



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors of Zelan Berhad (“Zelan” or the “Company”) recognises that corporate governance, ethical values and practices are essential and necessary to provide a framework for compliance of regulations and laws and best practices to enhance shareholders’ value, long-term sustainability and growth. In this context, the Board is wholly committed to ensuring high standards of corporate governance and ethics are implemented and practiced throughout the Group. The Board supports the principles expounded in the Malaysian Code on Corporate Governance 2021 (MCCG). This statement which provides an outline of the corporate governance practices of the Group pursuant to the principles set out in the MCCG for the financial year ended 31 December 2024 (“FY2024”), shall be read in conjunction with the Corporate Governance Report which is available on the Company’s website at www.zelan.com.

This Corporate Governance Overview Statement (“CG Statement”) provides shareholders and investors with an overview of how Zelan Group of Companies has applied the 3 key Principles set out in the Code during the FY2024:



PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

A1. Board Responsibilities

The Board is committed to ensuring that the Company’s purpose, values and high standards are set from the level of Chairman and all Non-Executive Directors, with the support of the management team, embedded throughout the Group. The Board is responsible for the effective leadership and long-term success of the Group. In discharging its fiduciary duties and responsibilities, the Board is guided by its Board Policy Manual which outlines the roles and responsibilities of the Board. The Board also delegates certain responsibilities to the various Board Committees.

The Board leads the Group and plays a strategic role for the oversight and overall management of the Company. The Board’s key responsibilities include reviewing and approving strategic annual business plan and budget, overseeing the conduct of the Company’s business, investment proposals, compliance and accountability systems, core values and corporate governance practices of the Group in ensuring that the Group operates with integrity and in compliance with the rules and regulations. The Board Policy Manual is available at the Company’s website at www.zelan.com.

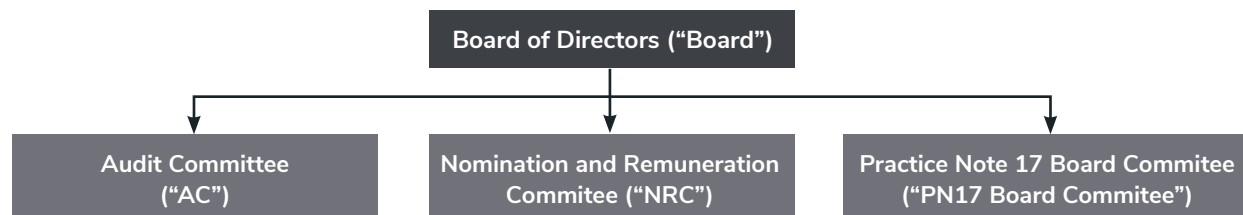


CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A1. Board Responsibilities (Cont'd)

The Group's corporate governance structure consists of a set of structures, policies and procedures. The fundamental of this structure is the Board that is supported by three (3) Board Committees to which the Board has delegated specific responsibilities, namely Audit Committee, Nomination and Remuneration Committee and Practice Note 17 Board Committee. The following diagram shows a brief overview of the three (3) Board Committees of the Company, each of which is explained in further detail in this Corporate Governance Overview Statement:-



The Board Committees are actively engaged and act as oversight committees. They evaluate and recommend matters under their purview for the Board to consider and approve. The Board also receives updates from the respective Chairman of the Board Committees on matters that have been discussed and deliberated at the respective meetings. The Board communicates its directions to Management through the Acting Chief Executive Officer ("ACEO"), who oversees the implementation. Management is responsible for the day-to-day management of the Group pursuant to the powers delegated by the Board, subject to compliance with the applicable laws and regulations.

The Board is responsible for the strategic direction, overseeing proper conduct of the Group's business, identifying principal risk and ensuring the implementation of systems to manage risks, succession planning, reviewing the adequacy and integrity of the Group's internal control systems and management information systems, establishing goals for management and monitoring achievement of these goals.

