CORPORATE GOVERNANCE REPORT

STOCK CODE : 0361
COMPANY NAME : PAN MERCHANT BERHAD
FINANCIAL YEAR : 31 DECEMBER 2025

OUTLINE:

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

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA
Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

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

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied.
Explanation on application of the practice	:	The Board of Directors ("Board") is responsible for the oversight and overall management of Pan Merchant Berhad ("Company"). To ensure the effective discharge of its function and responsibilities, the Board established an internal governance model to delegate specific powers of the Board to the relevant Board Committees, the Managing Director, Directors and the Senior Management of the Company and its subsidiaries ("Group"). Key matters reserved for the Board's approval include, but are not limited to, the Group's annual budget, dividend payment proposal, business plan, issuance of new securities, business restructuring, expenditure above a certain threshold, disposal of material property, plant and equipment and acquisition or disposal of companies within the Group. The Board assumes the following core responsibilities: • Reviewing and adopting strategic plans for the Group, taking into account economic and sustainability considerations in developing and implementing the Group's strategies, business plans and risk management; • Overseeing the conduct of the Group's business to evaluate whether the business is being properly managed; • Ensuring the Group's solvency and its ability to meet contractual obligations and safeguarding its assets; • Identifying and assessing principal risks of the Group's business in recognition that business decisions involve the taking of appropriate risks; • Set the risk appetite within which the Board expects the management to operate, and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;

	• Ensuring there is an appropriate succession plan for the Board and senior management in place, including appointing, recruiting, training and determining appropriate compensation packages; • Developing and implementing an 'investor relations programme' or 'shareholder communication policy' for the Company; • Reviewing the adequacy and the integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines; • Establishing and maintaining effective and adequate anti-corruption compliance policies and framework and whistleblowing reporting channel; • Reviewing the Group's corruption risk exposures periodically or when there are changes in law, circumstance of the business and/or the profile of its business associates; • Oversee corporate governance and compliance matters within the Group; • Delegate the abovementioned matters to the relevant committees or personnel to address specific issues, where appropriate, and acting on the recommendations of such committees; • Ensuring that the Company's and Group's statutory financial statements are fairly stated and conform with the relevant regulations including acceptable/applicable accounting policies; • Review and approve the financial statements encompassing annual audited financial statements and quarterly reports, as well as, amongst others, Audit and Risk Committee Report, Statement of Risk Management and Internal Control, Sustainability Statement in the Annual Report; • Adopt performance measures to monitor implementation and performance of the strategy, policies, plans, budget, legal and fiduciary obligations that affect the business; • Set corporate values and clear lines of responsibility and accountability that are communicated throughout the Company; • Ensure that the operations of the Company are conducted prudently within the framework of laws and policies and takes into account sustainability factors; and • Ensure high standards of ethics and corporate behaviour in the conduct of business. The Executive Directors are responsible for the day-to-day management of the business and operations of the Group. The Group's performance and key focus areas are reviewed every month by the Executive Directors at management meetings together with Senior Management of the respective subsidiaries. During the quarterly Board meetings, the Executive Directors brief the Board on key developments and changes to the Group's businesses. The Board will also invite Senior Management to attend meetings to report on matters relating to their respective areas of responsibility.

	The Company outsources its internal audit function to an independent professional services firm. The internal auditors provide additional independent review on the state of risk management and internal controls of the Group and report to the ARMC. The ARMC then reviews, deliberates and decides on the next course of action and evaluates the effectiveness and efficiency of the Group's risk management and internal control systems. • Succession planning Succession planning is a critical element in preventing business disruptions and promoting operational sustainability. The Nomination Committee ("NC") is entrusted by the Board to review and assess potential Board candidates to ensure that they are equipped with sufficient and relevant experience as well as the ability to discharge the responsibilities required of them prior to making their recommendation to the Board. Succession planning for key management positions is in place and continues to be monitored by the Group's Human Resource department. • Developing and implementing an investor relations programme or shareholder communication policy for the Company. As part of the Company's investor relations programme, the Board has a dedicated investor relations team that handles the Group's investor relations matters. The contact details of the investor relations team is as published on the Company's website at www.pmi-group.com. Further, shareholders or investors may convey any concerns/grievances to the Independent Directors accordingly. During the financial year, the Company regularly communicated material news to its shareholders through public announcements on Bursa Malaysia Securities Berhad ("Bursa Securities"). • The Board is committed to promoting ethics and values in line with Integrity, Trust, and Progression. This is reinforced through key governance policies and regular reviews of the Group's internal controls and compliance systems, with the assistance of the Internal Auditors, External Auditors and Company Secretaries.
Explanation for departure :	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.	
Measure :	

