately.

(ii) **Financial assets and contract assets**

At each reporting period end, the Group and the Company assess whether there has been a significant increase in credit risk for financial assets and contract assets by comparing the risk of default occurring over the expected life with the risk of default since initial recognition.

In determining whether credit risk on a financial asset and contract asset has increased significantly since initial recognition, the Group and the Company use external credit rating and other supportive information to assess deterioration in credit quality of a financial asset and contract asset. The Group and the Company assess whether the credit risk on a financial asset and contract asset has increased significantly on an individual or collective basis. For collective basis evaluation, financial assets and contract assets are grouped on the basis of similar risk characteristics.

The Group and the Company consider past loss experience and observable data such as current changes and future forecasts in economic conditions to estimate the amount of expected impairment loss. The methodology and assumptions including any forecasts of future economic conditions are reviewed regularly.

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(ii) **Financial assets and contract assets** (continued)

The amount of impairment loss is measured as the probability-weighted present value of all cash shortfalls over the expected life of the financial asset and contract asset discounted at its original effective interest rate. The cash shortfall is the difference between all contractual cash flows that are due to the Group and to the Company and all the cash flows that the Group and the Company expect to receive.

The Group and the Company measure the allowance for impairment loss on financial assets and contract assets based on the two-step approach as follows:-

(a) *12-months expected credit loss*

For a financial asset and contract asset for which there is no significant increase in credit risk since initial recognition, the Group and the Company measure the allowance for impairment loss for that financial asset and contract asset at an amount based on the probability of default occurring within the next 12 months considering the loss given default of that financial asset and contract asset.

(b) *Lifetime expected credit loss*

For a financial asset and contract asset for which there is a significant increase in credit risk since initial recognition, a lifetime expected credit loss for that financial asset and contract asset is recognised as the allowance for impairment loss by the Group and the Company. If in a subsequent period the significant increase in credit risk since initial recognition is no longer evident, the Group and the Company reverse the allowance for impairment loss measurement from lifetime expected credit loss to 12-months expected credit loss.

For trade receivables and contract assets, the Group and the Company apply the simplified approach in accordance with MFRS 9 “Financial Instruments” and measure the allowance for impairment loss based on a lifetime expected credit loss from initial recognition. The Group and the Company estimate the expected credit losses on trade receivables and contract assets using a provision matrix with reference to historical loss experience.

Financial instruments that are credit impaired are assessed on an individual basis.

The Group and the Company define a financial instrument as default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:-

- when the counterparty fails to make contractual payment as they fall due;
- the debtor is in breach of financial covenants;
- concessions have been made by the lender relating to the debtor’s financial difficulty;
- it is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- the debtor is insolvent.

The carrying amount of the financial asset and contract asset is reduced through the use of an allowance for impairment loss account and the amount of impairment loss is recognised in profit or loss.

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(ii) **Financial assets and contract assets** (continued)

The carrying amount of financial asset and contract asset is written off when there is evidence indicating that there is no reasonable expectation of recovery based on unavailability of debtor's sources of income or assets to generate sufficient future cash flows to repay the amount. The Group and the Company may write off the financial asset and contract asset despite the fact that it is still subject to enforcement activity.

4.10 **Property, plant and equipment**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of items of property, plant and equipment. No depreciation is recognised for properties in progress.

The principal annual rates adopted are as follows:-

Leasehold land	- 60 to 99 years
Buildings	- 2% to 10%
Vehicles, plant & machinery	- 10% to 25%
Furniture, fittings & equipment	- 10% to 50%

On derecognition or disposal of an item of property, plant and equipment, the difference between net disposal proceeds, if any, and its carrying amount is recognised in profit or loss. On disposal of revalued assets arising from business combinations, the amounts in fair value reserve relating to those assets are transferred to accumulated profits.

Bearer plants are initially recognised at cost. Subsequent to initial recognition, bearer plants are measured at cost less accumulated depreciation and impairment losses.

All costs directly related to bearer plants including planting expenditure are capitalised until such time as the bearer plants reach maturity, at which point all further costs are expensed and depreciation commences.

No depreciation is recognised for immature plantation.

The estimated useful lives of bearer plants are as follows:-

	<u>Immature period</u>	<u>Estimated useful life</u>
Oil palm	3 years	20 years
Durian	5 to 7 years	40 years

4.11 **Investments in subsidiaries**

Investments in subsidiaries are measured at cost less accumulated impairment losses.

On loss of control of a subsidiary, the difference between the fair value of considerations received, if any, and its carrying amount is recognised as gain or loss on derecognition in profit or loss.

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4.12 Investment properties

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

Investment properties are properties held for earning rental or capital appreciation or both. These include land held for a currently undetermined future use. Properties that are occupied by the entities in the Group are accounted for as owner-occupied rather than as investment properties.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of 50 years or leasehold period of the properties.

On derecognition or disposal of an investment property, the difference between net disposal proceeds, if any, and its carrying amount is recognised in profit or loss. On disposal of revalued assets arising from business combinations, the amounts in fair value reserve relating to those assets are transferred to accumulated profits.

4.13 Intangible assetsGoodwill

Goodwill is measured at cost less accumulated impairment losses and is reviewed annually for impairment.

For the purposes of impairment testing, goodwill is allocated to each of the Group's CGU that are expected to benefit from the synergies of the combination.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

4.14 Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is determined on the following bases:-

Category	Basis
(a) Land held for property development	Specific identification or relative sale value
(b) Property development costs	Specific identification or relative sale value
(c) Completed development units	Specific identification or relative sale value
(d) Estate stores / consumables	Weighted average

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4.14 Inventories (continued)

(a) Land held for property development

Land held for property development for which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle, is classified as non-current asset.

Cost associated with the acquisition of land includes the purchase price of the land, professional fees, stamp duties, commissions, conversion fees and other related fees.

Such asset is transferred to property development costs when development activities have commenced and when it can be demonstrated that the development activities can be completed within the normal operating cycle.

(b) Property development costs

Property development costs for which work has been undertaken and development activities are expected to be completed within the Group's normal operating cycle, are classified as current asset.

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

Property development costs comprise costs of land, land enhancement costs, direct materials, direct labour, other direct costs, attributable overheads and payments to subcontractors that meet the definition of inventories are recognised as an asset. The property development costs are subsequently recognised as an expense in profit or loss as and when the control of the asset is transferred to the customer.

Property development costs of unsold units are transferred to completed development units once the development activities are completed.

(c) Completed development units

Cost of completed development units comprises direct cost of construction and proportionate land and development costs.

(d) Estate stores and consumables

Cost of estate stores and consumables includes cost of acquisition and other incidental expenses which relate to bringing the inventories to its present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

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4.15 Biological assets

Biological assets comprise agricultural produce growing on bearer plants, which is referred to as unharvested fresh fruit bunches ('FFB') and unharvested durian fruit.

Biological assets are measured at fair value less costs to sell. Fair value is determined based on projected quantities and the estimated market price of agricultural produce. In determining the estimated FFB and durian production quantities, the Group and the Company consider the estimated yield of the biological assets which is dependent on the age of the oil palm and durian trees, the location, soil type and infrastructure.

The changes in the fair value less costs to sell of agricultural produce growing on bearer plants are recognised in profit or loss.

4.16 Contract assets / liabilities

Contract assets relate to the Group's right to consideration for completed performance under the contract but yet to be billed at the reporting date. The contract assets are transferred to receivables when the right to consideration becomes unconditional. In the case of property development, contract assets are the excess of cumulative revenue earned over the billings to-date.

Contract liabilities are the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when performance obligations are satisfied. In the case of property development, contract liabilities are the excess of the billings to-date over the cumulative revenue recognised.

4.17 Contract costs

(i) Incremental cost of obtaining a contract

The Group recognises incremental costs of obtaining contracts when the Group expects to recover these costs.

(ii) Cost to fulfil a contract

The Group recognises a contract cost that relates directly to a contract or to an anticipated contract as an asset when the cost generates or enhances resources of the Group, will be used in satisfying performance obligations in the future and it is expected to be recovered.

These contract costs are initially measured at cost and amortised on a systematic basis that is consistent with the pattern of revenue recognition to which the asset relates. An impairment loss is recognised in the profit or loss when the carrying amount of the contract cost exceeds the expected revenue less the expected cost that will be incurred.

Where the impairment condition no longer exists or has improved, the impairment loss is reversed to the extent that the carrying amount of the contract cost does not exceed the amount that would have been recognised had there been no impairment loss recognised previously.

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4.18 Financial instruments

Financial instruments are any contracts that give rise to both:

- a financial asset of one entity; and
- a financial liability or equity instrument of another entity

Financial instruments are offset when the Group and the Company have:

- a legally enforceable right to set off the recognised amounts; and
- an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(i) Financial assets

The Group and the Company classify their financial assets at initial recognition into three categories, based on the nature and purpose of the financial assets:-

- At amortised cost
- At fair value through other comprehensive income (“FVOCI”)
- At fair value through profit or loss (“FVTPL”)

At the reporting date, the Group and the Company have financial assets categorised as financial assets at amortised cost, FVOCI and FVTPL.

Classification

Category	Nature and purpose
Financial assets at amortised cost	Financial assets are measured at amortised cost if both of the following conditions are met:- (a) the financial assets are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and (b) the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
Financial assets at FVOCI	<u>Equity investments</u> This category comprises investments in equity that are not held for trading, and the Group and the Company irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income. This election is made on an investment-by-investment basis.
Financial assets at FVTPL	All financial assets not measured at amortised cost or FVOCI as described above are measured at FVTPL. Derivatives are categorised as financial assets at FVTPL unless they are designated as hedges.

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AYER Holdings Berhad*(Incorporated in Malaysia)*(i) **Financial assets** (continued)***Initial recognition and measurement***

A financial asset is recognised when, and only when, the Group and the Company become a party to the contractual provisions of the instrument.

A financial asset is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs. Trade receivables contain no significant financing component are initially measured at the transaction price.

Category	Recognition and measurement principle
Financial assets at amortised cost	Financial assets at amortised cost are subsequently measured at amortised costs using effective interest method, less impairment. Gains and losses are recognised in profit or loss when the financial assets at amortised cost are derecognised or impaired, and through the amortisation process.
Financial assets at FVOCI	<u>Equity investments</u> Subsequent to initial recognition, equity investments are measured at fair value. Any gains or losses arising from the changes in fair value of these investments are recognised in other comprehensive income and are not subsequently reclassified to profit or loss.
Financial assets at FVTPL	Financial assets categorised as FVTPL are subsequently measured at their fair value. Net gains or losses, including any impairment loss, exchange differences, interest or dividend income, are recognised in the profit or loss.

Derecognition

A financial asset is derecognised when, and only when:-

- the contractual rights to the cash flows from the financial asset expire; or
- the financial asset is transferred to another party without retaining control or substantially all risks and rewards of the asset.

On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in the profit or loss, except equity instruments at fair value through other comprehensive income.

