

CORPORATE GOVERNANCE REPORT

STOCK CODE : 2283
COMPANY NAME : ZELAN BERHAD
FINANCIAL YEAR : December 31, 2025

OUTLINE:

SECTION A – DISCLOSURE OF MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

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

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

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

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

Intended Outcome

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

Practice 1.1

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

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of Directors ("the Board") of Zelan Berhad ("Zelan" or "the Company") oversees the Group and is responsible for providing leadership, stewardship, and enhancing long-term shareholders' value.</p> <p>The Board has established a Board Policy Manual, defining its roles and responsibilities, is available on the Company's website. Day-to-day management is delegated to the Chief Executive Officer.</p> <p>Specific responsibilities are further delegated to three committees: Audit Committee, Nomination & Remuneration Committee and Practice Notice 17 Board Committee, each governed by established Terms of Reference.</p> <p>The Board has also implemented key policies to guide organisational culture and conduct, including:</p> <ul style="list-style-type: none"> • Code of Conduct • Whistleblowing Policy • Anti-Bribery & Corruption Policy • Directors' Fit and Proper Policy
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
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 in the board is appointed.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board is led by Dato' Anwar bin Haji @ Aji, a Non-Independent Non-Executive Chairman. The Chairman's role and responsibilities are set out in the Board Policy Manual, which is available on the Company's website at www.zelan.com. The Chairman is responsible for instilling good corporate governance ("CG") practices within the organisation and leads the Board in the adoption and implementation of the same by setting the tone at the top, as well as and overseeing the Board's effectiveness by focusing on strategy, governance and compliance in relation to public interest.</p> <p>The Chairman effectively leads Board meeting by guiding discussions while encouraging constructive challenge and contributions from all Board members. This ensures that decisions are well-informed and reflect the collective view of the Board.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	<p>The Board of Zelan has ensured that the positions of Board Chairman and Chief Executive Officer ("CEO") are held by different individuals. A clear division of roles and responsibilities between the Chairman and the CEO is set out in the Board Policy Manual to maintain a balance of power and authority.</p> <p>The Chairman of Zelan, Dato' Anwar bin Haji @ Aji, is primarily responsible for providing leadership to the Board, guiding discussions on strategies and policies recommended by Management, facilitating the orderly resolution of matters reserved for the Board, and ensuring the Board's effectiveness and collective oversight over the Group.</p> <p>The CEO of Zelan, Encik Faizal bin Yusof, is primarily responsible for overseeing the day-to-day business operations of the Group and implementing the strategies and policies approved by the Board. The separation of the roles of Chairman and CEO, held by different individuals, ensures a balance of power and authority, promotes accountability, and prevents the concentration of decision-making power.</p>
Explanation for departure	:	<p>Please provide an alternative practice and explain how the alternative practice meets the intended outcome.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