Timeframe :		

Intended Outcome

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

Practice 1.2

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

Application	:	Applied	
Explanation on application of the practice	:	The roles and responsibilities of the Chairman of the Board have been specified in the Board Charter, which is available on the Company's website at www.pmi-group.com. The Chairman is responsible for the Board's effectiveness and conduct. He also takes a leading role in driving the Company to observe and maintain a high standard of corporate governance with the full support of the Directors, Company Secretaries and Senior Management. The Chairman promotes an open environment for debate and ensures effective contributions from the Non-Executive Directors. He also exercises control over the quality, quantity and timeliness of information flow between the Board and Senior Management. At the general meetings, the Chairman plays a role in fostering constructive dialogue between shareholders, the Board and Senior Management. The Executive Directors are in charge of the day-to-day operations of the Company's business, making strategic business decisions and implementing the Board policies	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.3

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

Application	:	Applied	
Explanation on application of the practice	:	The position of Chairman is held by Datuk Tan Leh Kiah, while the position of Managing Director is held by Mr. Wong Voon Ten. The Chairman is primarily responsible for the orderly conduct and effectiveness of the Board, whereas the Managing Director who assumes the role and functions equivalent to a CEO, is to lead the management of the Company and has overall responsibility for the operational decisions, including the implementation of the Board's policies.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.			
Application	:	Applied.	
Explanation on application of the practice	:	The Chairman of the Board is not a member of the Audit, Nomination or Remuneration Committee and does not participate in their meetings unless specifically invited. All of these Committees are fully comprised of Independent Non-Executive Directors, enabling them to discharge their responsibilities effectively and provide objective, unbiased, and independent judgment and 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 1.5

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	:	Both Company Secretaries of the Company are qualified to act as company secretaries under Section 235(2) of the Companies Act 2016. The Company Secretaries play an advisory role to the Board in relation to the Company's constitution, Board's policies and procedures and compliance with the relevant regulatory requirements, codes or guidance and legislations. The Company Secretaries support the Board by ensuring that all Board meetings are properly conducted and deliberations at the Board and Board Committee meetings are accurately recorded. The Company Secretaries also keep the Board updated on changes in the Listing Requirements and directives issued by the regulatory authorities, and the resultant implications to the Company and the Directors in relation to their duties and responsibilities. The Company Secretaries keep abreast of the evolving capital markets environment, regulatory changes and developments in Corporate Governance through continuous training.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied.
Explanation on application of the practice	:	The supply, timeliness and quality of the information affect the effectiveness of the Board to oversee the conduct of business and to evaluate the Management's performance of the Group. Accordingly, the Board ensures that each Director is provided with timely notices and Board papers issued prior to the Board meetings to enable Directors to review and consider the agenda items to be discussed and where necessary, to obtain further explanations before the Board meeting. The Company Secretaries ensure that all Board and Board Committees' meetings are properly convened. The Company Secretaries will ensure that accurate and proper records of the proceedings and resolutions passed are recorded and the minutes are circulated to the Board members as soon as possible before the next meetings. Separately, all Board members have unrestricted access to timely and accurate information in furtherance of their duties and subject to Board's approval may seek independent professional advice when necessary, in discharging its various duties, at the Company's expense.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 2.1

