CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	5226
COMPANY NAME	**:**	Gabungan AQRS Berhad
FINANCIAL YEAR	**:**	June 30, 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 ("**Board**") recognises the importance of good corporate governance practices within the Company and its subsidiary companies ("**Group**") as a fundamental part of discharging its responsibilities to safeguard shareholders' investments and to protect the interests of all stakeholders. Assisted by four Board Committees, namely, the Audit Committee ("**AC**"), Nomination Committee ("**NC**"), Remuneration Committee ("**RC**") and Risk Management and Sustainability Committee ("**RMSC**") (collectively referred to as the "**Board Committees**"), the Board operates to fulfil its duties effectively. The Board is guided by its Board Charter, which delineates the duties and responsibilities of the Board, specifies matters reserved for its decision, and those to be delegated to Board Committees, the Group Chief Executive Officer ("**CEO**") and the Management. Furthermore, the Board has reserved a formal schedule of matters for decision-making to maintain firm control over the Company's direction and operations. It determines the strategic direction of the Company, exercises oversight on Management, sets the appropriate tone at the top, and provides thought leadership while championing good governance and ethical practices throughout the Company. Its role can be summarised by the following: • Reviewing and adopting a strategic plan for the Group. • Overseeing and evaluating the conduct of the Group's business. • Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures. • Establishing a succession planning for Board and senior management including appointing, training, fixing the

	compensation of, and where appropriate, replacing Key Senior Management. • Overseeing the development and implementation of stakeholders' communications policy for the Group to ensure an effective, transparent and regular communication with its stakeholders. • Reviewing the adequacy and the integrity of the management information and internal controls system of the Group including systems for compliance with applicable laws, regulations, rules, directives, and guidelines. • Formulating of corporate policies and strategies. • Approving key matters such as financial results as well as major investments and divestments, major acquisitions and disposals and major capital expenditure in accordance with the limits of authority. • Annual Assessment of the Board, Board Committees and individual Directors. In line with its overall responsibility for the proper conduct of the Group's business, the Board is also responsible for establishing the Group's business goals and strategic directions, setting operating goals and performance targets for Management and monitoring the achievement of those operating goals and performance targets. The Board also oversees the process of evaluating the adequacy and effectiveness of the system of internal controls and risk management processes.	
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 1.2

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

Application	:	Applied
Explanation on application of the practice	:	The Chairman, Y.M. Tunku Alizan bin Raja Muhammad Alias, an Independent Non-Executive Director is primarily responsible for the leadership and management of the Board, ensuring the Board and Board Committees carry out their responsibilities in the best interest of the Company. The role and responsibilities of the Chairman are stated in the Paragraph 2.3.2 of the Board Charter, which is available on the Company's website at http://www.gbg.com.my. During Board Meetings, the Chairman leads the discussions, ensuring ample time for deliberations on key issues and complex matters. Furthermore, he fosters active participation and ensures that diverse views, including dissenting opinions, are freely expressed. Moreover, he ensures that every Board resolution is put to vote, with the will of the majority prevailing. Overall, the Chairman holds responsibility for providing leadership to the Board, maintaining the orderly and effective functioning of the Board, ensuring the integrity and efficacy of the Board's governance processes, and promptly consulting with the Board on any matter pertinent to and of concern for the Company.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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	:	The clear division of roles and responsibilities of the Chairman and Group Chief Executive Officer ("**GCEO**") are explained clearly in Paragraphs 2.3.2 and 2.3.3 of the Board Charter, which are available on the Company's website at http://www.gbg.com.my. In the role of Chairman, Y.M. Tunku Alizan bin Raja Muhammad Alias leads and manages the Board, by focusing on strategy, governance, compliance, and ensuring the implementation of Board decisions. Meanwhile, the GCEO, Dato' Sri Azizan bin Jaafar, is responsible for the day-to-day management and operations of the Group, as well as executing the Board's policies and decisions. The distinct and separate roles of the Chairman and GCEO, as outlined above, ensure a balance of power and authority within the organisation. This division of responsibilities prevents any one individual from having unfettered decision-making powers, thus promoting accountability, transparency, and effective governance.	
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 1.4

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 application of the practice	:	The Chairman of the Board is not a member of the Audit Committee, Nomination Committee or Remuneration Committee, and did not attend or participate in any of their meetings or deliberations in any capacity during the financial year. This separation of roles is intended to avoid any conflict of interest and to reinforce a clear line of independence between the Board and its Committees. It supports the Board's ability to evaluate the recommendations and findings of its Board Committees with objectivity and without undue influence from the Chairman, thereby promoting more robust governance and balanced oversight.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 1.5