The Board is guided by the Board Policy Manual which acts as a source of reference and guideline to the Board for matters relating to the Board's organisation, responsibilities and procedures. The duties and responsibilities of the Board are as follows:

- (a) Overseeing and evaluating the Group's strategic business plans, policies and performance which promote sustainability of the Group;
- (b) Formulating succession plans for members of the Board and Management to ensure business continuity;
- (c) Oversee and evaluate the conduct of business of the Company and the Group;
- (d) Ensuring the integrity and effectiveness of the governance process of the Company as set out in the Malaysian Code of Corporate Governance;
- (e) Ensuring that the Group has appropriate business risk management process, including adequate control environment be it the internal control systems and management information systems, systems for compliance with applicable laws, regulations, rules, directives and guidelines and controls in areas of significant financial and business risks;
- (f) Establish a succession planning;
- (g) Ensuring that there is in place an appropriate investor relations and communication policy which encourages shareholders' participation at general meetings and promotes effective communication and proactive engagement with shareholders;
- (h) Review the adequacy and the integrity of the management information and internal controls systems of the Company and the Group; and
- (i) Review and ensure that transaction entered into with a related party is fair, reasonable and not to the detriment of minority shareholders.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A1. Board Responsibilities (Cont'd)

1.1 Chairman of the Board

The Board is led by an experienced Chairman, who is accountable for ensuring the integrity and effectiveness of the governance process of the Board. The Chairman is primarily responsible for the orderly conduct of the Board meetings and ensure effectiveness of the Board as well as to ensure that all strategic and critical issues are discussed by the Board in a timely manner.

1.2 Separation of the Positions of Chairman and Chief Executive Officer

On 21 November 2024, the Company appointed Puan Shareena binti Shahril as the Acting Chief Executive Officer ("ACEO") of the Group, whom is responsible for the daily operation of the Group with the guidance from the Board of Directors.

The ACEO assumes the role of CEO, ensuring a balance of authority and power. The Chairman leads the Board, while the ACEO oversees daily business operations and strategy implementation, promoting accountability and preventing concentration of decision-making power.

The Board is chaired by Dato' Anwar bin Haji @ Aji, who is able to provide effective leadership, strategic direction and necessary governance to the Group. Dato' Anwar bin Haji @ Aji had:-

- (a) provided a leadership to the Board;
- (b) led Board meetings and discussion in a manner to encourage constructive discussion and effective contribution from each Director;
- (c) reviewed the minutes of the Board meetings and matters arising from the minutes have been addressed; and
- (d) encouraged active participation from each Director.

1.3 Qualified and Competent Company Secretary

The Board is supported by an experienced and competent Company Secretary who is qualified to act as Company Secretary under Section 235(2) of the Companies Act 2016. The Company Secretary reports directly to the Board and plays an advisory role to the Board and Board Committees, particularly with regard to their policies and procedures and the Company's compliance with regulatory requirements, rules, guidelines and legislation, as well as the best practices of corporate governance. The Company Secretary provides support to the Board in ensuring that the applicable rules and regulations are complied with, as well as that the governance structure of the Group remains relevant and effective. The Company Secretary attends all meetings of the Board and Board Committees and ensures that meeting procedures are followed, and deliberations and proceedings at the meetings are accurately recorded and well-documented. The Company Secretary also ensure that all resolutions, confirmed minutes of the Board and Board Committees signed by Chairman.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A1. Board Responsibilities (Cont'd)

1.4 Access to Information and Advice

The Board has full and unrestricted access to all information within the Company on matters requiring information for deliberation. The Board may seek independent professional advice, at the Company's expense, if required in furtherance of their duties.

The notice of meeting is circulated at least seven (7) days prior to the meeting. The board papers are issued and emailed to members of Board in advance thus given sufficient time for the Board members to peruse the matters that will be tabled at the Board meeting and this enhances the overall decision-making process. Exceptions may be made for certain ad-hoc or urgent instances when Directors unanimously consent to a shorter notice period and elapsed timeframe for the provision of agenda papers.

