CORPORATE GOVERNANCE REPORT

STOCK CODE	**:**	9059
COMPANY NAME	**:**	TSH Resources Berhad
FINANCIAL YEAR	**:**	December 31, 2025

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE
Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES 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 responsibilities of the Board include among others, the following focused areas: **Reviewing and adopting the Group's strategic plan** The Board is responsible for the Group's strategic plan with a view to maximising shareholder value and promoting sustainability. These include review, comment and provide final approval of the Group's strategic plan prepared by management. In conjunction with this, the Board also reviews and approves long-term budget, business plan and annual budget for the ensuing year and monitors management's implementation of and performance with respect to the agreed strategic plan. **Overseeing the conduct of the Group's business** The Board carries out periodic review of the achievements by the various operating divisions against their respective operational targets to determine whether these divisions are properly managed. **Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures** The Board maintains a sound system of internal control to safeguard shareholders' investment and the Company's assets. The Board through the Audit Committee reviews the effectiveness of the Enterprise Risk Management system within the Group and assures that material risks are identified and appropriate risk management processes are in place, including the formulation and subsequent updating of appropriate Group policies. Audit Committee ensures that the policy to identify and evaluate the risks of the Company and the Group is implemented and that controls in place are adequate and functioning properly to address the risks. In this relation, the Chief Financial Officer is required to complete a list of

	questionnaires to provide the Audit Committee with information on the risk and control environment of the Group. Details of the Group's Enterprise Risk Management system are set out in the Statement on Risk Management and Internal Control disclosed in the Annual Report. **Succession planning** The Board has entrusted the Nomination Committee with the responsibility for reviewing the Board's succession plans, proposing new nominees to the Board and recommending Directors to fill the seats on the Board Committees. The Board continues with its role to review and monitor the appointment and dismissal of senior management of the Company while the executive directors are responsible for the succession plan of senior management. The senior management's succession plan involves building a talent-rich organisation by attracting and developing talented and skilled people who fit into the Company's culture and business strategy as well as identifying successors for senior management positions. **Overseeing the development and implementation of a shareholder communications policy** The Company values dialogue with its shareholders and appreciates the keen interest of the shareholders on the Group's performance. The Company has a Corporate Disclosure Policy and Procedures that outlines the policies and processes for communications with shareholders, analysts and investors to ensure that the communications are effective and comply with the applicable laws, rules and regulations. **Reviewing the adequacy and the integrity of the management information and internal control systems** The Board is responsible for the adequacy and integrity of the Company's internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines. Details pertaining to the Company's internal control system and the review of its effectiveness are set out in the Statement on Risk Management and Internal Control disclosed in the Annual Report. **Strategies promoting sustainability** The Board places great importance on corporate responsibility and business sustainability. The Company's activities on environment, social and governance for the financial year under review are disclosed in the Sustainability Report set out 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
Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2
A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied	
Explanation on application of the practice	:	Datuk Kelvin Tan Aik Pen is the Chairman of the Board. He plays a pivotal role in instilling the Company's commitment to uphold corporate governance. He oversees the orderly conduct and effectiveness of the Board by ensuring a cohesive working relationship between the members of the Board. He is also responsible for ensuring that quality information facilitating decision-making is delivered to Board members on a timely basis and encouraging all Directors to play an active role in Board activities. He encourages open and frank deliberations by Directors at every Board meeting. The role of the Chairman is set out in the TSH Corporate Governance Guidelines. These Guidelines will be periodically reviewed by the Board to align with the Company's objectives, current laws and practices, and they were reviewed and updated on in November 2025. Performance evaluation of the Chairman is conducted annually by the Nomination Committee. The Chairman of the Nomination Committee will report the findings and/or recommendations to 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 1.3
The positions of Chairman and CEO are held by different individuals.

Application :	Departure	
Explanation on application of the practice :		
Explanation for departure :	The Company does not appoint a Chief Executive Officer ("CEO") or Managing Director ("MD"). Following the resignation of the Managing Director, the Group undertook a reorganisation of senior management roles to ensure continuity, clarity of accountability and effective leadership. The roles and responsibilities across senior management have been streamlined and restructured, in particular among the Executive Chairman, Executive Director, Plantation Director, Chief Financial Officer, Head of Climate Action & Sustainability Advocacy and other departmental heads with the aim of fostering a more participative and inclusive management structure. Notwithstanding this reorganisation, all major decisions are deliberated by the respective Board Committees, the majority of whose members are Independent Directors, in accordance with their Terms of Reference. After deliberation, the Board Committees submit their recommendations for Board approval. Major decisions that fall outside the purview of the Board Committees are deliberated and approved at the Board level, where the majority composition comprises Non-Executive Directors, including Independent Directors, thereby ensuring robust oversight, balanced decision-making and sound corporate governance.	
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
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, Datuk Kelvin Tan Aik Pen, is not a member of the Audit Committee, Nomination Committee or Remuneration Committee.	
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 a qualified Company Secretary who is a member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). The Company Secretary, Mayeen Wong May Fun has more than 30 years of experience in corporate secretarial practice. The role and functions of the Company Secretary are set out in the TSH Corporate Governance Guidelines. The following are some of the key significant functions of the Company Secretary: • assisting with induction and professional development of Directors; • regularly updating the Board 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; • notifying Directors and principal officers of the closed periods for dealing in the Company's securities; • advising and supporting the Chairman, the Board and the Board Committees in managing the day-to-day governance framework of the Company; • facilitating timely communication of decisions made or policies set by the Board to the Board Committees and senior management for action; • co-ordinating all meetings of the Board and Board Committees including agendas, board papers and communication with the stock exchanges and other regulatory agencies as well as oversight on the overall secretarial functions of TSH Group, both in Malaysia and the region where the Group operates; and • ensuring minutes of meetings accurately reflect the deliberations and decisions of the Board, including whether any Director abstains from voting or deliberating on a particular matter.

