

CORPORATE GOVERNANCE REPORT

STOCK CODE : 0270
COMPANY NAME : NationGate Holdings 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	<p>Our Board of Directors (the "Board") is responsible to provide leadership to set the Company's strategic plan, values, standards and ensure necessary resources are in place to achieve the long-term sustainable success of the Company for the benefit of stakeholders. The Board assumes ultimate accountability and responsibility for the performance and affairs of the Company and is collectively responsible for meeting the objectives and goals of the Company as stipulated in the Board Charter.</p> <p>The Board is made up of a combination of Executive Directors who are involved in strategic formulation, implementation and day-to-day operations while Independent Non-Executive Directors ("INEDs") who are involved in decision evaluation and approval.</p> <p>To assist the Board in fulfilling its duties and responsibilities, the Board has delegated specific responsibilities to the Board Committees which operate within their defined roles and responsibilities as set out in their respective Terms of Reference ("TOR"), which are made available on our Company's website:</p> <ul style="list-style-type: none"> • Audit and Risk Management Committee ("ARMC") • Remuneration Committee ("RC") • Nomination Committee ("NC") <p>The Board has also established a topic-specific Committee, Sustainability and Integrity Working Company ("SIWG"), to which it has delegated certain powers to review and administer sustainability and integrity matters. The SIWG's TOR is also made available on our Company's website.</p> <p>During the financial year ended 31 December 2025 ("FYE2025"), the Board reviewed business and financial performance through the regular updates received from the Company Managing Director ("MD"), Chief Operating Officer ("COO") and the Finance Director ("FD") during the Board meeting.</p> <p>Through the regular updates received from the Board meeting, the Board is kept abreast on the conduct, business activities and</p>

	development of the Company, and able to discuss and advise the Management in its formulation of the Company's business strategies. Discussions would include the deployment of resources efficiently and effectively in achieving the objectives to be met. In making its decisions, the Board would be guided by the Company's values and standards.	
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	:	<p>Dato' Seri Wong Siew Hai, an INED, was appointed as the Chairman of the Board. He assumed the role of a leader with responsibility for instilling good corporate governance practices. He chaired all the Board meetings during FYE 2025, led discussions and provided effective leadership to the Board.</p> <p>As a Chairman, he is primarily responsible for:</p> <ul style="list-style-type: none">• Leading the Board in the oversight of management;• Leading the Board in the adoption and implementation of good corporate governance practices;• Chairing general meetings of shareholders;• Ensuring the integrity of the governance process and issues;• Ensuring the effectiveness of the Board in accordance with the Charter;• Maintaining regular dialogue with the Company MD over all operational matters and consulting with the remainder of the Board promptly over any matters that gives him/her cause for major concern;• Undertaking appropriate public relations activities in conjunction with the Company MD;• Setting the Board agenda and ensuring adequate time is allocated for discussion of issues tabled to the board for deliberation and that Board members receive complete and accurate information in a timely manner;• Functioning as a facilitator at meetings of the Board to ensure that no member dominates discussion, that appropriate robust discussions take place and that relevant opinions among members is forthcoming;• Ensuring that all Directors are enabled and encouraged to participate in its activities and allowing dissenting views to be freely expressed;• Ensuring that executive Directors look beyond their executive function and accept their share of responsibilities in governance;• Guiding and mediating Board actions with respect to organizational priorities and governance concerns;• Undertaking the primary responsibility (with the assistance of the Company Secretary) for organising information necessary for the Board to deal with items on the agenda and for providing information to Directors on a timely basis;• Performing other responsibilities assigned by the Board from time to time;• Being the major point of contact between the Board and the Management;• Being fully informed of current events by the Company MD on all

	<p>matters which may be of interest to Directors;</p> <ul style="list-style-type: none"> • Carrying out regular reviews with the Company MD and such other appropriate member of the Management, progress on important initiatives and significant issues facing the Company and/or the Group; and • Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole. <p>The roles and responsibilities of the Chairman are enunciated in the Board Charter, which is made available on our 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