The Acting Chief Executive Officer, Senior Manager Finance and Company Secretary would lead the presentation of board papers and provide comprehensive explanations of business plans, business performance, corporate proposals (if any), progress reports on operations in relation to the risk management and other pertinent issues.

The Board has full access to both internal and external auditors and received reports on audit findings via the Audit Committee. All matters raised, discussions, deliberations, decisions and conclusions including dissenting views made at the meeting are recorded in the minutes of meeting.

The Board is also regularly updated and kept informed by the Company Secretary and the Management on corporate disclosures and compliance with Company and Securities Regulations and Listing Requirements such as restriction in dealing with the Securities of the Company and updates on the latest developments in legislations and regulatory framework affecting the Group issued by the various regulatory authorities.

1.5 Board Meetings

During the FY 2024, the Board met eleven (11) times, comprising four (4) Board scheduled meetings and seven (7) Special Board meetings. The record of attendance of each Director at Board meetings held during the FY 2024 are as follows:

Name of Director	Attendance
Dato' Anwar bin Haji @ Aji	11/11
Datuk Puteh Rukiah binti Abd Majid	11/11
Encik Suhaimi bin Halim	10/11
Encik Mohd Shukor bin Abdul Mumin	11/11
Encik Amalanathan a/l L. Thomas	11/11
Dato' Mohd Redza Shah bin Abdul Wahid (Appointed on 28 November 2024)	1/1



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A1. Board Responsibilities (Cont'd)

1.6 Code of Ethics and Conduct

The Board is committed to create a corporate culture that adhere to the best practices of corporate governance and to uphold high standard of corporate conduct. The Code of Ethics and Conduct (the Ethics Conduct) which set out the ethical standards and appropriate conduct at work adopted by the Group and is applicable to all employees and Directors of the Group.

The Ethics Conduct covers the areas of conflict of interest, confidential information, insider information and securities trading, protection of Group's assets and etc. The details of the Ethics Conduct are available for reference at the Company's website.

1.7 Fit and Proper Policy

The Board has adopted a Directors' Fit and Proper Policy of the Company to ensure there are formal and transparent procedures for the appointment and re-election of directors of the Group of Companies. The Board is committed to ensuring that each of its directors has the character, integrity, experience, competence and time to effectively discharge his or her role as a director in tandem with good corporate governance practices. The details of the Directors' Fit and Proper Policy are available for reference on the Company's website.

1.8 Whistleblowing Policy

The Board has established a Whistleblowing Policy to improve the overall organisational effectiveness and to uphold the integrity of the Group, which acts as a formal internal communication channel, where the staff may communicate in cases where the Group's business conduct is deemed to the contrary to the common values of the Group. The Group is committed to maintaining the highest possible standards of integrity, openness and accountability in the conduct of its businesses and operations within the Group and aspires to conduct its affairs in an ethical, responsible and transparent manner. The policy is intended to provide and facilitate a mechanism for any persons to report concerns related to any suspected and/or known misconduct, wrongdoing, corruption, fraud, waste and/or abuse of which they become aware and to ensure that the reporting person can report an allegation of such malpractice or misconduct in an appropriate manner and without fear of retaliation. All reports will be investigated promptly and dealt with fairly and equitably. Actions will be taken based on the nature of the allegation and may be resolved by agreed action. The details of the Whistleblowing Policy are available for reference on the Company's website.

1.9 Anti-Bribery and Anti-Corruption

The Board has formalised an Anti-Bribery and Anti-Corruption Policy, which outlines the responsibilities of the directors, officers and employees of the Group to uphold all laws to combat bribery and corruption and the procedures on anti-bribery and anti-corruption. The details of the Anti-Bribery and Anti-Corruption Policy are available for reference on the Company's website.

