

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5011
COMPANY NAME : MESINIAGA BERHAD
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	:	The Board of Directors assumes full responsibility for the leadership of the Company and is collectively accountable for achieving its long-term objectives. The Board sets the Company's strategic direction, including its vision and mission, and ensures that the necessary resources, capabilities, and systems are in place to support effective execution. The Board also monitors and reviews Management's performance to ensure alignment with the Company's objectives and sustainable value creation. In discharging its duties, the Board establishes the Company's values and ethical standards, guided by the Mesiniaga Business Conduct Guidelines. The Board ensures compliance with applicable regulatory requirements and upholds high standards of corporate governance, while safeguarding the interests of shareholders and other stakeholders.
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 1.2

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	:	Datuk Wan Mohamed Fusil bin Wan Mahmood serves as the Chairman of the Board, leading efforts to promote good corporate governance, effective leadership, and overall Board effectiveness. The Board Charter outlines the key responsibilities of the Chairman, which include: • Lead the Board in setting its agenda and ensuring that strategic, governance and risk matters receive adequate attention. • Facilitate effective Board discussions and encourage active, independent and constructive participation by all Directors. • Ensure the Board operates within its authority and governance framework. • Promote a culture of openness, debate and mutual respect. • Act as the principal interface between the Board and Management. • Ensure effective communication with shareholders, supported by Management where appropriate.	
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Company recognises the importance of separating the roles of Chairman and Chief Executive Officer to ensure a clear division of responsibilities and to strengthen governance. The Company is currently in the process of identifying and implementing an appropriate structure to achieve this separation.	
	:	Pending the completion of this exercise, the Chairman continues to assume both roles. The Board remains cognisant of the need to ensure balanced decision-making and effective oversight during this interim period.	
<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

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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	While the Chairman of the Board is not a member of the Audit and Risk Management Committee (ARMC), he attends ARMC meetings by invitation in his capacity as Chief Executive Officer to provide management insights and facilitate informed deliberations. The Board is satisfied that the independence of the ARMC is preserved, as it is chaired by an Independent Director and all decisions are made solely by its members.
<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

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	:	The Board is supported by the Company Secretary, who provides guidance on legal compliance and corporate governance best practices for the Company and its Group, to support the Board in the effective discharge of its responsibilities. This includes advising the Directors on their obligations relating to securities disclosures, conflicts of interest in transactions, restrictions on dealings in securities, and the management of price-sensitive information. Deborah Sharmini Benjamin, the appointed Company Secretary, holds professional qualifications from the Chartered Governance Qualifying Programme (ICSA) and a Bachelor of Laws (LL.B) (Hons.) from the University of London, and is an Associate of MAICSA. With her extensive experience, she supports the Board and Management in ensuring that the Company's affairs are conducted in compliance with statutory and regulatory requirements and in accordance with sound corporate governance practices. In addition to her advisory role, the Company Secretary attends all Board meetings and ensures that proceedings and decisions are accurately recorded and maintained in line with statutory requirements. She communicates Board decisions to Management for implementation and oversees key administrative and governance matters, including Directors' appointments and resignations, share transactions, dividend payments, and timely corporate disclosures. In consultation with the Chairman, she prepares and circulates notices and agendas for Board meetings to facilitate effective deliberation. The Board retains full authority over the appointment and removal of the Company Secretary.
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

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	:	The Board recognises the importance of timely and relevant information to facilitate informed decision-making. The Company Secretary, in consultation with the Chairman, circulates notices and agendas of Board meetings in advance. Directors are provided with accurate, comprehensive, and clear Board papers within a reasonable period prior to each meeting and may seek further clarification from Management where necessary. Board deliberations and decisions are properly recorded in the minutes, including key discussions and any significant concerns raised. The minutes are reviewed by the Chairman and circulated to Board members in a timely manner. Management is promptly informed of decisions to ensure effective implementation.	
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