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 Board is headed by Dato' Seri Wong Siew Hai, Chairman of the Board whereas the Company MD is Dato' Ooi Eng Leong. The role of the Board Chairman is to ensure the effective functioning of the Board while the Company MD is to ensure effective implementation of the Company's business plan, lead and manage the Company's operations. The Company MD also acts as a link between the Independent Directors and the Management to align management actions to Board decisions and strategies. The distinct and separate roles and responsibilities of the Chairman and Company MD are as set out in the Board Charter of the Company, which is available on our Company's website.</p> <p>The position of the Chairman of the Board and the Company MD are held by different individuals to ensure an appropriate balance of role, power and authority, such that no one individual has unfettered powers during Board discussions and decision making.</p> <p>For better safeguard the interest of our stakeholders, the Board is balanced by a majority of INEDs on the Board to foster greater objectivity in the Boardroom.</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 1.4

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 Chairman, Dato' Seri Wong Siew Hai is not a member of the various Board subcommittees.
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 and assisted by suitably qualified, competent and capable Company Secretary, namely Ms. Hing Poe Pyng (MAICSA 7053526). The Company Secretary is qualified as per Section 235(2) of the Companies Act 2016 and is registered with the Companies Commission of Malaysia (“CCM”).</p> <p>The roles and responsibilities of the Company Secretaries are as below:</p> <ul style="list-style-type: none"> • Advise the Board on its roles and responsibilities; • Facilitate the orientation of new Directors and assist in Director training and development; • Provide unhindered advice and services for the Directors, as and when the need arises; • Enhance the effective functioning of the Board and advise the Board on its roles and responsibilities; • Advise the Board on corporate disclosures and compliance with company and securities regulations and listing requirements; • Preparing agendas and coordinating the preparation of the Board papers in a timely and effective manner; • Ensure that Board procedures and applicable rules are observed; • Maintaining records of the Board and ensure effective management of organization’s records; • Preparing comprehensive minutes to document Board proceedings and committee proceedings and ensure conclusions are accurately recorded and the minutes are circulated in a timely manner; • Keep abreast of, and inform, the Board of current governance practices and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; • Assisting the communications between the Board and Management; and • Providing full access and services to the Board and carrying out other functions deemed appropriate by the Board from time to time. <p>The roles and responsibilities of the Company Secretaries are outlined in the Board Charter, which is made available on our Company’s website.</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