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

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

Application	:	Applied.
Explanation on application of the practice	:	The Board Charter serves as a primary reference for Board members of their fiduciary duties as directors of the Company and the functions of the Board Committees. It sets out, amongst other things, the key values, principles and ethos of the Company. The Board will review the Board Charter at least once a year to ensure that it is up-to-date and consistent with the Board's objectives and responsibilities as well as the governance model of the Group. The Board Charter is available on the Company's website at www.pmi-group.com The roles and responsibilities of the Board of Directors, Board Committees, Chairman, Managing Director and Executive Directors as well as issues and decisions reserved for the Board are clearly outlined in the Board Charter.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 3.1

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

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

Application :	Applied.	
Explanation on application of the practice :	The Board has established and published its Code of Conducts and Ethics and Whistleblowing policy in the Company's website at www.pmi-group.com Internally, the Board communicates the Code of Conducts and Ethics, Anti-Bribery and Corruption and Whistleblowing Policy to staff members through the Human Resource Department so that all staff members are clear on what is considered acceptable behaviour and practice in the Company and the policies and procedures on whistleblowing. The Company encourages its employees to provide feedback with any concerns regarding misconduct and/or wrongdoing by the employees. Any non-compliance and failure to report non-compliance to the Code of Conducts and Ethics and Anti-Bribery and Corruption may lead to consequence management.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 3.2

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

Application :	Applied.	
Explanation on application of the practice :	The Company's Whistleblowing Policy and Procedures ("WPP") fosters an environment where integrity and ethical behaviour are maintained and any illegal or improper action and/or wrongdoing in the Group may be exposed. The Board has overall responsibility to oversee the implementation of the WPP and all whistleblowing reports are to be addressed to the respective personnel as assigned pursuant to the Group's WPP. This mechanism will allow the stakeholders of the Group to report concerns about alleged unethical behaviour, actual or suspected fraud within the Group, or improper business conduct affecting the Group and about business improvement opportunities. The Company did not receive any such report for the financial year ended 31 December 2025 ("FYE 2025"). The detailed WPP of Pan Merchant is available on its corporate website at www.pmi-group.com	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied.	
Explanation on application of the practice	:	The Board provides oversight on our Group's sustainability and is assisted by the Management of our Group who oversees the implementation of our Group's sustainability measures. Representatives from each department meet regularly to discuss material issues, including sustainability-related matters to ensure sustainability is considered and integrated throughout our Group's operation.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

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

Application	:	Applied.	
Explanation on application of the practice	:	The Sustainability Statement is prepared and issued 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
The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3
The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Applied.	
Explanation on application of the practice	:	The Board keep themselves abreast with sustainability issues relevant to the Company and its businesses through trainings and self-learnings. Moving forward, the Company plans to introduce more trainings and reviews to address material sustainability matters pertaining to social and governance.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome
The 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	:	Departure.	
Explanation on application of the practice	:		
Explanation for departure	:	The Company is looking into developing the criteria and KPI to evaluate the performance of the Board and senior management in addressing the material sustainability risks and opportunities.	
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	:	Not adopted.
Explanation on adoption of the practice	:	Not applicable.

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 regularly review and recommend the Board on the overall composition of the Board and Board Committees based on objective criteria and with due regard of the appropriate size, diversity, required mix of skills, experience, age, cultural background, gender, core competencies, and adequacy of balance between Executive Directors and Independent Non-Executive Directors. Nomination Committee is assisting the Board in the assessment of the Directors for appointment, re-appointment or re-election, would ensure that all directors fulfil fit and proper requirements as stated in the Fit and Proper Policy. The Terms of Reference of Nomination Committee and Fit and Proper Policy were reviewed and published in the Company's website at www.pmi-group.com.
Explanation for departure	:	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