<table>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
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</table>

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.

<table>
<tr><td>Application</td><td>:</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2">Notice of meetings setting out the agenda and meeting papers are provided to all Directors, to the extent feasible, seven days before the respective meetings of the Board and Board Committees, to enable the Directors to review, seek additional information and/or clarification on the matters to be deliberated at the meetings.

Minutes of meetings of the Board and Board Committees are circulated to all Board members in a timely manner. The Directors may request for clarification or raise comments on the minutes. The minutes will be confirmed at the next meeting and signed by the chairman of the meeting.</td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td colspan="2"></td></tr>
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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.

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The Board has in place a Board Charter, which serves as a source of reference and primary induction literature, providing insights to prospective Board members and senior management. The Board Charter will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

The Board Charter encompasses the following main areas:

• Board size and composition.
• Responsibilities of the Board.
• Respective roles of Chairman, Managing Director, Executive Directors, Non-Executive Directors and Senior Independent Director.
• Board's time commitment.
• Conduct of Board meetings.
• Board Committees that comprise Audit Committee, Nomination Committee & Remuneration Committee and their respective terms of reference.
• Directors' access to information and independent advice.
• Formal Schedule of Matters that are reserved for the Board's deliberation and decision making.
• Directors' Code of Conduct and Ethics.

The Board Charter was reviewed and updated on 19 November 2025 and is available for reference on the Company's website at www.tsh.com.my.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td></td></tr>
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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's Code of Conduct and Ethics applies to all the Directors of the Company and its subsidiaries. This Code was reviewed and updated on 19 November 2025 and is available on the Company's website at www.tsh.com.my. Whilst retaining its responsibility for the enforcement of the Group's Code of Conduct and Ethics, the Board has tasked the Nomination Committee to administer this Code. Directors who learn of or suspect that a violation of the Code of Conduct and Ethics has occurred or is likely to occur, must immediately report the violation to the Chairman of the Nomination Committee, or to any other member of the Nomination Committee. In the case of issue regarding the Company's financial statements, financial reporting, accounting, auditing matters or internal accounting controls, it will be reported to the Chairman of the Audit Committee. If a Director is unsure whether a violation should be reported to the Nomination Committee or the Audit Committee, he or she is encouraged to report to both Committees. Directors who report violations or suspected violations in good faith will not be subject to retaliation of any kind. Reported violations will be treated confidentially to the extent possible. Alleged violations of the Group's Code of Conduct and Ethics shall be investigated by the Nomination Committee and may result in disciplinary and other action at the discretion of the Board upon recommendation of the Nomination Committee, including where appropriate, removal from the Board. The Board is ultimately responsible for the investigation and resolution of all issues that may arise under this Code. TSH Employees' Code of Ethics sets out the principles and standards of good practice in relation to conduct in the workplace, business conduct when dealing with external parties, avoiding conflict of interests, maintaining confidentiality and privacy, proper use of TSH's assets and resources, anti-bribery and anti-corruption and restrictions on insider

	trading and money laundering. All employees are expected to observe and adhere to the highest standard of professional conduct and to maintain the Group's reputation for integrity and professionalism. The existing Anti-Bribery and Corruption Policy ("ABC Policy") of the Group plays the role to reinforce the Group's principle towards zero tolerance approach to bribery and corruption in all forms. The ABC Policy has been developed as part of TSH Group's Anti-Bribery Management System, which has been designed to help prevent, detect and address bribery and corruption, by establishing a culture of integrity, transparency and compliance. The Company has further enhanced its ABC Policy by developing the Gifts and Hospitality Policies and Procedures setting out the quantitative guidance for acceptable standard and to maintain high level of integrity in the conduct of the Group's businesses. The ABC Policy and the Gifts and Hospitality Policies and Procedures had been distributed to all employees within the Group for awareness. The Group's commitment on, and compliance with, anti-bribery and anti-corruption practices are also communicated to all its business associates at the onset of relationship with them and repeated or reinforced as appropriate thereafter. The Board will review the ABC Policy once in every three years or as and when necessary, to assess its effectiveness and ensure that the ABC Policy reflects the relevant developments in the legislation as well as evolving industry and international standards. The ABC Policy was last reviewed and updated in February 2024 and is available on the Company's website at www.tsh.com.my for reference. The Internal Audit Department is tasked with the responsibilities aimed at fortifying the Group's procedural framework by examining staff claims for validity and compliance, reviewing donations through budgetary reviews and alignment with the Limits of Authority, as well as examining authorisations for gifts, hospitality, and donations against prescribed limits. This oversight responsibility also ensures proper transaction-recording for effective monitoring and evaluation, assuring the Group's high standards of corporate conduct against bribery and corruption. An Integrity Unit is tasked to oversee day-to-day responsibilities for implementing the ABC Policy of the Group. During the financial year under review, the Group has taken various proactive actions to strengthen its internal processes and practices in order to ensure that it has adequate procedures in place to prevent persons associated with the Group from undertaking corrupt conduct. Training and communication in respect of anti-bribery and anti-corruption along with gifts and hospitality had also been carried out for directors and employees of the Group.