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>All Board and Board Committees' meeting are determined in advance with approved agenda to facilitate Directors' time planning. Prior to the respective meetings, Board members are provided with pre-circulated Board papers and related meeting materials to enable them to make informed decisions. The notice of the meetings shall be given in writing at least seven (7) days prior to the meetings, to enable sufficient time for the Directors to prepare for the meetings and to facilitate informed decision making.</p> <p>The minutes will record the deliberation, in terms of the issues discussed, and the conclusions thereof. Company Secretaries are responsible for the proper maintenance of the records of Board and Board Committees meetings and record of discussions on key deliberations and decisions taken. Minutes of the meeting are circulated to the members of the Board and Board Committees, and the Management for review and comments in a timely manner. The draft minutes will then be tabled at the following meeting for confirmation. The Company Secretaries will also notify and follow up with the Management of any actions to be taken or further updates to be provided to the Board. The updates and action plans for the items identified as matters arising would be discussed at the next Board and Board Committee meetings.</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 a Board Charter which clearly defines the respective roles and responsibilities of the Board, Board Committees, individual Directors and Management as well as matters reserved for the Board. It sets out the principles for the operation of the Board of Directors and describes the functions of the Board and those functions delegated to Management of the Company.</p> <p>The Board Charter is kept under continuous review and updated to ensure it remain consistent with the Board’s objectives and kept up-to-date with changes in regulations and governance practices.</p> <p>The Board Charter is made available on our 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 is responsible for promoting good corporate governance culture within the Company which reinforces ethical, prudent and professional behavior. We aim to foster a culture of honesty and accountability. Our commitment to the highest level of ethical conduct should be reflected in all the Company's dealings with its suppliers, customers, the government, public, among employees and shareholders.</p> <p>Accordingly, the Company has adopted a Code of Business Conduct & Ethics ("Code"), formally approved by the Board, which summarize the standards that guide the actions of employee and directors. The employees and directors are clear that they must adhere to the spirit and language of this Code seeking to avoid the appearance of improper behavior.</p> <p>As part of the Company's commitment in upholding high ethical standards, the Code is extended to third parties through the Supplier Code of Conduct and Declaration ("Supplier Code"). The Supplier Code defines the basic requirement of supplier on the activities that are strictly prohibited as well as respective responsibilities towards their stakeholders. Mechanisms are in place to report instances of bribery, fraud, corruption, unethical behaviour and irregularities.</p> <p>The Company has adopted a zero-tolerance policy against all forms of bribery and corruption and is committed to fair, honest and transparent conduct of business. In respect to this, the Company has implemented a comprehensive Anti-Bribery and Corruption Policy ("ABAC") which provides information and guidance to employees, senior management and directors on how to recognize and deal with potential bribery and corruption issues. Although the ABAC Policy is written specifically to the internal employees, senior managers and directors, the Company also expects that the contractors, sub-contractors, consultants, agents, representatives and others performing work or services for or on behalf of the Company will comply with it in relevant part when performing such work or services.</p> <p>In FYE 2025, no misconduct cases were being reported.</p> <p>The Code and ABAC Policy are made 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 is committed to values of transparency, integrity, impartiality and accountability in the conduct of its business and affairs. It expects the wrongdoings such as fraud, corruption, serious financial impropriety and gross mismanagement to be reported and facilitates this through internal mechanism.</p> <p>In respect to this, the Board has formalised a Whistleblowing Policy, with the aims to promote a workplace conducive to open communication regarding the Company's business practices. The Whistleblowing Policy provides a mechanism for stakeholders of the Company (such as employees employed full time, on probation, contractually or temporarily), people performing services for the Company (such as contractors and service providers), members of the public who are natural persons, not being incorporated or unincorporated bodies, to raise genuine concerns, channel their complaints or to provide information on wrongdoings and improper conduct which may adversely impact the Company. The Whistleblowing Policy outlines who can disclose, what to disclose, when to disclose, how and to whom a concern may be properly raised, distinguishes a concern from a personal grievance and allows the whistleblower the opportunity to raise a concern outside their management line and in confidence.</p> <p>The whistleblowing report will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The unauthorized disclosure of whistleblower's information or the identity of a whistleblower by any employee may constitute misconduct for which, if established, disciplinary measures will be imposed.</p> <p>In FYE 2025, no whistleblowing incidents were reported.</p> <p>The Whistleblowing Policy is accessible to the public for reference on the Company' 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>As stated in the Board Charter, the Board together with Senior Management, takes responsibility for the governance of sustainability in the Company including setting the Company's sustainability strategies, priorities and targets. The Board shall promote sustainability within the aspects of environment, social, governance and economy.</p> <p>The Company has formed SIWG, led by the Company MD with the support from key functional group, to identify, analyse, evaluate, manage and monitor sustainability issues with emphasis on economic, environmental, workplace and governance. To better discharge the duties of SIWG, a TOR has been formalised which outlines the reporting structure, duties and responsibilities of the working group. The SIWG's TOR is made available on our 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 4.2

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 understands that meeting the needs of all stakeholders is fundamental to building trust and confidence and forms the foundation of good governance in the Company. Our sustainability strategy is guided by a materiality assessment which defines the sustainability focus areas that are most important to the Company and its stakeholders that the Company believe, will have the most impact on its business.</p> <p>The details pertaining to the sustainability strategies, priorities, stakeholder groups, engagement methods and performance are communicated to both internal and external stakeholders through the Company's Sustainability Statement in Annual Report 2025, which is made available on our Company's website. The Sustainability Statement is prepared in accordance with the Main Market Listing Requirements ("MMLR") issued by Bursa Malaysia Securities Berhad, referencing the Sustainability Reporting Guide (3rd Edition).</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 acknowledges the importance to keep fully abreast of knowledge, risks and opportunities as well as current and future trends on sustainability matters.</p> <p>During FYE 2025, the Board has attended a number of continuous professional development program covering various topics in relation to sustainability. Moving forward, the Board aspires to be constantly abreast of current sustainability issues 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

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 assessment/evaluation is being conducted annually. The Board evaluation on 25 February 2026 in respect of FYE 2025 takes into consideration the performance of the Board in addressing the Company’s material sustainability risks and opportunities and also the conduct of the Board to stay abreast with and understand the sustainability issues relevant to the Company and its business.</p> <p>The Company has implemented a yearly performance review for the Senior Management. The assessment criteria for the said evaluation takes into account, amongst others, sustainability risks such as financial and people 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