1.10 Environmental, Economic and Social

Zelan Group of Companies acknowledges the importance of sustainability relating to environmental, economic and social ("ESS") including their risks and opportunities to/for our Group. The Group continuously and constantly communicates the targets and performances of the ESS to all the shareholders of the Group regardless internally or externally. Detailed information pertaining to the sustainability of the Group can be found in the Sustainability Statement of the Annual Report 2024.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A2. Board Composition

The Board currently comprises six (6) directors which consist of four (4) Independent Directors and two (2) Non-Independent Directors. The ratio of Independent Directors on Board of Zelan fulfils the requirements of Paragraph 15.02(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad which sets out that at least two (2) directors or 1/3 of the board of directors of a listed issuer, whichever is the higher, are Independent Directors.

The Board has established an evaluation procedure which is carried out to ensure that Independent Directors meet the criteria of Independent Directors set out in the MMLR and the effectiveness and contribution of each independent director. In the opinion of the Board as a whole, the Independent Directors have met the criteria set out in the MMLR. Each independent director has affirmed his independency and brings invaluable judgement to bear on issues of strategy, performance, allocation of resources, risk management, internal controls and standards of conduct for the Group.

2.1 Independence

The Board supports the highest standards of corporate governance and the development of best practices for the Company. The concept of independence adopted by the Board is in line with the definition of an Independent Director under Paragraph 1.01 and Practice Note 13 of the MMLR of Bursa Securities, i.e. independent from management and are free from any business or other relationships that could materially interfere with the exercise of their independent judgement. Independent Non-Executive Directors are required to voice their reservations of any Board decisions in areas such as policies and strategies which could be detrimental to the interest of the minority shareholders.

2.2 Tenure of Independent Directors

In determining the independence of individual directors, the Board, through the Nomination and Remuneration Committee, conducts an assessment of the Independent Directors of the Company annually. The Board noted that the provisions of Practice 5.3 of the MCGG recommend that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, if the Board intends to retain as an Independent Non-Executive Directors ("INED"), it should justify and seek annual shareholders' approval. The Board has not adopted a formal policy which limits the tenure of its Independent Directors to nine (9) years. The Board believes that the length of service of the Independent Directors on the Board does not interfere with their exercise of independent judgment and acts in the best interest of the Group, notably in discharging their roles.

The Board takes cognizance that the MCGG recommends that a person can serve as an Independent Director for not more than a cumulative tenure of twelve (12) years. All long-serving Independent Directors must resign or be redesignated as Non-Independent Directors. In compliance with MCGG, two (2) directors i.e. Dato' Anwar bin Haji @ Aji and Datuk Puteh Rukiah binti Abd Majid were re-designated as a Non-Independent Non-Executive Director which is on 20 March 2025 and 15 April 2025 respectively, in view that their tenure of Independent Non-Executive Director of the Company has exceeded 12 years.

2.3 Boardroom Diversity

The Board comprises members with relevant experiences and expertise drawn from various fields such as engineering, corporate finance, accounting, public services and legal. Together, the Board with their wide experiences and diverse academic backgrounds provide a collective range of skills, expertise and experience which is vital for the business direction of the Group. The composition of the Board is such that no individual or small group of individuals dominates the Board's decision-making.

The Board encourages and supports more women participation in the Company's decision-making positions whilst it continues to strive towards 30% women participation in the Board composition. Currently, there is one (1) women Director on the Board namely Datuk Puteh Rukiah binti Abd Majid. The Board will continue to evaluate the need for more Women Director.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A2. Board Composition (Cont'd)

2.4 Board Committees

The Board has established the following three (3) Board Committees to assist the Board to ensure orderly and effective execution of the roles and responsibilities of the Board:

- i) Audit Committee ("AC")
- ii) Nomination and Remuneration Committee ("NRC")
- iii) Practice Note 17 Board Committee ("PN17 Board Committee")

The Board has developed certain responsibilities and duties to the Board Committees which is clearly defined in the Terms of Reference. The Terms of Reference ("TOR") of the Board Committees is available at the Company website.