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4.18 Financial instruments (continued)

(ii) **Financial liabilities**

The Group and the Company classify their financial liabilities at initial recognition into two categories, based on the nature and purpose for which they are issued:-

- Financial liabilities at amortised cost
- Financial liabilities at fair value through profit or loss

At the reporting date, the Group and the Company have only financial liabilities categorised as financial liabilities at amortised cost.

Financial liabilities at amortised cost

Accounting principle	Methodology
Classification	<p>These are financial liabilities other than those classified into financial liabilities at fair value through profit or loss.</p> <p>Financial liabilities at amortised cost include payables and lease liabilities.</p>
Initial recognition and measurement	<p>Financial liabilities at amortised cost are recognised when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.</p> <p>When financial liabilities at amortised cost are recognised initially, they are measured at fair value plus transaction costs.</p>
Subsequent recognition and measurement	<p>Financial liabilities at amortised cost are subsequently measured at amortised cost using the effective interest method.</p> <p>Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.</p>
Derecognition	<p>A financial liability is derecognised when, and only when, the obligation specified in the contract is discharged, cancelled or expires.</p> <p>On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in the profit or loss.</p>

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4.18 Financial instruments (continued)**(iii) Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs, and are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

4.19 Leases**(i) The Group and the Company as lessor**

The Group and the Company classify their leases as either operating lease or finance lease. Leases, where the Group and the Company retain substantially all the risks and rewards of ownerships of the leased assets are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

If the Group and the Company transfer substantially all the risks and rewards incidental to ownership of the leased assets, leases are classified as finance leases and are capitalised at an amount equal to the net investment in the lease.

(ii) The Group and the Company as lessee

The Group and the Company recognise right-of-use assets and lease liabilities at the lease commencement date.

Right-of-use assets

The right-of-use assets are initially measured at cost and comprised of the following:-

- The amount of the initial measurement of the lease liability;
- Any lease payments made at or before the commencement date of the lease, less any lease incentives received;
- Any initial direct costs incurred; and
- Any decommissioning or restoration cost.

Subsequent to initial recognition, the right-of-use assets are measured at cost less any accumulated amortisation, impairment losses and adjusted for any remeasurement of lease liabilities.

Amortisation is calculated on a straight-line basis over the estimated useful lives of the right-of-use assets. The amortisation period used is as follows:-

Buildings	-	2 years
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(ii) **The Group and the Company as lessee** (continued)

Lease liabilities

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the Group and the Company's weighted average incremental borrowing rates.

Lease payments included in the measurement of the lease liability comprise:-

- fixed payments;
- any variable lease payments;
- the amount expected to be payable under a residual value guarantee; and
- the exercise price under an extension option that the Group and the Company are reasonably certain to exercise.

Subsequent to the initial recognition, lease liabilities are measured at amortised cost using the effective interest method. Lease liabilities are re-measured when:-

- there is a change in future lease payments arising from a change in an index or rate;
- there is a change in the Group and the Company's estimate of the amount expected to be payable under a residual value guarantee; or
- the Group and the Company change their assessment of whether they will exercise a purchase, extension or termination option.

Short-term leases and low-value assets

The Group and the Company have elected to apply the recognition exemptions of the following right-of-use assets and lease liabilities:-

- short-term leases that have a lease term of 12 months or less; and
- leases of low-value assets.

Lease payments with short-term leases and low-value assets are recognised as rental expenses in the profit or loss on a straight-line basis over the lease terms.

4.20 Provisions

Provisions are recognised in the statements of financial position when the Group and the Company have a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount can be made.

4.21 Cash and cash equivalents

Cash and cash equivalents consist of bank balances, deposits repayable on demand and highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of changes in value, against which the bank overdrafts are deducted.

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AYER Holdings Berhad*(Incorporated in Malaysia)***5. Segmental information**

Management has determined the operating segments based on reports reviewed by the Board of Directors and the working group that makes strategic decisions.

Segment information is presented in respect of the Group's business. No segmental reporting by geographical segments is considered necessary as the Group is primarily involved in business operations in Malaysia. Inter-segment pricing is determined according to the normal course of business and has been established under the terms that are no less favourable than those arranged with external customers. Segment revenue, results, assets, and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

The Group's major business segments are as follows: -

- (a) *Property development*
 - developing residential and commercial properties;
- (b) *Plantation*
 - cultivating oil palm and durian; and
- (c) *Other*
 - investments, management services and others.

Group 2024	Property development RM'000	Plantation RM'000	Other RM'000	Elimination RM'000	Consolidated RM'000
Revenue					
External revenue	76,860	30,877	12	-	107,749
Inter-segment revenue	-	-	8,894	(8,894)	-
	<u>76,860</u>	<u>30,877</u>	<u>8,906</u>	<u>(8,894)</u>	<u>107,749</u>
Results					
Segment results	30,794	14,249	3,924	-	48,967
Taxation					(12,043)
Profit for the year					<u>36,924</u>

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5. Segmental information (continued)

Group 2024	Property development RM'000	Plantation RM'000	Other RM'000	Elimination RM'000	Consolidated RM'000
Assets					
Segment assets	393,813	160,169	148,794	(99)	702,677
Liabilities					
Segment liabilities	40,289	2,353	42,963	(99)	85,506
Others					
Capital expenditure	2,168	4,119	348	-	6,635
Non-cash expenses: depreciation and amortisation	1,165	2,433	269	-	3,867
2023					
Revenue					
External revenue	109,711	25,244	127	-	135,082
Inter-segment revenue	-	-	7,140	(7,140)	-
	109,711	25,244	7,267	(7,140)	135,082
Results					
Segment results	45,315	8,351	4,731	-	58,397
Taxation					(14,830)
Profit for the year					43,567
Assets					
Segment assets	363,709	156,593	149,260	-	669,562
Liabilities					
Segment liabilities	28,601	2,856	42,827	-	74,284
Others					
Capital expenditure	12,770	7,667	68	-	20,505
Non-cash expenses: depreciation and amortisation	1,203	2,308	241	-	3,752

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6. Revenue and cost of sales

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Revenue:				
Property development	76,860	109,711	-	-
Plantation	30,877	25,244	4,548	3,813
Investments	12	127	15,524	15,127
Management services	-	-	9,034	7,140
	107,749	135,082	29,106	26,080
Analysis of revenue:				
Revenue from contract with customers	107,737	134,955	13,582	10,953
Revenue from other sources	12	127	15,524	15,127
	107,749	135,082	29,106	26,080
Disaggregation of revenue from contract with customers:				
Major goods and services:				
Property development revenue	72,814	106,300	-	-
Sale of completed development units	4,046	3,411	-	-
Sale of agricultural produce	30,877	25,244	4,548	3,813
Management services	-	-	9,034	7,140
	107,737	134,955	13,582	10,953
Timing of revenue from contract with customers:				
At a point in time	34,923	28,655	13,582	10,953
Over time	72,814	106,300	-	-
	107,737	134,955	13,582	10,953
Cost of sales:				
Property development:				
• property development activities	34,983	51,663	-	-
• completed development units	1,734	1,246	-	-
	36,717	52,909	-	-
Plantation	11,104	11,519	2,305	1,876
	47,821	64,428	2,305	1,876

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7. Profit before taxation

This is arrived at:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>After charging all expenses including:</i>				
Directors' fees:				
• Company's Directors	1,339	1,098	1,339	1,098
Directors' other emoluments:				
• Company's Directors				
• current year	405	368	405	368
• adjustment for prior years	(113)	-	(113)	-
Employee benefits expense:				
• salaries and other benefits	12,780	10,560	8,688	7,062
• defined contribution plans	1,524	1,204	1,023	802
Total employee benefits expense	14,596	12,132	10,003	8,232
Auditors' remuneration:				
• audit fee	152	118	58	48
• other services	23	14	17	8
Depreciation and amortisation:				
• property, plant and equipment	3,438	3,331	265	186
• right-of-use assets	205	201	205	201
• investment properties	224	220	16	17
	3,867	3,752	486	404
Fair value loss on biological assets	-	109	-	24
Short-term lease:				
• rental of premises and car park	17	13	39	13
Interest on lease liabilities	7	12	7	12
Direct operating expenses of investment properties				
• generating rental income	127	79	13	33
• generating no rental income	24	7	-	-
Provisions for plantation related expenditure:				
• adjustment for prior years	(400)	(550)	(400)	(550)
<i>And crediting all income including:</i>				
Gross dividend income from:				
• subsidiaries	-	-	15,512	15,000
• quoted equity shares in Malaysia	12	127	12	127
Fair value gain on biological assets	549	-	74	-
Fair value gain on short-term investments	360	921	360	918

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7. Profit before taxation (continued)

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>And crediting all income including:</i>				
Interest and distribution income from:				
• short-term deposits	1,496	650	-	-
• short-term investments	4,099	4,230	944	399
• others	87	10	-	-
Total interest and distribution income	5,682	4,890	944	399
Gain on disposal of property, plant and equipment	-	22	-	-
Management fees:				
• subsidiaries	-	-	9,034	7,140
Rental of land and buildings:				
• investment properties	893	878	477	463
• others	4,377	3,484	-	-

8. Taxation

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Malaysian:				
Current tax expense/(income):				
• current year	12,799	14,530	-	-
• adjustment for previous year	428	(183)	-	-
	13,227	14,347	-	-
Deferred tax expense/(income):				
• current year	(1,036)	483	-	-
• adjustment for previous year	(148)	-	-	-
	(1,184)	483	-	-
	12,043	14,830	-	-

The tax reconciliation is as follows: -

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Taxation based on Malaysian applicable statutory tax rate of 24%	11,752	14,015	3,929	3,862
Disallowable expenses for tax purposes	1,249	2,110	250	139
Non-taxable income for tax purposes	(1,095)	(1,097)	(4,039)	(3,947)
Taxes for previous year	280	(183)	-	-
Benefit from previously unrecognised deferred tax assets	(140)	(53)	(140)	(53)
Others	(3)	38	-	(1)
Taxation recognised in profit or loss	12,043	14,830	-	-

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8. **Taxation** (continued)
Benefit from previously unrecognised deferred tax assets on payables was used to reduce current tax expenses.

9. **Earnings per share**
The basic and diluted earnings per share of the Group are calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the year as follows: -

	Group	
	2024	2023
Net profit attributable to shareholders (RM'000)	36,924	43,567
Weighted average number of ordinary shares in issue ('000)	74,853	74,853
Basic and diluted earnings per share (sen)	49.33	58.20

10. **Dividends**

	Group and Company	
	2024	2023
	RM'000	RM'000
In respect of financial year ended 31 December 2023:		
First and final dividend of 20.0 sen per share	14,971	-
In respect of financial year ended 31 December 2022:		
First and final dividend of 20.0 sen per share	-	14,971
	14,971	14,971

Dividend proposed

The following dividends in respect of the financial year ended 31 December 2024 will be proposed at the forthcoming Annual General Meeting for shareholders' approval as follows: -

	RM'000
Final dividend of 20 sen per share	14,971
Special dividend of 20 sen per share	14,971
	<u>29,942</u>

These financial statements do not reflect these proposed dividends, which when approved by shareholders, will be accrued as a liability in the financial year ending 31 December 2025.

