

CORPORATE GOVERNANCE REPORT

STOCK CODE : 7103
COMPANY NAME : SPRITZER BHD
FINANCIAL YEAR : December 31, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

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

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is mindful of its responsibilities to the Company's shareholders and other stakeholders in providing leadership and strategic direction to the Company, with a view to creating and delivering sustainable value and long-term success through effective leadership and oversight of the Group's businesses.</p> <p>In this regard, the Board is responsible for setting the Group's strategic aims and objectives, establishing its vision, values and standards, and overseeing the implementation of strategies, policies and performance. The Board focuses on guidance, oversight and direction, and does not engage in the day-to-day management of the Group.</p> <p>The Managing Director, Group Chief Executive Officer and Executive Directors are primarily responsible for implementing the strategies and policies approved by the Board and for managing the day-to-day operations of the Group. Management supports the Executive Directors in carrying out the financial, operational and administrative functions of the Company.</p> <p>To ensure the effective discharge of its functions and responsibilities, the Board has delegated certain authorities to the Managing Director, the Group Chief Executive Officer, Management and the Board Committees, namely the Audit Committee ("AC"), Nomination Committee ("NC"), Remuneration Committee ("RC"), Executive Committee ("EXCO") and Employees' Share Grant Plan ("SGP") Committee, in accordance with their respective Terms of Reference. The ultimate responsibility for all matters deliberated and decided by these Committees remains with the Board, and the Chairmen of the respective Board Committees report to the Board on key matters deliberated at Committee meetings.</p> <p>The Independent Non-Executive Directors provide objective and independent judgement to Board deliberations, contributing to an</p>

	<p>effective system of checks and balances in the Board’s decision-making process.</p> <p>In carrying out its oversight role, the Board takes into account corporate governance, risk management and sustainability considerations in guiding the Group’s strategic direction, as further disclosed in the Statement on Risk Management and Internal Control and the Sustainability Statement of this Annual Report.</p>	
<p>Explanation for departure</p>		
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>		
<p>Timeframe</p>		

Intended Outcome

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

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied	
Explanation on application of the practice	:	The Chairman, Dato' Seri Lim A Heng @ Lim Kok Cheong, who holds a Non-Executive position, is responsible for providing leadership to the Board and ensuring its effectiveness in directing the Company and the Group. The Chairman leads the Board in fostering good corporate governance practices and facilitates effective Board deliberations. The roles and responsibilities of the Chairman are clearly set out in the Board Charter, which is available on the Company's website.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The roles and responsibilities of the Chairman, Dato' Seri Lim A Heng @ Lim Kok Cheong and the Group Chief Executive Officer, Mr Lim Seng Lee are separated and held by different individuals to ensure an appropriate balance of power and authority.</p> <p>The Chairman is responsible for leading the Board and ensuring its effectiveness, while the Group Chief Executive Officer has overall responsibility for organisational effectiveness and the implementation of the Board's policies and decisions. The separation of responsibilities between the Chairman and the Group Chief Executive Officer is set out in the Board Charter.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>	
Application :	Applied
Explanation on application of the practice :	The Non-Executive Chairman of the Board, namely Dato' Seri Lim A Heng @ Lim Kok Cheong serves solely as Chairman of the Board and is not appointed as a member of the AC, NC or RC. This arrangement is intended to ensure appropriate checks and balances and to facilitate objective review by the Board Committees.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