(a) Audit Committee ("AC")

The AC had discharged their functions and duties as set out in the TOR of the AC. The primary objectives of the AC are as follows:-

- to assist the Board in fulfilling its statutory and fiduciary responsibilities in examining and monitoring the Company and its subsidiaries' ("Group") management of business, financial risk processes, accounting and financial reporting practices;
- to determine the adequacy and effectiveness of the administrative, operational and internal accounting controls of the Group and to ensure that the Group is operating in accordance with the prescribed procedures, codes of conduct and applicable legal and regulatory requirements;
- serve as an independent and objective party from Management in the review of the financial information of the Group presented by Management for the distribution to shareholders and the general public;
- provide direction and oversight over the Internal and External Auditors of the Company to ensure their independence from Management; and
- to evaluate the quality of audits conducted by the Internal and External Auditors of the Group.

During the FYE 2024, the AC had met fourteen (14) times.

The Chairman of the AC and the Chairman of the Board are held by different individuals. This allow the Board to independently and objectively review the AC findings and recommendations. The composition of AC are as follows: -

Name	Designation	Directorship
Encik Suhaimi bin Halim	Chairman	Independent, Non-Executive Director
Datuk Puteh Rukiah binti Abd Majid	Member	Non-Independent, Non- Executive Director
Encik Amalanathan a/l L. Thomas	Member	Independent, Non-Executive Director

Encik Amalanathan a/l L. Thomas, a member of AC, is a member of the Malaysian Institute of Accountants ("MIA"), has vast experience in finance, internal controls and corporate advisory services to lead discussions and deliberations related to financial issues and to review results and statements.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A2. Board Composition (Cont'd)

2.4 Board Committees (Cont'd)

(b) Nomination and Remuneration Committee ("NRC")

The NRC comprises of three (3) members, namely as follows:-

Name	Designation	Directorship
Dato' Mohd Redza Shah bin Abdul Wahid	Chairman	Independent, Non-Executive Director
Encik Amalanathan a/l L. Thomas	Member	Independent, Non- Executive Director
Encik Suhaimi bin Halim	Member	Independent, Non- Executive Director

The NRC had discharged its functions and carried out its duties as set out in the TOR of the NRC. The primary objectives of the NRC are as follows:-

- i) to review and approve the appointment of the members of the Board of Directors ("Board"), members of Board Committees, Independent Non-Executive Director, Acting Chief Executive Officer and management personnel;
- ii) to review and recommend to the Board the remuneration packages for the Acting Chief Executive Officer and management personnel; and
- iii) assessing the performance of the Board and Board committees and management personnel.

The NRC has undertaken the following activities in the discharge of its duties:

- i) reviewed the Directors who were due for re-election by rotation and/or re-appointment;
- ii) reviewed the Board's required mix of skills, current size and composition, experience and other qualities including the core competencies which Independent Non-Executive Directors should bring to the Board;
- iii) deliberated on the findings of the assessments and reported the findings to the Board; and
- iv) assessed the appointment of new Independent, Non-Executive Director.

During the FYE 2024, the NRC had met two (2) times.

Board Annual Evaluation and Effectiveness

During the FYE 2024, the Board, through the NRC, had carried out the annual assessment conducted internally and facilitated by the Company Secretary to review the effectiveness of the Board as a whole, Board Committees as well as the contribution of each individual director and assessment on the independence of the Independent Directors.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A2. Board Composition (Cont'd)

2.4 Board Committees (Cont'd)

(b) Nomination and Remuneration Committee (“NRC”) (Cont'd)

Board Annual Evaluation and Effectiveness (Cont'd)

Based on the results of annual assessment, the Board was satisfied with the current composition of the Board and its committees in respect of their balanced mix of skills, experience and expertise, as well as individual director’s personal attributes and contribution to the Board. The Directors will be evaluated based on the Board Evaluation Form and the results of annual assessment will be documented. The directors who are subject to re-election and/or re-appointment at the next Annual General Meeting (“AGM”) shall be assessed by the NRC before recommendation is made to the Board and shareholders.