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

Application	:	Applied	
Explanation on application of the practice	:	The Board is supported by three (3) Company Secretaries namely Ms Ooi Li Ann, Ms Chua Siew Chuan and Ms Tan Ley Theng. They are qualified to act as company secretaries under Section 235(2) of the Companies Act 2016 ("**CA 2016**") and are members of the Malaysian Institute of Chartered Secretaries and Administrators and Licensed Secretary by the Companies Commission of Malaysia respectively. The Company Secretaries, whether alone or jointly, attend Board and Board Committee meetings and keep the proper and accurate records of the proceedings of meetings and decisions made. All Directors have access to the advice and services of the Company Secretaries in carrying out their duties. The Company Secretaries also undertake the statutory duties as prescribed under the CA 2016, Listing Requirements and Malaysia Code on Corporate Governance. They are responsible for providing Directors with advice on compliance and corporate governance issues. The Board is regularly updated by the Company Secretaries on new changes to the statutory and regulatory requirements and the resultant implications to the Company and the Board in discharging their duties and responsibilities. The Board believes that the current Company Secretaries are capable of carrying out their duties to ensure the effective functioning of 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	:		

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	:	A scheduled meeting calendar is prepared and circulated in advance of each new year to facilitate the Directors' time management. Typically, it is distributed to the Board before the end of each financial year. This calendar includes scheduled dates for meetings of the Board, Board Committees, and the Annual General Meeting ("**AGM**"), providing Directors with essential scheduling information. The Notices for Board Meetings and Board Committees' Meetings are sent to the Directors via email at least seven (7) working days prior to the meeting. Additionally, the Company Secretaries will circulate the proper notice of meetings, along with the agendas and meeting materials, at least five (5) clear days before the meeting date or in a timely manner, via electronically if necessary. This allows reasonable time for Directors to review the Board papers and Board Committees' papers. The deliberations and decisions made at Board and Board Committees' meetings are well documented in the minutes, which also encompass matters where interested Directors abstained from voting and deliberation. The minutes of Board meetings are circulated to both the management and Directors who were present at the meeting in a timely manner for their review. This ensures that the minutes accurately reflect the meeting proceedings, including instances where a Director abstained from voting or deliberating on a specific matter. Directors have the opportunity to request clarification or raise comments before the minutes are tabled for confirmation. After receiving confirmation from all members at the Board meetings, the minutes are signed by the Chairman of the meeting as a correct record of the proceedings. Actionable items are recorded as matters arising until they are resolved. Signed copies of the minutes are then kept in the minutes book maintained by the Company Secretary.
Explanation for departure	:	

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

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

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

Practice 2.1
The board has a board charter which is periodically reviewed and published on the company's website. The board charter clearly identifies–

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

Application	:	Applied
Explanation on application of the practice	:	The Board is guided by the Board Charter, which is an authoritative policy document that sets out the Board's strategic intent, authority, and terms of reference. It also serves as a primary reference for the Directors regarding their fiduciary duties as directors of the Company. This includes outlining the duties and responsibilities of the Board, matters reserved for the Board's deliberation and decision-making, and those matters which the Board may delegate to the Board Committees. The Board Charter is made available on the Company's website at http://www.gbg.com.my. The Board will periodically review the Board Charter and make any necessary changes to ensure consistency with the Board's objectives, current laws and regulations, good governance practices, and compliance with the Malaysian Code on Corporate Governance.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Practice 3.1
The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

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

Application	:	Applied
Explanation on application of the practice	:	The Group has in place a Code of Conduct and Ethics that is applicable to Directors and employees of the Group. The Code of Conduct and Ethics is accessible on the Company's website at http://www.gbg.com.my. The Code of Conduct and Ethics outlines the standards of good conduct and ethical practices, aiming to maintain confidence in the integrity of the Group's business practices. All Directors and employees of the Group are required to observe to the Code of Conduct and Ethics. This code provides guidance on ethical conduct to uphold the principles of honesty and integrity, ensuring that a high standard of ethical and professional conduct is upheld in the performance of their duties and responsibilities. The Board is committed to conducting the Group's business lawfully and ethically in all countries where the businesses are located. To this end, the Group has established an Anti-Corruption Policy and Anti-Corruption Framework ("**ACP & ACF**"), which sets out its expectations for both internal and external parties working for or on behalf of the Group in preventing bribery and corrupt practices in relation to the Group's businesses. The Company has also undertaken various engagement activities to raise awareness of the ACP & ACF, aiming to ensure that all employees within the Group understand the importance of avoiding potential violations both within and outside the organisation. The Anti-Corruption Policy is available on the Company's website at http://www.gbg.com.my.
Explanation for departure	:	