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>The SIWG is chaired by the Company MD to oversee the planning and execution of sustainability strategies and ensure that our sustainability matters are implemented throughout our business operations. The Company MD is supported by the Company COO and Heads of Department.</p> <p>The reporting structure, duties and responsibilities of the SIWG has been formalised and documented in the TOR of SIWG, which is made available on our Company's website.</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 NC is empowered by the Board to review the required mix of skills, experience and other qualities of the Board and to assess the effectiveness of the Board as a whole as well as contribution by each director, through annual assessment.</p> <p>Annually, each of the Directors will give confirmation to disclose any potential or actual conflict of interests arises. This is one of the criteria to enable the Board/ NC to assess the Directors' independence as and when any new interest or relationship develops.</p> <p>During the financial year under review, the NC had assessed the effectiveness of the Board, the Committees, the contribution of each individual Director and performance of Independent Directors. The NC is satisfied with the assessment results.</p> <p>In accordance with Clause 76(3) of the Company's Constitution. The NC has reviewed Dato' Seri Wong Siew Hai and Dato Faiza Binti Zulkifli performance who is retired and eligible for re-election at the forthcoming AGM. The NC is satisfied with the assessment result and recommendation has been made to the Board on their re-election. The Board concurred with the NC's recommendation and the rationale and reasons for recommending the re-election of each Directors are detailed in the Notice of the forthcoming AGM.</p> <p>Upon assessment of independence of the Independent Directors, the tenure of individual Independent Directors would be presented to the NC for review annually.</p> <p>As of 31 December 2025, none of the Independent Directors had serve the Company for more than 9 years as per Malaysian Code of Corporate Governance ("MCCG") recommendations.</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 5.2

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	:	<p>Our Board comprises a majority (67%) of Independent Non-Executive Directors with the composition as shown below:</p> <ul style="list-style-type: none"> • 2 Executive Directors; and • 4 Independent Non-Executive Directors. <p>This composition enables the Board to provide an objective judgement in the best interest of the Company taking into account diverse perspectives and insights.</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 5.3

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	:	As stated in the Board Charter, the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the Director's re-designation as a non-Independent non-executive Director. The Board may subject to the assessment of the NC on an annual basis, recommend for an Independent Director who has served a consecutive or cumulative term of nine (9) years to remain as an Independent Director subject to Shareholders' approval with justification given. If the Board continues to retain the Independent Director after the ninth (9th) year, the Board should seek annual Shareholders' approval through a two-tier voting process. After the twelfth (12th) year, an Independent Director must observe a cooling-off period of three (3) years before re-appointment. At present, all our Independent Directors have not exceeded this limit.
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>The Board believes that a truly diverse and inclusive Board will leverage the differences of its members, to achieve stewardship and in turn, retains its competitive advantage.</p> <p>As stated in the Board Charter, the Board shall be of a size and take into consideration the representation of the interest of certain shareholders or group of shareholders with the benefit of diversity in perspectives, experience, skill sets, gender mix, ethnicities and age to understand and deal with the current and emerging issues of the Company's business and operations.</p> <p>The NC is mindful of its responsibilities to conduct all Board appointment processes through various approaches in a manner to promote Board diversity. In determining the process for the identification of suitable candidates, the following attributes or factors will be considered:</p> <ul style="list-style-type: none">• Skills, knowledge, expertise and experience;• Professionalism;• Commitment (including time commitment) to effectively discharge his/ her role as a Director;• Contribution and performance;• Background, character, integrity and competence; and• Boardroom diversity including gender diversity. <p>In addition, the Board has adopted the Fit and Proper Policy to ensure appointing the right person with the right skills, experience and credibility. This Policy aims to provide a formalised and clear parameter on the selection process of Directors and Senior Management Personnel, which will improve and strengthen the Board independence, quality and diversity.</p> <p>The diversity in the gender, age, race/ ethnicity (culture background) and nationality of the existing Board and Key Senior Management is as follows:</p>