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

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is supported by two (2) professionally qualified and competent Company Secretaries. All Directors have unrestricted access to the services of the Company Secretaries in the discharge of their duties.</p> <p>The Company Secretaries provide governance advice to the Board and its Committees, ensure compliance with applicable laws, rules and regulations, and facilitate the effective functioning of Board and Board Committee meetings. They continuously keep themselves abreast of relevant developments in corporate governance, company law and regulatory requirements through ongoing training and professional development.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied	
Explanation on application of the practice	:	<p>Directors are provided with Board meeting agendas and papers containing relevant and timely information prior to meetings to facilitate informed deliberation and decision-making.</p> <p>The Managing Director, Group Chief Executive Officer and Executive Directors present Board papers and provide explanations on matters tabled for consideration. Senior Management and external advisers may be invited to attend Board meetings, where necessary, to provide additional information or clarification.</p> <p>All deliberations, decisions and conclusions of Board and Board Committee meetings, including instances where Directors abstain from deliberation or voting, are properly recorded in the minutes. The Company Secretaries attend all Board and Board Committee meetings and ensure that the proceedings are accurately documented.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company’s website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board is guided by the Board Charter which sets out the roles, functions, authority, responsibilities, membership, key matters reserved for the Board, relationships with management and other matters.</p> <p>The Board Charter is reviewed periodically to ensure its continued relevance and effectiveness, taking into account regulatory developments and the evolving needs of the Company, and is available on the Company’s website.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has formalised a Directors' Code of Ethics and Conduct, which sets out the standards of conduct expected of Directors and is incorporated in the Board Charter.</p> <p>Directors are required to disclose any conflict of interest or material personal interest in the affairs of the Group as soon as they become aware of such interest and to abstain from deliberation and decision-making on the relevant matters.</p> <p>The Board has also adopted a Policy on Conflict of Interest to ensure that appropriate processes are in place to manage potential conflict situations.</p> <p>The Board Charter and the Policy on Conflict of Interest are available on the Company's website.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company has established a Whistleblower Policy which provides a platform for Board members, employees, contractors, suppliers, customers and other stakeholders to report suspected or actual misconduct or improper practices in a confidential manner. All reports received are escalated to the Audit Committee for appropriate review and action.</p> <p>The Whistleblower Policy is available on the Company’s website.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board holds ultimate accountability for the governance of sustainability and provides strategic direction on the Group's sustainability strategy, priorities and material sustainability matters, including climate-related considerations. Sustainability governance is embedded within the Group's overall governance framework to ensure sustainability risks and opportunities are considered in strategy formulation, major initiatives and risk management.</p> <p>At management level, strategic management and implementation of material sustainability matters are driven by the Group Chief Executive Officer and Executive Committee, who translate Board-approved sustainability priorities into operational plans, policies and programmes across the Group. This integrated governance structure supports the effective management of sustainability risks and opportunities in alignment with the Group's long-term strategy and value creation objectives.</p> <p>Details on the Group's sustainability governance structure, including roles and responsibilities at Board and management levels, are set out in the Sustainability Statement of the Annual Report 2025.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 4.2

The board ensures that the company’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board ensures that sustainability strategies, priorities, material matters and performance are communicated through structured and transparent reporting. Sustainability-related information is disclosed through the Sustainability Statement in the Annual Report, providing stakeholders with an overview of the Group’s sustainability framework, governance approach, material sustainability matters and progress for the reporting period.</p> <p>In addition, sustainability-related risks, including ESG and climate-related risks, are communicated through the Statement on Risk Management and Internal Control disclosures. This integrated disclosure approach supports informed stakeholder understanding of how sustainability considerations are embedded within governance, risk oversight and long-term business strategy.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board remains informed of sustainability issues relevant to the Group, including climate-related risks and opportunities, through established governance and risk management processes. Sustainability-related risks are integrated into the Group’s enterprise risk management framework, enabling regular identification, assessment and escalation of material ESG and climate-related risks.</p> <p>These matters are communicated and deliberated at management and Board levels, supporting the Board’s understanding of emerging sustainability developments and enabling effective oversight of sustainability considerations in strategic and operational decision-making.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company’s material sustainability risks and opportunities.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board exercises oversight of material sustainability risks and opportunities through its governance and risk management responsibilities. Sustainability-related matters are embedded within the Group’s enterprise risk management framework and materiality assessment process, which are reviewed and validated by the Board to ensure accountability and appropriate prioritisation of risks and opportunities.</p> <p>Through ongoing oversight of risk management, materiality outcomes and sustainability governance processes, the Board reinforces the integration of sustainability considerations into business oversight and decision-making, supporting the Group’s long-term resilience and value creation.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>Sustainability governance within the Group is managed through a structured governance framework rather than through the designation of a single individual. Ultimate accountability rests with the Board, with management-level leadership driven by the Group Chief Executive Officer and Executive Committee.</p> <p>Operational support is provided by the Sustainability Unit, which supports sustainability governance through group-wide data consolidation, benchmarking, gap analysis and coordination of sustainability reporting. This structure enables sustainability risks and opportunities to be addressed in an integrated and cross-functional manner in support of the Group's long-term strategy and success.</p>