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

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

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

Practice 3.2
The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application :	Applied	
Explanation on application of the practice :	The Board has implemented a Whistle-Blowing Policy to provide an avenue for employees and stakeholders to report genuine concerns regarding unethical behaviour, malpractices, and illegal acts on failure to comply with regulatory requirements, without fear of retaliation. All reported cases will be independently investigated, and necessary actions will be taken as warranted. The policy includes grievance procedures and designates independent persons to whom reports of suspected wrongdoing may be submitted for further investigation. The Board shall periodically review the Whistle-Blowing Policy to ensure its ongoing relevance and appropriateness. The Whistle-Blowing Policy is available for reference on the Company's website at http://www.gbg.com.my.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 4.1
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 implemented the Group's Sustainability Policy, which is driven by the Management Sustainability Committee ("**MSC**"). The MSC is headed by the Group Financial Controller and the Vice President of Strategic Planning & Investment (CEO's Office), who are key individuals responsible for enhancing compliance with sustainability standards and integrating sustainability considerations into the Company's operations. The Group Chief Executive Officer, through the MSC, continues to be responsible for the strategic management of material sustainability matters of Group. In the oversight of sustainability matters, the Board is also assisted by the Risk Management and Sustainability Committee, which oversees the Group's various risks including sustainability and climate-related risks. Nevertheless, the Board holds ultimate accountability for ensuring the integration of sustainability into the strategic direction of the Group and its operations. To achieve this, the Board consistently ensures the presence of an effective governance framework for sustainability within the Group. The roles and responsibilities of the MSC regarding sustainability governance are detailed in the Sustainability Report within the Annual Report 2025 and/or in the Sustainability Policy, both of which are accessible for viewing on the Company's website at http://www.gbg.com.my.
Explanation for departure	:	

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

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

Practice 4.2
The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied	
Explanation on application of the practice	:	The Company regularly communicates its sustainability strategies, priorities, targets, and performance to external stakeholders. This communication is primarily facilitated through the Sustainability Policy and Sustainability Report, both of which are accessible on the Company's website. Furthermore, the Company utilises various communication channels, including: • Investor briefing sessions, focus groups, and one-on-one meetings held regularly throughout the year; and • Sustainability tab of GBGAQRS's corporate website, which is regularly maintained and updated.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.3
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 continuously keeps itself abreast of and understands the sustainability agendas relevant to the Company and its business through periodic updates via Risk Management and Sustainability Committee ("**RMSC**"). The Board is actively engaged in governing these issues, supported by the Management Sustainability Committee and the RMSC, which oversee the Group's various risks, including sustainability, climate-related, and environmental-related risks. The Board via the Management also receives regular updates on sustainability matters issued by the regulators. All Directors have attended Part II of the Mandatory Accreditation Programme ("**MAP II**") in relation to sustainability and the related roles of a Director, as prescribed by Bursa Malaysia Securities. The MAP II aims to provide Directors with the foundation to address sustainability risks and opportunities effectively, and to have better oversight over the Group's material sustainability matters.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 4.4
Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied
Explanation on application of the practice	:	Performance evaluations of the Board and Key Senior Management are conducted annually, incorporating assessments of sustainability risks and opportunities, as well as the development of the Group's sustainability strategies, priorities and targets. For the financial year ended 30 June 2025 ("**FYE 2025**"), the Board's performance was evaluated as part of the annual Board Evaluation exercise carried out by the Nomination Committee on 27 August 2025. At the senior management level, performance is reviewed annually by the Group Chief Executive Officer and relevant divisional Managing Directors, taking into account the individual's leadership, contribution to strategic objectives, and overall execution of responsibilities, including sustainability-related efforts where applicable. These evaluation processes enhance the Board's and Key Senior Management's understanding of the importance of identifying and managing sustainability matters relevant to the Group's operations. In addition, the Risk Management and Sustainability Committee serve as a platform to deliberate on sustainability issues, including stakeholder expectations and the prioritisation of material sustainability matters.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