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	:	The Board adheres to its Board Charter, which sets out its fiduciary and leadership responsibilities, as well as the strategic direction and oversight of the Company. The Board Charter clearly defines the respective roles and responsibilities of the Board, its Committees, individual Directors, and Management, and establishes a clear demarcation of authority to ensure effective governance and accountability. The Board Charter also outlines matters reserved for the Board’s decision, including key strategic, financial, and governance matters. It is published on the Company’s website and was last reviewed on 25 February 2026 to ensure consistency with the Malaysian Code on Corporate Governance, the Companies Act 2016, and the Main Market Listing Requirements.	
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 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	:	Mesiniaga is committed to promoting ethical conduct and maintaining a culture of integrity, transparency, and accountability in all its business dealings. The Board has established the Mesiniaga Business Conduct Guidelines (BCG), which form part of the Employee e-Handbook and set out the standards of behaviour expected of employees. In addition, the Company has adopted a Directors' Code of Conduct and Ethics. The Board, together with Management, ensures that these standards are effectively implemented across the Company. To further strengthen ethical practices, the Company has adopted additional policies, including the Anti-Bribery and Corruption Policy, Whistleblowing Policy, and Vendor Code of Conduct, which address key risk areas in line with applicable laws, particularly the Malaysian Anti-Corruption Commission Act 2009. These policies, together with the BCG, are made available to employees and published on the Company's website to promote awareness, accountability, and adherence to expected standards of conduct.
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	:	The Company has established a Whistleblowing Policy to provide a formal and confidential channel for employees and stakeholders to report concerns regarding unethical or improper conduct. The Policy is available on the Company's website and is subject to periodic review by the Board. Concerns may be raised through various channels, including email, telephone, or written communication to the Whistleblowing Committee, comprising the Audit Committee Chairman, an Independent Director, and the Head of Internal Audit and Risk. All reports are treated with strict confidentiality, and whistleblowers are protected from retaliation, thereby promoting transparency and accountability.
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	:	The Company has established a Sustainability Policy to guide the integration of Environmental, Social, and Governance (ESG) considerations into its strategy and operations. The Board provides oversight, including reviewing and approving the Policy, while Management is responsible for its execution. The Chief Executive Officer (CEO) leads the sustainability agenda and reports ESG performance to the Board. The CEO is supported by the ESG Committee, which develops initiatives, monitors performance against targets, and escalates material ESG risks and opportunities. Sustainability considerations are embedded within the Company's overall strategy and risk management framework.	
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	:	The Company addresses sustainability risks and opportunities as part of its overall business strategy and risk management framework to support long-term value creation. The Sustainability Statement, included in the Annual Report and published on the Company's website, outlines the Company's sustainability strategies, priorities, targets, and performance. The Board ensures that these disclosures are clear, relevant, and transparent to facilitate stakeholders' understanding of the Company's sustainability efforts.	
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	:	The Board is committed to ensuring that its members remain abreast of sustainability issues relevant to the Company and its business. Board members regularly participate in ongoing training programmes covering a wide range of sustainability topics, including climate-related risks and opportunities. In this regard, all Board members have completed the Mandatory Accreditation Programme (MAP Part II) on sustainability, which enhances their understanding of sustainability matters and their roles and responsibilities as directors. In addition, the ESG Committee provides updates to the Board on ESG matters at least on a semi-annual basis to support effective oversight.	
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 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	:	Annual performance evaluations of the Board and senior management are conducted, which include a review of their performance in addressing the Company's material sustainability risks and opportunities.	
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	:	The Company has designated the Chairman of the Sustainability Committee, who is also a member of the Executive Council (Senior Management), to provide dedicated focus on sustainability. She is responsible for driving the integration of sustainability considerations into the Company's business strategy and operations, overseeing the implementation of sustainability initiatives, monitoring performance against established targets and key performance indicators, and managing material sustainability risks and opportunities. Additionally, the Chief Executive Officer actively oversees sustainability matters to ensure alignment with the Company's overall strategy. During the financial year, sustainability matters were regularly reviewed and coordinated across the Group, with key developments and performance updates reported to the Board to support informed decision-making.