The NRC also will evaluate candidates for new appointment as Directors based on the fit and proper criteria before recommending to the Board for approval. The candidates will also be required to complete a self-declaration of fit and proper form and authorise the Company to perform background check, if necessary, which may cover previous employment verification, professional reference checks, education confirmation and/or criminal record and credit checks.

(c) Practice Note 17 Board Committee (“PN17 BC” Board Committee)

The PN17 Board Committee comprises of three (3) members, namely as follows:-

Name	Designation	Directorship
Dato’ Anwar bin Haji @ Aji	Chairman	Non-Independent, Non-Executive Director
Dato’ Mohd Redza Shah bin Abdul Wahid	Member	Independent Non- Executive Director
Encik Amalanathan a/l L. Thomas	Member	Independent Non- Executive Director

The PN17 Board Committee had discharged its functions and carried out its duties as set out in the TOR to deal with all matters relating to PN17 status of the Company including:-

- a) Making assessment on the capability of the Financial Advisor and to recommend to the Board for the appointment of Financial Advisor;
- b) Reviewing and assessing the proposal submitted by Financial Advisor on Regularisation Plan for the Company to be uplifted from PN17 status and submit recommendation for the Board approval;
- c) To work with any relevant parties in connection with Regularisation Plan to uplift from PN17 status.

During the FYE 2024, the PN17 Board Committee had met one (1) time.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A2. Board Composition (Cont'd)

2.5 Director's Training

All members of the Board have attended the Mandatory Accreditation Program organised by Bursa Malaysia Securities Berhad ("Bursa Malaysia") and are aware of the requirements of the Continuing Education Programme set by Bursa Malaysia. The Directors also receive further training from time to time, particularly on the relevant new laws and regulations and changing commercial risks.

During the financial year under review, Directors attended at least one (1) training session, either organised internally by the Company or externally, as follows:

No.	Training/Workshop/Seminar Attended	Organiser	Date
1.	Bursa Saham Mandatory Accreditation Programme II	Bursa Academy	23 January 2024
2.	District Cooling Conference Day	Malaysia District Cooling Association (MDCA)	31 January 2024
3.	Conflict of Interest	MBM Resources Berhad	7 February 2024
4.	Educational Work Trip to USA – Mayo Clinic	KPJ Healthcare Berhad	27 May 2024 - 7 June 2024
5.	Mandatory Accreditation Programme Part II	Institute of Corporate Directors Malaysia (ICDM)	22 July 2024 - 23 July 2024
6.	KPJ Integrity Summit 2024	KPJ Healthcare Berhad	29 July 2024
7.	INCEIF Discourse Series – Wakaf in Malaysia	INCEIF University	1 August 2024
8.	ICDM Group Mentoring Training	Institute of Corporate Director Malaysia	21 August 2024
9.	JCorp Forum Leadership	JCorp	27 August 2024
10.	Malaysia Reit Forum 2024	Malaysian REIT Manager Association	10 September 2024
11.	Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024 (BOD Retreat)
12.	Aligning Risk Management to Strategy and Purpose	Institute of Corporate Directors Malaysia (ICDM)	7 October 2024
13.	Effective Risk Management	Malaysian Institute of Management (MIM)	25 October 2024
14.	Malaysian International Healthcare (MIH) Megatrends	KPJ Healthcare Berhad & KKM	25 – 27 October 2024
15.	Budget 2025	Malaysian Institute of Management (MIM)	11 November 2024
16.	Malaysian Anti-Corruption Commission Act & Section 17A Corporate Liability Provision	Malaysian Anti-Corruption Commission	11 November 2024

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

A2. Board Composition (Cont'd)

2.5 Director's Training (Cont'd)

As at 31 December 2024, four Directors have completed the MAP Part II on building high-impact boards for sustainable growth, a new mandatory onboarding programme by Bursa Securities which Directors are required to complete by 1 August 2025.