Practice 4.5- 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 Management Sustainability Committee ("**MSC**") serves as a dedicated management-level committee responsible for overseeing and advancing the Group's sustainability agenda. The MSC includes two designated key personnel who are tasked with providing focused leadership on the integration of sustainability considerations into the Group's operations, business strategy and decision-making processes. The MSC leads the implementation of the Group's sustainability framework, ensuring alignment with the Group's Sustainability Policy and Bursa Malaysia's sustainability reporting requirements. It plays a key role in identifying and managing material environmental, economic, social and governance ("**EESG**") matters, monitoring progress of sustainability initiatives, and supporting the preparation of disclosures in the Annual and Sustainability Report

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

Practice 5.1
The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	The Board, through the Nomination Committee ("**NC**"), conducts an annual evaluation of the effectiveness of the Board as a whole, including the performance and contribution of each individual Director. As part of this process, the NC also reviews the tenure of each Director and makes appropriate recommendations to the Board on matters relating to re-appointment and re-election, ensuring continuity and effectiveness in Board composition. To ensure that Directors continue to meet the expected standards of integrity, competency, and commitment, the Company's Directors' Fit and Proper Policy serves as a guiding reference for the NC and Board in assessing the fitness and propriety of Board members and Senior Management. All Directors seeking re-election or appointment are required to submit a fit and proper declaration, in line with the policy. The Directors' Fit and Proper Policy is available on the Company's website at https://www.gbg.com.my. During the financial year under review, Dato' Kamisah binti Johan and Dato' Muraly Daran A/L M. Narayana Menon, who were due to retire pursuant to Clause 119 of the Company's Constitution, were evaluated by the NC. Based on the completed Fit and Proper Assessments and overall performance review, the NC was satisfied that both Directors continued to demonstrate the qualities required of their roles and remained committed to their responsibilities. Following this, the NC recommended their re-election to the Board, which subsequently endorsed the recommendation for shareholders' approval. Both Directors were re-elected at the Fourteenth Annual General Meeting ("**14th AGM**") held on 5 December 2024.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

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

Practice 5.2
At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied	
Explanation on application of the practice	:	The Board is presently composed of six (6) members, comprising four (4) Independent Non-Executive Directors, one (1) Executive Director, and one (1) Non-Independent Non-Executive Director. The Executive Director concurrently holds the position of Group Chief Executive Officer. This composition reflects a majority of Independent Directors at 66.67%, and a 33.33% representation of women on the Board, with two (2) out of six (6) Directors being female, thereby complying with the requirement for majority independence on the Board. Following the results of the Board evaluation exercise conducted for the financial year ended 2025, the Board is satisfied that all Independent Directors continue to meet the independence criteria and have demonstrated the ability to act independently and objectively in discharging 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	:		

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	:	None of the Independent Non-Executive Directors have served on the Board for more than 9 years during the FYE 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	:		

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	:	The Board acknowledges the importance of diversity in terms of skills, profiles, age, ethnicity, gender, business experience and personal skills of the Directors and Senior Management. Having a range of diversity brings the necessary perspective, experience and expertise required to achieve effective stewardship and management of the Company's operation. The Board recognises the importance of diversity in the composition of both the Board and Senior Management. Having diversity in skills, experience, age, ethnicity, gender, and professional background contributes to the effective stewardship and oversight of the Company's operations. With a diverse leadership team helps in enhances decision-making by incorporating a broad range of perspectives, insights, and expertise. The Nomination Committee ("**NC**") is responsible for leading the process of identifying and recommending candidates for appointment to the Board. In assessing the suitability of potential candidates, the NC takes into consideration a range of criteria, including but not limited to: • Academic and professional qualifications; • Skills, knowledge, expertise and relevant experience; • Specialist and technical competencies; • Professional conduct and integrity; • Character and independence of thought; and • In the case of candidates for the position of independent non-executive directors, the NC should also evaluate the candidate's ability to discharge such responsibilities/ functions as expected from independent non-executive directors and time commitment to the Company. Appointments are made based on merit and assessed against objective criteria, while also considering the advantages of a diverse Board. Although the Board does not prescribe specific targets in terms of

	gender, ethnicity, or age, it remains committed to fostering diversity and inclusivity in all appointments. Similarly, diversity is also taken into account when considering appointments to Key Senior Management roles, with attention given to candidates' skills, experience, age, cultural background, and gender to ensure a balanced leadership team aligned with the Company's strategic direction.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 5.6
In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