Application	:	Applied.
Explanation on application of the practice	:	The Board currently has 10 members comprising a Senior Independent Non-Executive Director, 5 Executive Directors, and 4 Independent Non-Executive Directors. This composition complies with Rule 15.02 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("ACE LR") whereby the Company must have at least 2 Directors or 1/3 of the Board, whichever is higher, who are Independent Directors. All the Independent Non-Executive Directors had upon their appointment, confirmed their independence in their letter of confirmation as Independent Directors to the Company, in accordance with Rule 1.01 of the ACE LR. During the financial year, the Board was led by Datuk Tan Leh Kiah, the Independent Non-Executive Chairman. The Board is confident that its current size and composition is sufficient and effective in discharging the Board's responsibilities and in meeting the Company's current needs and requirements. On 22 April 2026, an assessment of the effectiveness of the Board, respective Board Committees and Independence (the "Assessment") were carried out in respect of the FYE 2025. The Nomination Committee ("NC") played an important role to assist the Board in assessing the independence of Non-Executive Directors of the Company. Based on the Assessment conducted by the NC, the Board is generally satisfied with the level of independence demonstrated by all the Independent Directors of the Company and their ability to act in the best interest of the Group. The NC develops the criteria to assess independence of an Independent Director including, but not limited to, the directors' background, family relationship, interest of shareholdings in the Company and related party transactions with the Group (if any).
Explanation for departure	:	

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

Intended Outcome

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

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable – No independent director(s) is serving beyond 9 years.	
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

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

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.		
Application	:	Not Adopted.
Explanation on adoption of the practice	:	

Intended Outcome

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

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application :	Applied.	
Explanation on application of the practice :	The Board recognises the importance of boardroom diversity and values the benefits it brings to the Company. All candidates for the appointment of directors are first considered by the Nomination Committee ("NC"), taking into account the mix of skills, competencies, experience, professionalism and other relevant qualities required to manage the businesses of the Group effectively, with the aim of meeting the current and future needs of the Board composition. The NC also evaluates the candidate's character and ability to commit sufficient time to the Group. Other factors considered for the appointment of an Independent Director will include the level of independence of the candidate. The appointments of key senior management were also made with due regard for diversity in skills, experience, age, cultural background and gender.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied.
Explanation on application of the practice	:	The Company has in place its procedures and criteria for appointment of new directors. It has been a practice of the Company that the Nomination Committee ("NC") will carry out an interview with the candidates prior to his/her appointment as a director of the Company. All candidates for appointment are first considered by the NC, taking into account the mix of skills, competencies, experience, professionalism and other relevant qualities required to manage the businesses of the Group effectively, with the aim of meeting the current and future needs of the Board composition. The NC also evaluates the candidates' character and ability to commit sufficient time to the Group. Other factors considered for appointment of an Independent Director will include the level of independence of the candidate. The Board prioritises the selection of candidates based on skills, experience and personal attributes and strongly believes that the performance of a candidate lies within one's self instead of the recommender/referrer. Accordingly, the Board is open to considering recommendations from various recruitment channels in sourcing for potential candidates, including, but not limited to, recommendations from existing Board members/ Management or through independent sources. Since the listing of the Company on the ACE Market of Bursa Securities on 26 June 2026, no new director has been appointed.
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 profiles of the Board are available in the Annual Report. These include their age, gender, qualification, tenure of service, directorship in other companies, working experience and any conflict of interest as well as their shareholding in the Company, if any. The performance of retiring Directors recommended for re-election at the forthcoming AGM have been assessed through the Board annual evaluation (including the independence of Independent Non-Executive Director). The evaluation criteria adopted and the process of assessment by the Board had been duly elaborated in the Fit and Proper Policy published on the Company's website at www.pmi-group.com	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.8

