CORPORATE GOVERNANCE REPORT

STOCK CODE : 0258

COMPANY NAME: Agmo Holdings Berhad

FINANCIAL YEAR : March 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 PERSUANT 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 ("the Board") of Agmo Holdings Berhad ("the Company") has overall responsibility for the proper conduct of the Company's business in achieving the objectives and long-term goals of the Company. The Company recognises the importance of the Board in providing leadership and a sound base for good corporate governance in the operations of the Company. The principal roles and responsibilities are as follows:
		 Formulating a strategic plan for the Company and tailoring the same from time to time by taking practical and realistic approaches; Maintaining good corporate governance standards; Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed and sustained; Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks; and Reviewing the adequacy and integrity of the Company's internal control systems for compliance with applicable laws, regulations, rules and guide. The salient features of the Board Charter have been uploaded on the Company's website at www.agmo.group.
Explanation for	:	
departure		
Large companies are re	quir	ed to complete the columns below. Non-large companies are encouraged
to complete the column	-	
Measure	:	
Timeframe	:	

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	Dato' Low Hann Yong, who is the Non-Independent Non-Executive Chairman ("Chairman") of the Company, is responsible for ensuring the integrity and effectiveness of the Board's governance process, acts as a facilitator at the meetings and ensures that Board proceedings comply with good conduct and best practices. The Chairman carries out the leadership role in the conduct of the Board and the primary responsibilities of the Chairman are, amongst others, as follows: • To lead the Board and to ensure the effectiveness of all aspects of the Board's role; • To ensure the efficient organisation and conduct of the Board's function and meetings; • To facilitate the effective contribution of all Directors at Board meetings; • To promote constructive and respectful relations among Directors, and between the Board and management; and • To ensure effective communication with shareholders and relevant stakeholders.
	Details of the responsibilities of the Chairman are set out in the Board Charter of the Company which is made available on the Company's website at www.agmo.group.
Explanation for : departure	
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged below.
Measure :	
Timeframe :	

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 1.3The positions of Chairman and CEO are held by different individuals.

Application :	Applied		
Explanation on application of the practice	The positions of the Chairman and CEO are held by two distinct individuals, namely Dato' Low Hann Yong and Mr Tan Aik Keong, respectively. There is clear separation of duties and responsibilities to ensure a balance of power and authority so that no one individual has unfettered powers of decision making. The Chairman carries out the leadership role in the conduct of the Board and the primary responsibilities are as follows: • To lead the Board and to ensure the effectiveness of all aspects of the Board's role; • To ensure the efficient organisation and conduct of the Board's function and meetings; • To facilitate the effective contribution of all Directors at Board meetings; • To promote constructive and respectful relations among Directors, and between the Board and management; and • To ensure effective communication with shareholders and relevant stakeholders. The CEO is responsible for the Company and its subsidiaries ("the Group")'s overall business performance and manages the Group in accordance with the strategies and policies approved by the Board. The CEO is also responsible for the day-to-day operations of the Group, within the authorities as delegated by the Board.		
Explanation for : departure			
	Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :			
Timeframe :			

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

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'.		
Application	:	Applied
Explanation on	:	Dato' Low Hann Yong, the Non-Independent Non-Executive Chairman
application of the		of the Company, is not a member of the Audit and Risk Management
practice		Committee ("ARMC"), Nomination Committee ("NC") and
		Remuneration Committee (" RC ").
Explanation for		
departure	•	
departure		
Large companies are re	quir	red to complete the columns below. Non-large companies are encouraged
to complete the columns below.		
Measure	:	
Timeframe		
Timename	•	

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.

Applied
The Board is supported by two (2) qualified and competent Company Secretaries who provide support and guidance in advising the Board on all secretarial matters, including but not limited to compliance with the Companies Act 2016 ("the Act"), ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Malaysian Code on Corporate Governance 2021 ("MCCG 2021"). The Company Secretaries also ensure that discussions at Board and Board Committee meetings are well documented.
Both the Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA"), and are qualified to act as Company Secretary pursuant to Section 235(2) of the Act. The Company Secretaries attend training sessions to keep themselves abreast of the latest developments in corporate and securities law, listing rules and corporate governance.
ed to complete the columns below. Non-large companies are encouraged
elow.