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

Application :	Applied	
Explanation on application of the practice :	The Board explores various channels to identify suitable candidates for appointment as Directors. Recommendations may come from existing Directors, Management, or external parties, including individuals from related industries and professional fields such as finance, legal, and accounting. All appointments are made strictly based on merit, in line with the standards set out in Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. During the FYE 2025, no new directors were appointed. The Board, through the Nomination Committee, remains open to considering candidates from external sources, including professional advisory firms, industry associations, and independent search firms when necessary. Where recommendations are made by existing Board members, the Board ensures that decisions are made objectively in the best interests of the Company. This includes a careful consideration of the current composition of the Board, and the need for diverse skills, expertise, and perspectives.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

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

Practice 5.7
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 Nomination Committee would evaluate the candidates based on the "Fit and Proper" standards as set out in the Directors' Fit and Proper Policy by taking into consideration diversity, including gender, skills, talents and experience, where appropriate, and recommends to the Board for appointment and reappointment. Shareholders may refer to the following sections in the Annual Report for information of directors who are standing for election: (a) Profile of Directors; (b) Explanatory Notes under the Notice of Annual General Meeting ("**AGM**"); and (c) Statement Accompanying Notice of 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 :		

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

Practice 5.8
The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	The Nomination Committee is chaired by Puan Masleena binti Zaid, an Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.9
The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	During the FYE 2025, the Board comprised six (6) Directors, of which two (2) were women, representing 33% of the Board's composition. This demonstrates the Board's commitment to fostering gender diversity in its leadership. Moving forward, the Board will endeavour to maintain a minimum of 30% female representation. In line with this commitment, the Board will take proactive measures to ensure that suitably qualified female candidates are considered during future Board recruitment exercises.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 5.10
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	:	The Board recognises the importance of gender diversity in allowing different perspectives to be included in decision-making. The Board's primary focus in appointing new Directors is the strength of the Board members and the contributions they would bring to the Company. Therefore, the overriding aim in any new appointment would be to select the best candidate available to achieve a balanced composition of the Board and ensure that Board decisions are made objectively and in the best interests of the Company, taking into account diverse perspectives and insights. The Company also recognises the value of developing and increasing the number of women on the Board, especially by improving female representation in Senior Management roles in the Company. This is illustrated in the diversity of the key Senior Management team of the Company, which is available in the Annual Report 2025. As such, the Company will continue to promote diversity in its widest possible sense, and the Board and Nomination Committee remain committed to ensuring that the Company's policies and practices support this approach, with a view to harnessing the potential of its workforce and driving the success of the business. Thus, the Board has developed a Group's Gender Diversity Policy, which is available on the Company's website at http://www.gbg.com.my/.
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
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 Nomination Committee ("**NC**") carries out an annual evaluation of the effectiveness of the Board as a whole, the Board Committees and the contribution or performance of each individual Director. The NC also assists the Board in assessing the independence of the Independent Directors annually. The annual evaluation, which was internally facilitated, involves individual Director and Committee members completing separate evaluation performance questionnaires regarding processes of the Board and its Committees, their effectiveness and where improvements could be considered. Based on the assessment carried out for the financial year ended 30 June 2025, the NC has reviewed and was satisfied with the existing Board's and Board Committees' composition as well as the performance of Directors at discharging their roles and responsibilities whether individually or collectively. The NC was also satisfied with the level of independence demonstrated by the Independent Non-Executive Directors and their ability to perform in the best interest of the Company.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

Intended Outcome

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 Board has in place a Remuneration Policy to determine the remuneration of its Directors and Senior Management. The details as set out in the said policy is available on the Company's website at http://www.gbg.com.my/. The remuneration of Executive Directors and Senior Management are determined at levels which enable the Company to attract and retain Executive Directors and Senior Management with the relevant experience and expertise to manage the business of the Group effectively. The RC is also responsible to review the remuneration packages of the Non-Executive Directors of the Company and thereafter recommend to the Board for their consideration. During the financial review, Non-Executive Directors are paid by way of the following components:- • Directors' fees – A fixed retainer sum to be paid monthly to the Non-Executive Directors for their on-going contribution to the Board; and • Board Committee Meeting attendance allowance – A payment shall be made to the Non-Executive Directors on a per Board Committee meeting basis with the condition that attendance is prerequisite for remittance. Determination of benefit packages of Non-Executive Directors is a matter of the Board as a whole. Hence, an individual Director is not allowed to participate in the discussion of his / her own remuneration.
Explanation for departure	:	

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

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

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

Practice 7.2
The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

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

Application :	Applied	
Explanation on application of the practice :	The Board has in place a Remuneration Committee ("**RC**") which comprises solely of Non-Executive Directors. The RC's primary responsibilities include establishing, reviewing, and recommending to the Board the remuneration packages of each individual Executive Director and Senior Management to ensure that their remuneration is commensurate with their responsibilities and commitment. The authority, duties and responsibilities of RC are provided in the Terms of Reference, which is available on the Company's website at http://www.gbg.com.my/.	
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