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

Practice 1.4

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

<i>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'.</i>	
Application :	Applied
Explanation on application of the practice :	The Chairman of the Board, Dato' Anwar bin Haji @ Aji, is not a member of Audit Committee, Nomination Committee or Remuneration Committee. This to ensure there is appropriate check and balance as well as objective review by the Board.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	Please provide an alternative practice and explain how the alternative practice meets the intended outcome.
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	:	<p>The Board is supported by the Company Secretary in discharging her duties and functions. The appointment of the Company Secretary is based on the capability and proficiency as determined by the Board. The Directors have unrestricted access to the advice and services of the Company Secretary to enable the Directors to discharge their duties effectively.</p> <p>The Company Secretary ensures that the Board is regularly updated on their obligations under relevant regulatory requirements such as Main Market listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, codes or new statutes issued from time to time and that such requirements in a timely manner.</p> <p>The Company Secretary also attends all Board, Board Committee and Annual General Meeting, and ensure that deliberations at the meetings are accurately minuted and recorded in the minutes books and subsequently communicated to the relevant parties for necessary actions. Such minutes of meetings are confirmed by the respective Board Committees and signed by the Chairman of the meeting.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 that are complete and accurate within a reasonable period before the meeting. Upon the conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	The Board has full and unrestricted access to all information within the Group. Notice of meetings are served at least seven (7) business days prior to the meetings. Relevant board papers were circulated to all Directors within a reasonable period prior to the meeting to ensure that the Directors have sufficient time to evaluate and review the proposals for a better discussion at the meetings. The dates of meetings for the following financial year are set a year in advance to enable the Directors to plan their schedules and maximize attendance. The minutes of meetings are tabled for confirmation as a correct record of proceedings at the subsequent meetings and are signed by the Chairman. Any outstanding matters arising were also tracked and reviewed by the Board at the next meeting.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	<p>The responsibilities and duties of all the Board Members, Board Committees and Management are clearly set out in the Board Policy Manual, which is available for reference on the Company's website at www.zelan.com. It serves to ensure that all the parties mentioned above acting on behalf of the Group are aware of their respective roles and responsibilities. The Board Policy Manual is reviewed and updated from time to time to reflect changes in relevant rules and regulations.</p> <p>Management is accountable for the execution of the corporate objectives and policies set by the Board. The Board has delegated specific responsibilities to its Committees to assist in the effective operations and governance of the Group. The functions and Terms of Reference of these Committees are defined by the Board in the respective Terms of Reference, which are also available on the Company's website.</p> <p>The duties and responsibilities of the Chairman and CEO are distinct and clearly separated, with a defined division of responsibilities.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	<p>The Board of Zelan is committed to fostering a corporate culture that upholds high standards of integrity, ethical conduct and good corporate governance. In line with this commitment, the Group has established a Code of Ethics and Conduct ("the Code"), which sets out the principles and standards of behaviour expected of all Directors and employees in the discharge of their duties and responsibilities.</p> <p>The Board is also committed to ensuring that the Group's business is conducted in a lawful, ethical and responsible manner in all jurisdictions where the Group operates. In this regard, the Group has also established an Anti-Bribery and Corruption Policy ("ABAC Policy"), which outlines the Group's zero-tolerance approach towards bribery and corruption and sets out expectations for employees, Directors, and external parties acting for or on behalf of the Group.</p> <p>The Code and the ABAC Policy support the Group's commitment to maintaining the highest standards of integrity and transparency in all business dealings. Further details of the Code of Ethics and Conduct, Anti-Bribery and Corruption Policy, are available on the Company's website at www.zelan.com.</p>
Explanation for departure	:	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
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	:	<p>The Company has developed a Whistleblowing Policy to enable a whistle-blower to report any improper conduct and to provide protection against any reprisal as a consequence of making such disclosure. The Whistleblowing Policy encourages employees and stakeholders who may be aware of, or genuinely know or reasonably believe that, an employee of the Company and the Group has engaged, is engaging in, or is preparing to engage in any improper conduct to report such matters.</p> <p>The Whistleblowing Policy is published on the Company's website at www.zelan.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	<p>The Board of Directors of Zelan Berhad has overall responsibility for overseeing the Group’s sustainability matters. Under the leadership of the Chief Executive Officer, the Board oversees the implementation of the Group’s sustainability strategies to ensure sustainability considerations are embedded across the Group’s business operations.</p> <p>The Board has established a sustainability governance structure to ensure effective oversight and accountability. In 2025, the Sustainability Committee reassessed the Group’s material sustainability matters to ensure that key issues relevant to the Group’s business and operations continue to be identified, evaluated and addressed. Further details are provided in the Sustainability Statement in the Annual Report 2025.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 Board acknowledges the importance of effectively communicating the Company's sustainability strategies, priorities, targets and overall performance to its internal and external stakeholders. Details pertaining to the stakeholders' engagement and communication are available in the Sustainability Report of the Company's Annual Report 2025.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 recognises the importance of sustainability and has identified key stakeholder groups and relevant sustainability priorities, as outlined in the Sustainability Statement in the Company's Annual Report 2025. The Board remains committed to keeping abreast of sustainability matters and will attend relevant training programmes, where appropriate, to enhance its Environmental, Social and Governance ("ESG") competencies.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 4.4