Explanation for departure :		
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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 Group has a Whistle-Blowing Policy in place that outlines the principles underpinning the policy and procedures. This policy was last reviewed and updated by the Board in November 2024, and it will be reviewed as and when the need arises. The Whistle-Blowing Policy provides an avenue for stakeholders, which include employees, third party suppliers, contractors, agents, consultants, distributors, customers and such other business partners that have business dealings with the Group, to report in good faith, genuine concerns about malpractices, unethical behaviour or misconduct within the Group without fear of reprisal. Save as required by law, the identity of the whistle-blower will not be disclosed without his/her prior consent. If any employee believes reasonably and in good faith that an impropriety or a malpractice exists in workplace, the employee should report it immediately to the line manager. However, if the employee is reluctant to do so for any reason, he/she should report the concern to either the Chairman of the Audit Committee or the Company Secretary. Stakeholders may raise their concern to the Senior Independent Non-Executive Director of the Company by submitting in a sealed envelope marked “Private and Confidential”. Where appropriate, the matters raised may be investigated accordingly, and the outcome of such investigation will be reported to the Board. Appropriate action will be taken to resolve the issue, which may result in disciplinary, legal or other action as the Board deems fit. The above said details and relevant procedures are set out in the Whistle-Blowing Policy, which is available on the Company’s website at www.tsh.com.my.
Explanation for departure	:	

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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 oversight of the Company's sustainability strategies, priorities and targets, including the implementation of initiatives in line with the Group Sustainability Policy. The Board also ensures that all ESG-related risks, including climate-related risks to operations, are appropriately identified, managed, and addressed, as stipulated in the Board Charter. To support the Board in fulfilling its responsibilities on sustainability matters, the Company has established a Sustainability Steering Committee ("SSC"), chaired by a Senior Non-Independent Non-Executive Director. The SSC comprises the Group Head of Climate Action & Sustainability Advocacy ("CASA"), senior management and heads of departments, and is represented by corporate functions, support departments and operational teams across the business units. The SSC is responsible for aligning the Group's business strategy with sustainability focus areas, leading the implementation of sustainability initiatives, developing and executing material sustainability matters and policies, and advising the Board on sustainability matters. The SSC is supported by the Sustainability Working Group ("SWG"), which comprises operational-level representatives who carry out day-to-day sustainability initiatives, collect performance data and report results to the SSC. Comprehensive disclosures on the Group's sustainability governance structure and initiatives are provided in the Sustainability Report included in the Annual Report 2025.
Explanation for departure	:	

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</table>

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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The Company's sustainability strategies, targets and performance are determined based on the outcomes of the materiality assessment, which incorporates feedback from both internal and external stakeholders. Key sustainability matters, including targets and performance, are reviewed by the SSC and subsequently presented to the Board for deliberation and approval.

Progress against targets and material sustainability matters is transparently communicated to stakeholders primarily through the Sustainability Report in the Company's Annual Report 2025, as well as through the Company's website at https://www.tsh.com.my/sustainability, ensuring that all material matters are managed responsibly.

The Company remains committed to strengthening engagement with both internal and external stakeholders through a range of formal and informal communication channels, including meetings, briefings, seminars, workshops and focus group discussions, as further detailed in the Company's Sustainability Report 2025.</td></tr>
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</table>

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 :	Through the Head of CASA, the SSC provides regular updates to the Board on the Group's sustainability agenda, key initiatives and material developments that may affect the Group's operations, performance and long-term resilience. These updates include evolving regulatory and disclosure requirements, as well as the identification, assessment and management of material sustainability and climate-related risks and opportunities, which are integrated into the Group's enterprise risk management, internal control and governance frameworks. In line with Bursa Malaysia's requirements, Directors are also required to attend sustainability training under the Mandatory Accreditation Programme Part II. As of 31 December 2025, all Directors have fulfilled this requirement. Information on the training attended by Board members during the financial year is disclosed in this CG 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
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 evaluation of the Board and senior management included the performance of the Board and senior management in identification of risks, including sustainability risks, and the management of those risks which could have a significant impact on the Company and wider Group. The Board and senior management have effectively fulfilled their respective roles in overseeing ESG and sustainability issues of the Group. The Board's performance in addressing the Group's material ESG and sustainability issues was assessed in 2025 Board assessment. The Board was satisfied with its performance in addressing the ESG and sustainability issues of the Group. The criteria for assessing ESG and sustainability are continuously under review and may be further refined as needed for performance evaluation.	
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 Group's day-to-day sustainability matters are led by the Head of CASA, who provides dedicated oversight and drives the strategic implementation of sustainability initiatives across the Group, including the integration of sustainability considerations into the Group's operations. During the financial year 2025, the Head of CASA undertook the following responsibilities: 1. Advise the Board to ensure that the Group's business strategy takes sustainability into consideration. 2. Develop and recommend to the Board on sustainability strategies, related policies and statement of approval, adoption and revision. 3. Ensure that the sustainability strategies address key sustainability matters related to ESG. 4. Monitor the implementation of the sustainability strategies as approved by the Board. 5. Implement sustainability strategies and action plans. 6. Ensure that the annual Sustainability Report is prepared in accordance with Bursa Malaysia's requirements and other internationally recognised frameworks and standards, such as the GRI, IFRS S1 & S2.