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	:	The NC is responsible to perform screening, evaluation and nomination of the new Board Member's appointment. The procedures for the appointment of Directors and the criteria used by the NC in the selection process are provided in the TOR of NC. In sourcing new Directors, the NC is empowered to utilize independent sources to identify suitably qualified candidates and does not solely rely on recommendations from existing directors, management or major shareholders to identify a short-list of suitable candidates for consideration.	
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 profile and details of the Directors are published in the Annual Report. The particulars of each director are disclosed in accordance with the Appendix 9c of the MMLR of Bursa Malaysia Securities Berhad, which include the following:</p> <ul style="list-style-type: none"> a) the name, age, gender, nationality, qualification and whether the position is an executive or non-executive one and whether such director is an independent director; b) working experience and occupation; c) the date the person was first appointed to the board; d) the details of any board committee to which the person belongs; e) any other directorship in public companies and listed issuers; f) any family relationship with any director and/or major shareholder of the listed issuer; g) the nature and extent of any conflict of interest or potential conflict of interest, including interest in any competing business that the person has with the listed issuer or its subsidiaries; h) other than traffic offences, the list of convictions for offences within the past 5 years and particulars of any public sanction or penalty imposed by the relevant regulatory bodies during the financial year, if any; and i) the number of board meetings attended in the financial year. <p>In the notice of the Company's AGM, the Board included comments on whether the Board supports the resolutions relating to the re-election of the retiring Directors. In addition, the Board provided insights into the rationale behind the re-election of the retiring Directors. These decisions were grounded in the satisfactory performance evaluations conducted annually, as outlined in the fit and proper policy.</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 5.8

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 Dato' Faiza Binti Zulkifli, the INED of the Company. In accordance to the NC TOR, the NC shall comprise at least three (3) members, exclusively of non-executive Directors, a majority of whom must be independent which are free from any business relationship that would materially interfere with their judgement as members of the Committee. The present NC comprises exclusively of INEDs as follows:</p> <ul style="list-style-type: none">• Dato' Faiza Binti Zulkifli (INED/ Chairman)• Ms. Ju Siew Lee (INED/ Member)• Dato' Seri Lee Kah Choon (INED/Member)
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	:	The Board comprises two (2) women Directors out of six (6) Directors, which represents 33% women Directors. This demonstrates the Company's commitment on Board gender diversity as we had exceeded the prevailing requirement of Practice 5.9 of the MCCG to have at least 30% women Directors on 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

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 Board recognises the importance of diversity in contributing to the sustainable development of the Company, the 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. The Company does not discriminate on the basis of ethnicity, age, gender, nationality, political affiliation, religious affiliation, marital status, education background or physical ability.</p> <p>The Board has disclosed the Company's policy on gender diversity in the Annual Report.</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 Company carried out the assessment of the Board and Board Committees on 25 February 2026. The assessment was conducted internally via the NC taking into consideration the criteria guided by the Corporate Governance Guide of Bursa Malaysia Berhad. As stated in the TOR of NC, the NC is tasked to review annually the effectiveness of the Board by taking into consideration the present size, structure and composition of the Board and Board committees as well as the required mix skills, experience and competency required. The NC is also responsible for assessing annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director, including the directors' time commitment, character, experience and integrity. The assessment findings revealed that the Board, its Committees and Individual Directors have met the criteria used and satisfied the requirements.</p> <p>All assessments and evaluations carried out by the NC in the discharge of all its functions shall be properly documented.</p> <p>In addition, the NC also assesses annually the independence of the Independent Directors and this activity is disclosed in the annual report of the Company. The results of the evaluation were discussed by the NC which were then reported to the Board. The Board did not engage any external party to undertake an independent assessment of the 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

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 and Procedures, with the aim to attract and retain quality members of the Board and Senior Management. The Policy serves as a guiding document to determine the remuneration of Directors and Senior Management, taking into account the demands, complexities and performance of the Company as well as skills and experience required. It also sets out an overarching framework for the development and administration of a fair and transparent framework for the remuneration of Directors and Senior Management.</p> <p>The Remuneration Policy and Procedures has outlined the following key contents:</p> <ul style="list-style-type: none"> • Remuneration principles • Remuneration structures • Remuneration policies and procedures for Non-Executive Directors, Executive Directors and Senior Management • Governance of remuneration <p>The Board and RC will review the on-going appropriateness and relevance of the Remuneration Policy and Procedures. The Policy is made 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 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>As stated in the Remuneration Policy and Procedures, the RC as delegated by the Board is responsible to implement the Remuneration Policy and Procedures including reviewing and recommending matters relating to the remuneration of Directors and Senior Management.</p> <p>The RC comprises exclusively INEDs of the Company and is governed by its TOR, which is available on the Company's website. The current members of the RC are as follows:</p> <ul style="list-style-type: none"> • Dato' Seri Lee Kah Choon (INED/ Chairman) • Ms. Ju Siew Lee (INED/ Member) • Dato' Faiza Binti Zulkifli (INED/ Member)
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 detailed disclosure on named basis for the remuneration of individual directors, including the breakdown of individual directors on fees, salary, bonus, benefits in-kind and other emoluments for FYE 2025 are as disclosed below.