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

Application	:	Applied	
Explanation on application of the practice	:	The Board undertakes an objective annual evaluation to ascertain the effectiveness of the Board and its Committees. The evaluation process takes into consideration the performance of the Board in addressing the Company's sustainability risks and opportunities in general. It also covers the Board's conduct in staying abreast of on-going sustainability issues relevant to the Company's business plans.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 a dedicated focus on managing sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The Zelan Group of Companies works closely with its sustainability team, led by the Chief Executive Officer and comprising key members of Senior Management from various departments, to monitor and manage the Group's overall sustainability performance, assess material sustainability matters and operational requirements, and ensure that sustainability reporting complies with regulatory requirements.</p> <p>The Asset Management Services Concession Manager oversees the team's stewardship and provides guidance on key sustainability matters at the International Islamic University Malaysia, Gambang.</p>

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 the 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	:	<p>The Board of Directors of Zelan Berhad and the Nomination and Remuneration Committee ("NRC") ensure that the Board maintains an appropriate composition with a balanced mix of skills, knowledge, experience and independence to support the Company's strategic objectives.</p> <p>In line with its Terms of Reference, the NRC reviews the tenure, performance and contribution of retiring Directors, including their compliance with the Directors' Fit and Proper Policy. Newly appointed Directors are subject to re-election at the next Annual General Meeting ("AGM"), while all Directors must submit themselves for re-election at least once every three (3) years.</p> <p>The NRC also evaluates the effectiveness of each Board Committee, including its structure, roles and responsibilities, as well as the performance of its Chairman and members. The results of these assessments are documented and reported to the Board as part of the Company's corporate governance practices.</p> <p>The Fit and Proper Policy is available on the Company's website at www.zelan.com.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 of independent directors.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board currently consists of six (6) members, comprising one (1) Non-Independent Non-Executive Chairman and five (5) Independent Non-Executive Directors (“INEDs”). The Board composition complies with the recommendation of the Malaysian Code on Corporate Governance (“MCCG”), which requires at least 50% of the Board to be independent director.</p> <p>Their presence provides checks and balances within the Board, as they are able to provide unbiased and independent views in Board's deliberations and decision-making, taking into account the interests of the Group, minority shareholders and other stakeholders.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board has not adopted a formal policy limiting the tenure of Independent Directors to nine (9) years, as it is of the view that length of service does not necessarily affect a Director's independence or ability to exercise objective judgment in the best interests of the Company.</p> <p>Following the annual assessment, the NRC and the Board have reviewed the independence and performance of Encik Suhaimi bin Halim and Encik Mohd Shukor bin Abdul Mumin, whose tenures have reached 11 years and 9 months and 10 years and 5 months, respectively. The Board is satisfied that they continue to demonstrate independence, commitment, and valuable contributions to the Board.</p> <p>The continuation of Encik Suhaimi bin Halim and Encik Mohd Shukor bin Abdul Mumin as Independent Non-Executive Directors was approved by shareholders at the Annual General Meeting ("AGM") held on 11 June 2025. Accordingly, the Board will seek shareholders' approval, in accordance with the Malaysian Code on Corporate Governance 2021, at the forthcoming AGM for their continuation as Independent Non-Executive Directors until the conclusion of the next AGM.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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

Appointments of the 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	:	<p>The NRC is responsible for reviewing and recommending candidates for appointment, reappointment or re-election to the Board, as well as conducting annual assessments of Directors.</p> <p>In making its recommendations, the NRC considers a mix of skills, expertise, experience, diversity, and commitment required to support the Group's growth and complexity. Candidates are assessed for their integrity, professionalism, knowledge, and ability to devote sufficient time to Board and Committee duties, in line with the Directors' Fit and Proper Policy.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