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11. Property, plant, and equipment

Group 2024	Land & buildings (Note A) RM'000	Vehicles, plant & machinery RM'000	Furniture, fittings & equipment RM'000	Bearer plants (Note B) RM'000	Total RM'000
<i>Cost:</i>					
At 1 January 2024	171,242	2,715	4,087	33,816	211,860
Additions	607	424	992	3,409	5,432
Transfer to investment properties	(4,028)	-	-	-	(4,028)
At 31 December 2024	167,821	3,139	5,079	37,225	213,264
<i>Accumulated depreciation:</i>					
At 1 January 2024	25,037	1,979	3,562	3,865	34,443
Charge for the year	2,298	219	202	719	3,438
At 31 December 2024	27,335	2,198	3,764	4,584	37,881
<i>Carrying amount:</i>					
At 31 December 2024	140,486	941	1,315	32,641	175,383
2023					
<i>Cost:</i>					
At 1 January 2023	168,496	2,414	3,920	29,367	204,197
Additions	2,746	462	167	4,449	7,824
Disposals	-	(161)	-	-	(161)
At 31 December 2023	171,242	2,715	4,087	33,816	211,860
<i>Accumulated depreciation:</i>					
At 1 January 2023	22,738	1,937	3,333	3,265	31,273
Charge for the year	2,299	203	229	600	3,331
Disposals	-	(161)	-	-	(161)
At 31 December 2023	25,037	1,979	3,562	3,865	34,443
<i>Carrying amount:</i>					
At 31 December 2023	146,205	736	525	29,951	177,417

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11. Property, plant, and equipment (continued)

Company 2024	Land & buildings (Note A) RM'000	Vehicles, plant & machinery RM'000	Furniture, fittings & equipment RM'000	Bearer plants (Note B) RM'000	Total RM'000
<i>Cost:</i>					
At 1 January 2024	1,548	1,216	1,291	18,969	23,024
Additions	120	252	401	2,682	3,455
At 31 December 2024	1,668	1,468	1,692	21,651	26,479
<i>Accumulated depreciation:</i>					
At 1 January 2024	348	983	1,197	1,587	4,115
Charge for the year	20	104	50	91	265
At 31 December 2024	368	1,087	1,247	1,678	4,380
<i>Carrying amount:</i>					
At 31 December 2024	1,300	381	445	19,973	22,099
2023					
<i>Cost:</i>					
At 1 January 2023	1,366	1,057	1,211	16,740	20,374
Additions	182	159	80	2,229	2,650
At 31 December 2023	1,548	1,216	1,291	18,969	23,024
<i>Accumulated depreciation:</i>					
At 1 January 2023	340	906	1,172	1,511	3,929
Charge for the year	8	77	25	76	186
At 31 December 2023	348	983	1,197	1,587	4,115
<i>Carrying amount:</i>					
At 31 December 2023	1,200	233	94	17,382	18,909

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11. Property, plant, and equipment (continued)

Analysis of land and buildings:

Note A

Group 2024	Freehold land RM'000	Leasehold land RM'000	Buildings RM'000	Properties in progress RM'000	Total RM'000
<i>Cost:</i>					
At 1 January 2024	8,077	108,329	33,948	20,888	171,242
Additions	-	-	120	487	607
Reclassification	3,437	-	-	(3,437)	-
Transfer to investment properties	(4,028)	-	-	-	(4,028)
At 31 December 2024	7,486	108,329	34,068	17,938	167,821
<i>Accumulated depreciation:</i>					
At 1 January 2024	-	16,760	8,277	-	25,037
Charge for the year	-	1,433	865	-	2,298
At 31 December 2024	-	18,193	9,142	-	27,335
<i>Carrying amount:</i>					
At 31 December 2024	7,486	90,136	24,926	17,938	140,486

2023

<i>Cost:</i>					
At 1 January 2023	8,077	108,329	33,766	18,324	168,496
Additions	-	-	182	2,564	2,746
At 31 December 2023	8,077	108,329	33,948	20,888	171,242
<i>Accumulated depreciation:</i>					
At 1 January 2023	-	15,327	7,411	-	22,738
Charge for the year	-	1,433	866	-	2,299
At 31 December 2023	-	16,760	8,277	-	25,037
<i>Carrying amount:</i>					
At 31 December 2023	8,077	91,569	25,671	20,888	146,205

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11. Property, plant, and equipment (continued)

Analysis of land and buildings:

Note A

Company 2024	Freehold land RM'000	Buildings RM'000	Total RM'000
<i>Cost:</i>			
At 1 January 2024	1,002	546	1,548
Additions	-	120	120
At 31 December 2024	1,002	666	1,668
<i>Accumulated depreciation:</i>			
At 1 January 2024	-	348	348
Charge for the year	-	20	20
At 31 December 2024	-	368	368
<i>Carrying amount:</i>			
At 31 December 2024	1,002	298	1,300
2023			
<i>Cost:</i>			
At 1 January 2023	1,002	364	1,366
Additions	-	182	182
At 31 December 2023	1,002	546	1,548
<i>Accumulated depreciation:</i>			
At 1 January 2023	-	340	340
Charge for the year	-	8	8
At 31 December 2023	-	348	348
<i>Carrying amount:</i>			
At 31 December 2023	1,002	198	1,200

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11. Property, plant, and equipment (continued)

Analysis of bearer plants:

Note B

Bearer plants comprise of:

- Oil palm plantation; and
- Durian plantation.

At the end of the financial year, the Group and the Company's total planted and related value of mature and immature plantations are as follows:

Area	Group		Company	
	2024	2023	2024	2023
	Hectares	Hectares	Hectares	Hectares
Oil palm plantation:				
• Mature	1,834	1,834	247	247
• Immature	267	235	-	-
	2,101	2,069	247	247
Durian:				
• Mature	16	3	16	3
• Immature	133	146	133	146
	149	149	149	149
Carrying amount				
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Oil palm plantation:				
• Mature	9,475	10,147	525	570
• Immature	3,718	2,992	-	-
	13,193	13,139	525	570
Durian:				
• Mature	4,029	521	4,029	521
• Immature	15,419	16,291	15,419	16,291
	19,448	16,812	19,448	16,812
	32,641	29,951	19,973	17,382

The carrying amounts of the Group's land and buildings subject to operating leases are RM19,871,000 (2023: RM20,315,000).

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12. Right-of-use assets

	Group and Company	
	2024	2023
	RM'000	RM'000
<i>Cost:</i>		
At 1 January	402	402
Additions	448	-
Derecognition	(402)	-
At 31 December	448	402
<i>Accumulated depreciation:</i>		
At 1 January	234	33
Charge for the year	205	201
Derecognition	(402)	-
At 31 December	37	234
<i>Carrying amount:</i>		
At 31 December	411	168

The Group and the Company lease a building for office space. The lease typically runs for a period of 2 years (2023: 2 years) with an option to renew the lease after that date.

13. Subsidiaries

Unquoted investments at cost:

	Company	
	2024	2023
	RM'000	RM'000
At 1 January	246,640	246,640
Additions	1,000	-
At 31 December	247,640	246,640

The subsidiaries are as follows: -

Name of company	Principal country of incorporation and operation	Principal activity	Effective equity interest	
			2024	2023
<i>Direct subsidiaries</i>				
The Ayer Hitam Development Sdn. Bhd.	Malaysia	Property development for investment and sale	100%	100%
Bukit Hitam Development Sdn. Bhd.	Malaysia	Property development for investment and sale	100%	100%

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AYER Holdings Berhad*(Incorporated in Malaysia)***13. Subsidiaries (continued)**

Name of company	Principal country of incorporation and operation	Principal activity	Effective equity interest	
			2024	2023
Direct subsidiaries (continued)				
Yee Seng Plantations Sdn. Bhd.	Malaysia	Cultivation of oil palms	100%	100%
Ayer Development Sdn. Bhd.	Malaysia	Project management	100%	100%
Indirect subsidiary				
Cendana Maju Construction Sdn. Bhd.	Malaysia	Dormant	100%	100%

On 25 June 2024, the Company had subscribed 1,000,000 ordinary shares representing 100% equity interest of Ayer Development Sdn. Bhd. for a total consideration of RM1,000,000.

14. Investments***Quoted equity shares in Malaysia***

	Group and Company	
	2024	2023
	RM'000	RM'000
<i>At fair value:</i>		
At 1 January	265	4,587
Disposal	-	(4,214)
Fair value loss	(60)	(108)
At 31 December	205	265

Disposal of equity shares:

In the previous financial year, the Group and the Company sold part of the investments that no longer suited the Group and the Company's investment strategy. Those shares sold had fair values of RM4,214,000 at the time of sale and the Group and the Company realised a gain of RM3,981,000, which was transferred to accumulated profits.

Dividends from the quoted equity shares:

	Group and Company	
	2024	2023
	RM'000	RM'000
Amount recognised in profit or loss:		
• Related to shares disposed of during the year	-	116
• Related to shares held at the end of the year	12	11
	12	127

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15. Investment properties

Group 2024	Freehold land RM'000	Buildings RM'000	Total RM'000
<i>Cost:</i>			
At 1 January 2024	2,546	5,497	8,043
Transfer from property, plant and equipment	4,028	-	4,028
At 31 December 2024	6,574	5,497	12,071
<i>Accumulated depreciation:</i>			
At 1 January 2024	-	822	822
Charge for the year	-	224	224
At 31 December 2024	-	1,046	1,046
<i>Carrying amount:</i>			
At 31 December 2024	6,574	4,451	11,025
2023			
<i>Cost:</i>			
At 1 January 2023	2,546	5,496	8,042
Additions	-	1	1
At 31 December 2023	2,546	5,497	8,043
<i>Accumulated depreciation:</i>			
At 1 January 2023	-	602	602
Charge for the year	-	220	220
At 31 December 2023	-	822	822
<i>Carrying amount:</i>			
At 31 December 2023	2,546	4,675	7,221

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15. Investment properties (continued)

Company 2024	Freehold land RM'000	Buildings RM'000	Total RM'000
<i>Cost:</i>			
At 1 January 2024 and 31 December 2024	794	848	1,642
<i>Accumulated depreciation:</i>			
At 1 January 2024	-	420	420
Charge for the year	-	16	16
At 31 December 2024	-	436	436
<i>Carrying amount:</i>			
At 31 December 2024	794	412	1,206
2023			
<i>Cost:</i>			
At 1 January 2023 and 31 December 2023	794	848	1,642
<i>Accumulated depreciation:</i>			
At 1 January 2023	-	403	403
Charge for the year	-	17	17
At 31 December 2023	-	420	420
<i>Carrying amount:</i>			
At 31 December 2023	794	428	1,222

The carrying amounts of freehold land and buildings subject to operating leases of the Group and the Company are RM6,330,000 (2023: RM5,159,000) and RM1,206,000 (2023: RM1,222,000) respectively.