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 and its Committees were provided with notices of meetings together with the agendas and the relevant meeting papers at least (7) days prior to the respective scheduled meetings, to allow reasonable time for the Board and/or its Committees to review the meeting papers and to prepare for deliberation on the issues to be considered at the respective meetings. The deliberations and decisions made at Board and Board Committee	
	meetings are documented in the minutes by the Company Secretary, including matters where Directors abstained from voting or deliberation. The meeting minutes were circulated to the Board and the Board Committees and confirmed as a correct record of the proceedings by the Board and Board Committees at the following respective meetings.	
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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 has a formalised Board Charter, which sets out the roles, functions, composition, and processes of the Board. The Board Charter provides guidance to the Board, Board Committees, Directors and management of the Company in the fulfilment of their roles, duties and responsibilities which are in line with the AMLR and the principles of MCCG 2021.	
	The Board will review and update the Board Charter in accordance with the needs of the Company and any regulations that may bring an impact in the corporate governance practices of the Company and the responsibilities of the Board in discharging its governance function.	
	A copy of the Board Charter is made available on the Company's website at www.agmo.group.	
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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	:	The Company has established an Anti-Bribery and Corruption Policy and Code of Conduct and Ethics which apply to all Directors and employees of the Group.
		These policies emphasise the Group's commitment to conduct its business fairly, impartially and in full compliance with all applicable laws and regulations. The Group's professionalism, honesty and integrity must at all times be upheld in the Company's business dealings with customers, vendors, suppliers, contractors, government, regulators, investors, the business community as a whole and in the relationship of its own employees.
		Currently, the Board adheres to the Code of Conduct and Ethics for Company Directors issued by the Companies Commission of Malaysia. This Code of Conduct and Ethics provides clear guidance for a standard of ethical behaviour for Directors based on trustworthiness and honesty. It aims to uphold the spirit of responsibility, including social responsibility, in line with legislation, regulations and guidelines for administering a company. The Anti-Bribery and Corruption Policy and Code of Conduct and Ethics
		are made available on the Company's website at www.agmo.group.
Explanation for	:	
departure		
Large companies are required to complete the columns below. Non-large companies are encouraged		
to complete the column	ns be	elow.
Measure	:	
Timeframe	:	

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 Group acknowledges that any genuine commitment to detect and prevent actual or suspected unethical, illegal, improper, or other misconduct shall include a means for employees and other stakeholders to freely report their concerns without fear of reprisal or intimidation.	
	The Board has set up a whistleblowing policy and procedure ("Whistleblowing Policy") to support the Company's values and to provide a transparent and confidential process for all dealings with concerns.	
	The Whistleblowing Policy is designed to enable all stakeholders, including but not limited to employees, customers, suppliers, government bodies and financial institutions to raise genuine concerns of possible improprieties perpetrated within the Group. If any employee believes reasonably and in good faith that malpractice exists in the workplace, the employee should report to the ARMC Chairperson immediately.	
	The Whistleblowing Policy is available on the Company's website at www.agmo.group.	
	During FYE 2025, the Company has not received any complaint under this procedure.	
Explanation for : departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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 Board has taken steps to integrate sustainability issues as a core of its strategic formulation. The Board is supported by the senior management, which enables the Board to assess and ensure that sustainability governance is structured and functioning through the various levels of management. Further details of the Group's sustainability practices are set out in the	
	Sustainability Statement in the Annual Report 2025.	
Explanation for departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure		
Timeframe		

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 :	The practices that have been adopted by the Company to engage with		
application of the	the internal and external stakeholders are disclosed in the Sustainability		
practice	Statement in the Annual Report 2025.		
practice	Statement in the Annual Report 2025.		
Fundamentian for			
Explanation for :			
departure			
Large companies are required to complete the columns below. Non-large companies are encouraged			
to complete the columns below.			
Measure :			
Timeframe :			