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	:	The Nomination and Remuneration Committee conducts an annual assessment of the Board’s composition to ensure an appropriate balance of skills, experience, and diversity, as well as the effectiveness of the Board. The Committee also reviews the tenure of each Director and ensures that the Board composition is refreshed periodically to meet the evolving needs of the Company. The re-election of Directors is supported by the Board’s recommendation, taking into consideration their performance and contribution, as disclosed in the statement accompanying the Notice of the Annual General Meeting.	
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

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	:	Applied	
Explanation on application of the practice	:	The Board comprises six (6) Directors, of whom three (3) are Independent Non-Executive Directors, representing half of the Board. This composition ensures that independent judgement is exercised in Board deliberations, supporting objective decision-making in the best interests of the Company.	
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

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	:	The Board recognises that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. In this regard, the Board has established an Independence of Director Policy, which is available on the Company’s website to guide the assessment of independence.	
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

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.

<i>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.</i>	
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	:	The Board believes that appointments of Directors and senior management should be based on objective criteria, merit, and with due regard for diversity, including skills, experience, age, cultural background, ethnicity, and gender. The Board considers the ability of Directors to devote sufficient time and commitment, taking into account their existing directorships and other obligations. It also ensures that all appointments uphold high standards of integrity and do not give rise to governance concerns or conflicts of interest. The Board recognises that diversity contributes to effective decision-making and continues to promote diversity at both Board and senior management levels.	
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

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	:	In identifying candidates for appointment as Directors, the Board, through the Nomination and Remuneration Committee, does not solely rely on recommendations from existing Board members, Management, or major shareholders. The Board utilises independent sources to identify suitably qualified candidates with the appropriate skills, experience, and diversity to meet the needs of the Company. The selection and assessment of candidates are guided by the Directors' Fit and Proper Policy, which is available on the Company's website, ensuring that all appointments are made based on objective criteria, merit, and integrity.	
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	:	Adequate and relevant information on Directors seeking appointment or re-election is provided in the statement accompanying the Notice of the Annual General Meeting to enable shareholders to make informed decisions. This includes details of the Directors' profiles, such as qualifications, experience, directorships, and any interests, positions, or relationships that may affect their independence. The Board also provides its recommendation on the appointment or re-election of each Director, together with the rationale for such recommendation.
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	:	The Nomination and Remuneration Committee is chaired by an Independent Non-Executive Director, Sim Hong Kee.	
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

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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board acknowledges the recommendation under the Malaysian Code on Corporate Governance that at least 30% of the Board should comprise women Directors. Following the retirement of a female Director, the current female representation on the Board stands at 17%, which is below the recommended threshold. The Board remains committed to promoting gender diversity and will take this into consideration in future Board appointments. The Nomination and Remuneration Committee will continue to actively identify and consider suitably qualified female candidates to achieve the recommended composition over time.	
<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 5.10

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	:	Information on gender diversity can be found in the Sustainability Statement and the Corporate Governance Overview Statement of the Annual Report. The Company has implemented a policy promoting gender diversity for the Board, senior management, and workforce. The Board Diversity Policy 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

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	:	A formal and objective annual evaluation is undertaken to assess the effectiveness of the Board, its committees, and individual Directors. The evaluation includes an assessment of Board composition, performance, and governance practices, as well as individual contributions. The results are reviewed by the Nomination and Remuneration Committee and the Board, with appropriate actions identified to address areas for improvement and to enhance overall Board effectiveness.
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	:	The Company has implemented a policy and process for determining the remuneration of its Directors, which is available on the Company’s website. The Chief Executive Officer’s incentives are determined based on key performance indicators (KPIs).	
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 7.2

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	:	The Nomination and Remuneration Committee (NRC) is responsible for implementing and overseeing the Company’s remuneration policies and procedures, including reviewing and recommending matters relating to the remuneration of the Board and its committees. The Terms of Reference of the NRC, which outline its authority and responsibilities, are disclosed in the Annual Report and are also 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

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	:	The following information sets out the remuneration, including benefits-in-kind, received by each Director during the financial year ended 2025.