Fair value of investment properties

The fair values of investment properties of the Group and of the Company as at 31 December 2024 are RM58,238,000 (2023: RM32,572,000) and RM14,336,000 (2023: RM13,056,000) respectively.

The fair values of investment properties disclosed as at the reporting date are determined by the management based on the sales comparable approach that reflects the recent transaction prices for similar properties which have been sold or are being offered for sale.

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15. Investment properties (continued)

Fair value of investment properties (continued)

The fair values disclosed as at the reporting date are categorised as follows:-

Fair value hierarchy

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
• Level 1	-	-	-	-
• Level 2	58,238	32,572	14,336	13,056
• Level 3	-	-	-	-
	58,238	32,572	14,336	13,056

Level 2 fair values of investment properties have been generally derived using the sales comparison approach. Selling prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation technique is price per square foot of comparable properties.

16. Inventories

	Group		Company	
	2024	2023	2024	2023
Group	RM'000	RM'000	RM'000	RM'000
Non-current:				
Land held for property development (Note a)	152,180	165,574	-	-
Current:				
At cost / net realisable value*:				
• Estate stores / consumables	127	210	66	136
• Completed development units* (Note b)	21,299	22,026	-	-
	21,426	22,236	66	136
• Property development costs (Note c)	22,686	5,180	-	-
	44,112	27,416	66	136
Total inventories	196,292	192,990	66	136

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16. Inventories (continued)

(a) Land held for property development:

Group 2024	Land costs RM'000	Development costs RM'000	Total RM'000
<i>Cost:</i>			
At 1 January 2024	120,549	45,025	165,574
Additions	-	1,203	1,203
Transfer to property development costs	(7,071)	(7,526)	(14,597)
At 31 December 2024	113,478	38,702	152,180

2023

<i>Cost:</i>			
At 1 January 2023	112,638	43,008	155,646
Additions	8,527	4,153	12,680
Reclassification	792	(792)	-
Transfer to property development costs	(1,408)	(1,344)	(2,752)
At 31 December 2023	120,549	45,025	165,574

(b) Completed development units:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Completed development units:				
• At cost	8,762	8,325	-	-
• At realisable value	12,537	13,701	-	-
	21,299	22,026	-	-

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16. Inventories (continued)

(c) Property development costs:

Group 2024	Land costs RM'000	Development costs RM'000	Total RM'000
<i>At cost:</i>			
At 1 January 2024	5,644	81,545	87,189
Additions	-	37,309	37,309
Transfer from land held for property development	7,071	7,526	14,597
Transfer to completed development units	(18)	(988)	(1,006)
Derecognition on project completion	(4,218)	(83,905)	(88,123)
At 31 December 2024	8,479	41,487	49,966
<i>Cost recognised in profit or loss:</i>			
At 1 January 2024	3,986	78,023	82,009
Charge for the year	1,686	31,708	33,394
Derecognition on project completion	(4,218)	(83,905)	(88,123)
At 31 December 2024	1,454	25,826	27,280
<i>At carrying amount:</i>			
At 31 December 2024	7,025	15,661	22,686
2023			
<i>At cost:</i>			
At 1 January 2023	4,236	41,253	45,489
Additions	-	38,948	38,948
Transfer from land held for property development	1,408	1,344	2,752
At 31 December 2023	5,644	81,545	87,189
<i>Cost recognised in profit or loss:</i>			
At 1 January 2023	1,874	34,646	36,520
Charge for the year	2,112	43,377	45,489
At 31 December 2023	3,986	78,023	82,009
<i>At carrying amount:</i>			
At 31 December 2023	1,658	3,522	5,180

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AYER Holdings Berhad*(Incorporated in Malaysia)***16. Inventories (continued)****(c) Property development costs: (continued)**Credit facilities

On 30 September 2024, the Group has obtained banking facilities totalling RM35,000,000/- from a banker to finance working capital requirements as follows:

	RM
Revolving credit facility ("RC1")	20,000,000
Revolving credit facility ("RC2")	10,000,000
Bank guarantee (non-financial) facilities	5,000,000
	<u>35,000,000</u>

Securities

- Facilities agreement to secure the repayment of the principal sum of RM35,000,000/- together with interest thereon and all monies due and payable;
- The facilities are secured by charge over the 68 pieces of land with the banker;
- Assignment of contractor's all risk and other relevant insurance policies in relation to the projects (where applicable);
- Assignment and charge over the present and future rights, title, interest and benefit in and under the designated accounts and all monies from time to time standing to the credit of the designated accounts; and
- Letter of undertaking from the Group to meet any cost-overrun in respect of the projects (where applicable) or construction.

As of the reporting date, the creation of charges is in progress and no utilisation of such banking facilities by the Group.

17. Goodwill

	Group	
	2024	2023
	RM'000	RM'000
At 1 January and 31 December	<u>27,100</u>	<u>27,100</u>

The goodwill arose from the acquisition of Yee Seng Plantations Sdn. Bhd, ("YSP") in August 2012.

The carrying amount of goodwill is reviewed for impairment annually. Impairment is determined for goodwill by assessing the recoverable amount of the CGU to which the goodwill relates.

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17. Goodwill (continued)

Determination of recoverable amount

The recoverable amount of a CGU is determined based on fair value less costs of disposal (FVLCD). The recoverable amount is determined using income approach (Level 3 of the fair value hierarchy). The following factors are being considered in deriving at the recoverable amount:-

- (a) Estimated fair value of land and rights less incremental costs for disposing of the asset;
- (b) Estimated fresh fruit bunches price; and
- (c) Estimated yield.

The fair value of land and rights is estimated by management having regard to estimated resale value which is determined by an external independent professional valuer with appropriate recognised professional qualifications and recent experiences in the location and category of assets being valued.

Other key assumptions used are as follows:-

	<u>2024</u>	<u>2023</u>
Projection period	A 76-year cash flow projection based on the maximum lease period of the estate land	A 77-year cash flow projection based on the maximum lease period of the estate land
FFB yield per hectare ('Ha')	8 - 28 MT/Ha	8 - 28 MT/Ha
CPO price per MT	RM3,600 per MT	RM3,600 per MT
PK price per MT	RM2,270 per MT	RM1,900 per MT
Discount rates	6.65% per annum	5.50% per annum
Terminal growth rate	Zero growth rate	Zero growth rate

In assessing the recoverable amount, the management is of the view that no foreseeable changes in any of the above key assumptions would cause the carrying amount of the CGU to materially exceed its recoverable amount.

The management concluded that no impairment loss is required on goodwill as the recoverable amount exceeds the carrying amount of CGU's assets and goodwill by a significant margin.

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AYER Holdings Berhad*(Incorporated in Malaysia)***18. Deferred tax (assets) and liabilities**

The deferred tax assets and liabilities after appropriate offsetting are as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Deferred tax assets	(1,726)	(860)	-	-
Deferred tax liabilities	40,061	40,379	-	-
	<u>38,335</u>	<u>39,519</u>	<u>-</u>	<u>-</u>

The deferred tax liabilities and assets are offset as:-

- the Group and the Company have a legally enforceable right to set off current tax assets against current tax liabilities; and
- they relate to taxes levied by the same tax authority on the Company and its subsidiaries.

The movements and components of deferred tax liabilities and assets without taking into consideration the offsetting within the same tax authority are as follows:-

Deferred tax assets

Group	At 1	Amount	At 31
2024	January	recognised in	December
	RM'000	profit or loss	RM'000
		RM'000	
Inventories	(249)	(377)	(626)
Contract costs	-	(77)	(77)
Accelerated capital allowances	(3,344)	(8)	(3,352)
Payables	(1,281)	(371)	(1,652)
Unutilised tax losses	(200)	(730)	(930)
	<u>(5,074)</u>	<u>(1,563)</u>	<u>(6,637)</u>
Offsetting	4,214	697	4,911
Total	<u>(860)</u>	<u>(866)</u>	<u>(1,726)</u>
2023			
Inventories	(258)	9	(249)
Accelerated capital allowances	(3,409)	65	(3,344)
Retirement benefits	(143)	143	-
Payables	(534)	(747)	(1,281)
Unutilised tax losses	-	(200)	(200)
	<u>(4,344)</u>	<u>(730)</u>	<u>(5,074)</u>
Offsetting	4,447	(233)	4,214
Total	<u>103</u>	<u>(963)</u>	<u>(860)</u>

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18. Deferred tax (assets) and liabilities (continued)

Deferred tax liabilities

Group 2024	At 1 January RM'000	Amount recognised in profit or loss RM'000	At 31 December RM'000
Property, plant and equipment	21,333	(333)	21,000
Inventories	393	1,029	1,422
Land held for property development	12,416	(1,170)	11,246
Investment properties	171	513	684
Accelerated capital allowances	9,305	208	9,513
Biological assets	207	132	339
Payables	768	-	768
	44,593	379	44,972
Offsetting	(4,214)	(697)	(4,911)
Total	40,379	(318)	40,061

2023

Property, plant and equipment	21,667	(334)	21,333
Inventories	462	(69)	393
Land held for property development	12,510	(94)	12,416
Investment properties	171	-	171
Accelerated capital allowances	8,325	980	9,305
Biological assets	234	(27)	207
Payables	11	757	768
	43,380	1,213	44,593
Offsetting	(4,447)	233	(4,214)
Total	38,933	1,446	40,379

Deferred tax assets

Company 2024	At 1 January RM'000	Amount recognised in profit or loss RM'000	At 31 December RM'000
Accelerated capital allowances	(3,344)	(8)	(3,352)
Payables	(478)	122	(356)
Unutilised tax losses	(200)	(730)	(930)
	(4,022)	(616)	(4,638)
Offsetting	4,022	616	4,638
Total	-	-	-

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18. Deferred tax (assets) and liabilities (continued)

Company 2023	At 1 January RM'000	Amount recognised in profit or loss RM'000	At 31 December RM'000
Accelerated capital allowances	(3,409)	65	(3,344)
Payables	-	(478)	(478)
Unutilised tax losses	-	(200)	(200)
	(3,409)	(613)	(4,022)
Offsetting	3,409	613	4,022
Total	-	-	-

Deferred tax liabilities

Company 2024	At 1 January RM'000	Amount recognised in profit or loss RM'000	At 31 December RM'000
Accelerated capital allowances	3,991	598	4,589
Biological assets	31	18	49
	4,022	616	4,638
Offsetting	(4,022)	(616)	(4,638)
Total	-	-	-

2023

Accelerated capital allowances	3,372	619	3,991
Biological assets	37	(6)	31
	3,409	613	4,022
Offsetting	(3,409)	(613)	(4,022)
Total	-	-	-

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18. Deferred tax (assets) and liabilities (continued)

Unrecognised deductible temporary differences

The amounts of deductible temporary differences for which no deferred tax assets have been recognised in the statements of financial position are as follows:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
		Restated		Restated
Property, plant, and equipment	2,653	2,653	-	-
Land held for property development	11,946	11,946	-	-
Unutilised tax losses:				
• 2028 expiry	5,764	7,574	4,702	6,512
• 2029 expiry	5,722	5,722	5,722	5,722
• 2030 expiry	3,084	3,084	3,084	3,084
• 2031 expiry	1,304	1,304	1,304	1,304
• 2032 expiry	114	114	114	114
• 2033 expiry	1,151	1,151	1,151	1,151
• 2034 expiry	1,227	-	1,227	-
	18,366	18,949	17,304	17,887
	32,965	33,548	17,304	17,887

The above deductible temporary differences have no expiry date except unutilised tax losses. Deferred tax assets are only recognised in respect of these deductible temporary differences when it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

19. Biological assets

19.1 Fresh fruit bunches (FFB)

The biological assets of the Group and of the Company comprise unharvested fresh fruit bunches ('FFB').