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

Application	:	Applied.	
Explanation on application of the practice	:	The Nomination Committee is chaired by Datuk Seri Nurmala Binti Abd. Rahim, who is the Senior Independent Non-Executive Director.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied	
Explanation on application of the practice	:	The Board currently has two (2) female Independent Non-Executive Director and one (1) female Executive Director among the ten (10) Directors on the Board, representing 30% female participation on 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
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 has no immediate plan to implement any gender diversity policy but encourages female candidates to take up board position in order to promote gender equality. In the event a vacancy arises, the Board will consider gender diversity in its nomination process.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.		
Application	:	Applied.
Explanation on application of the practice	:	On 22 April 2026, an assessment of the effectiveness of the Board, respective Board Committees and Independence ("the Assessment") were carried out in respect of the FYE 2025. Appraisal forms which comprised quantitative and qualitative performance criteria to evaluate the performance of each member of the Board as well as each Board Committee, were circulated at the Nomination Committee ("NC") meeting for assessment. The NC has reviewed the required mix of skills, experience and other qualities of the Board and Board Committees and agreed that it has the necessary mix of skills, experience and other qualities to serve effectively. The Board is satisfied with the level of time commitment given by the Directors in fulfilling their roles and responsibilities as Directors of the Company. The attendance record of the Directors for the FYE 2025 was satisfactory. All the Directors have complied with the minimum 50% attendance requirement in respect of Board Meetings as stipulated in the ACE LR. In the interval between Board Meetings, for any matters requiring Board's decisions, the Board's approvals are obtained through circular resolutions. The resolutions passed by way of such circular resolutions are then noted at the next board meeting. The Directors are mindful that they should continue to attend training programmes to enhance their skills and knowledge where relevant, as well as to keep abreast with the changing regulatory and corporate governance developments.
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied.
Explanation on application of the practice	:	The Remuneration Committee ("RC") is responsible for recommending to the Board on the remuneration framework as well as the remuneration package of Executive Directors to ensure that it commensurate to their contributions to the Group's growth and profitability to align the interest of the Directors with those of the shareholders. The RC also ensures that the level of remuneration for Non-Executive Directors and Executive Directors are linked to the level of responsibilities undertaken and contributions to the effective functioning of the Board. The Company's remuneration policy for Directors is formulated to attract and retain individuals of the necessary calibre needed to run the businesses of the Group successfully. The remuneration is structured to link experience, expertise and level of responsibility undertaken by the Directors. The Directors play no part in deciding their own remuneration and shall abstain from discussing or voting on their own remuneration. The current remuneration policy of the Group is summarised as follows: a) The salaries of the Executive Directors are set at a competitive level for similar roles within comparable markets, reflect the performance of the Director, skills and experience as well as responsibilities undertaken. b) Directors' fee is based on a standard fixed fee and are subject to approval by its shareholders at the Annual General Meeting. c) The RC may obtain independent professional advice in formulating the remuneration package of its Directors.

	For Senior Management and employees, the Executive Directors review the annual salary increments and bonuses to ensure that the compensation offered is in line with market practice to remain competitive for talent attraction and retention.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

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

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

Practice 7.2

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

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

Application	:	Applied.	
Explanation on application of the practice	:	During the FYE 2025, the Remuneration Committee ("RC") consists of 4 members of the Board, all of whom are Independent Non-Executive Directors The terms of reference of the RC is available on the Company's website at www.pmi-group.com The Board is satisfied that the RC has effectively and efficiently discharged its roles and responsibilities with respect to its remuneration functions, which include amongst others, annually reviews of the remuneration policies for Executive Directors, Non-Executive Directors and Managing Director. The Board, as a whole, determines the remuneration of the Executive Directors, Non-Executive Directors and Managing Director, with each Director concerned abstaining from any decision with regards to his/her remuneration.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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 each director's remuneration for the FYE 2025 are disclosed in the Corporate Governance Overview Statement in the Annual Report 2025.