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 has sufficient understanding and knowledge of the sustainability issues that are relevant to the Company and its business, to discharge its role effectively. The measures that the Board has taken to attain a better and more sustainable future are disclosed in the Sustainability Statement in the Annual Report 2025.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	•	
Timeframe	:	

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 Explanation for departure	 The annual assessment reviews the effectiveness of the Board including the role of the Board in the Company's operational business and risk environment and ability to act in the best interest of the Company to achieve its strategic objectives, including embedding sustainability in the Company's strategies and operations. The senior management implements strategies and reports on performance of processes and controls, and management targets to ensure alignment and effective implementation of the Group's strategic initiatives in pursuing its business goals of which sustainability aspects are considered.
Large companies are req to complete the columns	uired to complete the columns below. Non-large companies are encouraged below.
Measure	
Timeframe	

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 Board has identified Mr Low Kang Wen, Chief Operating Officer of the Group as the designated person to manage the Group's sustainability strategically in the operations of the Group.

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
Application	Applied
Explanation on	The NC reviewed the composition of the Board and its Board
application of the	Committees, including the tenure of each director to ensure the tenure
practice	of an independent director does not exceed a term limit of nine years as guided by the MCCG 2021.
	The NC conducted an annual assessment of the performance of the Board as a whole for the financial year ended 31 March 2025, as well as the independence of the Independent Directors.
	Based on the annual assessment performed, the NC is satisfied with the
	performance of the Directors who are standing for re-election and has
	recommended the proposed re-election to the Board for approval.
Explanation for	
departure	
Large companies are requ	rired to complete the columns below. Non-large companies are encouraged
to complete the columns	below.
Measure	
Timeframe	

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 :	More than half of the Board comprises Independent Non-Executive
application of the	Directors.
practice	
	The Company has also complied with Rule 15.02 of the AMLR which requires that at least two (2) or one-third (1/3) of the Board consists of
	independent directors.
Explanation for :	
departure	
Large companies are requi	red to complete the columns below. Non-large companies are encouraged
to complete the columns b	
Measure :	
Timeframe :	

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	nine (9) years.
practice	
Explanation for :	
departure	
Large companies are regu	 ired to complete the columns below. Non-large companies are encouraged
to complete the columns i	·
Measure :	
Timeframe :	

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	•	

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 has consistently embraced diversity and gender balance in its composition. This commitment is evident in the Board's diverse makeup, which includes individuals with varying skill sets, experience, age, gender and backgrounds. Reflecting this ongoing commitment, the Company appointed an additional woman director on 4 October 2024 to further strengthen gender diversity at the Board level. The NC is responsible for identifying, assessing and recommending the right candidates to the Board as well as reviewing and assessing the composition and performance of the Board. In making its recommendations, the NC will consider, among others, the mix of skills, knowledge, experience, diversity (including gender diversity), background, integrity, competence, time commitment and independence to meet the strategic objectives and business
	requirements of the Group. A brief description of each Director's profile is stated in the Board of Directors' Profile in the Annual Report 2025.
Explanation for : departure	·
Large companies are requi	red to complete the columns below. Non-large companies are encouraged
to complete the columns be	elow.
Measure :	
Timeframe :	

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 :	In appointing a new Director during the year, the Board, through the	
application of the	NC, identified the potential candidate via the professional networks of	
practice	existing Board members and Management. The NC assessed the candidate based on her qualifications, experience, integrity and alignment with the Board's composition needs. In view of the strength and relevance of the recommendation received, the NC was satisfied that the candidate met the necessary criteria, and therefore did not consider it necessary to explore additional external sourcing avenues at this juncture. The Board remains open to engaging independent sources in future	
	appointments where necessary, particularly if the desired skillsets are not readily identifiable within the existing networks.	
Explanation for :		
departure		
Large companies are requi	red to complete the columns below. Non-large companies are encouraged	
to complete the columns below.		
Measure :		
Timeframe :		