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>At fair value less cost to sell:</i>				
Fresh fruit bunches ('FFB'):				
At 1 January	864	973	130	154
Fair value gain/(loss)	549	(109)	74	(24)
At 31 December	1,413	864	204	130

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Analysis of oil palm production:-

	Group		Company	
	2024	2023	2024	2023
<i>In Metric Tonne (MT):</i>				
• FFB harvested during the year	35,265	32,712	5,066	4,851
• Unharvested FFB included in the fair valuation of FFB	1,396	1,295	201	192

Fair value determination

The fair value of biological assets has been determined based on the market price and the estimated yield of FFB, net of estimated cost to sell. The estimated yield is dependent on the age of the oil palm trees, the location of the plantations, soil type and infrastructure. The market price of the FFB is largely dependent on the prevailing market prices of crude palm oil and palm kernel. The estimated cost to sell includes all transportation and harvesting costs.

The Group and the Company's biological assets were fair valued within Level 3 of the fair value hierarchy.

The following table shows the key unobservable inputs used in the valuation models:

Key unobservable inputs			Inter-relationship between key unobservable inputs and fair value measurement
a) FFB average selling price per MT:			
	Group	Company	
2024	RM745 to RM1,069	RM759 to RM1,069	The estimated fair value increases as the estimated selling price of FFB increases
2023	RM696 to RM834	RM707 to RM834	
b) Annual production:			
	Group MT	Company MT	
2024	35,265	5,066	The estimated fair value increases/decreases as the production of FFB increases/decreases
2023	32,712	4,851	

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19.1 Fresh fruit bunches (FFB) (continued)

Sensitivity analysis

At the reporting date, if the market prices for FFB had been 10% higher/lower, with all other variables being held constant, the profit or loss of the Group and of the Company would have been RM141,000 and RM20,000 (2023: RM86,000 and RM13,000) higher/lower.

19.2 Durian fruit

There is an insignificant output of durian for both years under review.

Accordingly, no biological assets on durian fruits are recognised in the financial statements at the reporting date.

20. **Contract costs**

	Group	
	2024	2023
	RM'000	RM'000
Incremental costs of obtaining a contract (Note a)	302	573
Cost to fulfill a contract (Note b)	758	196
	<u>1,060</u>	<u>769</u>

(a) *Incremental costs of obtaining a contract*

	Group	
	2024	2023
	RM'000	RM'000
At 1 January	573	2,257
Cost incurred during the year	326	329
Cost recognised during the year	(597)	(2,013)
At 31 December	<u>302</u>	<u>573</u>

Management expects that incremental commission fees incurred as a result of obtaining contracts are recoverable. The Group has therefore capitalised them as contract costs. Capitalised incremental costs are amortised when the related revenues are recognised.

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20. Contract costs (continued)

(b) Cost to fulfill a contract

	Group	
	2024 RM'000	2023 RM'000
At 1 January	196	74
Cost incurred during the year	961	575
Cost recognised during the year	(392)	(453)
Reclassification to receivables	(7)	-
At 31 December	758	196

These represent capitalised costs that are attributable to property development activities. These costs are expected to be recoverable and are amortised to the profit or loss when the related revenues are recognised.

21. Receivables

	Group		Company	
	2024 RM'000	2023 RM'000	2024 RM'000	2023 RM'000
Trade receivables:				
Gross receivables	3,957	8,853	179	128
Retention sum on property projects	9,281	193	-	-
	13,238	9,046	179	128
Less: Allowance for impairment	(266)	(266)	-	-
	12,972	8,780	179	128
Other receivables:				
• interest receivable	102	50	102	50
• refundable deposits	1,681	1,175	124	106
• others	196	147	58	57
	1,979	1,372	284	213
Less: Allowance for impairment	(29)	(29)	(29)	(29)
	1,950	1,343	255	184
Trade and other receivables	14,922	10,123	434	312
Prepayment and government entity	270	103	15	12
Total receivables	15,192	10,226	449	324

Trade receivables are non-interest-bearing and are generally on 10 to 90-day (2023: 10 to 90-day) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Gross retention sums included in trade receivables totalling RM9,281,000 (2023: RM193,000) are due upon expiry of retention periods ranging from 8 to 24 months (2023: 8 to 24 months) as stipulated in the sale and purchase agreements.

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21. Receivables (continued)

Trade receivables secured by credit enhancements are as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Gross receivables amounts	1,686	128	179	128
Nominal value of secured bank guarantees	2,000	300	-	300

22. Contract assets/(liabilities)

	Group	
	2024	2023
	RM'000	RM'000
Contract assets	19,839	34,873
Contract liabilities	-	(520)
	19,839	34,353

The Group issues progress billings to purchasers when the billing milestones are attained. The Group recognises revenue where the performance obligation is satisfied.

Contract assets represent the portion of revenue which progress billings have not been issued to the purchasers. The Company issues progress billings based on construction progress stated in the Housing Development Act, 1966.

Contract liabilities primarily relate to the advance consideration received/receivable from customers, which revenue is recognised over time during the development of the properties. Contract liabilities are expected to be recognised as revenue in next financial year.

The Group's contract assets/(liabilities) relating to the sale of properties as of each reporting period are summarised as follows:-

	Group	
	2024	2023
	RM'000	RM'000
<u>Contract assets:</u>		
At 1 January	34,873	26,948
Revenue recognised during the year	65,553	85,890
Progress billings issued during the year	(80,587)	(77,965)
At 31 December	19,839	34,873

Contract assets are transferred to receivables when rights to economic benefits become unconditional. This usually occurs when the Group issues billings to the purchasers.

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22. Contract assets/(liabilities) (continued)

	Group	
	2024	2023
	RM'000	RM'000
<i>Contract liabilities:</i>		
At 1 January	(520)	(193)
Revenue recognised during the year	7,261	20,410
Progress billings issued during the year	(6,741)	(20,737)
At 31 December	-	(520)

Remaining performance obligation

The remaining performance obligations at the end of the reporting period are expected to be recognised in the following periods:-

	Group	
	2024	2023
	RM'000	RM'000
• within 1 year	39,794	43,404
• more than 1 year	21,013	11,171
	60,807	54,575

23. Short-term investments

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>At fair value:</i>				
At 1 January	133,712	166,347	36,886	38,435
Additions	44,679	27,503	17,000	15,026
Redemptions	(52,780)	(61,059)	(18,400)	(17,493)
Fair value gain	360	921	360	918
At 31 December	125,971	133,712	35,846	36,886

Short-term investments represent investments in highly liquid money market funds, bond funds and fixed income funds in Malaysia that are redeemable with notice of 1 to 7 days (2023: 1 to 7 days). These funds are subject to an insignificant risk of changes in value.

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24. Deposits, cash and bank balances

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Short-term deposits	5,860	1,465	-	-
Cash and bank balances:				
• Housing development accounts	108,594	69,357	-	-
• Others	8,185	10,336	2,951	5,145
	116,779	79,693	2,951	5,145
	122,639	81,158	2,951	5,145

Housing development accounts are held pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966. These accounts are restricted from use in other operations.

The carrying amounts of short-term deposits pledged as securities for banking facilities granted to a subsidiary are disclosed in Note 32.2 to the financial statements.

25. Share capital

	Number of ordinary shares		Amount	
	2024	2023	2024	2023
	'000	'000	RM'000	RM'000
Issued and fully paid	74,853	74,853	74,945	74,945

The ordinary shares have no par value.

26. Reserves

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>Non-distributable:</i>				
Fair value reserves	24,952	25,235	144	204
<i>Distributable:</i>				
General reserves	250	250	250	250
Accumulated profits	517,024	494,848	232,872	231,474
	517,274	495,098	233,122	231,724
	542,226	520,333	233,266	231,928

Fair value reserves

The fair value reserves arise from:-

- change in fair value of business combinations achieved in stages; and
- cumulative net change in the fair value of financial assets at fair value through other comprehensive income until the financial assets are derecognised.

General reserves

- The general reserves arise from the transfer of accumulated profits.

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27. Lease liabilities

Group and Company
2024 2023
RM'000 RM'000

Entity over which key management personnel has control:

Lease liabilities:

Current	220	172
Non-current	193	-
	<u>413</u>	<u>172</u>

The movements of lease liabilities are as follows:-

Group and Company
2024 2023
RM'000 RM'000

At 1 January	172	370
Additions	448	-
Interest charged for the year	7	12
Payments of:		
• Principal	(207)	(198)
• Interest	(7)	(12)
	<u>(214)</u>	<u>(210)</u>
At 31 December	<u>413</u>	<u>172</u>

The weighted average incremental borrowing rate applied to the lease liabilities is 5.40% (2023: 4.00%) per annum.

28. Payables and provisions

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Trade payables (Note a)	21,057	13,833	307	222
Other payables:				
• accrued expenses	4,234	3,541	1,690	1,702
• deposits	1,184	1,100	165	171
• amount payable for purchase of property, plant and equipment	112	411	-	-
• others	918	987	291	285
	<u>6,448</u>	<u>6,039</u>	<u>2,146</u>	<u>2,158</u>
Trade and other payables	27,505	19,872	2,453	2,380
Provisions (Note b)	17,512	13,167	-	400
	<u>45,017</u>	<u>33,039</u>	<u>2,453</u>	<u>2,780</u>

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28. Payables and provisions (continued)

(a) Trade payables

Trade payables are non-interest-bearing and are normally settled on 30 to 60-day (2023: 30 to 60-day) terms.

Included in trade payables of the Group are retention sums for construction contracts amounting to RM4,219,000 (2023: RM3,756,000).

The retention sums are payable at the expiry period of 24-month (2023: 24-month) after the completion of respective projects.