No	Name	Directorate	Company (RM)							Group (RM)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Datuk Tan Leh Kiah	Independent Non-Executive Chairman	88,750	-	-	-	-	1,000	89,750	-	-	-	-	-	-	-
2	Wong Voon Ten	Managing Director	-	-	-	-	-	-	-	-	-	552,000	103,500	36,721	27,113	719,334
3	Wong Nyeon Thiat	Executive Director	-	-	-	-	-	-	-	-	-	552,000	103,500	11,304	27,113	693,917
4	Wong Voon Yoong	Executive Director	-	-	-	-	-	-	-	-	-	552,000	103,500	22,450	27,113	705,063
5	Wong Voon Shek	Executive Director	-	-	-	-	-	-	-	-	120,000	552,000	103,500	11,238	94,855	881,593
6	Lee Cheng Ngee	Executive Director	-	-	-	-	-	-	-	-	-	552,000	103,500	23,725	27,113	706,338
7	Datuk Seri Nurmala Binti Abd Rahim	Senior Independent Non-Executive Director	67,167	-	-	-	-	1,000	68,167	-	-	-	-	-	-	-
8	Datin Ooi Swee Lian	Independent Non-Executive Director	67,167	-	-	-	-	1,000	68,167	-	-	-	-	-	-	-
4	Fong Kit Chiu	Independent Non-Executive Director	67,167	-	-	-	-	1,000	68,167	-	-	-	-	-	-	-
5	Ir. Viyasan K Krishnan	Independent Non-Executive Director	61,000	-	-	-	-	1,000	62,000	-	-	-	-	-	-	-

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	:	Details of the remuneration of the top 5 Key Senior management are not disclosed on a named basis as the Board is of the view that the transparency and accountability aspects on the disclosure of the remuneration of Senior Management are appropriately served by the remuneration disclosure in bands of RM50,000 as it is imperative for the Company to maintain the privacy and confidentiality of its employees' remuneration. The remuneration of Key Senior Management is based on their skills, experience and respective key performance indicators. The detailed remuneration disclosure may expose the risk of loss of key personnel to competitors.	
		Alternative practice: The Company opted out of the recommendation mainly due to the sensitivity and privacy of the information.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

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

N/A

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. Please refer to explanation disclosed in Practice 8.2 above.
Explanation on adoption of the practice	:	

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

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 composition of the Audit and Risk Management Committee ("ARMC") meets the requirements of Rules 15.09(1)(a) and (b) and 15.10 of the ACE LR. The Chairman of the ARMC is Mr. Fong Kit Chiu who is a member of the Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. The Chairman of the Board is Datuk Tan Leh Kiah.	
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 Company recognises the need to uphold independence. None of the members of the Audit and Risk Management Committee ("ARMC") or the Board were former key audit partners of the Group within the cooling-off period of 3 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

There is an effective and independent Audit Committee.

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

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied.	
Explanation on application of the practice	:	The Audit and Risk Management Committee ("ARMC") is responsible for the annual assessment of the competency and independence of the external auditors. Having assessed their performance, the ARMC will recommend their re-appointment to the Board, who will then seek the shareholders' approval at the Annual General Meeting ("AGM") for their re-appointment as external auditors for the financial year ending 31 December 2026. The external auditors are required to declare their independence annually to the ARMC as specified under the By-Laws issued by the Malaysian Institute of Accountants. The external auditors have provided the declaration in their annual audit plan presented to the ARMC 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

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	:	Applied.
Explanation on adoption of the practice	:	The Audit and Risk Management Committee comprise solely 4 Independent Non-Executive Directors.

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.5

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

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

Application	:	Applied.
Explanation on application of the practice	:	The Board reviews the terms of office of the Audit and Risk Management Committee ("ARMC") members and assesses the performance of the ARC and its members through an annual Board Committee effectiveness evaluation. The ARMC members are expected to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, so as to enable them to actively participate during deliberations. The Chairman and members of the ARMC are financially literate. Based on the outcome of the Nomination Committee effectiveness assessment of the Board Committee Effectiveness Evaluation 2025, the Board was satisfied with the ARMC's performance as its Chairman and members possess the necessary knowledge, experience, expertise and skills which have contributed to the overall effectiveness of the ARMC and have carried out their duties in accordance with the terms of reference ("ToR") of the ARC. The ARMC was involved in the following: <u>Financial Reporting</u> In overseeing the Company's financial reporting, the ARMC reviewed the following prior to recommending them for approval by the Board and issuance to the shareholders: • The quarterly financial statements; • The annual financial statements in the presence of the external auditors.