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	:	The profiles of the Directors are published in the Annual Report 2025 which include their age, gender, directorships in other companies, working experience and any conflict or potential conflict of interest as well as their shareholdings in the Company, if any. The justification to re-elect the retiring Directors to stand for re-election has been included in the Notice of the Fourth Annual General Meeting.
Explanation for departure	:	
Large companies are re- to complete the column	•	red to complete the columns below. Non-large companies are encouraged elow.
Measure	:	
Timeframe	:	

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	:	The NC is chaired by Dr. Lau Cher Han, who is an Independent Non-
•	•	•
application of the		Executive Director.
practice		
Explanation for	:	
departure		
aspartare		
Larga companios ara rag	uir	ad to complete the columns below. Non large companies are encouraged
• .		red to complete the columns below. Non-large companies are encouraged
to complete the columns	be	elow.
Measure	:	
Timeframe	:	
	-	

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 Company is committed to promoting diversity and inclusivity, and accordingly has appointed an additional female Director during the year. As at the date of this statement, the Board comprises two female Directors, representing 28.6% of the Board, which is marginally below the recommended 30% threshold. The Board remains committed to enhancing gender diversity and will continue to consider suitably qualified female candidates for future appointments.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure		
Timeframe		

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	• •	Departure
Explanation on application of the practice	:	
Explanation for departure		The Company has not established a gender diversity policy at this juncture, as appointments to the Board and senior management are primarily based on merit, competencies and the needs of the Group. However, the Board recognises the importance of diversity, including gender diversity, and remains committed to progressively improving female representation through fair and inclusive selection practices. The Board will continue to give due consideration to suitably qualified female candidates in future appointments.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe		

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.

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.						
Application :	Applied					
Explanation on : application of the practice	The Board, Board Committees and individual Directors are assessed annually by the NC and the Directors collectively on the following: • Effectiveness of the Board as a whole • Contribution and performance of each individual Director • Contribution and performance of the Board Committees • Independence of the Independent Non-Executive Directors Annual assessment was conducted and each Director was given the opportunity to provide feedback on the effectiveness of the Board as a whole and the individual performance and contribution to the Board. The results of the assessment were then collated by the Company Secretary and tabled to the NC for deliberation. The NC is satisfied with the effectiveness of the Board and the Board Committees based on the results of the annual assessment conducted. The results of the assessment were further affirmed by the Board.					
Explanation for : departure						
Large companies are requi to complete the columns b	red to complete the columns below. Non-large companies are encouraged pelow.					
Measure :						
Timeframe :						

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 RC and the Board will work diligently to ensure that the Group's emuneration policy remains aligned with the Group's corporate objectives and interest of shareholders. The remuneration packages of Directors and key senior management are carefully structured to attract and retain persons of high calibre. The Terms of Reference of the RC can be viewed at the Company's vebsite at www.agmo.group.			
Explanation for departure	:				
Large companies are re- to complete the column	•	red to complete the columns below. Non-large companies are encouraged elow.			
Measure	:				
Timeframe	:				

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 Board has set up an RC which comprises solely Independent Non-Executive Directors to assist the Board in determining the remuneration of Directors and key senior management. The RC conducts an annual review and provides recommendations to the Board on the remuneration packages for the Board members and key senior management, taking into account of their respective				
	contributions throughout the year. Non-Executive Directors' fees are determined by the Board as a whole with the Director concerned abstaining from deliberations and voting on decisions in respect of his/her fee.				
	The Terms of Reference of the RC is made available to the public on the Company's website at www.agmo.group.				
Explanation for departure					
Large companies are requ to complete the columns	iired to complete the columns below. Non-large companies are encouraged below.				
Measure					
Timeframe					

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 disclosures on a named basis for the remuneration of individual directors are provided below.