Practice 5.6

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

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

Application	:	Applied
Explanation on application of the practice	:	The Board delegates to the NRC the responsibility of recommending the appointment of any new Director. The NRC adheres to a formal and transparent procedure in accordance with its Terms of Reference and Fit and Proper Policy for the nomination and appointment of new Director. In carrying out its functions and duties, the NRC has full, free and unrestricted access to the Company's records, properties and personnel. The Committee may engage professional recruitment firms to source suitable candidates for directorship and obtain the advice of external consultants on the appropriateness of remuneration packages and other employment conditions, whenever necessary. The NRC and the Board will meet with the prospective candidates to assess their suitability for appointment as Board members.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 Statement Accompanying the Notice of Annual General Meeting provides on Directors seeking re-election. The Profile of Directors presented in the Annual Report 2025 provides information on directors such as age, gender, designation and experience. The interests of Directors are also disclosed in the Annual Report 2025.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 NRC is chaired by Independent Non-Executive Director, namely Encik Suhaimi bin Halim.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Currently, the Board has one female Director, Puan Hasni Zarina binti Mohamed Khan. The Board is committed to increasing female representation and will actively seek suitable candidates to achieve at least 30% women directors, while also considering diversity in terms of gender, age, and ethnicity as part of its recruitment process.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	The Board will seek suitable female candidates to ensure a dynamic and diverse Board, with the right mix of skills, experience, integrity, and commitment, while promoting balance in gender, ethnicity, and age.	
Timeframe	:	Others	The Board will increase female representation when vacancies arise and suitable, qualified candidates are identified.

Intended Outcome

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

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board has disclosed its approach to Boardroom Diversity in the Corporate Governance Overview Statement and recognises the benefits of diversity, including gender equality, in creating a well-balanced composition for the Board and Management. The Board has not formalised a specific gender diversity policy.</p> <p>Nonetheless, the Group's Board Policy Manual provides guidance on diversity, as follows:</p> <ul style="list-style-type: none"> • The Board aims to maintain a diversity of expertise, skills, and attributes among its Directors. • The Board is committed to promoting gender, age, and ethnicity across the Group to bring together a range of perspectives and experiences, thereby enhancing the quality of decision-making. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake an annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Board, through the NRC, conducts annual assessments of each Director and the Board as a whole to ensure effectiveness. The NRC also reviews the performance and term of office of Audit Committee members. Evaluations are conducted via confidential questionnaires compiled by the Company Secretary, and the results, along with recommended improvements, will be presented by the NRC Chairman to the Board.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	<p>The Company has established a remuneration framework to attract, retain, motivate, and reward Directors and Management in leading the Group towards achieving its strategic objectives. The remuneration package is benchmarked against comparable industry practices, taking into account the performance and level of responsibilities of the Directors and Management.</p> <p>The components of the remuneration package for the Chairman of the Board include a fixed salary, benefits-in-kind, and other allowances. In contrast, the remuneration for other Independent Non-Executive Directors comprises meeting allowances only.</p> <p>For the financial year ended 2025 ("FY2025"), the NRC reviewed and recommended the remuneration packages for the Non-Executive Directors and Senior Management. The Board subsequently approved the remuneration of the Non-Executive Directors, with the relevant Directors abstaining from deliberations and decisions in respect of their own remuneration.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	<p>The NRC comprises three (3) members, all of whom are Independent Non-Executive Directors. The Committee is responsible, among others, for reviewing and recommending the remuneration packages of Directors for the Board's consideration and approval. The key activities of the NRC during FY2025 are disclosed in the Annual Report 2025. The Committee's terms of reference are available on the Company's website.</p> <p>The Board is satisfied that the NRC had discharged its duties and responsibilities in accordance with its Terms of Reference.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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	:	<p>In line with best corporate governance practices, the remuneration of each Director is disclosed on a named basis, ensuring transparency and accessibility to shareholders and stakeholders. The details of remuneration received from the Company for the financial year ended 31 December 2025 are set out below:-</p> <table border="1"><thead><tr><th>Meeting</th><th>Meeting Allowance (RM)</th></tr></thead><tbody><tr><td>Board Meeting</td><td>1,000</td></tr><tr><td>Audit Committee Meeting</td><td>1,000</td></tr><tr><td>Nomination and Remuneration Committee Meeting</td><td>1,000</td></tr><tr><td>Practice Note 17 ("PN17) Board Committee</td><td>1,000</td></tr></tbody></table> <p>A more detailed breakdown, including fees, meeting allowances, benefits-in-kind, and other emoluments, is disclosed in the Corporate Governance Overview Statement of the Company's Annual Report 2025.</p>	Meeting	Meeting Allowance (RM)	Board Meeting	1,000	Audit Committee Meeting	1,000	Nomination and Remuneration Committee Meeting	1,000	Practice Note 17 ("PN17) Board Committee	1,000
Meeting	Meeting Allowance (RM)											
Board Meeting	1,000											
Audit Committee Meeting	1,000											
Nomination and Remuneration Committee Meeting	1,000											
Practice Note 17 ("PN17) Board Committee	1,000											