	(a) The Managing Director and Executive Directors provided assurance to the ARMC on a quarterly basis that appropriate accounting policies had been adopted and applied consistently; that the going concern basis applied in the Annual Financial Statements and Condensed Financial Statements was appropriate; that prudent judgements and reasonable estimates had been made in accordance with the requirements set out in the Malaysian Financial Reporting Standards ("MFRS"); that adequate processes and controls were in place for effective and efficient financial reporting and disclosure under the MFRSs, International Accounting Standards and ACE LR; and that the Annual Financial Statements and quarterly Condensed Consolidated Financial Statements did not contain material misstatements and gave a true and fair view of the financial position of the Group and the respective subsidiaries within the Group for FYE 2025. (b) The external auditors, also confirmed to the ARMC that it has complied with the ethical requirements regarding independence, with respect to the audit of the Group in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants, and has not, up to the date of the Annual Report, identified any significant accounting and audit issues during the course of its audit. (c) The external auditors presented their independent Auditors' Report on Annual Financial Statements for the financial year ended 31 December 2025 together with the key audit matters. <u>Continuous Education</u> The ARMC members were invited to various training programmes to keep abreast of relevant industry developments including accounting and auditing standards, business practices and rules, to address any skills or knowledge gaps according to their needs. The details of the training attended are disclosed in the Corporate Governance Overview Statement in the Annual Report 2025.	
Explanation for departure :		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure :		
Timeframe :		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

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

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied.	
Explanation on application of the practice	:	The Group has in place an effective risk management and internal control framework to identify and assess the risks faced by the Group and thereafter, to implement and monitor appropriate internal controls to manage and mitigate those risks.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

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

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied.	
Explanation on application of the practice	:	The details of the risk management and internal control features as well as the Board review of the adequacy and effectiveness of the risk management and internal control frameworks are presented in the Statement on Risk Management and Internal Control set out on pages 92 to 95 of the Annual Report.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

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

Practice 10.3 - 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	:	Applied.
Explanation on adoption of the practice	:	The members of the Audit and Risk Management Committee are comprised of wholly Independent Non-Executive Directors.

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 ARMC reviewed and approved the Internal Audit Plan to ensure the appropriateness of the audit plan. The ARMC has also discussed with the Internal Auditor on the progress of the audit plan and ensured that the audit direction remains relevant taking into consideration any changes in the Group's operating environment. When reviewing the Internal Audit reports, the ARMC will consider the impact of the audit issues and assess whether management has provided their comments appropriately reflecting their commitment to the audit recommendations. ARMC will also review the adequacy and effectiveness of the corrective actions that were recommended. The ARMC also conduct an annual review of the performance of the Internal Auditor and also assess their resources adequacy as well as their independence to discharge their duties. A private session with the Internal Auditors will be held without the presence of management by the ARMC, if needed to allow the Internal Auditors to exchange their views freely to the ARMC.
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 outsourced the internal audit function to a professional services firm, Messrs. Resolve IR Sdn. Bhd. ("Resolve IR"). The engagement Executive Director of the outsourced internal audit function is Ms. Melissa Koay, who has diverse professional experience in internal audits, risk management and corporate governance advisory. She is a Chartered Member of the Institute of Internal Auditors Malaysia, a member of the Malaysian Institute of Accountants and a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom. Ms. Melissa Koay is also a Certified Internal Auditor. The number of staff deployed for the internal audit reviews was 4 to 5 staff per visit including the engagement Executive Director. The staff involved in the internal audit reviews possesses professional qualification and/or a university degree. Most of them are members of the Institute of Internal Auditors Malaysia. The internal audit staffs on the engagement are free from any relationships or conflicts of interest, which could impair their objectivity and independence. The internal audit was conducted using a risk-based approach and was guided by the International Professional Practice Framework ("IPPF"). Further information on the internal audit function is disclosed in the Statement on Risk Management and Internal Control set out on pages 92 to 95 of 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