Intended Outcome

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

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, with the assistance of the NC, oversees the composition of the Board to ensure that it remains effective, balanced and appropriate to support the Company's strategic direction and long-term sustainability.</p> <p>The NC conducts periodic reviews of the Board's composition, including the mix of skills, experience, independence, diversity and tenure of Directors, to ensure that the Board continues to possess the necessary competencies and perspectives. Where appropriate, the NC recommends measures to refresh the Board's composition to maintain its effectiveness and independence.</p> <p>In addition, the NC reviews the performance and contribution of each Director on an annual basis as part of the Board evaluation process. Recommendations for the re-election or continued service of Directors are made based on the outcome of such evaluations, taking into account the Director's performance, contribution and the needs of the Board.</p> <p>Through this structured review and evaluation process, the Board ensures that its composition is periodically refreshed and remains aligned with the Company's strategic priorities and governance expectations.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	<p>The Board comprised eight (8) Directors, of whom three (3) are Independent Directors, representing 37.5% of the Board, during the financial year ended December 31, 2025.</p> <p>While this composition complies with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, which require at least one-third of the Board to comprise Independent Directors, the Board did not meet the recommendation under MCCG Practice 5.2 for at least half of the Board to comprise Independent Directors.</p> <p>The Board recognises the importance of Board independence in promoting objective judgement and effective oversight. The NC periodically reviews the composition of the Board, taking into account the balance of skills, experience, independence, diversity and continuity, as well as the needs of the Company.</p> <p>The Board will consider increasing the proportion of Independent Directors as and when suitable opportunities arise, having regard to the evolving needs of the Company and the availability of appropriately qualified candidates.</p>	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied	
Explanation on application of the practice	:	For financial year ended December 31, 2025, the Board comprised three (3) Independent Directors and none of the Independent Directors of the Company has served for a cumulative term of more than nine (9) years.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>Appointments to the Board and Senior Management are based on objective criteria, including merit, skills, experience, professionalism, integrity and time commitment, with due consideration given to diversity, including gender, age, ethnicity and professional background. The NC is responsible for reviewing and assessing the composition, size and mix of skills, experience, independence and diversity of the Board, as well as evaluating candidates for appointment to the Board and Senior Management. In assessing the suitability of candidates, the NC also considers the ability of candidates to devote sufficient time and commitment to the role, taking into account their other commitments and directorships.</p> <p>All Directors comply with Paragraph 15.06 of the Main Market Listing Requirements, which limits the number of directorships in public listed companies.</p> <p>The Board is satisfied that the current appointment and evaluation processes support effective leadership, objective decision-making and the long-term interests of the Company, while ensuring appointments are made based on merit and suitability.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board, through the NC, recognises the importance of adopting a structured and objective approach in identifying candidates for appointment to the Board. In this regard, while recommendations from existing Directors, Management or major shareholders may be considered where appropriate, such recommendations are not the sole basis for the selection of candidates.</p> <p>In evaluating the suitability of candidates, the NC assesses, inter alia, the candidates' competencies, experience, integrity, character, time commitment and potential contribution to the Board. For candidates proposed for appointment as Independent Non-Executive Directors, additional consideration is given to the candidate's independence in accordance with the applicable regulatory requirements and the Company's Fit and Proper Policy.</p> <p>Where necessary, the NC may leverage independent sources or professional networks to identify and benchmark suitably qualified candidates to ensure that appointments are made objectively, with due regard to the needs and composition of the Board. Following its evaluation, the NC recommends suitable candidates to the Board for consideration, including recommendations on Board Committee memberships, where applicable.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board ensures that shareholders are provided with sufficient and relevant information to enable them to make an informed decision on the appointment and re-appointment of Directors. Such information includes the Directors' profiles, qualifications, experience, skill sets, directorships, shareholdings and any interests or relationships which may influence, or reasonably be perceived to influence, the Directors' independence and objectivity, all of which are disclosed in the Annual Report.</p> <p>In relation to the financial year ended December 31, 2025, the NC conducted, February 27, 2026, a formal evaluation of the performance and effectiveness of the Board, Board Committees and individual Directors. The evaluation was carried out based on a structured self-assessment exercise using prescribed criteria approved by the Board and covered, among others, the Board's composition, effectiveness and functioning, including meeting attendance, preparedness, participation, quality of deliberation, strategic oversight and overall contribution.</p> <p>Premised on the outcome of the evaluation, the NC assessed the performance and continued suitability of Directors retiring pursuant to the Company's Constitution and Directors retiring in accordance with the relevant constitutional provisions. The NC was satisfied that the Directors concerned had continued to demonstrate the requisite competencies, commitment, integrity and contribution to the Board, and accordingly recommended their re-election to the Board.</p> <p>The Board, having considered the NC's assessment and recommendation, supports the re-election of the Directors concerned and is of the view that they continue to bring relevant experience, expertise and insights to the Board, and are able to exercise objective judgment in the best interests of the Company.</p>