No	Name	Directorate	Company (RM)							Group (RM)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emolumen	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emolumen	Total
1	Dato' Anwar bin Haji @ Aji	Non-Independent Director	82,000	19,000	291,000		51,454		443,454	82,000	19,000	291,000		51,454		443,454
2	Datuk Puteh Rukiah binti Abd Majid (<i>resigned on 17 September 2025</i>)	Non-Independent Director	47,342	18,000					65,342	47,342	18,000					65,342
3	Encik Suhaimi bin Halim	Independent Director	81,162	31,000					112,162	81,162	31,000					112,162
4	Encik Mohd Shukor bin Abdul Mumin	Independent Director	40,000	16,000					56,000	40,000	16,000					56,000
5	Encik Amalanathan a/l L. Thomas	Independent Director	76,000	33,000					109,000	76,000	33,000					109,000
6	Dato' Mohd Redza Shah bin Abdul Wahid	Independent Director	60,236	23,000					83,236	60,236	23,000					83,236
7	Puan Hasni Zarina binti Mohamed Khan	Independent Director	1,753	1,000					2,753	1,753	1,000					2,753

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	:	<p>Given the competitive business environment and the sensitivity associated with such disclosure, the Board is of the view that the disclosure of detailed remuneration of the top Senior Management in bands of RM50,000 on a named basis would place the Company in a disadvantageous position and could give rise to potential talent retention issues.</p> <p>The top Senior Management detailed remuneration on a no-named basis in successive bands of RM50,000 as follows:</p> <table border="1"> <thead> <tr> <th>Ranges of Remuneration (RM)</th> <th>Number of Senior Management</th> </tr> </thead> <tbody> <tr> <td>Above RM200,000</td> <td>2</td> </tr> <tr> <td>RM150,001 – RM200,000</td> <td>-</td> </tr> <tr> <td>RM100,001 – RM150,000</td> <td>-</td> </tr> <tr> <td>RM50,001 – RM100,000</td> <td>-</td> </tr> <tr> <td>Below RM 50,000</td> <td>-</td> </tr> </tbody> </table> <p><i>(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.)</i></p>	Ranges of Remuneration (RM)	Number of Senior Management	Above RM200,000	2	RM150,001 – RM200,000	-	RM100,001 – RM150,000	-	RM50,001 – RM100,000	-	Below RM 50,000	-
Ranges of Remuneration (RM)	Number of Senior Management													
Above RM200,000	2													
RM150,001 – RM200,000	-													
RM100,001 – RM150,000	-													
RM50,001 – RM100,000	-													
Below RM 50,000	-													
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>														
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 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