(b) Provisions

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Provisions:				
• Plantation related expenditure	-	400	-	400
• Property development expenditure	17,512	12,767	-	-
	17,512	13,167	-	400

The movement of the provision for plantation related expenditure is as follows:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
At 1 January	400	950	400	950
Reversal during the year	(400)	(550)	(400)	(550)
At 31 December	-	400	-	400

The movement of the provision for property development expenditure is as follows:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
At 1 January	12,767	5,584	-	-
Addition during the year	4,745	7,183	-	-
At 31 December	17,512	12,767	-	-

Provisions represent probable outflow of resources related to plantation and property development activities of the Group and of the Company.

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AYER Holdings Berhad*(Incorporated in Malaysia)***29. Capital management**

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic condition. To maintain or adjust capital structure, the Group may adjust the dividend payment to shareholders. The Group's approach in managing capital is based on defined guidelines approved by the Board.

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

30. Related party disclosures

In addition to related party disclosures made elsewhere in the financial statements, set out below are other significant related party transactions:

30.1 Related party transactions:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>Transactions with subsidiaries:</i>				
Income:				
• dividend income	-	-	15,512	15,000
• management fees	-	-	9,034	7,140
Expenses:				
• rental of premises	-	-	22	-
<i>Transactions with entity over which key management personnel has control:</i>				
• lease rental	214	210	214	210
• rental of premises and carpark	17	13	17	13

The related party transactions are carried out on mutually agreed terms.

30.2 Compensation of key management personnel:

The remuneration of key management personnel during the year was as follows:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Short-term employee benefits	7,951	4,770	6,660	4,273
Contributions to defined contribution plan	759	409	618	355
	8,710	5,179	7,278	4,628

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31. Financial instruments

31.1 Liquidity risk

Liquidity risk refers to the risk that the Group and the Company will encounter difficulty in meeting financial obligations when they fall due.

The table below summarises the maturity profile of the Group and the Company's financial liabilities as at the reporting date based on contractual undiscounted repayment obligations:-

Group 2024	Within one year RM'000	One to five years RM'000	More than five years RM'000	Total RM'000
<i>Financial liabilities:</i>				
Non-interest-bearing:				
• Payables (excluding provisions)	27,505	-	-	27,505
Interest-bearing:				
• Lease liabilities:				
• principal	220	193	-	413
• interest	17	5	-	22
	237	198	-	435
2023				
<i>Financial liabilities:</i>				
Non-interest-bearing:				
• Payables (excluding provisions)	19,872	-	-	19,872
Interest-bearing:				
• Lease liabilities:				
• principal	172	-	-	172
• interest	2	-	-	2
	174	-	-	174

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31. Financial instruments (continued)

31.1 Liquidity risk (continued)

Company 2024	Within one year RM'000	One to five years RM'000	More than five years RM'000	Total RM'000
<i>Financial liabilities:</i>				
Non-interest-bearing:				
• Payables (excluding provisions)	2,453	-	-	2,453
Interest-bearing:				
• Lease liabilities:				
• principal	220	193	-	413
• interest	17	5	-	22
	237	198	-	435
2023				
<i>Financial liabilities:</i>				
Non-interest-bearing:				
• Payables (excluding provisions)	2,380	-	-	2,380
Interest-bearing:				
• Lease liabilities:				
• principal	172	-	-	172
• interest	2	-	-	2
	174	-	-	174

31.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market interest rates.

Sensitivity analysis for interest rate risk

No sensitivity analysis has been presented as the Group and the Company's exposure to interest rate risk on the following interest-bearing instruments is insignificant:-

- Fixed rate instruments

The effective interest rates of short-term deposits and lease liabilities are as follows:-

	Group		Company	
	2024	2023	2024	2023
	%	%	%	%
Short-term deposits	2.25 – 2.95	3.05 – 3.40	-	-
Lease liabilities	5.40	4.00	5.40	4.00

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31. Financial instruments (continued)

31.3 Credit risk

Credit risk is the potential loss from a transaction in the event of default by the counterparty.

The maximum exposure to credit risk for financial assets recognised in the statements of financial position equals to their carrying amounts.

Credit risk is controlled by the application of credit approvals, setting of counterparty limits and monitoring procedures. Credit risk is minimised given the Group and the Company's policies of selecting only counterparties with high creditworthiness.

The Group and the Company have no significant concentrations of credit risk with any single counterparty.

(i) Trade receivables and contract assets

The Group and the Company apply the simplified approach in measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The aging analysis of trade receivables and contract assets is as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Gross trade receivables (Note 21)	13,238	9,046	179	128
Contract assets (Note 22)	19,839	34,873	-	-
	33,077	43,919	179	128
<u>Aging analysis:</u>				
Neither past due nor impaired	32,215	43,630	179	128
Past due unimpaired:				
• 1 to 30 days past due	-	-	-	-
• 31 to 60 days past due	160	-	-	-
• 61 to 90 days past due	182	-	-	-
• more than 90 days past due	254	23	-	-
	596	23	-	-
Impaired	266	266	-	-
	33,077	43,919	179	128

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AYER Holdings Berhad*(Incorporated in Malaysia)*(i) Trade receivables and contract assets (continued)**Neither past due nor impaired**

The credit quality of trade receivables and contract assets that are neither past due nor impaired are mainly amounts due from property purchasers with end financing facilities from reputable end-financiers and customers with good collection track records with the Group and the Company.

Trade receivables also include amounts due from tenants that are secured with deposits paid by tenants prior to occupancy of premises and rentals paid in advance.

None of the Group and the Company's trade receivables and contract assets that are neither past due nor impaired have been renegotiated during the financial year.

Past due unimpaired

Trade receivables of the Group that are past due unimpaired are mainly related to the progress billings to be settled by end-buyers' financiers. It is the Group's policy to monitor the financial standing of these receivables on an ongoing basis to ensure that the Group is exposed to minimal credit risk.

Credit impaired

The trade receivables are impaired individually at the reporting date.

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that:-

- are in significant financial difficulties; and
- have defaulted on payments.

These receivables are unsecured by any collateral or credit enhancements.

The movement in the allowance for impairment loss on trade receivables is as follows:

	Group	
	2024	2023
	RM'000	RM'000
<i>Movement in allowance accounts:</i>		
At 1 January and 31 December	266	266

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31. Financial instruments (continued)

31.3 Credit risk (continued)

(ii) Other receivables

The aging analysis of the other receivables is as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
Neither past due nor impaired	1,950	1,343	255	184
Impaired	29	29	29	29
	1,979	1,372	284	213

The unimpaired other receivables are monitored closely by the Group and the Company. The expected credit loss of other receivables is determined individually after considering the financial strength of the debtors. The Group and the Company concluded that the probability of the default of these receivables is low and thus, no loss allowance has been made.

Other receivables that are impaired

The other receivables are impaired individually at the reporting date.

Other receivables that are individually determined to be impaired at the reporting date relate to a receivable in which the recoverable amount is below its carrying amount.

The movement in the allowance for impairment loss on other receivables is as follows:-

	Group and Company	
	2024	2023
	RM'000	RM'000
<i>Movement in allowance accounts:</i>		
At 1 January and 31 December	29	29

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AYER Holdings Berhad*(Incorporated in Malaysia)***31. Financial instruments (continued)****31.3 Credit risk (continued)****(iii) Deposits, cash and bank balances (excluding cash in hand)**

The counterparty risk rating of deposits, cash and bank balances with financial institutions at the reporting period end is as follows:-

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>Counterparty risk rating:</i>				
AAA	18,040	15,286	2,911	5,106
A	104,589	65,859	36	37
	<u>122,629</u>	<u>81,145</u>	<u>2,947</u>	<u>5,143</u>

31.4 Price risk

Price risk is the risk that the fair value or future cash flows of the Group and the Company's financial instruments will fluctuate because of changes in market prices (other than interest or foreign currency).

The Group and the Company are exposed to price risk arising from their investment in quoted securities and short-term investments. These quoted securities in Malaysia and short-term investments are classified as financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss respectively.

Sensitivity analysis for price risk

The table below shows the analysis of the impact arising from reasonably possible changes in the prices of the quoted securities and short-term investments:

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>Increase/(decrease) in:</i>				
• Fair value reserves:				
Quoted securities:				
• Quoted price of securities +/-3%	<u>6</u>	<u>8</u>	<u>6</u>	<u>8</u>
• Accumulated profits:				
Short-term investments:				
• Net assets value +/-1%	<u>27</u>	<u>1,337</u>	<u>27</u>	<u>369</u>

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31. Financial instruments (continued)

31.5 Fair values of financial instruments

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

As at the reporting date, the fair values of the Group and the Company's financial instruments approximate their carrying amounts unless it is impracticable to determine these values with sufficient reliability.

Methods and assumptions used to estimate fair values

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Financial instruments	Fair values determination
<ul style="list-style-type: none"> Investments 	The fair values of publicly traded instruments are based on quoted market prices.
<ul style="list-style-type: none"> Short-term investments 	The fair values of the financial assets are determined by reference to statements of account at the reporting date provided by fund managers.
<ul style="list-style-type: none"> Receivables Deposits, cash and bank balances Payables 	The carrying amounts of these financial instruments approximate fair values due to the relatively short-term maturity of these instruments.
<ul style="list-style-type: none"> Lease liabilities 	<p>The carrying amounts of current lease liabilities approximate fair values because of the short period to maturity of these instruments.</p> <p>The fair values of non-current lease liabilities are estimated based on the current rates available for lease liabilities with the same maturity profile. The carrying amount of the non-current lease liabilities are reasonable approximations of fair values due to the insignificant impact of discounting.</p>

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31. Financial instruments (continued)

31.6 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group and the Company's financial assets carried at fair value as at the reporting date:-

Group 2024	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
<i>Investments:</i>				
Quoted equity shares	205	-	-	205
<i>Short-term investments:</i>				
Money market funds, bond funds and fixed income funds	-	125,971	-	125,971
2023				
<i>Investments:</i>				
Quoted equity shares	265	-	-	265
<i>Short-term investments:</i>				
Money market funds, bond funds and fixed income funds	-	133,712	-	133,712
Company 2024				
<i>Investments:</i>				
Quoted equity shares	205	-	-	205
<i>Short-term investments:</i>				
Money market funds, bond funds and fixed income funds	-	35,846	-	35,846
2023				
<i>Investments:</i>				
Quoted equity shares	265	-	-	265
<i>Short-term investments:</i>				
Money market funds, bond funds and fixed income funds	-	36,886	-	36,886

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31. Financial instruments (continued)

31.7 Financial instruments by category

The table below provides an analysis of financial instruments categorised as follows:-