No	Name	Directorate	Company (RM'000)							Group (RM'000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Ooi Eng Leong	Executive Director	-	6.0	-	-	-	-	6.0	-	6.0	660.0	44.0	25.0	142.2	877.2
2	Lee Kim San	Executive Director	-	6.0	-	-	-	-	6.0	-	6.0	420.0	28.0	10.6	132.9	597.5
3	Dato' Seri Wong Siew Hai	Independent Director	55.0	9.0	-	-	-	-	64.0	55.0	9.0	-	-	-	-	64.0
4	Dato' Seri Lee Kah Choon	Independent Director	45.0	10.3	-	-	-	-	55.3	45.0	10.3	-	-	-	-	55.3
5	Dato' Faiza Binti Zulkifli	Independent Director	45.0	10.2	-	-	-	-	55.2	45.0	10.2	-	-	-	-	55.2
6	Ju Siew Lee	Independent Director	50.0	10.5	-	-	-	-	60.5	50.0	10.5	-	-	-	-	60.5

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 six 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 believes that disclosing the remuneration packages of the top six senior management could adversely impact its human resource management. The Board is of the opinion that maintaining this confidentiality information does not compromise the interests of its shareholders.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Board may consider disclosing the remuneration of the top six senior management on a band basis at a later stage if the Board, after thorough consideration and deliberation, determines that such disclosure will not have a detrimental impact on the management of the Group's human resources. Nonetheless, the Board continually reviews the remuneration of top senior management to ensure it is aligned with their responsibilities, individual performance, and the overall performance of the Group.
Timeframe	:	Others

No	Name	Position	Company (RM'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

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	:	<p>In accordance with the TOR of ARMC, the Chairman of the ARMC shall be appointed by the members of the Committee and must not be the chairman of the Board.</p> <p>The ARMC is chaired by Ms. Ju Siew Lee who is not the Chairman of the Board. This ensures the Board is able to objectively review the ARMC's findings and recommendations.</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 9.2

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	:	As stated in the TOR of ARMC, a former partner of the external audit firm is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the Committee. The Company has not appointed any former partner of external audit firm to be a member of the ARMC.	
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 ARMC had on 21 April 2025 assessed the external auditors, namely Grant Thornton Malaysia PLT, based on inter alia, the following factors:-</p> <ol style="list-style-type: none">1. Quality of service including level of knowledge, capabilities, experience and quality of previous work2. Communication and interaction such as ability to provide constructive observations, implications and recommendations in areas which require improvements3. Independence, objectivity, professionalism and caliber of external auditors4. Audit scope and fees as well as the provision of non-audit services does not impede their independence5. Ability to perform the audit work within the agreed timeframe6. Inputs and opinions from the Company's personnel who constantly deal with the external audit team throughout the year. <p>The External Auditors has provided assurance to the ARMC that they are, and have been, independent throughout the conduct of the audit engagement in accordance with ByLaws of the Malaysian Institute of Accountants.</p> <p>The ARMC was satisfied with the performance and independence of the External Auditors.</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	:	Adopted
Explanation on adoption of the practice	:	<p>In accordance to the TOR of ARMC, the ARMC shall be appointed by the Board and shall comprise at least three (3) members, consisting solely of INEDs who are free from any business or other relationship that would materially interfere with their judgement as members of the ARMC.</p> <p>The present ARMC of the Company comprises solely of INEDs, namely:</p> <ul style="list-style-type: none">• Ms. Ju Siew Lee (INED/ Chairman)• Dato' Faiza Binti Zulkifli (INED/ Member)• Dato' Seri Lee Kah Choon (INED/ Member)