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	:	In line with the Code, the disclosure of the remuneration of Directors of the Company is made on a named basis. Details of the nature and amount of each major element of the remuneration for each Director during the FYE 2025 are set out in the table below.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Sri Azizan bin Jaafar	Executive Director	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	1,668,000	347,500	52,250	Input info here	2,067,750
2	Y.M. Tunku Alizan bin Raja Muhammad Alias	Independent Director	150,870.97	1,000	Input info here	Input info here	Input info here	Input info here	151,870.97	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Datin Sri Dato' Dr. Kamisah binti Johan	Non-Executive Non-Independent Director	102,870.97	1,000	Input info here	Input info here	Input info here	Input info here	103,870.97	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Dato' Muraly Daran A/L Narayana Menon	Independent Director	66,870.97	13,000	Input info here	Input info here	Input info here	Input info here	79,870.97	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Datuk Ir. Mohd Dom bin Ahmad	Independent Director	66,870.97	11,000	Input info here	Input info here	Input info here	Input info here	77,870.97	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
6	Puan Masleena binti Zaid	Independent Director	66,870.97	10,000	Input info here	Input info here	Input info here	Input info here	76,870.97	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

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

Practice 8.2
The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board has decided not to disclose the remuneration of Senior Management personnel on a named basis due to personal security concerns of the individuals involved. The Board believes that such disclosure is not favourable to the Group, as talent poaching is common in the construction and property industries.	
		Adjustments to their remuneration are based not only on their individual performance and contributions in the preceding year but also on the Group's performance.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

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

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

Practice 8.3 - Step Up
Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.1
The Chairman of the Audit Committee is not the Chairman of the board.

Application :	Applied	
Explanation on application of the practice :	During the financial period review, the Chairman of the Audit Committee, Dato' Muraly Daran A/L M. Narayana Menon, is an Independent Non-Executive Director and is not the Chairman of 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 :		

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	:	At present, none of the Board members was former key audit partners of the External Auditors. The External Auditor Independence Policy of the Company provides that a former key audit partner shall observe a cooling period of at least three (3) years before being appointed as a member of the Audit Committee. The External Auditor Independence Policy is made available for reference on the Company's website at http://www.gbg.com.my/.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.3
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 external audit function, under the purview of the Audit Committee ("**AC**") is essential for all shareholders in ensuring the reliability of the Group's financial statements. The Board maintains a formal and transparent professional relationship with the Group's independent external auditors through the AC. In supporting their independence, the External Auditors provide the AC with written assurance confirming their independence throughout the conduct of the audit engagement, in accordance with relevant professional and regulatory requirements. Such declaration is provided in their annual audit plan presented to the AC of the Company during the financial period. As part of its annual assessment for the FYE 2025, the AC undertook an assessment of the suitability, objectivity, independence and quality of service of the external auditors. Based on the annual assessment conducted, the AC was satisfied with the quality of services, professionalism, objectivity and independence Messrs Forvis Mazars PLT as the external auditors of the Company. The questions and criteria deployed for the assessment were adapted from the Corporate Governance Guide 4th Edition issued by Bursa Malaysia Securities Berhad, modified for the Company's needs, as the case may be. The AC and the Board are satisfied with the performance, competence, and independence of the external auditors. Accordingly, the Board has recommended the re-appointment of Forvis Mazars PLT as external auditors for shareholders' approval at the forthcoming Annual General Meeting.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		

Measure	:		
Timeframe	:		

Intended Outcome
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	:	The independent directors are important in ensuring the effectiveness of corporate governance practices of the Company. At present, the Audit Committee comprised solely of independent directors.