Group 2024	Note	At fair value through profit or loss RM'000	At fair value through other comprehensive income RM'000	At amortised cost RM'000	Total carrying amount RM'000
<i>Financial assets:</i>					
• Investments	14	-	205	-	205
• Receivables (excluding prepayment and government entity)	21	-	-	14,922	14,922
• Short-term investments	23	125,971	-	-	125,971
• Deposits, cash & bank balances	24	-	-	122,639	122,639
		125,971	205	137,561	263,737
<i>Financial liabilities:</i>					
• Lease liabilities	27	-	-	413	413
• Payables (excluding provisions)	28	-	-	27,505	27,505
		-	-	27,918	27,918
2023					
<i>Financial assets:</i>					
• Investments	14	-	265	-	265
• Receivables (excluding prepayment and government entity)	21	-	-	10,123	10,123
• Short-term investments	23	133,712	-	-	133,712
• Deposits, cash & bank balances	24	-	-	81,158	81,158
		133,712	265	91,281	225,258
<i>Financial liabilities:</i>					
• Lease liabilities	27	-	-	172	172
• Payables (excluding provisions)	28	-	-	19,872	19,872
		-	-	20,044	20,044

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31. Financial instruments (continued)

31.7 Financial instruments by category (continued)

Company 2024	Note	At fair value through profit or loss RM'000	At fair value through other comprehensive income RM'000	At amortised cost RM'000	Total carrying amount RM'000
<i>Financial assets:</i>					
• Investments	14	-	205	-	205
• Receivables (excluding prepayment and government entity)	21	-	-	434	434
• Short-term investments	23	35,846	-	-	35,846
• Deposits, cash & bank balances	24	-	-	2,951	2,951
		35,846	205	3,385	39,436
<i>Financial liabilities:</i>					
• Lease liabilities	27	-	-	413	413
• Payables	28	-	-	2,453	2,453
		-	-	2,866	2,866
2023					
<i>Financial assets:</i>					
• Investments	14	-	265	-	265
• Receivables (excluding prepayment and government entity)	21	-	-	312	312
• Short-term investments	23	36,886	-	-	36,886
• Deposits, cash & bank balances	24	-	-	5,145	5,145
		36,886	265	5,457	42,608
<i>Financial liabilities:</i>					
• Lease liabilities	27	-	-	172	172
• Payables (excluding provisions)	28	-	-	2,380	2,380
		-	-	2,552	2,552

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(Incorporated in Malaysia)

32. Commitments

32.1 Capital commitments

	Group		Company	
	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>Unrecognised but contracted for capital expenditure:</i>				
Property, plant and equipment	404	747	37	37

32.2 Financing commitments

Collateral for banking facilities granted to a subsidiary is as follows:-

	Group	
	2024	2023
	RM'000	RM'000
<i>Carrying amount:</i>		
Short-term deposits included in deposits, cash and bank balances	4,788	1,429

32.3 Lease commitments

Non-cancellable operating lease commitments:-

	Group		Company	
Leases as lessor	2024	2023	2024	2023
	RM'000	RM'000	RM'000	RM'000
<i>Future minimum rental receivable:</i>				
• 1 year or less	5,221	4,129	352	374
• 5 years or less but over 1 year	10,428	9,321	53	208
• over 5 years	16,888	8,019	-	-
	32,537	21,469	405	582

The Group and the Company entered into commercial property leases on their portfolio of investment properties consisting of commercial land and buildings. These leases have non-cancellable lease terms of 1 to 30 years (2023: 1 to 18 years). Lease terms on the rental contracts are negotiated on an individual basis and contain a wide range of different terms and conditions.

Analysis of Shareholdings

as at 12 March 2025

Issued and Paid-up Capital : 74,853,075 ordinary shares
 Voting Rights per share : One

(i) SIZE OF SHAREHOLDINGS

as per Record of Depositors as at 12 March 2025

Size of Shareholdings	No. of Shareholders	%	No. of Shares	% of Holding
1 - 99	101	10.01	1,047	0.00
100 - 1,000	275	27.25	218,182	0.29
1,001 - 10,000	465	46.08	1,872,588	2.50
10,001 - 100,000	125	12.39	4,071,288	5.44
100,001 - 3,742,652	39	3.87	33,022,375	44.12
3,742,653 and above	4	0.40	35,667,595	47.65
	1,009	100.00	74,853,075	100.00

(ii) THIRTY LARGEST SHAREHOLDERS

as per Record of Depositors as at 12 March 2025

No	Name	No. of Shares	% of Holding
1	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB For Twin Trees Holdings Sdn Bhd (PB)	15,044,510	20.10
2	Bee Guan Sdn Bhd	12,158,880	16.24
3	Bee Guan Sdn Bhd	4,450,128	5.95
4	Maybank Nominees (Tempatan) Sdn Bhd - Lim Ke Hun	4,014,077	5.36
5	Lim Kien Seng	3,520,815	4.70
6	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB For Lim Kee Choon (PB)	2,594,815	3.47
7	UOB Kay Hian Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Teo Siew Lai	2,583,900	3.45
8	Lim Kah Weei	2,422,373	3.24
9	Citigroup Nominees (Asing) Sdn Bhd Exempt AN for OCBC Securities Private Limited (Client A/C-NR)	1,986,400	2.65
10	Lim Peng Yan	1,968,811	2.63
11	CGS International Nominees Malaysia (Tempatan) Sdn Bhd Pledged Securities Account For Lim Kai Hee (MY3800)	1,601,000	2.14
12	Lim Kai Hee	1,544,682	2.06
13	UOB Kay Hian Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Teo Kwee Hock	1,525,500	2.04
14	CL Holdings Sdn Bhd	1,339,092	1.79
15	Teo Kwee Hock	1,287,000	1.72
16	Jeremy Chan Pooi Cheong	1,252,405	1.67
17	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB For Yong Poh Kon (PB)	1,000,000	1.34
18	Low Chee Kein	950,000	1.27
19	Lim Sum Mei	807,366	1.08
20	Joanna Chan May Lin	652,406	0.87
21	Lim Ming Loke	600,000	0.80
22	Lim Kee Choon	570,000	0.76
23	AllianceGroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hubert Lim Hing Lee (7006656)	500,000	0.67
24	Teo Siew Lai	500,000	0.67
25	Chua Poi Lang	408,000	0.55
26	Lim Kean Boon	407,366	0.54
27	Ho Kah Heng	282,000	0.38
28	Maybank Securities Nominees (Asing) Sdn Bhd Maybank Securities Pte Ltd For Lion City Enterprises Pte Ltd	280,500	0.37
29	Hubert Lim Hing Lee	215,574	0.29
30	UOB Kay Hian Nominees (Asing) Sdn Bhd Exempt AN For UOB Kay Hian Pte Ltd (A/C Clients)	209,550	0.28
		66,677,150	89.08



Analysis of Shareholdings

as at 12 March 2025

(iii) SUBSTANTIAL SHAREHOLDERS

as per Register of Substantial Shareholders as at 12 March 2025

No	Name	Direct Interest		Indirect Interest		Total Interest	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
1	Bee Guan Sdn Bhd	16,609,008	22.19	-	-	16,609,008	22.19
2	Twin Trees Holdings Sdn Bhd	15,044,510	20.10	-	-	15,044,510	20.10
3	Lim Ke Hun	4,014,077	5.36	28,000	0.04	4,042,077	5.40
4	Lim Kai Hee	3,848,682	5.14	346,574	0.46	4,195,256	5.60
5	Lim Kee Choon	3,184,815	4.25	15,044,510 ⁽¹⁾	20.10	18,229,325	24.35
6	Chang Wee Yon	37,000	0.05	16,609,008 ⁽²⁾	22.19	16,646,008	22.24
7	Lim Wan Yee	26,000	0.03	16,609,008 ⁽²⁾	22.19	16,635,008	22.22
8	Lim Hong Beng	25,000	0.03	16,609,008 ⁽²⁾	22.19	16,634,008	22.22

(iv) DIRECTORS AND KEY SENIOR MANAGEMENT: DIRECT AND INDIRECT INTERESTS IN THE COMPANY

as per Register of Directors' and Principal Officers' Shareholdings as at 12 March 2025

No	Name	Direct Interest		Indirect Interest		Total Interest	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
1	Lim Kee Choon	3,184,815	4.25	15,044,510 ⁽¹⁾	20.10	18,229,325	24.35
2	Lim Ke Hun	4,014,077	5.36	28,000	0.04	4,042,077	5.40
3	Lim Wan Yee	26,000	0.03	16,609,008 ⁽²⁾	22.19	16,635,008	22.22
4	Chin Yoong Kheong	-	-	-	-	-	-
5	Tan Sri Arpah Binti Abdul Razak	-	-	-	-	-	-
6	Dato' Ng Tiong Lip	-	-	-	-	-	-
7	Raymond Yeoh Cheng Seong	-	-	-	-	-	-
8	Chang Wee Yon	37,000	0.05	16,609,008 ⁽²⁾	22.19	16,646,008	22.24
9	Edwin Jose Gomes	-	-	-	-	-	-
10	Chua Seng Yong	125,000	0.17	-	-	125,000	0.17
11	Lee Sor Phaik	-	-	-	-	-	-
12	Jeannie Khoo Poh Gaik	-	-	-	-	-	-
13	Tan Kian Whoo	-	-	-	-	-	-
14	Ong Chin Teck	-	-	-	-	-	-

Note:

⁽¹⁾ Deemed interest by virtue of his substantial shareholding in Twin Trees Holdings Sdn Bhd, a substantial shareholder of the Company.

⁽²⁾ Deemed interest by virtue of his/her substantial shareholding in Bee Guan Sdn Bhd, a substantial shareholder of the Company.