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	:	<p>The Chairman of the AC is not the Chairman of the Board. The AC chaired by Dato' Mohd Redza Shah bin Abdul Wahid, while the Board is chaired by Dato' Anwar bin Haji @ Aji.</p> <p>The duties and responsibilities of the Chairman of AC are defined in its Terms of Reference, which is available on the Company's website at www.zelan.com.</p> <p>All the AC members have sound knowledge on financial and accounting matters, experience and knowledge gained through extensive service on the Boards of other companies, enabling them to discharge their duties and responsibilities efficiently.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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	:	<p>None of the members of the Board were former partners of the External Auditors. As such, there is no requirement to establish such policy at present. The Board will observe a cooling-off period of at least three (3) years in the event any potential candidate for appointment as a member of the Audit Committee is a former partner.</p> <p>The Company will adopt the enhanced practice introduced by the Malaysian Code on Corporate Governance 2021, whereby a former partner of the Company's external auditors is required to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee. The Audit Committee's terms of reference will also be amended accordingly.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:	<p>The Audit Committee ("AC") conducts an annual assessment on the suitability, objectivity and independence of the External Auditors. This assessment covers, amongst others, the quality of audit services, performance, level of professionalism, adequacy of resources, experience of the audit team and their ability to meet reporting deadlines. For the financial year ended 31 December 2025, the AC was satisfied with the performance, objectivity and independence of the External Auditors, Nexia SSY PLT ("Nexia"), and concluded that the audit services rendered were effective and of a high standard.</p> <p>The AC also obtained written confirmation from Nexia that they have remained independent throughout the audit engagement in accordance with all relevant professional and regulatory requirements. Based on the AC's recommendation, the Board has approved the re-appointment of Nexia as External Auditors of the Company, subject to shareholders' approval at the forthcoming Annual General Meeting.</p> <p>The audit fees payable to Nexia for the financial year ended 31 December 2025 amounted to RM295,000.00, in respect of statutory audit services rendered.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

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

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Adopted
Explanation on adoption of the practice	:	Throughout the financial year ended 31 December 2025, the AC comprises entirely Independent Non-Executive Director("INEDs").

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	:	<p>The AC presently comprised of three (3) members with professional experience in accounting, corporate finance and legal matters. All the AC members are financially literate and able to read, interpret, and apply critical and probing judgment to the financial results and information prepared by the Management. The diversity in skills and sufficient understanding of the Group's business enable the AC to discharge its roles and responsibilities effectively. The AC members attended relevant conferences, seminars and training programme from time to time to keep themselves abreast of relevant developments in accounting standards and practices.</p> <p>Details of the trainings attended by the AC members for the FY2025 are listed under the Directors' Training section of the Annual Report 2025.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

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

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

Practice 10.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Board acknowledges its responsibility for maintaining a sound risk management and internal control system, and for reviewing its adequacy and effectiveness to safeguard shareholders' interests and the Group's assets. Notwithstanding this, such systems are designed to manage, rather than eliminate risks and can only provide reasonable, but not absolute, assurance against material misstatements or losses. The Group's framework encompasses financial, operational, compliance and information technology controls, as further detailed in the Statement on Risk Management and Internal Control in the Company's Annual Report 2025.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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 features of the Company's risk management and internal control framework are set out in the Statement on Risk Management and Internal Control of the Company's Annual Report 2025.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