	The relevant information on the Directors standing for re-election is disclosed in the Annual Report to facilitate shareholders' assessment and decision-making at the forthcoming Annual General Meeting.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	<p>The NC is chaired by an Independent Non-Executive Director, namely Ms. Loh Chooi Ngan.</p> <p>This arrangement supports objective and independent deliberations in the NC's assessment of Board composition, succession planning, Board evaluation, and recommendations on the appointment and re-appointment of Directors.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	For the financial year ended December 31, 2025, the Board comprised eight (8) Directors, of whom three (3) are women Directors, representing 37.5% of the Board. This composition meets the recommendation under MCCG 2021 Practice 5.9 for the Board to comprise at least 30% women Directors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has adopted a Board and Senior Management Gender Diversity Policy, which sets out the Company's approach to promoting inclusion and diversity at the Board and senior management levels. In designing Board composition, diversity is considered alongside merit, skills, experience, competency and other relevant attributes.</p> <p>The Policy provides that, where candidates are relatively equivalent in terms of skills, knowledge, experience and competency, preference will be given to female candidates to enhance diversity and broaden perspectives at the Board level. The Nomination Committee is responsible for reviewing and assessing Board composition and diversity considerations, including as part of Board refreshment and annual evaluations.</p> <p>The Policy is reviewed periodically to ensure its continued relevance and effectiveness, taking into account evolving best practices and regulatory requirements.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The NC conducted its formal annual evaluation and appraisal on the effectiveness of the Board, its Committees and the contribution of each director. The evaluation comprised assessment by individual directors and assessment of independence of independent directors. The assessment of individual director is based on specific criteria, covering areas such as Board composition and structure, principal responsibilities of the Board, the Board process, succession planning and Board governance.</p> <p>Based on the findings of the Board evaluation, the Board and its Committees as well as individual director, have discharged their roles and responsibilities in accordance with their respective charters and terms of reference.</p> <p>The Board will continue with the existing practice of annual board evaluation and an independent third party will be appointed to conduct or facilitate in the evaluation process of the Board and Board Committees as and when deemed necessary.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

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

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has adopted a Remuneration Policy for Directors and Senior Management, which sets out the structure and principles for determining remuneration packages of Directors and Senior Management. The Policy is designed to ensure that remuneration offered by the Company and the Group is competitive, adequate but not excessive, and aligned with prevailing market practices, with the objective of attracting, retaining, motivating and rewarding suitably qualified and competent individuals to support the Company's corporate objectives and sustainable growth.</p> <p>The Remuneration Policy is based on a performance-oriented philosophy, whereby remuneration outcomes are linked to individual and corporate performance. The Policy provides for a combination of fixed and variable components, taking into account, among others, the nature of the role, level of responsibilities, job complexity, market benchmarks and performance outcomes. Distinct remuneration structures are applied for Executive Directors, Non-Executive Directors and Senior Management to reflect their respective roles and responsibilities.</p> <p>The Remuneration Committee conducts periodic reviews of the Remuneration Policy and recommends any necessary changes to the Board for consideration and approval to ensure its continued relevance, effectiveness and alignment with the Company's business needs and governance expectations.</p>
Explanation for departure	:	

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure :		
Timeframe :		