Properties Held by the Group

as at 31 December 2024

Location	Description	Land Area/ *Gross Floor Area	Existing use	Date of Acquisition	Tenure	Approximate age of building (years)	Net Book Value as at 31.12.2024 RM'000
Gali Estate 6 th Mile, Jalan Lipis 27600 Raub, Pahang	Oil Palm and Durian Estate	402 hectares (993 acres)	Plantation	1967/69	Freehold	-	1,002
Kretay Estate 24300 Kerteh Kemaman, Terengganu	Oil Palm Estate	1,947 hectares (4,811 acres)	Plantation	2001	Leasehold 99 years expiring July 2100	-	71,615
Mukim Pasir Raja Dungun, Terengganu	Undeveloped agricultural land	2,025 hectares (5,003 acres)	Secondary jungle	2003	Leasehold 60 years expiring March 2063	-	18,520
Lot 2616, Mukim Petaling, District of Petaling, Selangor	Land for development	47 hectares (116 acres)	Rent (partially) and future development	1993	Freehold	-	18,139
Bandar Bukit Puchong, Puchong, Selangor	Land for development	182 hectares (450.2 acres)	On-going mixed-development and future development	1993	Freehold	-	115,336
Bandar Bukit Puchong, Puchong, Selangor	6-Storey Car Park	*31,443 square metres	Car park operation	2016	Freehold	9	15,828
Bandar Bukit Puchong, Puchong, Selangor	Sales Gallery	*2,616 square metres	Sales Gallery & Office	2016	Freehold	9	6,039
Bandar Puchong Utama, Puchong, Selangor	Land for development	3.7 hectares (9 acres)	On-going and future development	1993	Freehold	-	4,055
Bukit Beruntung Rawang, Selangor	Bungalow land	1.4 hectares (3.5 acres)	Vacant	2005/06	Freehold	-	1,750
Bandar Bukit Puchong, Puchong, Selangor	16 units low cost factory	*2,384 square metres	Investment property	1999	Freehold	25	1,206



Notice of the 114th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 114th Annual General Meeting (“AGM”) of AYER Holdings Berhad (“AYER” or the “Company”) will be held at Bukit Puchong Gallery, Lot 59244, Jalan BP 7/15, Bandar Bukit Puchong, 47120 Puchong, Selangor on Friday, 23 May 2025 at 2:00 p.m. for the purpose of considering the following:-

Ordinary Business

- | | |
|---|--------------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. To approve the payment of a final dividend of 20.0 sen per ordinary share and a special dividend of 20.0 sen per ordinary share (Total dividend of 40.0 sen per ordinary share) for the financial year ended 31 December 2024. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors’ fees and benefits payable to the Directors of the Company not exceeding RM1,900,000 for the period from 24 May 2025 until the conclusion of the 115 th AGM. | Ordinary Resolution 2 |
| 4. To re-elect Mr Lim Kee Choon who is retiring pursuant to Article 93 of the Company’s Constitution, who being eligible offers himself for re-election. | Ordinary Resolution 3 |
| 5. To re-elect Mr Lim Ke Hun who is retiring pursuant to Article 93 of the Company’s Constitution, who being eligible offers himself for re-election. | Ordinary Resolution 4 |
| 6. To re-appoint Messrs. Khoo Wong & Chan as Auditors of the Company and to authorise the Directors to determine their remuneration. | Ordinary Resolution 5 |

Special Business

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

- | | |
|--|-----------------------|
| 7. As Ordinary Resolution
- Continuing in Office as an Independent Non-Executive Director - Mr Chin Yoong Kheong | Ordinary Resolution 6 |
| “THAT the authority be and is hereby given to Mr Chin Yoong Kheong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.” | |
| 8. To transact any other ordinary business of which due notice shall have been given. | |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT the final dividend of 20.0 sen per ordinary share and the special dividend of 20.0 sen per ordinary share (Total dividend of 40.0 sen per ordinary share) for the financial year ended 31 December 2024, if approved, will be paid on 13 June 2025. The entitlement date for the dividend payment is 4 June 2025.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the depositor’s securities account before 4.30 p.m. on 4 June 2025 in respect of transfer; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN

(SSM PC NO. 202008001023) (MAICSA 7009143)

TAI YUEN LING

(SSM PC NO. 202008001075) (LS 0008513)

Company Secretaries

23 April 2025

Petaling Jaya

Notice of the 114th Annual General Meeting

Notes :

- i) A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or attorney or other duly authorised representative to attend and vote in his stead. A proxy may, but need not be a member of the Company. A member may appoint any person to be his proxy. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- ii) A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- iii) For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- iv) Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- v) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:

In hard copy form

By hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;

Online

As in the case of an appointment made via online lodgment facility, please login to the link website at <https://tiih.online>. Please refer to the Administrative Guide on how to register to TIIH Online and submit your Form of Proxy electronically.

- vi) For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at **15 May 2025** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.

Notice of the 114th Annual General Meeting

EXPLANATORY NOTES:-

1. **Agenda No. 1**

This Agenda item is meant for discussion only as the provision of Section 248 and Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence this item is not put forward for voting.

2. **Ordinary Resolution 2**

Section 230(1) of the Companies Act 2016 provides amongst others, that “the fees” of the directors and “any benefits” payable to the Directors of a listed company shall be approved at a general meeting. In this respect, the Board agreed that the shareholders’ approval shall be sought at the 114th AGM on the Directors’ remuneration in a resolution as below:-

- *Ordinary Resolution 2 on payment of Directors’ Fees and benefits payable to the Directors of the Company not exceeding RM1,900,000 for the period from 24 May 2025 until the conclusion of the 115th AGM (“Relevant Period”).*

The payment of the Directors’ fees of RM1,600,000 for the period from 24 May 2025 until the conclusion of the 115th AGM will only be made if the Ordinary Resolution 2 has been passed at the 114th AGM pursuant to Article 74 of the Company’s Constitution and Section 230(1) of the Companies Act 2016.

The benefits payable to the Directors of the Company comprises the allowances and other emoluments payable to the Directors of the Company as follows:-

	RM
<i>Independent Non-Executive Directors</i>	<i>171,000</i>
<i>Non-Independent Non-Executive Directors</i>	<i>129,000</i>
<i>Total*</i>	<i>300,000</i>

Notes:

- * *Inclusive of meeting fees, medical claims, mobile phone bills, professional membership, insurance premium, traveling, training and entertainment.*

The estimated total amount of benefits payable for the Relevant Period of not exceeding RM300,000 was determined based on the various factors including the number of scheduled meetings for the Board and Board Committees as well as the extent of involvement of the respective Directors.

Payment of Directors’ fees and benefits payable to the Directors of the Company for the period from 24 May 2025 until the conclusion of the 115th AGM will be made by the Company on a monthly basis and/or as and when incurred if the Ordinary Resolution 2 have been passed at the 114th AGM. The Board is of the view that it is just and equitable for the Directors of the Company to be paid the Directors’ fees and the benefits payable for the period from 24 May 2025 until the conclusion of the 115th AGM on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the financial period from 24 May 2025 until the conclusion of the 115th AGM.

3. **Ordinary Resolutions 3 and 4 – Re-election of Directors**

The profiles of the Directors standing for re-election are set out in the Annual Report 2024.

The Board had through the Nomination and Remuneration Committee, carried out the necessary assessment of the retiring Directors and concluded that they have:-

- i) *Met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors; and*
- ii) *Met the fit and proper criteria pursuant to the Fit and Proper Policy adopted.*

Save as disclosed in the Annual Report, the retiring Directors have no other conflict of interest with the Group. The Board, save for the retiring Directors, who have abstained from the deliberation and decision on the proposed re-election of themselves at the relevant Board meeting, is supportive of the re-election of the retiring Directors.

Notice of the 114th Annual General Meeting

4. **Ordinary Resolution 5 - Re-appointment of Auditors**

The Board had, through the Audit Committee, considered the re-appointment of Messrs. Khoo Wong & Chan as the Auditors of the Company. The factors considered by the Audit Committee are as disclosed in the Audit Committee Report in the Annual Report 2024.

5. **Ordinary Resolution 6 - Continuing in Office as an Independent Non-Executive Director - Mr Chin Yoong Kheong**

Ordinary Resolution 6 is to seek shareholders' approval by way of a two-tier voting process on the retention of Mr Chin Yoong Kheong who has served as Independent Director in the Company for more than nine (9) years.

The Board has assessed the independence of Mr Chin Yoong Kheong and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- a. *He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to provide check and balance and bring an element of objectivity to the Board;*
- b. *He is familiar with the Company's business operations and is able to advise the Board diligently on business matters;*
- c. *He was not appointed by any controlling shareholder and hence the issue on special relationship with or loyalty to any controlling shareholder does not arise;*
- d. *He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making by actively participating in board discussion and provided an independent voice to the Board; and*
- e. *He has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and shareholders.*

The Board considered Mr Chin Yoong Kheong to be independent based on the above justifications and recommended him to be retained as an Independent Non-Executive Director of the Company.

PERSONAL DATA POLICY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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PROXY FORM

AYER HOLDINGS BERHAD (REGISTRATION NO. 190701000003 (37-K))
(Incorporated in Malaysia)

CDS Account No.	
No. of Shares Held	

I/We, _____ NRIC/Passport/Company No. _____
[Please fill in full name] (Please use block letters) *[Please fill NRIC/Passport/Company No.]*
(Please use block letters)

of _____
[Please fill in address]

being a member/members of **AYER HOLDINGS BERHAD** hereby appoint _____
[Please fill in full name] (Please use block letters)

NRIC/Passport No. _____ of _____
[Please fill NRIC/Passport/Company No.]
(Please use block letters)

_____ *[Please fill in address]*

and/or failing him, _____/Passport No. _____
[Please fill in full name] (Please use block letters) *[Please fill NRIC/Passport/Company No.]*
(Please use block letters)

of _____
[Please fill in address]

or failing him, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the 114th Annual General Meeting of the Company to be held at Bukit Puchong Gallery, Lot 59244, Jalan BP 7/15, Bandar Bukit Puchong, 47120 Puchong, Selangor on Friday, 23 May 2025 at 2:00 p.m. or at adjourned meeting, and to vote as indicated below:-

RESOLUTIONS		FOR	AGAINST
Payment of final and special dividends	Ordinary Resolution 1		
Payment of Directors' fees and benefits payable	Ordinary Resolution 2		
Re-election of Mr Lim Kee Choon as Director	Ordinary Resolution 3		
Re-election of Mr Lim Ke Hun as Director	Ordinary Resolution 4		
Re-appointment of Messrs Khoo Wong & Chan as Auditors and authorising Directors to determine their remuneration	Ordinary Resolution 5		
Continuing in office as an Independent Non-Executive Director - Mr Chin Yoong Kheong	Ordinary Resolution 6		

(Please indicate with an 'X' in the space provided whether you wish your votes to be cast "FOR" or "AGAINST" the resolutions. In the absence of specific direction, your proxy will vote or abstain as he thinks fit. However, if two proxies are appointed, please specify in the table below the number of shares represented by each proxy, failing which the appointment shall be invalid.)

Name of Proxy	Proportion of Shares Held
1.	
2.	
Total number of shares held	

Signed this _____ day of _____, 2025

Signature of Shareholder(s)/Common Seal

Fold this flap for sealing

Notes :

- i) A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or attorney or other duly authorised representative to attend and vote in his stead. A proxy may, but need not be a member of the Company. A member may appoint any person to be his proxy. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- ii) A member of the Company who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- iii) For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- iv) Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- v) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:

Then fold here

**AFFIX
STAMP**

The Share Registrar

Tricor Investor & Issuing House Services Sdn Bhd

Registration Number: 197101000970(11324-H)

Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3, Bangsar South
No. 8 Jalan Kerinchi, 59200, Kuala Lumpur

1st fold here

In hard copy form

By hand or post to the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;

Online

As In the case of an appointment made via online lodgment facility, please login to the link website at <https://tiih.online>. Please refer to the Administrative Guide on how to register to TIH Online and submit your Form of Proxy electronically.

- vi) For the purpose of determining a member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at **15 May 2025** and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms as set out in the Notice of Annual General Meeting dated 23 April 2025.



AYER HOLDINGS BERHAD
190701000003 (37-K)

5th Floor, Bangunan Yee Seng
No. 15, Jalan Raja Chulan
50200 Kuala Lumpur Malaysia

Tel : +603 2034 2366
Fax : +603 2034 2866

<https://www.ayer.com.my>