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

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

Application	:	Applied
Explanation on application of the practice	:	The Nomination Committee reviews the composition of the Board and the tenure of each Director on a yearly basis. Following a review for financial year 2025, the Nomination Committee concluded that the current Board size of seven members enables the Board to carry out its responsibilities in an effective and efficient manner. The Nomination Committee further concluded that the current composition of the Board reflects a good mix of directors with diverse professional backgrounds and a wide range of experiences in finance, accountancy, audit, human capital, business, sustainability, investment, management and investment banking that contribute effectively in leading and directing the management and affairs of the Group. The Nomination Committee also reviewed and assessed the performance and contribution of the retiring Director, Paul Lim Joo Heng in order to determine his eligibility to stand for re-election at the coming annual general meeting ("AGM"). In addition, Paul Lim was also assessed by the Chairman of the Nomination Committee based on the TSH Group Directors' Fit and Proper Policy. Premised on the results of Paul Lim's performance and fit and proper evaluations conducted, the Nomination Committee is satisfied with his performance and the level of his contribution to the Board through his knowledge, skills and commitment as well as his ability to act in the best interest of the Company. Besides, Paul Lim who is an Independent Director, has also provided his annual confirmation of independence. Dato' Jasmy bin Ismail who is also due for retirement by rotation at the forthcoming AGM of the Company, has expressed his intention not to seek re-election as a 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 5.2
At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

<table>
<tr><td>Application</td><td>:</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2">As at 31 December 2025, the Board has seven members, comprising four Independent Non-Executive Directors, one Non-Independent Non-Executive Director and two Executive Directors, one of whom is the Chairman. Accordingly, more than 50% of the Board comprise Independent Directors.</td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td colspan="2"></td></tr>
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</table>

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	:	Dato' Jasmy bin Ismail, an Independent Director and the Senior Independent Director of the Company who has served for more than 11 years and is due for retirement by rotation at the forthcoming AGM of the Company, has expressed his intention not to seek re-election as a Director. None of the other Independent Directors have served beyond nine years.	
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.

<table>
<tr><td>Application</td><td>:</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td>The Board is committed to ensuring diversity in its composition and embraces the proposition that having a diverse Board would have a positive and value-adding impact on the Company.

While the Board acknowledges the importance of diversity in boardroom and senior management, appointments to the Board and senior management positions shall always be based on objective criteria and merit, having due regard for diversity in business experience, skills, qualifications, integrity, age, gender, knowledge and other soft attributes, which are the essential element in supporting the attainment of the Company’s objectives.

The Company practises equal employment opportunities for all qualified individuals to create a workforce that is fair and inclusive and seeks to retain and attract the best people to do the job.

The Company rewards and promotes employees based on assessment of individual performance, capability and potential. It is committed to providing opportunities that allow individuals to reach their full potential irrespective of individual background or difference.

The Nomination Committee has reviewed the participation and contribution of all Directors during the year 2025 and is satisfied that all Directors have devoted sufficient time to the affairs of the Group and have adequately discharged their duties and responsibilities as Directors.</td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td></td></tr>
<tr><td></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
</table>

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 existing Directors and major shareholder of the Company have extensive professional networks and relationships in the plantation industry that can be tapped into for identifying potential candidates. Besides, they also have the relevant experience and knowledge in looking for candidates with the right qualification, background and attributes that would be a good fit for the Group. Apart from referrals from Directors, major shareholder and management, the Nomination Committee will also explore external sources to identify suitably qualified candidates for appointment to the Board when the need arises. During the financial year under review, there were no new appointments of Directors to the Board of the Company.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 5.7

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 profile of the retiring Director, which include information on his age, date of appointment, directorships in other listed companies, working experience, family relationship with other Board members and conflict of interest, are published in the Company's Annual Report 2025. Based on a performance evaluation of the retiring Director conducted by the Nomination Committee along with an evaluation of the retiring Director conducted by the Chairman of the Nomination Committee in accordance with the criteria set out in the TSH Group Directors' Fit and Proper Policy, the Board is satisfied and supported the recommendation made by the Nomination Committee to table the proposal to re-elect the retiring Director for shareholders' consideration and approval at the 46th AGM. The relevant information has been provided in the explanatory notes to the Notice of the 46th AGM to enable shareholders to make an informed decision with regard to the re-election of the retiring 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 5.8
The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

<table>
<tr><td>Application</td><td>:</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice</td><td>:</td><td colspan="2">The Chair of the Nomination Committee is held by the Senior Independent Director, Dato’ Jasmy bin Ismail.</td></tr>
<tr><td rowspan="2">Explanation for departure</td><td rowspan="2">:</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="4">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure</td><td>:</td><td colspan="2"></td></tr>
<tr><td>Timeframe</td><td>:</td><td></td><td></td></tr>
</table>

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

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

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Currently, the Board comprises two female Directors, representing 29% female representation on the Board. The Board takes cognizance of the best practice of MCCG 2021 for boards to comprise at least 30% women directors. However, the Board believes that it is of utmost importance that the Company has an effective composition of the Board to discharge its duties effectively in the best interests of the Company and shareholders. The Board believes that while it is important to promote gender diversity, it should not set a target just to fill the required vacancy for gender diversity as the over-riding criteria. Selection should also be based on an effective blend of competencies, skills, experience and knowledge in the areas identified by the Board.	
		As and when vacancy arises, gender diversity will be one of the key criteria in selecting candidates for consideration.	
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
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 Board does not have a specific policy on setting targets for women candidates and ethnicity for the Board and senior management. The Board acknowledges the importance of Board diversity, including gender, ethnicity, age and business experience, to the effective functioning of the Board. While the Board recognises the importance of promoting gender diversity, the selection of Directors is based on merit, taking into account the skills that are relevant to the Group's business operations and management as well as expertise in regulatory, legal, ESG and strategic planning matters.	
	The Board through its Nomination Committee will continue to review the balance, experience and skills of the Board, paying attention to the Board's gender diversity. As regards senior management, the Board accepts that as the Group is primarily in plantation business, it will be difficult to set target for female senior management representation.	
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
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.