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

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

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has established a RC to assist the Board in implementing the Company's Remuneration Policy and in discharging its responsibilities relating to remuneration matters. The RC is guided by its approved Terms of Reference, which set out its authority, composition and scope of responsibilities.</p> <p>In accordance with its terms of reference and the Remuneration Policy, the RC is responsible, among others, for reviewing and recommending to the Board the remuneration framework and structure for Directors and Senior Management, including the fixed and variable components of remuneration. The RC also reviews remuneration proposals to ensure that remuneration outcomes are appropriate, performance-linked and aligned with the Company's business objectives and long-term sustainability.</p> <p>The RC conducts periodic reviews of the Remuneration Policy and remuneration practices, and recommends any necessary changes to the Board for consideration and approval, to ensure continued relevance, competitiveness and compliance with applicable regulatory requirements.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company provides detailed disclosure of the remuneration of each Director on a named basis for the financial year ended December 31, 2025. The remuneration disclosed comprises fees, meeting allowances, salaries, bonus, equity settled share-based payment, benefits-in-kind and other emoluments are set out in the table below.</p> <p>The disclosure is presented separately for remuneration paid by the Company and by the Group to provide transparency and to enable shareholders to assess whether the remuneration of Directors is commensurate with their respective roles, responsibilities and contributions.</p>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Seri Lim Kok Cheong	Non-Executive Non-Independent Director	45.0	2.0	-	-	-	-	47.0	92.5	2.0	-	-	44.3	600.0	738.8
2	Chok Yin Fatt	Non-Executive Non-Independent Director	41.0	6.0	-	-	-	100.0	147.0	41.0	6.0	-	-	-	256.4	303.4
3	Loh Chooi Ngan	Independent Director	43.0	6.8	-	-	-	-	49.8	43.0	6.8	-	-	-	-	49.8
4	Ir Nik Marni binti Nik Mohamad Pena	Independent Director	41.0	6.8	-	-	-	-	47.8	41.0	6.8	-	-	-	-	47.8
5	Hanani Hayati binti Mohd Adhan	Independent Director	41.0	5.8	-	-	-	-	46.8	41.0	5.8	-	-	-	-	46.8
6	Lim Ee Young (appointed as alternate director to Dato' Seri Lim Kok Cheong on November 28, 2025)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	Tan Chow Yin (resigned as director on November 28, 2025)	Non-Executive Non-Independent Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-

8	Dato' Lim Kok Boon	Executive Director	41.0	2.0	-	-	-	-	43.0	79.0	2.0	1,600.2	3,887.2	102.5	1,917.4 (Inclusive equity-settled share-based payment amounting to RM1,224.3)	7,588.3
9	Lim Seng Lee	Executive Director	41.0	2.0	-	-	-	-	43.0	42.0	4.0	1,318.2	4,890.0	35.8	1,928.1 (Inclusive equity-settled share-based payment amounting to RM1,224.3)	8,218.1
10	Lam Sang	Executive Director	41.0	2.0	-	-	-	-	43.0	56.5	4.0	558.5	519.6	23.9	987.2 (Inclusive equity-settled share-based payment amounting to RM967.3)	2,149.7
11	Lim Hock Lai (appointed as alternate director to Dato' Lim Kok Boon on November 28, 2025)	Executive Director	-	0.5	-	-	-	-	0.5	-	0.5	96.3	3,945.0	-	1,587.3 (Inclusive equity-settled share-based payment amounting to RM1,224.3)	5,629.1