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	DATUK WAN MOHAMED FUSIL BIN WAN MAHMOOD	Executive Director	-	-	733	-	-	979	1,712	-	-	733	-	-	979	1,712
2	FATHIL SULAIMAN BIN ISMAIL	Non-Executive Non-Independent Director	55	23	-	-	-	15	93	55	23	-	-	-	15	93
3	SIM HONG KEE	Independent Director	80	32	-	-	-	-	112	80	32	-	-	-	-	112
4	DATUK NOOR AZIAN BINTI SHAARI	Independent Director	58	30	-	-	-	-	88	58	30	-	-	-	-	88
5	ZAIM HUSNI BIN OMAR	Non-Executive Non-Independent Director	57	17	-	-	-	-	74	57	17	-	-	-	-	74
6	DR VEERINDERJEET SINGH A/L TEJWANT SINGH	Independent Director	57	14	-	-	-	-	71	57	14	-	-	-	-	71
7	DATO' DARAWATI HUSSAIN (Retired with effect from 5 June 2025)	Non-Executive Non-Independent Director	24	5	-	-	-	-	29	24	5	-	-	-	-	29
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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 is of the view that disclosing the detailed remuneration of Senior Management may not be in the best interest of the Company, given the competitive nature of the industry and the need to safeguard confidentiality.	
		The Board nevertheless ensures that the remuneration framework remains aligned with the Company's performance and supports the attraction, retention, and motivation of key talent.	
<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.	

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	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	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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 Audit and Risk Management Committee is chaired by Sim Hong Kee, an Independent Non-Executive Director, 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 members of the Audit and Risk Management Committee have no prior experience as key audit partners of the Group's external auditors. If a former key audit partner is considered for appointment to the Committee, a three-year cooling-off period will be observed prior to such appointment.	
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	:	As per its Terms of Reference, the Audit and Risk Management Committee has the authority to recommend the appointment, reappointment, or removal of external auditors to the Board. The Committee conducts a review of the Company’s external auditors to assess their suitability, objectivity, and independence. This review includes an evaluation of the external auditors’ performance, quality of work, audit fees, and adequacy of resources.	
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

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	:	Sim Hong Kee is a Chartered Accountant and a member of both the Malaysian Institute of Accountants (MIA) and the Malaysian Institute of Certified Public Accountants (MICPA). He is also a Qualified Risk Director and a member of the Institute of Enterprise Risk Practitioners (IERP). Dr Veerinderjeet Singh is a recognised tax expert and is also a member of MIA and MICPA, as well as a Fellow of the Chartered Tax Institute of Malaysia (CTIM). Zaim Husni Omar brings extensive experience in strategic planning, with a strong focus on finance and investment. The Audit and Risk Management Committee members possess a diverse range of skills and expertise, enabling them to make well-informed decisions and effectively discharge their responsibilities. They also participate in continuous professional development to stay updated on relevant industry and regulatory developments.
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	:	The Board has implemented a comprehensive risk management and internal control framework, which includes risk assessment processes, internal control measures, and oversight and reporting functions to enhance the Group's capabilities in managing risks and maintaining effective internal controls. Further details are provided in the Statement on Risk Management and Internal Control (SORMIC) in the Company's Annual Report.	
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	:	Continuous risk assessment, monitoring, and review are conducted across the Group's key operating units. Further information on the risk management and internal control framework is set out in the Company's Annual Report under the Statement on Risk Management and Internal Control (SORMIC).	
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	:	Adopted								
Explanation on adoption of the practice	:	The Audit and Risk Management Committee (ARMC) is responsible for overseeing risk management in areas such as cybersecurity, ethics and integrity compliance, and regulatory compliance, in accordance with the Bursa Securities Listing Requirements, the Securities Commission’s guidelines, and other relevant authorities. At the end of the financial year, the ARMC comprised three (3) Non-Executive Directors, the majority of whom were independent, as follows: <table><tr><th>Name of Members</th><th>Designation</th></tr><tr><td>Sim Hong Kee</td><td>Independent Non-Executive Director (Chairman)</td></tr><tr><td>Zaim Husni Omar</td><td>Non-Independent Non-Executive Director</td></tr><tr><td>Dr Veerinderjeet Singh A/L Tejawant Singh</td><td>Independent Non-Executive Director</td></tr></table>	Name of Members	Designation	Sim Hong Kee	Independent Non-Executive Director (Chairman)	Zaim Husni Omar	Non-Independent Non-Executive Director	Dr Veerinderjeet Singh A/L Tejawant Singh	Independent Non-Executive Director
Name of Members	Designation									
Sim Hong Kee	Independent Non-Executive Director (Chairman)									
Zaim Husni Omar	Non-Independent Non-Executive Director									
Dr Veerinderjeet Singh A/L Tejawant Singh	Independent Non-Executive Director									