<table>
<tr><td colspan="2">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.</td></tr>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The effectiveness of the Board is vital to the success of the Group, and the Company undertakes a formal evaluation each year in order to assess the effectiveness of the Board and Board Committees.

The annual assessment of the effectiveness of the Board as a whole, Board Committees, individual Directors and independence of the Independent Directors for financial year 2025 was conducted. The assessment was led by the Chairman of the Nomination Committee and supported by the Company Secretary. The annual assessment was considered by the Nomination Committee, which then made recommendations to the Board to discharge its duties and responsibilities.

The assessment of the Board was based on six main areas relating to Board composition and competencies, Board succession, Board meeting organisation and effectiveness, the Board Chairman’s roles and responsibilities, Board effectiveness, as well as ESG and sustainability. Amongst the most important criteria for evaluating Board performances are:

• individual Board member’s understanding of the Company’s mission and strategic plan;

• Board members’ understanding and knowledge of the Company’s business;

• time commitment to deliberation and meaningful participation in Board meetings;

• whether Board meetings were conducted in a manner that promotes open and constructive communication, focused</td></tr>
</table>

	discussions, critical inquiry, the expression of diverse viewpoints and the timely resolution of issues; and • ability of the Board members to articulate and engage in robust deliberations on the Company's material ESG and sustainability matters. The assessment criteria for Board Committees included the Board Committees' structure and composition, roles and responsibilities, meetings and communication, as well as the collective skills and expertise of the members of the Board Committees. For individual Director's evaluation, the assessment criteria included abilities and competencies, calibre and personality, objectivity and contribution to the activities of the Board and Board Committees. Each member of the Nomination Committee received the Board performance evaluation questionnaires and the Board Committees' performance evaluation forms. The assessment of the Nomination Committee's performance is carried out by all its members. All Board members were required to assess their own performance by completing the performance evaluation form. The Company Secretary compiled the evaluation results for submission to the Nomination Committee for review and assessment. The Chairman of the Nomination Committee reported the findings and/or recommendations to the Board. All assessments carried out by the Nomination Committee in the discharge of its functions are properly documented and kept confidential. The performance of the Director who is subject to re-election at the forthcoming AGM was assessed by the Nomination Committee. Besides, the aforesaid retiring Director was also assessed by the Chairman of the Nomination Committee based on the TSH Group Directors' Fit and Proper Policy. Premised on the results of the performance and fit and proper evaluations, the Nomination Committee submitted a recommendation to the Board for its decision on the proposed re-election of the retiring Director for shareholders' approval. In accordance with the Company's Constitution, a re-election of Directors shall take place each year at annual general meeting, and all Directors shall retire from office once at least in each three years but shall be eligible for re-election. A Director seeking re-election will abstain from all deliberations regarding his/her re-election to the Board. For financial year 2025, the Nomination Committee reviewed the required mix of skills, experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board, and was of the view that current composition of Non-Executive Directors reflects a good mix of Directors with diverse professional backgrounds and a wide range of experiences in finance, accountancy, audit, human capital, business, sustainability, investment, management

<table>
<tr><td></td><td>and investment banking that contributed effectively in leading and directing the management and affairs of the Group.

The Nomination Committee also evaluated the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director. Good and effective communication was established among the members of the Board and Board Committees on official and unofficial basis and major policies and corporate proposals were vigorously debated and scrutinised before putting to a vote. All members of the Board and the Committees have been diligent and have exercised due reasonable care in discharging their duties and responsibilities. All Directors are firmly committed to ensuring that corporate governance standards are adhered to.

An assessment of the independence of the Independent Directors was conducted, in which the Nomination Committee reviewed their independence and was satisfied that they continued to exercise independent and objective judgement and acted in the best interests of the Company and its stakeholders.

The Nomination Committee also reviewed and made recommendations to the Board the following:

(1) re-election of the retiring Director at the forthcoming AGM for shareholders' approval; and

(2) evaluated directors' training needs to ensure that all Directors receive appropriate continuous training in order to keep abreast with the latest development in the marketplace and changes in the statutory and regulatory requirements. The following are the various training programmes attended by the Directors in 2025:

• Mandatory Accreditation Program II – Leading for Impact
• The Shift in Boardroom Dynamics: Enhancing Governance and Strategic Leadership
• Audit Oversight Board's Conversation with Audit Committee
• Anti-Bribery and Anti-Corruption Refresher Training
• AI Prompts Masterclass Training
• Khazanah Megatrends Forum 2025
• Risk Management Awareness
• Rabobank Outlook 2026 – Agri Commodities & Energy</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td></td></tr>
<tr><td></td></tr>
<tr><td colspan="2">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
</table>

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.

<table>
<tr><td>Application :</td><td>Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td>The Company has established a formal remuneration policy for Directors and senior management. The policies and procedures were last reviewed in December 2025 and are made available on the Company's website at www.tsh.com.my.

The Remuneration Committee assists the Board in determining a remuneration framework or broad policy for Executive Directors and senior management. The Remuneration Committee may obtain professional advice and any other information necessary in determining the remuneration framework.

The Board as a whole, determines the remuneration package of Non-Executive Directors, taking into consideration the fee levels and trends for similar positions in the market, the time commitment required from the Directors and any additional responsibilities undertaken by such Directors. Non-Executive Directors abstain from discussion on their own remuneration.