Note : for the purpose of this table, allowance refers to meeting allowance.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board has decided not to disclose the remuneration of Senior Management on a named basis for the financial year ended December 31, 2025, as such disclosure may be detrimental to the interests of the Company and its Senior Management. The Board is of the view that disclosure at this level of granularity could adversely affect the Group's ability to retain and attract talent, particularly in a competitive operating environment.
	:	The Board assures shareholders that remuneration benchmarking is undertaken to ensure that the remuneration of Senior Management is aligned with market practices and commensurate with their respective roles, responsibilities and performance. The Board is satisfied that no excessive remuneration was paid to Senior Management during the financial year.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on application of the practice	:	The AC is chaired by an Independent Director, namely Ms. Loh Chooi Ngan, who is not the Chairman of the Board.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee’s findings and recommendations.
The company’s financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	The AC Charter provides that any former key audit partner of the external auditors of the Company must observe a cooling-off period of at least two (2) years before being appointed as a member of the Audit Committee. This requirement is to safeguard the objectivity and independence of the Audit Committee in overseeing the audit and financial reporting process.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC has conducted an evaluation session with Deloitte Malaysia PLT (formerly known as Deloitte PLT) ("Deloitte") to evaluate their suitability, objectivity, independence and professionalism as external auditors in respect of the financial year ended December 31, 2025. The Audit Partner, on behalf of Deloitte, confirmed that they have not identified any breach of independence and that Deloitte is in compliance with the independence requirements set out in the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards).</p> <p>Having considered the outcome of the evaluation, the AC and the Board were satisfied with the performance, independence and suitability of Deloitte and accordingly recommended their re-appointment as the external auditors of the Company. The recommendation was approved by shareholders at the 32nd Annual General Meeting of the Company.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>Collectively, the members of the AC of the Company possess a wide range of skills, experience and knowledge necessary to effectively discharge their duties, including an understanding of financial reporting, audit processes, risk management and internal controls. All members of the AC are financially literate and are able to understand matters under the purview of the AC.</p> <p>In addition, at least one AC member is a member of the Malaysian Institute of Accountants, in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.</p> <p>All members of the AC undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and regulatory requirements through briefings by Management and the external auditors, as well as participation in relevant training programmes.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board acknowledges the importance of maintaining sound internal controls and effective risk management practices to mitigate and to manage potential adverse impact arising from unfavourable future events or conditions, in support of good corporate governance and the achievement of the Group's business objectives.</p> <p>The Board affirms its overall responsibility for the Group's risk management and internal control system, which includes establishing an appropriate control environment and framework, as well as reviewing its adequacy and integrity. In this regard, the Board remains committed to strengthening transparency, accountability and operational efficiency across the Group.</p> <p>The Board also recognises that a sound system of internal control provides reasonable, but not absolute assurance against material misstatement, loss or failure. Accordingly, the system of internal control is designed to manage and minimise risks, within acceptable cost levels relative to the significance of the risks, rather than to eliminate them entirely.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board adopts a structured approach in overseeing performance and provides guidance to Management on measures to enhance business performance and to manage and minimise risk impacts. The Group has an adequate and effective risk management framework, supported by a sound system of internal control.</p> <p>A summary of significant risks is regularly submitted to the AC for its review. The AC reviews and monitors the effectiveness of the Group's risk management and internal control system and advises the Board accordingly. The Group Financial Controller also serves as the Group's Risk Officer and is responsible for facilitating the effective governance, monitoring and reporting of significant risks across the Group.</p> <p>The Board remains committed to continuously improving the Group's risk management and internal control processes to support the achievement of its corporate objectives and the conduct of its businesses and operations. Based on the processes and controls currently in place, the Board is of the opinion that the Group's system of internal control is sound and adequate to safeguard the Group's interests and business operations, and that the level of risks undertaken remains acceptable within the Group's business environment.</p> <p>The Group's enterprise risk management framework is supported by structured governance arrangements at both Group and operating levels. Management, including the Executive Committee, is involved in overseeing and guiding the risk management process, while subsidiary-level risk committees support the identification, assessment and monitoring of key risks. Significant risks and mitigation measures are escalated through established reporting channels to Management and the Audit Committee for review and oversight.</p> <p>The key features of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control of the Annual Report 2025.</p>

Explanation for departure :		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>The internal audit function of the Company is carried out by an independent Internal Audit Team that assists the AC in managing the risks and establishment of the internal control system and processes of the Company by providing an independent assessment on the adequacy, efficiency and effectiveness of the Company’s internal control system and processes. The Internal Audit Team reports directly to the AC. Significant issues are brought up by the AC to the Board’s attention on quarterly basis. The internal audit function is independent of the operations of the Company and provides reasonable assurance that the Company’s system of internal control is satisfactory and operating effectively.</p> <p>On February 27, 2026, an annual assessment of the effectiveness and independence of the outsourced internal audit function for the financial year ended December 31, 2025 has been conducted by the AC with the Head of the Internal Audit. The outsourced Internal Audit Team has carried out their duties objectively, impartially and independently in accordance with the Global Internal Audit Standards (GIAS). The AC is satisfied with the Internal Audit Team’s overall performance and would like them to continue providing internal audit services for the Group.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	: Applied
Explanation on application of the practice	<p>(i) Objectivity and Independence The Group engages an independent outsourced Internal Audit Team to conduct scheduled internal audit visits and carries out its functions in monitoring the effective application of policies, procedures and activities related to internal controls, risk management and governance processes.</p> <p>(ii) Internal Audit Resources During the financial year December 31, 2025, the outsourced Internal Audit Team consists of 1 Internal Auditor – Head, 1 Senior Internal Audit Specialist and 2 Internal Audit Specialist. All the internal audit personnel are bound to observe the Code of Ethics. For continuous professional development, the internal audit personnel would keep abreast with the latest development in the profession and regulations by attending internal and external training courses as well as visiting the Institute of Internal Auditor (IIA) website.</p> <p>(iii) Name and Qualification The Head of outsourced Internal Audit Team is Mr Chong Vai Ming. He is an Associate Member of the Chartered Institute of Management Accountants (CIMA, UK) & Chartered Global Management Accountant (CGMA), a Chartered Member of Institute of Internal Auditors Malaysia (CMIIA), a Member of the Malaysian Institute of Accountants (MIA) and possesses the Certification in Risk Management Assurance (CRMA) from the Institute of Internal Auditors, USA.</p> <p>The 3 audit staff hold the qualifications of Bachelor of Science Economics (Honours), Bachelor of Business (Hons) Accounting and Finance; and Bachelor of Accounting (Hons) respectively.</p> <p>The outsourced Internal Audit Team adopts the International Professional Practices Framework of the Institute of Internal Auditors. It follows the GIAS in assessing the integrity and</p>