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	:	The members of the Audit Committee ("**AC**") possess a mix of skills, knowledge, and appropriate levels of expertise and experience that enable them to discharge their duties and responsibilities in accordance with the Terms of Reference of the AC. The qualifications and experiences of individual AC members are disclosed in the Board of Directors' Profile in the Annual Report. All members of the AC are financially literate and possess the capability to understand, evaluate, and deliberate on financial matters, including accounting standards and reporting processes. In recognition of the importance of continuous development, all AC members are committed to ongoing learning and regularly enhance their knowledge to keep abreast of emerging developments. The AC also benefits from regular technical updates on accounting and governance matters, which are presented by the External Auditors during AC meetings, ensuring members remain informed on pertinent changes and best practices.
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
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 its responsibility to maintain a sound and reliable system of internal controls within the Group, covering financial, operational, and compliance controls, as well as processes to identify, assess, and manage risks. It is designed to provide reasonable, though not absolute, assurance against the occurrence of material misstatements, errors, fraud, or losses. The Audit Committee is tasked with assessing the adequacy and effectiveness of the Group's internal control system implemented by Management. This includes reviewing controls related to financial reporting, operational procedures, and regulatory compliance. At the same time, the Risk Management and Sustainability Committee ("**RMSC**") supports the Board in overseeing the Group's risk management framework. The RMSC reviews the overall risk profile of the Group, deliberates on risk reports, monitors significant risks, evaluates mitigation strategies, and ensures compliance with applicable laws, regulations, and guidelines. It also assesses the adequacy of risk response measures, risk tolerance levels, and the effectiveness of the Group's risk mitigation efforts. Further details on the Group's risk management and internal control systems are provided in the Statement on Risk Management and Internal Control in the Annual Report.
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
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 Group has a structured risk management framework in place, adopting a systematic and logical methodology risk management model to ensure that key risks are identified, evaluated, properly prioritised, and assigned owners with established response times to allow for continuous improvement. The Risk Management and Sustainability Committee ("**RMSC**"), supported by Management, oversees the implementation of the risk policy, promotes risk awareness across all levels, ensures accountability for identified risks, and facilitates timely reporting of risks to the Board. Further details on the Group's risk management and internal control framework are provided in the Statement on Risk Management and Internal Control in the Company's Annual Report.	
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
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	:	During the financial review, the Risk Management and Sustainability Committee ("**RMSC**"), comprising six (6) members with a majority of Independent Directors ("**IDs**"), with 4 IDs out of 6 committee members. The Terms of Reference of the RMSC is available for reference on the Company's website at http://www.gbg.com.my/.

Intended Outcome

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

Practice 11.1

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

Application	:	Applied
Explanation on application of the practice	:	The Group's internal audit function is conducted by the Group Internal Audit Department ("**Group IA**"), led by Encik Asfia Heikal bin Ali ("**Encik Asfia**"), the Manager of Group Internal Audit. Encik Asfia reports directly to the AC and administratively to the Group Chief Executive Officer, ensuring the independence of Group IA from the operations of the Group. Internal Audit Reports ("**IA Reports**") are issued to the Management, highlighting findings on any weaknesses in systems and controls of the audited operational units together with recommendations for improvement. The Management then implements corrective and preventive actions based on agreed deadlines. The Manager of Group Internal Audit regularly attends AC meetings on a quarterly basis to present these IA Reports, together with follow-up audit reports. These reports cover internal audit activities conducted across various operating units of the Group, detailing audit findings and the corrective actions to be taken by management within the specified timeframes. To ensure that the responsibilities of Group IA are fully discharged, the AC: (a) Recommends to the Board the appointment, transfer or dismissal of the Group IA; (b) Assesses and reviews the performance and effectiveness of the Group IA; and (c) Assesses the Group IA's competencies and qualifications periodically. A summary of the activities of Group IA's activities during the FYE 2025 are provided in the AC Report 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 :		

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

Practice 11.2
The board should disclose–

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

Application	:	Applied
Explanation on application of the practice	:	The Group's Internal Audit Department ("**Group IA**") has at present, two personnel comprising Encik Asfia the Manager, Group IA and one staff. Encik Asfia graduated from University Technology Mara (UiTM) with a Bachelor in Quantity Surveying (Hons.) in 2009 and is an associate member of IIAM. Encik Asfia has 13 years of experience in the field of internal audit. The Manager of Group IA reports functionally to the Audit Committee ("**AC**"). This reporting relationship promotes independence and objectivity, which assures adequate consideration of audit recommendations and planned corrective actions and gives the internal audit staff the authority needed for full, free and unrestricted access to all operations, records, property and personnel within the Group. The AC reviews the Internal Audit functions and monitors its relationship with the statutory auditors, including plans and performance. It reviews and assesses the quarterly internal audit reports together with Management's actions on findings to gain assurance as to the effectiveness of the internal control framework throughout the Group. The Group IA activities are governed by adherence to International Professional Practices Framework ("**IPPF**") issued by the Institute of Internal Auditors. The IPPF sets out, inter alia, the Global Internal Audit Standards, which are a mandatory guidance that enables effective internal auditing. This mandatory guidance constitutes principles of the fundamental requirements for the professional practice of internal auditing and for evaluating the effectiveness of the corporate governance activity's performance. In addition, the Group IA activities will adhere to the Group's relevant policies and procedures and the assurance activity's standard operating procedures manual which has been drawn up with reference to the standards.