Decisions on remuneration for senior management are made through a transparent and independent process, taking into consideration market practices, the demand for personnel with specific qualification and experience, along with an evaluation of their performance.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td></td></tr>
<tr><td></td></tr>
<tr><td colspan="2">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
</table>

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 Remuneration Committee reviews annually the remuneration package of Directors and senior management, taking into consideration their level of responsibilities and performance. Remuneration of Executive Directors is also linked to the financial performance of the Group. The Board as a whole, determines and recommends the remuneration of Non-Executive Directors for shareholders' approval at AGM. The Non-Executive Directors are remunerated through monthly fixed fees, meeting allowance, monthly allowance, business travelling allowance, petrol allowance and other benefits-in-kind, including company car and driver as well as other emoluments. Section 230(1) of the Companies Act 2016 stipulates that among others, fees and any benefits payable to the Directors of a listed company shall be approved at a general meeting. As agreed by the Board, shareholders' approval for Non-Executive Directors' remuneration will be sought at the forthcoming AGM through two separate resolutions as follows: (a) Payment of Directors' fees from the date immediately following the forthcoming AGM of the Company until the date of the next AGM of the Company in 2027; and (b) Payment of Directors' benefits (excluding Directors' fees) from the date immediately following the forthcoming AGM of the Company until the date of the next AGM of the Company in 2027. The Remuneration Committee will provide its guidance in determining remuneration packages for senior management, which is based on the

	individual's performance during the year measured against the corporate objectives. The Terms of Reference of the Remuneration Committee were last reviewed in November 2025 and are available on the Company's website at www.tsh.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	:	The details of the Directors' remuneration for the financial year 2025 on a named basis, are set out in the following page of this Report.

No	Name	Directorate	Company (‘000)							Group (‘000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Kelvin Tan Aik Pen	Executive Director	Input info here	146.69	240.00	Input info here	154.62	9.60	550.92	393.23	429.82	2,206.14	655.38	154.62	48.42	3,887.61
2	Dato’ Jasmy bin Ismail	Independent Director	72.00	9.00	Input info here	Input info here	Input info here	Input info here	81.00	72.00	9.00	Input info here	Input info here	Input info here	Input info here	81.00
3	Natasha binti Mohd Zulkifli	Independent Director	60.00	5.00	Input info here	Input info here	Input info here	Input info here	65.00	60.00	5.00	Input info here	Input info here	Input info here	Input info here	65.00
4	Paul Lim Joo Heng	Independent Director	72.00	11.00	Input info here	Input info here	Input info here	Input info here	83.00	137.54	11.00	Input info here	Input info here	Input info here	Input info here	148.54
5	Ina Hasniza binti Ibrahim	Independent Director	60.00	6.00	Input info here	Input info here	Input info here	Input info here	66.00	60.00	6.00	Input info here	Input info here	Input info here	Input info here	66.00
6	Tan Aik Kiong	Executive Director	Input info here	112.35	840.00	280.00	122.70	44.80	1,399.85	Input info here	112.35	840.00	280.00	122.70	44.80	1.399.85
7	Lim Fook Hin	Non-Executive Non-Independent Director	Input info here	Input info here	Input info here	Input info here	123.02	899.17	1.022.18	42.00	Input info here	Input info here	Input info here	123.02	899.17	1,064.18
8	Velayuthan a/l Tan Kim Song (Resigned on 7 Oct 2025)	Non-Executive Non-Independent 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	Input info here	Input info here	Input info here	582.40	582.40
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 remuneration of two senior management members, who are also Executive Directors, has already been disclosed on a named basis in this CG Report. The Board is of the view that disclosing the remuneration of other senior management members on a named basis could be detrimental to the Company's business interests, given the competitive human resource environment for personnel with the requisite knowledge, expertise and experience in the Company's business activities, where poaching has become common. Therefore, such disclosure of specific remuneration information may give rise to recruitment and talent retention challenges. The Company further believes that the interest of the shareholders will not be prejudiced as a result of such non-disclosure of the identity and remuneration of the Company's top five senior management members who are not Directors.	
	None of the remaining top five senior management members, who are not Directors of the Company, are in any way related to the Directors. It is the Company's policy that the remuneration of persons connected to any Board members will be determined by Independent Directors.	
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.

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

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

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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

Intended Outcome
There is an effective and independent Audit Committee.

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

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

Application :	Applied	
Explanation on application of the practice :	The Chairman of the Audit Committee is not the Chairman of the Board. Members of the Audit Committee, including its Chairman were appointed by the Board based on the recommendation of the Nomination Committee. Under the Terms of Reference of the Audit Committee, which are set out in the TSH Corporate Governance Guidelines, its Chairman must be an Independent Director. No Alternate Director is allowed to be appointed as a member of the Audit Committee. The composition of the Audit Committee may be reshuffled by the Board on the recommendation of the Nomination Committee, as and when required. The Terms of Reference of the Audit Committee were last reviewed in November 2025 and are available on the Company's website at www.tsh.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 9.2
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 existing Terms of Reference of the Audit Committee require a former key audit partner of the Company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee. To date, the Company has not appointed any of its former key audit partners as a member of the Audit Committee.	
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	:	Based on the policies and procedures established, the Audit Committee is responsible for reviewing the performance of the external auditors on an annual basis based on the following four key areas, after completion of the year-end audit: 1. quality of service; 2. sufficiency of resources; 3. communication with management; and 4. independence, objectivity and professionalism. The Audit Committee may request the Executive Directors or the Chief Financial Officer or other senior management members to join the assessment. The Audit Committee is also responsible for reviewing all the non-audit services provided by the external auditors and the aggregate amount of fees paid to them based on the policy and procedures on provision of non-audit services established by the Board. Approval for all non-audit services has to be sought from the Audit Committee on a case-to-case basis. The Company is allowed to use the appointed external auditors for non-audit services in cases where these services do not conflict with the auditors' independence. The Audit Committee accepts that certain works of a non-audit nature are best undertaken by the external auditors and their appointments are made by taking into consideration their expertise and cost. A written confirmation of independence has been provided by the external auditors to the Audit Committee before the commencement of the year-end audit for financial year 2025 that they are independent in the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements. The Audit Committee evaluated the performance of the external auditors based on the four key areas as mentioned above and obtained