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	:	The Audit and Risk Department is responsible for establishing and performing the internal audit function in-house, and reports directly to the Audit and Risk Management Committee on a quarterly basis. The primary objective of the internal audit function is to enhance the Group's operations by providing independent and objective assurance and advisory services through the auditing of key processes, as well as ensuring consistency in the control environment, policies, and procedures. The Audit and Risk Department supports the Audit and Risk Management Committee (ARMC) in discharging its duties and responsibilities, and the ARMC ensures that the internal audit function operates independently and effectively during the financial year under review.	
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	:	The internal audit function is carried out by personnel who are free from any relationships or conflicts of interest that could impair their objectivity and independence. The Head of the Audit and Risk Department, Syafinaz Sanit, holds a Bachelor's Degree in Accountancy (Hons.) and is a member of the Institute of Internal Auditors Malaysia ("IIAM"), with relevant experience in internal auditing and risk management. She is supported by a team of three (3) internal auditors, each of whom possesses relevant auditing and risk assessment experience, as well as appropriate tertiary academic qualifications. Collectively, the team provides independent assurance on the adequacy and effectiveness of the Group's risk management, governance, and internal control processes.
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	:	The Group encourages shareholders to direct any queries to the Chief Executive Officer (CEO), with contact details available on the Company’s website. The CEO provides regular updates on the Group’s performance through announcements to Bursa Malaysia and quarterly financial results published in the Investor Relations section.	
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	:	Although the Company’s Articles of Association specify a notice period of 21 days for convening an Annual General Meeting, the Company has been observing a longer notice period of more than 30 days.	
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

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	:	The Board demonstrates its commitment to shareholder engagement by presenting the Group’s performance and encouraging participation during the question-and-answer session at General Meetings. All Directors attended the previous Annual General Meeting, and the Chairmen of the Board Committees were present to provide meaningful responses to questions raised.	
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

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	:	The Company has convened its Annual General Meeting ("AGM") at its premises since 1998. The Company held its AGM entirely virtually in 2021, enabling remote shareholders' participation. Following regulatory updates and the easing of pandemic-related restrictions, the Company resumed physical AGMs from 2022 onwards. While the Group currently does not have plans to implement absentee voting or remote participation for shareholders, these options may be considered in the future, where appropriate.
<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

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	:	The Chairman of the Annual General Meeting facilitates meaningful engagement between the Board, senior management, and shareholders by presenting the Group's performance and opening the floor for a question-and-answer session. Shareholders are encouraged to participate actively, and all questions raised are addressed with meaningful responses by the Board and Management.
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.

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.

provide brief reasons on the choice of the meeting platform.		
Application	:	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice	:	
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

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 General Meeting are circulated to shareholders within 30 business days after the conclusion of the meeting by being published and made 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	:	

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.

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