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

Practice 10.3 - Step Up

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

Application	:	Not Adopted
Explanation on adoption of the practice		

Intended Outcome

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

Practice 11.1

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

Application	:	Applied	
Explanation on application of the practice	:	The Group's Internal Audit function is outsourced to a professional services firm, which reviews and evaluates the adequacy and effectiveness of the Group's risk management and internal control system and reports directly to the AC. The Internal Auditors conducted independent audit within the Group and reported their findings to the AC during its quarterly meetings. In order to maintain its independence and objectivity, the Internal Audit has no operational responsibility and authority over the activities it audits.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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	:	<p>The AC had evaluated the appointed Internal Auditors, namely PKF Risk Management Sdn. Bhd. and was satisfied with the suitability and independence. The Internal Auditors are free from any relationship or conflict of interest that could impair their objectivity and independence. The internal audit function reports directly to the Audit Committee.</p> <p>A risk-based approach is adopted in establishing the internal audit programme, where major risk areas will be identified. Audits are carried out based on detailed audit procedures set out in the audit programme designed for each audit area, based on the level of risks identified, and guided by the International Professional Practices Framework issued by the Institute of Internal Auditors. The internal audit activities are conducted in accordance with the internal audit plan designed to assess the adequacy, efficiency, and effectiveness of the Group's internal control and risk management reporting system.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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 ensures effective, transparent, and timely communication with shareholders and stakeholders through various platforms. Shareholders are encouraged to participate in general meetings, where a question-and-answer session is conducted, and Directors together with senior management are available to address queries. The Company's corporate website serves as a key channel for disseminating information on the Group, including its corporate profile, business activities, annual reports, policies, announcements, as well as notices and minutes of Annual General Meetings, while Bursa Malaysia Securities Berhad's website provides additional access to the Company's announcements.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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	:	<p>The Company issued more than 28 days' notice to shareholders for the 49th Annual General Meeting ("49th AGM"). The Notice of the 49th AGM was issued on 30 April 2025 for the AGM held on 11 June 2025.</p> <p>The Notice of 50th AGM is disseminated more than 28 days prior to the meeting, which will be held on 23 June 2026. Additional time is given to the shareholders to enable them to consider the resolutions and make an informed decision in exercising their voting rights at the 50th AGM. The Notice of 50th AGM, Proxy Form and Administrative Guide are available on the Company's website.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

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

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	All the members of the Board of the Company attended the Annual General Meeting held on 11 June 2025. The Chairman of the Board responded to all questions addressed to Board. In addition to the Chairman and Directors, Management and the External Auditors of the Company also attended the AGM to respond to questions raised by the shareholders.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
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	:	<p>The Company's 49th Annual General Meeting ("AGM") was conducted as a fully physical meeting in line with the joint announcement by the Securities Commission Malaysia and Bursa Malaysia Securities Berhad dated 30 August 2024, which provides listed issuers with the flexibility to convene general meetings in either physical or hybrid formats with effect from 1 March 2025.</p> <p>The Board is of the view that conducting the general meeting through a physical platform facilitates effective two-way engagement with shareholders. This format allows for direct interaction, enabling shareholders to raise questions and participate actively in discussions on the Company's performance.</p> <p>Shareholders who are unable to attend the AGM in person may appoint proxies to attend, participate, speak and vote on their behalf in accordance with the Company's Constitution.</p> <p>The Board believes that a physical meeting enhances transparency and supports more open and robust discussions, as it provides shareholders with greater confidence in the deliberation of the Company's affairs.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
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.

<i>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.</i>	
Application	: Applied
Explanation on application of the practice	: During the Annual General Meeting ("AGM") held on 11 June 2025, every opportunity was given to the shareholders to raised questions and seek clarification. The Chairman and Acting Chief Executive Officer had responded to all the relevant questions raised and provided clarification accordingly.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
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.

<i>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.</i>	
Application :	Not applicable – only physical general meetings were conducted in the financial year
Explanation on application of the practice :	<p>The Company did not conduct any fully virtual or hybrid general meeting during the financial year under review. The 49th Annual General Meeting (“AGM”) was held as a fully physical meeting, as the Board considers in-person engagement to be an effective platform for direct interaction and meaningful dialogue between shareholders, the Board and senior management.</p> <p>Shareholders attending the AGM were provided with adequate opportunity to raise questions and seek clarifications during the proceedings, and all queries were duly addressed to facilitate informed decision-making. Shareholders who were unable to attend in person were entitled to appoint proxies to participate and vote on their behalf. All resolutions were put to vote by way of poll, with the results duly verified and announced.</p> <p>The Board will continue to evaluate the adoption of virtual or hybrid meeting platforms in future general meetings, where appropriate, to further enhance shareholder participation and engagement.</p>
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
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.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application :	Applied
Explanation on application of the practice :	Minutes of the 49 th AGM as well as all questions and answers posed by the shareholders were uploaded at the Company's website within (30) business days from the date of the AGM in accordance with the best practice of MCCG.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
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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