	feedback from management who had substantial contact with the external audit team throughout the year. The Audit Committee also took into consideration the openness in communication and interaction with the lead audit engagement partner and engagement team through discussions at private meetings, which demonstrated their independence, objectivity and professionalism. Further information on the Audit Committee's activities is disclosed in in the Audit Committee Report set out in the Company's Annual Report 2025. The Audit Committee was satisfied with the suitability of the external auditors based on the quality of services and sufficiency of resources provided by them to the Group. The Audit Committee was also satisfied that the provision of the non-audit services was not in conflict with the role of the external auditors or their independence and the fees paid for these services were not significant when compared to the total fees paid to the external auditors. Details of fees paid or payable to the external auditors for audit and non-audit services performed during the financial year are set out in Additional Compliance Information contained in the Company's Annual Report 2025. The Audit Committee concluded that the relevant independence of BDO PLT continued to be met. Accordingly, the Audit Committee unanimously recommended to the Board that a resolution for the reappointment of BDO PLT as the Company's auditors be proposed for shareholders' approval at the forthcoming AGM, and the Board has accepted and endorsed this recommendation.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	
Timeframe :	

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up
The Audit Committee should comprise solely of Independent Directors.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome
There is an effective and independent Audit Committee.

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

Practice 9.5
Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

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

Application	:	Applied
Explanation on application of the practice	:	The Chairman of the Audit Committee, Paul Lim Joo Heng possesses accounting qualification from the Association of Chartered Certified Accountants (ACCA), United Kingdom, and has vast experiences in the fields of accounting, auditing, finance and investment whereas a member of the Audit Committee, Lim Fook Hin is a member of the Malaysian Institute of Certified Public Accountants (MICPA). All members of the Audit Committee possess a wide range of necessary skills, are financially literate and are able to read, analyse, interpret and understand financial statements to discharge their duties effectively. They have the necessary financial experience and commercial expertise and skills to fulfil their responsibilities and provide an effective level of challenge to management. The profile of each member of the Audit Committee is set out in the "Profile of Board of Directors" section of the Company's Annual Report 2025. To ensure that the Audit Committee is able to discharge its duties and responsibilities according to its Terms of Reference, the Nomination Committee is tasked to conduct a comprehensive annual assessment of the effectiveness and contribution of the Audit Committee and each of its members. Based on the evaluation results for the financial year 2025, the Board was satisfied with the performance of the Audit Committee and its members. All members of the Audit Committee are encouraged to continuously update and enhance their knowledge of relevant accounting, auditing, industry and other regulatory requirements to stay abreast of the issues facing the evolving business environment in which the Group operates, enabling them to effectively discharge their duties.

	During the financial year, members of the Audit Committee had attended the following training programmes: • Mandatory Accreditation Program II – Leading for Impact • Audit Oversight Board's Conversation with Audit Committee • Anti-Bribery and Anti-Corruption Refresher Training • AI Prompts Masterclass Training • Khazanah Megatrends Forum 2025 • Risk Management Awareness • Rabobank Outlook 2026 – Agri Commodities & Energy	
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.

<table>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">Enterprise Risk Management Framework has been established;
Board of Directors retains overall risk management responsibility;
Board of Directors performs risk oversight and delegates day-to-day decisions to senior management;
Internal controls are being reviewed by the Board of Directors through the Audit Committee;
Presence of Control Environment with structure, reporting lines, authorities and responsibilities;
Control activities are selected, developed and deployed through policies and procedures; and
Internal Audit Function reports directly to Audit Committee.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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 :	• Risk management policy and procedures were duly approved and adopted; • Clearly documented Standard Operating Procedures ("SOPs") on key aspects and processes are in place; • Formal organisation structure governing its operations and day-to-day management is in place; • Internal control system of checks and balances and documented authority limit have been established. These have also been audited and tested by Internal Audit Function for any departure; • The establishment and maintenance of Group Internal Audit Function to assist in providing assurance on the adequacy of its internal control system; • The Internal Audit Function reports directly to the Audit Committee through presentation of audit report on a quarterly basis; • Internal Audit Function conducts subsequent follow-up review to ensure Management has undertaken corrective and preventive measures accordingly; • Controls are evaluated and reported with deficiencies highlighted; and • SOPs are subject to review to cater for changes in risk and 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
Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

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

Practice 10.3 - Step Up
The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application :	Not Adopted
Explanation on adoption of the practice :	