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

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

Practice 12.1

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

Application	:	Applied.
Explanation on application of the practice	:	The Board is mindful of the importance of maintaining proper corporate disclosure procedures with the aim to provide shareholders and investors with comprehensive, accurate and quality information on a timely basis. Personnel and the relevant working team responsible for preparing the disclosure will conduct due diligence and proper verification, as well as coordinate the efficient disclosure of material information to the investing public. Presently, the Board and management of the Company communicate regularly with its shareholders and other stakeholders through the following channels of communication: 1. Website of Bursa Securities The Company releases all material information publicly through Bursa Securities and the shareholders and the public in general may obtain such announcements and financial information from the website of Bursa Securities. 2. Company website The Company's website, www.pmi-group.com, incorporates an Investor Relations section that provides all relevant information on the Company and is accessible by both the shareholders and general public. The Investor Relations section is provided to enhance the Investor Relations function by including all the announcements made by the Company. The Company will enhance the disclosures on its website for broader and effective dissemination of information to its stakeholders from time to time.
Explanation for departure	:	

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

Intended Outcome

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

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

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied.	
Explanation on application of the practice	:	The Annual General Meeting ("AGM") serves as an important means for shareholders' communication. As this is the Company's first AGM following its listing, the Board is committed to adopting best practices in corporate governance. Accordingly, the Notice of AGM and the Annual Report will be issued to shareholders at least twenty-eight (28) days prior to the meeting, in line with the recommendations of the Malaysian Code on Corporate Governance, to facilitate meaningful participation and informed decision-making. In addition, the Board would ensure that the Notice of the AGM contains details of resolutions proposed along with background information and explanatory notes.	
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	:	As this will be the first Annual General Meeting ("AGM") to be held by the Company following its listing on the ACE Market of Bursa Securities. All the ten (10) Directors will be present in person to engage directly with the shareholders, and will be accountable for their stewardship of the Company. Amongst them will be the Chairman of the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee respectively. The Directors, Managing Directors, Senior Management and External Auditors will be in attendance to respond to any queries that the shareholders may have. Officers of the Company will also be present to handle other face-to-face enquiries from the shareholders.	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.3

Listed companies should leverage technology to facilitate–

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

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

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Board will consider where possible the convenience of shareholders in selecting a suitable and appropriate location to hold its AGM. Shareholders who are unable to attend the AGM are advised that they can appoint proxies to attend and vote on their behalf by completing the proxy form enclosed in the Annual Report and depositing it at the Registered Office at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. Explanation for each proposed resolution set out in the Notice of AGM will be provided during AGM to assist shareholders in making their decisions and exercising their voting rights. All resolutions set out in the Notice of AGM were put to vote by poll. The Company had appointed an independent scrutineer to validate the vote cast in the last AGM. The outcome of the AGM was then announced to Bursa Securities on the same meeting day while the summary of key matters discussed during the AGM were posted on the Company website. Nevertheless, if required by the regulatory authorities to conduct remote meetings, the Group will adopt technologies to conduct the meeting remotely.

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 13.4
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	This will be the first AGM to be held by the Company following its listing on the ACE Market of Bursa Securities. All the ten (10) Directors will be present in person to engage directly with the shareholders, and will be accountable for their stewardship of the Company. Amongst them will be the Chairman of the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee respectively. The AGM is the platform for shareholders to raise questions on the Group's performance prior to and during the AGM. As active participation from the shareholders is greatly encouraged, the Board strives to answer as many questions as possible with concise answers during the AGM. If there are any questions which cannot be answered due to time constraints in the AGM, the Chairman will undertake to provide a response that is subsequently uploaded onto the corporate website.
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.		
Measure	:	
Timeframe	:	

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

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

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

Intended Outcome

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

Practice 13.6

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

Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.			
Application	:	Applied.	
Explanation on application of the practice	:	The Company will, following its first Annual General Meeting ("AGM") upon listing, publish the minutes of the general meeting on its website as soon as practicable, in line with best practices.	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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