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>All members of the ARMC are financial literate, competent and able to understand matters under the purview of the ARMC including the financial reporting process. They are able to review the Company's financial reporting process and information to ascertain whether the financial reporting reflects the Company's actual performance. The Chairman of the ARMC namely Ms. Ju Siew Lee is a Chartered Accountant by profession.</p> <p>All members of the ARMC have undertaken and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.</p> <p>The details on training programmes, seminars and forums attended by ARMC members in the FYE 2025 are disclosed in the Company's Annual Report 2025.</p> <p>In addition, the ARMC is also kept updated by the Management, Company Secretaries, External and Internal Auditors on changes to accounting and auditing standards, practices and rules.</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 recognises the importance of having a sound framework for internal controls and risk management. In respect to this, the Company has established an ERM Framework which is aligned with ISO 31000:2018 Risk Management Standards. The ERM framework enables the Company to have a structured process for risk management which includes identification, analysis, treatment, monitoring, review and reporting of risks across the Company.</p> <p>The Company had engaged an independent professional firm to provide ERM awareness session to the identified employees, focusing the introduction of risk, importance of risk management and ERM methodology.</p> <p>In 2025, the risk assessment process was performed and encompassed both ERM and Corruption Risk Management (“CRM”), addressing both business and corruption-related risks. The process involved the identification, ranking and prioritisation of the Group’s key risks, taking into account their potential impact and likelihood of occurrence. Additionally, it included the identification of controls to manage these risks to the desired level.</p> <p>The risk assessment activities during the financial year under review encompassed:</p> <ul style="list-style-type: none"> • Strategic discussion with Executive Directors and Senior Management to understand the strategic concerns from Top Management; and • Interviews with Management identified personnel to elicit risk information, scrutinise and validate preliminary risks and current controls. <p>The results of the risk assessment, encompassing both ERM and CRM, were reviewed by Senior Management before being presented to the ARMC on 24 November 2025 and to the Board on 26 November 2025.</p> <p>The Statement on Risk Management and Internal Control (“SORMIC”) in Company’s Annual Report 2025 provides an overview on the state of the risk management and internal control in 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

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 has disclosed the overview of the risk management framework and internal control system within the Company and the adequacy and effectiveness of the framework in the SORMIC of the Annual Report 2025.</p> <p>The Board is satisfied with the existing level of systems of risk management and internal control. The Board also received assurance from the Managing Director, Executive Director and Finance Director that to the best of their knowledge that the Company's risk management and internal control systems are adequate and effective.</p> <p>The SORMIC was reviewed by the Company's External Auditors.</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	:	Adopted
Explanation on adoption of the practice	:	<p>The Board has formed its ARMC to oversee the risk management framework and policies in the Company. In accordance to the TOR of ARMC, the ARMC shall be appointed by the Board and shall comprise at least three (3) members, consisting solely of INEDs which are free from any business or other relationship that would materially interfere with their judgement as members of the Committee.</p> <p>The present ARMC of the Company comprises solely of INEDs, namely:</p> <ul style="list-style-type: none">• Ms. Ju Siew Lee (INED/ Chairman)• Dato' Faiza Binti Zulkifli (INED/ Member)• Dato' Seri Lee Kah Choon (INED/ Member)

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 (“IA”) function is outsourced to an independent professional service provider namely YNC Business Consultant Sdn. Bhd. (“YNC”) to assist the ARMC and the Board in discharging their responsibilities. The outsourced Internal Auditors reports directly to the ARMC and provides the Board with independent, objective and reasonable assurance on the effectiveness of the internal controls in the Company.</p> <p>In accordance with Paragraph 15.15(3)(e) of the MMLR, the summary of work of the IA function is disclosed in the Annual Report 2025, under ARMC Report.</p> <p>In ensuring that the duties and responsibilities of Internal Auditors are fully discharged, functioning effectively and independently, the TOR of the ARMC stipulates that the ARMC is responsible to review:</p> <ul style="list-style-type: none"> • Review and report the same to the Board on the adequacy of the scope, functions, competency and resources of the IA function without interference from the Management, and that it has the necessary authority to carry out its work; • Review and report the same to the Board on the IA program, processes, the results of the IA program, processes or investigation undertaken, and whether or not appropriate action is taken on the recommendations of the IA function; • Ensure that appropriate action is taken on the recommendations of the internal auditors, where necessary; • Review the assistance and cooperation given by the employees of the Company to the internal auditors; • Review any appraisal or assessment of the performance of the internal auditors; • Review the effectiveness of the Company’s IA function including compliance with the Institute of Internal Auditors’ International Standards for the Professional Practice of Internal Auditing and make recommendations necessary for improvement of the internal audit function; • Approve any appointment or termination of the internal auditors; and • Review any letter of resignation of internal auditors and request the resigning firm to submit its reasons for resigning.
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>The IA function is outsourced to YNC, an independent professional firm. The internal audit engagement is led by an Executive Director, Ms. Phoon Yee Min, who is a Certified Internal Auditor (“CIA”), member of Association of Chartered Certified Accountants (“ACCA”) and member of Malaysia Institute of Accountants (“MIA”). She has accumulated over 20 years of experience in Audit and Advisory engagement. She is further supported by other YNC professional staffs. All the personnel deployed by YNC do not have any family relationship or conflicts of interest with our Company that could impair their objectivity and independence during the course of their work.</p> <p>The Internal Auditors conducted their work in consideration of the broad principles of the International Professional Practice Framework (“IPPF”) of Institute of Internal Auditors covering the conduct of the audit planning, execution, documentations, communication of findings and consultation with key stakeholders.</p> <p>In FYE 2025, the Internal Auditors had reported their observations and findings according to the approved Internal Audit Plan to the ARMC.</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 12.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board ensures that the communication with its stakeholders is accurate, transparent, timely and with high-quality disclosure. In respect to this, the Board has established various communication channels with its stakeholders.</p> <p>The Annual Report remains a vital and convenient source of essential information for investors, shareholders and stakeholders. Annual Report is made available on our Company's website.</p> <p>The Company's website serves as a platform to provide information about the Company. The Company's website also has a dedicated Investor Relations ("IR") section containing annual report, quarterly report, announcement, corporate governance and stock information. Contact details of the IR including its email investorsrelation@nationgate.com.my are also listed on the website to facilitate dialogue and queries from shareholders.</p> <p>The detailed stakeholder engagement method is set out in the Company's Sustainability Report.</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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board believes that the Annual Report and Sustainability Statement together offer a comprehensive view of the Group's performance, covering financial and non-financial aspects, long-term sustainability, and key elements of an integrated report including the organisation's overview, outlook, governance, performance, and reporting approach.	
		The Board believes that the present format of the Annual Report provided sufficient information for stakeholders to make informed decisions.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board will continuously evaluate the need and timing for transitioning to Integrated Reporting, ensuring alignment with evolving stakeholder expectations and global best practices.	
Timeframe	:	Others	TBD