A.3 Directors' Remuneration

The details of the Directors' remuneration comprising remuneration received/receivable from the Company for the FY 2024 are as follows:

Directors	Fees (RM)	Meeting Allowances for Board and Board Committees (RM)	*Other Allowances (RM)	**Benefit-In-Kind (RM)	Total (RM)
Dato' Anwar bin Haji @ Aji (Chairman)	99,000	15,000	291,000	56,687	461,687
Datuk Puteh Rukiah binti Abd Majid	76,000	27,000	-	-	103,000
Encik Suhaimi bin Halim	70,000	25,000	-	-	95,000
Encik Mohd Shukor bin Abdul Mumin	40,000	11,000	-	-	51,000
Encik Amalanathan L. Thomas	76,000	29,000	-	-	105,000
Dato' Mohd Redza Shah bin Abdul Wahid (Appointed on 28 November 2024)	3,716	2,000	-	-	5,716
Total	364,716	109,000	291,000	56,687	821,403

Notes:

* Other Allowances comprises director's allowance, car allowance and entertainment allowance.

** Benefit-in-kind comprises company driver, petrol, maintenance and mobile phone bill

3.1 Remuneration of Senior Management

The Group is headed by Puan Shareena binti Shahril as Acting Chief Executive Officer.

The following are the Senior Management's remuneration for the FY 2024:

Ranges of Remuneration (RM)	Number of Senior Management
RM100,001 - RM 150,000	1

(The details of senior management's remuneration are not shown, as the Board considers the information of the said remuneration to be confidential, sensitive and proprietary. The Board is of the view that the transparency and accountability aspects of corporate governance as applicable to senior management's remuneration are appropriately served by disclosure in RM50,000 bands.)



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

B1. Audit Committee Composition

The Audit Committee primarily assists the Board in the review of financial reporting, internal control framework, risk management assessment and mitigation and evaluation of the performance and audit independence of the external auditors.

The Audit Committee comprises members from a wide range and diverse background in qualification, skills and experience necessary to discharge their duties. All of the members are financial literate and familiar with matters concerning property development and construction. All members of the Audit Committee have also undertaken and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices, and rules as and when required.

None of the current members of the Audit Committee is a former key audit partner of the auditors of the Group. Information on the Audit Committee is set out in the Audit Committee Report in this Annual Report

External Auditors

For the FY2024, the External Auditors has provided its written assurance to the Audit Committee that they are, and have been, independent through the conduct of the audit engagement in accordance with By-Laws of the Malaysian Institute of Accountants.

The Audit Committee and the Board are satisfied with the performance, competence and independence of the external auditors, Nexia SSY PLT, after considered the above appointment criteria for external auditors and the Board has recommended their re-appointment for shareholders' approval at the forthcoming Annual General Meeting of the Company.

The External Auditors of the Company attended six (6) meetings with the Audit Committee for the FY2024 to discuss their audit plan and audit findings on the Company's yearly financial statements. During the meetings, the Audit Committee members also held two (2) private sessions with the external auditors without the presence of the Management to enable exchange of views on issues requiring attention.

B2. Risk Management and Internal Control

The Board together with Management have established a risk management and internal control framework which is essentially designed to identify the risks that could impede the performance of the Group with mitigation strategies which include planning and taking steps to reduce the probability of the risks and severity of the risks. Information on the risk management and internal control framework is set out in the Statement on Risk Management and Internal Control in this Annual Report.