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

Practice 11.1
The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	The Company has established an Internal Audit Function which reports directly to the Audit Committee. The Internal Audit Function communicates regularly with the members of the Audit Committee, and the Head of Internal Audit is invited to attend meetings of the Audit Committee. Internal Audit activities which are risk-based are performed by a team of appropriate, qualified and experienced employees. The Audit Committee reviews any appraisal or assessment of the performance of the Internal Audit Function. In evaluating the Internal Audit Function, the Audit Committee assesses its effectiveness against the agreed performance criteria such as: • the overall comprehensiveness of the Internal Audit plan and its relationship to the strategic objectives of the Company; • timely delivery of Internal Audit services in accordance with the plan; and • the competency of Internal Audit staff and adequacy of resources to achieve the scope as outlined in the plan. The Internal Audit Team carries out its duties and responsibilities in accordance with the terms of reference set out in the TSH Corporate Governance Guidelines. To provide for the independence of the Internal Audit Function, its personnel report to the Head of Internal Audit, who reports directly to the Audit Committee. The Head of Internal Audit will have direct access to the Audit Committee and be able to speak directly to the Chair of the Audit Committee on any matters that are believed to be of sufficient magnitude and importance to require the immediate attention of the Audit Committee. To maintain its independence, the Internal Audit Function will have no direct operational responsibility or authority over any of the activities under its scope. Accordingly, it will not develop nor install systems or procedures, prepare records or engage in any other activity that would normally be audited.
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 Company has received declaration from the Head of Internal Audit that he and his team are free from any relationship or conflicts of interest, which could impair their objectivity and independence. All Internal Audit personnel are not related to any employees, do not have business relationships with the Group, have not served in any official capacity previously, nor have they provided significant services to the Group in the past. The Internal Audit Function is staffed by five audit executives, including the Head of Internal Audit. The Head of Internal Audit, Terence Ng Si Yik holds a professional accounting qualification from the Association of Chartered Certified Accountants (ACCA), United Kingdom, and is also a member of the Malaysian Institute of Accountants. The activities of the Internal Audit Function are guided by the terms of reference of the Internal Audit, as set out in the TSH Corporate Governance Guidelines and the annual audit plan approved by the Audit Committee. The Internal Audit Function is carried out in accordance with The International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors (IIA).
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	:	A summary of stakeholder engagements is disclosed in the Company's Sustainability Report 2025. The Company values the dialogue with shareholders and appreciates the keen interest of shareholders in the Group's performance. It is the Company's practice to share with shareholders the Company's responses to questions raised by the Minority Shareholders Watch Group (MSWG), if any, at general meetings. Members of the Board, the external auditors and representatives of the share registrars of the Company are present to answer questions raised at the meeting. The Company's website provides all relevant information about the TSH Group and is accessible to the public. There is a dedicated "Investor Relations" section on the Company's website where company policies, documents for general meetings, announcements released to Bursa Securities, including quarterly financial results, audited financial statements, annual reports, corporate governance reports, circulars to shareholders, statements on share buy-backs and procedures for transfer of shares between Bursa Securities and the Singapore Exchange Securities Trading Limited ("SGX-ST") are made available. Corporate information and communication and engagement with stakeholders are made through various platforms and media including the Company's website and announcements made via Bursa LINK and SGXNet. The Company has in place a Corporate Disclosure Policy and Procedures that outline the policies and processes for communication with shareholders, analysts and investors, to ensure that such communications are effective and comply with applicable laws, rules and regulations. Stakeholders are encouraged to direct their inquiries via email to ir@tsh.com.my.

<table>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
<tr><td>Measure :</td><td colspan="2"></td></tr>
<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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	:	28 clear days' notice has been given in respect of the Company's 45th AGM held on 21 May 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
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	All Directors have always used their best endeavours to attend general meetings of the Company. However, one of the Directors, Tan Aik Kiong did not attend the 45th AGM held on 21 May 2025 as he was under the weather.	
		Nevertheless, the respective Chairmen of the Audit Committee, Nomination Committee and Remuneration Committee were present at the aforementioned AGM to provide meaningful response to any question raised by shareholders.	
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 13.3
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 45th AGM of the Company was held physically on 21 May 2025 at an easily accessible venue to encourage shareholders' attendance. By conducting the 45th AGM on a physical basis, the Company observes the new requirement announced by the Securities Commission Malaysia and Bursa Malaysia Berhad on 30 August 2024 via their media release, whereby all public listed companies must hold either hybrid or physical general meetings effective 1 March 2025. Shareholders who could not attend the 45th AGM in person had the option of appointing proxy/proxies to attend, speak and vote on their behalf at the meeting. The Company adopted electronic poll voting at the 45th AGM for greater transparency and efficiency. The Company believes that physical general meetings provide more opportunities for shareholders to interact face-to-face with the Board of Directors, senior management and other shareholders, which enhances the quality and depth of engagement and communication. Besides, physical general meetings reduce the risk of potential technical issues, disruptions and cyberattacks that could affect the smooth conduct of virtual or hybrid general meetings and compromise the security and integrity of the general meetings and voting process.	
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 Board, the other Board members, the Chief Financial Officer, the Company Secretary and the external auditors attended the Company's 45th AGM, which was held physically on 21 May 2025. During the meeting, shareholders were given ample time to seek clarification on the Company's financial and non-financial performance as well as on other items for adoption at the meeting, before the resolutions were put to vote. The Chairman of the Board responded to the questions raised during the respective "Questions and Answers" sessions at the said 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 13.5
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.

<table>
<tr><td colspan="3">Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</td></tr>
<tr><td>Application :</td><td colspan="2">Applied</td></tr>
<tr><td>Explanation on application of the practice :</td><td colspan="2">The minutes of the 45th AGM were published on the Company's website within 30 business days from the meeting.</td></tr>
<tr><td rowspan="2">Explanation for departure :</td><td colspan="2"></td></tr>
<tr><td colspan="2"></td></tr>
<tr><td colspan="3">Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</td></tr>
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<tr><td>Timeframe :</td><td></td><td></td></tr>
</table>

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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