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 Board endeavours to provide shareholders with adequate time to consider the resolutions that will be discussed and decided during the AGM. Where the shareholders are not able to attend the AGM, they may appoint proxies to attend, vote and ask question on their behalf.</p> <p>The notice of the Company's fourth AGM was circulated to shareholders on 29 April 2025, which is at least 28 days prior to the date of the meeting, i.e. 29 May 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

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	:	All the Directors, Chairman of the Board and Chairpersons of the Board Committees attended the fourth AGM held on 29 May 2025 to provide meaningful response to questions addressed to them. They are fully aware of their respective scope of responsibilities and will come prepared to address any issues that the shareholders may raise within the scope of the responsibilities of the Board Committees that they lead.	
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	:	Applied
Explanation on application of the practice	:	<p>The Company conducted its fourth AGM on 29 May 2025, physically at Straits 1, Level 9, Crown Plaza Penang Straits City, Jalan Bagan Luar, Bandar Selat, 12000 Butterworth, Pulau Pinang, Malaysia. Electronic voting was adopted to ensure accurate recording of votes and all resolutions put to vote by poll. An independent scrutineer has been appointed to validate the votes cast and results of each resolution put to vote were announced at the meeting. An announcement detailing the results, including the total number of votes cast for and against each resolution and the respective percentages has been announced via Bursa Securities' website after the conclusion of the AGM.</p> <p>Shareholders who are unable to attend the AGM are advised to appoint proxies to attend and vote on their behalf by completing the proxy form enclosed in the Annual Report and depositing it at the Registered Office at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.</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 13.4

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 Board regards its AGM or other general meetings as an opportunity to communicate directly with shareholders and endeavour to encourage shareholders to participate in these meetings.</p> <p>The fourth AGM held on 29 May 2025 was conducted physically. The Company's financial and non-financial performance has been presented during the AGM. The Board Chairman provided appropriate and sufficient time and encourage shareholders to pose questions, express opinions and give suggestions about the issues throughout the entire meeting. The Finance Director, Corporate Services Director, Joint Company Secretaries and external auditors were present during the AGM to engage with shareholders and address any areas of interest or concern brought up by the shareholders.</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 Board understand that the minutes of AGM reflects the mutual understanding and resolutions reached between the shareholders and Directors of the Company. The minutes also provide meaningful information to shareholders especially for the absentee shareholders to keep track with the AGM that they are unable to attend. The minutes of the Company's fourth AGM (held on 29 May 2025), which details the meeting proceedings including the Q&A discussions, were published on the Company's and Bursa Securities website on 29 May 2025 i.e. no later than 30 business day 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.

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