			Company ('000)							Group ('000)						
No	Name	Directorate	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in- kind	Other emoluments	Total
1	Dato' Low Hann Yong	Non-Executive Non- Independent Director	30	-	-	-	-	-	30	30	-	-	-	-	-	30
2	Tan Aik Keong	Executive Director	-	-	-	-	-	-	-	-	*	244	-	-	31	275
3	Low Kang Wen	Executive Director	-	-	-	-	-	-	-	-	*	234	-	-	30	264
4	Dr. Lau Cher Han	Independent Director	30	-	-	-	-	-	30	30	-	-	-	-	-	30
5	Datin Yap Shin Siang	Independent Director	30	-	-	-	-	-	30	30	-	-	-	-	-	30
6	Mohd Fairuz bin Mohd Azrul	Independent Director	30	-	-	-	-	-	30	30	-	-	-	-	-	30
7	Tan Mei Xuan	Independent Director	15	-	-	-	-	-	15	15	-	-	-	-	-	15

^{*} Less than RM1,000

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 key senior management of the Group comprises four (4) key personnel, two (2) of whom are also members of the Board. The remuneration of key senior management on a named basis is disclosed in bands of RM50,000 in the Corporate Governance Overview Statement in the Annual Report 2025.			
Large companies are re	quir	red to complete the columns below. Non-large companies are encouraged			
to complete the column	ns be	elow.			
Measure	:				
Timeframe	:				

			Company								
No	No Name	Position	Salary	Allowance	Bonus	Benefits	Other emoluments	Total			
1											
2											
3											
4											
5											

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	:	

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

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	:	The Chairperson of the ARMC is Datin Yap Shin Siang and she is not the
application of the		Chairperson of the Board.
practice		
		Having the positions of the Chairman of the Board and Chairperson of the ARMC assumed by different individuals allows the Board to
		objectively review the ARMC's findings and recommendations.
Explanation for	:	
departure		
acpartare		
Large companies are req	juir	ed to complete the columns below. Non-large companies are encouraged
to complete the columns	s be	elow.
Measure	:	
	-	
Timeframe	•	
	•	

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 Company recognised the need to uphold the independence of its external auditors and that possible conflict of interest whatsoever should not arise. Currently, none of the members of the Board nor the ARMC of the Company were former audit partners of the External Auditors appointed by the Group. The Company will observe the cooling-off period of at least three (3) years in the event any potential candidate to be appointed as a member of the ARMC was an audit partner of the External Auditors of the Group, and this practice is adopted under the Term of Reference of the ARMC.			
Explanation for departure	:				
Large companies are req to complete the columns		•	Non-large companies are encouraged		
Measure	:				
Timeframe	:				

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	:	The ARMC is responsible for reviewing the audit, recurring audit-related and non-audit services provided by the External Auditors. The ARMC has been explicitly accorded the power to communicate directly with both the External Auditors and Internal Auditors. The terms of engagement for services provided by the External Auditors are reviewed by the ARMC prior to submission to the Board for approval. The effectiveness and performance of the External Auditors is reviewed annually by the ARMC.
		To assess or determine the suitability and independence of the External Auditors, the ARMC has taken into consideration the following:
		 the adequacy of the experience and resources of the External Auditors; the External Auditors' ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan; the nature and extent of the non-audit services provided by the External Auditors and the appropriateness of the level of fees paid for such services relative to the audit fee; and whether there are safeguards in place to ensure the objectivity and independence of the audit, and to prevent situations where the audit firm inadvertently assumes the responsibilities of management in the course of providing non-audit services or during the tenure of the External Auditors.
		The External Auditors are appointed or re-appointed annually through shareholders' resolution at the Annual General Meeting ("AGM") based on the recommendation of the Board. The External Auditors are also invited to attend the AGM of the Company to address any enquiries from shareholders regarding the statutory audit process and the preparation and contents of the audited financial statements.
		The ARMC is satisfied with the competence and independence of the External Auditors for the financial year ended 31 March 2025. Having regard to this, the Board approved the ARMC's recommendation for the shareholders' approval to be sought at the AGM on the re-appointment

	of Grant Thornton Malaysia PLT as the External Auditors of the Company.
E desertes for	
Explanation for : departure	
Large companies are requir	ed to complete the columns below. Non-large companies are encouraged
to complete the columns be	elow.
Measure :	
Timeframe :	

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	:	Currently, the ARMC comprises three (3) members, all of whom are Independent Non-Executive Directors.