	effectiveness of internal control system, and compliance with the established policies and procedures.	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of maintaining effective and transparent engagement with shareholders to facilitate informed decision-making and to uphold accountability. Shareholders and investors may channel their queries and feedback to the Company through its Investor Relations function.</p> <p>The Company maintains ongoing engagement with institutional investors and research analysts through regular dialogues, meetings and periodic presentations, as appropriate, to provide updates on the Group's business performance, strategy and developments. Such engagements are conducted in a manner that promotes mutual understanding while ensuring compliance with applicable disclosure requirements.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied	
Explanation on application of the practice	:	<p>The notice of the 32nd Annual General Meeting (“AGM”) was issued at least 28 days prior to the AGM date, in line with the requirements of the Main Market Listing Requirements, to provide shareholders with sufficient time to review and consider the resolutions to be tabled at the meeting.</p> <p>The notice of the 32nd AGM also provides detailed explanations for resolutions proposed along with any background information and reports or recommendations that are relevant, where required and necessary, to enable shareholders to make informed decisions regarding the business agenda of the 32nd AGM.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	<p>All the Directors of the Company attended the 32nd AGM physically on May 30, 2025.</p> <p>The 32nd AGM included an avenue for questions by and answers to shareholders and proxies. The Chairman had invited shareholders and proxies to raise their questions on the Company's financial statements and all other resolutions related to the 32nd AGM. All members of the Board, Group Financial Controller, Company Secretaries and external auditors were present at the 32nd AGM to respond to questions raised by the shareholders or proxies.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>Having regard to the Company's shareholder profile and historical attendance patterns, the Board is of the view that the current practice remains appropriate.</p> <p>During the financial year, the Company convened its 32nd Annual General Meeting ("AGM") as a physical meeting, which was held at Lot 898, Jalan Reservoir, Off Jalan Air Kuning, 34000 Taiping, Perak Darul Ridzuan. The physical AGM facilitated effective face-to-face engagement between the Board, Management and shareholders present, and supported interactive participation, with questions raised by shareholders being addressed accordingly.</p> <p>The Company has adopted poll voting in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and all resolutions tabled at the 32nd AGM held on May 30, 2025 were voted by poll.</p> <p>Shareholders who were unable to attend the AGM were able to exercise their voting rights by appointing proxies through submission of proxy forms to the Company's Share Registrar.</p> <p>While taking cognisance of leveraging technology for the conduct of general meetings, the Board and Management will consider the pros and cons of conducting physical or virtual general meeting which allow remote shareholders' participation and voting including voting in absentia, having due regard to the potential challenges due to lack of technological understanding on the shareholders part besides to have in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and effective participation by the shareholders.</p>

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company’s financial and non-financial performance as well as the company’s long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: <p>The Chairman of the Board ensured that sufficient opportunities were provided for shareholders and proxies to raise questions on all agenda items at the 32nd Annual General Meeting (“AGM”), and that adequate responses were given to address the queries raised.</p> <p>During the 32nd AGM, the Group Financial Controller delivered a briefing to shareholders, providing an overview of the Group’s performance for the financial year 2024.</p> <p>In the interest of transparency, questions submitted in advance by the Minority Shareholders Watch Group were presented to shareholders during the AGM, together with the Group’s responses. All suggestions and comments raised by shareholders were duly noted by the Board for consideration.</p>
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice :	
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application	: Applied
Explanation on application of the practice	: The Minutes of the 32 nd AGM was published on the Company's website within 30 business days after the AGM.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

Not applicable.