B3. Internal Audit Function

The Group's internal audit function is outsourced to a professional service firm, PKF Risk Management Sdn. Bhd. The internal auditors perform its functions with impartiality, proficiency and due professional care. It undertakes regular monitoring of the Group's key controls and procedures, which is an integral part of the Group's system of internal control. The internal audit reports are presented to the AC for its review and deliberation. The AC will be briefed on the progress made in respect of each recommendation, and of each corrective measure taken as recommended by the audit findings. The internal auditors report directly to the AC to ensure independency.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

C1. Communication with Stakeholders

The Company recognises the importance of effective and timely communication with shareholders and investors to keep them informed of the Company's latest financial performance and material business/corporate matters affecting the Company and the Group. The responsibility for the release of announcements and information by the Company to Bursa Securities, lies with the Senior Finance Manager, the Directors and/or the Company Secretary within the prescribed requirements of the Listing Requirements. The Company utilises a number of formal channels of communication to effectively disseminate information to shareholders and other stakeholders, particularly via annual reports, quarterly financial statements, annual audited financial statements and announcements from time to time. As these announcements and information can be sensitive, they are only released after having been reviewed and approved by the Board. All these announcements and other information about the Company are available on the Company's website which shareholders, investors and public may access.

C2. Conduct of Annual General Meetings ("AGM")

The AGM which is held once a year is the principal forum for dialogue with individual shareholders. At the Company's AGM, shareholders have direct access to the Board and are given the opportunity to ask questions during the AGM. The shareholders are encouraged to ask questions both about the resolutions being proposed or about the Company's operations in general. The Chairman of the Board also addresses the shareholders on the review of the Company's operations for the financial year and outlines the prospects of the Company for the new financial year.

The external auditors of the Company are invited to attend the AGM to answer any questions relating to the conduct of the audit and contents of the Auditors' Report.

The Company's upcoming AGM will be held at Komune Living & Wellness, No. 21, Jalan Tasik Permaisuri 2, Bandar Tun Razak, 56000 Cheras, Kuala Lumpur on Wednesday, 11 June 2025 at 10:00 a.m. The notice of the AGM to be issued at least 28 days prior to the date of the meeting in accordance with the Malaysian Code on Corporate Governance 2021.

C3. Constitution of the Company

The Company had adopted a new Constitution pursuant to the provisions of the Act during the 43rd AGM held on 11 June 2019. The Company's Constitution defines the essential components of the structure of the Company and reins the relationship between the Company and its shareholders/shareholders. It regulates the manner in which a company is governed.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

STATEMENT OF DIRECTORS' RESPONSIBILITY IN RESPECT OF THE AUDITED FINANCIAL STATEMENTS

Pursuant to paragraph 15.26(a) of the MMLR of Bursa Malaysia the Board has given its assurance that the financial statements are prepared in accordance with the Act and the applicable approved accounting standards for each financial year which gives a true and fair view of the state of affairs of the Group and the Company in a transparent manner at the end of the financial year and of the results and cash flows for the financial year. The Directors' Report for the audited financial statements of the Company and the Group is outlined on pages 62 to 66 of this Annual Report together with the details of the Company and the Group financial statements for the financial year 2024 which are set out on page 62-172 of this Annual Report.

COMPLIANCE STATEMENT BY THE BOARD ON THE CORPORATE GOVERNANCE OVERVIEW STATEMENT

This statement on the Company's corporate governance practices is made in compliance with paragraphs 15.25 and 15.08A of the MMLR of Bursa Malaysia. Having reviewed and deliberated this statement, the Board is satisfied that to the best of its knowledge, the Company is substantially in compliance with the principles and practices set out in the Code as well as the relevant paragraphs under the MMLR of Bursa Malaysia for the financial year under review. Any practices in the Code which have not been implemented during the financial year would be reviewed by the Board and be implemented where practical and relevant to the Group's business.

This Corporate Governance Overview Statement is made in accordance with a Resolution of the Board dated 28 April 2025.