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	All members of the ARMC are financially literate and actively support the Board in overseeing and scrutinising the financial reporting process. They play a critical role in ensuring the accuracy, adequacy and completeness of the financial reports, while also ensuring compliance with the relevant accounting standards. The members of the ARMC have carried out their duties in accordance	
	with the Terms of Reference of the ARMC. The qualification and experience of the individual ARMC members are disclosed in the Board of Directors' Profile in the Annual Report 2025.	
	All members of ARMC undertake and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules as and when required to enable them to effectively discharge their duties.	
Explanation for departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure		
Timeframe		

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 acknowledges that risk management is an integral part of the Group's business operations. It is an ongoing process that involves different levels of management to identify, evaluate, monitor, manage and mitigate the risks that may affect the achievement of its business and corporate objectives. Significant issues related to internal controls and risk management are highlighted to the Board. If deemed necessary, assistance from external parties shall be consulted on issues in which the Board needs to seek an opinion. Details of the Group's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control in the Annual Report 2025.
Explanation for :	
departure	
Large companies are requ	red to complete the columns below. Non-large companies are encouraged
to complete the columns b	pelow.
Measure :	
Timeframe :	

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	:	The Board regards risk management and internal control as an integral part of business operations. An approved Risk Management and Internal Control Policy is in place and provides guidance to both the Board and management on risk management, governance and risk processes.
		The policy sets out the process of risk identification, risk assessment, risk evaluation, risk treatment, monitoring and reporting of risk. Control effectiveness is reviewed to ensure adequate controls are in place to manage the risks identified.
		The details of the Group's risk management and internal control framework are elaborated in the Statement on Risk Management and Internal Control in the Annual Report 2025, which has been reviewed by the External Auditors.
Explanation for departure	:	
	•	
		ed to complete the columns below. Non-large companies are encouraged
to complete the columns	be	rlow.
Measure	:	
Timeframe	:	

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 ARMC has taken the role to oversee the risk management function together with the Management.

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 Group outsourced its internal audit function to GovernanceAdvisory.com Sdn. Bhd., an outsourced internal audit service provider which reports directly to the ARMC and assists the Board in assessing the adequacy and effectiveness of the internal control system of the Group.
	The responsibilities of the Internal Auditors include providing independent and objective reports on the state of internal controls and the significant operating units in the Group to the ARMC, with recommendations for improvement to the control procedures, so that remedial actions can be taken in relation to weaknesses noted in the systems.
	The Internal Auditors are also required to perform periodic testing of the internal control systems to ensure that the system is robust.
	The details of the internal audit function are set out in the ARMC Report in the Annual Report 2025.
Explanation for departure	:
Large companies are requ to complete the columns	uired to complete the columns below. Non-large companies are encouraged below.
Measure	
Wicasure	
Timeframe	

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 Group's internal audit function is outsourced to a professional services firm named GovernanceAdvisory.com Sdn. Bhd., headed by Mr. Wong Tchen Cheg, who is an Associate Member of the Institute of Internal Auditors Malaysia and member of the Malaysian Institute of Accountants as well as Certified Practising Accountant (CPA) Australia. He has vast experience and exposure in the Internal Audit field. There were a total of four (4) personnel deployed for the Group's internal audit reviews.
	The internal audit reviews were conducted using a risk-based approach and were guided by the International Professional Practice Framework issued by the Institute of Internal Auditors. None of the internal audit personnel have any relationships or conflicts of interest that could impair their objectivity and independence in performing their internal audit functions. The details of the internal audit function are elaborated in the ARMC Report in the Annual Report 2025.
Explanation for : departure	
Large companies are requ	ired to complete the columns below. Non-large companies are encouraged
to complete the columns	below.
Measure :	
Timeframe :	