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

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

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

Practice 12.1
The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	The Group believes that clear and consistent communication with investors promotes better appreciation of the Company's business and activities and allows the Group's business and prospects to be evaluated fairly. The Board communicates with stakeholders by way of: • the Annual Report, which contains the financial and operational review of the Group's business, corporate information, financial statements; • various announcements made to the Bursa Securities, which include announcements on quarterly results; • the Company website; • meetings with research analysts and fund managers if required to provide them with insight of business in Group and the industry. Furthermore, the Annual General Meeting ("**AGM**") remains a principal forum used by the Company for communication with its shareholders. The AGM provides an opportunity for shareholders to raise questions and seek clarification on the resolutions being proposed, as well as on matters relating to the performance, developments, and future direction of the Group. Shareholders are encouraged to actively participate in the question-and-answer session. The Board, Key Senior Management, and the External Auditors will be present to answer questions and provide appropriate clarifications at the AGM. While the Company endeavours to provide as much information as possible to its shareholders and the investment community, it is also mindful of the legal and regulatory framework governing the release of material and price-sensitive information. Stakeholders are also encouraged to direct their inquiries via email at enquiries@gbg.com.my or info@gbg.com.my.
Explanation for departure	:	

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

Intended Outcome
There is 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 required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

Practice 13.1
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 Company's Fourteenth Annual General Meeting ("**14th AGM**") was held on 5 December 2024 and the Notice convening the 14th AGM was sent to shareholders at least 28 clear days' notice before the AGM. This allows shareholders to make the necessary arrangements to attend and participate in person or through corporate representatives, proxies or attorneys. It also enables shareholders to consider the resolutions and make an informed decision in exercising their voting rights at the general meeting.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
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, Company Secretary, External Auditors and Senior Management had attended the Fourteenth Annual General Meeting (**"14th AGM**") of the Company held on 5 December 2024 to engage directly with the shareholders. The proceedings of the 14th AGM included the presentation of financial statements to the shareholders, and a question-and-answer session which the shareholders were invited to raise questions before putting resolutions to vote. The Board had ensured that sufficient opportunities were given to shareholders to raise issues relating to the resolution to be put for voting and adequate responses were given. The Chairman of the Board Committees were also readily available to address the questions posted by the shareholders at the 14th 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 :		

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

Practice 13.3
Listed companies should leverage technology to facilitate–

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Fourteenth Annual General Meeting ("AGM") was held at a strategic location near the city centre, easily accessible by public transport and not in a remote area. The venue, located at the Company's registered office in Petaling Jaya, Selangor Darul Ehsan, provided convenient access for shareholders and offered complimentary open parking. The Company encourages shareholders to attend general meetings. Shareholders with questions or queries are welcome to submit them in advance or engage directly with Management during the Q&A session following the presentation of each resolution. The Management endeavours to respond within a reasonable timeframe. Shareholders may also appoint proxies to attend, participate, speak, and vote on their behalf at the general meeting. Voting at the AGM is conducted by poll, with shareholders entitled to vote in person or through a duly appointed proxy.	
		The Company will assess the necessity and viability of such facility taking into consideration the number of shareholders, the reliability of the technology and cost-benefit to the Company	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

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

Practice 13.4

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

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.		
Application	:	Applied
Explanation on application of the practice	:	The Chairman of the 14th Annual General Meeting ("**14th AGM**") ensured that sufficient opportunities were given to shareholders to raise issues relating to the affairs of the Company by providing ample time for the Question and Answer session during the 14th AGM. The Group Chief Executive Officer had presented the following for the financial period from 1 January 2023 to 30 June 2024 to all participants of the 14th AGM prior to the Question and Answer session for their information:- • Corporate Milestones; • Group Highlights; • Financial Highlights – Profit & Loss, Balance Sheet; • Group Highlights in terms of Construction, Property Development divisions and IBS Manufacturing; • Construction Progress for the Property Development Projects; and • Key Environmental, Social and Governance (ESG) Achievements; In addition to the AGM, shareholders may forward any queries to the Investor Relations Department of the Company via email to ir@gbg.com.my.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	

Timeframe :		

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

Practice 13.5
The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

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

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

Practice 13.6
Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

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	:	Minutes of the 14th AGM have been made available on the Company's website at https://www.gbg.com.my within 30 business days after the 14th 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	:		

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.

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