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 Board recognises that information is the lifeblood of the capital market and that effective communication between the Group and its stakeholders is imperative for informed decision-making. The Group also places a strong emphasis on the importance of timely and equitable dissemination of information to shareholders and other stakeholders. Whilst the Group endeavours to provide as much information as possible to its stakeholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information. The communication channels used in the Company's engagement with
Explanation for : departure	its stakeholders include: a) Company's website; b) Announcements via Bursa Link; c) Annual Reports; and d) General Meetings.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :	

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		
Large companies are req	uir	red to complete the columns below. Non-large companies are encouraged
to complete the columns	be	elow.
Measure	:	
Timeframe	:	

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	The Board recognises the AGM as an invaluable platform for shareholders to engage with both the Board and Management in a productive dialogue and provide constructive feedback that contributes to the overall performance of the Group. The Board, therefore, endeavours to provide shareholders with adequate time to consider the resolutions that will be discussed and voted upon during the AGM and to facilitate informed decision-making by the shareholders.	
	In this regard, the notice for the Third AGM held in 2024 was given at least 28 days prior to the AGM.	
	For the upcoming Fourth AGM in 2025, the Company will continue to provide shareholders with a notice period of at least 28 days prior to the AGM.	
Explanation for departure		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure		
Timeframe		

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	All Directors who were in office at the time attended the Third AGM of
application of the	the Company held in 2024 and questions from the shareholders were
	·
practice	addressed directly.
	Barring any unforeseen circumstances, all Directors are expected to be
	•
	present at the forthcoming Fourth AGM of the Company to allow
	shareholders to raise questions and concerns directly to the Board.
E deserve Co	
Explanation for	
departure	
Large companies are regu	ired to complete the columns below. Non-large companies are encouraged
to complete the columns	0e10w.
D. (1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	
Measure	
Timeframe	

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 :	The Company had conducted its Third AGM virtually through live
application of the	streaming and Remote Participation and Voting ("RPV") facilities.
practice	
	The forthcoming Fourth AGM will be held physically at Level 43A, Zetrix Tower, Empire City Damansara, Jalan PJU 8, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, with the continued use of technology to facilitate electronic voting.
	The Company has also undertaken the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.
Explanation for :	
departure	
Large companies are requi	red to complete the columns below. Non-large companies are encouraged
to complete the columns b	elow.
Measure :	
Timeframe :	

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.

Note: The explanation	on 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 q	juestic	ons and the questions are responded to.				
Application		Applied				
Evalenation on	•	The Chairman of the Board ensures that the ACM supports magningful				
Explanation on	•	The Chairman of the Board ensures that the AGM supports meaningful				
application of the		engagement between the Board, senior management and the				
practice		shareholders. Opportunities were given to shareholders to submit				
		questions in advance prior to the AGM via email to ir@agmostudio.com				
		and/or submission of typed texts via the RPV during the AGM. The				
		Chairman further ensures that sufficient time is allocated to address				
		questions received from shareholders.				
Explanation for	:					
departure						
Large companies are	requir	ed to complete the columns below. Non-large companies are encouraged				
to complete the colur	nns be	elow.				
Measure	:					
	ě					
Timeframe	:					

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.

· ·	-	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							
•	n tn	e choice of the meeting platform.					
Application	:	Applied					
Explanation on	:	The Company's Third AGM was held on a virtual basis via the Vote2U					
application of the		online meeting platform.					
practice							
•		The Chairman of the AGM encouraged shareholders to pose questions					
		during the meeting by using the query box provided within the RPV. At					
		the "Questions and Answers" session of the meeting agenda, the Chief					
		Executive Officer reads out the questions posed by shareholders before					
		providing responses to the questions raised.					
Explanation for	:						
departure							
Large companies are re	nuir	। red to complete the columns below. Non-large companies are encouraged					
to complete the column	•	· · · · · · · · · · · · · · · · · · ·					
to complete the column	15 50						
Measure	:						
Timeframe							
Timename	•						

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.

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.				
Application	:	Applied		
Explanation on application of the practice	:	The minutes of the general meetings have been made available to shareholders no later than 30 business days after the general meetings at the Company's website, www.agmo.group .		
Explanation for departure	:			
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.				
Measure	:			
Timeframe	:			

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT 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.